



## **STATUTES OF THE NON – PROFIT ORGANIZATION**

### **“FAME Foundation for Girls and Women Empowerment”**

#### **Article 1. Name and Principles**

The Organization "FAME Foundation for Girls and Women Empowerment", in short, "FAME Foundation" (hereafter referred to as the “Organization”), was founded in March, 2017 and is registered in Nigeria, at the Corporate Affairs Commission as a non-profit organization with the CAC registration number CAC/IT/NO/95555.

The Organization is a gender-based non-profit in Abuja, established to solicit, encourage and advance the social, emotional and economic well-being of women and girls as well as formulate programs within the framework of national development plan with a view to enhancing the participation of women and advocate for gender parity in the society.

The Organization bases its activity and functions on equality for all, reputation and morale, accountability, sustainability and partnership and respect for others.

#### **Article 2. Legal character**

The Organization has its own legal personality and full legal capacity to act.

#### **Article 3. Organization Address**

The registered office of the organization is FAME Hub, Suite D7 Halima Plaza, Plot 1496 Balanga Street, Area 11, Garki Abuja. The registered office may be transferred to any other location in Abuja upon decision of the Board of Directors, provided that the change is necessary to its purpose.

#### **Article 4. Territorial scope**

The Organization shall pursue its activities throughout the national territory.



## **Article 5. Duration**

The Organization's duration is unlimited.

## **Article 6. Interpretation and development of the Statutes**

The Board of Directors is the body responsible for interpreting the precepts contained in these Statutes.

The present Statutes shall be developed and fulfilled by means of the decisions that are correctly adopted by the Board of Directors and the General Assembly within their respective areas of responsibility.

## **Article 7. Mission**

The Organization was established to solicit, encourage and advance the social, emotional and economic well-being of women and girls as well as formulate programs within the framework of national development plan with a view to enhancing the participation of women and advocate for gender parity in the society.

## **Article 8. Objectives**

The objective of the organization is to:

To operate skills acquisition centers towards the goal of poverty alleviation.

To formulate policies and programs, within the framework of national development plan with a view to enhancing the participation of women in the society.

To promote peace development and unity among women in various communities.

To solicit, encourage and advance the social, emotional and economic well-being of vulnerable/disadvantaged women and girls.

To empower abused, estranged and less privileged women and young girls with skills and education/counseling to fend for themselves and make a living.

To promote transparency and accountability in governance and respect for human rights and the rule of law.

To provide succor to girls women and vulnerable children

To sensitize the girl and women on proper conduct and discourage them from violence and other social vices

## **Article 9. Means**

In order to meet the organization's objectives, we;

Condemn the situations that cause societal inequality.

Defend organizations that work for the eradication of such social inequalities.

Develop activities that promote and disseminate the values and actions developed by the organizations in the sector.

Carry out specific promotional campaigns that contribute to the achievement of these goals.

Participate in other international and community-wide forums or organizations and entities to further the organization's purposes.

Join together with other organizations or groups of entities whose activity contributes to promoting the organization's goals.

## **Article 10. Membership**

There are three categories of organization membership:

### **10.01 Trustees:**

Trustees are individuals with powers of administration of the organization in trust with a legal obligation.

### **10.02 Board Members:**

The Board of Directors is the body responsible for interpreting the precepts contained in these Statutes.

### **10.03 Volunteers:**

Individuals, both male and female, who free offer to take part in meeting the organization's vision.

## **Article 11. The Structure of the Organization**

The organization is composed of:

- The Trustees;
- The Board of Directors;

11.01 The Trustees is the supreme authority of the organization and consists of all the members. It is chaired by the Chairman.

11.02 The Board, consisting of up to 3 members, is responsible for the preparation of all strategy and policy matters of the organization. It reports to the General Assembly and is chaired by the Board Chairperson.

## **Article 12. The General Assembly**

### **12.01 Powers and competence:**

The Annual General Assembly, chaired by the Chairperson, will:

- accept the Minutes of the previous General Meeting and deal with any matters arising;
- discuss and approve the Accounts and the Balance Sheet presented on the Board's behalf by the Treasurer and, after hearing the Independent Auditors' report, give discharge to the Treasurer and the Board from their responsibility;
- discuss and approve the Budget for the following year presented on behalf of the Board by the Treasurer;
- agree the level of membership payment for the following year, recommended by the Board;
- appoint independent, qualified and licensed Auditors to audit the financial records of the organization;
- deal with applications for membership;
- discuss and approve the Annual Report submitted by the General Secretary;
- carry out elections;
- deal with any other business.

## **12.02 Meetings:**

A statutory Annual General Assembly Meeting is held at least once a year and in any case not later than 12 months after the previous Annual General Assembly meeting. Other, Extraordinary, General Assembly meetings can be called by:

- Request of the Board, having passed a resolution for the same by a two thirds majority;
- Written request of more than one third of the members of the General Assembly.

## **12.03 Notice of Meeting**

Notice of each Meeting, including date and place, will be given at least three weeks before the Meeting. The Agenda and any document needed for the Meeting will be sent by mail to each member not later than one week prior to the date of the Meeting.

In case of an Extra Ordinary General Meeting, a notice of 14 days shall be given.

In case of a special business, the general nature of that business shall be made.

Resolutions at Annual General Meeting shall be passed by simple majority of the votes entitled to be cast by those present at the meeting.

## **12.04 The General Assembly Meeting Decisions**

The decisions of the General Assembly Meeting will be placed on the records by the General Secretary and distributed to the members of the Organization.

## **12.05 Voting rights:**

Each full member is entitled to one vote at the General Assembly Meeting.

## **12.06 Quorum:**

12.06.1 Monthly General Meeting shall consist two-third of the usual members.

12.06.2 Annual General Meeting shall consist one-third of the usual members.

12.06.3 Emergency General Meeting shall consist one-third of usual members.

12.06.4 Executive Committee Meeting shall consist two-third of elected members.

### **Article 13. The Board**

Board Members are elected by the Annual General Assembly. The Chairperson serves for a period of two years with the possibility of a reelection for one period of two years. All other Board Members serve for a period of two years with the option of unrestricted re-election for an unlimited number of periods of two years.

At the end of his/her term, the Chairperson can become Past- Chairperson for two years. The New Chairperson will be elected for a period of two years by the General Assembly. Only Vice-Chairpersons can be candidates for Chairperson. The Past Chairperson will provide support to his successor, the New Chairperson, and will ensure a smooth management transition.

In the interest of continuity of support to the Chairperson, the Treasurer and the General Secretary are elected at alternative Annual General Assembly Meetings for a two years mandate.

13.02 All Executive Committee Members are elected to their position by the Annual General Assembly with the exception of the Chairperson, and the Executive Officer.

13.03 The Chairperson, if not re-elected, nevertheless may be elected for any other Board position after he/she has completed his/her duties as Past- Chairperson.

13.04 In the event of the Chairperson being unable to carry out his duties, the Executive Committee will decide on who from the Executive Committee will temporarily assume the chair. A new Chairperson will be elected at the following Annual General Assembly Meeting.

13.05 Other members of the Board unable to perform their normal duties, may be replaced by acting replacement officers appointed by the Board until the next General Assembly Meeting.

13.07 For acceptance of decisions the simple majority of votes of Board Members present or represented is necessary. In case of a tied vote the proposal is rejected.

13.08 The members of the Board do not engage any contractual or extra contractual responsibility towards the Organization for their unintentional, even serious, mistakes, which are committed during their term of office.

### **Article 14. Board Election procedures**

On the occasion of the Annual General Assembly, Meeting Board Member elections will take place under rules as specified in the Statutes.

In addition, all Board Members have the right, and are invited, to propose their own Board Member candidates by filling in and sending the “Board Candidate Profile“ to the Organization office address at the latest four weeks before the Annual General Meeting will take place.

The following conditions apply:

- Only Board Members, for the current year are entitled to nominate and vote for the Board Member candidates;
- All candidates for Board seats will be informed of their nomination and will confirm their willingness to accept the appointment; their acceptance letter will be accompanied by a curriculum vita;
- Candidates for seats of the Board will be informed that all members of the Board will donate time, travelling and accommodation expenses, i.e. they will not receive any financial compensation by the Organization;

**Article 15. Register of the resolutions of the Board:**

The resolutions are registered in a register signed by the members of the Board of directors and are preserved by the Executive Director who will hold it at the disposal of the members at the seat of the Association.

**Article 16. Management:**

16.01 The General Secretary is responsible for the regular business of the Organization.

16.02 The Board may appoint an Executive to be responsible for the Office, who, as an Executive Officer of the Organization, will be external to the Board.

The Office operates under the responsibility of the General Secretary.

**Article 17. Financing:**

The Organization is financed by:

17.01 Voluntary donations (in cash and/or kind) from individuals, corporate bodies, organization in Nigeria or elsewhere.

17.02 Grants or assistance from countries, individuals, trusts, and other charitable or philanthropic organizations in Nigeria and outside Nigeria.

17.03 Contributions and financial assistance from members from the public sector

17.04 Donations and levies from the members

Financing of the Organization will be carried out, considering, without any restriction that the Organization is operating as a non-profit Organization. Members are required to pay voluntary membership contributions according to regulations agreed by the General Assembly from time to time.

**Article 18. Internal Auditors:**

Independent Auditors are appointed at the Annual, statutory General Assembly Meeting.

Their duties are to check the validity of the Organization's Book of Accounts and to report to the following Annual General Assembly Meeting in regard to the financial condition of the Organization.

**Article 19. Alterations of the Statutes:**

The present Statutes can only be modified or replaced by virtue of the decision of a Special General Assembly, adopted upon the recommendation of the Board of Directors or based on requests formulated by at least half of the votes corresponding to Organization members plus one, explained in written form and addressed to it in the second case, or by a decision of the Board, with the same majority, in the first case.

A resolution by the Special General Assembly must be adopted by a majority of two-thirds of the members present and represented.

**Article 20. Dissolution of the Association:**

The dissolution of the Organization cannot be decided only by the Annual General Assembly Meeting on the Agenda of which a specific point refers to such a proposal.

**Article 21. Legal representation:**

Acts, which engage the Organization are, except for special procreation, signed by the President and the General Secretary, or by two Board Members which are appointed by the Board and who will not have to justify themselves towards third parties of their capacities, which was conferred to them for this purpose.

The Organization is validly represented in legal actions and proceedings, as well as being a plaintiff or a defendant, by the Chairperson and the General Secretary or by two Board Members or by a Board member to be designated by the Board for this purpose or by any other person to be designated by the Board for this purpose.



**Article 22. Budgets and accounts:**

The accounting period begins on 1 January and closes on 31 December. In accordance with law, the year accounts of the past exercise and the budget of the following exercise are established every year by the Board and submitted to the General Assembly at its next available meeting.

The year accounts of the past exercise and the budget of the following exercise are every year submitted to the General Assembly for approval.

**Article 22. General:**

In addition to these Statutes a set of operating procedures may be drawn up by the Board as necessary and from time to time. Such rules must be framed within the provisions of these Statutes.