

BYE-LAWS OF



OUR LADY OF APOSTLES SECONDARY GRAMMAR SCHOOL, MARYWAY IBADAN OLD STUDENTS' ASSOCIATION

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MARYWAY IBADAN OLD STUDENTS' ASSOCIATION**

ARTICLE 1: DEFINITIONS

In these Bye Laws:

- 'Association'** means the Our Lady of Apostles Secondary Grammar School Maryway Ibadan Old Students' Association.
- 'Alma Mater/School'** means Our Lady of Apostles Secondary Grammar School, Maryway Odo-Ona, Apata, Ibadan, Oyo State.
- 'Chapter'** means a branch of the Association as approved from time to time by the National Executive Council.
- 'Chapter Executive Council'** means the Members of the executive council of various Chapters of the Association appointed by members of the Chapters.
- 'Chapter Standing Committee'** shall have the meaning given to it in Article 7.4.9 hereof.
- 'Constitution'** means the Constitution of the Incorporated Trustees of Our Lady of Apostles Secondary Grammar School Maryway Ibadan Old Students Association
- 'Financial Year'** means the period from the 1st day of January to the 31st day of December; provided that Financial Year for the first year shall be the period from the date these Bye laws are approved to the 31st day of December of that year.

‘Good Standing’	means the payment of the annual dues and levies approved from time to time by the National Executive Council and/or the Chapter to which she belongs.
‘Member/s’	means any person who is a member of the Our Lady of Apostles Secondary Grammar School Maryway Ibadan Old Students Association whose membership has been approved by a Chapter.
‘National Executive Council’	means the Members of the Association elected by the National Convention as constituted pursuant to the provisions of these Bye Laws.
‘National Standing Committee’	shall have the meaning given to it in Article 7.4.9.
‘Old Student’	A student who upon admission spent at least 3 years in the school; or not less than 2 years, and sat for the School Certificate Examination.
‘Trustee/s	means a member/s of the Board of Trustees of the Association elected by the National Convention as constituted in accordance with the provisions of these Bye Laws

ARTICLE 2: VISION STATEMENT

To be a rallying point and voice for assisting our Alma Mater in her bid to providing high quality secondary school education to girls and empowering them to become successful, parents, citizens and leaders.

ARTICLE 3: MISSION STATEMENT

The Mission of the Our Lady of Apostles Secondary Grammar School Maryway Ibadan Old Students Association is to connect and unite all old girls who have passed through the school from inception and provide the opportunities for them to interface and be friends in one big family, irrespective of their global locations, social status, ethnicity and religious biases with the shared vision to assisting the school achieve its highest academic and social potentials.

ARTICLE 4: NAME, ADDRESS AND EMBLEM OF THE ASSOCIATION.

- i. This Association shall be called **“Our Lady of Apostles Secondary Grammar School, Maryway Ibadan Old Students Association”** (OLAMIOSA).

- ii. The physical and the postal addresses of the Association shall be: Our Lady of Apostles Secondary Grammar School, Maryway, Odo Ona, Apata, Ibadan, Nigeria. determined by the National Executive Council from time to time. The postal address of the Association shall be P.O Box 2897 Falomo, Ikoyi Lagos.

- iii. The emblem of the Association shall be the School`s emblem with the name of the Association inscribed around it.

ARTICLE 5: AIMS AND OBJECTIVES

The Aims and objectives for which the Association is formed are as contained in the Constitution of the Association as well as such other aims and objectives as identified from time to time by the National Executive Council Member.

ARTICLE 6: MEMBERSHIP

6.1 Eligibility for Membership

- i. All Old students of the School are eligible to be members of the Association through membership of a Chapter and paying the prescribed annual membership fee and subscribing to the purpose of the Association.

6.2 Rights and Privileges

All Members of the Association shall be entitled to the following rights and entitlements, subject to fulfilling their obligations to the Association, either at Chapter or National level:

- i. attend and participate in all meetings of the Association
- ii. vote and be voted for
- iii. hold office of the Association
- iv. serve on committees of the Association
- v. represent the Association at social functions/activities;
- vi. such other rights and entitlements as are identified from time to time by the National Executive Council.

6.3 Obligations of Members

Every Member shall:

- i. Understand and accept to be bound by the Constitution of the Association;
- ii. Defend the policy, aims and objectives of the Association;

- iii. Refrain from publishing and/or distributing any information without authorization which purports to be the view of the Association or which may create any faction within the Association.
- iv. Promptly pay their annual dues or other levies as prescribed from time to time by the National Executive Council or the Chapter to which she belongs;
- v. Perform any task or responsibility assigned to her with diligence;
- vi. Bring any corporate opportunity that would benefit the Association to the attention of the National Executive Council or the Chapter to which she belongs.

6.4 Termination of Membership

Membership of the Association may be terminated by the occurrence of the following:

- i. Death of the Member;
- ii. Failure to fulfill financial obligations shall make membership dormant. Such a dormant member upon application shall be re-admitted subject to settlement of all financial obligations.

6.5 Re-Admission

An application for re-admission into the Association can be entertained on its merit, subject to settlement of any financial obligations to the Association

ARTICLE 7: ORGANISATIONAL STRUCTURE

7.1. The governance structure of the Association shall be made up of the following, and all persons occupying any position under the governance structure shall hold office on an honorary basis:

- The National Convention;
- Board of Trustees, members of which shall be elected by Members at the National Convention;
- National Executive Council, members of which shall be elected by Members at the National Convention;
- Chapter Executive Council, members of which shall be elected by Members at the Chapter level.
- Elders Forum: Upon attainment of age 70 years, members automatically join the Elders Forum. Elders shall appoint a Co-ordinator/Leader. The Forum shall act in an Advisory capacity.

7.2. THE NATIONAL CONVENTION

The National Executive Council shall convene the National Convention which shall be held on the 2nd Saturday in December every two years at a time and place to be determined by the National Executive Council.

Unless there is some urgent need to hold a National Convention, and subject to approval by the Board of Trustees.

The National Convention shall be the highest ruling and controlling body of the Association and shall be composed of:

All Registered Members of the Association.

7.2.1. Voting: Shall be by all Members of the Association in Good Standing present at the Convention.

7.2.2. Non-Voting Delegates

- i. The National Executive Council may invite individuals, who have made a special contribution to the Association or who have special skills or experience, to attend the National Convention, but such person shall have no voting rights.

7.2.3. Convention Organizing Committee

- I. The National Executive Council shall appoint a Convention Organizing Committee which will circulate convention information in advance and determine the agenda for the National Convention in consultation with the Chapter Executive Council, the National Executive Council, subject to the final ratification of the Board of Trustees.

7.2.3. Voting at National Convention

Voting on key questions shall be by open ballot, a show of hands, provided that it shall be by secret ballot if at least one third of the delegates at National Convention demand it or it concerns the election of members of the Board of trustees and/or the National Executive Council.

7.2.4 Duties and Powers of The National Convention

The National Convention shall:

- i. Decide and approve the policies and constitution of the Association.
- ii. Receive and discuss the reports of the Chapter Executive Council and National Executive Council which shall include the President's Address, the National Secretary 's Report and the National Treasurer's Report.
- iii. Have the right and power to review, ratify, alter or rescind any decision taken by any of the constituent bodies, units or officials of the Association.
- iv. Elect the members of the Board of Trustees and the members of the National Executive Council.
- v. Have the power to elect or appoint any commission or committee and assign specific tasks and duties to such commission or committee.

7.2.5.

MEETING OF THE NATIONAL CONVENTION

- i. The President of the National Executive Council shall preside at the National Convention. If the President is not present, the 1st Vice- President or in her absence, the 2nd Vice President shall preside over the National Convention. Where neither of the three is present at the National Convention, the Delegates shall elect one of them who is in good standing to preside over the meeting.
- ii. At any National Convention a resolution put to the vote of the meeting shall be decided on a show of hands and a declaration by the chairman of the meeting, that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority or lost, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favor of or against such resolution; provided always that voting for election of a Trustee or a member of the National Executive Council shall be by secret ballot, which could be done electronically.

7.3. BOARD OF TRUSTEES

7.3.1. Eligibility and Election

Subject to meeting the eligibility criteria enumerated in the Schedule below,

- i. every Member in Good Standing between the age of 40 (forty) and 70 (seventy) shall be eligible for election as a Trustee of the Association, provided that every Member submitting herself for election as Trustee shall belong to a Chapter .

7.3.2. Number

The members of the Board of Trustees shall not be less than 9 (Nine) in number including the National President.

7.3.3. Duties

It shall be the duty and responsibility of the Trustees to do the following:

- i. Act as custodian of the Constitution, Vision and Mission of the Association.
- ii. Set the guidelines, policies and mandates for operating the bank accounts of the Association from time to time, both at Chapter and National levels.
- iii. To consider and approve the financial statements for the preceding Financial Year of the Association at National level and for the

preceding two year before its presentation at the AG/National Convention.

- iv. To appoint the Auditors of the Association at the National level for the ensuing year, subject to the recommendations of the National Executive Council.
- v. Perform such other duties and responsibilities that may be devolved upon it by the national Convention, from time to time.

7.3.4. Tenure

Trustees may hold office for a term of 4 (four) years and be eligible for re-election for no more than another term of 4 (four) years, but shall cease to hold office if she:

- a. Resigns her office.
- b. Attains the age of 70 years
- c. Becomes insane.
- d. Is officially declared bankrupt.
- e. Is convicted of a criminal offence involving dishonesty by a Court of competent jurisdiction.
- f. Is recommended for removal by a majority of the other Trustees.
- g. Is incapacitated and unable to discharge her functions.

7.3.5. Election of Trustees at the National Convention

The Trustees shall be elected in accordance with the guidelines prescribed from time to time by the National Executive Council at biennial National Convention to be held as herein provided:

- a. The Trustees may from time to time appoint a person who is willing and able to act, to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by the Constitution of the Association as the maximum number of Trustees.: Provided further that any Trustee appointed to fill a casual vacancy shall have her appointment approved and/or ratified at the National Convention.

7.3.6. Proceedings of the Board of Trustees

The Trustees may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit, provided that that they shall hold at least two meetings in any one year and one of the meetings shall be held to deal with the following:

- a. As the legal custodians of the assets of the Association, to consider the financial statements for the preceding Financial Year of the Association and

an estimate of the receipts and expenditure for the current Financial Year before its presentation at the AG/National Convention.

- b. To appoint the auditors of the Association at the National level for the ensuing year, subject to the recommendations of the National Executive Council.
- c. Any other business which may be properly transacted by the BOT, subject to the provisions of these Bye Laws.
- d. A Trustee may, and the Secretary to the BOT on the request of a Trustee, shall at any time summon a meeting of the Trustees.
- e. The quorum necessary for the transaction of the business of the Trustees shall be 5 (five).
- f. The Trustees shall elect from among themselves a Chairman and Vice Chairman, as well as a Secretary.
- g. The Chairman or in his absence the Vice-Chairman shall preside as Chairman of the Board of Trustees meetings.
- h. If neither the Chairman nor the Vice-Chairman is present within thirty (30) minutes after the time appointed for holding the meeting the Trustees present may choose one of their members to preside.
- i. A Trustee unable to attend a meeting of the BOT in person, may participate By telephone conference, electronic communication or other communication facility so long as all Members participating in the meeting may simultaneously hear and communicate with each other and members so participating shall be counted as forming part of the quorum for the meeting; provided that facilities for such means of participation are available at the venue of the meeting.
- k. The Board may delegate any of its powers to committees consisting of such member or members of their body as they think fit, and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board.
- l. A committee may elect a chairman and Secretary from its members if at any meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the same, the members present may choose one of their members to be chairman of the meeting.
- m. A committee may meet and adjourn as it thinks proper.

- n. A resolution in writing, signed by all the Trustees for the time being entitled to receive notice of a meeting of the Trustees shall be valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.

7.4. NATIONAL EXECUTIVE COUNCIL

7.4.1. Composition

The National Executive Council shall be made up of:

- a. The President –
- b. Vice President 1 - ,
- c. Vice President 2 - **2ND VICE PRESIDENT (DIASPORA)**
- d. General Secretary -
- e. Assistant General Secretary
- f. Treasurer
- g. Financial Secretary
- h. Legal Adviser
- i. 3 Social/Publicity Secretaries
- j. 6 (Six) National Welfare Officers - **(2 DIASPORA, 4 NIGERIA)**
- k. National Internal Auditor
- l. 2 (Two) Ex Officio Members. - **(ONE DIASPORA, ONE IN NIGERIA)**
- 2 Membership Relations Officers

7.4.2. The members of NEC shall have the power to co-opt not more than 3 (three) additional members at any time during its term of office in order to provide for a balanced representation that reflects the true character of the Nigerian people.

7.4.3. Should a vacancy occur on the NEC for any reason, the NEC shall have the power to fill the vacancy by appointing a replacement (**FROM THE SAME GEOGRAPHICAL ZONE**) and the replacing NEC member shall be entitled to complete the tenure of the NEC member she is replacing only.

7.4.4. Role of NEC Members

PRESIDENT.

The President shall

- a. be the principal officer of NEC and subject to the provisions of these Bye Laws, shall preside at all meetings of the NEC members and the National Convention;
- b. may sign, with any other proper officer of the Association appointed to that role, contracts or other instruments which NEC members have authorized to be executed, except in cases where the signing and execution is expressly delegated to another person by the Board of Trustees or National Convention or by these Bye Laws; and,
- c. in general, shall perform all duties incident to the office of President and other duties as may be prescribed by the Board of Trustees or NEC members (or the Bye Laws).

1ST VICE PRESIDENT

- a. In the absence of the President or in event of her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President;

2ND VICE PRESIDENT

- a. The 2nd Vice President shall assist the 1st Vice President in the performance of her duties;

GENERAL SECRETARY.

The General Secretary shall:

- a. Act as secretary to the, NEC and at National Convention;
- b. Preparing, after consultation with the President, the notices of meetings and the minutes of the meetings of NEC and National Convention.

- c. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d. Be custodian of the corporate records of the Association at national level;
- e. And in general, perform all duties incidental to the office of General Secretary and other duties as assigned by the President/Chairman of NEC or Chairman of the BOT.
- f. **convene all executive and general meetings as well as emergency meetings at the request of the president, the executive or the general meetings.**

keep records and minutes of the executive, general and emergency meetings and send out circulars to members.

ASSISTANT GENERAL SECRETARY

- a. Supervise membership records and general record systems;
- b. Perform such functions assigned to her by the General Secretary or NEC;
- c. Act as the General Secretary delegate in all matters entrusted to her;
- d. Assist the General Secretary to coordinate the preparations for the various meetings such as the National Convention, and NEC meeting
- e. **Classify, collate, catalogue and store information, and documents for easy access and retrieval.**
- f. **Create and maintain an archiving system.**
- g. **Outline a long-term storage strategy.**
- h. **Work with NEC to ensure consistency of documentation practice across all NEC clusters Control access to OLAMIOSA documents.**
- i. **Migrate to storage software and applications for electronic filing of OLAMIOSA information and documents.**

TREASURER

The Treasurer shall:

(SHALL BE A QUALIFIED CHARTERED ACCOUNTANT OF NOT LESS THAN 5 YEARS POST QUALIFICATION.)

- a. be responsible for running the process of managing the financial assets of the Association at National level;
- b. give recommendations to the Board of Trustees at National level on the bank(s) for the Association. It shall also be her

responsibility to oversee the periodic reconciliation of bank statements;

- c. facilitate preparation and presentation of Annual Budget of the Association as well as complete required financial reporting forms;
- d. translate financial concepts and information for the Association at National level.
- e. **Be responsible for running the process of managing the financial assets of the Association at National level, including keeping an imprest account;**
- f. **Deposit all such monies in the name of the Association in the banks, or other depositories selected by NEC members subject to the approval of the Board of Trustees;**
- g. **Receive and give receipts for monies due and payable to the Association at national level from any source whatsoever;**
- h. **Keeping custody of these books of account of the Association, that is, general ledger, cheque books and cheque stubs;**
- i. **Ensure prompt payments to creditors of the Association;**
- j. **In the absence of the Financial Secretary, carry out the duties and responsibilities of the Financial Secretary.**

FINANCIAL SECRETARY.

The Financial Secretary shall:

(BE A QUALIFIED CHARTERED ACCOUNTANT OF NOT LESS THAN 5 YEARS POST QUALIFICATION)

- a. have charge and custody of and be responsible for all funds of the Association at national level;

- a. receive and give receipts for monies due and payable to the Association at national level from any source whatsoever;
- b. deposit all such monies in the name of the Association in the banks, or other depositories selected by NEC members subject to the approval of the Board of Trustees;
- c. and in the absence of the Treasurer, perform all the duties incidental to the office of Treasurer and other duties as assigned by the President or by the Board of Trustees.
- d. **Oversee the periodic reconciliation of Bank statements.**
- e. **Facilitate preparation and presentation of Annual Budget of the Association as well as complete required financial reporting forms.**
- f. **Ensure that the provisions of Constitution of OLAMIOSA which states that 15% of the total sum of the membership dues collected by each Chapter shall be paid into the National bank account specified for such money.**

LEGAL ADVISER

The Legal Adviser shall:

(BE A LEGAL PRACTITIONER WITH NOT LESS THAN 10 YEARS POST CALL EXPERIENCE)

- a. be the chief compliance officer of the Association and shall ensure that all regulatory requirements relating to the formation and continuous existence of the Association are met;
- b. intimate the Association of any new regulatory requirement relating to the Association and shall advise on the modus operandi of complying with such requirements;
- c. advice on regulatory, compliance and legal matters affecting the Association.
- d. **Unless otherwise determined, be the chairman of any committee set up by the BoT and NEC for the revision of the constitution or the By-Laws of OLAMIOSA.**
- e. **To ensure that the rule of law is followed in respect of any disciplinary action to be taken against any member of OLAMIOSA.**

NATIONAL INTERNAL AUDITOR

- a. Objectively review the association's business processes.
- b. Ensure the compliance of the Association to relevant laws, regulations and statutes
- c. Protect against fraud and theft of the Association's assets
- d. Obtain, analyze and evaluate accounting documentations, reports and flow charts.
- e. Determine Internal Audit Scope and develop annual plans.
- f. Maintain open communications with the BOT, NEC and Audit committee (if any).
- g. Identify loopholes and recommend risk aversion measures and cost savings.

MEMBERSHIP RELATIONS OFFICERS

- a. **Work assiduously to ensure that all former students of Our Lady of Apostles Maryway, Odo Ona, Ibadan join OLAMIOSA.**
- b. **Ensure the formation and inauguration of chapters of OLAMIOSA globally, in accordance with set criteria.**
- c. **Create, and implement initiatives that will ensure current students of Our Lady of Apostles Maryway, Odo Ona, Ibadan, Oyo State, Nigeria are mentored whilst in school to achieve their full potentials, and thereby create a pipeline of former students worthy of being members of OLAMIOSA.**
- d. **Create an electronic database of all members of OLAMIOSA , and develop a process through which same will be updated on a quarterly basis.**
- e. **In compliance with the Nigerian Privacy and Data Protection Agency Act ensure full compliance with the Privacy and Data Protection Policies of OLAMIOSA.**

NATIONAL WELFARE OFFICERS (Co-ordinator)

- a. To establish and maintain contacts with Members with a view to maintaining harmonious relations among Members;
- b. To bring the attention of BOT and/or NEC or Chapter any Member, staff or student of the school who may be in need or who requires assistance

- c. To promote good relations between various committees and chapters of the Associations
- d. To advise and make suggestions on issues relating to the provision of welfare facilities to needy members e.g. Housing facilities, food stuffs, education of children etc.
- e. To mitigate possible grievances and conflicts arising among members, chapters and committees of the Association.
- f. **Lead National Welfare Officers in coordinating program submitted and approved for execution at the States and Diaspora level;**
- g. **Monitor the execution through monthly submission of reports from these points;**
- h. **Provide guidance where necessary through joint meetings and agreement conveyed;**
- i. **Ensure that executed programs follow approved processes;**
- j. **Participate in NEC meetings quarterly/annually and share National Welfare/Prayer Reports.**

NATIONAL WELFARE OFFICERS (Secretary)

- a. **Act as Secretary to Welfare Cluster and relate with the Second National President (SNP) and Welfare Officer Team Lead;**
- b. **Prepare, after consultation with the Coordinator, notices of meetings and minutes of the meetings of the Cluster for reporting purpose;**
- c. **Ensure that all notices are duly given in accordance with the provisions of the Bylaws or as required by law;**
- d. **Assist the Coordinator to prepare for the various meetings such as the Cluster's meetings, NEC's and other legal meetings;**
- e. **Perform all duties incidental to the office of Secretary and other duties as assigned.**

PRAYER COORDINATOR

The following are the provisions proposed:

The duties and responsibilities of the office of the Prayer Coordinator is to mobilize queens for prayer, plan, and communicate prayer initiatives.

The Coordinator will work with some members of OLAMIOSA queens in the identification and selection of respected persons to be in the group or serve in the leadership of prayer ministry.

- Members of this Prayer Group will be known as intercessors.
- They war in prayer to battle whatever is going on in their lives and in the lives of others.
- Believe that prayer works in addition to medical intervention as necessary.

The Prayer Coordinator shall:

- Lead in coordinating prayer program submitted and approved at the States and Diaspora levels;
- Provide guidance where necessary through joint meetings and agreement conveyed;
- Ensure that prayer programs follow approved processes;
- Participate in NEC meetings quarterly/annually and share National Prayer reports.
- The members of the Prayer Group will be put together by the Prayer Coordinators and will be on the National Prayer Platform.
- The following qualities will guide us in assessing if anyone could be an intercessor. If we have problems on any of this, let's pray our way through: steadfastness, endurance, self-sacrifice, courage, consecration

7.4.5. Duties and Responsibilities of NEC

The collective duties and responsibilities of the National Executive Council include, but not limited to the following:

- a. Implement the decisions and instructions of the National Convention and the Board of trustees.
- b. Recommend the programme of activities for the year at national and if necessary, Chapter levels.
- c. Operate the bank accounts of the Association at national level in accordance with the guidelines and mandates set by the BOT, being the custodians of the assets and properties of the Association.
- d. Plan and execute of the approved programmes of the Association at national level.
- e. Manage the affairs of the Association.
- f. Ensure that a database of all members of the Association is created;
- g. Approve the establishment of each Chapter within criteria established by it.
- h. Perform oversight functions of the committees of the Association as well as review and assess the performance of Members of any committees of itself or as set up by the National Convention.
- i. Develop and manage the machinery and strategies for raising, investing, expending and collecting funds for and on behalf of the Association at the national level.
- j. Ensure sound policies such as risk management, communication, procurement, asset disposal, gift etc. are implemented.

- k.** Receive reports, supervise the work of, and delegate such functions to a sub-committee of itself as it considers necessary.
- l.** Issue documents and other policy directives as and when it deems fit, after due consultation with the Trustees.
- m.** Confer such honours as it may deem appropriate.
- n.** Any other responsibility that may devolve on it from time to time by the National Convention or the Board of Trustees.

7.4.6. Eligibility

Every Member in Good Standing shall be eligible for election as a Member of the National Executive Council pursuant to the eligibility criteria approved from time to time by the Trustees.

7.4.7. Election

- a.** The Members of the National Executive Council (NEC) shall be elected by a show of hand ballot at the National Convention for a term of two years from the date of the election, renewable for another term of 2 years; Provided that, election can be by a consensus of the second term by those who have served the first term and have demonstrated commitment to OLAMIOSA and are prepared to serve the second term diligently and efficiently.

7.4.8. Meetings

- a.** The members of NEC shall hold such number of meetings as are required in a year, provided always that they shall hold at least three meetings in any one year and the quorum for each meeting shall be two third of members of its members or a number closest to the nearest whole number.
- b.** Members unable to attend a meeting of the NEC in person, may participate by telephone conference, electronic communication or other communication facility so long as all members of NEC participating in the meeting may simultaneously hear and communicate with each other and members so participating shall be counted as forming part of the quorum for the meeting; provided that facilities for such means of participation are available at the venue of the meeting.
- c.** A resolution in writing signed by all Members of the National Executive Council eligible to attend and vote at meetings of the National Executive Council shall be as valid and effective as if the same was passed at a meeting of the National Executive Council duly convened and held.
- d.** A quorum at any meeting of the National Executive Council is formed by two third of its members of the National Executive Council which at all times must include either the President, 1st or 2nd Vice-Presidents of the NEC.

- e. Voting shall be by a show of hands unless voting by secret ballot is requested by a member of NEC and every member of NEC shall have one vote. In the case of equality of votes, the President shall be entitled to a second or casting vote.

7.4.9. NEC: National Standing Committees

- a. To assist the NEC Council in the effective administration of the Association, NEC may from time to time create one or more committees or sub-committees of its members or its members with other members of the Association for the purpose of carrying out or supervising all or any of the objects or activities of the Association. The committees or sub-committees shall make reports to the NEC and keep minutes and proper records of their activities; Provided that the following National Standing Committees shall be established by NEC:

- i. **National Social and Publicity Committee**

This shall consist of 4 (four) Members comprising Members and one Social and Publicity Secretary. The committee shall be responsible for formulating, organizing and executing approved social functions and publicity.

- a. **Ensure that all the OLAMIOSA National E-Platforms, that is, Facebook, YouTube, Twitter, Telegram and Instagram are updated with information, pictures etc. concerning activities at Chapter and national level, including pictures, invitations etc. from time to time and promptly;**
 - b. **Monitor all activities on the social media platforms and report to NEC any issues on the e- platforms.**
 - c. **Organize online educative workshop, seminar and training especially for women and girl child.-The Social Media Manager to come up with process and framework**
 - d. **Organize old school night and/or Happy Hour every last Friday of the month- Framework to be developed by Social/Publicity Secretary**
 - e. **Identify former students who are not yet members of OLAMIOSA but are on OLAMIOSA social media platforms, and send their names to the Membership Relations Cluster for follow up, and also ensure they participate in the Fireside Chat with the National President program.**

Membership Relations Cluster to update OLAMIOSA's Compendium biennially.

- ii. **National Welfare Committee**

The 6 (six) elected National Welfare Officers shall constitute a Committee to be known as the National Welfare Committee. When deemed necessary, all Members of the National Welfare Committee shall jointly represent the Association in cases of absenteeism, ill health, bereavement etc.

iii. National Projects Monitoring and Evaluation Committee

This standing committee shall consist of as many members of the NEC and other members of the Association as determined by the NEC.

The mandate of this committee are as follows:

- A.** To identify projects which the NEC, Chapters and other benefactors should implement from time to time with a view of achieving the aims and objectives with regards to all the identified stakeholders;
- B.** To ascertain, monitor and ensure that all proposed projects of the association and its organs are done and undertaken in an efficient and sustainable manner;
- C.** Examine and approve implementation reports in respect of proposed plans and projects;

- D. To make necessary observations emanating from project evaluations and examinations to the NEC and BOT;
- E. To examine all issues that affect the performance of the proposed and operational programs of the NEC and the BOT;
- F. Ensure that no project is carried out without having being first considered and approved by the National Executive Council.

A National Standing Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by simple majority votes of Members present, and in the case of an equality of votes the Chairperson of the National Standing Committee shall have a second or casting vote.

7.4.10. NEC shall be entitled to set up such other committees as it deems necessary, from time to time.

7.5. CHAPTER EXECUTIVE COUNCIL (CEC)

The NEC shall set up and/or approve the establishment of such Provisional Chapters or full Chapter as deemed necessary subject to criteria and guidelines contained in a Schedule to these Byelaws and the Standard Operating Procedure of the Membership Relations Cluster and as amended from time to time.

7.5.1. Membership

Each Chapter Executive Council shall be made up of:

- a. The Chair-person
- b. Vice Chairman
- c. Secretary
- d. Social/Publicity Secretary
- e. Treasurer/ Financial Secretary
- f. Welfare Officer
- g. Ex Officio member

7.5.2. The members of the Chapter Executive Council shall be elected by secret ballot at a meeting of the Chapter in January of every three (3) years and their tenure of office shall be three years, provided that in the event that these Bye laws are approved during the year, the first set of members of the NEC shall be from the day the Bye Laws are approved to the date of the next Chapter election, whichever is later.

7.5.3. Every Member of the Chapter in Good Standing shall be eligible for election as a member of a Chapter Executive Council.

7.5.4. Duties and Responsibilities

The Chapter Executive Council shall be responsible for the following:

- a. Convene and hold meetings of the Chapter
- b. Admit members to the Chapter
- c. Create database of their members and ensure this is updated with NEC database from time to time.
- d. Ensure that the Chapter is run smoothly for purposes of achieving the aims and objectives of the Association.
- e. Ensure that the activities of the Chapters are governed by the Constitution and Bye laws of the Association.
- f. Give regular reports on the activities of their Chapters to the NEC
- g. Create such Chapter committees or sub-committees as it deems necessary for the effective performance of its functions.
- h. Operate the bank accounts of the Association at Chapter level in accordance with the guidelines and mandates set by the BOT, being the custodians of the assets and properties of the Association.
- i. Ensure that all their Members pay their dues approved by the NEC promptly and remain in Good Standing, provided that this does not preclude each Chapter from raising fund by any other legal means; provided further that each CEC shall ensure that 15% (fifteen percent) of the dues and other revenues of each Chapter as determined from time to time by NEC shall be paid into the bank account of the NEC on or before the end of February in any one Year.
- j. An Ordinary Meeting of each Chapter of the Association shall be held on the last Sunday of every month or such other time as determined by the Chapter.

7.5.5. Meetings of Members of a Chapter

- a.** The members of the Chapters shall hold such number of meetings as are required in a year provided that they shall hold not less than 6/10 (six/ten) meetings in any one year and quorum of such meeting is formed by one third members of the Chapter.
- b.** Voting shall be by a show of hands unless voting by secret ballot is requested by a Member of the CEC and every such Member shall have one vote.
The Secretary shall keep an accurate record of the proceedings of Chapter meetings and guidelines adopted for all its activities, e.g. Minutes, Elections.

7.5.6. Conduct of meetings and business of a Chapter Executive Council (CEC)

The members of a CEC shall develop its own rules for the conduct of its business in a manner deemed appropriate, provided that such rules shall not be inconsistent with these Bye Laws or with rules prescribed by NEC or the National Convention.

7.5.7. Joint Duties of the National and Chapter Executive Councils

The National and Chapter Executive Councils of the Association shall jointly:

- a. Act as the voice for both the old and current students of the School.
- b. Engage the Federal and/or various State Governments on issues concerning the progress and pride of the School.
- c. Represent the Association on the School's Board.
- d. Collaborate with other stakeholders, such as the Parents Teachers Association, School Based Management Committees to implement government stipulated standards for the promotion of academic, sports, and musical excellence, sports as well as good moral behaviour among students of the School.
- e. Create and manage an Endowment Fund to celebrate academic excellence and good behaviour among current students of the School, subject to the guidelines approved by the BOT.
- f. Mobilize all the Chapters to respond in a strategic and coordinated manner to issues of maintenance, facility adequacy, and moral standards of the School.
- g. Empower Members of the Association through training, to mentor current students so as to arm the students with adequate knowledge to make informed decisions regarding career paths and preparations towards responsible motherhood.

7.6 ELDERS FORUM

7.6.1. The NEC shall set up and/or approve the establishment of OLAMIOSA Elders forum at the National Convention.

7.6.2. Duties and Responsibilities of the Elders Forum

- a. Provide quality advice to NEC and BOT in decision making and overall governance of the Association
- b. Provide guidance and support to NEC, BOT and the Association in general as deemed necessary: subject to established guidelines from time to time.
- c. To act as mediators using their wealth of experience in bringing about conflict resolution that may be required at the national and Chapter levels.

7.6.3. Members of the Elders Forum shall not be less than 70 (seventy) years of age

7.6.4 The Forum is at liberty to appoint their members as Officers for the proper running and organisation of their forum, provided that such appointee shall hold office until she:

- a. resigns her office
- b. ceases to be a member of the Association
- c. is found to be terminally ill
- d. dies
- e. is convicted of a criminal offence involving dishonesty by a Court of competent jurisdiction;
- f. is recommended for removal by a majority of the Members of the Board of Trustees.

ARTICLE 8: SOURCE AND OPERATION OF THE FUNDS OF THE ASSOCIATION

8.1.0 Source of Funds

The source of funds of the Association shall be as provided for in the Constitution, subject to any provisions of these Bye Laws.

8.1.1 Funds of The Association

- i. THE OLAMIOSA MAINTENANCE FUND.
- ii. There exists THE OLAMIOSA MAINTENANCE FUND into which all donations for projects are pooled and managed by the **PROJECTS REVIEW AND ASSESSMENT COMMITTEE (PRAC)** of the association
- iii. Group/Self sponsored projects must be maintained by the sponsors for at least five consecutive years before handing over same to PRAC which shall draw maintenance fee from the OLAMIOSA MAINTENANCE FUND.

8.2.

Management of Funds by the National Executive Council and the Chapter Executive Council

8.2.1. The National Executive Council shall ensure that:

- a.** The Association shall maintain an account in a bank approved by the Board of Trustees of the Association. The Association shall operate a Savings and Current Account with the designated commercial bank.
- b.** The signatories to the accounts of the Association shall be the President, Vice-President, General Secretary and Treasurer of the Association, subject to any contrary directive of the BOT. The mandate to sign cheques and other financial instruments on behalf of the Association shall be as determined by the BOT from time to time.
- c.** Records of the funds, vouchers for payments of sums of money as well as the official receipts of the Association shall be maintained in accordance with best practices.
- d.** Financial report which shall include Audited Accounts and Budget of the Association shall be presented to the Members of the Association as provided for in these Bye laws or as determined by the BOT.
- e.** The National Executive Council shall have power to expend the funds of the Association in accordance with the objectives of the Association.

8.2.2. The Chapter Executive Council shall ensure that:

- a. The Chapter shall maintain an account in a bank approved at a general meeting of each Chapter of the Association.
- b. The signatories to the accounts of each Chapter shall be as decided by (**NEC**) The mandate to sign cheques and other financial instruments on behalf of each Chapter shall be determined by a resolution of Members of the Chapters.
- c. Records of the funds, vouchers for payments of sums of money as well as the official receipts of the Chapter shall be maintained in accordance with best practices.
- d. The funds of the Chapters are expended in accordance with the objectives of the Association and in accordance with any guidelines set by the BOT.

ARTICLE 9: AMENDMENTS TO THE CONSTITUTION

- a. Any Member of the Association may propose amendments to the Constitution.
- b. Such amendments shall be notified to the Chairman of the BOT through the National President and General Secretary of the Association in writing not less than six (6) weeks before the meeting (**OF THE BOT**) at which the amendment is to be considered. The General Secretary shall transmit copies of the proposed amendment to Trustees at least four (4) weeks to the date of the meeting wherein it would be voted upon.
- c. Members of the BOT shall determine other guidelines for the amendment of the Constitution.

ARTICLE 10: APPOINTMENT OF EXTERNAL AUDITORS

- a. There shall be appointed for the Association, both at National and Chapter levels, External Auditors who shall be independent, qualified and licensed to audit the accounts of the Association at National and Chapter levels, annually.
 - i. Such External Auditors at the National Level shall be appointed by the Board of Trustees. Whilst the External Auditors at chapter level shall be appointed by the National Executive

- b.** The External Auditors shall have access to all files and documents of the National Executive Council and various Chapters of the Association, as deemed necessary for carrying out its function.
- c.** The remuneration of the External Auditors at National level shall be determined by the Board of Trustees whilst External Auditors at chapter level shall be determined National Executive by the Council.
- d.** The External Auditor shall present the audited statement of account of National NEC to the Convention.

ARTICLE 11: MISCELLANEOUS

11.1. Standards of Conduct for Trustees, NEC and CEC Members (*generally referred to as 'Officials of the Association'*)

- a. An Official of the Association shall perform her duties, including the duties as a member of a committee:
 - i. in good faith;
 - ii. with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - iii. in a manner she reasonably believes to be in the best interests of the Association;
- b. In performing her duties, an Official of the Association is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
 - i. one or more officers or employees of the Association whom the Official of the Association reasonably believes to be reliable and competent in the matters presented;
 - ii. legal counsel, public accountants or other persons as to matters the Official of the Association reasonably believes are within the person's professional or expert competence; or
 - iii. a committee of the any organ of the Association of which the Official of the Association is not a member, as to matters within its purview, if the Official of the Association reasonably believes that the committee merits confidence.
- c. An Official of the Association is not acting in good faith if the Official of the Association member has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection 11.1b unwarranted.

11.2. Conflicts of Interest by Trustees, NEC and CEC Members (*generally referred to as 'Official/s of the Association'*)

An Official of the Association shall disclose all conflicts of interest and may not act in matters in which she has a substantial and material conflict of interest. **(UNLESS THERE HAS BEEN ABSOLUTE DISCLOSURE OF SUCH INTEREST)**

- a. An Official of the Association shall be considered to have a conflict of interest if she or a member of her immediate family:
 - i. has an economic interest in a transaction which is the subject of proposed action by the Association and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the Association;
 - ii. is a member or holds a significant interest in another entity that is the subject of the proposed action by the Association.

- iii. is a member of the Board of Trustees, NEC or CEC (or other governing body), or an officer or manager of another entity that is the subject of the proposed action by the Association; or,
 - iv. is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is averse to that of the Association.
- b. However, an Official of the Association does not have a Conflict of Interest where the interest of an Official of the Association or her immediate family is no different than that of Members of the Association generally or of other Board of Trustees, NEC or CEC members.
 - c. In the determination of conflict of interest, the Official of the Association shall notify the other members of the governing body on which she is a member before that body considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the Conflict of Interest.
 - d. The existence of a conflict of interest shall be recorded in the minutes of the meeting of the governing body and the governing body shall determine if the particular Official of the Association has a substantial and material Conflict of Interest under this provision.
 - e. The issue shall be voted on by the other Officials of the Association who do not have a conflict of interest on the matter to be considered and the Official of the Association member with a conflict of interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the disinterested Officials of the Association discuss and vote on the conflict.
 - f. However, the affected Official of the Association may be counted in determining the presence of a quorum at the meeting at which the Officials of the Association consider the matter giving rise to the conflict.

11.3. Removal of member of National Executive Council and Chapter Executive Council

The Board of Trustees or members of NEC or CEC as the case may be, may by majority vote revoke the appointment of a member of NEC or CEC if that member-

- a. has been absent from three consecutive meetings of NEC or CEC;

- b. enters into any contract with NEC or CEC or is concerned or participates in the sharing of the profits of any contract with NEC OR CEC;
- c. ceases to be in Good Standing
- d. is unable to pay her debts or has made an arrangement with her creditors;
- e. is incapacitated by physical or mental illness;
- f. has been convicted by a court of law in Nigeria or elsewhere for any offence involving fraud, dishonesty or moral turpitude; or is otherwise guilty of any misconduct;
- g. is unable or unfit for any other reason to discharge the functions of her office.

11.4. Notice of Meetings.

- a. Written notice stating the place, day and hour of any meeting of the Association (whether of NEC, CEC, Board of Trustees or Chapter Members) shall be delivered either personally or by e-mail or other means to each Member in Good Standing entitled to vote at any meeting.
- b. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of the meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

11.5. National Activities

The National Activities of the Association shall be organized by the National Executive Council and shall include:

- a. The National Convention Day;
- b. There shall be an OLA Day annually to be marked with a Mass/Service and any other activity as decided by NEC. Such OLA Day event shall be replicated at each Chapter as appropriate.

11.6. Honoring Members of the Association.

Through the Chapters to which the member belongs, the Association shall honour active Members on the following occasions:

- a. Birth of a child
- b. Member's birthday party
- c. Marriage
- d. House warming
- e. Chieftaincy Tittles and National Awards

11.7. Bereavement: In the case of any Member holding a function/ceremony in connection with marriage, funeral etc., Members of the Association and relevant Chapter must be notified promptly and many Members as are notified whether in writing or otherwise shall endeavor to attend such function/ceremony.

11.8. Discipline

- a. Any Member of the Association whose conduct is damaging to the objectives of the Association may be suspended or dismissed. Each case will be considered and decided on its merits by the National Executive Council.
- b. Any Member who resigns or is called upon to resign or is expelled from the Association shall forfeit all subscriptions, or enrolment fees paid together with other rights and privileges. Such a person may be readmitted on application at the discretion of the NEC after she would have fulfilled any obligations required of her.
- c. Any Member guilty of misdemeanor or who has been disciplined under this constitution shall be barred from holding any office and from Membership of any organ of the Association for such period of time as determined by the NEC.
- d. In case of default of monthly subscriptions and contributions for at least 6 months in any 12 months period a Member shall be warned. Thereafter, the Member shall not be eligible to be voted for and her rights to vote shall be suspended.

11.9. Complaints

Any Member who has any complaints against the Association or a Chapter or any of its officials or seeking a redress or desirous to bring any special matter to the notice of the Association shall be required to forward such petitions, complaints etc., through the General Secretary who shall lay such petitions or matter at the meeting of the National Executive Council for consideration and necessary action; provided that where the complaint/petition is against a NEC or any of its member, this shall be handled by the Board of Trustees.

11.10 Amendment of the Bye-Laws

- a. Amendments that have been approved by the Board of Trustees may be adopted (a) by majority of the Members present at the National Convention of the Association or (b) by a majority of the votes cast by physical or e-mailed ballot authorized by the National Executive Council.
- b. The National Executive Council shall report at the National Convention any amendment proposed during the year, but not approved by the Board of Trustees for adoption. Upon motion of any Member present at the National Convention, proposed amendment shall be voted upon by the National Convention.

SCHEDULE REFERRED TO ABOVE
QUALIFICATIONS FOR THE MEMBERS OF THE BOARD OF TRUSTEES

Members eligible for election as Trustees shall:

1. have distinguished herself in her profession or business endeavour;
2. have useful connections or networks that could be useful for the progress of the School;
3. not have been convicted of felony or other criminal offences;
4. be knowledgeable about important happenings or events in the School.

PROCEDURE FOR REMOVAL

An Officer may be removed as follows:

- If a Petition is received from a Member through either the National President or Chapter Chairman.
- The NP/Chapter Chairman shall constitute a Panel to investigate.
- The NP shall take steps as recommended by the Panel.
- The Panel shall submit its report/recommendation within twenty-one (21) days.

The National President/Chapter Chairman shall take step as recommended. Where it is in respect of a National Officer, decision shall be ratified by BOT/National Convention.