THE CONSTITUTION OF CREATIVE ARTS SOLUTION FOUNDATION

ARTICLE 1

The name of our Non Governmental Foundation (N.G.O.) shall be known and called CREATIVE ARTS SOLUTION FOUNDATION.

The Registered Office of the Foundation shall be situated at Lagos State as at now and at any other place as may be decided by the Executive Council at any time.

Any change in the location of the registered office shall be notified to the Registrar of N. G. O in the prescribed form without delay.

ARTICLE 2:
AIMS AND OBJECTIVES

The aims and objectives of the Foundation shall include the following:

i. To foster unity among members.

ii. To positively influence youths through the medium of arts.

iii. To nurture youths who are professionally competent, creative and enterprising, into becoming responsible citizens, zealous for the common good of society.

iv. To use the medium of art to express and recreate our national image, and to conquer barriers in art.

v. To use arts through the medium of adverts and social media, as a means of utilizing and maximizing the potentials of youths across the nation.

vi. To channel youths' creative and intellectual abilities into solving societal challenges.

vii. To give instruction and training in such branches of art both home and abroad in order to foster and in doing so, enable youths obtain the advantage of a liberal education.

viii. To inspire, through teaching, amongst other means, interest in and appreciation of the African heritage and culture.
ix. To promote by research (and other means) the advancement of knowledge of arts and its application to cultural, socio-economic, scientific and technological problem.

x. To make financial or other provision for any international, national, or local, charitable, benevolent, public, general or useful object, or for any exhibition or competition, or for any purpose which may be considered likely directly or indirectly to further the objects of the foundation.

xi. To establish, assist or provide resources for any project that may appear to be necessary or convenient for the attainment of the objectives of the foundation.

xii. To create programs and establish institutions which encourage the continuous education and improvement of artists and other persons in their professional tasks. To collaborate with other artists and relevant corporate Foundations to achieve set objectives.

ARTICLE 3:

MEMBERSHIP

1. Any person who has not been convicted of any criminal offence is eligible to enroll as a member.
2. Every member shall undertake to uphold and defend the constitution of Nigeria and that of the Foundation at all times.
3. Every member shall pay the prescribed dues as and when due.
4. Each member shall be supplied a copy of the constitution as may be determined by Executive Council.
5. The Foundation shall have the right to take disciplinary measures against any member for first cause after due process. Members shall have freedom to fair hearing whenever accused of violating the Foundation's constitution.

ARTICLE 4:

RATES AND MONTHLY SUBSCRIPTION

1. There shall be a monthly subscription by each member as determined by Executive Council.
2. Executive Council is empowered to vary the rates when it becomes necessary to do so.
ARTICLE 5

CONSTITUTION AND GOVERNMENT

1. This document and as may from time to time be amended shall be known as the constitution of CREATIVE ARTS SOLUTION FOUNDATION.

2. The constitution shall be deemed to be the basis of the contract between the member to establish and operate the Foundation.

3. No new rules shall be made or any rule altered, amended or rescinded unless agreed to by a majority vote in a secret ballot at the National delegate conference of the Foundation.

4. Alteration and amendments to the constitution by whatever process shall not be valid until they have been registered by the registrar of N.G.O's in accordance with the law.

5. Subject to the riding authority of the constitution, any branch or state council shall have the power to make supplementary rules for the smooth conduct of its internal affairs.

6. Any supplementary rules which contradict derogate from, or it is inconsistent with the provision of the constitution shall to that extent be regarded as null and of no effect.

ARTICLE 6:

MEETING STRUCTURE

i. Meeting of the Governing Council Members
   The first meeting of the members of the Governing Council shall be held as soon as practicable after the date of their respective appointments.

ii. Meetings of the Governing Council Members
   - The Governing Council shall meet from time to time, but at least once in a month. Other meetings (hereinafter referred to as special meetings) as may be necessary for the efficient discharge of their functions, shall be held periodically at the discretion of the members of the Governing Council.
   - Meeting shall be called by the Secretary at the instance of the President.
   - A quorum for any meeting of the members of the Governing Council shall be formed when two thirds (2/3) of members are present at the meeting.

iii. Annual General Meetings of the Foundation
   a. An Annual general Meeting of the Foundation shall be held end of the year it shall consider the following:
   - The presentation of the financial statements and the audit committee’s report.
The progress of the Foundation and other relevant matters
The election of members of the Governing Council, where such election falls due in a particular year or where a vacancy has occurred.
The consideration of any proposal or motions
The consideration or transaction of any business which has been duly presented before the meetings.

iv. Extraordinary General Meeting
Extraordinary General Meetings of the Foundation shall be convened anytime when the need may arise at the instance of the Chairman or at the joint request of at least two thirds (2/3) of the members of the Foundation.

v. Quorum
The quorum for all general meeting shall be no less than two third (2/3) of the members. No business shall be transacted unless there is quorum.

vi. Adjournment of Meetings
If at any general meeting, the business specified in the agenda is not completed, a special meeting shall be held as soon as possible thereafter to complete the unfinished business.

vii. Place of Meeting
Notwithstanding anything contained herein, the place of meeting of the Foundation shall include a dedicated website created where members shall log on at the various dates for the meetings of the Foundation. Such meetings shall be held via video, telephone or e-mail conferencing or whatever method members shall agree to prior to the date of such meeting.
Notice for meetings and other such notifications shall be posted on the said website and all members agree that it shall be the responsibility of each member to access the website to get notice and attend meetings of the Foundation.

viii. Decision – Taking
All matters deliberated upon at a general meeting shall be decided by a 2/3 majority of votes

ix. Voting
Each member shall be entitled to one vote on any matter that is to be decided at the general meeting and voting shall be conducted by a show of hands of such members present and entitled to vote or by ballot cast by same.
ARTICLE 7

FOUNDATION FINANCE

(a) The Foundation shall maintain Savings (deposits), Current account, or both at the bank approved by the Foundation. The treasurer shall sign all withdrawal slips and counter signed by either the Chairman or the Secretary General.

(b) Members shall pay monthly subscription for the time being or such other amount, as may be agreed upon from time to time.

(c) LEVIES

(i) Executive committee shall exercise power to recommend Levies to the General Meeting to undertake any special project, the recommendation shall not become effective until ratified by the general house.

(ii) If any member fails to pay such a levy within 3 months after the stipulated period, it shall be treated as arrears of contributions.

(d) Enrolment fee for any new member shall be determined by Executive Council.

(e) All money paid or payable to the Foundation is not recoverable by members.

ARTICLE 8

GOVERNING COUNCIL

i. The management of the affairs of the Foundation shall be carried out by the members of the Governing Council which shall consist of the following members chosen amongst the Foundational members:

- The President
- The Secretary / The Treasurer
- The (information manager) Publicity Secretary

ii. Appointment of Principal Governing Council Member of the Foundation.

a. Only members can be proposed as candidates for election into Governing Council

b. The officers elected to a particular office shall be determined by a simple majority of votes of members present at a general meeting.

Functions of Governing Council Members

i. The Chairman

The Chairman being the Chief Executive Officer shall amongst other functions:
a. Preside over meetings including General Meetings and otherwise at which he is present.
b. Have the power to initiate the convening of a meeting of the General Meeting of Governing Council as at when due.
c. Maintain order and decorum at all meetings
d. Deliver a written report at the Quarterly General Meetings of the Foundation
e. Perform any other duty assigned to him by members at the General Meeting.
f. Shall be one of the signatories to any bank account held by the Foundation.

ii. The Treasurer
a. Shall keep the Foundation's Account Books
b. Shall keep accurate account funds and pay all monies received into the Foundation's account.
c. Shall submit at the request of the Audit Committee as constituted by the General Meeting, the Account Books for checking and auditing.
d. Shall present a Quarterly statement of accounts and balance sheet to members at the Quarterly General Meetings.
e. Shall whenever required by the Secretary or any member, deliver to them, a statement of all monies disbursed by him and / or the books of account.
f. Shall receive subscriptions, donations and gifts on behalf of the Foundation and maintain a record of such income and expenditure if provided that any monies received by the Secretary shall be handed over to the Treasurer immediately.
g. Shall be one of the signatories to any bank account held by the Foundation.
h. Shall perform any other duty assigned to him by members at the General Meeting or by officers of the Governing Council.

iii. The Secretary
The Secretary shall perform all duties usually performed by Secretary and these shall include those set out below:
a. Shall conduct and coordinate all correspondence on behalf of the Foundation.
b. Shall issue and cause to be issued all notices for all General Executive and Extraordinary meetings and agenda thereof.
c. Shall have custody of all documents and keep proper files and records of same.
d. Shall keep a Register of Membership and a register of attendance at meetings.
e. Shall confer with other members of the governing council regularly with a view to updating the records on information and activities of those officers.
f. After any election has occurred at a General Meeting and such election has the effect of altering the officers of the Governing Council such that there will be need to effect a change then, to the signatories bank account then, the Secretary shall promptly notify the banker(s) of the change so made and furnish them with the particulars of the new signatories.

g. Shall be the custodian of the common seal of the Foundation.

h. Shall perform any other duty(s) assigned to him/her by the President, members at a General Meeting or by officers of the Governing Council.

i. Shall record and keep full and accurate minutes of all meetings of the Foundation.

j. Shall at any meeting read the minutes of a proceeding meeting where such exist.

iv. Tenure of Office of the Governing Council Members

Each member of the Governing Council shall hold office for an initial term of three (3) years in the first instance and shall remain in office until the appointment of his successor where such a successor is not appointed before normal date of expiry of his appointment. Members are eligible for re-election thereafter with no limit to the number of terms that may be served.

v. Determination of Office

A person will cease to be a member of the Governing Council upon the occurrence of any of the following events:

a. Where he/she is absent from all meetings of the Governing Council for a period of one year and where the reason for absence is not approved by the other members of the Governing Council, or

b. Where he/she resigns his/her position as a Governing Council member by writing through the Secretary to the Governing Council.

c. Where the person is physically or mentally incapacitated from acting as a Governing Council member.

d. Where such a person is an un-discharge bankrupt.

vi. Vacancy on the Governing Council

A casual vacancy may occur on the Governing Council as a result of death, resignation or by any other reasons set out in this constitution. The Secretary shall immediately notify every such to the members such persons appointed to fill the vacancy shall hold office only for the unexpired term of the office of the governing council member in whose place he/she is being appointed. The officers of the governing council at a general meeting by a majority of members entitled to attend and vote at the same shall appoint a person to fill a casual vacancy created.
ARTICLE 9

CONDUCT OF ELECTION

a. Elections of officers of the Foundation shall be held once every two years at a general meeting of the Foundation within the first three months of the election year.
b. At the general meeting for the election of officers, a returning officer and a Secretary shall be appointed by the house for the conduct of election. The returning officer may appoint other assistant as he may deem necessary.
c. The whole house shall vote for the declared elected while the runner up become his assistance where applicable.
d. All elections shall be secret or open ballot.
e. Where a vacancy occurs in any office for any reason before the next election year, a bye-election shall be held to fill the vacancy.

ARTICLE 10

SOURCES OF FUNDS

The Foundation shall derive its funds from the following:

- Entrance fees/sales of Foundation’s form.
- Monthly Contribution
- Surplus arising out of business of the society
- Miscellaneous sources, in special projects
- Donation
- Borrowing
- Gift
- Fines
- Grants in aid

ARTICLE 11

DISCIPLINE

(a) Any member wishing to address the meeting on any issue must obtain the permission of the Chairman by raising his or her hand up and will speak when recognized by the President.
(b) Any member authorized to address the meeting must do so by standing.
(c) Speeches must be directed to the President, he could halt any speaker if found deviating to another point. No member shall speak for more than 3 minutes.
(d) Any member found fighting during the meeting session shall pay fine.
(e) Any member who refuses to carry out any assignment given to him by the Foundation shall pay a fine, if the excuse is not acceptable to the meeting.
DISCIPLINARY COMMITTEE

1) A Disciplinary Committee shall be constituted with the power and for the purpose specified in these regulations and rules.

2) The Disciplinary Committee shall consist of the President, and three other members who shall be appointed by the Executive Committee from among the members and the quorum shall be two.

3) The disciplinary committee shall meet at such time from time to time and minutes shall be kept of all proceedings of the meeting.

4) The Disciplinary committee may recommend the suspension, suspend any member of the Foundation who is proved to the satisfaction of the Disciplinary Committee to have been guilty of a discreditable act or conduct and that member shall be stopped from the exercise of the right and privilege of a member during such period or, censure any member for any act or conduct which is reported to it.

5) If any member of the Disciplinary committee is guilty of misconduct, an investigatory panel shall be set up consisting of three members (exclusive of the Disciplinary Committee member) or if any member is accused of a dishonorable conduct or conduct which is derogatory to the ethics of the Foundation or render him unfit to remain a member, that the investigatory panel shall call such member to explain in writing the conduct imputed to him or shall be offered an opportunity of giving an explanation personally.

6) If on the consideration of such explanation or in the absence of any explanation, the panel is of the opinion that the member ought to be excluded or suspended from the Foundation, it shall cause its report to be laid before the disciplinary committee or executive committee as the case may be for further action.

7) On receipt of the report recommending the exclusion or suspension of the member, a meeting of the Executive shall be convened and the matter shall be dealt with as appropriate.

ARTICLE 12

ACCOUNTS

1) The Executive Committee shall cause true and correct accounts to be kept
   (a) Of all Assets and Liabilities of the Foundation.
   (b) Of all money, levies received and expended by the Foundation and the matter in respect of which such receipts and expenditure were made.
   (c) Of all sales and purchases of goods by the Foundation.
   (d) The book of account shall be kept at the office or such other place as the executive committee may deem fit and shall be open for inspection by all members of the Foundation.
ARTICLE 13

AUDITORS
Auditors shall be appointed at the general meeting,
1. Be responsible for auditing the financial records and financial transactions of the Foundation.
2. Submit an Annual Audit report to the meeting of the whole house or Governing Council to which they shall report direct.
3. Submit audit report at such other times as may be resolved by a simple majority motion at the meeting of the House.
4. Where situation demands, the Foundation may by way of a simple majority motion appoint External Auditors who shall be responsible to the meeting of the General House.

ARTICLE 14

THE BOARD OF TRUSTEES
Rules and Regulations Governing the Body
(a) The Trustees of THE CREATIVE ARTS SOLUTION FOUNDATION for the purpose of the Companies and Allied Matters Act No. 1 of 1990, part C shall be appointed as a General meeting by two-third majority of the members present and voting.

(b) Such Trustees (hereinafter referred to as “the Trustees”) shall be (2) TWO in number and shall be known as CREATIVE ARTS SOLUTION FOUNDATION.

(c) The Trustees may hold office for life but shall cease to hold office if he/she:
   i. Resigns his office
   ii. Ceases to be a member of CREATIVE ARTS SOLUTION FOUNDATION.
   iii. Becomes insane
   iv. Is officially declared bankrupt
   v. Convicted of a criminal offence involving dishonesty by court or tribunal of competent jurisdiction.
   vi. Is recommended for removal from office by a majority vote of the members present at its General Meeting.
   vii. Ceases permanently to reside in Nigeria.

(d) Upon a vacancy occurring in the number of Trustees, a general meeting will be held to appoint another eligible member of CREATIVE ARTS SOLUTION FOUNDATION.
BANKING AND FINANCE

a. The Foundation shall open a Current/Savings bank account in a reputable bank. All monies (other than impress account) shall be deposited in the bank and affected only on the signatures of the President, General Secretary and Treasurer.

b. All collection shall be recorded and must be handed over to the Financial Secretary with onward transmission to the Treasurer who will pay in unto the bank account within 48 hours of receipt.

ARTICLE 16

COMMON SEAL

a. Such Common Seal will be kept in the custody of the Secretary who shall produce it when required for use by the Trustees.

b. All documents to be executed by the Trustees shall be signed by such of them and sealed with the Common Seal.

ARTICLE 17

AMENDMENT OF CONSTITUTION

a. Notice or motion by a member/members requesting an amendment of this constitution or any part there of shall be tendered at a general meeting.

b. This constitution is subject to amendment or alterations according to the wish of the Foundation members.

c. Two-thirds of the Foundation members present must agree before the constitution can be amended.

d. Two third of members of the Foundation shall form the quorum for the purpose of amendment of this constitution.

e. Final amendment will be endorsed by (2/3) majority of the members.

f. The amendment shall be subject to the approval of the Registrar General of Corporate Affairs Commission.
ADOPTION OF SPECIAL CLAUSE OF APPENDIX A

1. **THE INCOME AND PROPERTY OF THE CREATIVE ARTS SOLUTION FOUNDATION** whatsoever derived shall be applied solely towards the promotion of the objects of the CREATIVE ARTS SOLUTION FOUNDATION as set forth in the Rules, Regulation/Constitution and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise however by way of profit to the members of the CREATIVE ARTS SOLUTION FOUNDATION.

2. **PROVIDED** that nothing herein shall prevent the payment in good faith or reasonable and proper remuneration to any officer or servant of the CREATIVE ARTS SOLUTION FOUNDATION in return for any service actually rendered to the CREATIVE ARTS SOLUTION FOUNDATION but so that no member of the Council of Management or Governing Body shall be appointed to any salaried office of the CREATIVE ARTS SOLUTION FOUNDATION of any office CREATIVE ARTS SOLUTION FOUNDATION paid by fees and that no remuneration or other benefit in money or monies shall be given by the CREATIVE ARTS SOLUTION FOUNDATION to any member of such Council or Governing Body except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to the CREATIVE ARTS SOLUTION FOUNDATION provided that the provision last aforesaid shall not apply to any payment of any company to a member of the CREATIVE ARTS SOLUTION FOUNDATION may be a Company in which such member shall not hold more than one-hundredth part of the capital and such member shall not bound to account for any share of profits he may receive in respect of any such payment.
3. NO ADDITION, ALTERATION OR AMENDMENT shall be made to or in the RULES AND REGULATIONS/CONSTITUTION for the time being in force, unless the same have been previously submitted to and approved by the Registrar-General.

4. In the event of a winding up or dissolution of the CREATIVE ARTS SOLUTION FOUNDATION there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same not to be aid to and distributed among the members of the CREATIVE ARTS SOLUTION FOUNDATION but shall be given or transferred to some other institution or Institutions having objects similar to the objects of the CREATIVE ARTS SOLUTION FOUNDATION and the body or bodies are prohibited from distributing its income and property amongst its or their members to an extent at least as great as is imposed on the CREATIVE ARTS SOLUTION FOUNDATION under or by virtue of the SPECIAL CLAUSE hereto, such Institution or Institutions to be determined by the members of the CREATIVE ARTS SOLUTION FOUNDATION effect cannot be given to the aforesaid provision then to some charitable object.

CHAIRMAN

Dated: 9/11/12

SECRETARY

Dated: 9/11/12

[Stamp: Certified True Copy]

Incorporated Trustees Officer
Corporation Affairs Commission