

**CONSTITUTION OF
ANCHOR CENTRE FOR EMPOWERMENT
(ACE)**

NOVEMBER 2019

PART ONE

ORGANIZATIONAL PROFILE AND GENERAL PROVISION

ARTICLE 1

1.1. Name

The name of the Organization shall be known as Anchor Centre for Empowerment; abbreviated as ACE.

1.2. Legal status: Anchor Centre for Empowerment (ACE) is a duly registered faith-based, non-profit community development organization. ACE founded in January 2019 is driven by its core mandate of empowering, uplifting and impacting communities in Nigeria in all walks of life through relevant enrichment and outreach programmes and activities for youth, women, widows, orphans, People with Disabilities (PWDs) and other disadvantaged groups. ACE's development initiatives are centred around active community participation and partnership with local organizations for sustainable development. The organization is governed by a Management Team and receives advice and input on its operations from a volunteer Board of Trustees made up of academics, professionals, spiritual and community leaders.

1.3. Vision: To be the leading and most dependable development and empowerment organization committed to building sustainable, healthy and productive communities Nigeria.

1.4. Mission: To initiate, mobilize, build and support community development through research, training, advocacy, enrichment programmes and activities that will improve the quality of life of the people.

1.4 Motto: Building a People of Power

1.5. Objectives

- i. Conduct and engage in social research that will address the critical societal challenges;
- ii. Establish, maintain, develop and/or operate a centre or centres for the purpose of providing services that will be of benefit to communities such as health initiatives, community learning, educational and cultural activities, training activities, etc.
- iii. Advise in relation to, prepare, organise, conduct and/or support training courses, educational and training events and activities of all kinds;

- iv. Design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio visual recordings, multimedia products and display materials, and to create and maintain a website or websites;
- v. Promote, operate, co-ordinate, monitor, and/or support other community projects and programmes which further the objects of ACE;
- vi. Provide information, advisory, support and/or consultancy services which further the objects of ACE;
- vii. Liaise with local authorities, central government authorities and agencies, charities/community benefit bodies and others, all with a view to furthering the objects of ACE; and
- viii. Carry out any other activities which further any of the above objects.

1.6 Activities:

- i. Conduct research
- ii. Training and Capacity Building
- iii. Policy Advocacy
- iv. Community Enrichment and Outreach
- v. Youth Development Initiative
- vi. Women Empowerment
- vii. PWDs Engagement and Inclusivity
- viii. Publications

1.7 Value:

- a. Empowerment
- b. Inclusivity
- c. Accountability
- d. Integrity
- e. Excellence
- f. Innovation
- g. Dependable
- h. Commitment
- i. Innovation

ARTICLE 2: MEMBERSHIP

Membership of ACE shall constitute the following categories

2.1 Founding Member (s): Person(s) who established the organization, worked dedicatedly and remained committed to its vision and mission.

2.2 Members of the Board of Trustees of ACE.

2.3 Employees of ACE. These individuals who are employed and are on the payroll of ACE

2.4 Volunteers of ACE. These are individuals who have volunteered to assist or support the pursuit of ACE aim and objectives without drawing remuneration from the Organization.

2.5 Distinguished Members of ACE. These are individuals who have recorded some outstanding achievements either abroad or at home, who through their efforts have helped the association to promote its aim and realise its objectives. This category of Membership is conferred on individuals by the Management Board and ratify by the Board of Trustees of ACE.

2.6 Institutional Members – Institutional members may be national, regional, global and/or professional associations and organizations based in / out of Nigeria.

2.7 Membership of any of the categories listed above shall be irrespective of sex, race and nationality but must subscribe to the aim and objectives of ACE.

2.8 ACE Management shall annually appraise the performance of members in regards to the aim and objectives of the Organization.

2.9 Discipline of Members shall be as prescribed in Article....

ARTICLE 3 TRUSTEES

3.1 Appointment/Tenure

3.1.1 There shall be a Board of Trustees constituted and functioning under the terms and provisions of the Part C of the Companies and Allied Matters Acts (CAMA), 2004, as amended (hereinafter referred to as “The Registered Trustees of Anchor Centre for Empowerment (ACE).

3.1.2 The Trustees of the ACE shall be seven in number including

- a. the Chief Operating Officer,
- b. the Legal Officer of the Organization, and
- c. five other members as nominated by the Management Board.

3.1.3 A Trustee may hold office for an initial period or term of five (5) years and thereafter may be re-appointed for one further term by the ACE Management Board.

3.1.4 A person shall not be qualified to be appointed a Trustee if;

- (a) he is a person of unsound mind having been so found by a court of competent jurisdiction;
- (b) he is an undischarged bankrupt;

3.1.5 A Trustee shall cease to hold office if he,

- (a) Resigns his office.
- (b) Becomes insane
- (c) Is officially declared bankrupt.

(d) Is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction.

(f) Is recommended for removal from office by the ACE Management Board

(g) Ceases to reside in Nigeria.

3.1.6 Upon vacancy occurring in the number of the Trustees of the ACE, or where ACRD intends to replace some or all of its Trustees or to appoint additional Trustees, it shall do so by a resolution passed at the ACE Management Board.

3.2 Duties/Powers:

3.2.1 The Trustees shall carry out the duties usually entrusted to Trustees of a voluntary non-profit making organization which shall include but not limited to.

(a) Meeting at least twice annually to review the progress of work.

(b) Receive audit reports and exercise accountability for financial, legal and membership matters.

3.2.2 The Board of Trustees shall be the legal representative of ACE.

3.2.3 The Trustees shall apply to the appropriate office for a Certificate of Incorporation under Part C of the Decree, entered into on behalf of ACE.

3.2.4 All landed property belonging to the Anchor Centre shall be vested in the Board of Trustees for and on behalf of the Anchor Centre.

5.2.5 The Board of Trustees shall be kept informed of the account of all financial transactions entered into on behalf of the Anchor Centre.

3.3 Meetings/Quorum:

3.3.1 ACRD Legal Officer shall serve as the Secretary to the Board of Trustees.

3.3.2 Three Trustees shall form a Quorum for the purpose of Board of Trustees' meetings. Members present at a meeting shall elect one of themselves to preside in the absence of the Chairman of the Board of Trustees.

3.4 Common Seal:

3.4.1 The Trustees shall have a Common Seal which shall be kept in the custody of the Chief Operating Officer of ACE who shall produce it when required for use by the Board of Trustees.

3.4.2 All documents to be executed by the Trustees shall be signed by any two of the Trustees appointed by the Board of Trustees for such purposes and sealed with the Common Seal.

4. ADMINISTRATION

ACRD shall have a management body which shall be called the ACE Management. The Management shall be responsible for all administrative and management functions of the Organization. It shall consist of:

(i) The Chief Operating Officer (COO)

- (ii) Head, Research and Training
- (iii) Head, Community Outreach
- (iv) Head, Administration
- (v) Head, Finance
- (vi) Head, ICT
- (vii) Monitoring and Evaluation Officer

5. FUNCTIONS OF THE ACRD MANAGEMENT

5.1 To ensure the development and smooth running of ACE

5.2 To discipline erring staff of the Organization in accordance with ACE Scheme of Service.

5.3 To establish policies and guidelines for ACE operations.

5.4 To employ ACE personnel as the need arises and determine their conditions of service.

5.5 To appoint volunteers into ACE Departments, Committees and sub-committees established by it.

5.6 To be in charge of the disbursement of funds and the operations of the ACE's Bank Accounts.

6. DUTIES OF MEMBERS OF THE MANAGEMENT

6.1 Chief Operating Officer

- (a) Shall be responsible for the day-to-day administration of ACE;
- (b) Shall preside over ACE Management meetings, as well as any other extraordinary meetings of the Organisation;
- (c) Shall be the Chief Spokesman of ACE;
- (d) Shall be responsible for the overall coordination and implementation of ACE programmes and projects;
- (e) Shall be responsible for designing and implementing strategies, plans and procedures as well as setting goals for performance for purpose of achieving the objects of ACE;
- (f) Shall supervise all the Departmental Heads;
- (g) Shall have a casting vote in any Management decision/election;
- (h) Shall call, in consultation with the Head, Administration and Finance Management Board meetings;
- (i) He shall be ACE liaison with the Board of Trustees.
- (j) Shall be a member of the Board of Trustees; and
- (k) Shall be a signatory to the ACE's Bank Accounts.

6.2 Head, Research and Training

- (l) Reports to the Chief Operating Officer;

- (m) Shall assist the COO in designing and implementing research and training activities;
- (n) Shall head/supervise research and training programme teams;
- (o) Shall be responsible for proposal writings, programme design and management;
- (p) Shall be responsible for research and training implementation;
- (q) Shall preparing programme implementation reports; and
- (r) Shall discharge other responsibilities as may be assigned by the Chief Operating Officer.

6.3 Head, Community Outreach

- (s) Reports to the Chief Operating Officer;
- (t) Shall coordinate and supervise community outreaches such as training, educational events and activities of all kinds in communities;
- (u) Shall coordinate and supervise ACE Outreach centres set up to provide services that will be of benefit to communities such as health initiatives, community learning, educational and cultural activities, training activities, etc.;
- (v) Shall discharge other responsibilities as may be assigned by the Chief Operating Officer.

6.4 Head, Administration

- (a) Reports to the Chief Operating Officer;
- (b) Supervising day-to-day operations of the administrative department and staff members.
- (c) Hiring, training, and evaluating employees, taking corrective action when necessary.
- (d) Developing, reviewing, and improving administrative systems, policies, and procedures.
- (e) Ensuring office is stocked with necessary supplies and all equipment is working and properly maintained.
- (f) Planning, scheduling, and promoting office events, including meetings, conferences, interviews, orientations, and training sessions.
- (g) Collecting, organizing, and storing information using computers and filing systems.
- (h) Overseeing special projects and tracking progress towards ACE goals.
- (i) Building new and expanding existing skills by engaging in training and educational opportunities.

6.4 Head, Finance

- (a) Assisting in the preparation of budgets
- (b) Managing records and receipts
- (c) Reconciling daily, monthly and yearly transactions.
- (d) Preparing balance sheets
- (e) Processing invoices
- (f) Developing an in-depth knowledge of organisational products and process
- (g) Working with accounting and management team to set budgets, monitor spending, and processing payroll and other expenses.

6.6 Head, Information and Communication Technology

- (a) Reports to the Chief Operating Officer;
- (b) Planning, development, deployment and provision of Information communication and technology services in support of the objects of ACE;
- (c) Formulating and leading in the implementation of the ICT strategy in line with policies, processes & procedures to deliver objectives of ACE;
- (d) Anticipates ACE needs and identifies and proposes ICT products and services to fulfil those needs;
- (e) Planning and leading ACE in the ICT plans and creating awareness in the functional departments on the development of specific systems solutions to meet the functional requirements and the Organization objectives;
- (f) Managing all ICT systems and ensure that ICT policies are consistently applied and plans for the organization
- (g) Managing overall systems control by safeguarding the systems against deliberate efforts to fraudulently abuse it through physical and logical systems security and establishment of security features within the system for control purpose, though network monitoring and management;
- (h) Co-ordinating the publications efforts of ACE;
- (i) Shall ensure effective use of the Public Address (PA) system and the recording of ACE events; and
- (j) Shall discharge other responsibilities as may be assigned by the Chief Operating Officer.

6.7 Monitoring and Evaluation Officer

- (a) Coordinate monitoring and evaluation activities of the Centre
- (b) Prepare project log frame matrix, particularly in the areas of performance indicators and their measurement
- (c) Development of project Work Plan and keep it updated in accordance with project activities and timeframes
- (d) Maintain and administer M&E database of the Centre
- (e) Prepare and present monitoring and evaluation reports of the activities of Centre

7. ASSETS AND LIABILITIES

7.1 ACE may own property for utilization and/or investment.

7.2 ACE may enter into contract with other bodies and persons

7.3 The income and property of ACE shall be applied SOLELY towards the promotion of its Aims and Objects, and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or dividend or otherwise however, by way of profit to personnel/members. This shall not prevent the payment, in good faith, of reasonable and proper remuneration to any personnel of ACE employed full time or ad-hoc, or to any member in return for services actually rendered.

8. FINANCE

8.1 ACRD shall derive its income from gifts, donations, etc. from individuals interested in its objectives and grants from local and international donors.

8.2 The bankers of ACE shall be any reputable banks with branch offices in Jos Metropolis.

8.3 The signatories to ACE's bank accounts shall be:

- i. Chief Operating Officer
- ii. Head, Administration and Finance
- iii Finance Officer

8.4 Any two of the signatories can sign to withdraw from ACE's bank accounts.

8.5 The Finance Officer shall submit monthly Financial Reports to the ACE Management Board, and annual Financial Report to the Board of Trustees.

9. AUDIT

9.1 ACE shall cause proper accounts to be kept and an Income and Expenditure Account and Balance Sheet to be prepared at the end of each financial year.

9.2 The Income and Expenditure Account shall be audited by duly qualified auditors appointed by the Management Board.

9.3 The Auditor's reports shall be submitted for ratification of the Board of Trustees.

10. AMENDMENT OF THE CONSTITUTION

This Constitution may be amended by a resolution passed by a two-thirds majority of the Board of Trustees.

11. SPECIAL CLAUSE

1. THE INCOME AND PROPERTY of Anchor Centre for Empowerment, (hereinafter referred to as "Anchor Centre") whensoever derived shall be applied solely towards the promotion of the Objects of ACE as set forth in this RULES AND REGULATIONS\CONSTITUTION; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the personnel/members of the Anchor Centre.

2. PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any personnel or client of the Anchor Centre in return for any service actually rendered to the Anchor Centre.

3. NO ADDITION(s) alteration(s) shall be made to or in the RULES AND REGULATIONS/CONSTITUTION for the time being in force, unless the same has or have been previously submitted to and approved by the Registrar General.

4. IN the event of a winding-up or dissolution of the Anchor Centre if there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Anchor Centre, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Anchor Centre and the body or bodies are prohibited from distributing its or their income and property amongst its or their members to an extent at least as great as is imposed on the Anchor Centre under or by virtue of the SPECIAL CLAUSE hereof, such institutions or institutions to be determined by the members of the Anchor Centre at or before the time of dissolution or winding-up, and if so far as effect cannot be given to the aforesaid provision then to some charitable objects.

Chairman
(Board of Trustees)

Secretary
(Board of Trustees)

NOVEMBER 2019