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**CONSTITUTION**

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**NIGERIA  
iINTERNET  
REGISTRATION  
ASSOCIATION**

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**NiRA**

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# Constitution of the Nigeria Internet Registration Association (NiRA)

Formation and Definition of NiRA

## **1. ESTABLISHMENT**

### **1.1 Name**

The name of the Association shall be Nigeria Internet Registration Association. (hereinafter referred to as the Association, and abbreviated “NiRA”)

### **1.2 Address**

The address of NiRA shall be at No. 9, Kofo Abayomi Street, Victoria Island, Lagos, or any place prescribed by the Association from time to time.

### **1.3 Supremacy of the Constitution**

- a. This Constitution is supreme and its provisions shall have binding force on all members of the Association in the conduct of their activities in furtherance of the aims and objectives of NiRA.
- b. The activities of the Association shall be conducted in accordance with the provisions of this Constitution;
- c. If any other bylaw, resolution, or rule of the Association is inconsistent with the provisions of this Constitution, this Constitution shall prevail, and that other bylaw, resolution, or rule shall, to the extent of the inconsistency, be null and void.

## **2. AIMS AND OBJECTIVES**

### **2.1 Objective**

The Association is a non-profit, non-governmental self regulating body established by the order of the President of Federal Republic of Nigeria to the Internet Community to manage Nigeria's Country Code Top Level Domain (hereinafter referred to as .ngTLD).The principal objective of the Association are:

- a. to be the administrator of, and the non-governmental self regulatory policy body for the .ng ccTLD and its associated sub Level domain names;
- b. to maintain and promote the operational stability, security, reliability and utility of the .ngTLD;
- c. to ensure cost effective administration of the .ngTLD.
- d. to develop and establish a policy framework for the development and administration of the .ngTLD including -
  - i. rules governing the operations of sub level domain registries;
  - ii. the creation and allocation of sub level domains;
  - iii. rules governing the accreditation of registrars and registry operators;

- iv. rules governing the registration of names within sub-level domains and access to sub-level domain registries and;
  - v. ensuring that registrars have equal access to sub-level domain registry.
- e. to manage the operation of critical technical functions including:
    - i. the primary and secondary .ngTLD name servers;
    - ii. files for sub level domains; and
    - iii. a searchable database containing information on registrations within the .ngTLD.
  - f. to liaise with national and international bodies on issues relating to the development and administration of domain name systems.
  - g. to establish appropriate complaints handling and dispute resolution processes in order to provide for conciliation or redress of grievances on matters associated with the administration of the .ngTLD.
  - h. to see to the use and growth of internet in Nigeria with widespread adoption of the .ngTLD in a secure and reliable manner.

## **2.2. Activities**

Solely for the purposes of achieving its objects as set out in clause 2.1, the Association will enhance the benefits of .ngTLD to Internet users through:

- a. ensuring the continued operational security and stability of the domain name system in Nigeria;
- b. establishing mechanisms to ensure that it is responsive and accountable to the supply and demand sides of the domain name service;
- c. the promotion of competition in the provision of domain name services;
- d. the promotion of fair trading;
- e. the promotion of consumer protection;
- f. adopting open and transparent procedures which are inclusive of all parties having an interest in the use of the domain name system in Nigeria;
- g. ensuring its operations produce timely outputs which are relevant to the needs of the Nigerian Internet Community.
- h. ensuring the set-up and operation of infrastructure and facilities that would ensure a trusted, safer and reliable network and domain in the .ngTLD.

### **3. ORGANS**

There shall be three organs of NiRA namely:

1. The General Assembly (GA);
2. The Executive Board of Directors (BoD);
3. The Board of Trustees (BoT).

#### **3.1 The General Assembly**

The General Assembly shall be the highest decision making- body and shall be made up of all members of the Association who shall contribute to the running of the Association in the following ways:

- i. by voting at General Meetings;
- ii. by electing members of the Executive Board;
- iii. by electing members of the Board of Trustees;
- iv. by participating in discussion groups to share views and ideas on how the Association should operate; and
- v. any other specific activity that may arise from time to time.

##### **3.1.1 Annual General Meetings (AGM)**

- a. The Annual General Meeting of the Association shall be held not later than four (4) months following the end of the financial year, on a date to be decided by the Executive Board.
- b. If the AGM has been notified as incorporating attendance via the Internet, members must be issued in advance with a secure means to identify their entitlement to vote. Such electronic attendance may take place during the fourteen days prior to the actual date of the AGM with regard to pre-notified elections and constitutional amendments.
- c. The business to be conducted at the Annual General Meeting will be:
  - i. To receive from the Executive Board an annual report, the financial statements for the preceding financial year, the auditor's report on those statements and a Business Plan and Budget for adoption or amendment.
  - ii. To approve a business plan and budget of income and expenditure for the current financial year and receive from the Executive Board recommendations for levels of subscription for the membership classes of the Association. The meeting may by resolution alter subscription levels;

- iii. To elect Trustees of the Association;
  - iv. To elect members of The Executive Board;
  - v. To ratify or otherwise elect an Auditor for the Association and;
  - vi. To consider such other business as any member properly brings before the meeting.
- d. A copy of the annual report and financial statements must be forwarded to each member at least fourteen (14) days prior to the Annual General Meeting.
  - e. At least twenty-one (21) days notice of the Annual General Meeting must be given to each Member. The notice of AGM must indicate whether attendance via the Internet will be permitted.
  - f. New Members who join the Association in the twenty-one (21) day period before an AGM will not be permitted to vote at that AGM.

### **3.1.2 Special General Meetings (SGM)**

A Special General Meeting may be called at any time:

- i. By the President of the Association or by special or ordinary resolution of the Executive Board of Directors;
- ii. On the request of One Third (1/3) or more of the total number of financial Members, in which case the request must state the motions which will be moved at the meeting;
- iii. A Special General Meeting shall be called by One Third (1/3) Members of the Executive Board of Directors or the President , on a date not earlier than fourteen (14) days and not later than forty (40) days following the receipt of a request for such a meeting under clause **3.1.2 (i) (ii)**;
- iv. The motions to be moved at the Special General Meeting must be notified to every Member of the Association at least fourteen (14) days before the date of the meeting. The notice of SGM must indicate whether attendance via the Internet, video conferencing or any other electronic platform recognised by NiRA is permitted;
- v. Voting procedures at an SGM are the same as those at an AGM;
- vi. By the Board of Trustee on the recommendation to address issues or conflicts as it may arise for immediate solution.



### **3.1.3 Electronic General meetings (e-GM)**

- a. An e-GM can be called by the Chairman, President, One Third (1/3) Members of the Executive Board of Directors, or at least 5% of the total number of financial Members supporting a motion to that effect;
- b. The Secretary shall issue the notice of the e-GM as noted in (e) below, and the e-GM shall be conducted in accordance with the Electronic Meeting Guidelines, as adopted by the Executive Board from time to time;
- c. An e-GM consisting purely of online discussion and voting can be held to discuss and vote on proposals put forward by the Board or Members;
- d. An e-GM will only vote on the proposed resolutions which form part of the meeting notice;
- e. The Secretary shall be charged with confirming that the motion requesting an e-GM has been correctly put and approved. The proposed resolutions forming the subject of the e-GM shall be e-mailed to all members and be open to discussion for a period of seven (7) days, closing at 11:59pm on the seventh (7<sup>th</sup>) day following the posting of the official notice of announcement, on the member's mailing list and other fora as appropriate. After seven days members will have a ballot made available with votes being open for three working days. A resolution passed at an e-GM shall be as valid as one passed at a physical General Meeting.

### **3.1.4 Quorum**

- a. A quorum for every Annual or Special General Meeting is fifteen percent (15%) of Financial members of NiRA;
- b. For an Electronic General Meeting (e-GM) the quorum requirement is thirty percent (30%) of Financial Members. In the event that a quorum is not reached at an e-GM, the resolutions forming the call for an e-GM will be deemed to have failed;
- c. If for a non-Electronic General Meeting a quorum is not formed present within One (1) Hour of the appointed time, the person chairing the meeting shall adjourn the meeting. Unless those present at the meeting shall determine a date for the adjourned meeting (not earlier than five [5] days from the date of the meeting) the adjournment shall be for a meeting at the same time and place, providing that the venue will be available, one (1) week from that day.

### **3.1.5 Chairing of General Meetings**

- a. The President of the Association or the Vice-President in the absence of the President will chair every Annual, Special, or electronic General Meeting.
- b. If the President and Vice-President are absent then a person elected by a majority vote of those present shall chair such a meeting.

### **3.2. The Executive Board of Directors (BoD)**

- a. The affairs of the Association shall be conducted by the Executive Board of Directors (the Board) in accordance with this Constitution and resolutions of the members of the Association at General meetings. The Board shall conduct its affairs using a set of bylaws.
- b. The duties of the Board shall include the following:
  - i. To further the Association's aims and objectives as specified in clause 2;
  - ii. To report on its activities and the affairs of the Association at the meetings of the General Assembly and;
  - iii. To make recommendations to the Board of Trustees on matters affecting the Association.
  - iv. To make recommendations to the Board of Trustees on member(s) of Trustees who have distinguished him/herself in the Internet Community in a consistent manner over a minimum period of at least twenty (20) years for consideration for selection as Life Patron(s) upon resolution of  $\frac{2}{3}$  of members at an AGM.
- c. The Executive Board shall consist of Four (4) Officers and Six (6) Board Members are as follows:
  - i. Four (4) Officers comprising the President, Vice-President Treasurer, and Financial Secretary;
  - ii. Six (6) Board Members elected by the General Assembly;
  - iii. An head of Secretariat (Secretary) would be appointed by the Executive Board of Directors who shall be a non-voting member of the Board.
- d. Only financial Members of the Association may serve as Officers or Board Members.
- e. No two (2) employees of any company, organisation or individual may simultaneously hold positions as Board Members. This provision shall not be interpreted as placing any restriction on the nomination of candidates for election.

#### **3.2.1 Terms of Office**

- a. Board Members shall serve for a two-year term, until the conclusion of the AGM held in the year their term expires. Board Members shall not hold office for more than two (2) consecutive terms.
- b. Any Board member having missed three consecutive executive meetings of the Board shall be deemed to have vacated his/her position at the conclusion of the third meeting, unless the Board votes to reinstate the Board member in his/her position. The Board may grant a Board Member leave of absence in advance (for example, for overseas travel, health or family circumstances), in which case the Board member is not subject to this requirement for the duration of his/her leave. The Secretary will notify any Board Member who misses two consecutive meetings that his/her position will be forfeited if he/she fail to turn up to the subsequent ordinary meeting of the Board.
- c. At the Annual General Meeting where elections are scheduled to be conducted, two thirds of the members of the Board including at least two (2) officers and three (3) ordinary Board Members for the time being, or their number is not three or a multiple of three, then the number nearest two thirds ( $\frac{2}{3}$ ). The Board Members who have served two (2) consecutive terms in office shall retire from office and their positions shall be declared vacant for the purpose of nominations for the election.
- d. The members of the Board to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Board on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- e. No elected member or members shall be eligible for same post after two (2) terms consecutive terms.

### **3.2.2 Executive Board of Directors' Meetings**

- a. The Board meetings shall, except in cases of emergency is held at least once in every quarter at the Association's secretariat or at such other place as the Board shall approve within Nigeria.
- b. Fifty percent (50%) of the Board shall constitute a quorum at every Board meeting.
- c. All decisions of the Board shall be by a simple majority of members present and voting; and in the event of equality of votes, the president shall have a casting vote.
- d. The business of the Board may be carried out using electronic communication.

### **3.2.3 Vacancies on the Executive Board**

The office of a member of the Executive Board of Directors shall be automatically vacated:

- a. if an Executive Board member resigns office by delivering a resignation to the Executive;
- b. on the date which resignation is received by the Executive Board of Directors or at the time specified in the resignation, whichever is later;
- c. if the Member of Executive Board of Directors is found by a court to be of unsound mind;
- d. if the Member of Executive Board of Directors becomes bankrupt;
- e. if the Member of Executive Board of Directors is convicted of a felony;
- f. upon removal by the Trustee or the Members, of such member of the Executive Board of Directors in accordance with **Section 3.2.5**;
- g. on the death of such member of the Executive Board of Director ;
- h. if the member of the Executive Board of Directors is absent from three (3) consecutive meetings as specified under **clause 3.2.1 (a)**.

### **3.2.4 Procedure for Vacancy Replacement**

Any vacancy among Executive Board of Directors members or elected Officers shall be filled by the membership voting through an electronic ballot, unless the vacancy occurs after the end of the financial year but before the Annual General Meeting in which case the Board has discretion not to hold such a ballot. The replacement shall serve the remainder of the term for that position.

### **3.2.5 Removal of Members of the Executive Board of Directors**

- a. An Elected Officer(s) or member of the Executive Board of Directors may be removed from office based on a resolution of at least two thirds ( $\frac{2}{3}$ ) majority of the Board of Trustees approving such removal and / or ratified by a resolution of the General Assembly at an Annual or Special General Meeting of NiRA, provided that such resolution;
  - i. must show just cause of such removal , and must have been delivered in writing to the Elected Officer(s)/Member of the Executive Board of Directors concerned at least twenty-one (21) days before the said General Meeting, after disciplinary report must have supported the action.

- ii. such resolution must be passed by at least a two-thirds ( $\frac{2}{3}$ ) majority of those voting at the said General Meeting.
  - iii. suspend any member or members of the Executive Board of Directors, if disagreement lingers beyond thirty (3) days among members of the Executive Board of Directors .
- b. Notwithstanding clause **3.2.5 (a)** above, a Board Member may be removed from office, with or without the recommendation of the Board of Trustees by a resolution of the General Assembly subject to the conditions in clauses **3.2.5 (a) i** and **3.2.5. (a) ii**.

### **3.2.6. Executive Officers of NiRA**

- a. The Officers of the Executive Board of Directors for NiRA are:
1. **The President;** who shall chair Board meetings and General Meetings, and oversee the business of NiRA.
  2. **The Vice-President;** who shall assist the President in his duties and deputise for the President as required.
  3. **The Financial Secretary;** who shall keep the financial records of the Association and liaise with the external auditors presenting the financial report at the AGM.
  4. **The Treasurer;** who shall administer the financial affairs of NiRA as directed by the Board.
- b. No person shall hold concurrently more than one Office of the Association.
- c. The term of office for the Officers shall be until the conclusion of the AGM which will add up to two (2) years after such/their election.
- d. No person shall be eligible to be elected to a particular Office for more than two consecutive terms.
- e. Any elected Member of the Board of Trustees who is elected as an Officer shall be deemed to have automatically resigned as an elected member of the Board of Trustees.

### **3.3. THE BOARD OF REGISTERED TRUSTEES**

- a. The Trustees of **NIGERIA INTERNET REGISTRATION ASSOCIATION** for the purpose of the Companies and Allied Matters Act No. 1 of 1990 Part C shall be appointed at a General Meeting by Two-third ( $\frac{2}{3}$ ) majority votes of members present.

- b. Such Trustees (hereinafter referred to as “The Trustees”) shall be ten (10) in number and shall be known as **THE REGISTERED TRUSTEES OF NIGERIA INTERNET REGISTRATION ASSOCIATION**. This shall be made up of nine (9) elected members, and the President of the Executive Board of Directors.
- c. Upon a vacancy occurring in the number of Trustees, a general meeting will be held to appoint another eligible member of **NIGERIA INTERNET REGISTRATION ASSOCIATION** into the Registered Board of Trustees of **NIGERIA INTERNET REGISTRATION ASSOCIATION**.

### **3.3.1 Role of Trustees**

- a. The Trustees shall be the advisory arm of the Association and shall be responsible for oversight function on general policies, practices and programs.
- b. The trustees shall apply to the Corporate Affairs Commission for Certificate of Incorporation under the Companies and Allied Matters Act No.1 of 1990, Part C and submit any amendments approved by the Assembly.
- c. If such certificate is granted, the Trustees shall have power to accept and hold in trust all land belonging to **NIGERIA INTERNET REGISTRATION ASSOCIATION**, and to acquire land on behalf of the association subject to such conditions as the Commission may impose.
- d. The Trustee shall confer as Life Patrons, members who have distinguished themselves in the Internet Community in a consistent manner over a minimum period of at least twenty (20) years.

### **3.3.2 Meeting of Trustees**

- a. The Trustees shall hold meetings at least two times in every calendar year and at such other times in such places as they shall from time to time decide and any Trustee may at any time convene a special meeting of the Trustees upon at least fourteen (14) days notice being given to the other Trustees of the matter(s) to be discussed.
- b. The trustees shall elect among themselves a Chairman, Vice Chairman and a Secretary; all with non-executive powers; who shall not be a member of the Executive Board of Directors.
- c. Decisions and resolutions of the Trustees shall be by simple majority of trustees present except as provided in **clause 3.2.5 (a)**.

- d. Every matter shall be determined by the majority of votes of the Trustees present and voting on the question except as provided in **clause 3.2.5 (a)**.
- e. In the event of equality of votes the Chairman shall have a casting vote.
- f. Any resolution of the Trustees may be rescinded or varied from time to time by the Trustees.
- g. The Trustees shall make such rules, as they deem necessary for proper conduct of their meetings.
- h. The quorum for a meeting of the Trustees shall be Five (5) trustees. The Chairman shall preside over the meeting. In the absence of the chairman, the vice chairman shall preside over the meeting. In the absence of both, the trustees present shall appoint amongst themselves, a person to fill the position of the chairman for the purpose of the meeting.

### **3.3.3 Removal of Trustees**

- a. The Trustees shall all be natural persons, and each shall cease to hold office if he / she:
  - i. Resigns the office;
  - ii. Ceases to be a registered member of the Organisation;
  - iii. Becomes insane;
  - iv. Is officially declared bankrupt;
  - v. Is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction;
  - vi. Is recommended for removal from office by the Board of Trustees and the Executive Board of Directors, subject to final ratification by a majority of members present at any General Meeting of the Association;
  - vii. Ceases to reside in Nigeria.
  - viii. Is recommended for removal from office by a two-thirds majority of members present at a General Meeting of NiRA;
- b. **Suspension of Trustee**  
A trustee shall be deemed suspended if voted by a majority of the Board of Trustees.

### **3.3.4 Tenure of Board of Trustees**

- i. All Trustees of NiRA shall, except otherwise disqualified or removed as herein provided, shall hold office for five (5) years. A Trustee shall be eligible to offer himself for an additional term of office. This is exclusive of the President of the Executive Board of Directors who shall remain a member of the Registered Trustees of **NIGERIA INTERNET REGISTRATION ASSOCIATION** for the duration of his / her tenure as President of the Executive Board of Directors.
- ii. No Trustee of NiRA may hold the office of elected Trustee for more than two consecutive terms.

### **3.3.5 Common Seal**

- a. The Trustees shall have a Common Seal.
- b. Such Common Seal will be kept in the custody of the Secretary of NiRA who shall produce it when required for use by the Trustees.
- c. All documents to be executed by the Trustees shall be signed by the President, Chairman and Secretary of the Trustees and sealed with the Common seal.
- d. The Secretary of the Board of Directors shall prepare triplicate copies of the Books of Account, in which shall be kept all proper accounts of all money received and paid for the purpose of this Trust, and send forward such Books through the President to The Trustees for presentation to CAC or any other bodies that may be authorised to require such.

## **4. MEMBERSHIP**

### **4.1 Admission to Membership**

- a. Membership is held by any Legal Person provided that:
  - I. in the case of natural persons, such natural person is above eighteen (18) years of age and;
  - II. in the case of artificial persons, such artificial person has legal personality conferred upon it by the laws of the jurisdiction it was incorporated.
- b. Each person may only hold one (1) membership in NiRA;
- c. Membership of NiRA shall be limited to Registrants who shall become Members at the time of registering a domain name under the .ng domain. However, Registrants shall have the right to refuse or rescind membership at any time; provided that a former Member who has refused or rescinded



its membership may be reinstated as a Member at any time by giving written notice to NiRA.

#### **4.2 Application for Membership**

- a. An application for membership must be lodged with NiRA in the form and at the place approved by the Executive Board of Directors from time to time.
- b. Application into admission of NiRA is to be verified within Seven (7) working days of submission and consequently, the Secretary of the Executive Board of Directors is to enter Successful Applicants name in the Register of members within another Seven (7) working days of verification.

### **5. REGISTER OF MEMBERS**

The Secretary shall keep the Register and shall enter in it the full names, addresses, and email addresses of Members, the date upon which Members became Members and the date upon which any Member ceased to be a Member. The Register must not be used for any other purpose and is to be open for inspection by Members.

### **6. OBLIGATIONS OF MEMBERS**

#### **6.1 Membership not Transferable**

Membership of NiRA is personal and is not transferable whether by operation of law or otherwise. All rights and privileges of membership of NiRA cease on termination of membership.

#### **6.2 Prohibition on Voting Agreements**

A Member must not enter into or give effect to any contract, arrangement or understanding under which the Member (or any associate of the Member) has or will receive any material benefit in consideration for voting in a particular way (including not voting) on any matter before a general meeting including any election.

### **7. MEMBERSHIP FEES**

#### **7.1 Annual Membership Fees**

- a. Unless exempted by the Board, each Member is obliged to pay an annual membership fee, payable in full each year on a date determined by the Board from time to time. Payment shall be made within one month of the due date (or such other date as the Board may determine from time to time) without prejudice to any rights of the Member.

- b. The Board may from time to time determine the annual membership fees payable in respect of each Class of Membership.

## **7.2 Membership Fees payable on Application for Membership**

- a. An applicant for membership is obliged to pay the applicable annual membership fee at the time of application and any entrance fee determined by the Board from time to time.
- b. All fees are non-refundable.

## **7.3 Unpaid Membership Fees**

A member shall cease to be entitled to any of the rights or privileges of membership if:

- a. the annual membership fee or entrance fee, where applicable, of that member remains unpaid for Six (6) months after it becomes payable and;
- b. a notice of default is given to the Member;
- c. but, subject to **clause 7.2**, those rights and privileges shall be reinstated on payment of all arrears.

## **8. TERMINATION AND CESSATION OF MEMBERSHIP**

### **8.1 Membership of NiRA ceases if the Member;**

- a. resigns by submitting notice to the Executive Board of Directors
- b. being a natural person, dies, becomes bankrupt, makes a composition with or assigns the Member's estate for the benefit of the Member's creditors;
- c. being an Organisation, becomes insolvent, has a receiver, receiver and manager, administrator or liquidator appointed, or is wound up (except for the purposes of reconstruction or amalgamation)
- d. ceases to satisfy the criteria for admission to membership of NiRA.

### **8.2 Termination of Membership for Non-Payment of Membership Fees**

The AGM upon recommendation from the Board may at any time terminate the membership of a Member for non-payment of membership fees if:

- a. the membership fees payable by the Member have remained unpaid for a period of not less than six (6) months after the due date for payment ;

- b. after the end of that six (6) month period, a notice of default has been given to the Member by the Secretary; and
- c. the membership fees payable by the Member remain in arrears for a period of one (1) month after the date of service of the notice of default upon the Member in relation to those outstanding fees.

### **8.3 Expulsion of Members for Conduct Detrimental to Objects**

NiRA in a general meeting may by special resolution terminate the membership of a Member if:

- a. the AGM upon recommendation from the Board resolves that in the opinion of the Board the Member may have been guilty of conduct detrimental to the interests of NiRA or to the objects of NiRA; and
- b. the notice of meeting specifies the purpose of the meeting and the general nature of conduct referred to in the Board resolution; and
- c. the Member is given the opportunity to be heard at that part of the general meeting at which the board recommendation is considered.

### **8.4 Removal from the Register**

Upon the termination of membership of a Member for any reason the name of the Member must be immediately removed from the Register by the Secretary.

### **8.5 Continuing Obligations**

The termination of membership for any reason does not in any way prejudice, lessen or otherwise affect the liabilities and obligations of a Member (whether they arise under this Constitution or otherwise) existing at the date of termination or which arise or crystallizes after that date out of, or by reason of, facts or circumstances occurring or in existence at or before that date.

### **8.6 Limitations to Termination**

Without limiting the previous clause, termination of membership does not relieve a Member from any obligation to pay any membership fees payable on or before the date of termination and does not entitle the Member to any refund of any entrance or membership fees in part or in whole.

## **9. ELECTION**

### **9.1 Procedure for Nomination**

Nominations for the positions of Trustees, Officers and Board Members shall open eight (8) weeks prior to the AGM and close twenty-one (21) days prior to the AGM. Each nomination must be proposed by a financial member of the NiRA and agreed to by the nominee, who must also be a financial Member of NiRA. No member may propose their own nomination.

## **9.2 Limitation to Nomination**

Nominations for elected positions will not be permitted from the floor of the AGM unless there is a shortfall of nominations for a position.

## **9.3 Voting Right**

At every General Meeting each individual Member shall have one vote, except that the person chairing the General Meeting shall have a deliberative vote as well as a casting vote.

## **9.4 Procedure of Voting**

Voting at Annual or Special General Meetings of NiRA shall be by a show of hands or ballot at the discretion of the person chairing the meeting. At duly authorised meetings voting may take place via the Internet by the use of a secure means of identification. Voting by proxy shall be allowed at General Meetings only.

## **9.5 Casting Vote**

In the event of an equality of votes for or against a motion or amendment at a General Meeting, the person chairing the meeting shall exercise a casting vote.

## **9.6 Proxies**

- a. The instrument appointing a proxy may be in writing signed by the appointing member or by that member's agent duly authorised in writing. Proxies may also be accepted in electronic forms as decided by the Executive Board of Executives or the Board of Trustees, provided that any such electronic forms must have been specified in the notice of meeting sent to Member(s).
- b. The instrument appointing a proxy and the authority, if any, under which it is signed, must reach the Secretary not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote.
- c. The instrument appointing a proxy must state explicitly the scope of voting power being transferred to the person acting as proxy, i.e. the instrument shall state the issues for which it is valid and whether full, partial or no discretion is assigned to the person acting as proxy. Any instrument which does not include a full and clear statement of intent shall be invalid. The instrument appointing a proxy shall confer authority to demand or join in demanding a ballot.
- d. Proxies may be accepted by post, hand delivery, courier or by other electronic means recognised by NiRA.

## **10. LEGAL PERSONALITY**

**10.1** The incorporated trustees of NiRA are a body corporate and shall have the power to sue and be sued in its corporate name.

**10.2.** Immovable property acquired by the NiRA shall be registered in the name of the Trustees of NiRA.

## **11. FINANCIAL MATTERS**

**11.1.** NiRA shall not distribute any of its funds and property to any person and shall utilize its funds for the objects for which it has been established.

**11.2.** All monies received on behalf of NiRA shall be deposited in NiRA's designated accounts.

**11.3** The Board of Trustee shall receive a Business Plan and Budget of Income and Expenditure for the Current Financial Year from Board of Directors, prior to the AGM.

**11.4.** All expenditure must be authorised by the President, Executive Board of Directors in accordance with the Executive Board's approved budget and Financial Guidelines.

**11.5** NiRA shall maintain books of accounts showing income and expenditure in each year as well as the balance sheet of the Association.

## **12. INDEMNITY**

**12.1.** Each Trustee, Board Member and other member of of NiRA, acting on the instructions of NiRA, in furtherance of its objectives, shall be indemnified out of and from the funds and property of NiRA, against all loses, charges, costs, damages and other liability which such person may suffer or incur as a result of executing NiRA's duties, save to the extent that such person acted in a negligent or fraudulent manner.

**12.2.** No member of NiRA shall be answerable or deemed to be in any way responsible for any act or default of any other member or for any deficiency or insufficiency of any title or security whatsoever taken by NiRA.

**12.3.** No member of NiRA shall be liable for any losses occasioned by a Bank or other persons with whom monies or securities of NiRA are deposited or entrusted for safe custody, investment or otherwise, nor for any loss, misfortune or damage which may happen or take place in the execution of that member's duties, save to the extent that such member acted negligently or fraudulently.

## **13. ACCOUNTS**

### **13.1 NiRA ACCOUNTING YEAR**

The financial year of the Association shall be from January to December in each year.

### **13.2 BANK ACCOUNTS**

The Executive Board of Directors may from time to time open and maintain in the name of the Association a Bank account or bank accounts at such Bank or banks as they shall from time to time desire and may at any time pay any monies forming part of the Trust Fund to the credit of any such account or accounts or place the same on deposit with any bank or banks and all cheques and orders for the payment of money shall be signed by any of the following persons, or other person as appointed by the Board:

- The President
- The Secretary
  
- The Treasurer
- Any other person designated by the Executive Board of Directors in line with financial guidelines

### **14. AUDITORS**

- a. There shall be appointed annually a professional firm of Auditors to audit and certify the accounts and books of NiRA.
  
- b. The Auditors shall be appointed by the Executive Board subject to ratification at the Annual General meeting and shall be eligible for re-appointment.

### **15. DISSOLUTION**

**15.1.** NiRA may be dissolved by the Court on a petition brought for that purpose by:

- a. 50% (Fifty per cent) of the financial members at an Annual General Meeting or at a Special General Meeting convened for that purpose provided that notice of the proposed resolution is given to members not less than fourteen (14) days before the date of the meeting.
  
- b. The Board of Trustees;
  
- c. The Executive Board of Directors;
  
- d. The Corporate Affairs Commission.

**15.2.** The grounds on which NiRA may be dissolved are:

- a. the aims and objects for which it was established have been fully realized and no useful purpose would be served by keeping NiRA alive.

- b. that the body corporate is formed to exist for a specified period and that period has expired and it is not necessary for it to continue to exist.
- c. that all aims and objects of the association have become illegal or otherwise contrary to public policy.
- d. that it is just and equitable in all circumstances that the body corporate be dissolved.

**15.3.** Upon the dissolution of NiRA, the Trustees shall, after making provision for the costs of dissolving NiRA, distribute the accumulated funds of NiRA to an Association not for gain with similar objectives to those of NiRA, as may be determined by the Trustees in its sole discretion.

**15.4** In event of the **WINDING UP** or **DISSOLUTION** of **NiRA** ,if there their remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to all, distributed among the members of NiRA but shall be given or transferred to some other institution or institutions, having objects similar to the objects of NiRA 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 NiRA under or by virtue of the **SPECIAL CLAUSE** hereof, such institution or institutions to be determined by the members of NiRA, effect cannot be given to the aforesaid provision, than to some charitable object.

## **16. AMMENDMENT OF THE CONSTITUTION**

- a. This Constitution or any part thereof may after two readings be altered by a resolution passed by  $\frac{2}{3}$  of financial members of NiRA present at an Annual General Meeting or a Special General Meeting convened for this purpose, provided that at least 14 (fourteen) days' notice of such special meeting is given to members.
- b. **NO ADDITION**, alteration, or amendment shall be made to the **CONSTITUTION** for the time being in force, unless the same has been previously submitted to and approved by the Corporate Affairs Commission.

## **17. SPECIAL CLAUSE**

- a. The **INCOME AND PROPERTY OF NIGERIA INTERNET REGISTRATION ASSOCIATION** whomsoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this 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 any member of NiRA.
- b. **PROVIDED** that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any member of Board of Trustees, Executive Board of Directors, officer or servant who renders service to NiRA in

return for any service rendered to the **ASSOCIATION** but so that no member of the Board of Trustees or Executive Board shall be appointed to any salaried office of NiRA.

**18. MISCELLANEOUS**

**18.1.** NiRA shall not be used by any individual, representative, liaison body or industrial sector to further its own business interests, outside the objectives of NiRA.

**18.2** NiRA’s address list shall not be used for any purpose other than the business of NiRA, unless with the prior approval of the Executive Board of Directors.

**18.3** No action shall be taken against a member or a member’s representative, unless a report was tabled to the General Assembly and reasonable opportunity was given to the member or the member’s representative to defend such member’s position.

**19. LANGUAGE**

NiRA shall conduct its business in English, the official language of the Federal Republic of Nigeria.

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**Dr. Adeola Odeyemi**  
**CHAIRMAN**

\_\_\_\_\_  
**Mrs. Ibukun Odusote**  
**SECRETARY**

Signed this day, \_\_\_\_\_ of \_\_\_\_\_, \_\_\_\_\_.