



**DRAFT  
CONSTITUTION  
OF  
NIGERIA INTERNET REGISTRATION  
ASSOCIATION  
(NIRA)**

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## 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. 8, Funsho Williams Avenue, Iponri, Surulere, Lagos** State, Nigeria, or any place prescribed by **(the General Assembly)** of the Association from time to time.

**Note:** Under Clause 1.2, highlighted above, the address of the Association has been changed to indicate the current business address of the Association. Because this is a fact and not an opinion, the CRC was of the opinion that there is no need to vote on this section.

A proposed amendment suggests that the Organ, “the General Assembly” should be the responsible Organ for designating the business address of the Association.

**Do you agree with this suggestion?** YES  NO

### 1.3 Supremacy of Constitution

- a. This Constitution is supreme and its provisions shall have binding force **[shall be binding]** on all members of the Association in the conduct of their activities in furtherance of the aims and objectives of NiRA.

**Note:** Under Clause 1.3 (a), highlighted above, a proposed amendment suggests that the phrase “shall be binding” replaces “shall have binding force”. This is because the new phrase is better in terms of elegant drafting and it has the same meaning as the old one.

**Do you agree with this suggestion?** YES  NO

- b. The activities of the Association shall be conducted in accordance with the provisions of this Constitution;
- c. If any other bye-law, resolution, or rule of the Association is inconsistent with the provisions of this Constitution, this Constitution shall prevail, and that other bye-law, resolution, or rule shall, to the extent of the inconsistency, be null and void.

## 2. AIMS AND OBJECTIVES **[AIM AND OBJECTIVES]**

**Note:** Under the Heading for Clause 2, a proposed amendment suggests that the title “Aims and Objectives” be changed to “Aim and Objectives”. This change in heading is to reflect the changes suggested under Clauses 2.1 and 2.2

If the vote for adding **Clause 2.1** fails, the voting on this would be considered null and void and status quo would remain

Do you agree with this suggestion? YES  NO

### 2.1 Aim

**The Association is a Not-for-Profit, Non-Governmental Self-Regulating body to manage Nigeria's Country Code Top Level Domain (hereinafter referred to as .ng ccTLD).**

**Note:** Under Clause 2.1, highlighted above, a proposed amendment suggests a draft "Aim" for the Association. In the Harmonised Constitution, even though the heading contained the word "aim" there were no specific provision for the aim of the association. The proposal suggests a single "aim" for the Association, which captures all the items mentioned in the Clause 2.2 of the Harmonised Constitution.

Do you agree with this suggestion? YES  NO

### 2.2 Objectives

The Association is a Not-for-Profit, Non-Governmental Self-Regulating body established by the order of the President of the Federal Republic of Nigeria to the Internet Community to manage Nigeria's Country Code Top Level Domain (hereinafter referred to as .ng ccTLD).

The principal objectives of the Association are to:

- a. Be the administrator of, and the non-governmental self regulatory policy body for the .ng ccTLD and its associated sub level domain names; **[Be the administrator of the .ng ccTLD and its associated sub-level domain names;]**

**Note:** Under Clause 2.2 (a), highlighted above, a proposed amendment suggests a modification "Be the administrator of the .ng ccTLD and its associated sub-Level domain names;" because the description of NiRA being a non-governmental self regulatory body is already defined in the introduction of this clause and also in the suggested Clause 2.1

Do you agree with this suggestion? YES  NO

- b. Maintain and promote the operational stability, security, reliability and utility of the .ng ccTLD;
- c. Ensure cost-effective administration of the .ng ccTLD;
- d. Develop and establish a policy framework for the development and administration of the .ng ccTLD 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;**

**Note: Under Clause 2.2 (d) iii** highlighted above, a proposed amendment suggests that the term “registry operators” should be removed in order to discourage fragmentation and creation of sub-domain registries as parallel organizations may arise now or in the future.

CRC understands that the essence of including this term is because there may be an opportunity in the future to create sub-domain registries and such registries would require operators who should be governed by NiRA rules and policies.

**Do you want the term “Registry Operators” to be removed? YES  NO**

- 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 **[registries].**

**Note: Under Clause 2.2 (d) v** a proposed amendment was made to change the tense form from “registry” to “registries” as NiRA could operate more than one.

**Do you agree with this suggestion? YES  NO**

- e. Manage the operation of technical functions including-
  - i. the primary and secondary .ngTLD name servers; **[the .ng ccTLD name servers;]**

**Note: Under Clause 2.2 (e) i** a proposed amendment suggests that the term “primary and secondary” be removed because these descriptive terms are irrelevant to the clause as NiRA should operate the .ng ccTLD name servers irrespective of their class.

**Do you agree with this suggestion? YES  NO**

- ii. files for sub-level domains; and
  - iii. a searchable database containing information on registrations within the .ng ccTLD.
- f. Liaise with national and international bodies on issues relating to the development and administration of domain name systems;
  - g. 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 .ng ccTLD; and
  - h. to see to the use and growth of Internet in Nigeria with widespread adoption of the .ngTLD in a secure and reliable manner **[Promote the widespread adoption, use and growth of the .ng ccTLD]**

**Note:** A proposed amendment suggests the removal of the reference to the “growth of the Internet from **Clause 2.2 (h)** because the growth and use of the Internet in Nigeria as a whole may be beyond the objectives that NiRA can attain. This clause was also reworded for clarity

**Do you agree with this suggestion?** YES  NO

### 2.3. *Activities*

**Note:** A proposed amendment suggests that the entire **Clause 2.3** should be removed altogether as the ongoing set of activities may be changed from time to time and should not be in the Constitution. According to the proposal, the items listed under activities are restrictive and may restrict the activities of the Association. It would be better if the association can determine its activities from time to time. Moreover, the activities read more like objectives

**Do you agree with this suggestion to remove Clause 2.3?** YES  NO

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 names system in Nigeria;
- b. establishing mechanisms to ensure that it is responsive and accountable to the supply and demand sides of the domain name services;
- 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 .ng ccTLD.

### 3. **ORGANS**

There shall be three (3) organs of NiRA namely:

- a. The General Assembly (GA);
- b. The Executive Board of Directors [The Board of Directors] (BoD) ; and

**Note:** The term “Executive Board of Directors” would be changed to “The Board of Directors (BoD)” if the vote on having an Executive Management Team passes on Clause 3.2 b (v).

- c. The Board of Trustees (Trustees).

#### 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:

- a. by voting at General Meetings;

- b. by electing members of the BoD;
- c. by electing members of the Trustees [**by the ratification of the nomination of the Trustees;**

**Note:** Clause 3.1 (c). This was passed in a previous eGM

A proposed amendment suggests that members of the Trustees should be selected by the joint board of Trustees and Directors. These nominated members should then be presented to the General Assembly to ratify

**Do you agree with this suggestion?** YES  NO

- d. by participating in discussion groups to share views and ideas on how to better the operations of the Association; and
- e. 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 BoD.
- 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. [**Where an AGM has been convened, the notice shall include provision for remote participation. ]**

**Note:** A proposed amendment suggests that Clause 3.1.1 (b) be summarised to read “Where an AGM has been convened, the notice shall include provision for remote participation” . The details of secured means for identity is considered a process that need not be in the Constitution.

**Do you agree with this suggestion?** YES  NO

- 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 [**To receive from the BoD an annual report, the financial statements for the preceding financial year, the auditor's report on those statements;**]

**Note:** Clause 3.1.1 (c) i. A proposed amendment suggests the removal of the second part of the clause dealing with the business plan as it is taken care of under Clause 3.1.1 (c) ii below.

**Do you agree with this suggestion?** YES  NO

- 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; **[To receive a business plan and budget of income and expenditure for the current financial year;]**

**Note: Under Clause 3.1.1 (c) ii,** a proposed amendment suggests replacing the word “approved” with the word “receive”. There were two reasons for this. The first reason is that it would be unreasonable to wait for the AGM, 4 months after the financial year before the General Assembly would approve the budget for the current financial year, and the second reason is that the Board of Directors would potentially be a non-executive board and would provide direction to Management and thus should have the approval responsibility over the day-to-day management of NiRA operations.

**Do you agree with this suggestion?** YES  NO

**iii. Receive from the BoD, recommendations for levels of subscription for the membership classes of the Association. The meeting may by resolution alter subscription levels;**

**Note: Clause 3.1.1 (c) ii.** A proposed amendment suggests dividing the sentence because the level of subscription is an issue that is important to stand alone for deliberation at the AGM.

If the vote for this clause fails, this part would be moved back to clause 3.1.1 (c) ii above

**Do you agree with this suggestion?** YES  NO

**iv. To elect Trustees of the Association;**

**Note:** This will change “elect” to “ratify” nominations if the vote in Clause 3.1(c) passes

v. To elect members of the BoD;

vi. To ratify or otherwise elect an Auditor for the Association and; **[To ratify the appointment of an Auditor for the Association, as presented by the BoD and;]**

**Note: Clause 3.1.1 (c) vi.** A proposed amendment suggests that Auditors should not be elected as this should be the responsibility of the BoD

**Do you agree with this suggestion?** YES  NO

vii. 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. **[At least twenty-one (21) days’ notice of the Annual General Meeting must be given to each member. ]**

**Note: Clause 3.1.1 (e)** A proposed amendment suggests the removal of the second part of the clause dealing with notice of attendance via the Internet. This is because the Internet is a type of technology that may eventually be phased out. Moreover, according to the proposal, remote participation should not be excluded from a General Meeting.

Do you agree with this suggestion? YES  NO

- 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. **[Only such members that have been financial members of the association for at least one (1) year and have attended at least one (1) Annual General Meeting shall be eligible to vote.]**

**Note: Clause 3.1.1 (f).** A proposed amendment suggests the redefinition of the criteria for voting and made it more stringent to avoid abuse of procedure.

Do you agree with this suggestion? YES  NO

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

A Special General Meeting may be called at any time under the following conditions:

- a. By the President of the Association or by special or ordinary resolution of the Executive Board of Directors; **[By the President of the Association or by a resolution of the BoD;]**

**Note: Clause 3.1.2 (a)** A proposed amendment suggests the removal of special or ordinary resolution, replacing this with just “resolution”, since this Clause allows for either special or ordinary resolutions. As such, there is no reason to state the type of resolution.

Do you agree with this suggestion? YES  NO

- b. 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; **[On the request of one-third (1/3) or more of the total number of financial members that are eligible to vote, based on the provisions of this Constitution, in which case the request must state the motions which will be moved at the meeting;]**

**Note: Clause 3.1.2 (b).** A proposed amendment suggests the inclusion of “based on the provisions of this Constitution” to ensure clarity. The proposal also suggests the inclusion of the “eligibility to vote” statement

Do you agree with these suggestions? YES  NO

- c. By the Board of Trustee on the recommendation to address issues or conflicts as it may arise for immediate solution. **[By a resolution of the Trustees to address issues of conflicts as it may arise for an immediate solution.]**

**Note: Clause 3.1.2 (c)** A proposed amendment suggests that the Trustees can only call for an SGM after a resolution of the Trustees

Do you agree with this suggestion? YES  NO

- d. 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 (a) (b); **[Where a Special General Meeting is requested under Clause 3.1.2 (b), the President shall on a date not earlier than fourteen (14) days and not later than thirty (30) days of receiving such a request, convene the Special General Meeting accordingly.]**

**Note: Clause 3.1.2 (d)** A proposed amendment suggests that this clause be rewritten to simplify it and also remove the option for one third of the BoD to call an SGM since the President represents the rest of the board

**Do you agree with this suggestion?** YES  NO

- e. 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 **[The motions to be moved at any Special General Meeting must be notified to every member of the Association by the President at least fourteen (14) days before the date of the meeting. The notice of SGM shall include attendance via remote participation];**

**Note: Clause 3.1.2 (e)** A proposed amendment suggests that this clause be rewritten to replace "Internet, video conferencing or any other electronic platform recognised by NiRA is permitted" with "via remote participation". This is to allow for other remote participation options which may be unknown at the time of preparing this draft.

**Do you agree with this suggestion?** YES  NO

- f. An SGM may also be conducted completely by remote participation;
- g. Voting procedures at an SGM are the same as those at an AGM;

### 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 **[of the BoD]** 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 BoD from time to time;

**Note:** The Constitution refers to the Secretary of the BoD in this Clause but this was not well defined. A proposed amendment introduces the term “Secretary of the BoD” to differentiate from the Secretary of the Trustees.

Do you agree with this suggestion? YES  NO

- c. An e-GM consisting purely of online discussion and voting can be held to discuss and vote on motions put forward by the BoD or Members;
- d. An e-GM will only vote on the motion(s) 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 (7th) 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.

[

**e. The Secretary of the BoD shall be charged with confirming that the motion requesting an e-GM has been correctly put and approved.**

- f. **The motion(s) forming the subject of the e-GM shall be sent via email to all members and be open to discussion for a period of seven (7) days, closing at 11:59pm West African Time (WAT) on the seventh (7th) day, following the posting of the official notice of announcement on the members’ 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.**
- g. **A resolution passed at an e-GM shall have the same effect as one passed at a physical General Meeting.**

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**Note:** Clause 3.1.3 (e) A proposed amendment suggests that it would be more elegant if this clause were broken into the new Clause 3.1.3 (e-g) for clarity.

Do you agree with this suggestion? YES  NO

#### 3.1.4. Quorum

- a. A quorum for every Annual or Special General Meeting is fifteen percent (15%) of Financial members of NiRA; **[A quorum for every General Meeting is one third (1/3) of financial members of NiRA;]**

**Note:** Under Clause 3.1.4 (a), a proposed amendment suggests that the terms, Annual and Special be removed to enable this section to cover all general meetings including e-GM to make it a uniform quorum across all meetings of the General Assembly. This would also change the quorum of all General Meetings for uniformity, which is one-third of financial members

Do you agree with this suggestion? YES  NO

- 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;

**Note:** Under Clause 3.1.4 (b), if the vote in Clause 3.1.4(a) passes, this clause would no longer be necessary and would be removed.

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.

- c. If for an Annual or Special General Meeting a quorum is not formed within Two (2) Hours of the appointed time, such shall be deemed not to have held. Such a meeting shall reconvene within thirty (30) days;**

**Note:** Under Clause 3.1.4 (c), a proposed amendment suggests the inclusion of “Annual or Special” (in place of non-Electronic) to define the period within which a quorum must be formed for only these kinds of meetings.

**Do you agree with this suggestion?** YES  NO

- d. **If for an Electronic General Meeting a quorum is not formed within Three (3) days after the motion is called, such shall be deemed not to have held and the motion failed;**

**Note:** Clause 3.1.4 (d) a proposed amendment suggests the introduction of this Clause to create a time limit within which to form a Quorum for an e-GM. Since discussions should hold within 7 days, a 3-day limit is a fair period to form a quorum, according to this proposal.

**Vote:** Do you agree to the time limit within which to form a quorum for e-GM?  
YES  NO

- e. **In the case of [an Annual] or Special General Meeting, where the quorum is not formed as indicated in 3.1.4 (b) and fails to hold a second time, the motion would be regarded to have failed and a fresh process for convening another meeting may be instituted by the concerned members;**

**Note:** Under Clause 3.1.4 (e), a proposed amendment suggests that this Clause be split out of Clause 3.1.4 (c) for clarity.

**Do you agree with this suggestion?** YES  NO

**Note:** Clause 3.1.4 (e) A proposed amendment suggests that the manner in which an Annual or Special General Meeting be recalled be reviewed as stated above.

**Do you agree with this suggestion?** YES  NO

### 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

**[The President shall preside over all General Meetings of the Association and in his/her absence, the Vice-President shall preside over such meetings. In the absence of both the President and the Vice President, any other member of the BoD so designated by the President shall preside as an alternate chair only for such meetings as stipulated. ]**

**Note:** A proposed amendment suggests that Clause 3.1.5 be rewritten to better express the chairing of the meeting. This proposal also states that only the President can designate who chairs the meeting, if the Vice President is not around.

**Do you agree with this suggestion?** YES  NO

### 3.2 The Executive Board of Directors [**Board of Directors**] (BoD)

**Note:** If the vote on an Executive Management team passes in Clause 3.1.5 (iv), this title would change to remove the word "Executive".

- a. The affairs of the Association shall be conducted by the BoD in accordance with this Constitution, bye-laws and resolutions of the General Assembly.

**Note:** This clause was reworded, but there is no change in the intended meaning. The original text reads

"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 BoD shall include the following:
  - i. To further the Association's aims **[aim]** and objectives as specified in Clause 2;

**Note:** The text "aims" would change to "aim" if the vote on Clause 2 passes.

- ii. To report on its activities and the affairs of the Association at the General Assembly;
- iii. To make recommendations to the Board of Trustees on matters affecting the Association. **[To make recommendations to the Trustees on matters affecting the Association subject to the provisions of the law governing the Incorporation of Trustees in Nigeria; ]**

**Note:** A proposed amendment suggests the addition of “subject to the provisions of the law governing the Incorporation of Trustees in Nigeria;” to **Clause 3.1.5 (b) (iii)** to give more clarity on the limits of the recommendation to the Trustees by the BoD.

**Do you agree with this suggestion?** YES  NO

- iv. To make recommendations to the 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 two-thirds (2/3) of the members at an AGM. **[To make recommendations to the Trustees on Nigerians that have distinguished themselves in a consistent manner, for the selection as Life Patron(s) upon resolution of two-thirds (2/3) of the members at the AGM. The Life Patron shall be available to perform tasks as assigned by the President;]**

**Note:** **Under Clause 3.2 (b) iv**, a proposed amendment suggests that the clause should read “*To make recommendations to the Trustees on Nigerians that have distinguished themselves in a consistent manner, for the selection as Life Patron(s) upon resolution of two-thirds (2/3) of the members at the AGM. The Life Patrons shall be available to perform tasks as assigned by the President*” The reason for this is that it appears that the 2 conditions, being a member of the Trustees and distinguishing yourself in the Internet community for 20 years will reduce the pool of persons to serve as Patron.

**Vote:** Do you endorse the suggestion? YES  NO

- v. **Appointing an Executive Management Team for the Association, headed by a Chief Executive Officer (CEO). The roles of the CEO are stated below:**
  - a. **Shall be responsible to the BoD;**
  - b. **Shall be responsible for the day-to-day running of the business of NiRA and be the head of the Executive Management team;**
  - c. **Shall be Secretary of the BoD;**
  - d. **Shall perform any other duty as assigned by the BoD.**

**Note:** A proposed amendment suggests the inclusion of an Executive Management Team in **Clause 3.2 (b) (v)**

According to the proposal, the current BoD is an executive board, responsible for the day to day running of the Association. While this was the case at the time the Constitution was developed, partly because the Association could not afford to hire a full time Executive Manager, this is no longer practicable considering the size of the Association and the responsibilities of the Management Team. As such, the proposal suggests that the BoD be made non-executive and an Executive Management Team, lead by a CEO, be included to the Constitution

Do you agree with this suggestion? YES  NO

**vi. Appointing an Auditor for the Association as stated in Section 14b, subject to the ratification of the General Assembly as stated in Section 3.1.1c.**

**Note:** The Clause 3.2 (b) vi was added due to the new voting matter suggested in Clause 3.1.1 (c) vi about the General Assembly ratifying the recommended Auditor the BoD appoints. If the vote in that clause fails, this clause would be removed

- 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

**[The BoD shall consist of eight (8) members as follows:**

- i. The President, who shall chair Board Meetings and General Meetings.**
- ii. The Vice President, who shall assist the President in his duties and deputise for the President as required.**
- iii. Five (5) members.**

]

**Note:** Clause 3.2 (c) iii, if the vote on an Executive Management team passes in Clause 3.2 (b) (v), A proposed amendment suggests that the Financial Secretary and Treasurer roles be removed and the total number of the BoD members be reduced from 10 to a total 8, including the CEO.

*If the vote to add an Executive Management team fails in Clause 3.2 (b) (v) this would return to the original text regardless of the votes*

**Vote:** Do you agree that the roles of Financial Secretary and Treasurer should be removed from the BOD and the number of BoD members reduced to 8? YES  NO

**iv. The CEO, who shall be a (voting / non-voting) member of the BoD as well as the Secretary of the BoD and the Association**

**Note:** Clause 3.2 (c) (iv) was introduced to determine if the CEO, as a part of the BoD, should be allowed to vote or not

Note that this clause and the votes would be null and void and the clause would be removed if the vote on adding an Executive Management team fails

**Vote:** Should the CEO/ Secretary of the BoD be a voting member of the BOD? YES  NO

- d. Only financial Members of the Association may serve as Officers or Board Members. **[Only such members that have been financial members of the Association for at least two (2) years and have attended at least one (1) Annual General Meeting, shall be eligible to be elected to the BoD.]**

**Note: Clause 3.2 (d)** A proposed amendment suggests that those eligible to be members of the BoD must have been members for at least two years and attended at least one AGM to ensure that they are at least familiar with NiRA before being elected to serve on the BoD

**Do you agree with this suggestion?** YES  NO

- e. **Anyone seeking to be elected as the President or Vice President must have served at least (one (1) / two (2)) terms as a member of BoD.**

**Note:** This clause was added due to proposed amendments. Under Clause 3.2 (e) one proposal suggests that anyone seeking to be the President or Vice President must have served as a member of the BoD for one year, while another suggests that the person should have served for two years

**Vote:** Should anyone seeking to be elected as the Vice President or President serve as a BoD member for one or two years first, or should this clause be removed?  
ONE  TWO  REMOVE

- f. No two (2) employees of any company or organisation may simultaneously hold positions as members of the BoD. 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. **[Members of the BoD shall serve for a (two-year/three-year) term until the conclusion of the AGM held in the year their term expires. At the expiration of his or her term, such a member of the BOD must be nominated and present himself/herself for re-election at the AGM held in the year their term expires, Members of BoD shall not hold the same office for more than (one (1) / two (2) terms).]**

**Note:** Some proposed amendments suggest that the maximum terms a BoD member can serve in the same office should be reviewed. One proposal suggested that this should be changed to a single 3-year term while another suggests this should be changed to a maximum of two 3-year terms.

**Note Further:** If the members vote for a 3 year term, it would mean all newly elected members after this Constitution comes into force will have a 3 year tenure and all those who were not eligible for election will conclude their two year term at the next election. It would also mean that elections would be held at every AGM.

**Vote:** How many terms should a BoD member serve and how many times should s/he be able to serve in the same office?  
Two 2-year terms  One 3-year term  Two 3-year terms

**Vote:** Should a member of the BOD be subjected to re-election at the AGM in order to retain his or her seat for a second term? YES  NO

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. **[Any member of the BoD, having missed three (3) consecutive meetings of the BoD, shall be deemed to have vacated his/her position at the conclusion of the third meeting, unless the BoD votes to reinstate the member in his/her position.]**

**c. [The Secretary of the BoD will notify any member of the BoD who misses two (2) consecutive meetings that his/her position will be forfeited if he/she fails to turn up to the subsequent ordinary meeting of the BoD.]**

**Note:** This Clause used to be a part of **Clause 3.2.1(b)**. A proposed amendment suggests that this should be split for elegance of writing.

*This clause would return to become a part of clause 3.2.1(b) if the voting fails*

**Vote:** Do you agree with this suggestion? YES  NO

**d. The BoD may grant a member of the BoD leave of absence in advance, in which case, the member is not subject to this requirement for the duration of his/her leave.**

**Note:** This Clause used to be a part of **Clause 3.2.1(b)**. A proposed amendment suggests that this should be split for elegance of writing.

*This clause would return to become a part of clause 3.2.1(b) if the voting fails*

**Vote:** Do you agree with this suggestion? YES  NO

e. 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 (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. **[At the Annual General Meeting where elections are scheduled to be conducted, at least two (2) members of the BoD shall retire.]**

**Note:** A proposed amendment suggests that the number of members who should retire should be changed to just two, if the number of BoD members are reduced to eight in **Clause 3.2 (c)**. The vote here would be null and void if the number of BoD members is not reduced.

**Do you agree with this suggestion?** YES  NO

**Note:** One of the major matters for voting to the NIRA Constitution is that the BOD would no longer have executive functions and thus there may be no need for officers in the BOD. Therefore this clause may be irrelevant.

**Vote:** If the BoD becomes non-executive based on votes on the Executive Management team, **Clause 3.2.1 (e)** above be removed from the NIRA Constitution?

Voting on this clause would be null and void if the BoD remains executive  
YES  NO

**f. At the Annual General Meeting where elections are scheduled to be conducted all members of the BOD whose term has expired and are eligible for another term must put themselves up for re-election.**

**Note:** This section will only be inserted depending on votes on members of the BoD presenting themselves for re-election in **Clause 3.2.1 (a)**.

**g. Where the criteria mentioned in Clause 3.2.1 (a) does not satisfy Clause 3.2.1 (e), members of the BoD that have served the longest shall retire first. Such members may present themselves for re-election.**

**Note:** This Clause was added by the CRC for elegant writing. This Clause would be removed if the vote on Clause 3.2.1 (e) passes

**h. In the event where Clause 3.2.1 (e) fails, the members to retire shall be determined by casting of lots.**

**Note:** These Clauses may no longer be relevant and would be dependent on the vote of **Clause 3.2.1 (e)**.

### 3.2.2 Executive Board of Directors' Meetings [**BoD Meetings**]

- a. The Board [BoD] meetings shall, except in cases of emergency, hold at least once in every quarter at the Association's Secretariat or at such other place, as the Board [BoD] shall approve within Nigeria.
- b. **All BoD meetings shall be presided over by the President, or in his absence the Vice President. In the absence of the Vice President, any member of the BoD so designated by the President shall preside over the meeting.**

**Note:** A proposed amendment suggests this Clause should be introduced to state who chairs the BoD meetings. This was included to ensure clarity on who chairs the BoD meetings

**Do you agree with this suggestion?** YES  NO

- c. Fifty percent (50%) of the Board shall constitute a quorum at every Board meeting.
- d. All decisions of the Board [BoD] shall be by a simple majority of members present and voting; and in the event of an equality of votes, the President shall have a casting vote.
- e. The business of the Board [BoD] may be carried out using electronic communication.

*3.2.3 Vacancies on the Executive Board [Vacancies on the BoD]*

The office of a member of the Executive Board [BoD] shall be automatically vacated:

- a. if a Executive Board [BoD] member resigns from office by delivering a resignation to the BoD;
- b. on the date which resignation is received by the Executive Board of Directors [BoD] or at the time specified in the resignation, whichever is later;
- c. if the Member of the Executive Board of Directors [BoD] is found by a court of competent jurisdiction to be of unsound mind;
- d. if the Member of the Executive Board of Directors [BoD] becomes bankrupt;
- e. if the Member of Executive Board of Directors [BoD] 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; **upon recommendation by the Trustees to the General Assembly, in accordance with Clause 3.2.5;**

**Note:** A proposed amendment notes that the Trustees recommend to the General Assembly based on Section 3.2.5. As such, this Clause should be modified

**Do you agree with this suggestion?** YES  NO

- g. on the death of such Member of the Executive Board of Director [BoD];
- h. if the Member of the Executive Board of Director [BoD] is absent from three (3) consecutive meetings as specified under Clause 3.2.1 (b).**

**Note:** This Clause will depend on the sum of the vote for Clause 3.2.1 (b)

- i. Any Trustee who is elected as a Member of the BoD shall be deemed to have automatically resigned as a Trustee.**

**Note:** A proposed amendment suggests that this Clause be added as the same person should not serve as both a Trustee and a member of the BoD

Do you agree with this suggestion? YES  NO

#### 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. **[Subject to Clause 3.2.3, any vacancy among BoD members shall be filled by the members of the Association voting through a ballot, as defined in the election guidelines, unless the vacancy occurs after the end of the financial year but before the Annual General Meeting in which case, the BoD has discretion not to hold such a ballot. The replacement shall serve the remainder of the term for that position].**

**Note:** This Clause was reworded by the CRC to ensure clarity. The general meaning of this Clause remains unchanged

#### 3.2.5 Removal of Members of the Executive Board of Directors [Removal of Members of the BoD]

- 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 (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:

**Note:** A proposed amendment suggests that this introduction be moved to Clause 3.2.5 (a) (i) below for clarity

Do you agree with this modification? YES  NO

- i. based on the recommendation of at least two thirds (2/3) Trustees and ratified by a resolution of the General Assembly at an Annual or Special General Meeting,**

ii. 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. **[provided that such recommendation must show just cause of such removal, and must have been delivered in writing to the Member of the BoD concerned at least twenty-one (21) days before the said General Meeting in accordance with the bye-laws regarding the removal of BoD members]**

**Note:** A proposed amendment suggests that the phrase “after disciplinary report must have supported the action” should be removed as the recommendation that should “show just cause” should suffice without an additional report.

**Do you agree with this suggestion?** YES  NO

- iii. provided that such resolution must be passed by at least a two-thirds (2/3) majority of those voting at the said General Meeting.
- iv. suspend any Member or Members of the Executive Board of Directors [BoD], if disagreement linger beyond thirty (30) days among members of the Executive Board of Directors [BoD].

**b. if absent without reason from three (3) consecutive meetings of the Board.**

**Note:** The CRC added this clause as it is one of the conditions of termination. This Clause will depend on the sum of the vote for **Clause 3.2.1 (b)**

- c. Notwithstanding Clause 3.2.5 (a) (i) above, a BoD Member may be removed from office, with or without the recommendation of the Trustees by a resolution of the General Assembly subject to the conditions in Clauses 3.2.5 (a)(ii) and 3.2.5 (a)(iii).

**3.2.6. Executive Officers of NiRA**

**Note:** A proposed amendment suggests that the entire **Clause 3.2.6** be removed because this has been handled in other Clauses of the constitution.

**Do you agree with this modification?** YES  NO

- 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.

**Note:** The officers may change based on the vote on Clause 3.2(c)(iii) regarding removing the Financial Secretary and Treasurer from the BoD and adding the CEO

- 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 Trustee 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 INCORPORATED TRUSTEES (Trustees)

- a. The Trustees of NIGERIA INTERNET REGISTRATION ASSOCIATION for the purpose of the Companies and Allied Matters Act No. 1 of 1990 Part F shall be elected at a General Meeting by two-thirds (2/3) majority votes of members present.

**Note:** This Clause would depend on the outcome of the vote on Clause 3.1 (c) and 3.1.1 (c) iv . Also Part C has been changed to Part F based on the recent amendment of the CAMA

- 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. **[Such Trustees shall be seven (7) in number and shall be known as THE INCORPORATED TRUSTEES OF NIGERIA INTERNET REGISTRATION ASSOCIATION. This shall be made up of five (5) nominated members, a representative of the National Information Technology Development Agency (NITDA) and the President of NIRA.]**

**Note:** Registered has been changed to Incorporated based on the recent amendment of the CAMA

**Note:** A proposed amendment suggests that the number of Trustees be changed from 10 to 7 to help build a leaner NiRA

**Vote:** How many Trustees should NIRA have? TEN  SEVEN

- c. **[Upon a vacancy occurring in the number of Trustees, a joint meeting of the BoD and the Registered Trustees will be held to nominate another eligible voting member of NIGERIA INTERNET REGISTRATION ASSOCIATION into the Registered Board of Trustees of NIGERIA INTERNET REGISTRATION ASSOCIATION, subject to the ratification of the General Assembly.]**

**Note:** This Clause would depend on the vote on Clause 3.1(c) regarding how Trustees are selected. If the vote fails, this Clause would be removed

- d. Each member elected **[nominated]** as a Trustee shall present themselves for nomination every six (6) years.

**Note:** This Clause would depend on the vote on **clause 3.1(c)** regarding how Trustees are selected.

**Note:** A proposed amendment suggests that the term of office for the Trustees should be a 5-year term which should be renewable only once. It should be noted that the Trustees must register with the CAC after an advert in newspapers and the formalities for changing Trustees is a bit cumbersome.

**Vote:** What term would you support for the members of the Board of Trustees?

An Indefinite Term renewable every six (6) years if ratified by the General Meeting.

Six Year Term, renewable only once.

Five Year Term, renewable only once.

### 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. **[The Trustees shall be the advisory arm of the Association and shall be responsible for stability, which shall not include day-to-day administrative functions of the Association.]**

**Note:** A proposal amendment suggests that some clarity should be made on the role of the Trustees, separate from the BoD

**Do you agree with this suggestion?** YES  NO

- 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 General Assembly.
- c. If such certificate is granted, the Trustees shall have the power to accept and hold in trust all assets 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 **[The Trustees, alongside the BoD, shall confer on as Life Patrons, members who have distinguished themselves in a consistent manner over a minimum period of at least twenty (20) years subject to Section 3.2 b (iv) of this Constitution.]**

**Note:** A proposed amendment suggests that this should be a joint Board's responsibility

**Do you agree with this suggestion?** YES  NO

**e. No Trustee shall be appointed as a Patron of NIRA. Where the Trustees are appointed or are already Patrons, they shall vacate their seats as Trustees within thirty (30) days.**

**Note:** A proposed amendment suggests the addition of this Clause, to avoid having a Patron serving as a Trustee at the same time

**Do you agree with this suggestion?** YES  NO

### 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 [**The Chairman of the Trustees shall call for a meeting upon at least fourteen (14) days' notice. Such meetings shall hold at least one (1) / two (2) times in every calendar year, and at such other times in such places in Nigeria as they shall from time to time decide.**]

**Note:** A proposed amendment suggests that only the Chairman should call for a Trustee's meeting

**Do you agree with this suggestion?** YES  NO

**Note:** Another proposed amendment suggests that Trustees should hold a meeting at least once a year.

**Vote:** How many times in a year should the trustees meet at the minimum?  
ONE  TWO

- b. The Trustees shall elect among themselves a Chairman, Vice-Chairman and a Secretary; all with non-executive powers; who shall not be members of the BoD.
- c. Decisions and resolutions of the Trustees shall be by a simple majority of members 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 an 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 the proper conduct of their meetings.
- h. The quorum for a meeting of the Trustees shall be five (5) **[four (4)]** 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.

**Note:** A proposed amendment suggests that the number of Trustees that form a quorum should be 4, if the number of Trustees are reduced to 7 based on votes.

*The votes in this clause are null and void if the votes in **Clause 3.3(b)** does not change the number of Trustees*

**Do you agree with this suggestion?** YES  NO

### 3.3.3 Removal of a Trustee

- 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 [the Association];
  - 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 Trustees and Executive Board of Directors [the BoD], subject to final ratification by a majority of members present at any General Meeting of the Association;
  - vii. Ceases to reside in Nigeria.
  - viii. Ceases to be a citizen of Nigeria**

**Note:** **Clause 3.3.3 (a) viii** A proposed amendment suggests that this Clause be added. This suggestion is based on the fact that Trustees, being custodians of the Association which manages .ng on behalf of Nigeria, should naturally be Nigerians.

**Do you agree with this suggestion?** YES  NO

- ix. Is recommended for removal from office by a two-thirds (2/3) majority of members eligible to vote present at a General Meeting of the Association;
- x. Is absent from two (2) consecutive Board of Trustee Meetings.

**Note:** This was passed in a previous eGM resolution

b. *Suspension of a Trustee*

A Trustee shall be deemed suspended if voted by a majority of the Trustees.

**3.3.4** *Tenure of a Trustee*

- a. All Trustees of NIRA, except otherwise disqualified or removed as herein provided, shall hold office **for six (6) years**. A Trustee shall be eligible to offer himself for an additional term of office. This is exclusive of the representative of NITDA and the President of NIRA who shall remain members of the Registered Trustees of NIGERIA INTERNET REGISTRATION ASSOCIATION.

**Note:** Holding office for 6 years was passed in a previous eGM resolution

**Note:** This would be dependent on the outcome of the vote on ***Clause 3.3 (d)***.

- b. Nomination of Members for the Incorporated Board of Trustees of NiRA shall be carried out at a joint meeting of the Executive Board of Directors and Registered Board of Trustees, upon a vacancy occurring in the number of the Registered Board of Trustees.**

**Note:** This clause would depend on the vote on Clause 3.1(c) regarding how Trustees are selected. If the vote fails, this Clause would be removed

- c. At least two (2) Trustees that have served the longest shall retire after every six (6) years.

**Note:** This would be dependent on the outcome of the vote on ***Clause 3.3 (d)***.

**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 the Trustees]** who shall produce it when required for use by the Trustees.

**Note:** A proposed amendment suggests the clarification that the Secretary defined here is the Secretary of the Trustees

**Do you agree with this suggestion?** YES  NO

- c. All documents to be executed that require the use of the Seal shall be signed by the President, Chairman and Secretary of the Trustees and sealed with the Common Seal.
- d. The Secretary of the BoD shall prepare triplicate copies of the Audited 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 an 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 subject to Section 4.2. 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.

##### **d. No employee of NiRA shall be a member of NiRA.**

**Note:** A proposed amendment suggests that employees of NIRA should not be allowed to be members of the Association as this possibly creates a conflict of interests.

**Vote:** Should an employee of NIRA be allowed to be a member of NIRA?  
YES  NO

##### **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 BoD from time to time.
- b. Application into the admission of NIRA is to be verified within seven (7) working days of submission and consequently, the Secretary of the Executive Board of Directors [BoD] is to enter successful applicants' name in the Register of members within another seven (7) working days of verification.

##### **4.3 Financial Member**

**A financial member is a member of the Association who has paid his financial dues and has met all his financial obligations up to date.**

**Note:** This Clause was suggested as a proposed amendment to define a "financial member" which was used throughout the Constitution.

**Do you agree with this suggestion?** YES  NO

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

The Secretary [of the BoD] shall keep the Register and shall enter in it the full names, addresses, and email addresses of Members, the date upon which the registered persons 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, [subject to Clause 8.1(c)]. All rights and privileges of membership of NIRA cease on termination of membership.

**Note:** This Clause was reworded to create an exception for corporate members

### 6.2 *Prohibition on Voting Arrangements*

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 [BoD], each Member is obliged to pay an annual membership fee, payable in full each year on a date determined by the Board [BoD] from time to time. Payment shall be made within one month of the due date (or such other date as the Board [BoD] may determine from time to time).**

**Note:** A proposed amendment suggests the removal of the term “without prejudice” for clarity.

**Do you agree with this suggestion?** YES  NO

- b. The BoD 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 [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 three (3) / six (6) months after it becomes payable and;

**Note:** A proposed amendment suggests that the number of months for payment of membership dues be reduced from 6 to 3 months to coincide with the AGM on the 4<sup>th</sup> month of each year.

**Do you agree with this suggestion?** YES  NO

- 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 [BoD];
- b. being a natural person, dies, becomes bankrupt, makes a compromise with or assigns the member's estate for the benefit of the Member's creditors;
- c. being an artificial person 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 [*Cessation of Membership for Non-Payment of Membership Fees*]**

**Note:** A proposed amendment suggests that the title of this Clause be changed to allow members to to reinstate their membership at anytime, as long as all dues are paid

The CRC believes that the purpose of this Clause is to terminate the membership of a member who has not paid for over a period of time as determined by the Executive Board of Directors and approved by the General Assembly. If this Clause is renamed, then members may avoid making payments for long periods and still remain Members

**Do you agree with this suggestion to change the title of this Clause?**  
YES  NO

The AGM upon recommendation from the Board [BoD] 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 three (3) months after the due date for payment;
- b. after the end of that three (3) month period, a notice of default has been given to the Member by the Secretary [of the BoD]; and

**Note:** Under *Clause 8.2 (a) and (b)*, a proposed amendment suggests the reduction of the period from 6 months to 3 months. The reason is that 6 months is already half-way through the annual membership period is too long.

**Do you agree with this modification?** YES  NO

- 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 at a General Meeting may by special resolution terminate the membership of a Member if:

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

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

Upon the termination of membership of a Member **[subject to Clause 8.3]**, the name of the Member must be immediately removed from the Register by the Secretary [of the BoD].

**Note:** The CRC added “subject to Section 8.3” for clarity

### ***8.5 Continuing Obligations***

The termination of membership subject to Section 8.3, 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 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 8.5, 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***

- a. 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. **[Nominations for the positions of Trustees and the BoD shall open eight (8) weeks prior to the AGM and close twenty-one (21) days prior to the AGM, except when there is a shortfall. Each nomination must be proposed by a financial Member of NiRA who is eligible to vote under the provisions of this Constitution and**

**agreed to by the nominee, who must also be a financial Member of NiRA and eligible to contest.]**

**Note:** A proposed amendment suggests a change in Clause 9.1 above. The restriction on self-nomination was removed. The proposal suggests that self-nomination should be acceptable as the final determinant for an elected office is the result of the election. This model is contained in Clause 3.1.1 (c) (iv)

**Do you agree with this suggestion?** YES  NO

**b. Nomination for the position of President and Vice President of NIRA shall be open to Members who have served as a Member of the BoD for two (2) terms unless there is a shortfall of such nominations.**

**Note:** This would depend on the outcome of the vote in Clause 3.2 (e)

### **9.2 Limitation to Nomination**

Except there is a shortfall subject to this Constitution, nominations for elected positions shall not be permitted from the floor of the AGM.

**Note:** The addition of a shortfall would depend on the outcome of the vote in Clause 9.1 (a)

### **9.3 Casting Vote [*Voting Right*]**

At every General Meeting, each individual member shall have one vote, except the person chairing the General Meeting who shall, in case of a tie, have a casting vote.

**Note:** A proposed amendment suggests the change of the title of this section to "Voting Right"

**Do you agree with this suggestion?** YES  NO

### **9.4 Eligibility to Vote**

**Only such members that have been financial members of the association for at least one (1) year and have attended at least one (1) Annual General Meeting, shall be eligible to vote.**

**Note:** A proposed amendment suggests inserting Clause 9.4 to clearly identify Members who are eligible to vote on any issues.

**Do you agree with this suggestion?** YES  NO

### **9.5 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.

**Note:** A proposed amendment suggests that this Clause be removed as procedures such as this should not be contained in a Constitution. This can be included in bye-laws or additional guideline(s) that may change from time to time.

Do you agree with the suggestion to remove this clause? YES  NO

### **9.6 Eligibility to Contest**

- a. Only such members that have been financial members of the Association for at least two (2) years, and have paid membership dues up to the current year and have attended at least one (1) Annual General Meeting, shall be eligible to contest.**
- b. Only natural persons shall be eligible to contest.**

**Note:** A proposed amendment suggests the insertion of this Clause to differentiate those who are eligible to vote from those who are eligible to contest an election.

Do you agree with this suggestion? YES  NO

### **9.7 Proxies**

- a. The instrument appointing a proxy may **[shall]** 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 BoD, provided that any such electronic forms must have been specified in the notice of meeting sent to Member(s).

**Note:** Under **Clause 9.6 (a)**, a proposed amendment suggests changing the word "may", to "shall". This is for emphasis as it is expected that no nomination of proxies shall be verbal.

Do you agree with this suggestion? YES  NO

- b. The instrument appointing a proxy and the authority, if any, under which it is signed, must reach the Secretary [of the BoD] not less than forty-eight (48) 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 a 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 a 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 [the BoD].

## **10. LEGAL PERSONALITY**

- a. The Incorporated Trustees of NiRA are a body corporate and shall have the power to sue and be sued in its corporate name.
- b. Immovable property acquired by the NiRA shall be registered in the name of the Trustees of NiRA.

## **11. FINANCIAL MATTERS**

- a. 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.
- b. All monies received on behalf of NiRA shall be deposited in NiRA's designated accounts.
- c. The Trustees shall receive a Business Plan and Budget of Income and Expenditure for the Current Financial Year from Board of Directors , [the BoD], prior to the AGM.
- d. All expenditure must be authorised in accordance with the Budget approved and Financial Guidelines of NiRA.
- e. NiRA shall maintain books of accounts showing income and expenditure in each year as well as the balance sheet of the Association.

## **12. INDEMNITY**

- a. **Each Trustee, BoD Member and other members 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 losses, 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.**

**Note:** This will depend on the vote on *Clause 4.1 (d)*.

- b. 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.
- c. 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*

**[The BoD may from time to time open and maintain in the name of the Association a bank account or bank accounts in line with Financial Guidelines of NIRA. ]**

**Note:** A proposed amendment suggests that this entire Clause be modified as stated above if the Executive Management vote passes.

*Voting on this clause would be null and void and would return to the status quo if the Executive Management Team is not approved*

*If voting on this clause fails but the vote to remove the Treasurer and Financial Secretary passes, these two items would be removed from the original text only.*

**Do you agree with this suggestion?** YES  NO

#### **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 reappointment. **[The Auditors shall be appointed by the BoD subject to ratification at the Annual General Meeting and shall be eligible for reappointment.]**

**Note:** This will depend on the vote on Clause 3.1.1 (c) iv.

#### **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. **[Three quarter (3/4) of the Members eligible to vote 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.]**

**Note: Clause 15.1 (a).** A proposed amendment suggests the change of the percentage to a fraction of three-quarter majority

Do you agree with this modification? YES  NO

- b. The Board of Trustees; **[A special resolution of the Trustees ]**

**Note: Clause 15.1 (b).** A proposed amendment suggests the inclusion of a special resolution. This is to ensure that a majority of Trustees agree with the motion.

Do you agree with this suggestion? YES  NO

- c. The Executive Board of Directors; **[A special resolution of the BoD ]**

**Note: Clause 15.1 (c).** A proposed amendment suggests the inclusion of a special resolution. This is to ensure that a majority of the BoD agree with the motion

Do you agree with this suggestion? YES  NO

- d. The Corporate Affairs Commission.

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

- a. the aims [aim] and objects for which it was established have been fully realised 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

**Note: Clause 15.2 (b)** A proposed amendment suggests that **Clause 15.2 (b)** does not apply to NiRA and should be removed.

Do you agree with this suggestion to remove the clause? YES  NO

- c. that all aims [aim] 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.

**Note:** A proposed amendment suggests that Clause 15.3 be removed since the details here have been covered by Clause 15.2 and thus is not necessary anymore.

Do you agree with the suggestion to remove Clause 15.3? YES  NO

**15.4** In event of the WINDING UP or DISSOLUTION of NiRA, if there 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, then to some charitable object.

## **16. AMENDMENT OF THE CONSTITUTION**

a. This Constitution or any part thereof may after two readings be altered by a resolution passed by 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. [**This Constitution or any part thereof may be altered by a resolution passed by two-thirds (2/3) of financial Members of NiRA that are eligible to vote present at an Annual General Meeting or a Special General Meeting convened for this purpose, provided that at least fourteen (14) days' notice of such Special Meeting is given to Members.**]

**Note:** A proposed amendment suggests rewording of this clause to include the eligibility to vote

Do you agree with this suggestion? YES  NO

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 Trustee, BoD, officer or servant who renders service to NIRA in return for any service rendered to the ASSOCIATION but so that no Trustee or BoD shall be appointed to any salaried office of NiRA.

#### **18. MISCELLANEOUS**

- a. 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.
- b. NiRA's address list shall not be used for any purpose other than the business of NiRA, unless with the prior approval of the BoD.
- c. No action shall be taken against a Member or a Member's representative unless a report was tabled to the General Assembly and the reasonable opportunity was given to the Member or the Member's representative to defend such Member's position.

#### **19. TRANSITIONAL PROVISIONS AND SAVINGS**

- a. **In this section, the "former Constitution" refers to the Constitution of the Nigeria Internet Registration Association filed and certified on 5 July 2007.**
- b. **Notwithstanding the provisions of this Constitution regarding membership of the Association, any person who became a Member of the Association under the provisions of the former Constitution shall continue to be a member of the Association under this Constitution.**
- c. **All Standing Orders, bye-laws, resolutions or rules of the association established under the former Constitution shall apply in relation to the proceedings and activities of the Association under this Constitution.**
- d. **Any person who before the coming into force of this Constitution was elected to any elective office in accordance with the provisions of any Standing Orders, bye-laws, resolutions or rules of the association in force immediately before the coming into force of this Constitution shall be deemed to have been duly elected to that office under this Constitution.**
- e. **Any person who immediately before the date when this section comes into force holds office by virtue of any other Constitution or law in force immediately before the date when this section comes into force shall be deemed to be duly appointed to that office by virtue of this Constitution or by any authority by whom appointments to that office fall to be made in pursuance of this Constitution.**
- f. **Subject to the provisions of this Constitution, an existing Standing Order, bye-law, resolution or rule of the association shall have effect with such modifications as may be necessary to bring it into conformity with the provisions of this Constitution and shall be deemed to have been made under this constitution**

- g. Notwithstanding the provisions of subsection (5) of this section, any office that existed in the former constitution and has been abrogated or removed by the provisions of this Constitution shall cease to exist as an office at the next General meeting where an election is to be conducted. However, the powers of such office which are not contained in the current Constitution shall cease to exist immediately.**

**Note: *Clause 19 (a-g)*** The CRC was of the opinion that it is necessary to detail how the Association will transit from the old Constitution to the new one. This Clause was inserted to clarify the implications of the transition.

**Do you agree with this modification?** YES  NO

## **20.LANGUAGE**

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