



**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.

### **1.3 Supremacy of Constitution**

- a. This Constitution is supreme and its provisions shall be binding 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 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. AIM AND OBJECTIVES**

### **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).

### **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 the .ng ccTLD and its associated sub-level domain names;
- 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;
  - 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 registries.
- e. Manage the operation of technical functions including-

- i. the .ng ccTLD name servers;
  - 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. Promote the widespread adoption, use and growth of the .ng ccTLD

### **2.3. Activities**

Solely for the purposes of achieving its objects as set out in Clause 2.1, the Association will enhance the benefits of .ng ccTLD 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 (EBoD) ; and
- 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 EBoD;
- c. by electing members of the Trustees;
- 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 EBoD.
- b. Where an AGM has been convened, the notice shall include provision for remote participation.
- 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 EBoD;
  - 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. 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.

### 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;
- b. 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;
- c. By a resolution of the Trustees to address issues of conflicts as it may arise for an immediate solution;
- 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);
- e. 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;

- 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 EBoD 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 EBoD from time to time;
- c. An e-GM consisting purely of online discussion and voting can be held to discuss and vote on motions put forward by the EBoD or Members;
- d. An e-GM will only vote on the motion(s) which form part of the meeting notice;
- e. The Secretary of the EBoD 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 (3) working days;
- g. A resolution passed at an e-GM shall have the same effect as one passed at a physical General Meeting.

### 3.1.4 *Quorum*

- a. A quorum for every General Meeting is one third (1/3) of financial Members of NiRA;
- b. 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;
- c. 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;
- d. 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.

### 3.1.5 *Chairing of General Meetings*

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 EBoD so designated by the President shall preside as an alternate chair only for such meetings as stipulated.

### **3.2 The Executive Board of Directors (EBoD)**

- a. The affairs of the Association shall be conducted by the EBoD in accordance with this Constitution, bye-laws and resolutions of the General Assembly.
- b. The duties of the EBoD shall include the following:
  - i. To further the Association's aim and objectives as specified in Clause 2;
  - 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;
  - iv. 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;
- 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 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 EBoD.
- e. No two (2) employees of any company or organisation may simultaneously hold positions as Members of the EBoD. This provision shall not be interpreted as placing any restriction on the nomination of candidates for election.

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

- a. Members of the EBoD shall serve for a two-year term until the conclusion of the AGM held in the year their term expires. Members of EBoD shall not hold the same office for more than two (2) consecutive terms.
- b. Any Member of the EBoD, having missed three (3) consecutive meetings of the EBoD, shall be deemed to have vacated his/her position at the conclusion of the third meeting, unless the EBoD votes to reinstate the Member in his/her position.
- c. The Secretary of the EBoD will notify any Member of the EBoD 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 EBoD.
- d. The EBoD may grant a Member of the EBoD leave of absence in advance, in which case, the Member is not subject to this requirement for the duration of his/her leave.
- 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.

- f. Where the criteria mentioned in Clause 3.2.1 (a) does not satisfy Clause 3.2.1 (e), Members of the EBoD that have served the longest shall retire first. Such Members may present themselves for re-election.
- g. In the event where Clause 3.2.1 (e) fails, the Members to retire shall be determined by casting of lots.

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

- a. The EBoD 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 EBoD shall approve within Nigeria.
- b. All EBoD 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 EBoD so designated by the President shall preside over the meeting.
- c. Fifty percent (50%) of the Board shall constitute a quorum at every Board meeting.
- d. All decisions of the EBoD 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 EBoD may be carried out using electronic communication.

### *3.2.3 Vacancies on the Executive Board*

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

- a. if a Executive Board Member resigns from office by delivering a resignation to the EBoD;
- 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 the Executive Board of Directors is found by a court of competent jurisdiction to be of unsound mind;
- d. if the Member of the Executive Board of Directors becomes bankrupt;
- e. if the Member of Executive Board of Directors is convicted of a felony;
- f. upon recommendation by the Trustees to the General Assembly, in accordance with Clause 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 Director EBoD is absent from three (3) consecutive meetings as specified under Clause 3.2.1 (b).

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

#### *3.2.4 Procedure for Vacancy Replacement*

Subject to Clause 3.2.3, any vacancy among EBoD 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 EBoD 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 (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 (2/3) majority of those voting at the said General Meeting.
  - iii. suspend any Member or Members of the EBoD, if disagreement linger beyond thirty (30) days among members of the EBoD.
- b. if absent without reason from three (3) consecutive meetings of the Board.
- c. Notwithstanding Clause 3.2.5 (a) (i) above, a EBoD 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*

- 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 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.
- b. 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.
- c. Each Member elected as a Trustee shall present themselves for election every six (6) years.

#### **3.3.1 Role of Trustees**

- a. 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.
- 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 Trustees, alongside the EBoD, 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.
- 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.

#### **3.3.2 Meeting of Trustees**

- a. The Trustees shall hold meetings at least two (2) 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 members of the EBoD.
- 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 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.

### **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 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, 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;
  - 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.

### **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.

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

### **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 who shall produce it when required for use by the Trustees.
- 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 EBoD 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.

### **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 EBoD 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 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.

## **5. REGISTER OF MEMBERS**

The Secretary of the EBoD 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.

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

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.

- a. 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) 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 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**

The AGM upon recommendation from the EBoD 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 EBoD; 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 at 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 [EBoD], 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 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, subject to Clause 8.3, the name of the Member must be immediately removed from the Register by the Secretary of the EBoD.

**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***

Nominations for the positions of Trustees and the EBoD 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.

### ***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.

### ***9.3 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.

### ***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 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.

### ***9.6 Proxies***

- a. The instrument appointing a proxy 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 EBoD, 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 of the EBoD 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 EBoD.

#### **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 the EBoD, 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, EBoD 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.
- 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.

## **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.

## **15.DISSOLUTION**

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

- a. 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.
- b. A special resolution of the Trustees;
- c. A special resolution of the EBoD;
- d. The Corporate Affairs Commission.

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

- a. the 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.
- c. that the 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** 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 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.
- 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, EBoD, officer or servant who renders service to NiRA in return for any service rendered to the

ASSOCIATION but so that no Trustee or EBoD 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 EBoD.
- 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.

**20.LANGUAGE**

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