

THE CONSTITUTION OF



Founded 1855

**THE BAPTIST ACADEMY
OLD STUDENTS ASSOCIATION
(BAOSA) LAGOS**

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PREAMBLE

We, members of the Baptist Academy Old Students Association, a non-profit and non-political association, having come together under an umbrella body, do hereby affirm and solemnly resolve to come together in unity and harmony as an indivisible body, to be governed by the provisions hereby provided for ourselves as contained in this Constitution.

ARTICLE 1 – NAME OF THE ASSOCIATION

THE ASSOCIATION shall be known, called and referred to as: BAPTIST ACADEMY OLD STUDENTS ASSOCIATION LAGOS (which, for purposes of abbreviation shall be referred to as BAOSA), hereinafter referred to in this constitution as “THE ASSOCIATION”.

ARTICLE 2 – DEFINITION & MEANING

(a) In this constitution, unless inconsistent with the context, all words and expressions importing gender shall include the feminine; words signifying the singular shall include the plural and vice versa, and the following words and phrases shall except in so far as the context otherwise admits, have the following meanings:

- ❖ “*Academy*” means Baptist Academy Lagos.
- ❖ “*Annual General Meeting*” wherever it occurs in this Constitution shall refer to the meeting of the National Convention and shall have the same meaning as “Convention”.
- ❖ “*Badge*” and “*Emblem*” mean the identification emblem and badge of THE ASSOCIATION as provided in Article 1 (b)
- ❖ “*BAOSA*” means BAPTIST ACADEMY OLD STUDENTS ASSOCIATION
- ❖ “*Common Seal*” means the approved common seal of THE ASSOCIATION as provided in Article 7.
- ❖ “*Convention*” means the meeting of the National Convention and shall have the same meaning as the Annual or Extra-Ordinary General Meeting in this Constitution.
- ❖ “*Extra-Ordinary General Meeting*” wherever it occurs in this Constitution shall also refer to the meeting of the National Convention and shall have the same meaning as “Convention”.
- ❖ “*Member*” means a person who has undertaken a course of educational study in the Academy irrespective of the duration or level of such study; and who shall have been admitted into the membership of THE ASSOCIATION as provided in this Constitution.
- ❖ “*Trustees*” means The Registered Trustees of the Baptist Academy Old Students Association Lagos or such number of them to whom the specified powers had been delegated by the whole.

(b) Any dispute as to the interpretation of any provision of this constitution shall be referred to the National Executive Council, whose decision thereon shall be final, subject to ratification of the National Convention.

ARTICLE 3 – MOTTO

The Motto of THE ASSOCIATION shall be “*Deo Duce*” (dey-oh doo-chey): ***God is our Leader***

ARTICLE 4 – BADGE & EMBLEM

The badge and emblem of THE ASSOCIATION shall be a replica of the badge of the Baptist Academy except that the said “BAOSA” shall be affixed at the bottom of the badge.

ARTICLE 5 – REGISTERED OFFICE

The Registered Office and Headquarters of THE ASSOCIATION shall be situated at the Lagos Baptist Academy, Obanikoro, Lagos State, Nigeria.

ARTICLE 6 - AIMS AND OBJECTIVES

- (a) To maintain and actively promote the role and prestige of the Academy as Nigeria’s foremost educational institution.
- (b) To provide a forum for the stimulation of spiritual and intellectual growth and social interaction among the Old Students of the Academy.
- (c) To actively encourage both Old and Present Students of the Academy to uphold the ideals, precepts and virtues inherent in their training i.e. TRUTH, HONESTY and SELFLESS SERVICE both in their private and public life.
- (d) To promote enduring comradeship and cooperation between the old and present students of the Academy.
- (e) To develop mutually beneficial relationship with old students’ associations of other educational institutions with identical aims and ideas.

ARTICLE 7 – MEMBERSHIP OF THE ASSOCIATION

7.1: ELIGIBILITY & TYPES OF MEMBERSHIP

There shall be three (3) categories of membership:

- a) **Ordinary Member:** This shall apply to any person who has undertaken a course of study in the Academy as specified in Article 7.2 below.
- b) **Financial Member:** This shall apply to any ordinary member, who has met all his financial obligations to THE ASSOCIATION as specified in Article 7.3 below.
- c) **Privileged Member:** This shall apply to any person who is conferred and appointed to the position of Honorary Member, Patron or Patroness as specified in Article 7.4 below.

7.2: ORDINARY MEMBER

An Ordinary member is any person who has undertaken a course of study in the Academy irrespective of the duration or level of such study; and who shall have been admitted into the membership of THE ASSOCIATION as provided in this Constitution.

7.3: FINANCIAL MEMBER

A Financial member is an ordinary member, who has fulfilled all his financial obligations as shall be prescribed by the National Executive Council and duly approved by the National Convention of THE ASSOCIATION within the stipulated period. For purposes of clarity, such financial obligations shall include up-to-date payment of Annual subscription dues and other duly approved levies.

7.4: PRIVILEGED MEMBERS

There shall be two (2) classes of Privileged Members:

a) **HONORARY MEMBER**

- i) Honorary membership shall be conferred as a mark of honour from time to time on not more than six (6) persons of high repute and exemplary character on the recommendation of the National Executive Council and duly approved by the National Convention of THE ASSOCIATION.
- ii) Such persons, who shall not necessarily be Old Students of the Academy, shall satisfy THE ASSOCIATION that they have made meaningful contributions to the growth and development of the Academy; and the welfare of THE ASSOCIATION.
- iii) Honorary members shall enjoy the privilege to attend and participate at the meetings and activities of THE ASSOCIATION but shall not have the right to vote or be voted for.

b) **PATRON OR PATRONESS**

- i) THE ASSOCIATION shall appoint and confer the title of Patrons or Patronesses on not more than six (6) persons considered to be of sound integrity, high repute and exemplary character in the society on the recommendation of the National Executive Council and duly approved by the National Convention of THE ASSOCIATION.
- ii) Persons so appointed as Patrons or Patronesses shall possess inspiring and outstanding leadership qualities; and shall have identified with and contributed to the aims and objectives of THE ASSOCIATION and also contributed to the social and intellectual well-being of the citizens of Nigeria in general.
- iii) Patrons or Patronesses shall enjoy the privilege to attend and participate at meetings and activities of THE ASSOCIATION but shall not have the right to vote or be voted for.

ARTICLE 8 - MEMBERSHIP SUBSCRIPTION, DUES & FEES

8.1. ANNUAL MEMBERSHIP SUBSCRIPTION

- (i) The National Executive Council shall from time to time, determine the subscription, dues, fees and other levies, as appropriate, to be paid by members, which shall be subject to final approval at the National Convention of THE ASSOCIATION.
- (ii) The prescribed annual membership subscription shall become due and payable on the first day of January in each year or on such other date as may be specified by the National Executive Council.

8.2. CONCESSIONARY MEMBERSHIP SUBSCRIPTION

- (i) A concessionary membership subscription rate shall be established to encourage active participation by fresh school leavers in the activities of THE ASSOCIATION.
- (ii) The concessionary subscription rate shall be proposed by the National Executive Council and thereafter determined by the National Convention of THE ASSOCIATION.
- (iii) The concessionary subscription rate shall only apply to Old Students of the Academy, who are considered as fresh school leavers within a moratorium period of ten (10) years upon exit from the Academy.
- (iv) Members who pay the concessionary subscription rate shall be entitled to the full rights and privileges of financial members.

ARTICLE 9 - MEMBERSHIP PRIVILEGES, RIGHTS AND RESPONSIBILITIES

The privileges and responsibilities of each member shall include but not limited to the following:

- a) Each member shall be entitled to any benefit, gain, profit and/or goodwill that may accrue to THE ASSOCIATION as a corporate body.
- b) Each member shall be eligible to attend and participate in all activities and programmes of THE ASSOCIATION and shall endeavour to attend such meetings regularly and punctually.
- c) Each member shall be entitled to vote and be voted for at any meeting; and shall also be eligible for nomination to hold any office of THE ASSOCIATION, subject to the provisions of this Constitution.
- d) Each member shall meet his obligations to THE ASSOCIATION regularly by ensuring prompt and regular payment of all membership dues, fees and/or other levies, as may be prescribed from time to time by THE ASSOCIATION.

- e) Each member shall conduct himself in a manner, which is a credit to the interest and wellbeing of all other members; and shall ensure compliance with the provisions of this Constitution and any other Bye-laws, Rules and Regulations, which may be issued from time to time by THE ASSOCIATION.

ARTICLE 10 – COMPOSITION OF THE NATIONAL EXECUTIVE COUNCIL (NEC)

For effective administration and management of the affairs of THE ASSOCIATION, the following offices shall be established to constitute the National Executive Council:

- 1) President
- 2) Deputy President
- 3) Vice Presidents (as shall be approved by the National Convention)
- 4) General Secretary
- 5) Assistant General Secretary
- 6) Treasurer
- 7) Financial Secretary
- 8) Communication Officer
- 9) Assistant Communication Officer
- 10) Immediate Past President

ARTICLE 11 – DUTIES & RESPONSIBILITIES OF THE NATIONAL EXECUTIVE COUNCIL (NEC)

The National Executive Council (NEC) composed of all officers listed in Article 10 above, shall be the governing body and principal administrative organ of THE ASSOCIATION, which shall be entrusted with the following responsibilities:

- a) Manage, administer and superintend over the affairs and activities of THE ASSOCIATION.
- b) Formulate appropriate policies for the achievement of the aims and objectives and the general direction of THE ASSOCIATION.
- c) Manage, control and apply the finances of THE ASSOCIATION, including custody, safekeeping and disbursement of funds towards achieving aspirations of THE ASSOCIATION.
- d) Maintain the funds and monies of THE ASSOCIATION in reputable banks to ensure safety and security of such funds.
- e) Arrange and organise appropriate meetings, including convening the National Convention each year and also ensure timely execution and implementation of all decisions and resolutions approved at all meetings of THE ASSOCIATION.
- f) Circulate and publicise useful information and bulletins aimed to inform, educate and generally create awareness on the state of affairs of THE ASSOCIATION and its members.

- g) Propose and recommend for final approval at the National Convention, appropriate membership subscription, dues and other levies; and any waiver, exemption or suspension of dues or levies to be paid by members or any group of members from time to time.
- h) Maintain record and particulars of all members of THE ASSOCIATION in the Membership Register, which shall be kept at the National Secretariat of THE ASSOCIATION.
- i) Maintain record of proceedings of all meetings, including National Executive Council Meetings, National Conventions (Annual General Meetings or Extra-Ordinary General Meetings) and any other meetings; and ensuring recording of historical records of all meetings in the appropriate Minutes Book at the National Secretariat of THE ASSOCIATION.
- j) Disseminate timely notices of meetings as appropriate; and ensuring that in the case of the National Conventions (Annual General or Extra Ordinary General Meetings); such notices shall not be less than 21days from the specified date of the meeting so as to achieve good representation and satisfactory attendance at such meetings.
- k) Maintain proper record of attendance of members at all meetings and in the case of the National Executive Council meetings, shall publish such record of attendance in the Annual Report of THE ASSOCIATION.
- l) Determine suitable gifts, whether of monetary nature or in kind, which may be given to members or any other person on special occasions or landmark events or anniversary.
- m) Maintain proper books of accounts and financial records in respect of all financial dealings and make such books of accounts available for inspection by members and any other authorised person(s) as and when called upon to do so.
- n) Cause to prepare the Statement of Income and Expenditure Account and Balance Sheet at the end of each financial year, in accordance with the provisions of this Constitution.
- o) Produce and present the Annual Report of Activities, including reports from other BAOSA Chapters and Audited Financial Statements of THE ASSOCIATION for each financial year, for consideration at the National Convention not later than the end of the first quarter after the end of each financial year.
- p) Constitute appropriate Committees (whether Standing or Ad-hoc in nature) as deemed necessary; and may delegate its duties to such Committees for the successful running and achievement of the goals and objectives of THE ASSOCIATION.
- q) Appoint or co-opt any member of THE ASSOCIATION into any such Committees; and also determine the number and composition of such constituted Committees.

- r) Invite or summon any person, whether or not a member of THE ASSOCIATION to attend the National Executive Council Meeting from time to time, as may be deemed necessary.
- s) Appoint, disengage and determine the duties, responsibilities and salaries of the Organising/Administrative Secretary and all other employees of THE ASSOCIATION.
- t) Recommend appropriate disciplinary action against any member that engages in acts that are contrary to the aims and objectives of THE ASSOCIATION and detrimental to the collective interest of THE ASSOCIATION and its members, for determination at any National Convention of THE ASSOCIATION.

ARTICLE 12 – FUNCTIONS & DUTIES OF PRINCIPAL OFFICERS OF THE NEC

(a) President

- i) The President shall be the Chief Executive Officer of THE ASSOCIATION.
- ii) The President shall have general authority for the supervision, direction and control over the conduct and affairs of THE ASSOCIATION; and shall provide direction, guidance and leadership to the National Executive Council and all Committees.
- iii) The President shall preside as Chairman at all meetings of THE ASSOCIATION and have a casting vote in the event of a tie in the number of votes cast at such meetings, except as otherwise provided in the case of election of officers.
- iv) The President shall direct and summon meetings of THE ASSOCIATION including Annual Conventions (Annual General Meetings, Extra-Ordinary General Meetings, National Executive Council Meetings and any other appropriate meeting, in accordance with the provisions of this Constitution.
- v) The President shall direct and exercise authority over all other officers in the performance of their duties and be at liberty to assign duties to other officers and members of THE ASSOCIATION from time to time, as appropriate.
- vi) The President shall ensure prudent and effective deployment of investments and acquisitions; and efficient use of the assets and resources of THE ASSOCIATION.
- vii) The President shall authorise and approve all expenditure and financial dealings regarding the finances of THE ASSOCIATION and be designated as an “A” signatory among the signatories to the bank account of THE ASSOCIATION.
- viii) The President shall perform any other duties, which may be assigned to him by the general body of members at the National Convention of THE ASSOCIATION.

(b) Deputy President

- i) The Deputy President shall assist the President in the performance of his duties and in any manner, as may be prescribed by the President.
- ii) The Deputy President shall also assist the President in policy formulation and implementation of the programmes of THE ASSOCIATION.
- iii) The Deputy President shall in the absence of the President, perform the duties of the President; and shall be designated as an alternate “A” signatory among the signatories to the bank account of THE ASSOCIATION.
- iv) The Deputy President shall perform any other duties that may be specifically assigned to him by the President and/or the National Executive Council.

(c) Vice Presidents

- (i) THE ASSOCIATION shall have such number of Vice Presidents as shall be determined and approved by the National Convention of THE ASSOCIATION.
- (ii) The Vice Presidents shall coordinate activities in each geographical Area or Region designated and approved by the National Convention as BAOSA Chapter for effective linkage and achievement of the aims and objectives of THE ASSOCIATION.
- (iii) Each Vice President shall establish an Executive Committee, composed of members of THE ASSOCIATION, who shall assist in ensuring effective mobilisation of members and coordination of activities in the geographical Area or Region.
- (iv) Each Vice President shall arrange to hold periodic meetings as appropriate and furnish detailed report of activities and programmes in each geographical Area or Region on quarterly basis to the National Executive Council.
- (v) Each Vice President shall also assist the National Executive Council to inform, educate and create awareness of the programmes and activities of THE ASSOCIATION in each geographical Area or Region.
- (vi) Each Vice President shall assist the National Executive Council to notify all members in the geographical Area or Region of their financial obligations to THE ASSOCIATION from time to time.
- (vii) The Vice Presidents shall perform any other duties that may be specifically assigned to them by the President and/or the National Executive Council.

(d) General Secretary

- (i) The General Secretary shall be the Administrative Head of the National Secretariat and ensure smooth, effective and efficient supervision and management of the National Secretariat at all times.
- (ii) The General Secretary shall furnish timely notices of all meetings, ensure prompt dispatch of letters, circulars and other correspondence as appropriate; and maintain proper record of attendance at all meetings of THE ASSOCIATION.
- (iii) The General Secretary shall keep an accurate record of proceedings of all meetings and ensure that the Minutes of previous meetings as appropriate are duly circulated and presented to members at every subsequent meeting.
- (iv) The General Secretary shall maintain a complete and historical record of proceedings and activities of THE ASSOCIATION in the appropriate Minutes Book.
- (v) The General Secretary shall maintain a comprehensive Membership Register and shall compile an up-to-date directory of members of THE ASSOCIATION.
- (vi) The General Secretary shall compile detailed record of all programmes and activities in each year, which shall be transmitted into the Annual Report of Activities of THE ASSOCIATION and presented on behalf of the National Executive Council at the Annual National Convention.
- (vii) The General Secretary shall serve as Ex-officio member of all Committees set up by the National Executive Council.
- (viii) The General Secretary shall exercise authority as a designated signatory to all bank accounts of THE ASSOCIATION.
- (ix) The General Secretary shall perform any other duties that may be assigned to him by the President and/or the National Executive Council.

(e) Assistant General Secretary

- (i) The Assistant General Secretary shall assist the General Secretary in the performance of his functions and also perform any other duties specifically delegated to him by the General Secretary.
- (ii) The Assistant General Secretary shall in the absence of the National Secretary perform his duties and any other duties duly assigned to him by the President and/or the National Executive Council.

(f) Treasurer

- (i) The Treasurer shall be responsible for the collection of dues, fees and levies from members; and from time to time, shall notify members of their financial obligations to THE ASSOCIATION.
- (ii) The Treasurer shall be responsible for the safe-keeping and deposit of the funds and monies received from all sources on behalf of THE ASSOCIATION and shall promptly lodge such monies in the bank account of THE ASSOCIATION.
- (iii) The Treasurer shall be the custodian of the funds of THE ASSOCIATION and all bank instruments, cheque books and records shall remain in his custody
- (iv) The Treasurer shall receive, keep, and disburse funds of THE ASSOCIATION in compliance with best practice and the approved financial guidelines as stipulated in this Constitution; and in any other Rules and Regulations of THE ASSOCIATION.
- (v) The Treasurer shall maintain records of all receipts and payments; and shall circulate on periodic basis, statement of membership dues/levies paid along with outstanding obligations.
- (i) The Treasurer shall exercise authority as a designated signatory to all bank accounts of THE ASSOCIATION and shall, in conjunction with the Financial Secretary, maintain a register of all financial members of THE ASSOCIATION.
- (vi) The Treasurer shall produce on periodic basis, for the consideration of the National Executive Council at its meetings, Report of Bank balances, Statements of Receipts and Expenditure and any outstanding obligations of THE ASSOCIATION, whether on monthly or quarterly basis or as may be desired from time to time,.
- (vii) The Treasurer shall provide and furnish relevant and useful information to aid and assist the Auditor in carrying out the audit exercise of the accounts and financial records of THE ASSOCIATION from time to time; and/or any other person or body of persons duly authorised, as and when called upon to do so.
- (viii) The Treasurer shall act, in the absence of the Financial Secretary to maintain and keep proper records of all financial dealings and accounts of THE ASSOCIATION.
- (ix) The Treasurer shall perform any other duties that may be assigned to him by the President and/or the National Executive Council.

(g) Financial Secretary

- (i) The Financial Secretary, who shall be the Chief Financial Officer of THE ASSOCIATION, shall keep and maintain proper books and records of the income and expenditure and all financial dealings of THE ASSOCIATION.
- (ii) The Financial Secretary shall also compile and maintain the list of donors and subscribers to the funds of THE ASSOCIATION.
- (iii) The Financial Secretary shall produce at the end of each financial year, the Report of Income and Expenditure (Profit & Loss Statement) and Balance Sheet of THE ASSOCIATION for consideration at the Annual Convention.
- (iv) The Financial Secretary shall produce a Budgeted Statement of Income and Expenditure in conjunction with the Treasurer for consideration at the meeting of the National Executive Council, at the beginning of each year.
- (v) The Financial Secretary shall present on behalf of the National Executive Council, the Audited Financial Statements and Balance Sheet of THE ASSOCIATION to the National Convention for consideration and approval.
- (vi) The Financial Secretary shall also assist in the supervision of the accounts department at the National Secretariat of THE ASSOCIATION.
- (vii) The Financial Secretary shall, in conjunction with the Treasurer, maintain a register of all the financial members of THE ASSOCIATION.
- (viii) The Financial Secretary shall act, in the absence of the Treasurer to maintain and keep proper records of all funds and monies of THE ASSOCIATION.
- (ix) The Financial Secretary shall perform any other duties that are specifically assigned to him by the President and/or the National Executive Council.

(h) Communication Officer

- (i) The Communication Officer shall be the image maker of THE ASSOCIATION and the Academy.
- (ii) The Communication Officer shall strive to maintain good public relations between the National body, other affiliates of THE ASSOCIATION and the general public.
- (iii) The Communication Officer shall ensure prompt, timely and effective publicity of the programmes and activities of THE ASSOCIATION.

- (iv) The Communication Officer shall promote, build and project the image and reputation of THE ASSOCIATION and the Academy nationwide and beyond, through appropriate publicity and media channels, including personal contacts; and/or other traditional, electronic or digital means.
- (v) The Communication Officer shall advance the cause of social interaction, harmony and companionship among members of THE ASSOCIATION and also promote meaningful interaction between the current students, staff of the Academy and the general public in furtherance of the aims and objectives of THE ASSOCIATION.
- (vi) The Communication Officer shall coordinate and arrange all social activities, events and functions of THE ASSOCIATION except as may be otherwise directed by the President or the National Executive Council.
- (x) The Communication Officer shall perform any other duties that may be assigned to him by the President and/or the National Executive Council.

(i) Assistant Communication Officer

- (i) The Assistant Communication Officer shall assist and cooperate with the Communication Officer in the performance of his duties and also carry out any duties that may be assigned to him by the Communication Officer.
- (ii) The Assistant Communication Officer shall perform other duties that may be assigned to him by the President and/or the National Executive Council.

ARTICLE 13 – THE AUDITORS

- a) There shall two (2) Auditors, who shall be responsible for the periodic audit of the books and financial records and accounts of THE ASSOCIATION.
- b) The Auditors shall not be members of the National Executive Council and shall report to the general body of members at the National Convention.
- c) The Auditors shall ensure that the finances of THE ASSOCIATION are operated in adherence and strict observance of the approved financial guidelines, rules and regulations of THE ASSOCIATION as stipulated in this Constitution.
- d) The Auditors shall carry out a detailed examination of the books of accounts and all financial records of THE ASSOCIATION, including Assets and Liabilities and Income and Expenditure Statements at the end of each financial year; and shall present an Audit Report of findings for the consideration of members at the National Convention of THE ASSOCIATION.
- e) The Auditor shall carry out any other duties, which may be assigned to them from time to time, by a resolution of members at any meeting of THE ASSOCIATION.

ARTICLE 14 – SOURCES OF FUNDS

The sources of income of THE ASSOCIATION shall include:

- (a) Annual Membership Subscriptions
- (b) Special Membership Levies
- (c) Fund Raising Activities
- (d) BAOSA's Annual Week of Events
- (e) Donations, Gifts, Grants, Sponsorships, Promotions, etc.
- (f) Sale of Souvenirs and Other Miscellaneous Sources

ARTICLE 15 - ACCOUNTING AND FINANCIAL REGULATIONS

- a) The financial year of THE ASSOCIATION shall be for a period of twelve (12) calendar months in each year, covering 1st January to 31st December of each year, both dates inclusive.
- b) The National Executive Council shall have the power to prescribe membership subscription, dues, fees and other levies as appropriate, subject to the final approval of the National Convention; and shall retain the liberty to receive and make donations, grants, subsidies, loans etc in furtherance of the objectives of THE ASSOCIATION.
- c) All monies received on behalf of THE ASSOCIATION shall be deposited in the name of Baptist Academy Old Students Association in the designated bank account(s) duly approved by the National Executive Council; and all payments shall be disbursed from the appropriate bank account as authorised by the National Executive Council.
- d) Membership dues and subscriptions shall become due and payable on the first day of January in each year; and a member whose subscription is in arrears of a period exceeding twenty four (24) months may be sanctioned by the National Executive Council.
- e) Without prejudice to the provisions of this Constitution, THE ASSOCIATION reserves the right to waive, exempt, reduce or postpone the payment of subscription, dues, fees and/or levies by any member or group of members of THE ASSOCIATION.
- f) The National Executive Council shall cause proper books of accounts to be kept in respect of all Income and Expenditure and Assets and Liabilities of the Association; and shall also ensure the conduct of proper audit of the books of accounts at the end of each financial year or as may be required from time to time.
- g) The books of accounts shall be kept at the National Secretariat of the Association or at such place or places as the National Executive Council may deem fit; and such books of accounts shall be made available and open for inspection and audit by the Auditors and/or persons or body of persons which may be appointed by the National Executive Council or the general house for purposes of audit.

- h) A member of THE ASSOCIATION who is in good financial standing and not in arrears of his/her obligation to the Association shall be entitled to inspect such books of accounts and financial records upon approval by the National Executive Council.
- i) The National Executive Council shall lay before the body of members at the National Convention in each year for consideration, not later than the end of the first quarter after each financial year, the Report of Income and Expenditure Statement and the Balance Sheet for the preceding year, along with the Report of the Auditors.
- j) The Audited Financial Statements comprising the Balance Sheet and Income & Expenditure Statement or Profit & Loss Account shall be duly certified by the Auditor and annexed to the Annual Returns for proper filing at the Corporate Affairs Commission appropriately.

ARTICLE 16 - OPERATION OF BANK ACCOUNTS

- a) The National Executive Council shall evaluate, approve and maintain accounts in reputable bank(s) for safekeeping and custody of all monies and funds of THE ASSOCIATION.
- b) All monies and funds received on behalf of THE ASSOCIATION shall be deposited in the name of Baptist Academy Old Students Association in the designated bank account(s) and all payments shall be disbursed from the designated bank accounts as shall be authorised and approved by the National Executive Council.
- c) The Authorised signatories and mandate for the operation of the bank account(s) of THE ASSOCIATION shall at all times be two joint signatories, comprising of a combination of any one "A" signatory and one "B" signatory as specified below:

Office	Signatory Capacity
President	"A"
Deputy President	"A"
General Secretary	"B"
Treasurer	"B"

- d) The Treasurer shall be the custodian of all bank instruments including: cheque books, deposit slips, statement of accounts and other banking records.

ARTICLE 17 – TYPES OF MEETINGS

THE ASSOCIATION shall organise and hold the following types of meetings:

17.1: NATIONAL CONVENTION (ANNUAL GENERAL MEETING)

- a) THE ASSOCIATION shall hold once in every calendar year, a National Convention not later than the end of the first quarter after the end of each financial year.
- b) The notice of the meeting, which shall clearly indicate “Notice of National Convention” shall not be less than twenty one (21) days from the specified date of meeting and shall be deemed to have been communicated to and received by members whether by post and/or advertisement in a National Newspaper.
- c) The Purpose/business of the National Convention (Annual General Meeting) shall be:
 - (i) To receive the Report of the National Executive Council for the preceding year.
 - (ii) To consider the Financial Statements of THE ASSOCIATION and Auditor’s Report for the preceding year.
 - (iii) To conduct Election of Officers.
 - (iv) To consider any other matter pertaining to the progress of THE ASSOCIATION.
 - (v) Any other business.

17.2. EXTRA- ORDINARY GENERAL MEETING

- a) An Extra-Ordinary General Meeting of THE ASSOCIATION shall be held at any time to consider matters of extreme importance and beneficial interest to THE ASSOCIATION.
- b) Such matters, which are considered special business and of grave concern, shall be submitted to the general house for determination at Extra-Ordinary Meetings.
- c) An Extra-Ordinary General meeting shall also be convened, upon receipt of a petition in writing signed by not less than fifty (50) financial members of THE ASSOCIATION provided that: -
 - (i) The petition explicitly states the purpose(s) for the demand of the meeting,
 - (ii) It shall be the duty of the National Executive Council to summon and organise the Extra-Ordinary General Meeting for the purpose demanded within a period of twenty one (21) days from the date of receipt of the petition; and
 - (iii) No business other than the matters specified in the petition shall be transacted.
- d) Notice of such meetings shall not be less than twenty one (21) days from the specified date of meeting and shall be deemed to have been communicated to and received by members, whether by post and/or advertisement in a National daily.

17.3. NATIONAL EXECUTIVE COUNCIL MEETING

- a) The National Executive Council meeting shall be open to all officers composed of the National Executive Council as provided in Article 9 of this Constitution.
- b) Without prejudice to the provisions of this Constitution, the President or the National Executive Council shall reserve the prerogative to summon or invite any other member or person to attend the National Executive Council meeting as shall be deemed necessary from time to time.
- c) The National Executive Council meeting, shall as far as practicable be held on monthly basis but not less than six (6) times in a year; or at such other times as shall be determined by the President or the National Executive Council.

17.4. EMERGENCY GENERAL MEETING

- a) The National Executive Council shall convene on emergency basis; any other general meetings of THE ASSOCIATION from time to time in the course of each year, to consider matters of general interest that pertain to the progress and development of THE ASSOCIATION and its members.
- b) Adequate notice of such general meeting, which shall not be less than seven (7) days from the specified date of the meeting, shall be communicated to all members; and such notice shall be deemed to have been communicated to and received by members, whether by post and/or advertisement in a National daily.
- c) All decisions taken at the general meeting shall be arrived at by resolutions passed by a simple majority of members present and voting; and such resolutions shall remain binding on all members of THE ASSOCIATION, whether present or not at the meeting.

17.5. BOARD OF TRUSTEES MEETING

- a) The Trustees, for the purposes of promoting good governance of THE ASSOCIATION, shall from time to time play advisory role to the National Executive Council towards the achievement of the aims and objectives of THE ASSOCIATION.
- b) The Board of Trustees of THE ASSOCIATION shall convene appropriate meetings as shall be considered from time to time, to consider matters of beneficial interest to THE ASSOCIATION in accordance with the provisions of this Constitution.
- c) The Trustees shall appoint one amongst them to preside as Chairman at the meeting of the Board of Trustees; and such meetings of the Board of Trustees shall be called at the instance of the Chairman of the Board of Trustees or his designate.

ARTICLE 18 - QUORUM

The quorum for the conduct of the meetings of THE ASSOCIATION shall be as follows: -

<u>Type of Meeting</u>	<u>Quorum</u>
a) National Convention (Annual General Meeting)	At least 50 members
b) Extra-Ordinary General Meeting	At least 75 members
c) Emergency General Meeting	At least 40 members
d) National Executive Council (NEC) Meeting	At least 1/3rd of NEC members
e) Board of Trustees (BOT) Meeting	At least 1/3rd of BOT members

Provided that if the quorum has not been achieved after one hour and one third of the members of the National Executive Council being present in agreement with other financial members present the meeting will be declared adequately quorate

ARTICLE 19 - PROXY

- a) The instrument of appointment of a proxy shall be by way of a letter of authority in writing or any other form as shall be prescribed by the National Executive Council.
- b) An eligible financial member shall have the right to appoint another eligible member, who is entitled by this Constitution, to exercise his voting right at a meeting of THE ASSOCIATION.

ARTICLE 20 - CONDUCT OF MEETINGS AND RESOLUTIONS

- a) The President or in his absence, the Deputy President shall preside as Chairman at all meetings of THE ASSOCIATION, but if neither is present within a reasonable time of the appointed time of the meeting, the National Executive Council shall appoint one of its members to preside at the meeting.
- b) The National Executive Council shall determine the time, place and duration of all meetings of THE ASSOCIATION.
- c) Attendance at all meetings shall be open only to members of THE ASSOCIATION except where approval is granted by the President to representatives, proxies; and other invited person(s) or interest groups.
- d) All decisions taken at meetings shall be arrived at by resolutions passed by a simple majority of members present and voting at such meetings, except as otherwise provided in this Constitution.
- e) Proceedings at all meetings shall be duly recorded in the appropriate Minutes Book, which shall be maintained and kept at the National Secretariat of THE ASSOCIATION.

- f) All meetings of THE ASSOCIATION shall be conducted in English Language except where the President or the Presiding officer, in consultation with members of the National Executive Council present at the meeting, approve the use of any other language at the particular meeting and authorise translation of English Language into any other language.

ARTICLE 21 - VOTING OF MEMBERS

- a) Only members who are current in their financial obligations to THE ASSOCIATION shall be entitled to vote and be voted for at all meetings.
- b) Voting shall be conducted by simple show of hands at the venue of the meeting except as otherwise provided in this Constitution.
- c) Each member present in person or represented by proxy (where permitted and approved) shall have only one vote except in the case of election, where voting shall be by secret ballot.
- d) A simple majority of votes cast at all meetings shall be sufficient to pass a resolution, which shall become binding on THE ASSOCIATION, subject to the provisions of this Constitution and other applicable laws of the land.
- e) The President or Presiding officer shall have a casting vote in the event of a tie in the number of votes cast at meetings, which shall be exercised at his exclusive discretion; but such casting vote cannot be exercised in the case of election of officers.

ARTICLE 22 – ELECTRONIC VOTING

- a) As far as practicable, adequate measures shall be made to facilitate exercise of voting rights by all eligible members of THE ASSOCIATION through electronic and/or other advanced media, provided that acceptable and dependable technological framework are put in place by THE ASSOCIATION.
- b) Electronic voting shall be allowed in the case of election of officers, where acceptable and dependable technological framework are in place and subject to a resolution passed and adopted by a simple majority of members present and voting at a National Convention of THE ASSOCIATION.

ARTICLE 23 - ELECTION OF OFFICERS

23.1. QUALIFICATION AND ELIGIBILITY CRITERIA

- a) The qualification and eligibility criteria to contest election into the National Executive Council and any other office shall be as stipulated in this Constitution.

- b) Every financial member of THE ASSOCIATION, who is current and up-to-date in the payment of his Membership Subscription shall be eligible for election into the National Executive Council or any other office of THE ASSOCIATION;
- c) **Candidates for the offices of the President or Deputy President shall:**
 - i) **be eligible members of THE ASSOCIATION of not less than ten (10) years' standing after leaving the Academy; and**
 - ii) **have previously held office in any capacity in the National Executive Council for at least one term of two (2) years each; or served as chairman of a class set or group;**
 - iii) **be ordinarily resident in Nigeria.**
- d) For purposes of clarity, a member shall be eligible if he has paid all his dues up-to-date, including the Membership Subscription for the current year, which shall be paid not later than one week prior to the holding of the National Convention in each year.
- e) A member seeking to contest election shall be physically present at the meeting to vote and be voted for except as stated in the case of BAOSA Diaspora Chapters in this Constitution.
- f) Except in the case of the office of the Auditors, a member who has held office for two (2) terms of two (2) years each, shall no longer be eligible to be nominated for the same office.

23.2. TENURE OF OFFICE

- (a) Every officer of THE ASSOCIATION shall hold office for a period of two (2) years in the first instance, except as otherwise stated in this Constitution.
- (b) Every officer shall be eligible for re-election provided that an officer shall not hold the same office for more than two (2) terms, except as otherwise stated in this Constitution.
- (c) An officer who is in contravention of the provisions of the provision of Tenure of office shall stand disqualified and shall immediately vacate his office.

23.3. ELECTION PROCEDURE

- a) Election of officers shall be conducted at the National Convention of THE ASSOCIATION, specifically called for the purpose of election.
- b) The offices of THE ASSOCIATION for purposes of election shall include the following:
 - (i) President
 - (ii) Deputy President
 - (iii) Vice Presidents ((as shall be approved by the National Convention)
 - (iv) General Secretary
 - (v) Assistant General Secretary
 - (vi) Treasurer

- (vii) Financial Secretary
 - (viii) Communication Officer
 - (ix) Assistant Communication Officer
-
- c) The National Executive Council shall cause to be appointed an Electoral body comprising of not less than three (3) members of THE ASSOCIATION, who are not presently holding any offices as Electoral Officers, one of whom shall be designated as the Chief Electoral Officer.
 - d) A member seeking an elective post shall obtain the requisite nomination form from the electoral body appointed to conduct elections, through the platform of THE ASSOCIATION and shall thereafter return the completed form within the period stipulated by the body.
 - e) Prior to the election, the Electoral body shall verify and ascertain those members eligible and qualified to contest for office and shall announce the names and particulars of persons, as well as offices to be contested at the venue of the election.
 - f) Except as may be otherwise agreed by a resolution at the National Convention, voting for the purpose of election shall be conducted by secret ballot at the venue of the election.
 - g) The Electoral officers shall carry out the following duties at the National Convention:
 - (i) Ensure a peaceful and conducive atmosphere in order to achieve free, fair and transparent elections.
 - (ii) Account and classify the votes cast appropriately.
 - (iii) Collate the results of the election at the meeting and determine the winner, which shall be the candidate who received the highest number of votes for any given office.
 - h) For practical purposes, elections for the offices of Vice Presidents as applicable to the BAOSA Chapters as specified in this Constitution shall be held prior to the National Convention and the outcome of such election results shall be announced along with other results at the National Convention.
 - i) The Chief Electoral Officer shall announce the full results of the election at the close of elections; and shall thereafter declare the winner for each office contested; provided that in the event of an equality of votes, a “Run-Off” by way of fresh round of voting shall be conducted between the two leading candidates and the result shall be determined by the candidate who received the largest number of votes in the Run-off.
 - j) Where, however, no nominations was received for a vacant office, upon expiration of the term of the previous officer, the newly constituted National Executive Council shall arrange a bye-election within a period of three (3) months or as shall be agreed by its members.

- k) In the event that there is still no nomination for the vacant office after the prescribed period, the National Executive Council shall appoint or co-opt an eligible financial member to fill the vacancy so created, and such appointed or co-opted member shall hold the office as though he has been duly elected.
- l) Where a vacancy occurs before the expiration of an officer's term of office, the National Executive Council shall appoint or co-opt a financial member to fill the vacancy created and the co-opted member shall hold office for the unexpired term of the former office holder.
- m) The newly constituted National Executive Council shall assume office and be sworn into office, immediately after the elections at the National Convention.

ARTICLE 24 - CESSATION FROM OFFICE

24.1. VACATION OF OFFICE

An officer shall cease to hold office in the event of the following:

- a) Death
- b) Voluntary resignation of appointment, duly communicated in writing.
- c) Incapacitation due to insanity or failing health and inability to perform his duties.
- d) Officially declared bankrupt.
- e) Convicted of a criminal offence or any acts of dishonesty by a Court.
- f) Ceases to be a member of THE ASSOCIATION.

24.2. REMOVAL FROM OFFICE

- (a) An officer shall be removed from office on the recommendation of National Executive Council and duly approved by a simple majority vote of members present and voting at the National Convention of THE ASSOCIATION, on any of the following grounds:
 - i) Gross misconduct and/or abuse of office.
 - ii) Engaging in acts that are contrary to the aims and objectives of the Association and detrimental to the interest of the Association and its members.
 - iii) Conviction of a crime or any acts of dishonesty by a Court of competent jurisdiction.
 - iv) Officially declared bankrupt.
- (b) In the event that an officer ceases, for any reason whatsoever, to be a member of the National Executive Council, such a person shall not be eligible to lay claim to the office previously held, nor shall the person have any interest, benefit or claim against the funds or property of THE ASSOCIATION; and such person shall with or without demand deliver any property OF THE ASSOCIATION in his possession to the National Executive Council.

ARTICLE 25 - PROPERTY OF THE ASSOCIATION

- a) THE ASSOCIATION shall have power to own, acquire, purchase or inherit property of any kind whatsoever; and such property acquired, purchased, owned or inherited shall be held by the Board of Trustees on behalf of THE ASSOCIATION and its members in general.
- b) Any document, paper, map or plan presented for the use of THE ASSOCIATION shall be the property of THE ASSOCIATION and such document, paper, map or plan may be published or used in any way deemed fit by THE ASSOCIATION.
- c) All the proceedings and documentation presented at any meeting of THE ASSOCIATION shall belong to THE ASSOCIATION and no member or person shall publish the proceedings and documentation presented at any meeting of THE ASSOCIATION without the prior written consent of the National Executive Council.
- d) The National Executive Council shall retain the power to manage and control all property and possessions, including landed property of THE ASSOCIATION.

ARTICLE 26 - DONATIONS, BEQUESTS AND AWARDS

- a) The National Executive Council shall have power to receive donations, gifts, bequests and awards for and on behalf of THE ASSOCIATION.
- b) The National Executive Council shall have power to bestow awards, medals, certificates and/or any other instruments to members of THE ASSOCIATION or the general public for meritorious services, outstanding contributions and other invaluable support rendered in furtherance of the objectives of THE ASSOCIATION.
- c) The National Executive shall exercise the power to confer honorary award of privileged membership and/or such other honour to person(s) or body of persons in recognition of the meritorious services and excellent contributions rendered in furtherance of the objectives of THE ASSOCIATION.
- d) The National Executive Council shall retain the power to manage and control all donations, gifts, bequests and awards issued and/or received on behalf of THE ASSOCIATION.

ARTICLE 27 - ROLE AND FUNCTIONS OF BAOSA CHAPTERS & CLASS SETS

27.1. ROLE AND FUNCTIONS

- a) THE ASSOCIATION shall encourage the formation of BAOSA Overseas/Regional Chapters and Local Branches and Class Sets at global, regional, area or cell group levels.
- b) The BAOSA Chapters and Class Sets shall promote the aims and objectives of THE ASSOCIATION, project the image of the Academy and also assist to stimulate active interest and participation of all members in the affairs of THE ASSOCIATION.

- c) THE ASSOCIATION shall accord due recognition to BAOSA Chapters in accordance with the provisions of this Constitution and any other Bye Laws, Rules and Regulations, which may be issued from time to time by National Executive Council.
- d) Each approved BAOSA Overseas/Regional Chapter shall undertake the following:
 - i. Set up an Executive Committee, comprising of the Vice President as Chairman for the geographical area along with other appropriate representatives.
 - ii. Make rules and regulations, which shall conform to the provisions of this Constitution and other rules and regulations of THE ASSOCIATION.
 - iii. Seek the consent and approval of the National Executive Council on all projects to be embarked upon towards achieving the aims and objectives of THE ASSOCIATION.
 - iv. Prescribe local dues, fees and levies and/or receive donations from members and/or other persons including the National body, in furtherance of the activities and programmes of each BAOSA Chapter.
- e) Each approved BAOSA Class Set shall undertake the following:
 - i. Set up an Executive Committee, comprising the Chairman along with other appropriate representatives.
 - ii. Make rules and regulations, which shall conform to the provisions of this Constitution and other rules and regulations of THE ASSOCIATION.
 - iii. Seek the consent and approval of the National Executive Council on all projects to be embarked upon towards achieving the aims and objectives of THE ASSOCIATION.
 - iv. Prescribe local dues, fees and levies and/or receive donations from members and/or other persons including the National body, in furtherance of the activities and programmes of each BAOSA Class Set.
- f) The BAOSA Chapters shall hold appropriate meetings and endeavour to furnish the report of their activities and programmes to the National Executive Council on periodic basis, and at least, once in the course of each financial year.
- g) The provisions of this Constitution shall apply to all BAOSA Overseas/Regional Chapters, subject to peculiar changes applicable in the respective localities or regions with regard to the organisation of each BAOSA Chapter; and which may not be expressly provided for in this Constitution.
- h) Nothing in this Constitution shall prevent any eligible member from exercising his right of membership of THE ASSOCIATION, where such a member elects not to join any BAOSA Chapter, where the person resides or is situated.
- i) For effective administration and coordination of activities in each specified area, region, branch, class set or cell groups, the BAOSA Chapters shall be classified as follows:

- i. BAOSA “Diaspora” Chapter
- ii. BAOSA “Branch or Class Set” Chapter

27.2. BAOSA “DIASPORA” CHAPTER

- a) THE ASSOCIATION shall encourage active participation of members, who are resident in the Diaspora, through formation of Overseas BAOSA Chapters in furtherance of the aims and objectives of THE ASSOCIATION.
- b) Each BAOSA “Diaspora” Chapter shall be designated with the appendage of the overseas region or geographical area ascribed to it and shall ensure effective administration and coordination of the activities in the region or area.
- c) Such BAOSA “Diaspora” Chapter that are presently in existence and active; and are located in the United Kingdom (UK) and United States of America (USA) may be referred to as: *BAOSA “UK” Chapter* and *BAOSA “North America” Chapter*.
- d) All existing BAOSA “Diaspora” Chapters shall seek formal recognition in accordance with the provisions of this Constitution.
- e) The National Executive Council shall exercise the prerogative to determine the geographical area that makes up a BAOSA Chapter (global, regional or branch) and upon consideration of any request for recognition; shall present its recommendation at the earliest meeting of the National Convention of THE ASSOCIATION.
- f) The National Convention reserves the right and discretion to grant, refuse, approve and/or accord recognition to any request or representation made.

27.2. BAOSA “BRANCH OR CLASS SET” CHAPTER

- a. THE ASSOCIATION shall promote the formation of branches, class sets and cell groups within tertiary institutions and other remote locations based on the recognition that they represent the nucleus and core of BAOSA within and beyond its registered office.
- b) The Class Sets and Branches shall at all times strive to propagate and further the aims and objectives of THE ASSOCIATION, stimulate active participation of members in the affairs of THE ASSOCIATION and promote harmony and social interaction amongst Old Students of the Academy.
- c) The National Executive Council shall endeavour to invite the Chairmen of branches, class sets and cell groups to its meetings from time to time and on periodic basis, in order to interact and be acquainted with their envisioned plans and programmes for the development of the Academy and achievement of the goals of THE ASSOCIATION.

ARTICLE 28 – BOARD OF TRUSTEES (BOT)

- (a) THE ASSOCIATION shall have a body known as “THE REGISTERED TRUSTEES OF THE BAPTIST ACADEMY OLD STUDENTS ASSOCIATION LAGOS”, otherwise known as the BOARD OF TRUSTEES OF BAOSA.
- (b) The Board of Trustees of BAOSA, for the purpose of the Companies and Allied Matters Act 1990, Part C, shall be appointed at the Annual General Meeting of THE ASSOCIATION.
- (c) THE ASSOCIATION shall have at least three (3) and not more than ten (10) Trustees and the Trustees shall appoint one amongst them to preside as Chairman at the meeting of the Board of Trustees.
- (d) A quorum of one third (1/3rd) of the Board of Trustees shall be required for the meeting of the Board of Trustees.
- (e) In the event of a vacancy in the Board of Trustees, the National Executive Council may in the interim appoint an eligible member, who shall hold office until the next Annual General Meeting, when the appointment shall be ratified or a new Trustee appointed.
- (f) A Trustee may hold office for life but shall cease to hold office if he:
 - i) Resigns his office;
 - ii) Becomes insane and/or incapacitated in any form whatsoever, and is unable to perform his/her duties,
 - iii) Is officially declared bankrupt;
 - iv) Is convicted of a criminal offence involving acts of dishonesty by a court or tribunal of competent jurisdiction;
 - v) Is recommended for removal from office by the Board of Trustees or the National Executive Council and duly approved by a simple majority vote of members present at any General Meeting or Convention of THE ASSOCIATION.
- (g) The Trustees, for the purposes of promoting good governance of the Association, shall from time to time, play advisory role to the National Executive Council towards the achievement of the aims and objectives of THE ASSOCIATION as stated in this Constitution
- (h) The Board of Trustees shall exercise the following powers:
 - i) Accept, acquire and hold in trust, properties, title documents and/or any other real, personal or intangible assets for and on behalf of THE ASSOCIATION.
 - ii) Execute documents, deeds and instruments, including cheques, bills of exchange, promissory notes, etc. for and on behalf of THE ASSOCIATION under the Common Seal.
 - iii) Borrow or raise funds, for the beneficial purpose of THE ASSOCIATION, from members and/or any other persons or body of persons, such sums of money, at such rate of

interest, in any form or manner and for any period as they may think appropriate; and to secure the payment of such monies or any monies which THE ASSOCIATION may be liable to pay by mortgage, charge, debenture or any other security and/or otherwise forming a charge upon the whole or any of the assets of THE ASSOCIATION.

- iv) Enter into lawful contracts and/or transactions of any kind whatsoever, for and on behalf of THE ASSOCIATION.

ARTICLE 29 – COMMON SEAL

- a) The ASSOCIATION shall have a Common Seal.
- b) The Common Seal shall be kept in the custody of the General Secretary, who shall produce it when required for use by the Trustees.
- c) All documents to be executed by the Trustees shall be signed by any such approved number of them and affixed with the Common Seal of THE ASSOCIATION.

ARTICLE 30 - INTERPRETATION OF THE CONSTITUTION

- a) The National Executive Council shall retain the power to interpret all matters over which this Constitution applies and other matters where the Constitution is silent or ambiguous.
- b) All matters of interpretation as shall be decided upon by the National Executive Council shall be brought to the knowledge of members at the next National Convention or Annual General Meeting immediately following the date on which such decision was taken by the National Executive Council.
- c) Upon presentation of such interpretation by the National Executive Council and if such interpretation is accepted or approved or appropriately amended; and accepted by at least two-thirds (2/3rd) majority of members present and voting at the meeting, such approved interpretation shall be duly recorded in the Minutes Book and shall be deemed to be part and parcel of this Constitution.

ARTICLE 31 - AMENDMENT AND ALTERATION OF THE CONSTITUTION

- a) A proposal for amendment of this Constitution shall be made by:
 - i) The National Executive Council
 - ii) An eligible financial member of THE ASSOCIATION, who shall submit a proposal for amendment in writing to the National Executive Council; and which shall be duly seconded by at least twenty (20) other eligible members of THE ASSOCIATION.
- b) The National Executive Council shall process the proposal(s) for consideration at the National Convention (Extra-Ordinary General Meeting) specifically called for such purpose.

- c) A resolution to amend, alter, add or delete any part of this Constitution shall be passed at the Extra-Ordinary General Meeting by a majority vote of at least four-fifth (4/5th) of members present and voting at the meeting.
- d) The commencement date of any amendment, alteration, addition and/or deletion to this Constitution shall be the date at which such resolution was adopted at the Extra-Ordinary General Meeting of THE ASSOCIATION.

ARTICLE 32 - SPECIAL CLAUSE

- (a) THE INCOME AND PROPERTY of THE ASSOCIATION wheresoever's derived shall be applied solely towards the promotion of the objects of THE BAPTIST ACADEMY OLD STUDENTS ASSOCIATION as set forth in this CONSTITUTION; and no portion thereof shall be paid or transferred directly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of THE ASSOCIATION.

PROVIDED that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or staff of THE ASSOCIATION for services actually rendered to THE ASSOCIATION but so that no member of the National Executive Council shall receive any remuneration except repayment of out of pocket expenses or reasonable and proper rent for premises demised.

- (b) NO ADDITION, alteration, or amendment shall be made to the CONSTITUTION for the time being in force, unless the same have been previously submitted to and approved by the Registrar-General of the Corporate Affairs Commission.
- (c) IN the event of a winding up or dissolution of **The Baptist Academy Old Students Association Lagos** there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of **The Baptist Academy Old Students Association Lagos** but shall be given or transferred to some other institution or institutions, having objects similar to the objects of **The Baptist Academy Old Students Association Lagos** and the body or bodies are prohibited from distributing its or their income and property among its or their members to an extent under or by virtue of the SPECIAL CLAUSE hereof, such institutions to be determined by the members of **The Baptist Academy Old Students Association Lagos**; If effect cannot be given to the aforesaid provision then to some charitable object.

ARTICLE 33 - TITLE AND COMMENCEMENT

This Constitution shall be cited as "**The Constitution of the Baptist Academy Old Students Association Lagos**" (otherwise referred to as **BAOSA Constitution**) and shall take effect from the date it is approved at the National Convention as stated hereunder:

Revised and approved on the 25th day of March 2017

APPENDIX I - BYE LAWS

1. The Secretariat of THE ASSOCIATION shall establish an appropriate mechanism for the conduct of annual census of the Old Students of the Academy, primarily aimed to:
 - a) Collate and produce an up-to-date directory Old Students of the Academy with relevant information and bio-data for purposes of periodical publication in the Academy's "WHO IS WHO".
 - b) To assist in this exercise, it shall be the duty of the Secretariat at the end of every academic year to obtain from the Principal of the Academy, a comprehensive list of names and addresses, achievements and every other pertinent information about all students that are passing out of the Academy in each particular year.
2. THE ASSOCIATION shall endeavour to issue Membership identity cards to all financial members, which shall be duly signed and affixed with the seal of THE ASSOCIATION. Such Membership identity cards shall be the duly recognised identification for each member at any event or meeting of THE ASSOCIATION.
3. Every member shall be entitled to wear the Badge or Emblem of THE ASSOCIATION.
4. Special Membership cards shall be issued to all Privileged members comprising Honorary members and Patrons as the case may be for purposes of identification.
5. In the execution of the organisational structure of THE ASSOCIATION, care shall be taken to ensure in its totality, the national character and representation of the membership.
6. The National Convention shall be the highest decision-making organ of THE ASSOCIATION and shall be the supreme authority to infuse unity and progress within THE ASSOCIATION.
 - (a) The National Convention shall meet in the first quarter of the year on a date, place and time to be decided by the National Executive Council.
 - (b) Attendance at the Convention shall be availed to duly accredited delegates and observers and representatives of Area or Regional Chapters of THE ASSOCIATION.
 - (c) The National Executive Council shall exercise the prerogative to invite guests and observers from other Old Students Associations to the National Convention.
 - (e) The National Convention shall deliberate on issues that promote the progress and sustenance of the Academy and the growth and development of THE ASSOCIATION.
 - (f) The National Convention shall receive an address from the President and also receive and deliberate on the report of the National Executive Council of THE ASSOCIATION.

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- (h) The National Convention shall also receive and deliberate on the Audited Accounts of THE ASSOCIATION, which shall be presented by the Treasurer on behalf of the National Executive Council.
 - (j) The National Convention shall receive and deliberate on the Principal's Report, which among others, shall highlight academic achievements, successes, challenges and other accomplishments recorded by the Academy in the preceding year.
7. The National Executive Council shall be the highest administrative and executive organ of THE ASSOCIATION.
- (a) The National Executive Council shall administer and superintend over the affairs of THE ASSOCIATION and shall formulate policies and programmes tailored towards the achievement of the aims and objectives of THE ASSOCIATION.
 - (b) The National Executive Council shall summon and convene the National Convention in accordance with the stipulated provisions of this Constitution.
 - (d) It is the duty of the National Executive Council to coordinate the activities of and ensure the spirit of oneness among the branches of THE ASSOCIATION.
 - (e) The National Executive Council shall retain the power to set aside an appropriate date for the Annual celebration and observance of THE ASSOCIATION's anniversary, which shall also coincide with the Annual FOUNDER's Day Celebration.
8. THE ASSOCIATION shall set up a National Secretariat in Lagos, which shall constitute the operational and administrative centre of THE ASSOCIATION.
- (a) The National Secretariat shall consist of:
 - i) The General Secretary who shall be the Chief Administrative Head of THE ASSOCIATION.
 - ii) The Assistant General Secretary.
 - iii) The Organising/Administrative Secretary, who shall be a full time employee, is to take charge of the day-to-day administrative affairs of THE ASSOCIATION under the directive of the General Secretary or his Assistant.
 - iv) Other staff as the National Executive Council may consider necessary.
 - (b) **Duties:**
 - i) The National Secretariat shall assist the National Executive Council to ensure timely implementation of all decisions and resolutions of THE ASSOCIATION.

- ii) The National Secretariat shall assist in the collation and maintenance of up-to-date record and directory of Old Students of the Academy.
 - iii) The National Secretariat shall assist to coordinate the link between the National Executive Council and all branches and Area or Regional Chapters of THE ASSOCIATION.
 - iv) The National Secretariat shall assist the General Secretary to compile relevant reports and vital information, including reports from the Principal of the Academy, to all the appropriate bodies of THE ASSOCIATION.
 - v) The National Secretariat shall maintain close liaison with the Principal of the Academy and the Parents-Teachers Association of the Academy.
 - vi) The National Secretariat shall carry out any other functions which may be assigned to it by the National Executive Council.
- (c) **Salaries:** The salaries and other emoluments of the employees of THE ASSOCIATION shall be determined by the National Executive Council.
- 9. THE ASSOCIATION shall encourage formation of BAOSA Branches, Class Sets and Cell Groups to stimulate active participation of members in the affairs of THE ASSOCIATION and also promote harmony and social interaction amongst Old Students of the Academy.
 - 10. THE ASSOCIATION shall also encourage active participation of members, who are resident Overseas, through formation of BAOSA “Diaspora” Chapters in designated geographical areas or regions, subject to the consent and approval of the National Convention.
 - 11. Every BAOSA Chapter shall hold regular meetings and furnish report of activities and programmes in each geographical area to the National Executive Council on periodic basis; and at least once a year or as may be prescribed by the National Executive Council.
 - 12. Every recognised and approved Overseas BAOSA Chapter shall operate and function at all times, within the confines and framework of the Constitution of THE ASSOCIATION.
 - 13. Notwithstanding any provision made for the formation of BAOSA Chapters, the provisions of this Constitution shall apply and remain binding on all Old Students of the Academy, whether resident locally or in the Diaspora or elsewhere.
 - 14. Nothing in this Constitution shall prevent any eligible member from exercising his right of membership of THE ASSOCIATION, where such a member elects not to join any BAOSA Chapter, where the person resides or is situated.

APPENDIX II

A. SCHOOL SONG

Saviour, like a shepherd lead us
Much we need thy tender care
In thy pleasant pastures feed us
For our use, Thy folds prepare
Blessed Jesus, Blessed Jesus
Thou hast bought us, Thine we are
Blessed Jesus, Blessed Jesus
Thou hast bought us, Thine we are.

B. MOBILISATION SONG

We are Baptist Academy boys,
And we're proud of our dear alma mater
There sweet fellowship we all enjoy,
Where the spirit of Christ is taught,
Where our Captain God leads us along,
We'll be true to our alma mater always.
Up Baptacad!