THE CONSTITUTION

OF

JUST FRIENDS CLUB

OF NIGERIA

PREAMBLE

We, the members of **JUST FRIENDS CLUB OF NIGERIA,** having firmly and solemnly resolved to **JOIN TOGETHER IN HARMONY** as **ONE INDIVISIBLE AND INDISSOLUBLE** club under God, dedicated to the **PROMOTION** of the **AIMS** and **OBJECTIVES** of the club and **PROTECTION** of the members' rights and interests. And to provide a constitution for the purpose of good administration of the club and welfare of members. Do hereby make and give to ourselves the following **CONSTITUTION:**

ARTICLE ONE

SECTION 1:

a. Name: This club shall be known and called "JUST FRIENDS CLUB OF NIGERIA"

b. Members shall be called ''FRIENDS''

c. Motto: The motto of the club shall be "ONE FOR ALL, ALL FOR ONE"

SECTION 2: Supremacy of the constitution: This constitution and its provisions in its entirety shall be binding on all members.

ARTICLE TWO

SECTION 3: AIMS AND OBJECTIVES

(a) To promote and participate in national discourse and champion national consciousness on developmental issues;

(b) To serve as a think tank on resolving African economic and social challenges;

(c) To provide for and engage in acts of philanthropy in favour of the needy members of the society at large;

(d) To promote the welfare of members; and

(e) To organise such activities as may be deemed necessary for the attainment of any of the objectives contained herein.

ARTICLE THREE

SECTION 4: MEMBERSHIP

a. A register of members, listed in the order in which they joined the Club shall be maintained and updated by the secretariat and published on the Club's website;

b. Membership of the club shall be open to like-minded Nigerians and foreign nationals resident in Nigeria, subject to the applicable Nigerian immigration laws;

c. Any person who had been convicted for fraud, embezzlement, or is adjudged bankrupt by any court of competent jurisdiction shall not be qualified to be a member of the club;

d. A prospective member shall obtain a registration form from the General Secretary, upon payment of the approved fee as may be determined by the Club from time to time. The duly completed form shall be returned to the General Secretary for filing;

e. Members shall pay a registration fee of an amount as may be determined from time to time by the Club;

f. An applicant shall be sponsored by two members of the club;

g. The sponsors must at the meeting show why the applicant should be admitted into the club;

h. The members present shall put the sponsorship to vote; if the simple majority of those present vote in support, the applicant shall forthwith become a member of the club. If the simple majority of those present vote against the applicant, his/her application shall be treated as having been rejected;

i. A candidate whose application for membership was declined may reapply after three months from the date of disqualification; and

j. Members shall have the rights of voluntary exit.

ARTICLE FOUR

SECTION 5: DUTIES, OBLIGATIONS AND RIGHTS OF MEMBERS

The following will serve as the duties of members of the club. Members shall:-

a. Always co-operate for purposes of attaining the laid down objectives of the club;

b. Attend meetings regularly and punctually;

c. Pay the prescribed monthly dues and other levies as may be approved by the Club as at when due;

d. Seek and strive to protect the interests of other members;

e. Protect the image of the club in words and deeds;

f. Must not commit the club financially or otherwise unless such member is duly authorised to do so;

g. Conduct themselves at meetings of the club in an orderly and peaceful manner;

h. Members shall identify with one another on celebratory and sombre events:

i. The celebratory events are:

- Milestone birthdays (40, 50, 60, 70, 80, 90, 100, etc) of members and their spouses;
- Chieftaincy, knighthood and national recognition; and
- Weddings of members' and their children, graduation from tertiary institutions for members and their immediate families.

j. When a member notifies and invites the Club to a celebratory event, the Club shall make a cash donation of such amount as may be determined by the Club to the member.

k. Sombre Events: With respect to the death of a member's nuclear family, the club shall donate an amount to be determined from time to time by the Club to the member. Nuclear family members are: (a) parents and parents-in-law of the member; (b) children of the member.

l. On the death of a member or his/her spouse, the club will donate an amount to be determined by the Club to the survivor(s);

m. Any indebtedness of a member to the Club will be deducted from any benefit accruing to the member as enumerated in sub-sections (i) and (j) before any donation is made; and

n. Members shall make themselves available during celebratory and sombre events of a member. Except for reason of ill health or death of a spouse or a nuclear family member, a member who fails to attend any celebratory or sombre event will pay a fine of an amount determined by the Club.

ARTICLE FIVE

SECTION 6: MEETINGS

1. a) The Monthly Meeting shall be held at the Secretariat of the club but for the time being, the meetings shall be held in rotation amongst the members of the club or at any other venue that may be decided by the Executive Committee once in a month;

   b) The Monthly Meeting shall be from the hours of 3.00pm to 6.00pm (Nigerian time) or at any other time to be communicated to members by the General Secretary; and

   c) The Monthly meeting shall be held on the second Saturday of every month;

2. The meeting of the Executive Committee shall be held as often as necessary but not less than once in three months;

3. a) There shall be an Annual General Meeting of the Club in August of every year;

   b) The General Secretary, in consultation with the President, may convene an Emergency Meeting as and when the need arises;

4. Notices of meetings shall be sent out to all members of the club by electronic format (e-mails, sms, other social media platforms, etc) or any other means prescribed by the club from time to time, at least four days to the meeting.; and

5. If at any Executive or Monthly Meeting of the club, the President or Vice President is absent for 30 minutes or is unable to occupy the chair, the Executive Committee members present at that meeting shall appoint from amongst themselves a person to preside over the meeting.

6. QUORUM

   a. The quorum for Executive Committee Meeting shall be 2/3 majority; and

b. The quorum for the Monthly Meeting shall be 1/3 of members of the club. However, in arriving at membership for this purpose, diaspora members and members who sent apologies for their absence shall be excluded

7. LANGUAGE OF BUSINESS

The medium of communication shall be English Language.

8. VOTING

a. All Financial Members can vote and be voted for in the club.

b. All resolutions relieving an officer of his post before the expiration of his/her term of office shall be by simple majority.

c. Every voting member shall have one vote.

d. In the event of a tie, the president shall have a casting vote.

e. Voting shall be by secret ballot.

ARTICLE SIX

SECTION 7: OFFICERS AND THEIR FUNCTIONS

There shall be the following officers: President, Vice President, General Secretary, Assistant General Secretary, Financial Secretary, Treasurer, Social Secretary, Publicity Secretary and Legal Adviser.

PRESIDENT

a. There shall be a President who shall preside at the Executive Committee and Monthly Meetings and direct the affairs of the club to ensure that the aims and objectives of the club are met at all times;

b. The President shall ensure that the constitution and the rules and regulations are operated at all times in the spirit they are intended, and for the benefit of the club and its members;

c. The President, in consultation with the Executive Committee, shall appoint ad-hoc committees as the need arises;

d. The club's Statement of Account shall be signed by the President or in his absence the Vice President and the Financial Secretary; and

e. Any other function that may be assigned by the General House.

VICE PRESIDENT

a. There shall be a Vice President who shall exercise the functions of the President when the President is absent, or unable to preside;

b. The Vice President shall always be the chairman of the disciplinary committee unless there are good reasons to the contrary; and

c. Any other function that may be assigned by the General House.

GENERAL SECRETARY

a. There shall be a General Secretary who shall convene both the Executive Committee and the Monthly Meetings in consultation with the President and keep records of all the proceedings;

b. The General Secretary shall head the Club Secretariat;

c. The General Secretary must send copies of the minutes of Monthly Meetings to all registered members to reach them not later than seven days before the date of the next monthly meeting;

d. The General Secretary must send copies of minutes of Executive Committee Meetings to all members of the Executive Committee not later than fourteen (14) days after the date of the meeting; and

e. Any other function that may be assigned by the General House.

ASSISTANT GENERAL SECRETARY

a. There shall be an Assistant General Secretary who shall exercise the functions of the General Secretary when he/she is absent, or unable for whatever reason to perform his/her duties;

b. The Assistant General Secretary shall maintain a data bank of members; and

c. Any other function that may be assigned by the General House.

FINANCIAL SECRETARY

a. There shall be a Financial Secretary who shall collect all dues and levies and hand over to the Treasurer by the next business day after the meeting, or deposit them in the club's bank account in the absence of Treasurer. A receipt duly signed by the Treasurer for monies paid over to him is sufficient discharge to the Financial Secretary;

b. The Financial Secretary shall keep a record of all the receipts and payments of the club;

c. The Financial Secretary shall give a report of the financial position of the club at Executive Committee and Monthly meetings;

d. The Financial Secretary shall issue receipts for all monies he received on behalf of the club;

e. The Financial Secretary shall prepare annual accounts for each financial year showing the income and expenditure of the cub during that year and statement of its assets and liabilities as at the end of that financial year. He/she shall submit the accounts for auditing not later than fourteen (14) days after the end of the financial year;

f. The club's Statement of Account shall be signed by the President or in his absence the Vice President and the Financial Secretary; and

g. Any other function that may be assigned by the General House.

TREASURER

a. There shall be a Treasurer who shall be custodian of the club's monies;

b. The Treasurer shall ensure that all monies belonging to the club are lodged in the Bank by the next business day after the meeting;

c. The Treasurer shall liaise with the Financial Secretary in the preparation of the club's annual reports; and

d. Any other function that may be assigned by the General House.

SOCIAL SECRETARY

a. There shall be a Social Secretary who shall plan, co-ordinate and execute all matters relating to the social activities of the club;

b. The Social Secretary shall act as the Chief Whip during meetings and bring to book any member who goes against the constitution of the club; and

c. Any other function that may be assigned by the General House.

PUBLICITY SECRETARY

a. There shall be a Publicity Secretary who shall be responsible for dissemination of information about the club;

b. The Publicity Secretary shall disseminate information about the club to all registered members by personal contact and social media platforms, and ensure regular attendance at meetings, functions or other activities of the club;

c. He/she shall act as a liaison between the club and the public and

d. Any other function that may be assigned by the General House.

LEGAL ADVISER

The Legal Adviser shall:

a. Guide and advise the Executive Committee on all legal matters affecting the club;
b. Ensure that all legal documents including agreements the club enters into with other bodies and entities are securely kept in the Secretariat;
c. Supervise and monitor external solicitor(s) engaged to handle litigations on behalf of the club; and
d. Undertake other duties or functions as may be directed or assigned by the President

GENERAL PROVISIONS AFFECTING ALL OFFFICERS

a. An officer of the club shall strive at all times to serve the club diligently and make conscious efforts to discharge to the best of his/her ability tasks assigned to him/her;

b. All official posts are honorary. However, all approved expenses incurred on behalf of the club are re-imbursable;

c. No officer of the club can hold the same office for more than two (2) consecutive terms of three years each;

d. An officer of the club can be removed from office before the expiration of his tenure of office by members in a monthly meeting provided that the intention to do so is declared in the agenda of that meeting and the resolution for removal is carried by a majority vote of not less than 2/3 of members present at that meeting.

e. Any person who has been convicted for fraud, embezzlement, or is adjudged bankrupt by any court of competent jurisdiction shall not be qualified to be an officer of the club; and

f. Every officer shall endeavour to be punctual at all meetings or gatherings organised by the club or on its behalf.

ARTICLE SEVEN

SECTION 8: EXECUTIVE COMMITTEE

a) The Executive Committee shall comprise all the officers of the club who must be financially up to date. The Executive Committee shall formulate the policies and programs of the club. However, policies formulated would be subject to the monthly meeting's approval; and

b) Any member of the Executive Committee who is absent from three executive committee or general meetings in a year without express permission shall be called upon to defend his/her absence at a monthly meeting. The Executive Committee shall then make a report to the General House.

ARTICLE EIGHT

SECTION 9: ELECTION OF OFFICERS

a. Officers shall be elected at the annual general meeting;

b. In the event of a vacancy occurring in the membership of the executive committee before the holding of the next annual general meeting, a bye-election shall be held to fill such vacancy at the next monthly meeting after a notice concerning the election must have been sent to all registered members before the meeting;

c. Only members who have paid up all financial dues and levies can vote or be voted for;

d. Before the commencement of the election at an annual general meeting, two returning officers who shall conduct the elections shall be appointed. The returning officers must be registered members who have paid up all financial dues and levies as of the date of the election;

e. A returning officer who wishes to contest for any official post must resign; and

f. The election of officers shall be by secret ballot only.

ARTICLE NINE

SECTION 10: DISCIPLINE

a. There shall be a Disciplinary Committee whose membership shall be appointed annually by the Executive Committee and approved by the members at a monthly meeting; Members of the Disciplinary Committee shall be financially up to date.

b. The Disciplinary Committee shall consist of three members; two of whom shall form a quorum. Apart from the Vice President who shall chair the disciplinary committee, no other member of the Executive Committee shall be a member;

c. Disciplinary action shall be taken against any member who:-

   i) Violates any fundamental rule of the club;

   ii) Is guilty of any discreditable act likely to bring the name of the club to disrepute;

   iii) Wilfully commits any breach of the constitution or rules and regulations of the club;

   iv) Fails to pay any subscription or levies imposed by the club from time to time for three (3) months after same shall and have become due for payment;

   v) Is generally guilty of any act for which the club at the monthly meeting decides that he/she should be disciplined;

   vi) Any person who has been convicted for fraud, embezzlement, or is adjudged bankrupt by any court of competent jurisdiction shall stand down as a member of the club.

d. The decision to refer any matter to the disciplinary committee rests absolutely with the members in a monthly meeting;

e. The disciplinary committee shall recommend appropriate action to be taken against any member who has been found guilty of any offense under the constitution;

f. Any member who absents him/herself for three consecutive meetings or events shall be subject to disciplinary action;

g. Notification for absence must be sent to the General Secretary not less than 24 hours before the meeting;

h. A member who fails to attend a Club meeting or event without prior notice or reasonable excuse acceptable to the Club shall pay the prescribed fine. Reasonable excuses may include ill health, bereavement, work commitments, travel, family emergencies, or other circumstances approved by the Club. The Club may require reasonable evidence in support of any such excuse.;

i. The penalty for lateness to the club's meetings/functions shall be 50% of the monthly due;

j. A member attending a club meeting after the opening prayers have been said is considered to have come late to the meeting; and

k. The penalty for each offense shall be taken by members at a monthly meeting.

ARTICLE TEN

SECTION 11: SOURCES OF INCOME

1. The following are the sources of income for the club:-

   a. Registration fee from members;

   b. Annual contribution and levies;

   c. Fines that may be gathered from disciplinary actions against members;

d. Donations and gifts from members, patrons, matrons, advisers, well-wishers, and other clubs;

e. Proceeds from fund-raising activities, club organised functions or ceremonies;

f. Returns on small scale investment; and

g. Returns from loans granted to members repayable with minimal or concessional interests.

2. Other sources of income and management of Club's bank account

a) Every member shall make a monthly contribution as agreed but

susceptible to change at any time as may be deemed necessary at a monthly meeting;

b) The Executive Committee shall recommend levies and dues as and when they consider necessary, provided always that such levies and dues are approved by members at a monthly meeting;

c) The club's bank account shall be operated by any two of the following executive members: President, Treasurer, and Financial Secretary. Any two of the signatories can sign at any given time.

d) The President shall be the A-signatory;

e) Withdrawal limit for Treasurer/Financial Secretary shall be such an amount as may be determined from time to time by the Club;

f) The cheque books and other bank documents of the club shall be in the custody of the Financial Secretary;

g) Changes in the name of bank signatories shall be communicated to the bank by the President and General Secretary who shall also provide the bank with relevant documents and information; and

h) The financial year of the club shall be from July 31 to August 1.

ARTICLE ELEVEN

SECTION 12: AUDITOR

a. At each annual general meeting, the Executive Committee shall appoint a three-person audit committee which shall hold office until the conclusion of the next annual general meeting;

b. Only a member who has paid up his/her dues and levies shall be appointed as a member of the audit committee;

c. A member of the audit committee shall be eligible for re-appointment. No member of the audit committee shall hold office for more than two (2) consecutive terms; and

d. The audit committee shall examine and report to the members upon reviewing the annual accounts of the club.

ARTICLE TWELVE

SECTION 13: BOARD OF TRUSTEES

1. There shall be a Board of Trustees for the club. This shall be in compliance with the Companies and Allied Matters Act, 1990.
2. The Board of Trustees shall be the custodian of the spirit, culture, traditions and rules of the club. Members shall act at all times with utmost sense of responsibility and shall be available to guide the Executive Committee whenever the need arises;
3. Such Trustees (hereinafter referred to as The Trustees) shall be at least seven (7) but not exceeding nine (9) in number at any time and shall be known as the Incorporated Trustees of Just Friends Club of Nigeria.;
4. A member shall be elected as a member of the Board of Trustees by simple majority of members present at the Annual General Meeting or monthly meeting;
5. A Trustee shall hold office for a term of five years, renewable for another term;
6. But a Trustee shall cease to hold office if he/she:
    a) Resigns his office,
    b) Ceases to be a member of the club;
    c) Is officially declared bankrupt;
    d) Is convicted of a criminal offence by a court of competent jurisdiction; and
    e) Is recommended for removal from office by 2/3 of members present at an Annual General Meeting.

Vacancy in the Board of Trustees

Upon a vacancy occurring in the Board of Trustees, an election shall be held at the Annual General Meeting immediately preceding the period the vacancy was declared, except where the number of BOT falls below the statutory minimum, then the election shall be held at the next club meeting

Functions of the Board of Trustees

1. The Trustees shall apply to the Registrar-General of the Corporate Affairs Commission for the registration of the club;
2. Upon registration of the club, the Board of Trustees shall be the custodian of certificate of the club and any other documents deemed fit by the Monthly Meeting;
3. The Board of Trustees shall meet at least once in six months;
4. Members of the Board of Trustees can retain membership of the Executive Committee and the Board at the same time; and
5. Any other function assigned by the House.

ARTICLE THIRTEEN

SECTION 13: COMMON SEAL

1. The Club shall have a common seal;
2. Such seal shall be kept in the custody of the General Secretary of the club who shall produce it when required for use by the Club's executives; and
3. All documents to be executed by the club shall be signed and sealed with the common seal.

ARTICLE FOURTEEN

SECTION 14: RELATIONSHIP WITH OTHER CLUBS

The club's relationship with other clubs shall be governed by the general principles of friendship, subject to the decisions of members at a monthly meeting.

ARTICLE FIFTEEN

SECTION 15: AMENDMENT OF THE CONSTITUTION

a. The constitution shall be subject to amendment at all times provided that:

   i) A notice concerning a proposed amendment to the constitution shall be in writing and be signed by at least 1/3 of the financial members of the club. Such notice shall be deposited with the General Secretary at least thirty (30) days before the date of the monthly meeting at which it is to be discussed;

   ii) On the receipt of a notice of proposed amendment to the constitution, the General Secretary shall make it available to the General House for deliberation at the next meeting; and

   iii) The proposed amendment is approved by at least 2/3 majority of the vote of members present at that meeting.

ARTICLE SIXTEEN

SECTION 16: DISSOLUTION OF THE CLUB

All dissolution procedures set forth by Corporate Affairs Commission in Section 608 of Companies and Allied Matters Act 2004 (CAMA) & Activities shall be followed in the event that this club is to be dissolved.

ARTICLE SEVENTEEN

SECTION 17: OATH OF OFFICE

Any member who is elected into office or committee shall swear to an oath of office in front of the Chairman of the Electoral Committee or any other appointed person or member as the case may be.

i) OATH

(a) I .....do solemnly swear allegiance to JUST FRIENDS CLUB. That as ....., I will discharge my duty to the best of my ability, and in accordance with the constitution of the club. So help me God.

ii) OATH OF MEMBERSHIP

(a) I..... do solemnly swear allegiance to JUST FRIENDS CLUB OF NIGERIA. That as a member, I will discharge my duty to the best of my ability, and in accordance with the constitution of the club. So help me God.

.....	.....
CHIEF AMAECHI ALOKE	**NONSO OKECHUKWU**
PRESIDENT	GENERAL SECRETARY
Date: June 05, 2026	Date: June 05, 2026