



ARTICLES OF ASSOCIATION/CONSTITUTION

TRAFFINA FOUNDATION FOR COMMUNITY HEALTH

To further the purposes set forth herein, the members agree to be, and hereby are, organized under these Articles of Association or constitution as a not for profit making organization in Nigeria, non-governmental organization for the Association named , called and be known as henceforth as TRAFFINA FOUNDATION FOR COMMUNITY HEALTH

ARTICLE I – THE ORGANIZATION

1.0 Name of Association

The name of this Association shall be called and known as: TRAFFINA FOUNDATION FOR COMMUNITY HEALTH

2.0 Offices of Association

The principal office of the Association shall be in Abuja – the federal capital territory of Nigeria, as this location administratively hosts many organizations like this; other offices are located in Imo, Abia, Bayelsa and Delta states in south- south and south- east of Nigeria. The Association may have such other offices as may from time to time be designated by its members or its Executive Board.

3.0 Our Mission:

To provide a lead strategy and quality intervention to eliminate all forms of violence against women and girls, provide adequate RH information, prevention and treatment of HIV/AIDS, gender equality and women empowerment, Maternal and Child mortality.

4.0 Our Vision:

A society where women ,children, young people are protected from all forms of violence towards promoting access to quality health care, leadership opportunities, prevention and treatment services for all human persons in Nigeria.

5.0 Legal Status:

The Traffina Foundation is registered with the Corporate Affairs Commission of federal Republic of Nigeria- Abuja and Owerri North Local Government Area in Imo State, with departmental of health status.

6.0 Those we serve

Our targets include: community Women, children and young people (both in-and out of school) and communities.

People Living With HIV/AIDS

Pregnant Women & Women on Post Natal

Rural poor women

People with Disability (PWD)

Orphans and vulnerable children (OVC)

Other vulnerable groups

6.1 Our Core Values and Guiding Principles

TRAFFINA Foundation believes in a society where the right government policies and programs are centered on developing the potentials of women and girls and other young people [Learning, Working, and Staying Healthy, forming families, and exercising citizenship of children, women and young persons, and harnessing them to be positive societal change agents.

Value for human life

Respect for the dignity of life of individuals especially women.

Respect for diversity and differences, and promotion of equality

Full support for community and family values.

Equality for sex, race, colour, age, language, religion, political, birth, physical, mental disability, health status, sexual orientation, civil, political and social status.

7.0 Objectives

The primary objectives of the Association are:

- To promote the human rights of women through education among indigenous women and girls
- Eliminate discrimination and ensure equal participation of women at all levels of society.
- Promote and strengthen gender-sensitive communities and family systems that respond to the issue so of women.
- Eliminate all forms of violence against women and young girls in Nigeria, especially in post conflict zones in Nigeria.
- carry out enlightenment programs that are focused on sexual & reproductive health Rights, treatment adherence for people living with HIV/AIDS, drugs and substance abuse prevention programs, HIV/AIDS education, prevention, care and support.
- Strengthen capacity of health workers in primary health care centers, in other to deliver quality health care services.
- To carry enlightenment programs on the needs to abolish various cultural practices that are dangerous for women during pregnancy and after child birth.

- To advocate and promote the social well being of orphans and vulnerable children in the society.
- To initiate drives geared towards the development of Young people and Women Empowerment through skill acquisition fora and micro-credit financing
- To build the capacity of couples on prevention of maternal and child mortality in both the rural and urban areas
- To advocate for equitable women participation in community health policy formulations
- To conduct research/surveys relevant to children and women development

The activities of the Association shall be held and maintained in the spirit of these objectives.

8.0 Powers

The Association shall have all the powers necessary to provide activities to achieve its objectives including, but are not limited to, the power to educate, advocate, hold and disseminate information consistent with its primary objectives: to conduct seminars and workshops, and the power to collect dues and disperse funds for the membership.

8.1 Membership

Any individual interested in the subject is welcome to be a member in the Association as long as said member remains in “good foundation standing”. A member is in “good standing” when: – the member pays

his/her annual membership dues when required and also rationally believes in the mission, vision and objectives of the association; and will by all means support practically in achieving the objectives to the well-being of every woman and girl as per to end violence against women and other harmful, unhealthy developments affecting women, children and young people in Nigeria.

A member is no longer in “good foundation standing” when: – the member fails to pay his/her annual membership dues when required and does not believe in the mission, vision and objectives of the association both in conduct and in deed.

Membership of the Organization is also open to individuals anywhere who identify with her Aims and objectives and who meet all prerequisites for membership provided either in this Constitution or by any of her organs empowered to do so.

9.0 ORGANS OF THE ORGANIZATION

The Organization shall have the following Organs;

- a. The Board of Trustees.
- b. The Executive Committee.
- c. The General Assembly.

9.1 THE EXECUTIVE COMMITTEE

The Executive Committee shall consist of the following members:

- (i) The Chairperson
- (ii) The Deputy Chairperson
- (iii) The Secretary-General
- (iv) The Assistant Secretary-General
- (v) The Treasurer
- (vi) The Financial Secretary
- (vii) The Assistant Financial Secretary
- (viii) The Public Relations Officer
- (ix) The Legal Adviser

9.3 ELECTION INTO AND TENURE OF OFFICE OF THE EXECUTIVE COMMITTEE

- (a) Members of the Executive Committee shall stand election by simple majority of the members present and voting at General Meeting of the Organization.
- (b) A members of the Executive Committee shall hold office for a period of 2(TWO) years and there after may be re-elected for another term.

9.4 FUNCTIONS, DUTICE AND POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee for the time being in office shall be the administrative organs of the Organization and shall have powers to:

- (a) Formulate policies, rules or regulations for Incorporated TRAFFINA FOUNDATION FOR COMMUNITY HEALTH subject to the ratification, amendment or rejection of the Organization in General Meeting and any such policies, rules or regulations including actions taken pursuant to them, once rectified shall be binding upon the Organization.
- (b) Employ workers and staffs of the organization and implement their remunerations, allowances and entitlements as approved by the Board of Trustees.
- (c) Implement disciplinary measures against erring members per recommendation of the Disciplinary Committee or to vary same.
- (d) Present at the end of every Annual General Meeting, Annual Reports and Audited Annual Financial Accounts of the organization.

- (e) Executive diligently any other function (s) as may be prescribed by this Constitution or agreed upon by the General Assembly.
- (f) Oversee the affairs of the Organization and make recommendations to the Board of Trustees on all matters affecting the Organization and shall meet not less than thrice in any calendar year for the purpose of:
 - (i) Preparing budgets for the Organization subject to the approval of the Board of Trustees.
 - (ii) Making proposals which they may consider necessary for efficient attainment of the Organization's goals for implementing.

9.5 EXECUTIVE COMMITTEE MEETING

- (a) The Chairperson shall chair all Executive Committee meetings.
- (b) In the absent of the Chairperson, the Deputy Chairperson, or in his absence, any other Executive members those present may appoint shall perform the function.
- (c) Three members shall constitute a quorum at every meeting.
- (d) Subject to the section relating to amendment, alteration of this constitution/article shall be the decision of Executive Committee and shall be simple majority of members present and voting.
- (e) Every member shall have one vote but the Chairman shall have a casting vote.
- (f) The Secretary-General shall keep minutes of all meeting of the Executive Committee and such minute shall be signed by the Chairperson and Secretary as official records or proceedings of the meeting to which it relates.

9.6 REMOVAL OF MEMBER OF EXECUTIVE COMMITTEE

A member Executive Committee of the Organization may be removed from the office:

- (a) S/he ceases to be a member or is disqualified to be a member of the Organization.
- (b) S/he persistently neglects or refused to discharge his/her duties.
- (c) S/he is convicted of and offence involving fraud or dishonesty.

Any vacancy occurring by the removal or resignation of a member shall be filled by the appointment of a qualify member of the Organization by the Chairperson into the office and such an appointee shall continue in office till the next election year when the General Assembly may vote him in or out of the office if he stands election and if he does not, any other candidate may be voted into replace him.

10.0 THE GENERAL ASSEMBLY

The General Assembly of Women (GAWO) shall consist of the members of The Incorporated TRAFFINA FOUNDATION FOR COMMUNITY HEALTH in General Meeting and it shall be the highest decision making Organ of the Organization with powers to ratify, amend or reject the acts of any of the other Organs.

10.1 BOARD OF TRUSTEES: COMPOSITION

1. The Trustees of The Incorporate Trustees of TRAFFINA FOUNDATION FOR COMMUNITY HEALTH for purpose of the companies and allied Maters Act No. 1 of 1990, part C shall be appointed by the members present at a General Meeting.
2. QUORUM the Quorum shall be two third majority votes of the present members at the Meeting.
3. Such Trustees shall not be less then two (2) and not more than ten (10). The trustees shall be known as the incorporated Trustees of TRAFFINA FOUNDATION FOR COMMUNITY HEALTH.

1. The trustees may hold office for life, but a Trustee shall cease to hold office if he or she:
 - a. resign his office;
 - b. ceased to be a member of The Incorporated Trustees of TRAFFINA FOUNDATION
 - c. become insane;
 - d. is officially declared Bankrupt;
 - e. convicted of a criminal offence involving fraud or dishonesty by a court of competent jurisdiction;
 - f. Is recommended for removal from office by two-third majority vote of the members present at a general meeting.
 - g. Ceases to reside in Nigeria.
 - h. S/he is dead

5. Upon a vacancy occurring in the number of Trustees a General Meeting will be held to elect any eligible member of the Organization to fill the vacancy.

10.2 FUNCTIONS, DUTIES AND POWERS OF TRUSTEES

In addition to the power conferred by this Constitution, the Board of Trustees shall have the powers to:

1. Apply in the prescribed manner to the Corporate Affairs Commission for Certificate of Incorporation of the Organization under the Companies and Allied Matters Act, 1990 (hereinafter referred to as 'The Act') and hold same in trust for the Organization.
2. Ensure compliance with all legal requirements for proper documentation of the affairs of the Organization as provided by the Act:
3. Acquire and hold in trust all land belonging to the Organization and procure on her behalf real property and chattels subject to the provision of the Act.

4. Funds raise and disburse resources available for the purpose of investments, charitable and philanthropic purpose of the organization.
5. Consider and approve recommendation made to it by its Executive committee: and
6. The Trustee shall act in good faith and at all the interest of the Organization.
7. Mediate in conflict of interests between the executive committee, members or staff of the organization amicably.

10.3 MEETING OF THE BOARD OF TRUSTEES

1. The Board of Trustees shall elect one of their members to be the Chairperson and another to be the Secretary.
2. The Trustees shall meet at least once every year.
3. Decision of the Trustees shall be simple majority of members present except as may be hereinafter provided.
4. The Secretary to the Board of Trustees shall keep minutes of the meetings
Of Trustees and such minutes shall be signed by the chairman and the Secretary as the official records or proceedings of the meeting to which it relates.
5. The quorum of the Trustees shall be three members present.
6. The Trustees shall make such rules as they deem necessary for proper conduct of their meetings.

10.4 COMMON SEAL

- a. The Board of Trustees shall have common seal.

- b. The seal shall be kept under the custody of the Secretary who shall produce it when ever it is required.
- c. All documents required to be executed by the Trustees shall be signed by at least two Trustees and sealed with the common seal.

10.5 AUDITORS

There shall be appointed External Auditors at the General meeting to audit and prepare annual financial report of the Organization.

10.6 FUNCTION OF THE EXECUTIVE COMMITTEE

Without prejudice to the collective responsibility of the Executive Committee enshrined in this article of association/Constitution, the following shall be their specific duties and function:

- (a) The Chairperson Shall:
 - (i) Be head of the Executive Committee of The Incorporated Trustees of TRAFFINA FOUNDATION
 - (ii) Preside over all meetings of the Executive Committee.
 - (iii) Be the Chief spokesman of the Organization or assigned any Executive Officer to so speak on behalf of the Organization:
 - (iv) Represent the organization in all local, state, federal or international activities or Organization and shall have power to commit the Organization, with the approval of a simple majority of the Executive Committee, in any contractual undertaking:

- (v) Shall, if present, have the casting vote in all polls where there is a "tie": and
 - (vi) Shall be a signatory to the organization' s account
- (b) The Deputy Chairperson shall:
- (i) Assist the chairperson in the performance of his duties.
 - (ii) Act for the Chairperson in his absence.
 - (iii) Perform any other duty as the Chairperson or the General Assembly may from time to time assign.
- (c) The Secretary-General shall:
- (i) Be the scribed of The Incorporated Trustees of TRAFFINA FOUNDATION
 - (ii) Ensure that minutes of Executive Committee and General Assembly meetings are taken.
 - (iii) Keep all documents of The Incorporated Trustees of TRAFFINA FOUNDATION, apart from the once specifically mentioned in this constitution to be kept by other official:
 - (iv) Undertake all correspondence on behalf of the Organization and
 - (v) Perform any other duty as the Chairperson or the General Assembly may from time to time assign.
- (d) The Assistant Secretary-General Shall:
- (i) Assist the Secretary-General in the performance of his duties.

- (ii) Perform any other duty as the Chairperson or the General Assembly may from time to time assign.
- (e) The Treasurer shall:
 - (i) Collect all monies and financial instruments on behalf of The Incorporated Trustees of TRAFFINA FOUNDATION
 - (ii) Be custodian of the Organization's money which he must deposit within 24 hours of receipt/collection into the designated bank account (s) and give copies of the tellers for all deposits to the financial Secretary for the records.
 - (iii) Be a signatory to Organization's account.
- (f) The Financial Secretary Shall:
 - (i) Keep all financial books/records of The Incorporated TRAFFINA FOUNDATION FOR COMMUNITY HEALTH including records of all money income and outgoing howsoever made.
 - (ii) prepare all financial statements of the Organization from the bank Accounts, and present same to the Executive Committee on demand: and
 - (iii) Be a signatory to the Organization's account.
 - (iv) Prepare in conjunction with Treasurer and the Assistant Financial Secretary Annual Financial Reports of the Organization and represent same to the General Assembly.
- (g) The Assistant Financial Secretary shall.
 - (i) Assist the Financial Secretary in the performance of his duties.

- (ii) Perform any other incidental duty as the Chairperson or the General Assembly may from time to time assign.
- (g) The Public Relation Officer shall:
- (iii) Disseminate the ideals and objectives of The Incorporated TRAFFINA FOUNDATION COMMUNITY HEALTH as herein enshrined:
 - (iv) Ensure that the Organization's activities enjoy favorable publicity.
 - (v) Shall, as funds permit, and in conjunction with the Executive Committee organize publicity event and publish periodic newsletters or journals concerning the activities of the center and distribute same for public consumption: and
 - (vi) Performing any other incidental duty as the Chairman or the General Assembly may from time to time assign.
- (h) The Legal Adviser shall:
- (i) Be the Chief Legal Adviser to the Organization on all legal matters:
 - (ii) Advocate for the Organization in court by organizing a legal team
Or personally appearing in court to defend or prosecute cases for her:
 - (ii) Be Chairperson of the disciplinary Committee: and
 - (iii) Shall always be a legal practitioner.

10.7 MISCELLANEOUS PROVISIONS

10.8 FUNDS

For the purpose of raising and obtaining funds, The Incorporated TRAFFINA FOUNDATION FOR COMMUNITY HEALTH may:

- (a) Organize funds-raisers however described:
- (b) Collect donations from individuals, corporate bodies, local and international organization.
- (c) Receive grants or assistance from Trustees, Foundations and other Charitable and philanthropic organizations in Nigeria and abroad; General funds internally from fees, levies, services, trainings, consultancy, properties and charity sales.

10.9 INDEMNITY

A member of the Organization, a Trustees, an executive or any other person employed by the Organization shall be indemnified out of the funds of The Incorporated Trustees of TRAFFINA FOUNDATION FOR COMMUNITY HEALTH against any liability incurred by him/her in good faith in the performance of his/her official/assigned duties.

11.0 AMENDMENTS

- a. An amendment to this Constitution shall be made at an Annual General Meeting of The Incorporated Trustees of TRAFFINA FOUNDATION FOR COMMUNITY HEALTH, convened for that purpose provided such amendment shall not be valid unless approved by a resolution of a two-thirds majority of members present a voting at the general meeting convened for that purpose.
- b. Notice of all such amendments shall also be forwarded to the Register General, Corporate Affairs Commission, Abuja.

11.1 SPECIAL CLAUSES

THE INCOME AND PROPERTY OF The Incorporated Trustees of TRAFFINA FOUNDATION FOR COMMUNITY HEALTH, when so ever derived shall be applied solely towards the promotion of the Organization as set forth in this rules and regulations/Constitution/article of association and no portion thereof shall be paid or transferred directly or indirectly by a way of dividend, bonus, or otherwise by ways of profit, to the members of the Organization.

PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to an officer, servant or consultant of the Organization in return for any service actually rendered to The Incorporated TRAFFINA FOUNDATION FOR COMMUNITY HEALTH, but so that no member of the Board of Trustees or Executives committee shall be appointed to any salaried office of The Incorporated Trustees of TRAFFINA FOUNDATION FOR COMMUNITY HEALTH , or any office of paid for by fees, and that no remuneration or other benefits in money or monies shall be given by the Organization to any member of Board of Trustees or Executive Committee except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let top the Organization Provided that the provision last aforesaid shall not apply to any payment by any company to a member of the Organization in which such member shall not hold more than one-hundredth part of the share capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

NO ADDITION, alteration or amendment shall be made to or in the CONSTI TUTION /ARTICLE OF The Incorporated Trustees of TRAFFINA FOUNDATION FOR COMMUNITY HEALTH unless the same has been previously submitted to and approved by the Registrar- General.

IN the event of a winding up or Dissolution of The Incorporated Trustees of TRAFFINA FOUNDATION FOR COMMUNITY HEALTH , and there remains after the satisfaction of all the debts and liability, any property whatsoever, the same shall not be paid to and distributed among he members of The Incorporated Trustees of TRAFFINA FOUNDATION FOR COMMUNITY HEALTH, but shall be given or transferred to some other institution(s) having objects similar to that of the Organization and the body or bodies are prohibited from distributing its or their income and property amongst its or their members to an extent at least as great as is imposed on The Incorporated Trustees of TRAFFINA FOUNDATION FOR COMMUNITY, under or by virtue of the SPECIAL CLAUSE hereof such institution (s) to be determined by the members of The Incorporated Trustees of TRAFFINA FOUNDATION FOR COMMUNITY, and if effect cannot be given to the aforesaid provision, then to some charitable object.



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CHAIRMAN

.....
SECRETARY

21st March 2007
DATE.....

20 March 2007
DATE.....

TRAFFINA FOUNDATION FOR COMMUN. HEALTH