ARTICLES OF ASSOCIATION

Official Constitutional Governance Charter & Organizational Bylaws

LEGAL DOCUMENT

1.0 INTRODUCTION — FOUNDATION STATUS & PURPOSE

This document functions as the **'Constitution'** of the **Baobab View Community Foundation**. Its purpose is to make clear the mandate and purpose, procedure of the Board, the structure of the organization and the governing principles.

1.1. Official Name & Origin:

The official name of the organization is the **Baobab View Community Foundation**. It is commonly known as **BVCF**, hereafter referred to as the *Association*. BVCF was formed in response to youth and women unemployment challenges faced by community members who, because of their day to day challenges and experience due to changes faced by these individuals with immediate support by the government.

2.0 MISSION AND MANDATE — STRATEGIC OBJECTIVES & MEMBERSHIP

2.1 Mission

The Baobab View Community Foundation is a non-governmental, non-profit organization and charity established by Nigerians and community members in Kaduna to respond to social, economic, health and educational needs of these youth, women and their families.

2.2 Mandate

The purpose of the Baobab View Community Foundation is to:

a. **facilitate the successful economic empowerment**, create employment, develop marketable skills, become self employed towards financially independent.
b. **provide after-school educational services** for children and their families as a compliment to the public school system;
c. **offer financial support and other social support** to individuals and communities at large.

2.3 Membership

Full membership of the Association will be granted to those who fulfil the following criteria:

a. **Individual adults** regardless of religious belief, ethnic origin, gender, sexual orientation, and political persuasion whose membership furthers the Association's mission and mandate, so long as the criteria laid down by the BVCF Board of Directors is upheld;
b. **Individuals under the age of eighteen years (18)** and accompanied by a parent or guardian, or referred by an agency, school or educational authority, and subject to the criteria laid down by the BVCF Board of Directors;
c. **Honourary members** shall be appointed at the discretion of the BVCF Board of Directors;
d. **The BVCF Board of Directors shall reserve the right to:**
    i. Approve or reject the application for membership, or terminate the membership of an individual for some good and sufficient reason. The parties concerned may appeal the decision not more than twenty-one working days (21) after the decision, otherwise they forfeit the right of appeal;
    ii. The BVCF Board of Directors reserves the right of the said decision being final.

3.0 GOVERNANCE — BOARD OF DIRECTORS & ADMINISTRATION

3.1 Board of Directors

3.1.1 Board Membership

VOTING MEMBERS:

i. At the Association's Annual General Meeting a Board of Directors will be elected, made up of Chairperson, Vice-Chairperson, Treasurer, Secretary, and any other honourary officers that members may deem fit to a total of nine (9). These would include the Association's volunteers, parents, and representatives of community groups.

ii. Election for the Board of Directors shall take place annually and the post held for a maximum of two years.

iii. In addition to those elected and serving by virtue of all election clauses therein, the Board of Directors reserves the right to co-opt up to and not more than two (2) members from any other association, group, agency or organization who shall serve as full members of the Association until the next Annual General Meeting after individual co-option, provided that the total number of co-opted members does not exceed one-third of the Board of Directors total at any time, and is in full accordance with the election clauses herein. Co-opted members shall retain the same voting rights as elected members.

iv. Any vacancy within the Board of Directors, caused accidentally, deliberately or otherwise, will be temporarily filled by the existing Committee members until the conclusion of the next Annual General Meeting, where the said vacancy(ies) will be deemed open.

Non-voting member: The Director will be a non-voting member of the Board of Directors.

3.1.2 Executive Committee Job Description

An Executive Committee of the Board of Directors is comprised of the Chairperson, Vice-Chair, Treasurer, Secretary and the Director of the Association. The role of the Executive Committee is to advise the staff, develop programs, and make governance decisions within the policy framework of the organization, on behalf of, and under the direction of the Board of Directors.

i. Subject to, and as hereafter mentioned, the policies, programs, affairs and general management of the Association shall be directed by the Executive Committee, which will meet not less than six (6) times yearly.

ii. The Executive Committee may appoint any such sub-committee as may seem fit to carry out the work of the Association but shall determine the Terms of Reference, power, duration and composition of the said committee. All acts and proceedings of the said committee shall be reported back to the Executive Committee at determined intervals.

iii. The Executive Committee may appoint auditors or accountants or both to determine the annual audit.

3.1.3 Officers' Job Description

i. Chairperson: The role of the Chairperson is, primarily, to maintain the integrity of the Board of Directors' process, and secondarily, occasional representation of the Board of Directors to outside parties. The Chairperson will chair all Board of Directors' meetings unless other arrangements are made. The Chairperson will ensure that Board of Directors meeting agendas and minutes are sent to members in a timely manner. The Chairperson will develop agendas in consultation with the Director.

ii. Vice-Chairperson: In addition to attending all Board and Executive Committee meetings, the Vice-Chairperson shall substitute for the Chairperson when necessary.

iii. Treasurer: The role of the Treasurer is to work with the Director to ensure overall sound financial management – that Association's finances, including budgeting, expenditures and financial monitoring and reporting are carried out in a fiscally responsible manner. The Treasurer will:

- **a)** report regularly to the Board of Directors on the overall picture of the organization;
- **b)** ensure that members make their annual contributions in a timely manner;
- **c)** alert the Director, and the Board of Director to any financial risk or irregularities requiring urgent attention;

iv. Secretary: Staff are responsible for keeping a record of the Board of Directors and Executive Committee meetings. The Secretary reviews the minutes before they are distributed.

v. Director: The Director is an ex-officio member of the Board of Directors and Executive Committee. The Director serves as a resource person to the Board of Directors, assists the Chairperson in agenda preparation, and provides advice as necessary.

3.2 Annual General Meeting

a. At least twenty-one (21) days notice of Annual General meetings shall be given in writing to each member by the Secretary.
b. At such meetings, business shall consist of: election, co-option of members, appointment of financial, legal advisors, auditors, education and social counsellors, or any other business that may be necessary;
c. The Chairperson may at any time use discretionary powers to hold an emergency meeting within twenty-one (21) days of receiving a request for such a meeting, the request being signed by at least two-thirds of the full representative members of the Board of Directors, outlining the reasons for such a request.
d. The proceedings of the Annual General meeting may be deemed void if election and co-option procedures are not adhered to, however, these proceedings cannot be invalidated due to any failure in the proceedings to elect, co-opt or appoint members due to circumstances beyond its control.

3.3 Code of Practice at all Meetings

3.3.1 Quorum: The quorum at the Annual General meeting and the Board of Directors shall be constituted by not less than two-thirds of the total membership of the Association.

3.3.2 Voting:

i. Save as otherwise, all questions or queries will be directed through the Chairperson and decided upon by a simple majority if need be by those present and entitled to vote.
ii. Arrangements will be made to vote by proxy providing those arrangement do not contravene 3.2.a.
iii. No person shall exercise more than one (1) vote. In the event of the equality of votes the Chairperson will exercise her/his right to a casting vote.

3.3.3 Minutes:

i. Written records shall be taken and kept of all proceedings by the Board of Directors or committees as the case may be.
ii. All proceedings will be monitored and recorded by the Secretary of the Association.
iii. Locations, dates and times of all the Association meetings will be posted to all members.
iv. Agendas and minutes of the previous meeting will be posted or when possible, handed to all members.

4.0 FINANCES — FIDUCIARY CONTROLS & SIGNING AUTHORITY

1. **4.1** All money acquired by or on behalf of BVCF shall be used in the furtherance of the mandate of the Association or any other purpose provided herein such as payments in good faith and out-of-pocket expenses of right and proper remuneration for the work done for the Association.
2. **4.2** The Treasurer shall be required to keep proper accounts of the Association's finances.
3. **4.3** These accounts are to be audited by the appointed auditors, who will be appointed on a yearly basis at each Annual General meeting.
4. **4.4** Itemized documented statements of all finances shall be made available to all members at the Annual General meeting.
5. **4.5** A bank account shall be opened in the name of BVCF.
6. **4.6** There are two signing officers – Chairperson and Director. Any one signature of the above are allowed or required on a cheque.
7. **4.7** Any cheques signed without approval or full endorsement of the Board of Directors will be deemed invalid.

5.0 CONSTITUTION AMENDMENT — FORMAL ADOPTION & RATIFICATION

This constitution was formally amended and adopted by the Association on August 29, 2026.

CHAIRPERSON
Signature & Date — BVCF Board of Directors

VICE-CHAIRPERSON
Signature & Date — BVCF Board of Directors

EXECUTIVE DIRECTOR
Signature & Date — BVCF Secretariat

TREASURER
Signature & Date — Finance & Audit Committee