

INTERNET SOCIETY (NIGERIA CHAPTER)
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ARTICLE 1 - THE CHAPTER

1.1 NAME: The Chapter shall be known and addressed as INTERNET SOCIETY NIGERIA CHAPTER and shall be initialled 'ISOC NIGERIA CHAPTER'

1.2 THE HEADQUARTERS/SECRETARIAT OF THE CHAPTER

The National headquarters of the Chapter shall also serve as the secretariat and be located in Nigeria. The Executive Council(EC) decides on the location within Nigeria subject to the simple majority approval of members at the Annual General Meeting (AGM).

1.2.1 For the purpose of good governance, smooth management, and effective administration, the Chapter may also function temporarily from any other state chapter Secretariat located anywhere in Nigeria.

ARTICLE 2 - AIMS AND OBJECTIVES

2.1 The aims and objectives of the Chapter shall be to:

- (a) facilitate and support the technical evolution of the Internet as a research, development and education infrastructure, and to stimulate the involvement of the Industry, academia, Government, end-users and other sectors of human endeavour in the evolution of the Internet.
- (b) educate the academia industry and the public at large concerning the technology, use and application of the Internet.
- (c) promote educational applications of Internet technology for the benefit of Government, Academia, industry and the public at large.
- (d) provide a forum for exploration of new Internet applications, and to stimulate collaboration among organisations in their operational use of the global Internet.
- (e) encourage interaction and cross-pollination of ideas amongst members, for the achievement of the aims and objectives of the Chapter.
- (f) foster unity and cooperation between the Chapters within the region and the Global Society chapter in particular and the public at large.
- (h) promote the use of open Internet and related technologies to advance any educational and scientific purpose for public good.

2.2 FUNCTIONS:

In furtherance of accomplishing its objectives, the Chapter shall:

- (a) hold regular meetings
- (b) develop, implement and promote ideas, projects, programmes and organise activities that will enhance the rapid development of the Chapter in particular and the public in general.
- (c) mobilise, encourage all members of the Chapter and the public to be interested in its programmes and activities.

2.3 AFFILIATION:

With a view to encourage efficiency and coherence of actions/programmes, the Chapter shall be chartered by Internet Society, 1775 Wiehle Avenue, Suite 210, Reston, VA 20190-5108 U.S.A., and shall cooperate with any other Association/Society whose objectives, in the opinion of the Executive Council of the Chapter, are to the best interest of the Chapter.

ARTICLE 3 - MEMBERSHIP

3.1 ELIGIBILITY/QUALIFICATION:

Membership of the Chapter shall be open to individuals and organisations in Nigeria (including Citizens in the diaspora) who shall all be members of the Internet Society.

3.1.1 REGISTRATION

Persons so qualified to be members of the Chapter shall be required to complete such formal registration procedure as may be stipulated by the Executive Council from time to time. Every registered member shall be issued with a membership/registration number. The member shall:

- (a) Make himself available and responsive to activities and programmes of the Chapter at all levels; International, Regional, National, or States.
 - (b) Discharge all applicable obligations such as financial, moral, and so on, to the Chapter as required.
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3.2 PATRONS

3.2.1 There shall be Patrons who shall be respected and knowledgeable members of the Internet Ecosystem.

- (a) Patrons shall hold office for a duration to be determined by the General Assembly.
- (b) The Office of the Patrons shall be purely Honorary .
- (c) The Patrons to be appointed shall be determined by the Executive Council subject to the approval of the General Assembly.

(d) Patrons should be sourced across the country and they must have contributed significantly to the aims and objectives of ISOC, to be so honoured

3.2.2 The Patrons appointed shall be entitled to attend and vote at the General Meetings of the Chapter, and other functions of the Chapter on the invitation of the Executive Council.

3.3 CESSATION OF MEMBERSHIP

A member of the Chapter shall continue his membership as long as he continues to fulfil his obligations to the Chapter, and observe the regulations and rules of the Chapter, but shall automatically cease to be a member:

- (a) if he gives to the Secretary - General a written notice of resignation of his membership;
- (b) if he fails to pay any applicable subscription for more than 6 months after the due date of such subscription
- (c) if the member having committed some act or been found guilty of inconsistent behaviour with membership obligations; the Executive Council, on the recommendation of the Disciplinary Committee, shall resolve by a simple majority of its members, to withdraw his membership, subject to the ratification of the General Assembly at the next AGM

3.4 RE-ADMISSION

On the recommendation of the Executive Council, a former member whose membership had been terminated for reasons other than for arrears of dues/levies, may be re-admitted provided the simple majority of votes of members present approve the recommendation at such general meeting.

ARTICLE 4 - DISCIPLINE

4.1 FORFEITURE OF MEMBERSHIP

A member may forfeit his membership if he conducts himself in a manner considered improper by the Executive Council. Improper conduct shall include but not limited to:

- (a) Embezzlement of the Chapter's funds, and
- (b) Conviction for any criminal offence by a court of competent jurisdiction.

4.2 CONDITION FOR FORFEITURE

Provided that

before any disciplinary action is taken against a member, he shall be given adequate opportunity and facility of being heard by an independent body (the Disciplinary Committee) to be constituted by the Executive Council.

4.2.1 Notwithstanding, any other provisions to the contrary, if a complaint is made to the Executive Council regarding the conduct of a member within and outside the Chapter, the Executive Council shall refer the complaints to the Disciplinary Committee.

4.2.2 The Disciplinary Committee will demand for a written explanation within a period not longer than 6 weeks from the date of writing to the member concerned.

4.2.3 If a member is found guilty of the allegations against him or a member neglects or declines to furnish any written explanations within the period stipulated in sub-article 4.3, the Disciplinary Committee shall recommend appropriate disciplinary action e.g. reprimand, fine, suspension, expulsion etc to the Executive Council for approval and implementation.

4.2.4 All disciplinary actions shall however be subject to review by a simple majority of members present at the AGM of the Chapter.

ARTICLE 5 - MEETINGS

5.1 The Chapter shall hold meetings only in places (including online) that are open and accessible to majority of members of the Chapter.

5.2 ANNUAL GENERAL MEETING(AGM)

5.2.1 The Chapter shall hold an Annual General Meeting (AGM) at such time and place (Including online) as may be determined by the General Assembly on the recommendation of the Executive Council and announced at least 21 days before the meeting date.

5.2.3 The business of the AGM shall be to:

- (a) receive the President's report of the activities of the Chapter during the preceding year;
- (b) receive and consider the following:
 - i) accounts of the Chapter for the preceding year
 - ii) auditor's report on the accounts.
 - iii) treasurer's report on the financial position of the Chapter
- (c) elect officers and other committee members
- (d) appointment of the Auditors
- (e) appoint or Remove the Trustees
- (f) introduce or fix the subscriptions for the current year.

5.2.4 The AGM shall consist of all members. It shall constitute the supreme authority of the Chapter which shall conduct the affairs of the Chapter and shall retain all rights and privileges and have final say on the affairs of the Chapter. It shall have exclusive prerogative of voting on any or all of these:

- (a) Election of Executive Council members
- (b) Appointment of Auditors
- (c) Adoption of programmes for the session
- (d) Election of members of Ad-hoc/standing Committees
- (e) An agenda item introduced by a member. Such item must be circulated to the executive and members at least 28 days before the AGM. In addition the member must include the following supporting information to the agenda:
 - (i). Rationale for adding the item
 - (ii). Support for the agenda inclusion by at least 7 of members

(f) Any other matters assigned by this constitution.

5.3 EXTRA-ORDINARY GENERAL MEETING

5.3.1 An extraordinary General Meeting may be convened at any time (either as face 2 face or online) through the following options:

(i). Upon a resolution of the Executive Council(EC) Such resolution must be supported by 2/3 of the EC.

(ii). If there is any matter of urgency that needs to be deliberated upon by members. In such situation, the member must send the request to the EC and Members and it must be supported by at least 10% of total members

5.4 PROCEEDINGS AT ANNUAL AND EXTRAORDINARY GENERAL MEETINGS

The President or in his absence, the Vice President shall preside at every general meeting. If there be no such President and Vice President, or if at any meeting neither of them shall be present within thirty minutes after the time appointed for holding the same and be willing to preside, the members present shall choose one member of the Executive Council to preside.

(a) No business shall be transacted at any general meeting unless a quorum is present. 15% of members shall form a quorum.

(b) If within one hour after the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the request of the General Assembly shall be dissolved. In any other case, it shall stand adjourned to be reconvened on a new proposed date which shall allow a reasonable notice to all branches/members at the same time or place (or online) as the Executive Council may determine.

(c) If at such adjourned meeting a quorum is still not formed within half an hour from the time appointed for holding the meeting, the members present shall be a quorum; and such a meeting shall constitute an emergency, but valid meeting, binding as a full meeting.

(d) The President may with the consent of any meeting at which a quorum is present (and if so directed by the meeting) adjourn the meeting from time to time and from place to place including online.

(e) Except otherwise expressly provided by this constitution, resolutions at AGMs shall be passed by a simple majority of the votes entitled to be cast by the members present at the meeting.

(f) Resolutions at extraordinary general meeting shall be passed by simple majority of the votes entitled to be cast by the members present at the meeting.

(g) Each member shall have one vote on every resolution.

(h) In the event of equality of votes at an Annual General Meeting, the Chairman shall have a second or casting vote. There shall be no second or casting vote, on any resolution proposed at an extraordinary general meeting.

(i) Notice of the place and time of meetings shall be distributed to all members, in case of AGM at least 28 days prior to the meeting, and 14 days in case of extraordinary general meeting. Notice shall be by Internet mail, telegraphic or other written notice duly served on or mailed.

(j) The length of notice for any other meeting shall be determined by the Executive Council from time to time, but shall not be less than 7 days.

ARTICLE 6 - OFFICERS

6.1 The Executive Council of the Chapter shall be constituted by the following officers:

1. The President
2. The Vice President
3. The Secretary-General
4. Programme Secretary
5. Financial secretary
6. Treasurer
7. Public Relations Officer
8. Others without Voting Rights:
 - (a) Immediate Past President (IPP) (Ex-Officio)
 - (b) Legal Adviser

6.2 FUNCTIONS OF THE OFFICERS

6.2.1 THE PRESIDENT:

- (a) Shall act as the Chief Executive Officer of the Chapter.
- (b) Shall supervise and manage the overall operations of the Chapter including presiding over meetings and to ensure orderliness at such meetings.
- (c) Shall have a casting vote in case of stalemate.
- (d) Shall in conjunction with others conferred with such powers by this constitution, transact businesses on behalf of the Chapter.
- (e) Shall be a signatory to the account of the chapter.

6.2.2 VICE PRESIDENT:

- (a) Shall act for the President in his absence and exercise all powers vested upon the President while so acting.
- (b) In his acting capacity, shall enjoy all the rights and privileges of the President.
- (c) Shall perform other functions as deem fit by the Chapter from time to time.

6.2.3 SECRETARY - GENERAL

- (a) Shall be responsible for drawing up the agenda of every meeting of the Chapter in consultation with the President.
- (b) Shall be responsible for keeping the records of minutes of every meeting.
- (c) Shall be responsible for all correspondences of the Chapter in consultation with the President.
- (d) Shall submit an annual report on the activities of the Chapter, including an annual activity report to ISOC Headquarters.
- (e) Shall keep a register of members and enter in it, the names and address of all persons/organisations who become members.
- (f) Shall Notify ISOC Headquarters of any changes in the elected officers of the Chapter.

6.2.4 PROGRAMME SECRETARY:

- (a) Shall be responsible for all the Programmes and activities of the Chapter.
- (b) Shall be responsible for spade work on welfare commitment and other humanitarian activities of the Chapter.

6.2.5 FINANCIAL SECRETARY:

- (a) Shall keep proper accounts of the capital, funds, receipts, expenditure of the Chapter
- (b) Shall be responsible for collecting dues and other financial matters
- (c) Shall in accordance with Article 8 work out the modality of revenue collection and look for other avenues of revenue generation for the Chapter.
- (d) Preparation of the Chapter's Annual Financial Report for presentation to the Chapter at the Annual General Meeting, including completion and submission of the Annual Financial Report to ISOC Headquarters.
- (e) Shall keep an up-to date record of financial members.
- (f) Shall be a signatory to the account of the chapter.

6.2.6 TREASURER:

- (a) Shall receive all monies due the Chapter from the Financial Secretary or any other officer of the Chapter for safe keeping.
- (b) Shall pay such monies received into the Chapter's bank account(s) within 48 hours or so soon thereafter.
- (c) Shall maintain an imprest account.
- (d) Shall be a signatory to the account of the chapter

6.2.7 PUBLIC RELATIONS OFFICER:

- (a) shall be responsible for publicity, especially with the print, social media and electronics media.

- (b) Shall in conjunction with the Secretary-General ensure that members of the Chapter are aware of meetings.
- (c) Shall serve as the information officer/announcer at meetings/gatherings.

6.2.8 AUDITOR:

A professional Auditor shall be appointed as specified in Article 8.4(d) who:

- (a) Shall be responsible for auditing all Chapter's account as and when due and shall notify the Executive Council of any anomalies/discrepancies detected in the Chapter's account.
- (b) Shall be free to demand any relevant document from the Financial Secretary and any other member for the purpose of auditing.
- (c) He shall not be a member of the Executive Council.

6.3 POWERS AND PROCEEDINGS OF THE EXECUTIVE COUNCIL:

The Executive Council with the following powers and proceedings:

- (a) Control over and the management of all the affairs and property of the Chapter.
- (b) Powers to take any decision it considers beneficial to the Chapter provided that such decisions shall be tabled before the general meeting of the Chapter for ratification.
- (c) Prepare the yearly budget of the Chapter.
- (d) meeting for the dispatch of business, adjourn, and/or otherwise regulate their meetings as it may deem fit.
- (e) A quorum of the Executive Council shall consist of 1/2 of the members.
- (f) The Executive Council shall administer and set a plan for all standing/ad-hoc committees.
- (g) Shall settle disagreement among members to create forum for unity.
- (h) A meeting of the Executive Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretion under the regulations of the Chapter for the time being vested in the Executive Council.
- (i) The Executive Council members shall at all time act in the best interest of the Chapter and ISOC, and in accordance with their oath of office.

6.4 INDEMNITY OF OFFICIALS:

The members of the Executive Council shall be indemnified out of the fund of the Chapter against all costs, charges which they shall respectively incur; or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in or about the bona-fide execution of their respective offices and shall be reimbursed by the Chapter of all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Chapter or otherwise in the execution of their respective offices except such costs, losses and expenses that are doubtful as shall happen through their respective dishonesty or negligence.

6.5 REMOVAL/RESIGNATION OF OFFICERS

(a) A member of the Executive Council shall be deemed to have forfeited his seat on the Executive Council:

- i) if he shows lack of interest and is not responsive to the activities and programmes of the Executive Council and the Chapter for a period of Six (6) months consecutively.
- ii) fail to attend 4 consecutive meetings within 12 months without reasons acceptable by the EC

(b) A member of the Executive Council wishing to resign his membership shall submit his letter to that effect to the President. In the case of the President, he shall submit his letter to the Secretary General giving at least 3 (three) month's notice.

ARTICLE 7 - ELECTIONS AND NOMINATIONS

7.1 ELECTIONS:

(1) The members of the Executive Council shall be elected at an AGM of the Chapter. But where it is expedient that the Executive be elected at a time other than an AGM, an extraordinary general meeting may be called to elect the Executive; and such an Executive shall continue in office until the next AGM.

(2) The Executive Council shall be dissolved and reconstituted after every 3 (three) years.

(3) The Executive Council shall call for a by-election to fill any vacancies which may occur by death, resignation or expulsion in the Executive Council.

(4) The election shall be conducted online by secret ballot and decided by a simple majority of votes.

(5) At any Meeting, voting shall be decided by a show of hands (including electronic means), unless a secret ballot is demanded by the President or by at least three members present.

(6) Except in elections, in the case of equality of votes, whether by show of hands, or secret ballot, the President of the meeting shall be entitled to a second or deciding vote.

(7) Subject as herein provided, every member shall have one vote and only duly registered member of the Chapter shall be entitled to vote and/or be voted for at any general meeting.

(8) No member of any executive council position can serve in the same position for more than two terms.

7.2 NOMINATION OF CANDIDATES:

7.2.1 No member of the Chapter shall be considered validly nominated unless the member is nominated by at least 2 (two) other members of the Chapter. In the case of self nomination, 1 (one) other member is required to second the nomination .

7.2.2 Nomination of persons for elections to any office must be made to the electoral Committee not less than 28 days before the meeting at which elections for that office are intended to be proposed.

7.2.3 No member of the Chapter shall be validly nominated for the position of Treasurer, Financial Secretary, Vice President and President if they are holding an executive position in any parallel entity/organization/association in the same Internet industry eco-system/ICT, in Nigeria at the time of the nomination and election.

7.3 ELECTORAL Committee:

- (a) Shall be charged exclusively with receiving nominations, verifying same and conducting elections into all the available offices of the Chapter
- (b) Members shall be appointed and constituted by the EC 3 months prior to the election at the general meeting of the Chapter and the EC shall determine the number of members on the Committee, from time to time but not more than 7 members and not less than 5 members.
- (c) The General Secretary shall initiate call for expression of interest to serve in the Electoral Committee and those interested shall do so on the chapter mailing list.
- (d) Current or aspiring officers cannot be members of the Committee.
- (e) The call for volunteers shall be up for at least 2 weeks.
- (f) The EC shall select members of the Electoral Committee based on the expression of interest.
- (g) The Committee shall elect their Chairman and Secretary. The Chairman shall be the Chief Returning Officer.

ARTICLE 8 - FUNDING OF THE CHAPTER

8.1 SUBSCRIPTIONS:

- (a) Members shall each pay such annual subscription and/or levies as may be determined by the Chapter from time to time by ordinary resolution at the Annual General Meeting on the recommendation of the Executive Council.
- (b) All annual subscriptions accruing to the Chapter's account shall be paid within the first quarter of the year.
- (c) Annual subscription and/or levies shall be paid directly to the Chapter's Secretariat.
- (f) Other dues and funds may be raised on such terms as the Executive Council of the Chapter may suggest, subject to ratification by the General Assembly.

8.2 BORROWING POWERS:

The Chapter may borrow monies from a bank or financial institution by way of overdraft, loan or by any other means available from time to time with the bank/institution for the

purposes of advancing the cause of the chapter. Such borrowing shall be approved by the Trustees.

8.3 DONATIONS AND GRANTS:

The Chapter shall be free to receive and apply for donations and/or grants - either solicited for or not - from whatever sources it considers to be in consonance with its interests.

8.4 ACCOUNTS:

- (a) The financial year of the Chapter shall be from 1st January to December 31st of every year, to which day the accounts shall be balanced and drawn.
- (b) As soon as is practicable, after the end of the financial year, there shall be prepared a statement of the assets and liabilities of the Chapter at the end of the Financial Year, and a statement of income and expenditure during that year, which statements shall be audited by the Auditor not less than 28 days before the AGM.
- (c) Copies of the audited statement of accounts shall be sent to every member with the notice convening the AGM.
- (d) All monies received by the Chapter shall be paid into an account in the name of the Chapter with bankers appointed by the Chapter on the recommendation of the Executive Council, and cheques and other instruments drawn on and directions to the bankers shall be signed by not less than two officers.
- (e) All actions involving expenditure in the name or on behalf of the Chapter shall be taken only in accordance with the budget as approved by the AGM from time to time.

ARTICLE 9 - STANDING/AD-HOC COMMITTEES

9.1 There shall be established by the Chapter standing/ad-hoc Committees for Discipline, Programme, Education, Membership, Publicity and any other as the Annual General Meeting may determine on the recommendation of the Executive Council.

9.2 The membership of all the standing/ad-hoc committees shall be appointed by the Executive Council, and be based on the appointees' competence.

9.3 The Executive Council shall determine the terms of reference and reporting procedures, as appropriate, of the various committees.

9.4 The committees shall have their own Terms of Reference (TOR) provided such rules are not inconsistent with or amounting to an alteration of this constitution.

ARTICLE 10 - TRUSTEES

10.1 APPOINTMENT

10.1.1 The Trustees of the Chapter for the purpose of the Companies and Allied Matters Decree No. 1 of 1990, Part C shall be appointed at the AGM as stipulated in Article 5.

10.1.2 Such Trustees (hereinafter referred to as "The Trustees") shall not be more than seven(7) in number and shall be known as 'THE REGISTERED TRUSTEES OF INTERNET SOCIETY (NIGERIA CHAPTER)''

10.2 TENURE

10.2.1 The Trustees may hold office for up to 10 years but a Trustee shall cease to hold office if he:

- (a) Resigns his office
- (b) Ceases to be a member of the Internet Society Nigeria Chapter.
- (c) Becomes insane.
- (d) Is officially declared bankrupt
- (e) Convicted of a criminal offence by a court of competent jurisdiction.
- (h) Is recommended for removal by the EC subject to a majority vote of members present at any general meeting of the Chapter. OR
- (g) Ceases to reside in Nigeria.

10.2.2 Upon a vacancy occurring in the number of Trustees, the general meeting will appoint another eligible member of the Chapter.

10.2.3 The Trustees shall have a common seal which shall be kept in the custody of the Secretary General who shall produce it when required for use by the Trustees. All documents to be executed by the Trustees shall be signed by any two of them and sealed with the common seal.

10.3 REGISTRATION

10.3.1 The Trustees shall apply to the Corporate Affairs Commission for Certificate of Incorporation under the Companies and Allied Matters Decree No. 1 of 1990 Part C.

10.3.2 If such certificate is granted, the Trustees shall have power to accept and hold in trust, all assets belonging to the INTERNET SOCIETY (NIGERIA CHAPTER) and to acquire assets on behalf of the Chapter subject to such condition as the Commission may impose.

ARTICLE 11 - GENERAL

11.1 INTERPRETATION OF THIS BYE-LAW

11.1.1 At any general meeting, the chairman (or acting chairman) shall determine all questions of interpretation arising from, or under these rules and his decision shall be final after due consultations with the Executive Council and/or the Legal Adviser. If at least 10 members present still disagree with the decision of the chairman, it shall be resolved by a vote of at least 2/3 of members present.

11.1.2 All references to persons in the masculine gender shall be applicable to the feminine gender.

11.1.3 Except the context otherwise provides all references to Society, Association or Chapter in this Bye-law shall mean Internet Society Nigeria Chapter.

11.1.4 This bye-law neither supersede nor abrogate any bye-law of Internet Society that regulate Chapter affairs.

11.1.5 Constitution and bye-law have the same interpretation

11.2 AMENDMENT OF THE BYE-LAW

Members at the General Assembly may amend or repeal any part of this constitution by a 2/3 majority of votes cast.

11.3 OATH OF OFFICE

Appropriate oath of office which shall be administered on every new member of the Chapter, and all members of the Executive Council, and Committee members, shall be formulated by the Chapter from time to time.

11.4 CITATION

11.4.1 These rules shall be cited as "The Constitution of Internet Society Nigeria Chapter"

11.4.2 A copy of this constitution shall be made available to every member.

ARTICLE 12 - SPECIAL CLAUSE

THE INCOME AND PROPERTY of INTERNET SOCIETY (NIGERIA CHAPTER)

whenever derived shall be applied solely towards the promotion of the objectives of the Society as set forth in this RULES AND REGULATIONS/CONSTITUTION; and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by way of profit to the members of the Society.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society in return for any service actually rendered to the Society but so that no member of the Governing Council of the Society or any office of the Society paid by fees; and that no remuneration or other benefit in money or monies shall be given by the Society to any member of such Council or Governing Body except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to the Society provided that the provision last aforesaid shall not apply to any payment to any company of a member of the Society may be a company in which such member shall not hold more than one-hundredth part of the 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 RULES AND REGULATIONS/CONSTITUTION for the time being in force, unless the same has been previously submitted to and approved by both the Registrar-General, Corporate Affairs Commission, ISOC Global and ISOC Nigeria Chapter General Assembly.

In the event of a winding up or dissolution of the Society and 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 Society but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society 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 society under or by virtue of the SPECIAL CLAUSE hereof, such institution or institutions to be determined by the members of the society at or before the time of dissolution and if in so far as effect cannot be given to the aforesaid provision then to some charitable object.

.....
President

.....
Secretary-General
