

Constitution

**RECYCLERS
ASSOCIATION
OF NIGERIA
(RAN).**

**THE
CONSTITUTION
OF
RECYCLERS ASSOCIATION OF NIGERIA (RAN)**



THIS CONSTITUTION SHALL TAKE EFFECT FROM This Day,
..... Day of, 20.....

The Constitution of RECYCLERS ASSOCIATION OF NIGERIA
(RAN)

PREAMBLE:

Recyclers Association of Nigeria: The environmental sector in Nigeria is an emerging market that is constantly evolving with the need to remain sustainable in this thriving economy. Different players exist in the Nigerian waste management value chain but there is a lack of coalition of the various units to provide services in this sector. This association was set up to have a unified voice and also to provide collective efforts in proffering sustainable solutions in the waste sector.

SUBSCRIPTION: We the entire members of Recyclers Association of Nigeria, have come together to form this association for the purpose of A cleaner and greener Nigeria society where zero waste is achieved. We hereby make and enact the following rules and regulations to guide the management and operations of the Association. This Constitution is supreme and its provisions binding on all members of this association. If in the conduct of the affairs of any member, there is a conflict with the provisions of this Constitution, the Constitutional provision shall take precedence and such act to the extent of its inconsistency shall be void.

ARTICLE ONE (1): NAME; The name of the association shall be ***RECYCLERS ASSOCIATION OF NIGERIA. The official acronym shall be RAN.*** It shall be a not-for-profit, non-governmental, non-partisan, non-racial, non-tribal and non-religious organisation. This constitution is set up under the law of the Federal Republic of Nigeria. The Secretariat will be based in Lagos or Abuja.

ARTICLE TWO (2): MEMBERSHIP; It shall be open to persons with integrity and genuine desire to share in the passion for cleaner, habitable environment and sustainable development of

Nigeria, Africa and the world, and defend the violation of it anywhere.

ARTICLE THREE (3): RIGHTS AND DUTIES OF MEMBERS; The general meeting shall embrace all members of the organisation. It shall be the duty of all members and executives of the association to attend frequently and punctually the general and extraordinary meetings and there gatherings of the association as the need may arise. All members are to contribute relevant information, articles and documents that will help to build up and develop other members of the group. All decisions will be deliberated on by the Executive committees and Board of Trustees then based on agreement it will be thrown open to the membership for deliberation and final agreement.

Resignation of members will be formally communicated to the Executive and the reason for termination will be stated too
Consensus building for members

ARTICLE FOUR (4): MOTTO.

The Motto of the association shall be **...*"To work for the promotion of solid waste management through waste management educations using the 3Rs approach in Nigeria"***.

ARTICE FIVE (5): AIMS AND OBJECTIVES; RECYCLERS ASSOCIATION OF NIGERIA: Our objectives can be represented by the acronyms **MAGPS**. This represents the framework of our operations and is the guiding principles of having a positive impact to achieve a sustainable circular economy in Nigeria. The aim of the association is as follows:

- ***Material Recovery:*** By engaging in activities that reduce waste to landfill to the barest minimum for an improved circular economy.
- ***Advocacy:*** By being the leading voice for the waste and recycling industry at the Federal, state and local government level, advocating on behalf of our members by advancing policies to help make our industry safer and to promote growth and innovation.

- **Green Investment:** To facilitate investment opportunities and activities considered good for the environment and profitable to members.
- **Partnership:** To encourage partnerships opportunities and a healthy relationship among members and stakeholders in the industry.
- **Safety:** We work to make waste collection, processing and disposal operations safer through training, promoting best practices, advancing safety legislation and by setting industry equipment standards.

ARTICLE SIX (6): PROGRAMME OF ACTION; This association comprises of stakeholders in the waste sector who have come together to have a unified goal of addressing the waste concerns arising from various sectors in Nigeria. There are opportunities for collaboration with the government, private sector and other investors to provide a sustainable waste management sector. These consists of Collectors, Recyclers, Processors, Environmental Advocates, Consultants, Government agencies, Educators, individuals and interested parties who conduct activities, in all aspects of their existence as contained in this Constitution and otherwise to achieve these aims and objectives.

The following programs shall be conducted by the association:

- Seminars: Waste to Wealth, Future of Waste in Nigeria etc,
- Annual Conference
- Training Programs: Waste Management Awareness, Recycling, Processing of recyclables, Recycling Managers Training, Health & Safety in Waste Management Facilities, How to get into the waste business etc.

MODE OF IMPLEMENTATION As part of its awareness programs; the Association shall among other things embark on strategic workshops, seminars and trainings to educate people and institutions on effective approaches to the use of available resources in order to reduce the effect of greenhouse gas emissions, effectively manage waste in and also all forms of pollution in Nigeria. Furthermore, the association shall, for the purpose of aims and objectives

- (i) Render consultancy services where necessary to institutions and agencies in educational, economic, environmental, social, planning design, implementation, monitoring, evaluation and who have similar objectives
- (ii) Facilitate local and international training, workshops, seminar, conferences and capacity building programs for both private and public enterprise

ARTICLE SEVEN (7): INCOME/ FUNDS; Since it is a not-for-profit entity, the Association shall rely on sponsorships, grants-in-aid, association fees, donations and financial support from its members, individuals and organisations/agencies and governments that identify with the vision of the association in order to achieve her aims and objectives. In addition, the Association shall also engage in consultancy services and facilitation of programmes for private and public organisations, international development agencies etc, which shall also aid in the advancement of the association's aims and objectives.

ARTICLE EIGHT (8): BANKING; The bankers of the Association's funds and signatories to the accounts shall be determined by the *Executive Officers* of the association in a duly constituted meeting and approved by the *Board of Trustees*.

ARTICLE NINE (9): EXECUTIVE OFFICERS; The Association shall have Executives vested with the responsibility of day-to-day execution of the aims and objectives of the Association. They shall be elected based on a formal election process carried out by the association and members shall vote for the various positions. To be elected as a member of the Executive Committee, the following shall serve as the criteria:

- Every Executive shall be a financial member of the association
- Shall be a practicing professional individual in the environmental sector
- Shall have at least five (5) years' experience in working in the sector either as an employee, employer, practicing professional or an entrepreneur
- Shall be a graduate of a recognised University or Polytechnic inside or outside Nigeria
- Must have attained the age of at least twenty five (25) years old.

The executives shall be made up of the following;

1. President: The President shall also be the chief executive officer of the Association and shall also be responsible for the day-to-day administration of the Association's policies and programs. In his/her absence, the Vice President shall take responsibility accordingly.

The President shall lead all delegations and in his/her absence, the Vice President or any other member of the executive as shall be relevant. The President shall approve all disbursements of the Association's funds for specific purposes for the prompt execution of the Association's programs, and shall be a signatory to the bank accounts of the Association.

2. Vice President

The Vice President shall assist the President in coordinating execution of programs and policies of the day-to-day activities of the organisation. In the absence of the President, the Vice President shall act in the capacity of the President.

3. Secretary: At the instance of the President, the secretary shall summon all meetings of the executive officers. The secretary shall be responsible for taking minutes of the meetings and keep proper records of the Association's activities

The secretary shall compile annual report of all activities of the association and take on such other responsibilities as may be assigned by the executives. The secretary shall be co-signatory to the bank accounts of the Association.

4. Assistant Secretary

The role of the assistant secretary is to support the secretary. They shall be responsible for all communication that goes to the members of the association with the approval of the Secretary and the President.

5. Treasurer

The Treasurer shall be responsible for collecting of all funds, levies and fees associated with the association's activities and programs. The main role is to raise funds for the association and ensure the association is financially stable at all time for the proper running and operatives to meet the set targets. The Treasurer shall be co-signatory to the bank accounts of the Association.

6. Financial Secretary

The Financial Secretary shall be responsible for proper control and keeping of financial records of the Association.

7. Provost

The Provost shall be responsible for all administrative activities of the association. The role is to serve as a Registrar for the association and be a driving force for ensuring the objectives of

the association are met at all times. He/She shall coordinate the Executives in carrying out the day-to-day administration of the Association's programs and policies, and any other functions as may be assigned by the President.

8. PRO

This is the Public Relations Officer that is responsible for communication, branding and marketing through media and other means of communication. All communications shall be approved by the President and Secretary prior to being sent to the general public or any government agencies.

TENURE OF OFFICE: The Executives shall hold office as shall be agreed after an election process at the general meeting of the Association for a period of two years (2) of two (2) terms each i.e. a tenure of two (2) years each totally four (4) years. The Board of Trustees shall be tenure of four (4) years which can be reviewed and renewable as required.

- Any member of the executive may resign his/her position by giving a one (1) month notice to the secretary in writing.
- Any vacancy in the executive or any other office including the Board of Trustees or auditors arising between annual general meetings may be filled by the trustees or as the trustees may deem fit. The executive's meetings shall hold as often as is necessary with a quorum of not less than five (5) persons including the President. In the absence of the President, the Vice President chairs the meeting In absence of both, then the ExcOs present shall nominate any member of the executive present to chair the meeting.
- A written notice of not less than three (3) days shall be given by the secretary to members of the management committee for every meeting. However, in the case of emergency and at the discretion of the President, additional meetings may be convened but not less than 24 hours notice in writing or by phone shall be given.

- Decisions at executive committee meetings shall be made by simple majority of those present at such meetings through voting and in the event of equality of votes; the President or acting president of such meeting shall have a casting vote.

ARTICLE TEN (10) ANNUAL GENERAL MEETING; The general meeting of the Association shall be held once every year.

The objectives of the annual general meeting shall be;

1) To receive the report of activities of the executive committee in the preceding year.

(2) To receive and consider the accounts of the Association for the preceding year, and the auditor's report on the accounts and the position of the Association.

(3) And where necessary, to remove and elect auditors and trustees, and to confirm that they remain in office through a simple majority vote of those present and in the event of equality of votes, the Chairman of the Board of Trustees or in his/her absence any other person elected to take charge of proceedings shall have a casting vote.

ARTICLE ELEVEN (11): EXTRAORDINARY GENERAL MEETING

An extra-ordinary general meeting may be convened at any time upon either a resolution of the executive committee or requisition, setting out in writing the resolution(s) proposed at it. The requisition may be signed by the member of the executive committee moving the motion and served on the secretary by personal delivery or by post. If the secretary does not give notice of meeting pursuant to the requisition on or before the expiration of 14 working days from the date of service, the requisition or any one or number of them or on behalf of them may give a notice of meeting. The business which may be conducted at an extraordinary meeting may be one or more of the following;

(a) Removing all or any of the officers or other members of the executive committee, trustees or auditors of the Association.

- (b) Filling the vacancies caused by such removal by the Association.
- (c) Altering sections of the constitution
- (d) Making critical decisions as required by the association
- (e) Dissolving the Association (extreme cases).

ARTICLE TWELVE (12) PROCEDURE AT AN ANNUAL AND EXTRAORDINARY GENERAL MEETING; Not less than 15 working days prior notice in writing, setting out the resolution(s) to be proposed at the meeting shall be sent to all members of the Association through their emails or via the what's app group or their last known addresses by the secretary, Board of Trustees. Resolution(s) at annual general meetings shall be passed by a simple majority of members entitled to vote and present at the meeting. Resolution(s) at extra-ordinary general meetings shall be passed by a simple majority of members present. Each member shall have a vote on every resolution.

ARTICLE THIRTEEN (13): ACCOUNTS, INCOME AND PROPERTY; The financial year of the Association shall end on the 31st December of every year to which year the accounts shall be balanced and drawn. As soon as it is practicable, after the end of each financial year, there shall be prepared a statement of the asset and liabilities of the financial year and a statement of income and expenditure during such year, which statement shall also be audited by auditors not less than 28 working days before the annual general meeting. Copies of the audited statement of accounts shall be sent to every member of the executive committee and board of trustees with a notice convening the annual general meeting in writing and duly signed by the secretary, Board of Trustees. The auditor shall be a professional accountant and shall not be a member of the Association. He/she or the auditing firm shall be appointed at each annual general meeting and shall hold office until the end of the next annual general meeting and no more.

All monies received by the Association shall be paid into an account in the name of the Association at the appointed bankers, and cheques and other instruments drawn on and directed to the bankers shall be signed by not less than two (2) authorized officers of the management committee with the President as principal signatory and any other one (1).

We shall have the following categories of signatories: A (President or Vice president); B (Secretary and Assistant Secretary) and C (Treasurer and Financial Secretary) signatories. The mandate shall be that at least one member or any member of category A and B and C category must sign. No action involving expenditure in the name or on behalf of the Association shall be taken, and no undertakings which would commit the Association to expenditure of other liabilities shall be made without the prior authority of the executive committee.

ARTICLE FOURTEEN (14): BOARD OF TRUSTEES; There shall be a “Board of Trustees” of **RECYCLERS ASSOCIATION OF NIGERIA** pursuant to the Companies and Allied Matters Act No. 1 of 1990, Part C, which shall be nominated by the Executives of the Association based on decision based on their expertise and experience in the Waste management sector. Such trustees hereinafter referred to as ‘Board of Trustees’ shall be a minimum of four (4) members and not more than six (6) members. Membership of the board of trustee shall comprise of founding members and shall be limited to only persons of integrity and passion environmental sustainability in Nigeria as set out in this Constitution.

The trustees shall equally be willing to make contributions towards achieving the aims and objectives of the Association. A trustee ceases to hold office if he/she

(i) Resigns his office

(ii) Becomes incapacitated: meaning to lack the mental or physical capacity to sufficiently care for person and property whether temporarily, intermittently or permanently.

(iii) Is officially declared bankrupt,

- iv) Is convicted of a criminal offence by a Court of competent
- (v) Ceases to be a member of the Association, or
- vi) (Is recommended for removal by a two-third majority votes by members in a general meeting duly and properly constituted.

Upon a vacancy occurring in the number of trustees, a general meeting shall be held to appoint another eligible member of the Association as a trustee. The trustees shall apply to the Federal Government of Nigeria through the Corporate Affairs Commission for a Certificate of Incorporation under the Companies and Allied Matter Act of 1990. If and when such a Certificate is granted, the trustees shall have power to accept and hold in trust all assets belonging to the Association and to acquire land and other properties on behalf of the Association subject to such conditions that would not undermine the aims and objectives of the Association.

- Every Trustee in the organisation must have attained the age of thirty years(30)
- The potential trustee must be a graduate of a recognised university or polytechnic inside or outside Nigeria
- A letter of appointment shall be served and the appointed person shall respond in writing within a period of seven days (7)

ARTICLE FIFTEEN (15) COMMON SEAL

The trustee shall have a Common Seal that shall be kept in the custody of the Secretary who shall make same available for use as appropriate. All documents to be executed by the trustees shall be signed with the Common Seal. Official Seal with appropriate area designation shall be produced for use as at when due.

ARTICLE SIXTEEN (16) AUDITORS; There shall be appointed auditors either or both internally or externally to audit the accounts of the Association. The auditors shall be appointed by the general meeting under the recommendation of the Executive Committee and acceptable to the Board of Trustees, and shall audit the accounts of the Association from time to time or when it is required.

ARTICLE SEVENTEEN (17): AMENDMENT; A two-third majority vote of members present, prior to due compliance with the provisions of the Companies and Allied Matters Act, 1990 shall suffice.

ARTICLE EIGHTEEN (18): SPECIAL CLAUSE; THE INCOME AND PROPERTY of RECYCLERS ASSOCIATION OF NIGERIA. Whatsoever is acquired or derived shall be solely applied towards the promotion of the aims and objectives of the Association as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to any member of the association.

BENEFITS: *There shall be no monetary benefits for members, executives or Board of Trustees. All activities conducted by any member shall be pro-bono and a voluntary service to the association.* The benefits of membership of this association shall include but not limited to the following:

- Education and awareness on environmental issues
- Access to trainings, seminars and workshops in the environmental sector
- Access to information and updates on waste management and other environmental issues
- Opportunities to review policies and processes in the waste management sector
- Opportunities to work in focused committees to progress the objectives of the association

- Opportunities to liaise with other stakeholders in the waste and recycling sector
- Access to consulting, training and job opportunities in the waste management sector

NO ADDITION, alteration or amendment shall be made to or in this CONSTITUTION/RULES AND REGULATION for the time being enforced unless same have been previously submitted to and approved by the Provost.

IN THE EVENT OF WINDING UP or DISSOLUTION OF THE ASSOCIATION, any assets remaining after the dissolution and after satisfaction of all the debts and liabilities of the Association, shall not be transferred nor distributed among the members of the Association but shall be given or transferred to some other association(s) having similar objectives to that of the **RECYCLERS ASSOCIATION OF NIGERIA**. Such organisation(s) shall be determined by members of the Association at or before the time of dissolution. If the above provision cannot be effected, then this shall be transferred to other charitable organisations with environmental objectives.

This is signed this Day of.....20.....

Chairman
(Board of Trustees)

Secretary
(Board of Trustees)

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