

**THE
CONSTITUTION
OF
IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION
NORTH AMERICA, INC.
(JOGSOBANA)**

ARTICLE 1: NAME

The Association shall be known as IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION NORTH AMERICA (JOGSOBANA) hereinafter referred to as "The Association".

ARTICLE 2: REGISTERED OFFICE

The Secretariat of the Association shall be entrusted to the residence of the Secretary General, hereinafter referred to as "The Secretariat".

ARTICLE 3: AIMS AND OBJECTIVES

The objectives of the Association shall be to formulate, adopt and promote such measures and principles that will:

- (a) Facilitate such social interaction among old students as will ensure the continued reflection in their lives of the religion, moral and other noble ideals for which the School stands;
- (b) Keep alive the affection which every old student has in the affairs of the School by keeping him/her well informed of the general progress of the School and encouraging him/her to contribute morally and financially towards such progress;
- (c) Encourage the management, staff and students of the School to maintain the ideals of the School and to offer their services in the overall interest of the School;
- (d) Achieve such further objectives as the Association may from time to time determine.

ARTICLE 4: MEMBERSHIP

Membership of the Association shall be open to all old students of the School who shall have spent at least one year attending classes in the School.

ARTICLE 5: EXECUTIVE COMMITTEE MEETING

- (i) Executive Committee (EC) shall meet as often as the business of the Association shall require but not less than four times a year.
- (ii) The quorum at EC/Executive Committee Meeting shall consist of five (5) people, namely the President (or Vice-President), the Secretary-General (or the Assistant Secretary-General) and three (3) other members of the EC.
 - (a) The President will be the presiding officer at all meetings.
 - (b) In the absence of the President, the Vice-President shall conduct the meeting.
 - (c) In the absence of the Secretary-General, the Assistant Secretary-General shall take the minutes of the meeting.
 - (d) An Emergency Quorum shall be declared by at least five (5) people present for the EC meeting when:
 - [1] The President AND the Vice-President are absent at the SAME meeting.
 - [2] The Secretary-General AND the Assistant Secretary-General are absent at the SAME meeting.
 - [3] The President AND the Vice-President AND the Secretary-General AND the Assistant Secretary-General are absent at the SAME meeting.
 - [4] Those present, minimum of five (5) people, shall designate a Presiding Officer and another member to take the minutes of the meeting.
- (iii) There will be NO VALID MEETING whenever there are four (4) people or less present for the EC meeting.

ARTICLE 6: EXTRA ORDINARY GENERAL MEETING

- (i) The Secretary General in consultation with the President, may summon an Extra Ordinary General Meeting of the Association whenever necessary and shall do so within 21 days of the receipt by him of a written request signed by not less than twenty (20) financial members.
- (ii) For such a meeting the Secretary General shall give not less than fourteen (14) days notice. The subject to be discussed shall be stated in such notice.
- (iii) The quorum at such a meeting shall be the same as for the AGM.

ARTICLE 7: ORGANISATION OF THE ASSOCIATION

A. Association

- (i) The association shall consist of at least fifteen (15) members;
- (ii) The association shall be bound by the provisions of this constitution.
- (iii) The head of the association shall be known as the President.
- (iv) The association shall remit to the Treasurer a sum representing total membership dues collected from its members under this Constitution.
- (v) The association shall have the power to run its activities in accordance with its own Constitution provided always that wherever any provisions of such Constitution run counter to the provisions of the National Constitution (JOGSOBA Nigeria) the latter shall be supreme.

B. Membership:

- (i) Comprises members who shall have either entered and or left the School in specific years.
- (ii) Shall notify EC through the Secretary General of its existence within three months.
- (iii) Shall forward annually to the Secretary General a list of its current officers.
- (iv) Shall also pay its Annual Dues to the EC.
- (v) Shall also notify the Secretary General of its activities.

ARTICLE 8: ANNUAL SUBSCRIPTION

To qualify as a financial member, a member shall pay the annual subscription of such other sum as the Annual General Meeting may decide. This amount shall become due on 1st January.

ARTICLE 9: OFFICERS OF THE ASSOCIATION

The Officers of the Association shall be:

- (i) The President
- (ii) Vice-President
- (iii) The Secretary General
- (iv) Assistant Secretary General
- (v) The Treasurer/Financial Secretary
- (vi) The Social Secretary/Publicity Secretary

ARTICLE 10: FUNCTIONS OF THE ASSOCIATION OFFICERS

- (i) **The President** shall:
- (a) Preside over all meetings of the Association.
 - (b) Convene through the Secretary General all meetings of the Association.
 - (c) Co-ordinate the activities of all other Officers of the Association in the performance of their duties.
- (ii) **The Vice-President** shall:
- (a) Assist the President generally in the discharge of his functions.
 - (b) Deputize for the President in order of precedence.
- (iii) **The Secretary General** shall perform all the secretarial duties of the Association including:
- (a) Summoning, after consultation with the President, all meetings of the Association.
 - (b) Recording and keeping the minutes of all such meetings.
 - (c) Keeping an up-to-date roll of members and their current addresses, including email.
 - (d) Furnishing annual and special reports of the activities of the Association and its organs.
 - (e) Keeping an impress in an amount to be determined by the Executive Committee (EC).
 - (f) Performing such other duties as may be allotted to him by the President.
 - (g) Handing over the Association's property to his successor or the President, as the circumstances may dictate.
- (iv) **The Assistant Secretary General** shall:
- (a) Assist the Secretary General in the performance of his functions and act for him in his absence.
 - (b) On leaving office, hand over the Association's property in his possession to his successor or the President as the circumstance may dictate.
- (v) **The Treasurer/Financial Secretary** shall:
- (a) Receive and Collect all monies on behalf of the Association and deposit same in the bank within seven (7) days of receiving/collecting such monies.
 - (b) Keep an up-to-date account of all monies received or paid out by him and present financial reports to every meeting of the Executive Committee.
 - (c) Submit annually to the Auditor not later than 15th March of the following year all books, accounts and other documents required by them.
 - (d) Present his report together with an audited account to the Annual General Meeting.
 - (e) On leaving office, hand over the Association's property in his possession to his successor or to the President as the circumstance may dictate.
- (vi) **The Social Secretary/Publicity Secretary** shall:
- (a) Organize all social activities of the Association.
 - (b) Execute such activities as contained in (a) above under the general or specific direction of the Executive Committee of the President.
 - (c) Publicize the activities of the Association and be responsible for its corporate image.
 - (d) Execute such activities as contained in (c) above under the general or specific direction of the Executive Committee or the President.

ARTICLE 11: EXECUTIVE COMMITTEE (EC)

- (i) The management of the affairs of the Association shall be vested in the Executive Committee herein referred to as [EC] and shall consist of:
- (a) All Officers
 - (b) Immediate Past President
 - (c) Decade Representatives elected from among Class Sets present at the Annual General Meeting.
 - (d) Ex-Officio Members, drafted from the General Membership, by the EC.
- (ii) EC shall have power to establish Ad Hoc Committees and nominate members to serve on such Committees.
- (iii) EC shall have power to make rules and regulations for the day-to-day management of the Association's affairs not inconsistent with this Constitution.
- (iv) The President or Vice President shall preside at all meetings of the EC.
- (v) The quorum for the EC meeting shall consist of the President or the Vice-President, the Secretary General or the Assistant Secretary General, and any other three (3) members of the EC.
- (vi) As in ARTICLE 5, section (ii), subsections [b], [c], [d] and [e].

ARTICLE 12: FINANCES

- (a) The financial year of the Association shall commence on 1st January and end on 31st December.
- (b) The Association's finances shall include subscription, donations, contributions, special levies, gifts, endowments and profits from commercial ventures.
- (c) The funds of the Association shall be lodged with reputable banks to be appointed by the Executive committee (EC).
- (d) The Signatories to the Association's accounts shall be:
The President
The Secretary General
The Treasurer
Any two (2) signatories, one of whom shall be the Treasurer shall operate the Association's accounts.
- (e) The EC shall have power to:
- (i) Raise loans and/or institute a levy in furtherance of the activities of the Association subject only to the approval by majority vote of members present and voting at the General Meeting of the Association.
 - (ii) Receive gifts and donations on behalf of the Association.

ARTICLE 13: AUDITORS

- (a) An Auditor shall be appointed annually at the Annual General Meeting to audit the accounts of the Association.
- (b) The Auditor shall conduct an audit of the Association's accounts and forward the report to the Executive Board

through the Treasurer by January 31st of the following year.

ARTICLE 14: PROCEDURE AT ELECTIONS

- (i) Election of officers of the Association shall be held at intervals of two years.
- (ii) Nominations of candidates for election shall be taken at the Annual General Meeting and voting shall be by secret ballot.
- (iii) Only financial members shall be entitled to vote and be voted for.
- (iv) Each Nominee for any elected office shall give a brief presentation, prior to the election/voting, stating his qualifications and reasons for running for that particular office.

ARTICLE 15: TENURE OF OFFICE

The tenure of office of an elected member of EC shall be for two (2) years provided that an officer may be re-elected at a subsequent Annual General Meeting but for not more than two (2) consecutive terms for the same office.

ARTICLE 16: DECISION OF THE ASSOCIATION

Except as otherwise provided in this Constitution, all decisions of the Association, Executive Committee, Committee or Sub-committee shall be by a simple majority vote of members present and voting at such a meeting.

ARTICLE 17: ANNUAL GENERAL MEETING

- (i) The Annual General Meeting (herein referred to as AGM) of the Association which shall be held, except in unforeseen circumstances, the second weekend in July of every year.
- (ii) For every Annual General Meeting the Secretary General shall give members not less than twenty-one (21) days' notice.
- (iii) The quorum for the AGM shall consist of the President or Vice-President, the Secretary General or the Assistant Secretary General, AND nineteen (19) other members, including at least ten (10) who are NOT members of the Executive Committee (EC).
- (iv) In the absence of the President, the Vice-President shall conduct the Annual General meeting/AGM.
- (v) In the absence of the President AND the Vice-President, the Executive Committee (EC) shall hold an emergency ad hoc meeting and select a Presiding Officer from among them to conduct the AGM.
- (vi) The Annual General Meeting shall:
 - (a) Receive and discuss reports from the Secretary General and the Treasurer / Financial Secretary.
 - (b) Debate and pass resolutions on any policy matters affecting the Association and/or the School.
 - (c) Receive and consider reports from the association.
 - (d) Do any such other business as the constitution enjoins or permits.
 - (e) Elect members of the Executive Committee (EC).
 - (f) Appoint the Auditors.

ARTICLE 18: AMENDMENT

The Constitution may be amended in whole or in part but any such alteration, addition or amendment must be by a resolution passed by one-third of membership and two-thirds for ratification or a simple majority of the members of the Association present and voting at any General meeting of the Association PROVIDED that no amendment requiring statutory approval shall have effect without the consent of the appropriate authority. In which case, the requestor for an amendment MUST be present at the time of deliberation on their amendment request.

ARTICLE 19: SPECIAL CLAUSE

The Income And Property of IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION, NORTH AMERICA from whosoever derived shall be applied solely towards the promotion of the objects of the ASSOCIATION as set forth in the Rules and Regulations/Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise however by way of profit, to the members of IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION, NORTH AMERICA PROVIDED that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to an officer or servant of IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION, NORTHAMERICA but so that no member of the Executive Council or Governing Body shall be appointed to any salaried office of IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION, NORTH AMERICA by fees, and that no remuneration or other benefits in money or monies shall be given by IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION, NORTH AMERICA to any member of such Council or Governing body except in repayment of out-of-pocket expenses or reasonable and proper rent premises demised, or let to IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION, NORTH AMERICA provided that the provision last aforesaid shall not apply to any payment of any Company to a member of the ASSOCIATION Company in which such member shall not hold more than one-hundred part of the capital, and such members 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 have been previously submitted to and approved by the Executive Council.

IN the event of a Winding up or Dissolution of the ASSOCIATION means after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to and distributed among the members of IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION, NORTH AMERICA but shall be given or transferred to some other institution(s) having objects similar to that of IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION, NORTH AMERICA and the 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 IJEBU-ODE GRAMMAR

SCHOOL OLD BOYS' ASSOCIATION, NORTH AMERICA at or before the time of dissolution and if in so far effect cannot be given to the aforesaid provision, then to some charitable object.

ARTICLE 20: INTERPRETATION

In this Constitution, unless the context otherwise requires, the expression:

- (i) "Association" means IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION, NORTH AMERICA.
- (ii) "President" means 'The President', IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION, NORTH AMERICA
- (iii) "Secretary" means Secretary General, IJEBU-ODE GRAMMAR SCHOOL OLD BOYS' ASSOCIATION, NORTH AMERICA.
- (iv) "Executive Committee" (EC) means 'Executive Council'.

ARTICLE 21: COMMENCEMENT

This Constitution was tabled/submitted to members at the Annual General Meeting held in ATLANTA, Georgia, and was adopted at the AGM on FRIDAY, JULY 4, 2014, and deemed to have come into effect on FRIDAY, JULY 4, 2014.

Abayomi Sonuyi
ABAYOMI SONUYI
[President]

Michael Taiwo
MICHAEL TAIWO
[Secretary General]

**Articles of Amendment
of
Ijebu-Ode Grammar School Old Boys' Association North America Inc.
(JOGSOBANA)**

The name of the corporation is: Ijebu-Ode Grammar School Old Boys' Association North America Inc. (JOGSOBANA)

The text of the Amendment is as follows:

ARTICLE 2: This corporation is organized and operated exclusively for charitable, educational, religious, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The **specific purpose** of the organization is to facilitate social interaction among old students as will ensure the continued reflection in their lives of the religion, moral and other noble ideals for which the School stands and to encourage the management, staff and students of the School to maintain the ideals of the School.

ARTICLE 7: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for Public purposes and which has established its tax exempt status under Section 501 (c) (3), Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state

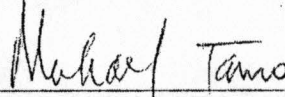
The date the amendment was adopted is: July 4, 2014

The amendment was approved only by the members of the corporation.

The amendment was adopted at an Annual General Meeting of the Association's members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment.

This 12th day of June 2015



By: Michael Taiwo / Secretary General



2015 JUN 17 AM 9:30
SECRETARY OF STATE
CORPORATIONS DIVISION

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

**IJEBU ODE GRAMMAR SCHOOL OLD BOYS ASSOCIATION NORTH AMERICA
INC. (JOGSOBANA)**
a Domestic Non-Profit Corporation

is hereby issued a CERTIFICATE OF AMENDMENT under the laws of the State of Georgia on **April 13, 2015** by the filing of all documents in the Office of the Secretary of State and by the paying of all fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on June 17, 2015



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State