

CONSTITUTION OF
THE
WOMEN'S HEALTH
AND
ACTION RESEARCH
CENTRE

BENIN CITY, NIGERIA

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Preamble

Whereas an Organization entitled “Women’s Health and Action Research Centre” shall be formed, whose aims and objectives shall include co-operation and mutual understanding among members. It shall be a non-profit, non-religious, non-political, non-racial and non-governmental but a voluntary organization that would be involved in attaining optimum health for women nationally and internationally because the health of women is a reflection of the health of the nation.

Article 1: Name and Title

The Centre shall be called WOMEN’S HEALTH AND ACTION RESEARCH CENTRE, hereinafter referred to as WHARC.

Article II: Registered Office

- a. The registered office of the Centre shall be at 4 Alofoje Street, Off Uwasota Road, Benin City, Edo State, Nigeria, or any other place as may be agreed upon by the Board of Trustees with the consent of the President of the organization.
- b. The Centre shall establish, operate, and maintain a unit in Ile-Ife, Osun State, and in any part of Nigeria including the Federal Capital Territory, Abuja, and also maintain units outside the country. The representatives of the Centre outside Nigeria shall be known as associates in diaspora, or by any other name that may be decided by the Board of Trustees.

Article III: Objectives of the Centre

1. The Overall objective of the Centre will be to conduct research advocacy, and training in key areas related to the reproductive health of women.
2. The specific objectives of the Centre will be as follows:
 - a. To conduct formative and intervention medical and social science research into fertility, infertility, fertility regulating behavior, sexual transmitted infections and HIV/AIDS, abortion, safe motherhood and harmful traditional practices that affect the health of Nigerian women.

- b. To use the results obtained from the above research and other documented studies to advocate for appropriate policy formulation or change that would lead to improvement in the health, well being and social status of Nigerian women.
- c. To provide research training for senior and junior researchers in the identification and conceptualization of research problems, designing, implementing and analyzing results from field studies on women's health and to provide logistic and technical advice and support to enable them to conduct such studies.
- d. To train and re-train health workers in the use of simple technologies and practices, which will lead to the improvement in the health of Nigerian women.
- e. To network and communicate with other organizations and individuals that are interested in the health of women nationally and internationally.
- f. To make relevant information accessible and available to women in the languages they would understand in order to improve their knowledge and enable them to adopt health practices that would enhance their health and social status.

Article IV: Administration of the Centre

The Centre shall be managed by the following persons:

- 1. The President
- 2. The Vice-President
- 3. Associate President
- 4. A Board of Trustees
- 5. Administrative Secretary/Legal Adviser
- 6. Programme Officers
- 7. Core Associates
- 8. Associates
- 9. Accounting Officer
- 10. Auditor

Article V: Membership

Shall be by invitation, extended to individuals who are known to have strong interest in women's health research and advocacy.

Article VI: Duties and Functions

President

- i The President shall be appointed from among the core associates of the Centre.
The President shall be elected by simple majority during the annual meeting of associates of the Centre.
- ii The President shall act in the best interest of the whole organization and will not act in such a way that his/her duty as President conflicts with his/her personal interest.
- iii He/She shall, unless prevented by illness or other sufficient cause or matter, preside over all meetings and all general meetings of the organization.
- iv. He will be the signatory to the Centre's account
- v. For any resolution passed to be valid it must include his/her signature.
- vi. The President will be responsible for appointing the Board of Trustees of the Centre in the first instance
- vii. He/she owes the Centre the duty of care and skill.
- viii. He/she is the principal executor of all the programmes of the Centre.

Vice-President

If for any reason the President is unable to perform his/her duties these will be carried out by the Vice-President but with the consent of the President. The Vice-President will perform other duties that would be assigned to him/her by the President.

Associate President

The Associate President shall be appointed by the President from among the international associates of the Centre. He /she shall carry out the duties of the President when such duties are to be performed in the country where he/she resides, or internationally. The Associate President shall visit the Centre in Nigeria at least once a year.

Administrative Secretary/Legal Adviser

The Administrative Secretary shall deal with all correspondence of the organization under the general supervision of the President. He/she shall issue notices convening all meetings and shall prepare the agenda for such meetings. The secretary shall have such other powers as may be assigned to him/her from time to time by the President of the Centre. He/she shall present an annual report to the organization.

The common seal the Centre shall be kept in the custody of the Centre's legal adviser who shall produce it when it is required for use by the Trustees.

The Board of Trustees

The Trustees shall be appointed by the President for a term of four (4) years, which may be renewed for another four (4) years at the expiration of the first term to be decided by 2/3 members of the Board of Trustees at its annual general meeting. Every Trustee shall be informed at the time of his/her appointment as a Trustee and would be required to indicate in writing his/her preparedness to function as one. The appointed Trustees (hereinafter referred to as "The Trustee") shall be known as "The Registered Trustees of the Women's Health and Action Research Centre".

All properties of the Centre, freehold or leasehold, and other interest in land acquired for the use and benefit of the Centre shall be vested in the Trustees. The Trustees shall deal with the properties of the Centre as directed in writing by the President of the Centre.

Members of the Board of Trustees shall ensure that the objectives for which the Centre was established are rigorously pursued. However, they could expand the mandate of the Centre where they consider that such expansion will be in the overall interest of women. They shall support the Centre, raise awareness of its activities nationally and internationally and assist with fund raising for the Centre. The Board of Trustees shall perform such other tasks that would be in the overall interest of the Centre.

A trustee shall cease to hold office if he/she:

- a. Resigns from office
- b. Ceases to be a member of the Registered Trustee of WHARC
- c. Becomes mentally, physically or otherwise incapacitated
- d. Is officially declared bankrupt
- e. Is convicted of a criminal offence including dishonesty by a court of competent jurisdiction
- f. Is recommended for removal from office by a majority vote of Associates and Board of Trustees present at any general meeting of the Women's Health and Action Research Centre
- g. Cease to reside in Nigeria
- h. Dies

The Trustees shall have a common seal, which shall be kept in the custody of the Administrative Secretary/Legal Adviser of the Centre who shall produce it when required for use by the Trustees.

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.

If the Certificate of Incorporation is granted, the Trustees shall have power to accept and hold in trust all landed property belonging to the Centre and to acquire land on behalf of the Centre subject to the conditions as the Commission may impose.

All documents to be executed by the Trustees shall be signed by at least one member of the Board to Trustees and the President or the President and the Secretary.

Upon a vacancy occurring in the number of trustees, a general meeting of the Board of Trustees will be held to appoint another person as a Trustee of the Women's Health and Action Research Centre.

Associates

These would comprise reputable scholars and women activists from all walks of life who would be invited to participate in the programmes of the Centre from time to time. Core Associates will be appointed by the President from among the associates to assist Programme Officers in conceptualizing and implementing the specific programmes of the Centre. A meeting of associates shall be convened once a year where the programmes and activities of the Centre for the coming year will be discussed and agreed upon. An associate will cease to be involved in the

Centre based on evidence of poor performance by the President. Notice must be given to the associate in writing with 21 days from the date such decision is taken.

Programme Officers

There will be three Programme Officer who will be responsible for the research, advocacy and training units of the Centre respectively. Appointment and selection of Programme Officers will be competitive and will be decided by a panel appointed by the President. The Programme Officer will be responsible for planning and implementing the programmes of the Centre under the supervision of core associates, the Vice-President and the President.

Auditor

A qualified Auditor shall be appointed by 2/3 members of the Board of Trustees for the following two years during the annual general meeting. All accounts, records and reports of the Centre shall be open to inspection of the auditor at any time. The accounts book keeper shall produce an account of his receipts and payments and a statement of assets and liabilities made up to date, which shall not be less than three (3) months and not more than six (6) months before the date of the annual meeting. The Auditor shall examine and vouch such annual accounts and statements and certify that they are correct in accordance with the laws and guidelines, and reports as prescribed by the organization. A copy of the Auditor's report on the account and statement shall be made available to all members as the notice convening the annual meeting. The Auditor would be paid such honorarium for his duties as would be agreed upon by the Board of Trustees.

Article VII: Rules and Regulations

1. (a) The Trustees of Women's Health and Action Research Centre shall be appointed by the President in the first instance for a term of four (4) years and may be renewed for another of four (4) years at the expiration of the first term to be decided at the general meeting of Associates.

(b) Such Trustees hereinafter referred to as "THE TRUSTEES" shall not be more than 10 in number and shall be known as THE REGISTERED TRUSTEES OF WOMEN'S HEALTH AND ACTION RESEARCH CENTRE.

(C) A Trustees shall cease to hold office if he/she:

- (i) resigns his office
- (ii) ceases to be a member of the registered Trustees of WHARC
- (iii) becomes insane
- (iv) is officially declared bankrupt
- (v) Convicted of a criminal offence involving dishonesty by a court of competent jurisdiction
- (Vi) is recommended for removal from office by the Board of Trustees majority vote of members present at any general meeting of WHARC

(d) Upon a vacancy occurring in the number of trustees, another person will be appointed at the meeting of the Associates of WHARC.

2. If in the event of winding up or dissolution of the Centre, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be distributed among the members of the Centre but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of WHARC and the body or bodies are prohibited from distributing its/their income and property amongst its/their members to an extent at least as great as is imposed on WHARC, under or by virtue of the SPECIAL CLAUSE hereof, such institution or institutions to be determined by the members of the Board of Trustees of WHARC. If effect cannot be given to the aforesaid provision, then it shall be passed on to some charitable object.

3. The income and property of the Women's Health and Action Research Centre, whosoever derived, shall be applied solely towards the promotion of the aims and objectives of the Centre as was set forth in these rules and regulations/constitution, and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise, howsoever by way of profit to members of the Women's Health and Action Research Centre, provided that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer or servant of WHARC in return for any service actually rendered, but so that no member of the governing body shall be appointed to any salaried officer of WHARC or any office of the Centre paid by fees, and that no remuneration or other benefit in money shall be given by the Centre to any member of such governing body except repayment of pocket expenses or reasonable and proper rent for premises let to the Centre, provided that the provision last aforesaid shall not apply to any payment of any company to a member of WHARC, maybe to 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.
4. Under no circumstance shall the decision of the Centre set aside any provisions of these Rules and Regulations/Constitution, except that occurring in the process of amendment of

the Rules and Regulations/Constitution and standing orders, provided all the provisions of Article XIII and those of the standing orders shall be fulfilled.

5. No member shall institute any action in any law court or any issue that is purely the Centre's matter without allowing the organization to adjudicate first in the matter or without exhausting all constitutional provisions in seeking redress within the Centre.
6. The provisions of the Constitution of WHARC shall be arranged as Articles, Sections, Subsections and Paragraphs of the various Articles that make up the Constitution.
7. Tobacco shall neither be smoked nor used at all meetings of the Centre/Organization.
8. A member must confine his observations to the subject under discussion and may not introduce irrelevant matters thereby.
9. No member shall be permitted to re-open any specific question upon which the meeting has come to a conclusion.
10. No member shall use offensive, insulting, or disorderly language about any member of the Centre or impute improper motives to such member.
11. Any member whose conduct is disorderly at any meeting, or who refuses to withdraw an offensive or insulting language after he has been told by the chairman to do so may be asked to leave the meeting by the chairman/president.
12. No member shall leave any meeting except with the permission of the chairman.
13. On any issue, cause, or matter, every member eligible to vote according to the organization's constitution shall have one vote at a time but the chairman shall have a second or casting vote in the event of equality of votes.

Attested to on this 6th day of July, 1995 at the conclusion of the annual general meeting, held at the Department of Obstetrics and Gynaecology, Obafemi Awolowo University, Ile-Ife, where this Rules and Regulations/Constitution was unanimously adopted.

Article VIII: Special Clause

1. The INCOME AND PROPERTY of the Women's Health and Action Research Centre, whensoever derived, shall be applied sole towards promoting objects of the Centre as set

forth in this Rules and Regulations/Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to members of the Centre.

2. Provided that nothing herein shall prevent the payment, in good faith or reasonable and proper remuneration to any officer or servant of the Centre in return for any service actually rendered to the Centre but so that no member of the council of management or governing body shall be appointed to any salaried office of the Centre or any office of the Centre paid by fees, and that no remuneration of other benefit or money shall be given by the Centre 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 Centre provided that the provision last aforesaid shall not apply to any payment of any company to a member of the Centre, may be a company in which such member shall not hold more than one hundredth part of capital, and such member shall not be bound to account for any share of profit he/she may receive in respect of any such payment.
3. No addition, alteration, or amendment shall be made to the Rules and Regulations/Constitution for the time being in force, unless the same have been previously submitted to and proved by the registrar-general.
4. If in the event of a winding up or dissolution of the Women's Health and Action Research Centre, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other institution or institutions, having objectives similar to the objectives of the Women's Health and Action Research Centre, and the body or bodies are prohibited from distributing its or their income and property amongst its/their members to an extent at least as great as imposed on the Centre under or by virtue of the SPECIAL CLAUSE hereof, such institution(s) to be determined by members of the Board of Trustees of the Women's Health and Action Research Centre. If effect cannot be given to the aforesaid provision then it shall be passed on to some charitable object.

Article IX: Finance of the Centre

An account would be opened for the organization whereby money obtained through donation or by grant would be kept.

Article X: Holding of Property

The organization has power to acquire landed property or any other property. Whatever property the organization is holding should be vested in the Board of Trustees.

Article XI: Meeting of Board of Trustees

1. The Board of Trustees of the organization would meet at least once a year at a date to be agreed upon by the members.
2. A special board meeting may be called by the secretary any time with the consent of the Chairman as at when necessary.
3. Notice of the meeting in writing accompanied by the agenda of the meeting must be sent to the members within 21 days before the date of newspapers and electronic media advertisement in the daily newspapers and electronic media not less than 7 days before the date of the meeting.
4. The Agenda of the meeting shall contain the following:
 - (a) Adoption of minutes of the previous board meeting
 - (b) The Chairman's report
 - (c) The Auditor's report
 - (d) Review of the programmes being executed in the Centre as presented by the Associates
 - (e) Review of financial status of the Centre
 - (f) Proposal of activities to be executed in the organization for another two years to be presented by the President.
 - (g) Discussion and approval of proposal by the board members
 - (h) Appointment of Trustees and Auditor in accordance with Articles vi (a) and vi (c).
 - (i) Such other matters as the President of the Centre might have notified other members.
 - (j) Any other business as may be approved by the chairman of the Board of Trustees in the meeting.
 - (k) A special meeting in accordance with Article X (2) may be held for specified purpose in writing to members. Such meeting should not be more than two year and it must conform to the guidelines of regular meetings.
 - (l) The quorum for board meetings shall not be less than one third (1/3)

Article XII: Removal of Members

Removal from Office

1. An officer found wanting shall be suspended from office by the President and endorsed by the motion supported by two third (2/3) majority of members present and voting at the annual general meeting of the Board of Trustees. Voting shall be by secret ballot and members shall vote individually. The officer shall remain suspended until investigations are over. The officer shall be given a fair opportunity to defend himself. The

recommendations shall be subject to approval of the annual general meeting and the decisions shall take immediate effect.

2. An officer can also be removed for the following reasons:
 - (a) If he falls short of the requirements set out by the organization, for example, due for vacation.
 - (b) If he is of bad character.
 - (c) If he commits fraud.
 - (d) If he is found to have a criminal record.
 - (e) If he becomes incapable as a result of insanity or other disabilities.
 - (f) If his tenure has expired.

Article XIII: Amendment of the Constitution

1. The amendment of the constitution shall be by ordinary resolution and it must be passed to notify the change. The resolution passed must be signed by the President and Secretary of the organization.
2. The amendment must be in writing, and approval by two thirds (2/3) of the members must be circulated to the state(s) and the Federal Capital Territory, Abuja.
3. The registrar of societies would be informed in writing about the amendment and signed by at least three (3) board members, including the President.
4. The proposed amendment(s) approved by the 2/3 of members must be circulated to the state(s) and the Federal Capital Territory, Abuja.
5. Any amendment to the constitution shall come into effect immediately after the conclusion of the annual general meeting where the amendment is passed.

List of the First Board of Trustees

1. Dr. (Mrs.) Olatokunbo Awolowo-Dosumu - Chairman
Executive Secretary, Obafemi Awolowo Foundation
28 Lanre Awolowo Road, Gbagada Phase II
P.M.B 80075, Victoria Island
Lagos State
2. Chief (Mrs.) Christiana Aduke Fawole
Community Leader and Chairperson, COWAD
3. Dr. Nahid Toubia
Associate Professor and Director
Global Action Against Female Genital Mutilation
4. Professor Friday Okonofua
Obstetrician and Gynaecologist
President of WHARC
Benin City, Edo State
5. Mr. Emmanuel Oriakhi
Publisher, Nigerian Medical Directory
Chief Executive, Healthy Living Communication Limited
Shop 1002 Iponri Shopping Centre, Surulere
P.O.Box 13264, Ikeja
Lagos
6. Mrs. Dupe Adesioye
Journalist, Daily Times of Nigeria Plc (Publications Division)
Lateef Jakande Road, Agidingbi
P.M.B 21340, Ikeja
Lagos

List of Second Board of Trustees

1. Dr Abel Guobadia
1 Liberty Road, GRA, Benin City – Chairman
2. Mrs. Amina E. Sambo
3 Abdu Sambo Street
Gandun Albasa Rail Line
P.O.Box 4704
Kano, Kano State
3. Mrs. M. I. Aisuebeogun
8 Omoruyi Omigie Avenue
Off Ewah Road
Benin City, Edo State
4. Lady Winifred Onyeonwu
34 Federal Government Girls College Road
Off Urelu-Lagos Road
Benin City, Edo State
5. Chief (Mrs.) Christian Fawole
Line 3 Omitoto Street, Ilodo
P.O.Box 60
Ile-Ife, Osun State
6. Professor Friday Okonofua
Executive Director
Women's Health and Action Research Centre
4 Alofoje Street, Off Uwasota Street
Benin City, Edo State
7. Professor Obioma Nnaemeka
Associate Professor of French & Women's Studies
President, Association of African Women Scholars (AAWS)
Cavanaugh Hall, Room 001C
Indiana University
425 University Boulevard
Indianapolis IN 46202. USA

List of Present (Third) Board of Trustees

- 1 Lady Winifred Onyeonwu
34 Federal Government Girls College Road
Off Uselu-Lagos Road
Benin City, Edo State
- 2 Professor Cyril Mokwenye
WHARC, Km 11 Lagos-Benin Expressway
Igue-Iheya, Benin City. Edo State
- 3 Dr Babatunde Ahonsi
Country Representative, Population Council
Abuja.
- 4 Professor F E Okonofua
Ford Foundation
No Ten 105 Close Banana Island, Ikoyi. Lagos
- 5 Mrs. Amina E. Sambo
3 Abdu Sambo Street
Gandun Albasa Rail Line
P.O.Box 4704, Kano, Kano State
- 6 Mrs. M. I. Aisuebeogun
8 Omoruyi Omigie Avenue
Off Ewah Road
Benin City, Edo State
- 7 Chief (Mrs.) Christian Fawole
Line 3 Omitoto Street, Ilodo
P.O.Box 60
Ile-Ife, Osun State
- 8 Professor Obioma Nnaemeka
Associate Professor of French & Women's Studies
President, Association of African Women Scholars (AAWS)
Cavanaugh Hall, Room 001C
Indiana University

425 University Boulevard
Indianapolis IN 46202. USA