



Nigeria  
Employers'  
Consultative  
Association

## **THE RULES AND CONSTITUTION**

**OF**

**THE NIGERIA EMPLOYERS' CONSULTATIVE  
ASSOCIATION (NECA)**

**Effective Date 1<sup>st</sup> January, 1984**

## INTERPRETATION OF CLAUSE

In these rules, unless the context requires otherwise:- *Definitions*

- [i] The expression "**The Association**" shall mean the Nigeria Employers' Consultative Association.
- [ii] The expression "**Member**" shall mean any employer, or Association of Employers, whose application for membership shall have been approved by the Governing Council and whose name shall have been entered in the Register. It also includes Associate Members, except where it refers to voting rights.
- [iii] The expression "**Employer**" shall mean a person, partnership, association, company or corporation who regularly employs five (5) or more workpeople in a permanent establishment engaged in or connected with any industry, trade or business in Nigeria, or any Association of Employers in these industries, trades or businesses.
- [iv] The expression "**Governing Council**" shall mean the organ of the Association responsible for co-ordinating and managing its affairs and activities and exercising such powers and functions as are conferred upon it under these Rules and Constitution.
- [v] The expression "**the Register**" shall mean the Register of Members of the Association as provided for by these Rules and Constitution.
- [vi] The expression "**the Trustees**" and "**the Trustee**" shall mean respectively the Trustees and the Trustee of the Association duly approved under these Rules and as required by the relevant Act.
- [vii] The expression "**Employee**" shall mean any person employed by a Member in his permanent establishment for a continuous period of three months in any one year, whether such period is broken service or not.
- [viii] The expression "**Trade Union**" shall mean any Trade Union which is duly registered and lawfully entitled to function as a Trade Union under the relevant Act.
- [ix] The expression "**Rules**" shall mean these Rules of the Association and shall include any legal additions, amendments and alterations to such Rules which may from time to time be approved.
- [x] The expression "**Manager**" shall mean any person in immediate charge of an industry, trade or business, the owner, lessee or sub-lessee of which is a Member.
- [xi] The expression "**Industrial Groups**" shall mean groups of Members (whether formally organised as Employers' Association/Federation or not) having a common interest. Such common interest may be commercial, industrial or professional.
- [xii] The expression "**Geographical Group**" shall mean a group of Members located in one defined geographical area, not necessarily co-terminus with State boundaries, who have organised themselves with the approval of the Governing Council for the purpose of dealing with local issues within the competence of the Association.
- [xiii] The expression "**Office Bearers**" shall mean those persons elected at the Annual General Meeting to the elective offices of the Association, such as President, Vice-President and Treasurer, and shall include persons acting in such capacities.

- [xiv] The expression "**Officers of the Association**" shall mean full-time officers of the Association of management status appointed by or on behalf of the Governing Council and shall include the Director-General of the Association and such other officers of the Association (howsoever designated) recognised by the Management Committee as being of management status.
- [xv] The expression "**Management Committee**" shall mean the Committee of the Governing Council established by, and having the functions and powers assigned to it in these Rules and Constitution and such other functions as may be delegated to it either specifically or generally by the Governing Council.
- [xvi] Words importing the singular number only shall include the plural number and vice-versa.
- [xvii] Words importing the masculine gender shall include the feminine and vice-versa.
- [xviii] Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in visible form.

*Title* 2.

The name of the Association shall be "The Nigeria Employers' Consultative Association".

*Office* 3.

The registered office of the Association shall be 1-11, Commercial Avenue, Yaba, Lagos or such other place(s) as may be decided upon by the Governing Council.

*Objects* 4.

The objects of the Association shall be:

- [i] To secure the Membership in the Association of all eligible Employers in the Federal Republic of Nigeria.
- [ii] To assist in the maintenance and promotion of good feeling between Members and Employees.
- [iii] To advise on the relation between Members and Employees, and between Members and Members, and between Employees and Employees.
- [iv] To secure the advice and co-operation of all Members in dealing with demands made or action taken by employees or any class or classes of employees or by any Trade Union on all matters or questions affecting the general or common interests of Members.
- [v] To encourage the payment of equitable rates of wages and salaries.
- [vi] To advise and help in the settlement of grievances referred to it by Members.
- [vii] To assist where necessary in the establishment of points of custom and in the adoption of reasonably standardised forms of contracts between Members and Employees.

- [viii] To assist Members as appropriate with advice on the settlement of disputes either between Members or between Members and Employees.
- [ix] To promote or encourage any technical or other form of education and research for the development of efficient employees in all or any branches of industry and commerce in Nigeria.
- [x] To purchase, take on lease or license, or hire or otherwise acquire, movable or immovable property of any kind in furtherance of the objects of the Association, and to sell, exchange, or otherwise dispose of any movable or immovable property on such terms as may be considered expedient.
- [xi] To construct, maintain and alter buildings necessary or convenient for the purpose of the Association.
- [xii] To make available to Members all types of information media such as newspapers, periodicals and pamphlets for the spreading of information with respect to matters having relation to the objects of the Association.
- [xiii] To establish Geographical Groups (and branch offices) as and when required to deal with local matters.
- [xiv] To become a member of or to act in conjunction or affiliate with and to appoint representatives to any association, federation or union of employers either in the Federal Republic of Nigeria or internationally or any other body whose aims or objects are consistent with those of the Association.
- [xv] To promote, influence, modify, or seek the repeal of legislative and other measures affecting or likely to affect employers to communicate with public authorities and with kindred bodies or organisations on all matters affecting the interests of Members and other employers of labour and of employees and to co-operate with other Associations or Chambers in such matters.
- [xvi] To represent the views of Members, both nationally and internationally, on all matters falling within the objects or competence of the Association, and to participate in boards, Councils and other public bodies dealing with such and related issues.
- [xvii] To make representations to Government and appropriate agencies of Government on matters within the objects of the Association or affecting or likely to affect the interests of Members.
- [xviii] To sign and execute all deeds, documents and other instruments of every nature and kind whatsoever for carrying out the purpose of the Association and to do all matters and things required or deemed necessary to comply with legal requirements.
- [xix] To accept, undertake or execute any trust or gift which may be deemed to be in accordance with or which may further or benefit the objects of the Association or any of them.
- [xx] To lend, borrow or raise or secure the payment of money in such manner as the Association shall think fit upon such terms or conditions as shall be deemed expedient.
- [xxi] To accept, draw, make, execute and endorse bills of exchange, promissory notes or other negotiable instruments. To grant bonuses, gratuities, pensions or

charitable aid to persons employed by the Association and to the dependants of deceased employees.

- [xxii] To raise funds by means of subscription of Members and levies on Members and Associate Members or otherwise for all the purposes and objects of the Association in such amounts and in such manner as is provided for in the Rules.
- [xxiii] Generally to promote and protect the mutual interests of Members and other employers of labour and of employees and to do all such other lawful things as are incidental and conducive to the attainment of the above objects or any of them.

## **MEMBERSHIP**

### *Ordinary Membership*

5. The Association shall be composed of Employers or associations of Employers engaged in or connected with any industry, trade, business or profession in the Federal Republic of Nigeria and who, having been duly entered in the Register as Members, shall conform to these Rules or to such other Rules as the Association may from time to time adopt. Every such Employer wishing to join the Association shall send to the Director-General an application substantially in the form set out in the First Schedule to these Rules and the Director-General shall as soon as conveniently possible thereafter refer the application to the Governing Council. All such applications shall be proposed and seconded by Members who have duly paid their subscriptions. The Governing Council may at its discretion approve or refuse any application and the decision of the Governing Council in this regard shall be final.

### *Associate Membership*

6. Any Corporation established by Statute maybe considered for Associate Membership if its activities are carried on in a manner similar to that of an industry, trade or business and if it maintains separate accounts not forming part of the General Budget of the Country or any of the States. Such Associate Member, however, shall have no voting rights.

### *Industrial Groups*

7. Where a Member has been elected to the Association, he shall be grouped or classified as belonging to one or more Groups appropriate to his type(s) of business. Each such Industrial Group shall consist of Members who have the same or common interest, which may be commercial, industrial or professional.

## **MEMBERS' NOMINEES**

### *Nominees*

8. In any case where a partnership, Association, Company or Corporation is a member, any partner or person authorised by any partner of a partnership, or any Secretary or person authorised by an Association, or any Director or person authorised by the Board of a Company or Corporation shall be entitled to attend meetings on behalf of the Member, provided that he meets the qualifications set for such meetings.

### *Managers*

9. The Manager for the time being of every business, factory Managers or installation in membership shall be a local nominee of the Member concerned to represent him to speak on his behalf in any local matter in the locality where such business, factory or installation is situated.

## **THE REGISTER**

10. The Director-General shall keep at the registered office of the Association a Register to be called "The Register of Members of the Nigeria Employers' Consultative Association". The Register shall contain the following particulars:
  - [i] The name and address of each Member and Associate Member.
  - [ii] The name of the business, factories or installations of which each Member is the owner, lessee and/or sub-lessee.
  - [iii] The Industrial Group(s) to which each Member belongs.
  - [iv] The Geographical Group(s) to which each Member belongs.
  - [v] The date on which the name of any person was inserted in the Register as a Member or Associate Member.
  - [vi] The date on which any person ceased to be a Member or Associate Member.
  - [vii] The number of employees of that Member.
  - [viii] The issued capital of that Member if he is a locally incorporated company.
  - [ix] The States of the Federal Republic of Nigeria in which he operates.
  - [x] The names and addresses of persons authorised to attend meetings on behalf of the Member or Associate Member.
  - [xi] The names and addresses of Geographical Group nominees.
  - [xii] Such other particulars as the Governing Council may from time to time direct.

All entries in the Register shall be subject to the approval of the Governing Council and the Register shall be open to inspection of the Members and Office Bearers of the Association during the normal hours of business at the registered office of the Association.

## **NOTICE OF MEMBERS**

### *Notices*

11. All notices sent or required by these Rules to be sent shall be deemed to have been duly served if sent by the Director General through the post by pre-paid letter, telegram or postcard to the address duly entered in the Register for that particular Member or Associate Member.

## **OBLIGATION OF MEMBERS**

### *Members' Obligation*

12.
  - [i] All Members on election shall agree to be bound by the Rules of the Association and any decision made there under and any future additions, alterations or amendments thereto.
  - [ii] Every Member shall submit to the Director-General an annual return showing details required for the Register and for the assessment of subscription due.
  - [iii] Every Member undertakes to inform the Director General and his Industrial Group of the details of all new demands made by his labour force or union before negotiations commence the outcome of such negotiations immediately thereafter, and any trade disputes, industrial actions or threat of industrial action affecting him.

## **CONDUCT OF MEMBERS**

### *Procedure*

13. Where in the opinion of the President or of not less than ten Members of the Association, the conduct of a Member has been prejudicial to the interests of the Association, the President may by his own motion and shall on the written request of ten Members refer the matter to a special meeting of the Governing Council called to deal with it. The Member whose conduct is in question will be given not less than 14 days' notice of such meeting at which he shall have the right to be present in person and be heard, but he shall have no vote. Such notice shall set out briefly the grounds on which the conduct of the Member has been called in question. After hearing such Member, the President may call on him to withdraw from the meeting.

### *Expulsion*

14. If the Governing Council is of the opinion that the Member's conduct has been prejudicial to the interests of the Association, it may resolve that such Member be expelled from the Association. Such a resolution shall not be put into effect until it has

been confirmed by a further meeting of the Governing Council to be held not earlier than 14 days and not later than 28 days thereafter.

#### *Removal of Name*

15. Upon such confirmation being given by the resolution of the Governing Council, the name of such Member shall be removed from the Register and he shall forfeit all Name interest in the funds and property of the Association. The Member shall be notified in writing accordingly.

### **RESIGNATION OF MEMBERS**

16. Any Member wishing to resign from the Association shall Resignation give three months' notice in writing to the Director-General. Of Any Member so resigning shall cease to have any further Members interest in the funds and/or property of the Association.

Any such Member so resigning may later apply to the Association for re-instatement and the Governing Council shall consider such application on its merits and may at its sole discretion approve or reject it or impose any conditions it may deem necessary for re-instating the Member.

### **OFFICIAL YEAR**

17. The official year of the Association shall be from 1st January Official to 31<sup>st</sup> December. For the purpose of the audited accounts, Year the Financial Year shall also be from 1st January to 31st December.

### **ENTRANCE FEE**

18. Every new Member shall pay, in addition to the annual Entrance subscription for the year of registration, an entrance fee as may be decided from time to time by the Governing Council. Such fee shall be payable upon the registration of his name in the Register.

### **ANNUAL SUBSCRIPTION**

#### *Annual Subscription*

19. The subscription of each Member and Associate Member shall be such annual subscription as may be determined from time to time by the Governing Council, provided that the Governing Council may at its discretion require a new Member becoming registered after 30th June to pay only half of the subscription due from him for that year.



#### *When Payable*

20. Subscriptions shall be paid annually in advance and shall when become due and payable on 1st January or, in the case of a new Member, on the date upon which his name is entered in the Register.

#### *Failure to Pay*

21. If any Member or Associate Member fails to pay his annual subscription within six months of the due date, the Governing Council at its discretion may remove the name of such Member from the Register and shall thereafter cease to be a Member and shall forfeit all interest in the funds and property of the Association. The Member shall be notified in writing accordingly.

## **GENERAL MEETINGS**

#### *Chairman*

22. The President or, in his absence, the First Vice-President or, in the absence of both, the Second Vice-President shall take the Chair at all General Meetings. In the absence of the President and both Vice-Presidents, those present shall elect a Chairman from amongst themselves. The Chairman shall have no casting vote.

#### *Quorum*

23. No business shall be transacted at a General Meeting unless a quorum is formed at the time the meeting proceeds to business. Twenty members of the representatives having the right to vote at the meeting shall form a quorum.

#### *Adjournment*

24. If within half an hour from the time appointed for the meeting quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the Governing Council may determine and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall form a quorum.

#### *Voting*

25. Voting at General Meetings, whenever required, shall normally be by show of hands and every member entitled to vote shall have one vote. However, the Governing Council or two-thirds of the members attending a General Meeting and entitled to vote may decide to submit a particular matter to secret ballot of Members. In such a case the Governing Council shall arrange for such a secret ballot either at the meeting (if practicable) or thereafter by correspondence.

The Governing Council may also decide that the votes cast in such a ballot shall be weighted, each Member being entitled to a number of votes corresponding to the subscription paid on the basis of a formula to be determined before hand. No

member shall be entitled to vote at any General Meeting unless all monies due from him to the Association shall have been paid.

#### *Voting Rights*

26. The following shall be entitled to vote at a General Meeting:

- [a] The Officer Bearers
- [b] All Ordinary Members.

#### *Annual General Meeting*

27. There shall be an Annual General Meeting of Members to be held once in every year at such time (not being General Meeting more than fifteen months after the holding of the last preceding General Meeting and not later than 31st May of the following year) and place to be determined by the Governing Council. The Annual General Meeting shall be summoned by the President or, in his absence, the First Vice-President or, in the absence of both, the Second Vice-President.

#### *Business*

28. The business to be dealt with by the Annual General Meeting shall include:

- (i) Election of the President, the First Vice-President, the Second Vice-President and Treasurer for the coming year from nominations duly proposed and seconded and received by the Director-General in writing no less than seven days prior to the meeting. In the event of any of these Office Bearers not being elected at the Annual General Meeting, the Governing Council will elect a suitable person to the vacancy at the first meeting held after the vacancy occurs.
- (ii) Confirmation of the elected representatives of the Industrial Groups and Chairmen of the Geographical Groups as members of the Governing Council.
- (iii) Consideration of and, if approved, adoption of the Governing Council's Statement of Accounts for the Financial Year and Report on the working of the Association for the previous year.
- (iv) Election of Auditors
- (v) Election of Solicitors
- (vi) Consideration of any matters brought forward in accordance with the Rules.

#### *Notice of Meeting*

29. Not less than 21 days' notice of the Annual General Meeting. Notice shall be given to all Members specifying the place, day and time of the meeting. The Notice shall be sent together with the Statement of Accounts for the Financial Year. However, the accidental omission to give such notice to any Member shall not invalidate any resolution passed at any such meeting.

### *Special General Meeting*

30. A Special General Meeting shall be summoned by the Director-General on the request of the Governing Council or on the written request of fifty (50) Members. At least 21 days' notice of such meeting shall be given, specifying the nature of business to be transacted. No other business, other than so specified, shall be transacted at the meeting.

## **OFFICE BEARERS**

### *Office Bearers*

31. The Office Bearers of the Association to be elected at the Annual General Meeting shall be the following:

- [i] The President
- [ii] The First Vice-President
- [iii] The Second Vice-President
- [iv] The Treasurer.

The Office Bearers shall hold office for one year, but shall be eligible for re-election. Any vacancy amongst Office Bearers shall be filled by the Governing Council pending the next Annual General Meeting.

### *Duties of Office Bearers*

- 32.
- [i] The President shall preside over the Annual General Meeting and take the Chair at all meetings of the Bearers Governing Council and the Management Committee. He shall carry out all the other functions assigned to him by these Rules and Constitution He shall represent the Association on all formal occasions and shall be its spokesman on matters relating to the objects of the Association.
  - [ii] The First Vice-President shall take over the duties and functions of the President when ever the President, for any reason whatsoever, is unable to carry out these duties and functions.
  - [iii] The Second Vice-President shall take over the duties and functions of the President whenever both the President and the First Vice-President, for any reasons whatsoever, are unable to carry out these duties and functions.
  - [iv] The Treasurer shall be responsible for ensuring that:

- [a] A true and accurate account of all monies received and expended by the Association is kept.
- [b] All returns and documents required by law are duly prepared and submitted to the proper authority.
- [c] A Statement of the Annual Accounts is prepared and submitted to the Annual General Meeting.
- [d] Budgets and forecasts of revenue and expenditure are available to the Governing Council and that these are related to the relevant economic trends.
- [e] All other duties assigned to him by the Management Committee are carried out.

### **GOVERNING COUNCIL**

33. There shall be a Governing Council which shall conduct the affairs of the Association in accordance with the Rules and Constitution from time to time in force.
34. The Governing Council shall consist of:
- [i] The Office Bearers of the Association
  - [ii] The Immediate Past President
  - [iii] The Director-General (Ex-Officio)
  - [iv] Representatives of Industrial Groups
  - [v] One member representing Associate Members
  - [vi] The Chairmen of Geographical Groups
  - [vii] The Chairmen of the Industrial Relations Committee and the Training and Education Committee (Ex-Officio).
  - [viii] A maximum of nine co-opted members at the discretion of the Governing Council. Alternates may be provided for those representatives in [iv], [v] and [vi] above who are ill or absent from Lagos at the time of the particular meeting.

#### *Election of Members*

35. Each Industrial Group shall elect from within its Group their representative and alternate where necessary to become a member of the Governing Council. Such representatives shall preferably be Chief Executives of their respective organisations or at least be of the Board level. The Governing Council, at its sole discretion may decide that a particular Industrial group, because of its size and composition, may elect more than one representative to the Governing Council. The election of representatives of the Industrial Groups will be confirmed at the

Annual General Meeting and members so confirmed will hold office until the next Annual General Meeting.

*Casual Vacancy*

36. Any casual vacancy arising among members of the Governing Council elected under Rule 35 above shall be filled by the relevant industrial Group, but the person elected shall hold office only until the next Annual General Meeting.

*Business*

37. The Governing Council shall:
- [i] Be responsible to the Annual General Meeting for the efficient organisation of the Association.
  - [ii] Appoint an Industrial Relations Committee which shall consist of Industrial Relations Specialists nominated by Members from their staff.
  - [iii] Appoint a Training and Education Committee which shall consist of Training Specialists nominated by Members from their staff.
  - [iv] Appoint other Committees or Sub-Committees it may consider necessary from time to time and delegate to such Committees or Sub-Committees such powers it may consider expedient or necessary.
  - [v] Decide and formulate policies which will further the objects of the Association.
  - [vi] Ensure that the employers' interest are adequately represented to Government on matters affecting the objects of the Association.
  - [vii] Engage and dismiss the Director-General and any other Management and Senior Staff and shall be responsible for their remuneration, conditions of service, etc.
  - (viii) Review the entrance and subscription rates payable by Members.
  - [ix] Keep under constant review the finances of the Association.
  - [x] Have power to appoint any Office Bearer whenever there is a casual vacancy, pending the next Annual General Meeting.

*Proceedings*

38. The President, or in his absence the First Vice-President, or in the absence of both, the Second Vice-President shall take the Chair in all meetings. In the absence of both the President and Vice-Presidents those present shall elect a Chairman. The Chairman shall have one vote but no casting votes.

### *Voting*

39. As the Association is a consultative body, no question of voting will arise on subjects for the discussion of which the Association was formed. Where voting is required it shall ordinarily be by show of hands and each member shall have one vote.

### *Expenses of Members*

40. No member shall, as such, be entitled to any salary or expenses unless otherwise decided by the Governing Council.

### *Meetings*

41. The Governing Council shall hold regular ordinary meetings preferably once a month, but in any case not less than six times in any one year. Such ordinary meetings shall be convened by the Director-General in writing in consultation with the President not less than fourteen days before the date scheduled for the meeting. The notice convening the meeting shall contain the agenda for the meeting.

### *Extra Ordinary Meeting*

42. An Extra-ordinary meeting of the Governing Council may be convened by the President and shall be so convened on a requisition in writing signed by five members of the Governing Council stating the objects for which such meeting is to be convened, which requisition shall be forwarded to the Director-General. Not less than seven days' notice shall ordinarily be given for such extra-ordinary meetings, but the President, or in his absence the First Vice-President, or in the absence of both, the Second Vice-President may in case of an emergency decide on a shorter notice and in such cases it shall not be necessary to give notice in writing nor to issue an agenda before the meeting.

### *Quorum*

43. Fifteen (15) members of the Governing Council present in person shall be necessary to form a quorum. No proxies shall be permitted.

### *Adjournment*

44. If no quorum is present within half an hour from the time fixed for the meeting, the meeting shall be adjourned to a date not less than seven and not more than twenty-one days later. The number of persons present at such adjourned meetings shall constitute a quorum. The business of the adjourned

meeting shall be the same and none other than that due to be transacted at the original meeting.

## **MANAGEMENT COMMITTEE**

### *Constitution*

45. The Governing Council shall constitute a Management Committee, to consist of the President, the two Vice- Presidents, the Treasurer, the Chairman of the Industrial Relations Committee and the Director-General (Ex-Officio). Three members of the Committee present in person shall form a quorum. The Management Committee may invite the Immediate Past President to participate in any of its meetings. The Committee shall also have power to co-opt any member for a particular purpose.

### *Duties and Powers*

46. The Governing Council shall delegate the following matters to the Management Committee:
- [i] All matters mentioned under Rule 37[vii], [ix] above.
  - [ii] The general supervision of the Secretariat
  - [iii] All matters of a legal nature.
  - [iv] All other matters to be considered as being so urgent that a decision is required before a meeting of the Governing Council can be convened.

PROVIDED that the Management Committee shall submit regular reports of its deliberations and activities to the Governing Council.

## **INDUSTRIAL RELATIONS COMMITTEE**

### *Constitution*

47. There shall be an Industrial Relations Committee consisting of persons who shall be nominated by Members of the Association and appointed by the Governing Council in the manner provided in Rule 37[ii].

### *Business*

48. The Industrial Relations Committee shall:

- [i] Appoint its own Chairman and Vice-Chairman in every year and shall settle its own procedure subject to the approval of the Governing Council.
- [ii] Meet not less than six times every calendar year. Its meetings shall be convened by or on behalf of its Chairman, or in his absence, its Vice-Chairman, who shall at any time convene a meeting if so directed by the Governing Council. Not less than fourteen days' notice of a meeting shall normally be given to members, provided that a shorter notice shall not invalidate any decision taken at the meeting.
- [iii] Have such powers and duties as are conferred or imposed upon it by the Rules and/or by the Governing Council.
- [iv] Have power to prescribe standards or qualifications for admission of members, subject always to the approval of the Governing Council.
- [v] Have power to appoint Sub-Committees or an Advisory Panel as it may from time to time decide and to delegate to such Sub-Committees any or all of its powers, subject always to the approval of the Governing Council.

### **TRAINING AND EDUCATION COMMITTEE:**

#### *Constitution*

49. There shall be an Industrial Relations Committee consisting of persons who shall be nominated by Members of the Association and appointed by the Governing Council in the manner provided in Rule 37[iii].

#### *Business*

50. The Training and Education Committee shall:
- [i] Appoint its own Chairman and Vice-Chairman in every year and shall settle its own procedure subject to the approval of the Governing Council.
  - [ii] Meet not less than six times every calendar year. Its meetings shall be convened by or on behalf of its Chairman, or in his absence, its Vice-Chairman, who shall at any time convene a meeting if so directed by the Governing Council. Not less than fourteen days' notice of a meeting shall normally be given to members, provided that a shorter notice shall not invalidate any decision taken at the meeting.
  - [iii] Have such powers and duties as are conferred or imposed upon it by the Rules and/or by the Governing Council.
  - [iv] Have power to prescribe standards or qualifications for admission of members, subject always to the approval of the Governing Council.



- [v] Have power to appoint Sub-Committees or an Advisory Panel as it may from time to time decide and to delegate to such Sub-Committees any or all of its powers, subject always to the approval of the Governing Council.

## **GEOGRAPHICAL GROUPS**

### *Establishment of Geographical Groups*

- 51. Where there are a number of Members located in one defined geographical area or within a State of the Federation, these Members may, with the approval of or on the recommendation of the Governing Council, establish a Geographical Group of the Association in the area. Membership of such a Group shall be open to Members whose main operations are located in the area, as well as other Members who maintain branches of their business, factories and installations in the area. The Governing Council may at its discretion prescribe requisite conditions for the establishment of Geographical Groups, including the minimum number of Members required to establish a Geographical Group.

### *Meetings*

- 52. Each Geographical Group shall organise regular meetings to deal with local issues as well as discuss and make recommendations on any other matters within the objects of the Association. It shall elect a Chairman who shall represent the Group on the Governing Council and any other honorary officers that may be required. Each Geographical Group shall be free to settle its own procedure, subject to the approval of the Governing Council.

### *Officers*

- 53. The following persons shall be the Officers of the Association:
  - [i] The Director-General
  - [ii] Any other officer recognised by the Management Committee as being of management status.
- 54.
  - [i] The Director-General shall be the Association's Chief Executive and principal adviser in all matters relating to the policy of the Association and particularly in regard to wages, terms and conditions of employment and industrial relations questions generally.
  - [ii] The Director-General, subject to any directions given by the Governing Council through the Management Committee, is empowered to engage and terminate junior staff and fix their salaries and conditions of service.
  - [iii] The Director-General shall ensure that the records and accounts of the Association are maintained and carry out its correspondence. He shall be responsible for the preparation and submission of all returns and documents required by law.
  - [iv] The Director-General shall have the right to attend and be heard by

all meetings of the Association and of its Committees and Sub-Committees. He shall have no vote.

- [v] Although the Governing Council is responsible for the efficient organisation and running of the Association and therefore also of the Secretariat, the Director-General shall assist in promoting the realization of this objective. The Director-General shall act under the general direction and supervision of the President, or in his absence the First Vice-President, or in the absence of both, the Second Vice-President. He shall be responsible only to the President and shall not be under obligation to carry out any wishes or instructions of individual Members.
- [vi] The Director-General, subject to any directions given by the Governing Council through the Management Committee, shall determine the duties and powers of other Officers of the Association.

## **TRUSTEE**

### *Appointment of Trustee*

- 55. [i] The Governing Council may appoint any Bank or other Incorporated Body approved in writing to be the sole Trustee of the Association and may decide what remuneration (if any) shall be made from time to time to such sole Trustee.
- [ii] When and so long as there is a sole Trustee of the Association as provided by paragraph [i] of this Rule, the property and other investments of the Association shall be vested in such Trustee.

## **FINANCE AND ACCOUNTS**

### *Accounts*

The accounts of the Association shall be in the hands Accounts of the Treasurer who shall ensure that proper books are maintained to record the assets and liabilities of the Association. He may delegate parts of this responsibility to the Director-General and his staff as far as it concerns the day to day keeping of such accounts. The Governing Council shall be responsible for presenting each year an Audited Statement of Accounts to Members at the Annual General Meeting of the Association.

### *Operation of Accounts*

All money or funds of the Association shall be paid into Operations one or more accounts with the bank selected by the Management Committee and approved by the Governing Council. Such accounts shall be called the Association Accounts and they shall be operated by persons so authorised by the Management Committee.

### *Funds and Investments*

58. The funds of the Association shall be applied in accordance with the instructions general or specific of the Governing Council in payment of salaries of officers and staff of the Association and of the usual office and other expenses and in the furtherance of the objects of the Association. Any such funds not immediately required for the said purposes may be invested by the Trustees as directed by the Management Committee or in the absence of such Trustees by the Governing Council, in and upon any appropriate investments authorised by law. The Governing Council may delegate all or any of its powers under this Rule to the Management Committee.

### *Levies*

59. If at any time the Governing Council resolves that an emergency has arisen making it advisable that a levy shall be made then a resolution to that effect shall be submitted to a secret ballot vote of all Members. If the resolution that a levy be imposed is supported by a majority of two-thirds of the valid votes cast, then a levy shall forthwith become due and payable from the date specified in the resolution. Any Member failing to pay a levy within six months after notification thereof has been posted to him by the Director-General shall be disqualified from taking part in any proceedings of the Association and shall be liable to pay an additional penalty of 10 percent of the levy. The levy and penalty may be recovered at law by proceedings instituted by the Director-General.

### *Donations*

60. Any Member or any other individual or organisation may make donations to the Association, provided the Management Committee approves of such donation on behalf of the Governing Council.

### *Auditors*

61. An Auditor or Auditors shall be elected by the Association at each General Meeting to hold office until the next Annual General Meeting and shall be eligible for reelection. The election of an Auditor or Auditors shall be by show of hands.

### *Inspection of Books*

62. The Accounts of the Association shall be open to inspection by any Member by appointment at the office of the Association at all reasonable times.

## **LEGAL MATTERS**

### *Solicitors*

63. The Solicitors of the Association shall be elected at each Annual General Meeting by a show of hands and shall be eligible for re-election.

### *Indemnity*

64. If any prosecution, action or suit at law be commenced against any member or members of the Governing Council, the Director-General or any servant or agent of the Association for anything done by him or them in the proper and reasonable discharge of their duties, such person or persons shall be defended and indemnified by and at the cost of the Association from all damage, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the Trustee is hereby empowered to apply the property and funds of the Association for such purposes as may be directed by the Governing Council from time to time provided, however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

#### *Claiming Indemnity*

65. Any Member desiring to claim indemnity shall submit his claim to the Governing Council which shall consider and decide the same in accordance with Rule 64. The decision of the Governing Council shall be final.

#### *Verification of Documents*

66. Any document required to be sworn, signed or otherwise verified in connection with the affairs of the Association may be sworn, signed or verified by the President or by any of the Vice-Presidents or by the Treasurer or by the Director-General.

#### *Alteration of Rules*

67. Any proposal to delete, add to or amend these Rules or any subsequent Rules which may be legally adopted shall be forwarded to the Director-General. The proposal shall be in writing and duly proposed and seconded by two Members of the Association.

The Director-General shall thereupon circulate it to the members of the Governing Council who shall make recommendations thereon. The proposal shall then be brought for a decision by ballot under Rule 25 above. The notice setting out the resolution shall also set out any reasons in favour which the proposer may have given and the recommendation of the Governing Council. Any alteration duly approved by a simple majority of the votes cast shall, when registered, be valid and binding upon all Members of the Association.

## **DISSOLUTION**

#### *Dissolution*

68. Any resolution that the Association be wound up and dissolved shall be reduced to writing, supported by not less than fifty Members and forwarded to the Director-General who shall submit it to the Governing Council. If the resolution is rejected by the Governing Council no further action shall be taken to it. No alteration may be made unless a resolution is passed by a majority of at least two-thirds of the total votes cast. If it is passed by the Governing Council, the resolution shall become effective when approved by two-thirds majority of members of the Association voting by secret ballot.

*Interpretation*

69. Any question arising as to the proper interpretation of any Rules in this Constitution shall be finally determined by the Governing Council.

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