

# **THE BRITAIN-NIGERIA EDUCATIONAL TRUST**



## **CONSTITUTION**

Registered Charity No. 1120876

# **THE BRITAIN-NIGERIA EDUCATIONAL TRUST**

## CONSTITUTION

### **1. Adoption of the Constitution**

The Charity and its property will be administered and managed in accordance with the provisions of this Constitution.

### **2. The Name**

The name of the Charity (hereinafter called “the Trust”) is **The Britain-Nigeria Educational Trust** and its registered office will be situated in the United Kingdom.

### **3. The Objects**

The objects for which the Trust is established are to advance the education of students from Nigeria for the public benefit by: -

- (a) Promoting and financing the higher or further education of Nigerian undergraduate students in Nigeria or in the UK in particular by granting scholarships and fellowships which perpetuate the memory of the late The Right Honourable Alhaji Sir Abubakar Tafawa Balewa KBE, MP.
- (b) Providing and assisting in the provision of resources and facilities for education in Nigeria.

### **4. The Board of Trustees**

- (1) The Trust and its property shall be managed and administered by a committee comprising the Officers and other members appointed as Trustees in accordance with this Constitution.
- (2) The committee of Officers and Trustees shall be known as the Board of Trustees.
- (3) The Trust shall have the following Officers:
  - A Chairman
  - A Vice-Chairman
  - A Secretary
  - A Treasurer
  - A Membership Secretary
- (4) A Trustee must be a member of the Trust or the nominated representative of an organisation that is a member of the Trust.
- (5) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 7.
- (6) The number of Trustees shall not be less than seven and (unless otherwise determined by a resolution of the Trust in General Meeting) not more than fifteen.
- (7) The first Trustees (including Officers) shall be those persons appointed as Trustees and Officers at the meeting at which this Constitution is adopted.
- (8) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

## **5. The Appointment of Trustees**

- (1) The Trustees may appoint any person who is willing to act as a Trustee. They may also appoint Trustees to act as Officers.
- (2) Each newly appointed Trustee shall retire with effect from the conclusion of the Annual General Meeting next after his or her appointment but shall be eligible for re-election at that Annual General Meeting.
- (3) The Chairman of the Trust shall be elected for a period of twelve months from among their number by members of the Board of Trustees annually at their first meeting after the Annual General Meeting in each year, and may be re-elected.
- (4) The Vice-Chairman of the Trust shall be elected for a period of twelve months from among their number by members of the Board of Trustees annually at their first meeting after the Annual General Meeting in each year, and may be re-elected. The Vice-Chairman of the Trust shall take the chair at any meeting of the Board of Trustees in the absence of the Chairman.
- (5) The Secretary of the Trust shall be elected for a period of twelve months from among their number by members of the Board of Trustees annually at their first meeting after the Annual General Meeting in each year, and may be re-elected.
- (6) The Treasurer of the Trust shall be elected for a period of twelve months from among their number by members of the Board of Trustees annually at their first meeting after the Annual General Meeting in each year, and may be re-elected.
- (7) The Membership Secretary of the Trust shall be elected for a period of twelve months from among their number by members of the Board of Trustees annually at their first meeting after the Annual General Meeting in each year, and may be re-elected.
- (8) The appointment of a Trustee, whether by the Trust in General Meeting or by other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance sub-clause (6) of Clause 4 of this Constitution as the maximum number of Trustees.
- (9) The whole number nearest to one third of the members of the Board of Trustees shall retire at each Annual General Meeting, the longest in office retiring first, and in the event of equal length of service the retiring Trustees shall be chosen by lot. Retiring Trustees may be re-elected.

## **6. Powers of Trustees**

- (1) The Trustees must manage the business of the Trust and have the following powers in order to further the Objects (but not for any other purpose):
  - a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Trust. In exercising this power, the Trustees must comply as appropriate with Sections 36 and 37 of the Charities Act 1993;

- d) to borrow money and to charge the whole or any part of the property belonging to the Trust as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
  - e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
  - h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Trust;
  - j) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
  - k) to do all such other lawful things as are necessary for the achievement of the Objects.
- (2) No alteration to this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees;
- (3) Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## **7. Disqualification and Removal of Trustees**

A Trustee shall cease to hold office if he or she:

- (1) is disqualified for acting as a Trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Trust;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Trustee by notice to the Trust (but only if at least five Trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Trustees from all their meetings held within a period of one calendar year and the Trustees resolve that his or her office be vacated.

## **8. Proceedings of Trustees**

- (1) The Trustees may regulate the proceedings as appropriate, subject to the provisions of this Constitution.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The Secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a casting vote.
- (5) No decision may be made by a meeting of the Trustees unless a quorum is present. The quorum shall be five or the number nearest to one third of the total number of appointed Trustees.
- (6) The Chairman of the Trust shall chair all meetings of the Trustees. In the absence of the Chairman the Vice-Chairman shall preside or, if neither is present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair the meeting.
- (7) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees.

## **9. Delegation**

- (1) The Trustees may delegate any of their powers or functions to a sub-committee of two or more Trustees or members of the Trust but the terms of any such delegation must be recorded in the Minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate and that no expenditure may be incurred except in accordance with a budget previously agreed with the Trustees.
- (3) All acts and proceedings of any sub-committee must be fully reported to the Trustees.

## **10. Minutes**

The Trustees must keep Minutes of all:

- (1) appointments of Officers and Trustees made by the Trustees;
- (2) proceedings at meetings of the Trust;
- (3) meetings of the Trustees and committees of Trustees including the names of the Trustees present, the decisions made at the meetings and, where appropriate the reasons for the decisions.

## **11. Membership**

- (1) Individual and Family membership is open to anyone over the age of eighteen who is interested in the promotion of the Objects of the Trust and who are confirmed by the Trustees.

- (2) Membership as Corporate Sponsors is open to any company, institution, association or other body which is interested in the promotion of the Objects of the Trust and who are approved by the Trustees.
- (3) The Trustees may invite such persons as they deem appropriate to accept appointment as honorary members. Those appointed under this Clause may enjoy all the privileges of membership save that of voting at General Meetings.
- (4) Temporary membership may be granted by the Trustees to Nigerian students who are sponsored by the Trust with a grant or scholarship to undergo further education in the United Kingdom. Those appointed as Students under this Clause will be exempt from any subscription and may enjoy all the privileges of membership save that of voting at General Meetings.
- (5) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Trust to refuse the application. Upon refusal:
  - a) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - b) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing and shall be final.
- (6) Membership is not transferable to anyone else.
- (7) Election or appointment of any member to the Trust under the provisions of this Clause (11) shall be recorded in the Minutes of the Board of Trustees and the Secretary shall notify that member of his election or appointment as appropriate.
- (8) The Secretary of the Board of Trustees must keep a register of names and addresses of the members, in accordance with the requirements of the Data Protection Act 1998.
- (9) The Membership Secretary shall chair a sub-committee of members to manage the affairs of the Trust's membership and to take such action as is necessary to promote the Objects, develop membership numbers and raise the profile of the Trust through appropriate functions, activities and media.

## **12. Termination of Membership**

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Secretary of the Trust;
- (3) any subscription due from the member to the Trust is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Trust that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

- a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - b) the member or, at the option of the member, the member's representative (who need not be a member of the Trust) has been allowed to make representations to the meeting.
- (5) All resignations and terminations shall be recorded in the Minutes of the Board of Trustees.

### **13. Subscriptions**

- (1) Members shall pay an annual subscription of such amount proposed from time to time to a meeting of the Board of Trustees and approved by the members of the Trust in General Meeting.
- (2) The Trustees may fix different rates of subscription for each category of membership.
- (3) All subscriptions shall be due on 1<sup>st</sup> January in each calendar year; new members joining on or after 1<sup>st</sup> October will be deemed to have paid their subscription for the following year.
- (4) No member shall vote, serve on any committee or take part in the affairs of the Trust in any way whose subscription is not paid within six months of it falling due.

### **14. General Meetings**

- (1) The Trust must hold a General Meeting within twelve months of the date of the adoption of this Constitution.
- (2) An Annual General Meeting must be held in each subsequent year at such time and place as may be determined by the Trustees and not more than fifteen months may elapse between successive Annual General Meetings. The ordinary business at such meeting shall be:
  - a) To receive and consider a report from the Chairman of the Trust on the charitable activities of the Trust during the preceding year;
  - b) To receive and consider a report from the Honorary Treasurer on the financial position of the Trust during the preceding financial year;
  - c) To appoint Auditors to the Trust;
  - d) To elect Trustees to fill vacancies on the Board of Trustees in accordance with Clause 5;
  - e) To receive and consider a report from the Membership Secretary on membership activities during the preceding year;
  - f) To consider any other business of which notice shall have been given to the Secretary at least 14 days before the date of such meeting.
- (3) All General Meetings other than Annual General Meetings shall be called Special General Meetings.
- (4) The Trustees may call a Special General Meeting at any time.

- (5) The Trustees must call a Special General Meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of this Constitution.

#### **15. Notice**

- (1) The minimum period of Notice required to hold any General Meeting of the Trust is twenty-one clear days from which the date on which the Notice is deemed to have been given.
- (2) The Notice must specify the date, time and place of the meeting and general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the Notice must say so.
- (3) The Notice must be sent to all members.

#### **16. Quorum**

- (1) No business shall be transacted at any General Meeting unless a quorum is present.
- (2) A quorum shall be 30 members present in person or by proxy entitled to vote upon the business to be conducted at the meeting.
- (3) If a quorum is not present within thirty minutes from the time appointed for the meeting or during the meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.
- (4) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

#### **17. Chair**

- (1) The Chairman of the Board of Trustees shall take the Chair at every General Meeting of the Trust, and in his absence the Vice-Chairman of the Trust shall preside.
- (2) If neither is present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees present shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee is present within fifteen minutes after the time appointed for holding it, the meeting shall be postponed until such time as a new date and venue has been agreed.

#### **18. Votes**

- (1) Each Individual member and every Corporate sponsor, whose subscriptions are fully paid, shall have one vote either in person or by proxy at every General Meeting. A proxy need not be a member of the Trust.
- (2) No Honorary or Student member appointed under sub-clauses (3) and (4) of Clause 11 shall have any vote at any General Meeting.

- (3) A resolution put to the vote of the meeting shall be carried by a majority of those present and voting but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (4) Any organisation that is a member of the Trust may nominate in writing any person to act as its representative at any meeting of the Trust and have one vote. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Trust. The nominee may continue to represent the organisation until written notice to the contrary is received by the Trust.

## **19. Annual Report and Return and Accounts**

- (1) The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
  - (a) The keeping of accounting records for the Trust;
  - (b) The preparation of annual statements of account to the Trust;
  - (c) The transmission of the statements of accounts to the Trust;
  - (d) The preparation of an annual report and its transmission to the Commission;
  - (e) The preparation of an annual return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepared accounts in accordance with the provisions of such a Statement prepared by another body.

## **20. Notices**

- (1) Any Notice required by this Constitution may be given to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her address or by leaving it at the address of the member or by giving it using electronic communications to the member's address.
- (2) A member who does not register an address with the Trust or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any Notice from the Trust.
- (3) A member present in person at any meeting of the Trust shall be deemed to have received Notice of the meeting and of the purposes for which it was called.
- (4) (a) Proof that an envelope containing a Notice was properly addressed, prepaid and posted shall be conclusive evidence that the Notice was given.  
  
(b) Proof that a Notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the Notice was given.  
  
(c) A Notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## **21. Property**

- (1) The Trustees must ensure the title to all investments held by or on behalf of the Trust is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.
- (2) The terms of the appointment of any holding Trustee must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Trust.
- (3) The Trustees may remove the holding Trustees at any time.

## **22. Application of the Income and Property**

- (1) The income and property of the Trust shall be applied solely towards the promotion of the Objects.
- (2) A Trustee may be reimbursed from the property of the Trust reasonable expenses properly incurred by him or her when acting on behalf of the Trust.
- (3) None of the income or property of the Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Trust. This does not prevent:
  - a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Trust;
  - b) a Trustee from receiving a benefit from the Trust in the capacity of a beneficiary of the Trust, provided that the Trustees comply with the provisions of sub-clause (5) of this Clause, or as a member of the Trust and upon the same terms as other members;
  - c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other Officer in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Trust but excluding:
    - i. fines;
    - ii. costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty or wilful or reckless misconduct of the Trustee or other Officer;
    - iii. liabilities to the Trust that result from conduct that the Trustee or other Officer knew or ought to have known was not in the best interests of the Trust or in respect of which the person concerned did not care whether that conduct was in the best interests of the Trust or not.
- (4) A Trustee may:
  - a) sell goods, services or any interest in land to the Trust;
  - b) be employed by or receive any remuneration from the Trust;
  - c) receive any other financial benefit from the Trust if the benefit is authorised by the Trustees in accordance with the conditions of sub-clause (5) of this Clause.
- (5) a) If it is proposed that a Trustee should receive a benefit from the Trust that is not already permitted under sub-clause (3) of this Clause, he or she must:

- i. declare his or her interest in the proposal;
  - ii. be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
  - iii. not be counted in determining whether the meeting is quorate;
  - iv. not vote on the proposal.
- b) In cases covered by sub-clause (4) of this Clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Trust to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the Minutes. In reaching that decision the Trustees must balance the advantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
- c) The Trustees may only authorise a transaction falling within paragraphs 4(a) - (c) of this Clause if the Board of Trustees comprises a majority of Trustees who have not received any such benefit.
- d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Trust the value of any benefit received by the Trustee from the Trust.
- (6) A Trustee must absent himself or herself from any discussion of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Trust and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (7) In the above Para. (4) of this Clause 22, "Trustee" shall include any person firm or company connected with the Trustee.

### **23. Amendments**

- (1) The Trust may amend any provision contained in this Constitution provided that:
- a) no amendment may be made that would have the effect of making the Trust cease to be a Charity at law;
  - b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Trust;
  - c) no amendment may be made to Clause 22 without the prior written consent of the Commission;
  - d) any resolution to amend a provision of this Constitution is passed by not less than two thirds of the members present and voting at a General Meeting.
- (2) A copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of it being passed.

### **24. Rules**

- (1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.

- (2) The bye-laws may regulate the following matters but are not restricted to them:
- (a) The admission of members of the Trust (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) The conduct of members of the Trust in relation to one another, and to the Trust's employees and volunteers;
  - (c) The setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;
  - (d) The procedure at General Meetings and meetings of the Trustees in so far as such procedure is not regulated by this Constitution;
  - (e) The keeping and authenticating of records. (If regulations made under this Clause permit records of the Trust to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - (f) Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Trust in General Meeting has the power to alter, add or to repeal the rules and bye-laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Trust.
- (5) The rules or bye-laws shall be binding on all members of the Trust. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

## **25. Registered Particulars**

The Trustees must notify the Commission promptly of any changes to the Trust's entry on the Central Register of Charities.

## **26. Dissolution**

- (1) If the members resolve to dissolve the Trust the Trustees will remain in office as the Trust's Trustees and be responsible for winding up the affairs of the Trust in accordance with this Clause.
- (2) The Trustees must collect in all the assets of the Trust and must pay or make provision for all liabilities of the Trust.
- (3) The Trustees must apply any remaining property or money
  - a) directly to the Objects;
  - b) by transfer to any Charity or charities for purposes the same as or similar to the Trust;
  - c) in such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.

- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Trust specifying the manner in which the Trustees are to apply the remaining property or assets of the Trust and the Trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Trust be paid to or distributed among the members of the Trust (except to a member that is itself a Charity).
- (6) The Trustees must notify the Commission promptly that the Trust has been dissolved. If the Trustees are obliged to send the Trust's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Trust's final accounts.

## **27. Interpretation**

The interpretation and implementation of this Constitution shall be in accordance with English law.

## **28. Adoption**

This Constitution, as amended, was adopted at the Board Meeting of The Britain-Nigeria Educational Trust held on Tuesday September 4, 2007 in the presence of the following Trustees:

**Professor Lalage J. Bown, OBE**

**Mr. David K.O. Brandler**

**Mr. Gary M. Clark**

**Mr. Charles R. Clarke, OBE**

**Chief David H. Griffin**

**Mr. Kevin M. Rafferty**

**Mr. Derek R. Reeves**

**Mr. John B. Smith**

**Mr. John C.P. Storey**

**Mr. Anthony R.P. Williams**

*The Britain-Nigeria Educational Trust*  
*Registered Office 2, Vincent Street, London SW1P 4LD*