

**THE CONSITIUTION
OF
DPKAY DISTRICT ESTATE RESIDENTS ASSOCIATION**

ARRANGEMENT OF ARTICLES

ARTICLE 1: INTERPRETATION

ARTICLE 2: NAME

ARTICLE 3: HEADQUATERS

ARTICLE 4: MEMBERSHIP OF THE ASSOCIATION

ARTICLE 5: SUPREMACY OF THE CONSTITUTION

ARTICLE 6: AIMS AND OBJECTIVES

ARTICLE 7: MEMBERSHIP

ARTICLE 8: DUTIES, OBLIGATIONS AND RESPONSIBILITIES OF MEMBERS

ARTICLE 9: THE BOARD OF TRUSTEES

ARTICLE 10: THE COMMON SEAL

ARTICLE 11: GOVERNING BODY

ARTICLE 12: DUTIES AND FUNCTIONS OF THE GOVERNING BODY

ARTICLE 13: OTHER OFFICERS OF THE ASSOCIATION

ARTICLE 14: MEETINGS

ARTICLE 15: CALLING OF MEETINGS

ARTICLE 16: QUORUM OF MEETINGS

ARTICLE 17: CAPITAL AND SOURCES OF INCOME

ARTICLE 18: DISBURSEMENT AND APPLICATION OF FUNDS

ARTICLE 19: KEEPING OF ACCOUNT

ARTICLE 20: APPOINTMENT OF AUDITOR(S)

ARTICLE 21: MANAGING COMMITTEE

ARTICLE 22: ELECTIONS

ARTICLE 23: ELIGIBILITY

ARTICLE 24: DISQUALIFICATION

ARTICLE 25: ELECTORAL COMMITTEE

ARTICLE 26: SANCTIONS

ARTICLE 27: SPECIAL CLAUSE

ARTICLE 28: MISCELLANEOUS

ARTICLE 29: REGISTERS

ARTICLE 30: AMENDMENTS

PREAMBLE

We the members of the above ASSOCIATION a Non-profit and Non-political ASSOCIATION do firmly and solemnly resolved to provide for ourselves a Constitution and be governed by the provisions therein contained.

ARTICLE 1: INTERPRETATION

In this Constitution, unless it is otherwise expressly provided or the context otherwise requires:

- i. "BOT" shall mean Board of Trustees
- ii. "CAC" shall mean Corporate Affairs Commission
- iii. "CAMA" shall mean Companies and Allied Matters Act 2020
- iv. "Estate" shall mean DPKAY DISTRICT ESTATE
- v. "Governing Body" shall mean the elected Executive Committee of the estate
- vi. "Lawful Tenant" shall mean a Tenant having a Tenancy relationship with a landlord in the estate
- vii. "Member" shall mean a registered resident of the estate
- viii. "Resident" shall mean and be limited to a property owner in the estate whether residing in the estate or not and a lawful tenant

ARTICLE 2: NAME

The Name of the ASSOCIATION shall be called **DPKAY DISTRICT ESTATE RESIDENTS ASSOCIATION** (hereinafter referred to as "the ASSOCIATION")

ARTICLE 3: HEADQUARTERS

The Registered Office and Headquarters shall be situated at DPKAY DISTRICT ESTATE office, DPKAY DISTRICT ESTATE, off Orchid Road, Eleganza by 2nd Toll Gate, Lekki-Epe, Expressway, Lagos State, Nigeria.

ARTICLE 4: MEMBERSHIP OF THE ASSOCIATION

- (1) Every person who becomes a Property-owner in the estate is eligible for membership of the Association and shall be so admitted by the Estate Manager of the Association as soon as the Estate Manager is notified by the Association of his or her becoming a Property-Owner. There must be lodged with the Estate Manager a written notification of every person who is entitled to become a member, stating the name and address of such person and such notification shall be signed by the Chairman, Secretary and the prospective member.
- (2) A lawful tenant is eligible to be admitted to the membership of the Association.
- (3) The name, address and type of property owned or occupied of any person admitted or introduced for membership shall be notified to the Chairman of the Association who will bring up such proposal to the Executive Committee of the Association.
- (4) The Estate Manager and General Secretary of the Executive Committee shall keep a register of members and enter in it, the names, addresses and type of property owned or occupied of all persons who become members.
- (5) Membership of the Association shall cease if for any reason a person ceases to be a property owner or lawful tenant in the estate.

ARTICLE 5: SUPREMACY OF THE CONSTITUTION

- (1) This Constitution is supreme and its provisions shall be binding on all members.
- (2) If any provision from any rules, regulations, policies made within the Estate is inconsistent with any provision of this Constitution, this Constitution shall prevail, and such provision shall to the extent of the inconsistency, be null, void and of no effect.

ARTICLE 6: AIMS AND OBJECTIVES

- (1) To promote Co-operation and peaceful co-existence among residence in the Estate.
- (2) To protect interest of members.
- (3) To promote welfare of members.
- (4) To provide roads, conducive environment and secure estate for residents.
- (5) To educate residents on how to relate amongst each other.
- (6) To prevent illegal activities and ensure that the estate is devoid of illegal development within the estate.
- (7) To curb the spread and existence of shanties or hoodlums hideout in the estate.
- (8) To provide a plat-form for discussing the challenges encountered by the residents in achieving the Association's aims and objectives.
- (9) And to provide a constitution for the purpose of giving impression to the aims and aspirations of the members for the purpose of consolidation and the unity of members.

ARTICLE 7: MEMBERSHIP

- (1) The members of the Association shall consist of:
 - i. All Landlords within the DPKAY DISTRICT ESTATE.
 - ii. All Land Owners within the DPKAY DISTRICT ESTATE.
 - iii. All lawful Tenants of DPKAY DISTRICT ESTATE.

ARTICLE 8: DUTIES, OBLIGATIONS AND RESPONSIBILITIES OF MEMBERS

- (1) It shall be the duty of all members of the Association to:
 - i. Uphold the provisions of this Constitution;
 - ii. Co-operate with other residents and relevant agencies in the maintenance of good neighborliness, law and order within the Estate;
 - iii. Every action taken by any member of this Association shall be law abiding and respectful to not only their fellow residents, but also extend such courtesy to the Staff and Management of the Estate.
 - iv. The use of dehumanizing, foul and derogatory languages or attitude is prohibited and any Resident found defaulting shall be sanctioned appropriately by the Executive Committee of this Association. This applies to both online and offline activities (Whatsapp platforms, face-to-face interactions, social media etc)
 - v. In the eventuality of a disagreement between two or more members of the Association, any of the aggrieved party shall report to the Estate Management first. Where the Estate Management is unable to resolve such dispute, the Management shall transfer such dispute to the appropriate Government agencies.
 - vi. Attend meetings, activities and functions of the Association;
 - vii. Pay all dues and levies of the Association as and when due.

- viii. Observe access control rules, commercial and environmental rules as well as sanitation rules and regulations within the Estate;
- ix. Promote the good image of the Association and the Estate;
- x. Observe all security regulations of the Estate as shall be stipulated from time to time;
- xi. Be fully and vicariously liable for the wrongful acts, omission and violations of the policies of the Estate by their domestic staff and guests/visitors;
- xii. Refrain from maintaining, keeping, boarding or raising animals, livestock, poultry, and fish of any kind within the Estate. This is however, without prejudice to the right of members to keep dogs, cats and/ or caged birds as domestic pets, provided they are not kept or bred for commercial purpose and further that the keeping of dogs, cats, fish or caged birds and other pets will not constitute noxious or offensive activity to neighbors in particular and the environment, generally;
- xiii. Report issues and/or observations of common interest to the Management Office.

ARTICLE 9: THE BOARD OF TRUSTEES

- (1) The Trustees of **DPKAY DISTRICT ESTATE RESIDENTS ASSOCIATION** for the purpose of the Companies and Allied Matters Act 2020, shall be appointed at the General Meeting by 2/3 majority of the members present at the Annual General Meeting.
- (2) Such Trustees (hereinafter referred to as the Trustees) shall be a minimum of **Seven (7)** persons in number and a maximum of **Fifteen (15)** persons, and shall be known as the **INCORPORATED TRUSTEES OF DPKAY DISTRICT ESTATE RESIDENTS ASSOCIATION**
- (3) The Trustees shall hold office for life but a Trustee ceases to hold office if he/she:
 - i. Dies
 - ii. Resigns Office
 - iii. Cease to be a member of the Association or ceases to be a landowner or landlord in the estate
 - iv. Becomes insane or person of unsound mind
 - v. Is officially declared Bankrupt
 - vi. Is convicted of a Criminal offence involving dishonesty by a court of competent Jurisdiction
 - vii. Is recommended for removal from the office by 1/3 majority vote of members present at the General Meeting of the Association.
 - viii. Fails to attend up to four (4) Monthly General Meetings of the association in a calendar year; Extraordinary General meetings to be inclusive
- (4) **Qualifications for Trustees**
 - i. A trustee must be a member of the Association.
 - ii. He/she must be a Landowner or Landlord of DPKAY DISTRICT ESTATE
 - iii. He/she must be above 18 years of age.
 - iv. Be a financial member in the Association for at least 10 years prior to his appointment;
 - v. Have held an executive position in the Association and be adjudged to have performed excellently or meritoriously in that position, or shall have been found suitable based on his individual record of outstanding service within the Estate;
- (5) **Mode of Appointment of Trustee**

- i. Where there is a vacancy in the Board of Trustees, it shall be announced by the General Secretary upon the advice of the Chairman of the Board of Trustee
- ii. A candidate shall be nominated by any member of the Board.
- iii. The nomination shall be in writing and shall state the reasons why such a candidate is nominated and qualified for the appointment.
- iv. The nomination shall be forwarded to the Executive Committee for presentation to the Residents' General Assembly
- v. The nominee, if found suitable, shall be appointed as a Trustee at the Residents' General Meeting by a simple majority vote of members present at the Meeting.

(6) Duties of the Trustees

- i. To conduct, institute, defend compromise refer to arbitration or abandon Legal proceedings by or against the Association or committee or officers concerning the affairs of the Association.
- ii. To arrange for the custody of books and to appoint a member of the Association to take charge of all the registers and document prescribed by this constitution and CAMA.
- iii. To invest the surplus fund of the Association in accordance with the constitution and CAMA.
- iv. To acquire and hold proper for and to enter into contracts on behalf of the Association.
- v. Custody of the funds of the Association.
- vi. To select or appoint a secretary for the Board of Trustees.
- vii. To admit new members into the Association.
- viii. To contract loans for the Association.
- ix. To take charge of all the properties and interest of whatsoever nature belonging to the association.
- x. To hold, acquire, transfer and assign or otherwise dispose of any property or interest belonging to the association.
- xi. To issue a proclamation dissolving the Management Committee at the end of every 2 years term in office at General Meeting.

ARTICLE 10: THE COMMON SEAL

- (1) The Association shall have a common seal.
- (2) Such common seal shall be kept in the custody of the Secretary General who shall produce it when required for use by the Association.
- (3) Every instrument to which the seal shall be impressed shall be signed by the Chairman of BOT or Chairman of the Executive Committee as may be applicable and the General Secretary

ARTICLE 11: GOVERNING BODY

- (1) For effective management of the Association, the following office shall be created.
 - i. Chairman
 - ii. Vice chairmen
 - iii. General Secretary
 - iv. Assistant General Secretary

- v. Financial Secretary
 - vi. Treasurer
 - vii. Public Relations Officer (PRO)
 - viii. Chief Security Officer (CSO)
- (2) Reduction or creation of new offices shall be on the recommendation of the Board of Trustees and the Governing Body and approved by the members at the Annual General meeting.
 - (3) Members of the Executive Committee shall be elected and shall hold office for a period of two years and shall be eligible for re-election, but no member inclusive of the Chairman shall hold office for a period exceeding four years consecutively.
 - (4) A Member of the Executive Committee shall cease to hold office, if he:
 - i. Cease to be a member of the Association; or
 - ii. Applies for insolvency or is declared insolvent; or
 - iii. Becomes of unsound mind; or
 - iv. Is convicted of any offence involving dishonesty or moral turpitude; or
 - v. Resigns and his resignation accepted by the Executive Committee and the BOT; or
 - vi. Fails to attend three consecutive meetings of the Executive Committee without leave of the Chairman of the Executive Committee.

ARTICLE 12: DUTIES AND FUNCTIONS OF THE GOVERNING BODY

(1.)The Chairman

The Chairman shall:

- i. Presides and directs all the affairs, operations and proceedings of the meetings in accordance with the provisions of the Constitution.
- ii. Direct the affairs of the Association in accordance with the constitution.
- iii. Be an active member and has the casting vote in a case of tie at meetings.
- iv. Directs and instructs other officers under him.
- v. Be the Association's Chief Executive and Chairman of the Executive Committee.
- vi. Be a signatory of the Association's Bank Accounts.

(2.)Vice Chairman

The Vice Chairman shall:

- i. Perform the functions of the Chairman during meetings and any other gatherings in the absence of the chairman.
- ii. Takes over the leadership where a vacuum is created by the absence or otherwise of the Chairman until a bye - election is effected.

(3.)General Secretary

The General Secretary shall:

- i. Oversee the affairs and activities of the Secretariat and have oversight functions of the administrative staff
- ii. Record and keep minutes of all the Meetings of the Association.
- iii. Be the custodian of the Minutes Book, common seal and the Constitution of the Association
- iv. Be responsible for the management of all assets of the Association.

- v. Deal with all correspondence of the Association.
- vi. Prepares annual reports of activities.
- vii. Keeps custody of books, record and up to date nominal roll of members.
- viii. Draws up the agenda of meetings.
- ix. Issues circulars of meeting or information.
- x. He summons meetings in emergency situations in ~~constitution~~ consultation with the Chairman or the Vice Chairman, when the Chairman is not available.
- xi. Carry out any other duty or duties as may be assigned by the Chairman

(4.) Assistant General Secretary

The Assistant General Secretary shall:

- i. Assist the General Secretary in the performance of his duties or in the discharge of such other relevant functions as may be assigned by the General Secretary or the Executive Committee.
- ii. Stand in for the General Secretary when he is absent or unable to discharge his functions.
- iii. Carry out any other duty or duties as may be assigned by the Chairman or General Secretary

(5.) Financial Secretary

The Financial Secretary shall:

- i. Be responsible for the preparation of the Annual budget of the Association.
- ii. Be responsible for the collection and recording of financial or monetary transactions.
- iii. Keep an up-to-date record of all financial transactions of the Association
- iv. Submit the account books for inspection by the Internal Auditor and External Auditor when requested to do so.
- v. Prepare and submit a comprehensive Statement of Accounts to the Association at the Monthly General Meeting or Extraordinary General Meeting.
- vi. Render all monies received to the treasurer for the safe keeping and banking.
- vii. Prepares financial reports/statement of income and expenditure.
- viii. Be a signatory to the Association's Bank Account.
- ix. Carry out any other duty or duties as may be assigned by the Chairman

(6.) Treasurer

The Treasurer shall:

- i. Receives all monies accruing to the Association as collected by the Financial Secretary and lodge same in the bank account of the Association within 48 hours.
- ii. Issue receipts where and when necessary.
- iii. Keep all relevant Account Books in safe custody.
- iv. Submit the relevant books for auditing, whenever required to do so
- v. Make the Association's funds Available when requested to do so. Such request must be by the approval of the Association which will be signed by the chairman and financial secretary.
- vi. Be a signatory to the Association's bank Account.
- vii. Carry out any other duty or duties as may be assigned by the Chairman.

(7.) Public Relations Officer (PRO)

The PRO shall:

- i. Acts as the public relations officer of the Association

- ii. Disseminates information concerning the Association within and outside the Association.
- iii. Maintain working relationship with relevant media organizations.
- iv. In charge of provisions for member welfare.
- v. Carry out any other duty or duties as may be assigned by the Chairman.

(8.) Chief Security Officer (CSO):

The CSO shall:

- i. Be responsible for the daily security activities in the Estate,
- ii. Liaise with relevant law enforcement agencies to ensure the provision of adequate security measures for the Estate.
- iii. Supervise, monitor, control and discipline the security personnel employed by the Association in accordance with laid-down regulations.
- iv. Execute all security measures put in place by the Association.
- v. Be the Head of the Security Committee.
- vi. Carry out any other duty (ies) as may be assigned by the Chairman.
- vii. Take effective disciplinary measures when necessary.
- viii. Effect disciplinary measures when necessary within the Estate.

ARTICLE 13: OTHER OFFICERS OF THE ASSOCIATION

(1) Patrons

The patrons are regarded as the fathers of this Association. Their duties are to maintain peace and unity and to see for the smooth and effective administration. They are to give useful information and advice whenever called upon

(2) Estate Manager

There shall be for the Association a Manager who shall:

- i. Supervise and manage the day-to-day operations of the estates including staff schedules, upkeep, and bookings.
- ii. Reports to the Chairman and General Secretary of the estate
- iii. Collects dues as may be assigned to him by the financial Secretary or Chairman
- iv. Register and collects sufficient details of all residents within the estate
- v. Duly check out any resident vacating the estate
- vi. Do any other thing as may be directed by the Managing Committee of the estate

(3) Legal Adviser

The Legal Adviser shall:

- i. Advise the Association on all legal matters.
- ii. Act as the legal liaison of the Association and its representative in any legal action or proceedings commenced by or against the Association or where any of its officers is sued in their official capacity.
- iii. Prepare, vet and endorse all contractual documents concerning the Association.
- iv. Advise the Executive Committee on the appointment and fees payable for legal services.
- v. Be responsible for briefing the External Solicitor(s) duly appointed by the Association to represent its interest, whenever the Association is involved in any legal matter.

- vi. Appoint external Solicitors and propose the legal fees thereof, for approval by the Executive Committee.
- vii. Be responsible for the preparation and filing of the Annual Returns and Statutory documents of the Association.
- viii. Carry out any other duty or duties as may be assigned by the Chairman.

ARTICLE 14: MEETINGS

- (1.) For effective administrative of the Association there shall be the following meetings:
- i. An annual General meeting of the Association during the month agreed by the Association's Governing Body every year.
 - ii. Monthly General Meeting.
 - iii. Meeting of the Board of trustees
 - iv. Meeting of the Governing Body
 - v. Emergency General meetings
- (2.) Monthly General Meetings shall be held every last Saturday of the months or such other times as may be deemed more appropriate by the Governing Body
- (3.) All meetings as provided for in Article 1 above shall be held physically as well as by electronic/virtual means as occasion may demand

ARTICLE 15: CALLING OF MEETINGS

- (1.) The Chairman of the Governing Body shall call all meetings except the meetings of BOT of the Association
- (2.) Any other Executive member may call meeting of the Governing Body as occasion may demand on the approval of the Chairman or by a simple majority affirmative votes

ARTICLE 16: QUORUM OF MEETINGS

- (1.) $\frac{1}{3}$ of the registered members shall form a quorum at Annual General Meeting.
- (2.) Quorum for Monthly General Meeting shall be formed by 20 members of the Registered Members present.
- (3.) The Board of Trustees Meeting shall be formed by at least 5 Members or $\frac{1}{3}$ of the members of the Board of Trustees.
- (4.) Emergency General Meetings: Fifteen (15) members of the Association's registered Members shall form a quorum.

ARTICLE 17: CAPITAL AND SOURCES OF INCOME

- (1.) The capital and income of the Association shall be:
- i. Membership monthly security and Development levies.
 - ii. Donations and grants.
 - iii. Contributions towards the construction of Road.
 - iv. Contributions towards the maintenance of Roads, drains and electricity.
 - v. Development Levy for constructions or development within the Estate.
 - vi. Realized profits.
 - vii. Other funds.

- (2.) In ensuring the proper and effective collection of this income and capitals the Association as a body shall from time to time make orders, Rules and Regulations including Lock downs and Blockade and Blockages as a way of enforcement.

ARTICLE 18: DISBURSEMENT AND APPLICATION OF FUNDS

- (1) All monies collected on behalf of the Association shall be deposited in the Association's Account in such banks as the Board of Trustees may from time to time approve.
- (2) The signatories to the Association's Bank Account(s) shall be the Chairman, the Treasurer and the financial Secretary.
- (3) The Board of Trustees may invest the Funds of the Association as may be directed by the General Meeting from time to time.
- (4) The disbursements of the Association's funds shall be through executive Decisions approved by 1/3 of the member of the Executive Committee.
- (5) Any expenditure above ₦1, 000,000.00 must have the written approval of the Board of Trustees and approval by the Association.

ARTICLE 19: KEEPING OF ACCOUNT

- (1) The Association shall operate bank accounts in its name. The signatories to the account shall be the Chairman, the Financial Secretary and the Treasurer. All monies must be paid immediately upon receipt and on no account shall the Treasurer keep a cash of more than ₦10, 000.00 with him/her at any point in time.
- (2) Finance year of the Association shall be from 1st day of January to 31st day of December of every year.
- (3) The Association shall ensure the accurate keeping of records of all Income and Expenditure.

ARTICLE 20: APPOINTMENT OF AUDITOR(S)

- (1) Independent qualified and licensed Auditors shall be appointed by the Association at the annual general meeting to audit the financial records of the Association annually and to submit an audited report at the next Annual General Meeting of the Association.
- (2) The Audited Financial Statements (Balance Sheet and income and expenditure account) duly certified by independent auditors shall be annexed to the Annual Returns and file with the Corporate Affairs Commission.
- (3) The Association at its Annual General Meeting shall also cause to be appointed internal Auditors. The internal Auditors shall Audit the Books of the Association quarterly and before a General meeting.
- (4) The Accounts of the association shall be audited at least once a year by the auditors appointed at the Annual General meeting. The first auditor shall be appointed by the Managing Committee who shall hold office until the conclusion of the first annual general meeting. The association shall pay such audit fee, as may be fixed by the Managing Committee.
- (5) The tenure of office of the Auditors shall be three years.

ARTICLE 21: MANAGING COMMITTEE

- (1) For the proper Administration and management of the Association there shall be a Managing Committee
- (2) The Managing Committee shall consist of the Executive Committee and the Board of Trustees and shall be presided by the Chairman of the BOT. Each members of the Managing Committee shall have one vote but the Chairman of shall have a casting vote, whenever there is a tie.
- (3) A member of the Managing Committee shall cease to hold office if:
 - i. His/her activities are contrary to the aims and the objectives of the Association,
 - ii. He/she is in arrears and does not pay the arrears after demand notice.
 - iii. He/she is no longer a member of the Executive Committee or BOT
- (4) The Managing Committee shall exercise all the powers of the Association except those reserved for the annual and general meetings by this constitution and in particular shall have the following powers and duties:
 - i. To observe in all their transactions the provisions of CAMA, the constitution of the Association and rules;
 - ii. To maintain true and accurate record of all monies, received expended and all stock bought and sold;
 - iii. To keep an updated register of members of the association;
 - iv. To keep true Account of assets and liabilities of the association;
 - v. To prepare and lay before the general meeting the annual Audited Financial Statement.
 - vi. To examine the account, sanctions contingent and other expenditure and supervise the maintenance of the prescribed register;
 - vii. To summon general meetings in accordance with the Constitution and CAMA;
 - viii. To appoint, suspend, punish and dismiss employees, and fix their remuneration;
 - ix. To decide the manner of execution of work and its allotment to its members and employees;
 - x. Generally to carry out the activities of the association.
- (5) In the exercise of its rights, the Managing Committee shall exercise the prudence and diligence expected of a reasonable person and shall be responsible for any loss sustained through acts contrary to the law, the notified rules and these constitutions.
- (6) No member of the Management Committee shall receive any remuneration of his work as its member.
- (7) All matters discussed or decided at a meeting of the Managing Committee shall to be recorded in a proceeding book which shall be signed by the chairman of the meeting and all the members of the Managing Committee present.
- (8) The Managing Committee may appoint from amongst its own members or members of the Association Committees and sub-committees and may delegate to it or an officer of the association or any member of the Association's such of its power as if considers desirable. The Committee shall in the discharge of the function entrusted to them conform in all respects to these constitutions and to the instructions given by the Managing Committee.

ARTICLE 22: ELECTIONS

- (1) There shall be a general election, to elect all the officers of the Governing Body stated in Article 10 of this Constitution every two years not later than April of the election year.

- (2) The general election shall be conducted within the estate on a day approved by the Electoral Committee.
- (3) The officers elected at the general elections shall be inaugurated at the next Annual General Meeting in of the same year.
- (4) The officers listed in Article 10 of this Constitution shall hold office for a term of two years in the first instance and may be eligible for subsequent terms of two years each, save that no officer shall hold any elective executive position for a period exceeding two terms in any one position.
- (5) In case of a vacancy as a result of death, removal, resignation or incapacitation, the residual tenure of the term shall be regarded as a full term for the purpose of this Constitution
- (6) In the case of any vacancy, members in general meeting shall elect by simple majority any other qualified member to fill in the vacancy and the member so elected will complete the residual tenure created by the vacancy which shall be regarded as a full term for the purpose of this Constitution

ARTICLE 23: ELIGIBILITY

- (1) A person seeking election shall be a member of the Association who has discharged all his financial obligations to the Association as and when due, with evidence of payment thereof submitted to the Electoral Committee.
- (2) Resided in the Estate for a minimum of two (2) years before the election and must have attended at least two (2) Residents' General meeting for each of the two prior to the year of election.
- (3) Is at least 30 years old.
- (4) Is of impeccable character and must produce an endorsement in a prescribed form from a resident who has resided for not less than five (5) years in the estate.
- (5) Is a natural person and not artificial person or representative thereof.
- (6) "All financial obligations" in (i) above means, all dues and levies of the Association for at least Twelve (12) consecutive months before the election.

ARTICLE 24: DISQUALIFICATION

- (1) The Electoral Committee shall disqualify the following persons from contesting any position of the Association:
 - i. Any aspirant who does not meet all the conditions stated in Article 21 of this Constitution.
 - ii. Any candidate who deploys ethnic, religious or political sentiments, affinities and attachments to canvass for votes.
 - iii. Any candidate on whose behalf an ethnic, religious or political group openly canvasses for votes and is seen by the Electoral Committee or the BOT to have associated himself with such campaign.

ARTICLE 25: ELECTORAL COMMITTEE

- (1) There shall be for the Association an Electoral Committee which shall be constituted in the General meeting of the association not later than three months before the general elections of the Association

- (2) The Electoral Committee shall be charged to conduct a free and fair election within the stipulated time as provided in the constitution or such other time as may be extended by the general meeting
- (3) The Electoral Committee shall have the power to make rules/guidelines for the conduct of the general election
- (4) The Electoral Committee shall screen candidates in line with the provisions of this constitution and such rules or guidelines made in accordance to this constitution
- (5) Membership of the Electoral Committee shall be active members and financial members of the association
- (6) The Electoral Committee shall consist of a Chairman, Vice-Chairman, Secretary and two other members
- (7) The Chairman of the Electoral Committee shall be a landowner or landlord in the estate
- (8) The Electoral Committee in line with its powers of screening candidates, shall have the power to disqualify any candidate(s) who fails to meet up the qualification requirement(s) for any of the positions

ARTICLE 26: SANCTIONS

- (1) Where a person being a Trustee or a member of the Executive Committee is alleged to have committed gross misconduct or any impropriety, the Residents General meeting shall set up an Ad hoc committee which shall investigate the matter and after due investigation, make recommendations to at the general meeting of the association.
- (2) Where the infraction is on the part of a member of the Executive Committee and the Ad hoc Committee finds him/her culpable, the appropriate sanction recommended by the Ad hoc Committee shall be approved or rejected or modified as considered necessary by the simple majority votes of members present at a Meeting of the Residents' General meeting where the issue is considered.
- (3) Where the Chairman of the Executive Committee is alleged to have committed gross misconduct or any impropriety, the Residents General meeting shall set up an Ad hoc committee which shall investigate the matter and after due investigation, make recommendations to the Residents' General meeting, provided that the Chairman of the Board of Trustees shall preside at such Residents' General Meeting where the issue concerning the Chairman is being considered.
- (4) Where the misconduct or impropriety is on the part of the Chairman of the Executive Committee and the Ad hoc Committee finds him culpable, the sanction recommended by the Ad hoc Committee shall be approved or rejected or modified as considered necessary by the simple majority votes of members present at a Meeting of the Trustees and the Executive Committee, provided that the Chairman of the Board of Trustees shall preside at such meetings where the issue concerning the Chairman of the Executive Committee is being considered.
- (5) In any reported case of an act or omission on the part of a member which is considered capable of causing disaffection or of bringing the Association into disrepute, the Executive Committee shall, after an investigation, recommend a sanction deemed appropriate on such member at the Executive Committee meeting.
- (6) Where a member of the Executive Committee absents himself in a year without a genuine reason from three (3) consecutive meetings of the Executive Committee or two (2)

consecutive meetings of the Residents' General meeting, he shall be issued with a warning letter by the General Secretary.

- (7) Any subsequent absenteeism by such officer at any of the Meetings mentioned in Article 22(6) without genuine reason shall lead to the removal of such officer.
- (8) Any Officer of the Executive Committee indicted by a Disciplinary Committee for Abuse of Office shall be banned from holding a position in any organ of Executive Committee for five years

ARTICLE 27: SPECIAL CLAUSE

- (1) **THE INCOME AND PROPERTY OF DPKAY DISTRICT ESTATE RESIDENTS ASSOCIATION** whatsoever derived shall be applied solely towards the promotion of the ASSOCIATION as set forth in this Constitution and no portions thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, commission or otherwise however by way of profit, to the members of **DPKAY DISTRICT ESTATE RESIDENTS ASSOCIATION**.
- (2) **PROVIDED** that nothing herein shall prevent the payment, in good faith, reasonable and proper remuneration to an officer or servant of **DPKAY DISTRICT ESTATE RESIDENTS ASSOCIATION** in return for any service actually rendered to the ASSOCIATION.
- (3) With the exception of ex-officio members of the Governing Council, no members of the Governing Body shall be appointed to any salaried office of the Association, or any office of the Association paid for by fees; and
- (4) No remuneration or others benefits in money or money's worth shall be given by the body to any member of such or Governing Body except repayment of out of pockets expenses or reasonable and proper rent for premises demised, or let to **DPKAY DISTRICT ESTATE RESIDENTS ASSOCIATION** or reasonable fees for services rendered.

ARTICLE 28: MISCELLANEOUS

- (1) All matters not specifically provided for under this Constitution are to be decided in accordance with the provision of part F of the provision of the Companies and Allied Matters Act 2020 and the Orders, Rules and Regulations to be promulgated by the Association at its General Meetings.
- (2) The Executive Committee may with the approval of members at the general Meetings frame rules to carry out its activities not inconsistent with the CAMA and this Constitution and may make addition to them from time to time.

ARTICLE 29: REGISTERS

- (1) The following registers and records shall be maintained and shall be open to the inspection of any member 14 working days prior to the date fixed for the Annual General Meeting of the Association, as may be specified by the Managing Committee:

- i. A register of members: showing the name, address and occupation of every member, the date of admission to membership and date of termination of membership;
 - ii. A cashbook showing the income, expenditure and cash balance on each day;
 - iii. A minute book;
 - iv. The register of application for membership containing the name and address of the applicant, the date of receipt of application.
 - v. Any other registers as may be prescribed under the CAMA.
- (2) Copies of the constitution, balance sheet and bylaws of the Association shall be supplied on demand at a token prescribed by the Executive Committee to any registered member of the Association.
- (3) The Executive Committee shall appoint one of its members to take hold and keep in safe custody all the registers prescribed under the Constitution of the Association or under the CAMA.

ARTICLE 30: AMENDMENTS

The provisions of this Constitution shall be amended subject to the following conditions:

- i. Any member seeking an amendment to the provision(s) of this Constitution shall forward such proposed amendment to Executive Committee, stating the reason(s) for the amendment and seeking the Executive Committee approval for the presentation of the proposed amendment to the general meeting.
- ii. The Executive Committee upon being satisfied that the proposed amendment being sought has merit, shall forward the same to the General Secretary at least Twenty (20) days before the next General Meeting or Extraordinary General Meeting.
- iii. The General Secretary shall upon the receipt of the proposed amendment duly notify the BOT and thereafter circulate the same to all the members of the Association not later than Fourteen (14) days before the next General Meeting or Extraordinary General Meeting.
- iv. The provision(s) of this constitution shall be deemed amended if passed by at least two-thirds ($2/3$) majority votes of members present at the General Meeting or Extraordinary General Meeting.
- v. The amendment shall take effect from the date of passing of the resolution or any day as may be resolved at the General Meeting or Extraordinary General Meeting.
- vi. The Legal Adviser shall file the amended constitution with CAC not later than 14 days after the passing of the resolution for amendment of the constitution of the association