

CONSTITUTION

OF THE

INTERNATIONAL FACILITY MANAGEMENT
ASSOCIATION

NIGERIA CHAPTER

PREAMBLE

WHEREAS the **International Facility Management Association (IFMA), Nigeria Chapter (“the Association”)** is an affiliate of the International Facility Management Association (IFMA), Houston, United States of America.

WHEREAS the Association was incorporated in 18th February, 1997 with the Corporate Affairs Commission, Nigeria to associate facility management practitioners into an organised profession and to assist the members in acquiring knowledge and recognition of integration of facilities on human behaviour among others as stated in her objectives.

WHEREAS this Constitution is a product of a comprehensive review of the subsisting version which was last printed in 2013. The review was predicated on the need to recognise contemporary innovations in the management of the Association and bring about increased clarity and accountability in the conduct of the Association.

NOW THEREFORE, The Members of the Association do hereby make for themselves this Revised Constitution which was duly adopted on the day of 2020 by the Extraordinary General Meeting of the Association held at its National Secretariat, at No. 369, Borno Way, Ebute Metta, Lagos State with the aim to order its activities; and its provisions shall bind and guide the conducts of the Association and her members.

Citation: This Constitution shall be cited as **“The Constitution of the International Facility Management Association, (IFMA), Nigeria Chapter, 2020 as Revised”**

CONSTITUTION OF THE INTERNATIONAL FACILITY MANAGEMENT ASSOCIATION (NIGERIA CHAPTER)

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SECTION

ARTICLE 1

INTERPRETATIONS

1. In this Constitution, unless it is otherwise expressly provided or the context otherwise requires –

“**Active Member**” means a financial member who also participates in the activities of the Association regularly.

“**AGM**” means Annual General Meeting

“**Association**” means International Facility Management Association, Nigeria Chapter

“**Constitution**” means the Constitution of the International Facility Management Association, Nigeria Chapter as reviewed and ratified by the Extraordinary General Meeting.

“**Council**” means Executive Council of International Facility Management Association, Nigeria Chapter

“**EGM**” means Extra-Ordinary General Meeting, that is a meeting of members held at short notice, especially to consider a particular matter.

“**Gross misconduct**” means behaviours such as corruption, violation of any of the provisions of this Constitution or any act which in the estimation of the Executive Council /Board of Trustee is gross misconduct.

“**He**” also means “**She**”

“**IFMA**” means – International Facility Management Association, Nigeria Chapter

“**Insubordination**” means act of defiance of the Executive Council’s / Board of Trustee’s authority, or disobedience to orders of the Executive Council or members’ decision at any meeting.

“**Just cause**” includes any reasons which in the opinion of the Executive Council is a misconduct

“**Masculine**” also means feminine

“**Membership**” means a category to which a member may belong as approved by the Executive Council

“**Meetings**” means any of the gatherings of the Association’s members, subcommittees, Executive Council, AGM, Extraordinary General Meeting, State Executive Committee, ad-hoc or standing committee.

“**Power**” includes duty or function

“**Special Meeting**” means – a meeting called by members to discuss specific matter stated in the notice of the meeting.

ARTICLE 2
NAMES AND OBJECTIVES

2.-(1) The Name of this Association shall be **International Facility Management Association, Nigeria Chapter** (hereinafter referred to as the “**Association**”).

(2) The objectives of the Association shall be -

- (a) to promote the profession of Facility Management in Nigeria.
- (b) to promote a high level of professional practice in Facility Management and affiliated disciplines through the establishment and maintenance of a code of professional ethics and the encouragement of educational achievement and career advancement.
- (c) to sponsor educational programs and to conduct coordinated research projects and surveys for the continued development of the profession.
- (d) to cultivate co-operation, foster understanding and create interest amongst firms, the public, individuals, other associations and professions as they may affect facility management through meetings, conferences, publicity, lectures, seminars and other appropriate means.
- (e) to provide a resource for facility management related information.

ARTICLE 3
SUPREMACY OF THE CONSTITUTION

3.-(1) This Constitution is supreme and its provisions shall have binding force on the conducts of the Association, her members, organs, subject to the Constitution of the Federal Republic of Nigeria and other Laws enacted under its provisions.

(2) If any other Constitution, Regulations, Bye-Laws and Standing Order is inconsistent with the provisions of this Constitution, this Constitution shall prevail and that other Constitution, Regulation, Bye-Law and Standing Order shall to the extent of their inconsistencies be null and void.

ARTICLE 4
ESTABLISHMENT OF THE BOARD OF TRUSTEES

4.-(1) There shall be constituted a Board of Trustees of the Association, to be known as **THE REGISTERED TRUSTEES OF THE INTERNATIONAL FACILITY MANAGEMENT ASSOCIATION (NIGERIA CHAPTER)**, hereafter referred to as “**the Trustees**”, which shall have perpetual succession and a common seal, and power to sue and be sued in its corporate name and to hold, acquire, transfer, assign or otherwise dispose of any property, or interests therein belonging to , or held for the benefit of the Association on such manner and subject to such restrictions and provisions as the trustees

might without incorporation, hold, acquire, transfer, assign, or otherwise dispose of the same for the purposes of the Association.

- (2) The Trustees shall, in accordance with the Companies and Allied Matters Act 1990, Part C, be appointed at an Annual General meeting duly convened in accordance with the provisions of this Constitution.
- (3) The Board of Trustees shall be made up of the following:
 - (a) Chairman of The Board of Trustees as appointed by the Council
 - (b) President of the Association
 - (c) Immediate Past President of the Association
 - (d) General Secretary of the Association
 - (e) Treasurer of the Association
 - (f) Two (2) other members to be appointed by the Council.

5. Appointment of Trustees

- (1) Trustees shall be those members appointed by the Council and ratified at a meeting of the Association.
- (2) A person to be appointed into the Board of Trustees of the Association must be a person of an impeccable character.
- (3) A Trustee may hold office for 5 years in the first instance and for another term of 5 years if appointed by the Council, except those in 5 (4) however, shall cease to hold office if he -
 - (a) resigns his office; or
 - (b) ceases to be a member of the Registered Trustees of the International Facility Management Association, Nigerian Chapter;
 - (c) is officially bankrupt; or
 - (d) is convicted of an offence involving dishonesty by a court of competent jurisdiction;
 - (e) is removed from office by simple majority vote of members present at any general meeting of the Association
 - (f) becomes deceased.
 - (g) is no longer resident in Nigeria
 - (h) has been removed from any office of the Association by a simple majority of members present at any General Meeting.
- (4) Elected trustees, namely President, Treasurer and General Secretary shall cease to be members of the board of trustees at the expiration of their term of office.

6. Upon a vacancy occurring in the number of the Trustees, another trustee shall be appointed to fill the vacancy at a meeting of the Association called for that purpose.

7.-(1) The Trustee shall have Common Seal.

(2) The common seal shall be kept in the custody of the General Secretary of the Association who shall produce it when required for use by the Trustee.

(3) All documents to be executed by the Association shall be signed by the President and the General Secretary and sealed with the Common Seal.

ARTICLE 5

MEMBERSHIP

8.-(1) The membership of the Association shall consist of individuals and organisations who ascribe to the objectives and code of ethics of the Association.

9. Classes of Membership

There shall be established, subject to the approval of members at General Meeting, the following membership categories-

- (a) Professional Members
- (b) Associate Members
- (c) Life- time Members
- (d) Corporate Members
- (e) Academic Members
- (f) Honorary Members
- (g) Corporate Sustaining Member

10.-(1) Professional Membership

This shall be opened to facility management executives and professional staff with five or more years of facility management experience and whose job responsibilities include the active management of facilities. These individuals shall have responsibility for at least two of the following activities:

- (a) Long-range facility planning;
- (b) Annual facility planning (tactical planning);
- (c) Facility financial forecasting and budgeting;
- (d) Real estate acquisition and /or disposal;
- (e) Interior space planning, work place specifications/installation and space management;
- (f) Architectural and engineering planning and design;
- (g) New construction and /or renovation works;
- (h) Operation and Maintenance management of the physical plants/facilities, and
- (i) Facility support functions (i.e. code compliance, health and safety, total quality management process, benchmarking, environmental issues, telecommunications, purchasing, security, food services, reprographics, building services, word processing, transportations, mail services, furnishings and inventory management etc.).

(2) Rights and Privileges of a Professional Member

A Professional Member shall have -

- (a) the right to vote,

- (b) the right to hold any appointive and elective office;
- (c) the right to serve in the committees;
- (d) right to participate in the activities of the Association, and
- (e) be entitled to receive the periodic information from the Association based on individual application, approval and payment of dues.

(3) Persons, as may be determined by the Executive Council of the Association, on a case-by-case basis, to possess the body of knowledge required for facility management and who have performed in the facility management profession as described in this section, though not currently holding the job or title of a facility manager, may be approved for Professional membership.

(4) Professional Membership shall belong to the individual and transferable with the individual.

11.-(1) Associate Membership –

Associate Membership shall be opened to facility management support staff that have less than five (5) years of facility management experience and whose job responsibilities are limited to only one of the activities enumerated in section 10(1(a) – (i).

(2) To be qualified, it shall be established that the individual performs a specialized function or service but is not responsible for the overall management of the organisation’s facilities.

(3) Rights and Privileges of Associate Members

An Associate member shall have the same rights, responsibilities and privileges of a professional member as provided in section 10(2).

(4) Associate membership shall belong to the individual and transferable with the individual.

12.-(1) Life-Time Membership

Life-time Membership shall be opened to Professional or Associate members in good standing who have been active members for at least twenty (20) consecutive years, and who, upon retirement from employment on a full-time basis or active service, may be elected to such Life-time membership by a vote of the Executive Council.

(2) Rights and Privileges of a Life-time Member

The rights and privileges of Life-time Members shall include –

- (a) the right to vote,
- (b) the right to serve in the Committees of the Association,
- (c) the right to participate in the activities of the Association.
- (d) right to receive periodic information from the Association based on individual application, payment approval and payment,

- (3) Life-time members are exempt from payment of annual fees but are expected to assist the Association financially from time to time.
- (4) Life-time membership shall belong to the individual.

13.-(1) Corporate Membership

Corporate Membership shall be opened to any or all companies, institutions, professional firms or organizations that are mainly engaged in any of the following activities-

- (a) facility management, from designs through manufacturing and procurement to execution,
- (b) providing services and commerce in facility management,
- (c) engaging in the application, practice, teaching, and researches into facility management, its principles, ethics and techniques.

(2) The membership shall also be opened to any corporate organizations that value their facilities highly and employs facility management principles for their upkeep.

(3) Only two persons shall be allowed to represent a Corporate member organisation under this Constitution.

(4) Rights and Privileges of Corporate Members

Corporate members of this Association shall be entitled to the followings –

- (a) Attendance at all educational seminars and regular or special meetings of the membership;
- (b) Participation in all committees as designated;
- (c) Attendance at meetings designated as Professional;
- (d) Voting privileges;
- (e) Use of the Association's brand for the direct promotion of products or services.

14.-(1) Academic Membership

Academic membership shall be opened to instructors and active degree candidates who are engaged in full-time educational program in facility management or a related field of study at an accredited tertiary institution.

(2) Rights and Privileges of Academic Members

The right and privileges of Academic Members shall include –

- (a) Right to attend all meetings of the Association except those classified by the Board of Trustees as Professional and Life-time
- (b) Attendance at all educational seminars and regular or special meetings of the membership;
- (c) Participation in all committees as may be designated;
- (d) Voting privileges;

15.-(1) Honorary Membership

Honorary membership shall be conferred on non-members who have contributed to the development of facility management in Nigeria at such time and under such circumstances as Council shall determine.

- (2) The rights and privileges of Honorary members shall be-
 - (a) the right to receive periodic information from the secretariat;
 - (b) exemption from payment of annual dues,
 - (c) right to attend the Association's events.
 - (d) right to attend all meetings of the Association except those classified by the Board of Trustees as Professional and Life-time

16.-(1) Corporate Sustaining Members

Corporate Sustaining Members shall be opened to companies and organizations that are interested in the progress and sustenance of the facility management profession and are willing to provide resources toward the growth of the profession in Nigeria and beyond.

(2) Rights and Privileges of Corporate Sustaining Members

The rights and privileges of Corporate Sustaining Members shall include the followings-

- (a) The right to be represented by a maximum of two (2) people in all the Association's meetings,
- (b) The right to receive information about the association from the secretariat,
- (3) The membership belongs to the companies or organisations registered and not transferable to individuals.

17. Any abuse of any or all of the rights and privileges attached to a membership under this Constitution shall at the discretion of the Executive Council terminate the membership.

18.-(1) Register of Members

There shall be created and maintained in the office of the Association, a register of members in which shall be entered the particulars of members of the Association.

- (2) All memberships in the Association, except corporate and corporate sustaining categories, regardless of the category shall be recorded in the name of the individual rather than in the name of the organisation.
- (3) All membership may be renewed annually on the anniversary of the date the application was approved by the Association subject to payment of necessary fee.

19. Application for Membership

All applicants for membership shall complete and sign the application form approved by the Association and submit the application with requisite dues as designated by the Executive Council and as provided in Article 6 of this Constitution.

20.-(1) Acceptance of Membership

Upon approval of a new member's application by the Executive Council, the applicant shall be deemed a member of the Association.

(2) The newly admitted member shall be entitled to all rights and privileges of membership in the Association as shall pertain to the class of membership admitted.

(3) The Executive Council shall have the right to reject any membership into the requested class subject to review by the Board of Trustees. Provided that where an application is refused, the application fee paid shall be returned to the applicant within seven (7) days of the refusal of such application.

21.-(1) Reclassifications of Membership

Whenever a Professional, an Associate or a Life –Time member become engaged in sales, sales promotion or service activities as a representative of a firm or for himself, the member shall automatically be reclassified appropriately and no refund of dues shall be made for the unexpired term of membership.

22. Resignation from Membership

Any member may resign his membership of the Association by filing a written resignation with the General Secretary of the Association, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or any charges accrued and payable by him as at the date of such resignation.

23.-(1) Removal of a Member from the Register

A Member may be recommended for removal from membership of the Association by the Executive Council for any just cause and by a majority vote of the Executive Council.

(2) Grounds for removal shall include, but shall not be limited to-

- (a) Wilful failure of a member to report a change in employment status affecting the member's class,
- (b) Non-payment of dues,
- (c) Gross misconduct
- (d) Insubordination
- (e) Impersonation
- (f) Engages in acts or capable of bringing the name of the Association to disrepute

(3) Removal of a member shall occur only after the member complained against has been informed of the complaint lodged against him and has been given a reasonable opportunity to defend himself.

(4) A removed member may appeal the decision of the Executive Council to a meeting of the Board of Trustees, provided that notice of intent to lodge such appeal has been given to the Board of Trustees at least one (1) week before the date of the meeting.

(5) A majority vote for removal by the Board of Trustees is required to deny the appeal.

(6) Notice of removal shall be forwarded to the removed member by registered mail or by any of the electronics means of communication.

(7) A removed member may only re-apply for membership at least two years after the date of his removal.

24.-(1) Reapplication for Membership

Any candidate who fails to receive the requisite approval for admission to a membership may reapply following the meeting at which the said application was rejected; Provided that the new application is made in the manner and class required by the Association.

(2) Where the basis of rejection is as a result of an incomplete application by the candidate, the candidate may reapply immediately.

25.-(1) Reclassification of Membership

Where a member changes his position or occupation such that he no longer qualifies for the stated membership class, the member shall be reclassified appropriately by the Executive Council.

(2) Any additional assessment for dues for the new membership status shall be made, provided there is still a minimum of six months (6) remaining during the period in question.

(3) If the reclassification affects the member's existing position on the Executive Council, the member may petition to remain on the Executive Council in accordance with Article 7, of this Constitution.

ARTICLE 6

DUES AND FEES

26 .-(1) Membership Dues

All membership dues and fees shall be in compliance with those dues and fees established by the Executive Council.

(2) The dues to be collected from members shall be shared between the National Executive Council and the branch Executive Committee as may be approved by the Council and ratified at the Annual General Meeting of the Association.

(3) Any review in the assessment for Association dues for each Class of membership shall be recommended to the Executive Council by a committee set up by the house for that purpose.

(4) Association dues for new members shall be submitted to the Association's Secretariat with the membership application(s).

(5) Notice of annual dues shall be delivered, mailed or sent by any of the electronics communication media to all members at least sixty (60) days before the end of the year.

(6) Individual membership renewal due shall be paid by individual member directly to the Association.

(7) All membership dues shall be yearly from January to December.

(8) Association dues for new members shall not be prorated.

27.-(1) If annual Association dues of any member is unpaid for a period of thirty (30) days, after the date of communicating the annual dues notices, the Association shall mail a second notice.

(2) If the said member's dues remain unpaid after (60) days of the second notice, such membership shall be deemed inactive by reason of non-payment. Provided that if satisfactory explanation for non-payment is provided to the Executive Council, such membership may be activated upon payment of all outstanding dues.

28.-(1) The Association shall not levy any assessment on any member of the Association other than regular annual dues, reasonable and necessary fees for attendance at meetings, conferences, seminars and special events.

(2) Voluntary contribution programs may be established by the Executive Council of the Association.

29. The Association shall not, in any circumstance, refund any portion of a member's annual or other dues validly collected under this Constitution.

ARTICLE 7

OFFICERS, DUTIES AND POWERS

30.-(1) The officers of the Association shall be -

- (a) the President,
- (b) the Vice President,
- (c) the General Secretary,
- (d) the Assistant General Secretary,
- (e) the Treasurer and
- (f) the Publicity Secretary.

(2) The Executive Council may create additional office(s) as may be considered necessary, subject to ratification by the General Assembly.

(3) Only a Professional or an Associate member may serve as an officer of the Association.

31.-(1) Term of Office

(1) The tenure of office of the Executive Council shall be for two years of one term each.

(2) The Officers elected in accordance with Article 15 of this Constitution shall serve for a term of one (1) year and shall be re-elected for additional one year-term; except there are reasons not to be re-elected.

(3) Notwithstanding anything provided in this section of the Constitution, where an officer is absent for a continuous period of ninety (90) Calendar days, the elected Assistant, where applicable, shall become the Acting officer of that portfolio and shall continue to act in that capacity until the resumption of duties of the officer.

(4) Where an officer is absent from his duties for a continuous period of 120 calendar days, his position shall become automatically declared vacant and the Acting officer, where applicable shall be sworn-in as the substantive Officer within a period of fourteen (14) days after the expiration of the 120 Calendar days afore mentioned, otherwise a new officer shall be elected to fill the vacancy within the same fourteen (14) days.

32.-(1) The President

(1) The President shall be the Chief Executive Officer of the Association.

(2) The Power, duties and functions of the President shall be –

(a) to preside over all meetings of the Executive Council;

(b) to have general and active management responsibilities of the business of the Association;

(c) to ensure that all Orders and Resolutions of the Board of Trustees and Executive Council are carried into effect.

(d) to have the general powers and duties to supervise and manage the affairs of the Association;

(e) to have the power to appoint special committees with the consent of the Executive Council.

(3) The President shall report to the Board of Trustees.

33.-(1) The Vice President

(1) The Vice President shall assist the President in the exercise of all duties of that office and shall serve as Acting President in the absence of the President.

(2) Where the President is absent for a continuous period of ninety (90) Calendar days, the Vice President shall become the Acting President and shall continue to act in that capacity until the resumption of duties of the President.

(3) Where the President is absent from his duties for a continuous period of 120 calendar days, his position shall become automatically declared vacant and the Acting President shall be sworn-in as the substantive President within a period of fourteen (14) days after the expiration of the 120 Calendar days afore mentioned.

(4) In the event that the office of the Vice President becomes vacant by reason of having been sworn-in as the substantive President, or by resignation from office or by any other reason, an election shall be organised to fill the position of the Vice President within a period of 30 days beginning from the day in which the position become vacant.

34.(1) General Secretary

- (1) There shall be a General Secretary for the Association, who shall be in charge of the administration of the Association's Secretariat and shall act as the secretary to the Executive Council and the Board of Trustees.
- (2) The duties and functions of the General Secretary of the Association shall be –
 - (a) to give notice and attend all meetings of the Board of Trustees and the Executive Council;
 - (a) to preserve in the books of the Association true and complete minutes of the proceedings of all such meetings;
 - (b) the custodian of all official records of the Association, and
 - (c) to maintain a current register of all members of the Association.

35.-(1) Assistant General Secretary

- (1) There shall be an Assistant General Secretary for the Association.
- (2) The Assistant General Secretary shall assist the General Secretary in the exercise of all his duties of office and shall serve as Acting General Secretary in the absence of the General Secretary.
- (3) Where the General Secretary is absent for a continuous period of ninety (90) Calendar days, the Assistant General Secretary shall become the Acting General Secretary and shall continue to act in that capacity until the resumption of duties of the General Secretary.
- (4) Where the General Secretary is absent from his duties for a continuous period of 120 calendar days, his position shall become automatically declared vacant and the Acting General Secretary shall be sworn-in as the substantive General Secretary within 14 days after the expiration of 120 Calendar days aforementioned.
- (5) In the event that the office of the Assistant General Secretary becomes vacant by reason of having been sworn-in as the substantive General Secretary, or by resignation from office or by any other reason, an election shall be organised to fill the position of the Assistant General Secretary within a period of 30 days beginning from the day in which the position become vacant.

36. The Treasurer

The Treasurer shall be responsible for the collection of dues, keep the books of the organization, and disburse funds at the direction of the Executive Council.

37.-(1) Signatories to Bank Account

- (1) At National level, signatories to the Association's bank accounts shall be the President, the Vice President, Immediate Past President, the General Secretary and the Treasurer
- (2) At the State Branches, signatories to the Association's bank accounts shall be the Chairman and either of the Honorary Secretary or the Treasurer.
- (3) The Board of Trustees may require the Treasurer of the Association to execute a bond in such sum with such surety or sureties as the Board of Trustees may direct, conditioned upon the faithful performance of his or her duties to the Association, including responsibility for negligence and for the accounting of all

property, funds or sureties of the Association which may come into his hand. Such bond shall be paid by the Association.

ARTICLE 8

OFFICE OF THE ASSOCIATION

38.-(1) The Association shall have a National Secretariat which shall be the primary place of business and administrative headquarters of the Association, which for the time being is in Lagos, Nigeria.

(2) The Secretariat shall be headed by the Executive Secretary who is a full-time employee of the Association. He shall be the Chief Operating Officer and shall be responsible to the Executive Council through the General Secretary of the Association.

(3) The National Executive Council subject to the approval of the general meeting of the Association shall have the power to transfer the Secretariat to any place that the Council may deem fit during a period of emergency, war or other hostile circumstances and / or for reasons of administrative convenience.

ARTICLE 9

NATIONAL EXECUTIVE COUNCIL AND STATE EXECUTIVE COMMITTEE

39.- (1) National Executive Council shall consist of-

- (a) the President,
- (b) the Vice President,
- (c) the General Secretary,
- (d) the Assistant General Secretary,
- (e) the Publicity Secretary, and
- (f) the Treasurer.

(2). The following shall be co-opted into the Executive Council as ex-officio members –

- (i) The Immediate Past President.
- (ii) The Chairman and Secretary of each Branch of the Association,
- (iii) The Legal Adviser,
- (iv) Past Presidents of the Association
- (v) Any other member of the Association to serve in any capacity as may be required by the Council.

40.-(1) Powers, Functions and Duties of the National Executive Council

- (1) The National Executive Council shall function as the governing body of the Association and shall exercise all such authority and powers, over the management of the affairs of the Association as are not by this Constitution reserved for the Board of Trustees.
- (2) The National Executive Council shall-
 - (a) formulate and carry out the programmes of the Association
 - (b) Meet at such time and place as may be prescribed by the General Secretary on the direction of the President or in his absence the Vice President,
 - (c) source or raise money for the implementation of the Association's activities,
 - (d) appoint an Electoral Committee for any election of the Association in accordance with the provisions of this Constitution.

41.-(1) Branch Executive Committee

- (1) The National Executive Council shall have the power to approve the establishment of/disband an established Branch in a State or States of the Federal Republic of Nigeria and/or in the Federal Capital Territory.
 - (2) The Branch Executive Committee shall exercise such functions as may be approved by the National Executive Council.
 - (3) The National Executive Council shall determine the membership, functions and responsibilities of the Branch of the Association.
 - (4) Each Branch shall have a Branch Executive Committee, which shall be responsible to the National Executive Council of the Association in the Management of the Branch.
 - (5) The Composition of a Branch Executive Committee shall not exceed nine members namely-
 - (a) Chairman
 - (b) Vice Chairman
 - (c) Honorary Secretary
 - (d) Honorary Treasurer
 - (e) Honorary Publicity Secretary
 - (f) Honorary Assistant Secretary
 - (g) Immediate past Chairman
 - (h) Two (2) unofficial members
 - (6) The Branch Executive Committee shall exercise the power of that Branch and shall have the power to establish sub-committees, open bank accounts and any other functions of the branch except training, award (or any other as determined by the National Executive Council) which shall be the sole responsibility of the National Executive Council.
- 42.** The signatories to the bank account of all Branches shall be the Chairman, the Vice Chairman, the Secretary and the Treasurer, provided that all of them or any two of them including the Treasurer shall have the power to sign cheques or other instrument of the bank.
- 43.** The Branch Executives shall apply its funds to proper funding and operations of the Branch.

ARTICLE 10
MEETINGS

44. Meetings of the National Executive Council and Branch Executive Committee

Meetings of the National Executive Council/Branch Executive Committee may be held upon the call of the President/Branch Chairman and the Council/Committee shall meet at least six (6) times during the course of a single year.

45.-(1) Meetings of members

(1) Annual General Meeting

The Association shall be required to hold at least one (1) Annual General Meeting of the Association and such meeting shall be held at such place and on such dates as may be determined by the National Executive Council.

(2) Where expediency permits, the Annual General Meeting may rotate among the Branches of the Association as may be approved by the National Executive Council.

46.-(1) Special Meetings

Special Meetings of the Association may be called by the Executive Council or the Executive Council at any time or shall be called by the President upon receipt of a written request by not less than two-thirds (2/3) majority of the Executive Council members within thirty (30) days after the filing of such request with the President.

(2) The business to be transacted at special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.

47. (1) Emergency Meeting

An Emergency Meeting of the Council shall be convened by the General Secretary on urgent matters affecting the Association on the direction of the President or in his absence the Vice President.

48.-(1) Extraordinary General Meeting (EGM)

All Meetings other than Annual General Meeting shall be called Extraordinary General Meeting.

(2) An Extraordinary General Meeting of the Association may be convened by the General Secretary on the directive of the President as occasion may warrant for the discussion of urgent matters affecting the Association and the facility management profession.

(3) An Extraordinary General Meeting may also be convened on the requisition of not less than 15 members.

(4) The notice calling for the Extraordinary General Meeting shall state the matter of the business to be considered; and any matter not included in the notice shall not be considered at such meeting.

49. (1) Monthly Meetings

- (1) There shall be monthly meetings of the members of the Association.
- (2) General monthly meetings shall be alternated with the Facility Tour as may be approved by the Council.
- (3) The meetings shall be convened by the General Secretary upon the direction of the President or in his absence, the Vice President.

50.-(1) Notice of Meetings

Unless otherwise provided in this Constitution, written notice of any meeting of the Association, shall be sent to each member, not less than seven (7) days before the date of the meeting by any of the electronic means of communication.

51.-(1) Voting

At all meetings of the Association, voting may be conducted electronically or by ballot and each qualified member shall have one (1) vote and may take part in the voting in person.

- (2) Election of officers of the Association shall be conducted in accordance with the Electoral Guidelines as provided in Article 15 of this Constitution. Provided that no provision of the Electoral Guidelines shall contradict any of the provisions of this Constitution on election.

52.-(1) Quorum for Meetings

At an Annual or Special meeting of members, a quorum shall consist of fifteen (15) Non-Executive members and at least three (3) Executive members.

- (2) Quorum for Extraordinary General Meeting shall not be less than fifteen (15) members.
- (3) Quorum for Emergency Meetings shall be ten (10) members and at least three (3) Executive members.
- (4) At Executive Council meetings, quorum shall be five (5) Council members, including at least three (3) elected officers.

53. Postponement of Meeting

Subject to Section 46(1) of this Constitution, the National Executive Council/Branch Executive Committee may postpone an Annual or Special meeting for any reason whatsoever, provided that at least one week's notice of such postponement is given to all members entitled to receive notices of meetings.

54. Order of Business

The order of business for meetings of the members of the Association shall be determined by the Executive Council and order of Business may be altered at any meeting by request of a majority of members present.

55.-(1) Academic and Honorary members shall have the right to attend all meetings except those specified as Professional or Life –time member meetings.

(2) Professional and Life-Time membership meetings are those deemed as such by the Council.

ARTICLE 11

COMMON SEAL

56.-(1) The Common Seal of the Board of Trustees shall be used on the authority of the Board and every instrument to which the Seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary of the Board or by a second member of the Board or some other person appointed by the Board for that purpose.

(2) The Secretary to the Board of Trustees shall keep the custody of the Common Seal of the Board.

ARTICLE 12

AUDIT OF FINANCIAL STATEMENTS

57. The Association shall comply with the provisions of the Companies and Allied Matters Act 1990 (as amended) as to the appointment, powers, rights, remuneration and duties of Auditors.

ARTICLE 13

BOOKS OF ACCOUNT

58.-(1) The book of accounts of the Association and the Branch shall be kept as provided in this section of the Constitution-

(2) The Executive Council/Executive Committee shall cause proper books of account to be kept with respect to:

(a) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place.

(b) All sales and purchases of goods by the Association

(c) The assets and liabilities of the Association.

(3) Proper books shall not be deemed to be kept if there are no such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

ARTICLE 14

DISCIPLINE

59.-(1) Members of the Association shall be bound by its professional ethics, this Constitution and other subsisting Acts.

(2) The discipline of any member of the Association shall be the responsibility of the Council, which shall from time to time and as the need may arise, appoint a Disciplinary Committee to investigate the conduct of such a member.

(3) In the event of the establishment of a prima facie case against the member by the Committee, the committee shall recommend an appropriate disciplinary action against such a member to the Council.

60. Composition of Disciplinary Committee

The Disciplinary Committee shall consist of five (5) members, out of which one shall be a Past President of the Association as the Chairman; two (2) members of the Council and two (2) others members who must be men of impeccable character with not less than 5 years membership with the Association.

61.-(1) Disciplinary Procedure

Upon receipt of a written petition or complaint against a member, the Disciplinary Committee shall consider the allegation and decide whether it is worthy of investigating.

(2) If the Committee considers the allegation/complaint worthy of investigating, the Committee shall forward a copy of the allegation/complaint to the affected member for his reaction. If, however, the Committee finds no sufficient facts/merit in the allegation/complaint worth investigating, it shall so advise the Council.

(3) The member whom an allegation/complaint is made against shall be notified in writing and shall have fourteen days (14) days after the receipt of the notification to make a written reply to the Committee.

(4) The Committee shall consider the response and decide as follows-

(a) That, they are trivial issues

(b) That, the response is a conclusive proof of the allegation/complaint.

(c) That, the allegation/complaint is misconstrued and no sufficient facts to warrant further investigation.

(d) That, the response needs further investigation.

(5) Where the Committee decides that the petition/complaint needs further investigation, the involved parties shall be invited to meet with the Committee at a venue to be arranged by the Committee within 14 days of receipt of response by the Respondent.

(6) Service of Notice shall be personal, by email or by any of the electronics means of communication. In the event of personal service, refusal and or avoidance of a member to sign for a letter addressed to

him/her shall constitute misconduct. The member shall be summarily suspended and subsequently dismissed if the action continues for thirty (30) days from the date of first service.

- (7) The notice sent to the member concerned shall contain details of the allegation/complaint.
- (8) Where the Committee's decisions are as in subsection (4)(a-c) of this section, it shall make its recommendations to the Council for action.
- (9) Where a member fails within the stipulated period to respond to an allegation/complaint made against him, the Committee shall after the period make recommendation to the Council as if the member is culpable of the allegation/complaint made against him.
- (10) The member may make representation to Council if he feels he has not been given a fair hearing, or the issues were not sufficiently investigated.
- (11) A member summoned to a Disciplinary Committee is expected to appear in person or in company of his lawyer if he so desires except he is evidentially, physically disabled, where, then his legal representative may appear on his behalf.
- (12) Upon serving the notice on him personally or by any of the electronic means of communication of alleged misconduct, the member concerned may deliver to the Committee, his written reply to the allegations or a notice to appear in person before the Committee as the case may be.
- (13) If the member concerned upon being required to do so makes a written reply, the Disciplinary Committee may upon the written reply make such recommendation as it deems fit in the circumstance, of their findings, to the Council.
- (14) Notwithstanding that a member so concerned has made written reply to the allegations/complaint, the Disciplinary Committee may upon considering such reply, require the member concerned to appear personally to substantiate, clarify his reply or defend himself personally before the Committee.
- (15) If the member concerned fails to reply or react to the invitation or summons of the Disciplinary Committee within the time stipulated, the Committee may proceed to make such recommendations as they deem proper, acting on their findings upon the allegation/complaint or petition.
- (16) The Committee shall make a written recommendation to the Council within Sixty (60) days of the reference of a matter to the Committee.
- (17) The Council on receipt of the recommendation through the Honorary General Secretary shall review the recommendation and decide as follows:
 - (a) Uphold all or some of the recommendations and decide as appropriate.
 - (b) Modify the recommendation as it deems fit and decide as appropriate.
 - (c) Reject the report and send it back to the Committee or set up Sub-Committee or Panel to study the report and make necessary recommendations back to the Council for decision.

- (18) The decision of the Council shall be conveyed to the member(s) concerned within two (2) weeks.
- (19) A member is at liberty to appeal to the Council for a review of its decision within (thirty) 30 days after the communication of the decision of the Council to him.
- (20) Where the Council resolves to suspend a member, such member shall cease to have any right or privilege in the Association.
- (21) Where an elected official is suspended, the Council shall appoint an interim replacement during the period of the suspension.
- (22) If the Council resolves to expel the member concerned, the following shall apply from the date of such a resolution -
- (a) His name shall be struck off the register of the Association and shall forfeit any subscription or entrance fee paid by him.
 - (b) He shall cease for any purpose to be a member of the Association.
 - (c) Where any member has been notified of the commencement of any proceedings against him under the provisions of this Constitution and until such proceedings have been concluded, any purported resignation shall be a nullity and the Council shall be entitled to proceed with the expulsion of such a member in pursuance of the provisions of this Constitution.
 - (d) Where a member who has been suspended under these regulations desires to have his rights and privileges restored to him, he shall be required to make application for the restoration of his rights of membership, and the application shall, if the suspension is on conditions, be referred to the Disciplinary Committee who may hold an inquiry and shall report to the Council whether in their view the conditions of suspensions have been complied with.
 - (e) A member suspended upon conditions shall have no right of appearance before the Council
 - (f) Termination of a member shall be by the simple resolution at the Annual General Meeting on the recommendation by the Council after appropriate notice must have been sent to the member concerned.

62.-(1) Restoration of Membership

- (1) The Council may reinstate a member who has been suspended, dismissed and or had his name struck out from the list of members, who on appeal to the Council has been found to have shown sufficient remorse and a written undertaking to be of subsequent good behaviour.
- (2) Such restored member shall not hold any official position of the Association for a period of two years from the date of reinstatement.

63.-1) Appeals

- (1) The member whose conduct is being investigated shall have at least two grounds of appeal to the Council viz-

- (a) Against the procedure at the hearing by the Disciplinary Committee.
- (b) Against the fact or extent of the disciplinary measure or plead for clemency of the Council, which shall have power to exercise its discretion on the matter.
- (2) Where the member believes he shall not get justice from the Council, he/she may appeal directly to the Annual General Meeting through the Honorary General Secretary.

ARTICLE 15

ELECTORAL GUIDELINES

64.-(1) Nomination and Election of Officers

Nomination and election of officers into Executive positions of the Council shall be in accordance with the rules and procedures stated in this section of the Constitution, and shall apply to the Nigeria Chapter of the Association.

(2) Electoral Committee

There shall be constituted by the President, an Electoral Committee whose powers and functions shall include the followings:

- (a) Liaise with the Secretariat and compile a list of all eligible voters from the Register of members in accordance with the provisions of the constitution;
- (b) Arrange for the conducts of election into all offices of the Association;
- (c) Conduct elections into vacant offices of the Association;
- (d) Where there are unfilled vacancies, the Electoral Committee shall within a period of three (3) calendar months, conduct election to fill the vacant office(s), after which the Committee shall be dissolved.
- (e) Where during the tenure of an Executive Council, an officer resigns from his office or is removed by members at a General Meeting for a misconduct offence in accordance with the provisions of this Constitution, or the officer is incapacitated and unable to perform the functions of his office, thereby creating vacancy in the Executive Council, the President with the consent of the Executive Council shall declare his office vacant.
- (f) Consequent upon the circumstance(s) in paragraph (e) above, an Electoral Committee shall be constituted by the President, subject to the consent of the Executive Council to conduct election into the vacant offices within a period of three calendar (3) months after the offices have been declared vacant.
- (g) The Committee shall have the power to prescribe the procedure and conducts of elections into elective offices of the Association subject to the provisions of this Constitution.

(3) Composition of Electoral Committee

Electoral Committee shall be chaired by the Immediate Past President of the Association and two (2) other members to be appointed at a General Meeting

(4) The appointed Committee members shall be bona-fide members of the Association.

(5) Eligibility for Election into Elective Offices

To be eligible to vote, a person must be a financial member.

(6) To be eligible to be voted for into any of the Council's offices, a person must be an active and financial member at least two (2) years before the election.

(7) Elective Positions

Election shall be conducted into the following offices of the Association:

- (a) The President; this office shall only be contested for by the current Vice President.
- (b) The Vice President; this office shall only be contested for by current Council members.
- (c) General Secretary,
- (d) Assistant General Secretary,
- (e) Treasurer,
- (f) Publicity Secretary,

(8) Nomination into Elective Offices

Electoral Committee shall not later than ninety (90) days before the expiration of the term of office of Executive Council, prepare a list of eligible members for elections and a list of eligible candidates for elective offices.

(9) The list of nominees in paragraph (a) above shall contain at least one name for each elective position of the Executive Council not later 60 days before the day set out for election at the Annual General Meeting of the Association;

(10) A candidate for an election shall be nominated in writing by such number of persons whose names appear in the voter's register and qualified to vote and be voted for in accordance with the provisions of the Constitution.

(11) A person shall not be allowed to nominate more than one person for an election to the same office.

(12) A candidate may withdraw his candidature by notice in writing signed by him not later than thirty (30) days before the election takes place or by physical indication of such withdrawal at the AGM before the election takes place.

Date and Place of Elections

(13) Declaration of elections shall be held at the Annual General Meeting of the Association. The date and place of elections shall be determined by the Executive Council and communicated to members of the Association at least 60 days before the day appointed for the election.

Postponement of Election

(14) Where a date has been appointed for the holding of an election, and there is a reason to believe that it will be impossible to conduct the election as a result of natural disaster unforeseeable event(s), change in laws, government directives, or any other emergency circumstance(s) which must be verifiable, the Electoral Committee, in consultation and with the consent of the President, may postpone the election and shall appoint another date for the holding of the postponed election. Provided that the new date appointed for the election shall not be longer than 14 days from the date of the cancelled election or 14 days after the mitigating event has ended.

(15) Procedure at Election

The following procedures shall be followed for election of officers of the Association-

- (a). Election shall be made by secret ballot through electronic voting or by email.
- (b). The Electoral Committee shall prepare the ballot, which shall include the names of all qualified nominees.
- (c). The Electoral Committee shall have the power to determine the conducts and sequence of the elections.
- (d). The ballots shall be counted and certified by members of the Electoral Committee immediately after the elections have taken place and in the open space and in full glare of everyone present.
- (e). The result of the election shall be announced by the Immediate Past President during the annual general meeting, who shall be the Returning Officer and Chairman of the Electoral Committee.

(16) Administration of Oaths of Office

Newly elected officers shall be sworn-in at the Annual General Meeting, which day shall signify the commencement of a new administration for the newly elected Executive Council.

(17) The Association's Legal Adviser shall administer the Oath of office on the new President-Elect.

(18) In the absence of the Legal Adviser, the Oath of Office shall be administered by any of the Past Presidents.

(19) After swearing in of the President, he shall administer the Oath of Office on the other members elected into the Executive Council.

(20) Uncontested Election

If after the expiration of the time for nominations and withdrawal of candidates as provided for in this Constitution, there is only one person whose name is validly nominated in respect of an election into an office, that person shall be declared elected.

(21) Equality of Votes

Where two or more candidates poll equal number of highest votes in an election, the Chairman of the Electoral Committee shall make this known to the electorates and shall not announce any of the candidates as the winner, but members of the Electoral Committee shall have the casting vote at the AGM to determine the winner.

ARTICLE 16

SPECIAL CLAUSE

65. THE INCOME AND PROPERTY of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this CONSTITUTION; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way or profit, to members of the Association, provided that nothing herein shall prevent the payment in good faith, or reasonable and proper remuneration to any officer or servant of the Association in return for any service actually rendered to the Association but so that no member of the Board of Trustees and the Executive Council shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money shall be given by the Trustees to any member of the Executive Council except repayment of out of pocket expenses or reasonable and proper rent for premises demised, or let to the Association provided that the provision last aforesaid shall not apply to payment of any amount to a member of the Association, may be a company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

If in the event of a winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the association and the institution or institutions are prohibited from distributing its or their income and property amongst its or their members to an extent at least as great as is imposed in the association under or by virtue of the special clause hereof, such institution or institutions to be determined by the member of the association effect cannot be given to the aforesaid provision than to some charitable object.

ARTICLE 17

WINDING UP

66. If it is desired to wind up the activities of the Association, a General meeting shall be convened to appoint an independent liquidator who shall settle the liabilities of the Association, if any, and vest its assets on any Association(s) whose objectives are similar to the objectives of the Association and take all other statutory steps necessary to wind up the Association.

ARTICLE 18

AMENDMENTS OR ALTERATION

67.-(1) This Constitution may be amended or altered at any Extraordinary General Meeting convened for that purpose and adopted by two-thirds majority of those present and voting; provided that notice of motion for the amendment or alteration shall be given to the Executive Council through the General Secretary at least two calendar months before the meeting.

(2) All amendments to the Constitution shall be ratified at an Extraordinary General Meeting.

(3) No addition, or alteration or amendment shall be made to this Constitution for the time being in force, unless the same have been previously submitted to and approved by the Registrar-General of the Corporate Affairs Commission.