

# AGENTS OF CHANGE INTERNATIONAL

**Bye-Laws with effect from April 13th, 2007.**

Article	Content
Article 1: Preamble	This By-Law is about the operations, activities and administration of Agents of Change International. It addresses various issues of concern to the group and ways of making decisions and taking actions. It addresses issues of membership, General assembly, supporting committees, auditor, staffing, resources, other clauses, organization, constitution of the board and the appointment of trustees.
Article 2: Name, Acronym and Logo	The organization shall be known and referred to as <b>AGENTS OF CHANGE INTERNATIONAL</b> . Its official acronym shall be <b>AGOCHINT</b> .
Article 3: Applicable laws and legal status	The organization is set up under Part C of the Companies and Allied Matters Act of 1999. Agents of Change International is an affiliate of <b>TakingITGlobal</b> international network with its headquarter in United States of America.
Article 4: Sphere of activities	The activities of Agents of Change International will be centered around the following core areas: <ul style="list-style-type: none"> <li>• Self awareness seminars/workshops.</li> <li>• Educational programmes.</li> <li>• HIV/AIDS Awareness Programmes.</li> <li>• Consulting services for MSMEs and other Non Governmental Organizations.</li> <li>• Training programmes on selected topics to help develop proficiency in certain areas like ICT etc.</li> <li>• Others.</li> </ul>
Article 5: Location and Duration	The head office is located at 10 Akinrele Johnson Close, Oke Ayo Bus Stop, Iju-Ishaga, Agege-lagos, Nigeria. The postal address is: c/o Johnson Kayode Jedidiah, P.O.Box 913, Ikeja-Lagos, Nigeria. The organization is set up to last for as long as there is the need for youth development and nation building.
Article 6: Aims, Visions and Mission	<p><b>VISION</b>  <i>“To birth a new generation of YOUTHS who are fully equipped to DRIVE the change process for the NEW NIGERIA”</i></p> <p><b>MISSION</b>  <i>“To empower, educate, inform and change the lives of as many youth, parents, and individuals in every community. This will help in creating platforms conducive for raising a generation of youths who are adequately informed and empowered to birth THE CHANGE required for the emancipation of THE NEW NIGERIA”.</i></p> <p><b>AIMS</b>            Our aims are to:           <ul style="list-style-type: none"> <li>• Assist youths in the process of personal development.</li> <li>• Aid economic empowerment of youths by encouraging entrepreneurship and providing ongoing training to young and prospective young entrepreneurs.</li> <li>• Provide the platform for wealth creation and investment opportunities.</li> <li>• Create sufficient and adequate cultural and political awareness amongst the youths in Nigeria.</li> <li>• Assist in the process of career planning and development of individual youths.</li> <li>• Aid the process of national growth through periodic community development activities.</li> <li>• Connect youths from every part of Nigeria to one another.</li> </ul> </p>
MEMBERSHIP	
Article 7: Membership	The membership structure of <b>Agents of Change International</b> is based on the provision of voluntary services by youths but there are <b>state ambassadors</b> who are fully responsible for planning, developing and executing the activities of the organization in their respective states. These will be selected based on availability and level of awareness and involvement in youth oriented programmes in their respective states.
Article 8: Qualification	The basic qualification for membership is <b>First School Leaving Certificate (Primary Six Certificate)</b> . This is necessary in order to give room for effective communication and understanding between members of the organization.
Article 9: Admission	Members will be invited through youth organizations, institutions of learning, professional groups, religious organizations and internet based networks. Admission into membership structure of the organization will be

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	based primarily on ability to read and write English and good conduct. Each potential member will be asked to provide three (referees) who can vouch for his/her personality.
Article 10: Responsibility	The duties/responsibilities of members of the organization will include but not limited to: <ul style="list-style-type: none"> <li>• Generation of ideas.</li> <li>• Commitment to the successful execution of the organization's activities.</li> <li>• Financial commitment</li> <li>• Sourcing for sponsors and partners.</li> <li>• Others</li> </ul>
Article 11: Consensus Building	Decision-making in the organization is democratic and majority vote takes precedence at the general assembly. Every decision taken at the general assembly is still open for ratification by the board and the final approval comes from the Trustees of the organization.
Article 12: Resignation	All matters relating to resignation from members should be addressed to the Secretary of the Board who will make a presentation to the Board at its monthly meeting and the decision of the Board is the final. Final decisions will be taken after due and adequate investigation into the matter.
Article 13: Expulsion or Suspension	Any member who is caught in any form of indecent act or corrupt acts will be expelled after due consideration between the various stakeholders in the organization. Members are encouraged and advised to be good ambassadors of the organization at all time and be of good behaviour.
<b>ORGANIZATION</b>	
Article 14: Organizational Structure	There are four levels of management in the organization which are: <ul style="list-style-type: none"> <li>• <b>The Trustees:</b> This is the advisory arm of the organization. They are respected individuals in the society and professionals in their respective disciplines. Based on the aforementioned, every piece of advice given by the Trustees is taken very serious. They also act as watchdogs to the activities and operations of the organization. This is where the final authority in the organization lies. They also have financial commitment to the organization. They should not be more than three (3) at any particular point in time except when decided otherwise.</li> <li>• <b>The Board:</b> This is charged with the strategic responsibility of developing, designing and mapping out strategies for the successful execution of the organization's programmes. They meet at least once every month to appraise the activities of the organization and plan in advance of upcoming events. They oversee the main activities of the organization and are financially committed to the success of the organization. They should not be more than ten (10) at any point in time except otherwise decided plus the President and Secretary of the organization.</li> <li>• <b>Administrative Staff:</b> These are employees of the organization who are charged with the daily responsibility of overseeing the affairs of the organization's secretariat and they also ensure that the organization's activities are well documented and members of the organization are adequately and sufficiently informed in good time ahead of the organization's events. The head of administration will serve as the Secretary to the Board and takes minute at the meeting of the Board.</li> <li>• <b>Project/State Ambassadors:</b> These are responsible for the successful supervision and execution of the organization's projects and activities in their respective areas of jurisdiction. They are responsible for coming up with projects/events that helps to move the organization forward towards the accomplishment of the organization's vision, mission and goals. They develop guidelines for the effective administration of the organization's interest in their respective chapters.</li> </ul>
<b>GENERAL ASSEMBLY</b>	
Article 15: Procedures	There will be a general assembly once every year where every members from the various chapters of the organization comes together to appraise the activities of the organization for the preceding year. The General Assembly is comprised of five selected members from each state chapter for cost effectiveness. Decisions concerning programmes are concluded at the general assembly before passing such to the Trustees for ratification and approval.
Article 16: Scope	The duties and responsibilities of the General Assembly includes but not limited to: <ul style="list-style-type: none"> <li>• Appraisal of preceding year's activities and programmes.</li> <li>• Programme development, mode of execution and state of execution.</li> <li>• Decision-making concerning annual programmes.</li> </ul>

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	<ul style="list-style-type: none"> <li>• Approval of new Board members.</li> <li>• Others.</li> </ul>
Article 17: Decision-Making	Decisions are democratically taken at the General Assembly. Proposals can only be presented by chapter ambassadors to avoid complications and confusion. It is advised that all proposals to the General Assembly must have been sufficiently looked into and agreed to by members of the state chapter before presenting such proposals to the General Assembly.
Article 18: Quorum	The quorum needed to call for a General Assembly is one third (1/3) of the total number of members of the General Assembly. With one third of the membership capacity present to form a quorum, decisions concerning the activities of the organization can be taken and acted on by the Board.
<b>BOARD OF DIRECTORS</b>	
Article 19: Composition	The Board will consist of The President and Secretary of the organization and not more than ten (10) persons at a time except otherwise decided. It will consist of young professional from various disciplines. Members of the Board must be persons with good conduct and report in the society. Membership strength of the Board will be increased in the future.
Article 20: Eligibility	Members with good record and full commitment with a sound relationship with all the chapters of the organization and good relationship with other stakeholders will be considered for membership of the Board. Availability at Board meetings is a strong criteria for membership and such members being considered should be willing to make themselves available for the Board's monthly meetings. The member should also possess a minimum of Bachelors degree or Higher National Diploma from a recognized institution of higher learning.
Article 21: Selection and Appointment	Potential individuals be identified and selected to the NGO's board through: <ul style="list-style-type: none"> <li>• Nominations from the state chapters.</li> <li>• Track record of hardwork and proven character.</li> <li>• Recommendations from present Board members.</li> <li>• Recommendations from Trustees.</li> </ul>
Article 22: Term of Office	The term for membership of the Board is three (3) years but individual members will be eligible for re-appointment by popular demand and opinion.
Article 23: Vacancies	In the event of any vacancy on the Board, the vacancy will be announced through the organization's website, blog and yahoo groups. it will also be communicated to the heads of the state chapters. Preference will be given to state ambassadors.
Article 24: Duties and Functions of the Board	The Board is charged with the strategic responsibility of developing, designing and mapping out strategies for the successful implementation and execution of the organization's programmes. They meet at least once every month to appraise the activities of the organization and plan in advance of upcoming events. They oversee the main activities of the organization and are financially committed to the success of the organization. They should not be more than ten (10) at any point in time except otherwise decided.
Article 25: Decision-making.	The quorum for the Board is one half (1/2) of its membership strength and decisions are democratically taken and the Secretary to the Board will be charged with administrative responsibilities.
Article 26: Press statements.	Press briefings and statements are to be prepared by the Secretary to the Board in conjunction with the president of the organization. Copies of such statements will be forwarded to members of the Board latest ten (10) days to the briefing and each member of the Board is expected to reply latest by five (5) days to the briefing.
Article 27: Meetings.	The Secretary calls for Board meetings and attaches copies of agenda for the meeting to the meeting notification. The usual agenda for Board meetings will be centered on how the activities of the organization can be effectively executed and improved upon.
Article 28: Quorum	The minimum quorum needed for a Board meeting is one half (1/2) of its membership capacity, except otherwise agreed.
Article 29: Resignation	The resignation of a Board member must be communicated to the Secretary of the Board latest a month to the time and the matter will be discussed with the Trustees before approval of such resignation is given. In situations where such actions are due to some situations with other members of the Board, the Trustees will work out measures to resolve such differences.

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Article 30: Removal	A Board member may be removed at any time in the event of unethical behaviour and in situations when such members are not meeting up the basic requirements of the office.
<b>SUPPORTING COMMITTEES</b>	
Article 31: Running.	<ul style="list-style-type: none"> <li>• Project Committee</li> <li>• Finance Committee</li> <li>• Media Committee</li> <li>• Other relevant committees</li> </ul>
Article 32: Aims and Responsibilities	The aim of setting up these committees is to aid in timely attainment of the set goals of the organization and for cost minimization. The responsibilities of the committees will be based on the uniqueness of such committees and the time frame within which the committee has to work.
Article 33: Election and Term of office	With the exception of the Project and Media committees, other committees' duration depends on the life span of the project and the committee ceases to exist after presenting their report at the completion of the project. As for the Media Committee, the duration is for one calendar year.
Article 34: Duties and Responsibilities	What function will the members of the committee perform? What will their duties and responsibilities be? Who will decide the duties and responsibilities, and how can they be modified?
<b>AUDITOR</b>	
Article 35: Annual Audit.	The financial activities of the organization in a fiscal year will be subjected to the services of external auditors to help curtail excesses and check costs that can be avoided. The result and findings of will be implemented by enforcing the professional recommendations of the auditors.
<b>STAFFING</b>	
Article 36: Definition	Staff members are individuals the organization pays for their services. These are referred to as Administrative Staff to be managed by the Administrative Manager. The conditions of their employment are set by the Board. They differ from the General Assembly and the Board based on the conditions of their employment.
Article 37: Duties and roles of staff members	<p>Duties/Responsibilities</p> <ul style="list-style-type: none"> <li>• Administrative functions</li> <li>• Business Development (Seek profitable sponsorship and partnerships)</li> <li>• Handles the organization's correspondences</li> <li>• Others</li> </ul>
Article 38: Hiring and dismissal	<p>Staff members will be hired through the following methods:</p> <ul style="list-style-type: none"> <li>• Volunteers of the organization</li> <li>• Referrals from the Board</li> <li>• Job advertisement in a widely read daily newspaper</li> <li>• Others</li> </ul>
<b>RESOURCES</b>	
Article 39: Sources and uses.	The primary source of resources (financial and human) is from voluntary donations of members and then financial supports from bodies external to the organization.
Article 40: Initial Capital and Assets	<ul style="list-style-type: none"> <li>• <b>Initial capital – N150 000</b></li> <li>• <b>Office space – N250 000 for two years</b></li> <li>• <b>A PC System – N120 000 (with a printer)</b></li> <li>• <b>Office furniture &amp; fittings – N95 000</b></li> <li>• <b>Telephone Box – N10 000</b></li> <li>• <b>Stationeries – N15 000</b></li> <li>• <b>Others – N30 000</b></li> </ul> <p><b>Total – N 670 000</b></p>
Article 41: Funding Raising.	Relevant policies will be developed and put in place for fund raising. These policies will be reviewed regularly to make such policies relevant and effective.
<b>OTHER CLAUSES</b>	

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Article 42: Liability.	At present, the only liability of the organization is the cost of registering the organization with the Corporate Affairs Commission.
Article 43: Fiscal year/Financial Year	The organization's fiscal/financial year starts on April 1 <sup>st</sup> of every year and ends on March 31 <sup>st</sup> of the following year.
Article 44: Applicable law and Court	The organization is set up under applicable and relevant laws of the Federal Republic of Nigeria.
Article 45: Dissolution.	The only condition under which the organization can be dissolved is through the ratification and approval by the Trustees, in cases of any such call from the General Assembly.
Article 46: Liquidation profit.	In the case of liquidation, profits generated from such processes will be diverted into the activities of organizations with similar focus and vision.
<b>ABOUT THE By-Laws</b>	
Article 47: Coming into force.	When do the By-Laws come into force? What is the procedure to ensure that the By-Laws are legally accepted and are also informed to all appropriate/concerned persons?
Article 48: Validity, and extension of validity, of By-Laws	This by-law is valid for as long as the organization remains operational.
Article 49: Additions, modifications and amendments to Articles	Additions, modifications and Amendments can only be made to this by-law by the approval and ratification of such amendments by the Trustees. The only person charged with such additions, modifications and amendments at the request of the General Assembly and with the approval of the President of the organization is the Secretary of the organization.