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ASSOCIATION FRANCAISE DE NIGERIA

CONSTITUTION

1. Title

The Association shall be known as the Association Francaise de Nigeria.

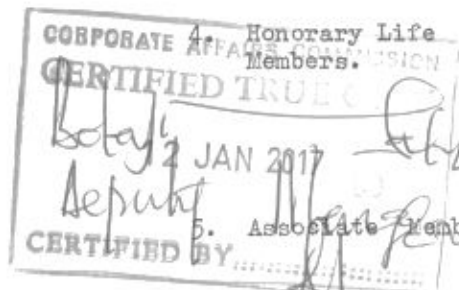
2. Objects

The objects of the Association shall be to provide cultural, social and recreational facilities for the French community in Nigeria, to provide educational facilities for French or French-speaking children, to foster and improve relations between the French community and other peoples in Nigeria, and to provide for those other peoples access to French culture, and to a better understanding of the French way of life; and, if so advised, in order to further these objects to form branches of or become affiliated to French cultural organisations and in particular the "Alliance Francaise".

3. Members

(i) The Association shall have the following classes of members, the liabilities, rights, privileges and duties of each class being as from time to time prescribed by this Constitution or by Regulations made by the Committee:

1. **Founder Members.** Those persons whose names shall appear on the roll of members as at the date of adoption of this Constitution.
2. **Benefactor Members.** Those persons who, in the opinion of the Association in General Meeting, have given specially beneficial service to the Association.
3. **Ordinary Members.** Ordinary membership shall be confined to French citizens and French Union citizens, or persons married to French citizens or the lawful children of a marriage to which one of the parties is a French citizen or a French Union citizen.



Honorary life membership shall be granted to such persons being qualified for Ordinary membership, as may be elected honorary life members by the Association in General Meeting.

4. **Honorary Life Members.**
5. **Associate Members.** Associate membership shall be open to all persons not French citizens, who are interested in, and are prepared to further the objects of the Association.

(ii) Admission to membership shall be by election by such method as may be prescribed from time to time by the Committee.

/...(iii)

- (iii) No person otherwise qualified for admission to any class of membership and duly elected shall be refused admission to such membership on other than social grounds.

4. Management

- (i) The Management of the Association shall be vested in the Committee which shall be comprised of the following officers:

President  
 Vice-Presidents (2)  
 Honorary Secretary  
 Honorary Treasurer  
 Committee Members (6)

and such additional officers as may be elected by the Association in General Meeting.

- (ii) Each officer shall be elected at the Annual General Meeting and shall hold office until the following Annual General Meeting, or until he shall resign or be removed from office, and in every case shall be eligible for re-election.
- (iii) The Committee shall be responsible to the Association for the management of its affairs and shall render a true account of such management to the Annual General Meeting of the Association or to any General Meeting called for that purpose by not less than 25% of the Founder Members, Benefactor Members and Ordinary Members of the Association. The Committee shall collect such subscriptions or contributions from members or others as it may be required or authorised by the Association in General Meeting to collect and shall keep proper accounts of all income and disbursements which accounts shall be audited annually and presented to the Association at the Annual General Meeting.
- (iv) Without derogating from the duties and liabilities laid upon it by the last preceding sub-section, the Committee may make rules relating to any or all of the following matters:-

- (a) The election or expulsion of members and the definition of the liabilities, rights, duties and privileges of each class.
- (b) The election or deposition of officers and the definition of their duties and powers.
- (c) The procedure for calling Annual General Meetings and Extraordinary General Meetings of the Association and for the conduct of such Meetings.
- (d) The regulation of the day-to-day activities of the Association.
- (e) The management of the financial affairs of the Association including the opening of banking accounts and the appointment of auditors.


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*[Handwritten signatures]*

Provided always that every rule made under this sub-section shall first be submitted to the Association in General Meeting and shall be approved by a majority of the members present and voting.

5. Trustees and Common Seal

- (i) The Trustees of the Association Francaise de Nigeria for the purposes of the Land (Perpetual Succession) Ordinance, Chapter 107 of the Laws of Nigeria shall be appointed at a General Meeting of the Association.
- (ii) Such Trustees (hereinafter referred to as "The Trustees") shall be two in number and shall be known as "The Registered Trustees of the Association Francaise de Nigeria".
- (iii) The Trustees may hold office for life but a Trustee shall cease to hold office if he:-
  - (a) resigns his office
  - (b) ceases to be a member of the Association
  - (c) becomes insane
  - (d) is officially declared bankrupt
  - (e) is convicted of a criminal offence involving dishonesty by a Court of competent jurisdiction
  - (f) is recommended for removal from office by a two-thirds majority vote of members present at any General Meeting of the Association,
- or (g) ceases to reside in Nigeria.
- (iv) Upon a vacancy occurring in the number of Trustees a General Meeting will be held to appoint another eligible member of the Association.
- (v) The Trustees shall have a Common Seal.
- (vi) Such Common Seal shall be kept in the custody of the Honorary Secretary who shall produce it when required for use by the Trustees.
- (vii) All documents to be executed by the Trustees shall be signed by each of them and sealed with the Common Seal.
- (viii) The Trustees shall apply to the Governor-General for a Certificate of Incorporation under the Land (Perpetual Succession) Ordinance, Chapter 107.
- (ix) If such Certificate is granted the Trustees shall have powers to accept and hold in trust all land belonging to the Association and to acquire land on behalf of the Association subject to such conditions as the Governor-General may impose.

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6. The Association is to be Non-Profit-Making

The INCOME AND PROPERTY of the Association Francaise de Nigeria whencesoever 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 of profit, to the members of the Association.

/...Provided

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Provided that nothin herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association Francaise de Nigeria, in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding four per cent, per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or moneys shall be given by the Association to any member of such Committee except repayment of out-of-pocket expenses and interest at the rate of aforesaid on money lent or reasonable and proper rent for premises demised, or let to the Association provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Association may be a member 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 upon the 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 Francaise de Nigeria and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association Francaise de Nigeria under or by virtue of the special clause hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

7. Borrowing Powers

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The Committee, with the sanction of the Association in General Meeting, shall have power to borrow or ~~take~~ or receive the payment of money in such manner as the Committee, with consent as aforesaid, shall think fit in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Association's property (both present and future) and to purchase, redeem or pay off any such securities.

8. Alteration of the Present Constitution

The Constitution may be amended at a Special General Meeting called for that purpose by not less than 25% of the Founder Members, Honorary Life Members and Ordinary Members.

No addition, alteration, or amendment shall be made to or in the Constitution for the time being in force, unless the same has been previously submitted to and approved by the Governor-General.

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AIMS AND OBJECTS

The objects of the Association are to provide cultural social and recreational facilities for the French community in Nigeria, to provide educational facilities for French or French-speaking children, to foster and improve relations between the French community and other peoples in Nigeria and to provide for those other peoples access to French culture and to a better understanding of the French way of life.

TRUSTEES

1. The Trustees of the Association Francaise de Nigeria for the purposes of the Land (Perpetual Succession) Ordinance, Chapter 107 of the Laws of Nigeria shall be appointed at a General Meeting of the Association.

2. Such Trustees (hereinafter referred to as "The Trustees") shall be two in number and shall be known as "the Registered Trustees of the Association Francaise de Nigeria.

3. The Trustees may hold office for life but a Trustee shall cease to hold office if he:-

- (a) resigns his office
- (b) ceases to be a member of the Association
- (c) becomes insane
- (d) is officially declared bankrupt
- (e) is convicted of a criminal offence involving dishonesty by a Court of competent jurisdiction
- (f) is recommended for removal from office by a two-thirds majority vote of members present at any General Meeting of the Association.
- or (g) ceases to reside in Nigeria.

4. Upon a vacancy occurring in the number of Trustees a General Meeting will be held to appoint another eligible member of the Association.

5. The Trustees shall apply to the Minister for a Certificate of Incorporation under the Land (Perpetual Succession) Ordinance, Chapter 107.

6. If such Certificate is granted the Trustees shall have powers to accept and hold in trust all land belonging to the Association and to acquire land on behalf of the Association subject to such conditions as the Minister may impose.

COMMON SEAL

1. The Trustees shall have a Common Seal.
2. Such Common Seal shall be kept in the custody of the Honorary Secretary who shall produce it when required for use by the Trustees.
3. All documents to be executed by the Trustees shall be signed by each of them and sealed with the Common Seal.



ENCLOSURE "A"

AIMS AND OBJECTS OF THE APPLICANT BODY

The objects of the Association are to provide cultural social and recreational facilities for the French community in Nigeria, to provide educational facilities for French or French-speaking children, to foster and improve relations between the French community and other peoples in Nigeria and to provide for those other peoples access to French culture and to a better understanding of the French way of life.

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bolar Deputy Member  
Date  
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ENCLOSURE "B"

RULES AND REGULATIONS GOVERNING THE BODY

A copy of the Constitution of the Association is attached hereto.

*Handwritten signatures*

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ENCLOSURE "C"

A STATEMENT AND SHORT DESCRIPTION OF THE  
LAND HELD OR ABOUT TO BE ACQUIRED BY THE  
BODY

Property at 25 Ajasa Street Lagos described in  
and delineated on the plan annexed to a Deed of Lease  
dated 22nd May 1946 and registered as No. 29 at Page  
29 in Volume 689 of the Lands Registry, Lagos.

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ENCLOSURE "D"

THE FULL NAMES, RESIDENCES AND OCCUPATIONS  
OF THE TRUSTEES

GEORGES LATHENE

General Manager,  
C.F.A.O., Lagos.

27 Macdonald Road,  
Ikoyi, Lagos.

EMIR EMILE CARLIER

General Manager,  
S.C.O.A., Lagos.

1 Bell Avenue,  
Ikoyi, Lagos.

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ENCLOSURE "E"

THE PROPOSED TITLE OF THE CORPORATE BODY

"THE REGISTERED TRUSTEES OF THE ASSOCIATION FRANCAISE  
DE NIGERIA."



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ENCLOSURE "F"

THE PROPOSED DEVICE OF THE COMMON SEAL

The Common Seal is impressed below.

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ENCLOSURE "G"

THE RULES FOR THE USE AND CUSTODY OF  
THE COMMON SEAL

These are contained in Clause 5 (v) to (vii) of the  
Constitution viz:

- 5.(v). The Trustees shall have a Common Seal.
- (vi). Such Common Seal shall be kept in the custody  
of the Honorary Secretary who shall produce it  
when required for the use of the Trustees.
- (vii). All documents to be executed by the Trustees  
shall be signed by each of them and sealed with  
the Common Seal.



ENCLOSURE "H"

- (a) COPY OF THE RELEVANT MINUTES OF THE MEETING WHEREAT THE TRUSTEES WERE APPOINTED.
  - (b) COPY OF THE RELEVANT MINUTES OF THE MEETING WHEREAT THE SPECIAL CLAUSE WAS ADOPTED FOR INCORPORATION INTO THE RULES.
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(a) and (b) There is attached hereto a certified copy, along with an English translation, of the General Meeting held on 20th September, 1956.

The 4th paragraph contains the nomination of the Trustees.

The draft Constitution referred to in the 5th paragraph is that now submitted with the modifications made at that Meeting.

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