



THE CONSTITUTION

OF

TRANSFORMATIVE GOVERNANCE FORUM

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PREAMBLE

We social/welfare democrats in Nigeria and across the African continent, associating under the **Transformative Governance Forum (TGF)**;

Motivated by the resilient spirit of Nigerians, from the richness of the Niger Delta to the Sahel resilience, from the West coast's aquatic splendour to the Sahara's stillness, a mirror for solitude;

Conscious of the enduring socio-political and economic challenges confronting our people;

Challenged by the erosion of public trust in governance, and the dwindling patriotic spirits;

Believing in the power of community, solidarity, and grassroots democracy to transform society;

Rejecting the false choice between growth and equity, and affirming that national development must be measured by thriving communities and better quality of life - not corporate profits;

Determined to foster solidarity across ethnic, religious, and generational lines -rejecting divisions, and embracing our common humanity and heritages as African;

Enthused by

- The vision of a united, prosperous, and inclusive Nigeria;
- The legacies and history of our past and present courageous and selfless community builders and transformative leaders, who dared to reimagine the possibility of a Nigeria of enduring and widespread prosperity;
- Our resilience, the richness of our diverse tapestry, cultural solidarity, and the collective aspiration for a future defined by dignity, opportunity, and shared prosperity;
- Our historic struggles for democracy, justice, and equality - from anti-colonial movements to pro-democracy groups.

Recognising that,

- Our nation is endowed with profound promise, vast wealth, and potential, but stifled, by inequality, ethnic and tribal loyalty and the enduring shadows of colonial and foreign ethos and values;
- The challenges of our time demand collective courage and unwavering commitment to progressive values in our polity.
- Our nation stands at a pivotal moment in history - grappling with profound challenges, yet brimming with unmatched potential;
- True democracy cannot flourish amid mass disillusionment, widespread poverty, dwindling nationalistic fervours, and that democracy remains hollow without food, healthcare, education, and shelter;
- There is an urgent need for transformative leadership, accountable governance and people-centred policies.

Guided by our Nigerian and African ethos and mores,

- **Ubuntu:** "I am, because we are" - solidarity over selfishness.
- **Ọru ọha mmadu** – Selfless public service.
- **Omoluabi:** Integrity, courage, and respect in public service.
- **Sankofa:** Learning from our past to build an inclusive future.
- **Intersectionality:** Ending all discrimination - tribal, gender, religious, or economic.
- **People-Power:** Bottom-up (and people-first) decision-making democratic culture.
- **Compassion:** as the foundation essence of policy and policy making.
- **Courage:** to confront injustice of all forms wherever it endures.

Driven by the principles of welfare democracy:

- **Universal Social Guarantees:** inclusive development that classifies and prioritises human security, healthcare, education, housing, food security, sustainable livelihoods, and dignified work as fundamental rights;
- **Responsive and Caring Governance:** A state that intervenes boldly to protect the vulnerable, regulate capital, and invest in human development;
- **People-Owned Resources:** Public wealth serving the public good - not private extraction;
- Social Justice and Equity for all, regardless of origin, belief, gender, or status;
- **Intergenerational Justice:** Sustainable stewardship of land, economy, and environment for future Nigerians;
- **Radical Inclusion:** involving women, youth, persons with disabilities, workers, and marginalised communities in policymaking;
- **Unity in Diversity:** celebrating our pluralism as a source of strength;
- Democratic Integrity, transparency, and accountable governance;
- Civic Courage and active citizenship in shaping our destiny.

Dedicated to dismantling structures of stagnation and retrogression and building a Nigeria where,

- Power serves the people, not the few and the privileged;
- Resources nurture the many, not the few;
- Every voice is heard, and every life is valued;
- The promise of freedom translates into tangible progress for all.

Committed to the pursuit of knowledge, evidence-based solutions, and innovative strategies to,

- Overcome low industrialisation, combat widespread poverty, and institutional decay;
- Eradicate poverty through universal basic services, living wages, and progressive taxation;
- Democratise the economy via cooperatives, public enterprise, and worker ownership;
- Build a welfare and people-centred society that values social reproduction, mental health, and communal well-being;
- Reclaim Nigeria's sovereignty from exploitative foreign exploitation.

And **affirming** that every Nigerian's inherent social and economic rights, constitutionally guaranteed, are realisable only by institutionalising the ethos of responsive, responsible, and public service-oriented leadership in our polity;

Declare our purpose to work for a new Nigeria,

- Where **unity in diversity** transcends tribe, religion, class, ability or gender, and no Nigerian is deemed a stranger in the farthest parts of the homeland;

- Where **equality** is rooted so that every Nigerian and resident, regardless of race, gender, class, ability, or creed, lives free from discrimination and deprivation;
- Where **economic justice** is entrenched, replacing greed with shared prosperity, living wages, dignity of labour, fair distribution of wealth, and an economy that serves people;
- Where **human dignity** prevails - through universal healthcare, quality education, and housing as fundamental rights, not privileges;
- Where **accountable governance** driven by integrity, not impunity, serves the people first;
- Where **inclusive democracy** is championed, so that every voice shape policy, and power resides with the people.

Hereby constitute ourselves as the Social Democrats, within the Progressive camps, to work for a social democratic Republic of Nigeria: a nation where no child sleeps hungry, no elderly suffer unaffordable healthcare, and no talent is squandered by want. We **pledge** to organize, advocate, and mobilize across streets, villages, towns, and all media spaces; through electoral action, policy reform, and community building; to promote ethical leadership in all facets of governance in Nigeria and across Mother Africa; through grassroots organizing, unwavering advocacy, and ethical leadership when in office; to create a society of shared prosperity, boundless empathy, and enduring equity.

And **establish this Constitution to unite our vision, strengthen our resolve**, guide our collective actions and unwavering pursuit of a **peaceful, prosperous, and united Federal Republic of Nigeria**; and to advance our objectives, mission and purpose with integrity, transparency, and unyielding hope. The Constitution shall serve as **the supreme legal framework for the TGF**, ensuring transparency, accountability, and inclusiveness in all our activities aimed at promoting progressive policies, civic engagement, and institutional reforms in Nigeria and across Africa.

ARTICLE 1 NAME, OFFICES AND LEGAL STATUS

1.1 Name

The Association shall be known as the Transformative Governance Forum (hereinafter referred to as "TGF").

1.2 Legal status

TGF is a political non-profit organisation registered under Nigerian law as a non-governmental organisation with the Corporate Affairs Commission.

1.3 Headquarters and Offices

The headquarters shall be located in Abuja, Nigeria, with state offices set up in each of the 36 states of the federation. Local offices will be opened in each of the 774 LGAs across Nigeria as deemed necessary.

ARTICLE 2 DEFINITIONS

In this constitution, unless the context otherwise indicates:

2.1 **Organisation** or **Group** or **Association**, or **Forum** means the TGF.

2.2 **Board** means the Board of Trustees of the Association;

2.3 **Council** or **Executive Council** means the National Executive Council (NEC)

- 2.4 **Member** means a member of the Group as stipulated in s4.1 below and who is not in arrears with the payment of the subscription (if any), and who has not been excluded or suspended from the Association;
- 2.5 **Congress** means the general assembly of all financially up-to-date members.
- 2.6 **Committee** means any standing or ad-hoc committee duly constituted in terms of this Constitution;
- 2.7 **Council** means the National Executive Council or NEC of the Association.
- 2.8 **Meetings** mean virtual meetings held via an online platform or in person;
- 2.9 **General Assembly or Congress** means the General Meeting of all members;
- 2.10 **Continent** means the African continent;
- 2.11 Words in the singular number include the plural, and words in the plural number include the singular;
- 2.12 Words in the feminine form include the masculine, and words in the masculine form include the feminine.

ARTICLE 3 VISION, MISSION, AND OBJECTIVES

3.1 **Vision:**

To build a Nigeria where governance is transparent, participatory, people-centred, and accountable, fostering sustainable development and equitable prosperity for all citizens.

3.2 **Mission:**

To promote progressive governance through advocacy, policy research, civic education, and grassroots mobilisation.

3.3 **Objectives:**

The Forum will strive to serve as a platform for social, political, and economic interaction between progressives to,

- a) project **national progressive identity** and **culture** through periodic activities organised for that purpose.
- b) advocate for **accountable** and **inclusive governance** at all levels.
- c) conduct **research** and propose **policy alternatives** and recommendations for national socio-economic and political development.
- d) Foster **citizen engagement** in governance through civic education and advocacy.
- e) Collaborate with government agencies, civil society, and international partners to advance good governance.
- f) support leadership development and youth and women's participation in governance and leadership.
- g) discuss issues of national, and the African continent importance.

ARTICLE 4 MEMBERSHIP

4.1 Categories of Membership:

4.1.1 Full Members

- a) Membership shall be open to all Nigerian citizens and residents who subscribe to the Association's objectives.
- b) Intending members must meet the following criteria:
 - i) Must be of voting age, that is, at least 18 years of age.
 - ii) Must complete a membership registration form and pay applicable dues (if any).
- c) Has voting rights and is eligible to vie for and hold leadership positions in the Association.
- d) Must not belong to any extremist or violent organisation or belong to any cult or secret society.

4.1.2 Associate Members

- a) These include international partners, observers and supporters, and Nigerian citizens and residents under the age of 18 years, recognised for exceptional contributions.
- b) The Association may, on the recommendation of the Council, admit any person as an associate member of the Association, subject to s4.1.2(a) above.
- c) An associate member may be elected for life;
- d) An associate member shall:
 - i) not be entitled to vote at any meeting of the Association;
 - ii) not be entitled to stand for election into any office.
 - iii) not be obliged to pay any subscription;
- e) When considering a person for election as an Associate member, the Forum shall also consider whether the person has made any significant contribution, or has shown significant potential, to the promotion of the objects of the Association.

4.1.3 Institutional Members

- a) Local and international Organisations, Groups, NPO/NGO, etc, whose aims and objectives align with the intent of the Association may be recommended as Institutional members of the TGF.
- b) An institutional member shall:
 - i) be entitled to one collective vote during meetings;
 - ii) not be entitled to vie for offices;
 - iii) be obliged to pay higher annual dues to be determined by the NEC.

4.2 Responsibilities and Obligations of Members:

- a) Abide by the Constitution and decisions of TGF.
- b) Promote TGF's mission and objectives.
- c) Participate in the Forum activities, programs, and decision-making.
- d) Pay membership dues (if applicable).

- e) Uphold the TGF's values.
- f) Avoid conflicts of interest.

4.3 Rights of Members:

- a) The Forum prohibits any form of discrimination against any person based on tribe, race, religious beliefs, gender, pregnancy, age, marital or parental status, national origin, citizenship, disability, genetic information, military or veteran status, or any other legally protected status, in the membership and administration of the Association.
- b) All due-paying members who are up-to-date with the payment shall have equal rights and privileges with respect to,
 - i) the election of the Officers of the Association listed in s.5.4.2
 - ii) full access to Association resources.
 - iii) participating in the Association activities.

4.4 Termination of Membership:

A member shall be excluded or suspended from the Association and its activities,

- a) By resignation via a written notice to the National Secretary.
- b) The NEC may, for good cause, recommend to the Disciplinary Committee for exclusion or suspension any 'just' member for;
 - i) Misconduct (per disciplinary guidelines)
 - ii) Violation of the Group's Constitution.
 - iii) Engaging in activities contrary to the association's objectives.
 - iv) Non-payment of dues (if applicable).
- c) Any member who has been excluded or suspended may, within seven (7) days of receipt of written notification of such exclusion or suspension, appeal against such decision to the BoT;
- d) The appeals in s.4.4c shall be subject to the provision of s9 below.

ARTICLE 5 GOVERNANCE STRUCTURE

5.1 General Assembly/Congress

- a) The General Assembly is the supreme decision-making body of, and for, the Association;
- b) Shall elect Trustees for the Association as at and when due.

5.2 Grand Patron and Patrons

5.2.1 Grand Patron

5.2.1.1 Composition:

- a) A respected statesperson, elder statesman, or national figure, well-known for his/her progressive ideology, shall be elected by the BoT as the **Grand Patron** of the Forum.
- b) The Grand Patron shall be the highest honorary office in the Association, serving as the moral compass and ceremonial head

of TGF, to lend credibility and gravitas to the organisation and its activities.

- c) A Grand Patron that members deem to have made a significant contribution to the promotion of the objects of the Association may be nominated as Life Patron.

5.2.1.2 **Term:**

The Grand Patron shall be elected for a term of 3 years (renewable once).

5.2.1.3 **Functions of the Grand Patron:**

- a) Provide symbolic leadership by serving as the moral compass and unifying figure for TGF's values.
- b) Lead high-level advocacy, using his/her stature to open doors with government, business leaders, traditional institutions, local and global institutions.
- c) Ensure legacy protection – by guarding against mission drift by reminding leadership of TGF's founding ideals (without operational control).
- d) Provide legitimacy to major TGF initiatives (e.g., national campaigns, constitutional reform pushes, etc.).
- e) Advocate for TGF's people-governance reform agenda in elite circles.
- f) Endorse TGF's public statements or campaigns to amplify impact.
- g) Issue public endorsements during critical moments (elections, policy crises).
- h) Represent TGF at high-level national and international events.
- i) Intervene discreetly and provide quiet diplomacy during crises and existential threats (e.g., asset seizures, bans) to TGF's mission.
- j) Mediate high-level internal disputes if requested.
- k) Reconcile TGF with external critics (e.g., government, rival NGOs).
- l) Act as a shield against undue political interference in TGF's work.
- m) Provide fundraising and sponsorship support.

5.2.2 **Patrons**

5.2.2.1 **Composition:**

- a) Patrons are the Forum's "Special Forces" of eminent personalities from diverse sectors, who will provide targeted leverage for the Association across the critical sectors.
- b) TGF's Patrons provide protective cover, elite access, and gravitas – turning advocacy into action.
- c) An eminent personality well known for his/her progressive ideology may be recommended by the NEC to the BoT for appointment as a Patron.

5.2.2.2 **Term:**

- a) A Patron shall be appointed for a period of 3 years.
- b) Any Patron that the Council deem to have made a significant contribution to the promotion of the objects of the Association may be nominated as **Life Patron**.

5.2.2.3 **Functions of a Patron:**

- a) Champion TGF's activities in elite circles (corporate boardrooms, diplomatic dinners, etc).
- b) Perform an ambassadorial role - host policy salons to connect TGF with influencers and stakeholders.
- c) Lend names and reputations to TGF campaigns and programs (e.g., anti-corruption charter, electoral reform petitions).
- d) Provide specialised insights in policy initiatives and formulation (for instance, a Patron with legal backgrounds on constitutional amendments).
- e) Leverage his networks to amplify TGF's mission and ideals (e.g., facilitating high-level meetings, policy dialogues).
- f) Ensure all the Forum engagements comply with Nigerian laws (INEC, EFCC, CAMA, etc).
- g) Guide on sector-specific advocacy initiatives:
 - i) *Political Patron* (Political Office Holder) → Policy influence.
 - ii) *Business Patron* (Corporate Leader) → CSR partnerships.
 - iii) *Civil Society Patron* (NGO Veteran) → Grassroots mobilisation.
 - iv) *Diaspora Patron* → Global networking.
- h) Provide strategic advice to TGF's Board and Executive Council.
- i) Introduce TGF to potential sponsors, grantees, and partners in their sectors (while avoiding direct fundraising to preserve dignity).
- j) Avail the Forum of his/her expertise pro-bono where possible, and leverage networks for pro-bono services (legal, media, logistics, etc.)
- k) Co-sign grant applications and policy proposals to boost credibility.
- l) Feature in TGF communications (e.g., video messages, op-eds) to attract media attention.
- m) Participate in annual strategy retreats and other key activities as thought leaders.
- n) Publicly defend TGF against smear campaigns or political pushback.

5.3 **Board of Trustees (BoT)**

5.3.1 **Composition:**

The BoT shall,

- a) be composed of eminent persons with extensive governance and political expertise, and sterling leadership tracking records;

- b) elect its chairperson and secretary, and any other officers it deems fit;
- c) be composed of a minimum of 7 members.

5.3.2 **Term:**

- a) A Trustee shall be elected for a term of 3 years (which is renewable once) by the Congress.
- b) Any person shall cease to be a Trustee if:
 - i) he/she ceases to be a member of the Association;
 - ii) he/she is removed or suspended from the Association according to s.5.3.4.
 - iii) he/she tenders his/her resignation in writing and such resignation is accepted by the remaining members of the BoT.

5.3.3 **Functions of the BoT:**

- a) Shall be the highest advisory body for the Association;
- b) Provide strategic oversight, guiding TGF's long-term vision, program priorities, and scaling strategy.
- c) Advise on policy initiatives, advocacy strategies, institutional reform, stakeholder engagement, and facilitating strategic partnerships.
- d) Ensure accountability and compliance - overseeing financial health, risk management, and adherence to legal and ethical standards.
- e) Champion good governance: upholding the Forum's values and mission integrity within the organisation and externally.
- f) Support organisational resilience - advising the Executive Council and management on operational and strategic challenges.
- g) Act as TGF ambassadors to national and international institutions;
- h) Elect the Grand Patron for the Association.
- i) Approve the appointment of Patrons upon recommendation by the NEC;
- j) Appoint external auditor(s).

5.3.4 **Removal of a Trustee from Office**

- a) The Forum shall be guided by the provisions of s.823-839 of the Companies and Allied Matters Act (CAMA) 2020 and the Financial Reporting Council (FRC) Guideline in the Nigeria Public Sector Governance Code (2025); which governs trustee appointments and removals for incorporated trustees.
- b) A Trustee is liable for suspension or removal from office on the account of:
 - i) Misconduct: fraud, embezzlement, or breach of fiduciary duties (CAMA s.832)
 - ii) Incapacity: physical/mental inability to perform duties (CAMA s.831).
 - iii) Persistent and unexcused absence from three (3) consecutive meetings.
 - iv) Loss of confidence by the stakeholders.

5.3.5 **Procedure for Removal of a Trustee**

- a) The process shall be initiated by a written complaint by two (2) Trustees or 20% of financially up-to-date members, detailing the allegations.

- b) The concerned Trustee shall receive a 14-day notice to respond to the allegation(s) and may present defenses.
- c) The BoT shall set up an independent committee, which must be external auditors for neutrality, to investigate the allegation(s) and review the evidence(s).
- d) The decision of the Independent Committee shall be ratified at a BoT meeting convened for that purpose.
- e) If the allegations were found credible and true and a removal is recommended, the Trustee shall accordingly be removed in s.5.3.4(d) by:
 - i) $\frac{3}{4}$ majority vote if due to fraud or misconduct;
 - ii) Simple majority if due to incapacity
 - iii) $\frac{2}{3}$ majority if due to unexcused absence
 - iv) $\frac{3}{4}$ majority if due to loss of stakeholders' confidence
- f) The decision in s.5.3.4(e) may only be contested in a court under CAMA s.839.
- g) Replacement: a successor shall be appointed per TGF's appointment rules within 30 days, and CAC duly notified.

5.4 National Executive Council (NEC)

5.4.1 Functions of the Council

The Council shall,

- a) convene meetings of the Association;
- b) deal with any urgent matters;
- c) co-opt any member of the Association to the Council either generally or for a special purpose;
- d) conduct generally, the affairs of the Association;
- e) create and constitute such committees and subcommittees as may be necessary for the better running of the affairs of the Association;
- f) open bank accounts for the Association as are necessary, for the better conducting of the affairs of the Association, and to nominate the members who are permitted to draw upon such accounts;
- g) recommend the annual subscription, if any, payable by the members of the Association;
- h) exclude or suspend any member, for good cause;
- i) recommend to the Congress, persons for election as honorary members;
- j) in the event of a vacancy on the Council, as stipulated in s.5.4.3 below, the Council may transfer the functions entrusted to the vacant office to one or more of the remaining members of the Committee or to a co-opted member(s).

5.4.2 Composition of the Council

The Council shall consist of the following members:

- a) Chairperson/National Coordinator
- b) Vice-Chairperson/Deputy National Coordinator
- c) National Secretary General
- d) Deputy National Secretary General
- e) Director of Strategic Engagement & Partnerships

- f) Director of Finance & Budgeting
- g) National Treasurer
- h) Internal Auditor
- i) Director of Sponsorships & Fundraising
- j) Director of Logistics & Operations
- k) Director of Communications, Media Relations & Publicity
- l) Director of Contacts & Grassroots Mobilisation
- m) Director of IT & Digital Transformation (DIDT)
- n) Director of Research & Planning
- o) Director of Legal & Compliance Affairs
- p) Ex-Officio
- q) Zonal Coordinator, State Director and LGA Organiser

5.4.3 **Vacancy**

- a) Any vacancy on the Council may be filled at a General meeting of the Association or by co-option by the NEC;
- b) A person co-opted to the Council shall have all the rights, including the right to vote of a Council member, except that:
 - i) co-opted persons may not exceed more than one-third of the members of the Council in number;
 - ii) only members of the TGF may be co-opted to the NEC;
 - iii) the term of office of a co-opted person shall not exceed that of the Council.

5.4.4 **Term of Office**

- a) The Council shall serve for one (1) year, or until the election of a new Council, whichever period is the shorter.
- b) Any person shall cease to be a Council member if:
 - i) he/she ceases to be a member of the Association;
 - ii) he/she is excluded or suspended from the Association;
 - iii) he/she tenders his/her resignation in writing and such resignation is accepted by the Council.

5.4.5 **Election of Council Members**

- a) The Council members shall be elected at the Annual General Meeting;
- b) Any full member of the Association is entitled to contest for elected membership of the Council.

5.4.6 **Removal of Council Members from Office**

- a) Any executive member is liable to be removed from office on the account of the following:
 - i) Dereliction of duty;
 - ii) Misconduct or any act that portrays the image of the body negatively;
 - iii) Termination of membership;
 - iv) On the recommendation of the Disciplinary Committee.
- b) The matter of removal of any NEC member shall be tabled at a General Assembly,

- i) if a petition for removal, co-signed by at least fifteen (15) members of the Forum, is submitted to the NEC in writing;
- ii) if members of the NEC pass a vote of no confidence on the officer.
- c) Subsequent to s5.4.6.a and/or s5.4.6.b, the affected officer shall be suspended from office, pending the determination of the case by the Disciplinary Committee.
- d) Any NEC member removed from office shall become ineligible to hold any post in the Association for ten (10) years from the date of removal; and shall be required to submit to the NEC all Association properties in his possession within three (3) working days.

5.4.7 **Mode of Removal**

- a) The National Secretary shall recommend to the Disciplinary Committee any member deemed by the NEC to have acted contrary to the oath of office.
- b) The Disciplinary Committee shall perform their function as stated in s6.2.2.
- c) The decision of the Disciplinary Committee shall be ratified by a two-thirds majority present and voting at a special general assembly so convened for the purpose.

5.4.8 **Duties of Council Member**

5.4.8.1 **Chairperson & National Coordinator (CNC)**

- a) Serves as the chief ambassador, strategic helm, governance guardian, and external face of the Association,
- b) Representing the Association at functions with government bodies, donors and at international forums.
- c) Preside at all AGM, NEC meetings and any Special Meetings; setting agendas that align with TGF's strategic goals and ensure all decisions reached comply with TGF's constitution, CAMA 2020 (as an Incorporated Trustee) and all relevant statutes.
- d) Act as primary link between NEC and BoT, presenting reports and seeking guidance on major policy shifts.
- e) Sign all documents drawn up by the National Secretary and all other official documents of the Association.
- f) Enforce observance of the constitution.
- g) Appoint any member of the Association as delegates (or representatives) to any organisation, event, and function, as the need arises.
- h) Submit a report on the Association's activities over the past year to the Annual General Meeting.
- i) Convene a meeting of the Council whenever he/she deems it necessary.
- j) Leverage networks to secure institutional funding and strategic partnerships for the Association.
- k) Ensure prudent financial governance via the Finance Director, Internal and Audit Committee.

- l) Signing of cheques and other monetary instruments as listed in s8.4.b.
- m) Ensure that the other officers and committee chairs perform their duties.
- n) In the absence of the Chairperson, all his/her powers and duties shall devolve on the Vice-Chairperson, and if he/she too is absent, upon the National Secretary.

5.4.8.2 **Vice-Chairperson/Deputy National Coordinator (VCNC)**

- a) Assume the Chairperson's duties in his absence (e.g., presiding over NEC meetings, representing TGF at high-level forums), hence provide a continuity safeguard.
- b) Advise the Chairperson on Association matters and share in the responsibility of planning the agenda of meetings and other events.
- c) Assist the Director of Research in drafting position papers on government policies and programs.
- d) Responsible for any revision of the constitution when necessary, following the provisions of s.16.
- e) Promote internal cohesion by assisting in resolving leadership and organisational disputes behind closed doors.
- f) Shall Chair the Technical Committee of the Association as stipulated in s6.2.1(a).
- g) Perform all other duties and roles as may be delegated to him by the Chairperson.

5.4.8.3 **National Secretary (NS)**

The National Secretary, as the chief governance officer, institutional anchor, and strategic coordinator of the Association, shall,

- a) be the chief scribe/correspondent of the Association;
- b) safeguard the TGF's legal and governance integrity, streamline decision-making, preserve institutional memory, and act as the primary custodian of the Association's constitutional and administrative framework.
- c) maintain a secure, organised repository for critical records (legal documents, constitutions, MOUs, policies, minutes of meetings) compliant with NDPA 2023 and other laws and regulations.
- d) serves as a legal signatory for the Association - co-signs contracts, MOUs, and official communications with the Chairperson.
- e) facilitate seamless communications flow between the National Secretariat, State Chapters, Zonal and Local Structures, Partners, and all Committees.
- f) interface with the CAC, SCUML, NDPC, and other agencies on compliance matters (e.g., annual statutory filings including annual returns, financial statements, AGM reports, updates to trustee lists, constitutional changes, and dissolution procedures; anti-money laundering, data protection, etc).

- g) convene and give due notice of all AGM, BoT and NEC meetings, prepare draft agendas; record minutes and resolutions; implement BoT resolutions, and track action items.
- h) submit at the end of each year, the following to the General Assembly and the BoT:
 - i) a statement of Income and Expenditure for the past year;
 - ii) the Chairperson's report of the Association's activities over the past year.
- i) publish and widely circulate the names of the office-bearers of the Association immediately they are duly elected.
- j) oversee internal TGF elections (if applicable), ensuring transparency and constitutional adherence.
- k) be a signatory to the Forum account as listed in s8.4.b.

5.4.8.4 **Deputy National Secretary (DNS)**

- a) Assume the full responsibilities and authority of the National Secretary during his absence or incapacity (to legally sign documents, chair meetings, and represent TGF).
- b) Acts as the right hand and operational deputy to the National Secretary, to ensure the smooth functioning of the Association's various organs.
- c) Offer operational support to the National Secretary by sharing the significant administrative burden, managing day-to-day operations, workflows, and deadlines.
- d) Support the National Secretary in managing the national membership register, processing applications, verifying credentials, and ensuring compliance with membership rules.
- e) Assist the National Secretary in ensuring all actions and decisions adhere strictly to the TGF constitutions, bylaws, and internal regulations; and advise organs on the procedural matters.
- f) Assist in coordinating the work of the Technical Committees, ensuring their outputs are documented, synthesised, and communicated effectively and timeously to relevant organs.
- g) Support the National Secretary in engagements with key stakeholders (CSOs, community leaders, diplomatic missions, government agencies, etc.), on administrative and organisational matters.
- h) Organised logistics for NEC meetings, AGM, and other key national gatherings.
- i) Act as Secretary to the Welfare Committee.
- j) Oversee the efficient functioning of the national Secretariat and perform other duties as may be delegated by the National Secretary.

5.4.8.5 **Director of Finance & Budgeting (DFB)**

The Director of Finance and Budgeting shall,

- a) Collect and record all monies/funds belonging to the Association.
- b) Hand over such monies/funds to the National Treasurer within 48 hours (2 days) of receipt for banking.
- c) Report the Association's financial balance at each General Assembly and NEC meeting.
- d) Prepare Income and Expenditure accounts and annual financial report of the Association. The National Treasurer shall provide the Director of Finance and Budgeting with the statement of income and expenditure of the Association.
- e) Approve emergency expenditure as provided for in s8.4(d) below.
- f) Facilitate strategic allocation of resources to maximise the Association's achievements and impact in Nigeria's governance reform space.
- g) Develop short and mid-term financial models aligned with TGF's strategic goals and funding cycles, to ensure financial stability and sustainability.
- h) Partner with the Directors of Strategic Engagements and of Sponsorships to secure multi-year grants and unrestricted funds;
- i) Develop TGF's financial policies (such as investment, reserves, procurement), and manage reserve funds (if any) in low-risk instruments (e.g., treasury bills), in alignment with CAMA 2020 (for Incorporated Trustees) and other laws.
- j) Implement activity-based costing for programs/events and enforce cost-saving measures (e.g., bulk procurement, shared services).
- k) Lead annual budgeting with other Directors and Committee heads, to ensure alignment with program priorities and advocacy windows (e.g. election cycles).
- l) Ensure regulatory adherence in the management of the Association's finances, FIRS/TIRS (file tax returns, maintain tax-exempt status, and manage withholding tax); SCUML (report large transactions and comply with anti-money laundering laws); and ensure financial disclosures in annual returns to the CAC.
- m) Ensure timely and comprehensive financial reporting to relevant stakeholders, including financial health dashboards to the NEC and BoT, and periodical customised reports to donors (if applicable).

5.4.8.6 **National Treasurer (NT)**

The Treasurer, as the ultimate guardian of financial integrity, strategic fiscal oversight, and statutory compliance for the Association, has the core mandate to ensure financial health,

regulatory compliance, and ethical resource management through strategic oversight, risk mitigation, and transparent governance. The Treasurer shall,

- a) keep accounts, deposit the Association funds into the bank accounts, and make disbursements in a manner approved by the NEC.
- b) may receive money and funds due to the Association.
- c) be responsible to the NEC for all income and expenditure of the Association during his/her term of office;
- d) be entitled to draw upon the accounts of the Association as directed by the NEC as prescribed in s.8.4(b);
- e) Approve major financial decisions, including asset purchases, investments, and loans, to ensure the long-term financial health of the association.
- f) Provide the Director of Finance and Budgeting with the statement of income and expenditure referred to in s5.3.8.5.d, and as may be requested by any member.

5.4.8.7 **Director of Strategic Engagement & Partnerships (DSEP)**

- a) Act as the Association's Chief Diplomat and deal-maker at the highest levels of national and international fora, dialogues, and policy discussions, to expand its network and build relationships;
- b) Forge high-impact alliances and manage critical stakeholder relationships, to position TGF to influence governance reform at systemic levels;
- c) Serve as a key spokesperson on strategic partnership and engagement matters;
- d) Develop resource mobilisation strategy: lead the planning and execution of strategies to secure significant, sustainable funding and non-financial resources (expertise, access, influence) through partnerships; focusing on large grants, institutional funding, and strategic collaborations;
- e) Oversee or directly contribute to the development of high-value, strategic funding proposals and concept notes targeting major donors and partners;
- f) Assist with brand positioning: Leverage strategic partnerships and high-level engagements to enhance TGF's reputation, credibility, and visibility as a leading voice on governance reform in Nigeria and internationally;
- g) Strategically build, manage, and leverage TGF's local and international network of members, supporters, partners, volunteers, and stakeholders to mobilise action and amplify the Association's impact on governance reform;
- h) Develop and implement tailored outreach strategies for different stakeholder segments (e.g. youths, women, professionals, specific geopolitical zones);

- i) Establish channels to gather feedback and insights from stakeholders and to inform TGF's strategy and programs;
- j) Develop strategies to engage the Nigerian diaspora as potential supporters, advocates, and knowledge resources.
- k) Develop high-level strategic network, alliance, and relationship management strategies by:
 - i) identifying and mapping key stakeholders crucial to TGF's mission, including community leaders, CSOs, professional associations, academia, media, government bodies, international donors, potentially reform-minded politicians, diaspora groups, *reputable* political actors, religious and traditional leaders, and youth groups and women groups;
 - ii) building strategic alliances by proactively cultivating, negotiating, and formalising partnerships and coalitions with aligned organisations and influential individuals to advance shared governance objectives;
 - iii) serving as the primary relationship manager for TGF's most critical external partners and stakeholders, ensuring regular communication and alignment.

5.4.8.8 **Director of IT & Digital Transformation (DIDT)**

- a) To design, secure, and evolve TGF's digital ecosystem, ensuring technology empowers our activities, safeguards data, enables remote operations, and positions TGF as a digitally agile force for governance reform in Nigeria.
- b) Responsible for leveraging communication and IT to amplify TGF's impact, enhance operational resilience, and drive innovation in governance advocacy across Nigeria's complex digital landscape.
- c) Responsible for the development, maintenance, and security of IT infrastructure (webpage, cloud services, servers, networks, endpoints, hardware, software, etc.) for the Association.
- d) Ensure business and operations continuity by deploying robust cybersecurity, backups, failover systems, remote-work capabilities, etc.
- e) Implement NDPA-compliant security protocols (firewalls, encryption, MFA, etc.) to protect sensitive data, members' information, donor details, research outputs, etc.
- f) Enforce ethical data practices in data collection, storage and sharing that align with TGF's mission and comply with all the relevant laws.
- g) Monitor members' movements and activities on the group web page and social media platforms and advise the National Secretary on such.
- h) Shall work with the Secretariats, and other offices and the Director of Communications, Publicity and Media Relations to publish the activities of the Association.

5.4.8.9 **Director of Logistics & Operations (DLO)**

The core mandate of the DLO is to design, implement, and oversee all operational systems, logistical support, and administrative functions necessary for TGF to execute its programs, advocacy, research, and governance functions effectively, securely, and in compliance with Nigerian laws and donor requirements. He shall also,

- a) Oversee and ensure functionality, safety, and cost-effectiveness of the association offices and assets, including lease negotiations, maintenance, security, utilities, and essential supplies;
- b) Establish and enforce transparent, competitive, and compliant procurement policies;
- c) Manage the acquisition, maintenance, inventory, and disposal of the association assets - vehicles, equipment, furniture, IT, etc, ensuring value for money, and prevent fraud;
- d) Lead the planning and flawless execution of logistics for all TGF activities - transportation, accommodation, registrations, per diems (if applicable), materials, venue hire, permits, security, etc.;
- e) Oversee domestic and international travel arrangements for members, consultants, board members, and partners;
- f) Work closely with Finance to ensure smooth operational payments, expense reporting, petty cash management, and adherence to financial controls/procedures.
- g) Ensure all operational activities adhere to Nigerian laws (Tax, Labor, Data Protection - NDPA, Company/ITF filings, Assembly Permits, SCUML reporting for cash movements etc); TGF internal policies (Finance, Procurement, HR, Security, IT); as well as donor requirements related to asset management, procurement, and reporting.

5.4.8.10 **Director of Contacts & Grassroots Mobilisation (DCGM)**

The DCGM is primarily responsible for grassroots mobilization and volunteers' management. This is vital for building the critical mass of support needed to pressure decision-makers, amplify advocacy messages, implement programs effectively at the grassroots, and ultimately drive the "transformative" change in governance that TGF seeks. The responsibilities are to:

- a) Develop the overarching annual mobilization strategy, setting clear goals, targets, and KPIs (e.g., number of new members, volunteer growth, geographic reach, event turnout);
- b) Oversee the development and maintenance of a comprehensive, secure, and NDPA-compliant contact database (of stakeholders, partners, volunteers, supporters);
- c) Develop and implement strategies to recruit, train, manage, and retain a diverse and effective national network of volunteers aligned with the Forum's values and objectives;

- d) Establish, support, and coordinate local TGF chapters, cells, or action groups across key states/regions to ensure decentralised mobilisation capacity;
- e) Design and execute campaigns to mobilise members and supporters for specific TGF initiatives (e.g., advocacy drives, public consultations, community outreach, voter education events, petition signing, targeted communications, etc);
- f) Foster a sense of community and shared purpose among TGF supporters and volunteers;
- g) Provide regular reports to the Council on network growth, mobilisation activities, volunteer metrics, partnership status, and campaign impact;
- h) Establish channels to gather feedback and insights from grassroots members and supporters to inform TGF's strategy and programs.
- i) Collaborate with the:
 - i) Director of Communications, Media Relations & Publicity, to ensure that mobilisation messages are clear, compelling, and aligned with branding; provide content on grassroots activities/impact;
 - ii) Director of Legal & Compliance Affairs, to ensure all mobilisation activities, partnerships, and data handling comply with Nigerian laws (electoral laws, data protection as per the NDPA, NGO regulations, assembly permits, etc.);
 - iii) Director of Logistics and Operations to understand mobilisation needs for specific projects/campaigns and provide the necessary human network support;
 - iv) Director of Research & Strategy to utilise research findings for targeted outreach and mobilisation messaging.

5.4.8.11 Director of Research & Strategy (DRS)

The core mandate of the DRS is to drive evidence-based policy advocacy, strategic political interventions, and governance reforms through rigorous research, data-driven insights, and tactical planning aligned with TGF's mission. He shall therefore,

- a) Conduct deep dives into Nigerian socio-political and economic, and governance challenges (e.g., federal-state relations, resource allocation, electoral integrity, anti-corruption and so on) to inform TGF's policy positions.
- b) Analyse government policies, opposition strategies, and public opinion trends to guide TGF's advocacy.
- c) Develop policy briefs, reports, and white papers on governance, democracy, and socio-economic reforms.
- d) Monitor political developments, electoral trends, and legislative changes affecting Nigeria.
- e) Formulate long-term and short-term political strategies to advance TGF's objectives.

- f) Advise the leadership on electoral strategies, coalition-building, and stakeholder engagement.
- g) Identify key political risks and opportunities and provide mitigation strategies.
- h) Engage with think tanks, academia, civil society, and international organisations for research collaboration.
- i) Liaise with political parties, government agencies, and policymakers to influence reform agendas.
- j) Represent TGF in policy dialogues, conferences, and other technical events.
- k) Prepare talking points, policy rebuttals, and debate briefs for TGF spokespersons.
- l) Support campaign planning, messaging, and voter mobilisation strategies.
- m) Be the Secretary of the Technical Committee as in s. 6.2.1.a

5.4.8.12 **Director of Communications, Media Relations & Publicity (DCMP)**

The DCMP, as the chief storyteller and strategic amplifier of TGF's missions and activities, shall be responsible for shaping the organisation's public image, managing communications, and fostering relationships with the media. To achieve this, the DCMP will,

- a) Promote TGF's political agenda, shape public perception, mobilise support, and protect the group's reputation through strategic communications and grassroots publicity.
- b) Build strategic media alliances to broadcast the Association's efforts and activities, as well as the Association itself, toward governance reform in Nigeria.
- c) Position TGF as the definitive voice for social welfare progressives in the country by framing the Association's political goals (e.g., social welfare reforms, inclusive governance, candidate endorsements, etc.) into compelling public narratives.
- d) Distinguish TGF from other groups through targeted and strategic media activities, as Nigeria's credible, solutions-driven governance voice.
- e) Collaborate with government agencies to craft compelling narratives (e.g., success stories, op-eds) on governance efforts and programs for diverse audiences (grassroots communities, youths and women, policymakers, donors, etc).
- f) Partner with fact-checkers to debunk false narratives targeting TGF or Nigeria's democracy; and when necessary, counter and neutralise anti-progressives and unpatriotic messaging through counter-narratives ("rapid response").
- g) Create impact reports showcasing TGF's reach and achievements (e.g., "Our advocacy influenced 6 states to enact energy efficiency laws").

- h) Work with the Director of Research & Strategy and the Technical Committee to publish policy briefs, documentaries (e.g., "Portraits of Accountability"), radio jingles, etc., to package and amplify the Forum activities for nationwide resonance and rural reach.
- i) Ensure state and local chapters adhere to the Association communication protocols (e.g., pre-approval for public statements).
- j) Work with the Director of Legal & Compliance Affairs to vet all public statements for compliance (sedition, defamation risks).
- k) Discharge other responsibilities as may be given to him by the Chairperson or NEC.

5.4.8.13 **Director of Sponsorships & Fund Raising (DSF)**

- a) Develop and implement a comprehensive fundraising strategy to meet TGF's financial goals that aligns revenue streams with TGF's political cycles (for instance, election vs. policy advocacy phases).
- b) Secure sponsorships for TGF events (policy dialogues, town halls, election monitoring initiatives, etc.) while maintaining ironclad ethical and legal integrity.
- c) Build strategic alliances with private sector players, NGOs, and international organisations, in conjunction with the Director of Strategic Engagements & Partnerships.
- d) Identify and pursue diverse funding streams, viz corporate sponsorships, diaspora funding, high-net-worth politically aligned elites and philanthropists, reform-minded entrepreneurs, grants and institutional funding, and grassroots and digital funding raising (e.g., crowdfunding, social media campaigns, etc).
- e) Ensure strict adherence to all applicable regulations on NGO funding, e.g disclosure requirements, EFCC/SCUML Guidelines on anti-money laundering and counter-terrorism financing, etc.
- f) Mobilise in-kind resources for the Association activities - negotiating pro-bono services (legal, media, logistics, etc) from allies, corporate bodies, government agencies, etc.
- g) Responsible for grant writing for institutional funding.

5.4.8.14 **Internal Auditor**

The Internal Auditor is responsible for the enforcement of strong financial control, regulatory and constitution compliance, risk management and ethical governance, thus safeguarding the Association's reputation. The Internal Auditor shall,

- a) Assess the adequacy, reliability, and effectiveness of the Association's internal controls over financial reporting, budgeting, accounting, and procurement.

- b) Proactively identify fraud risks, including, but not limited to, diversion, non- or under-reporting of donor funds, inflated expenses, withholding of funds beyond the time limit prescribed, etc.
- c) Perform as a statutory practice, detailed testing of significant financial transactions (income, expenditures, asset purchases, payments, etc.) for accuracy, authorisation, and compliance.
- d) Audit the management procurement practices for transparency, cost effectiveness, and in compliance with TGF policy, and all relevant Nigerian regulations.
- e) Assess whether the Association's human, financial and material resources, and goodwill are being deployed efficiently and economically, for the Association's strategic goals.
- f) Ensure that the assets of the Association are safeguarded by verifying the existence, security, and proper recording of all tangible and intangible assets.
- g) Audit the accounts/books of the Association at least once a year and ensure that funds/monies are properly documented and disbursed as provided for in the constitution.
- h) Prepare clear, concise, and timely audit reports for the management and the Audit Committee detailing findings, risks, root causes, and actionable recommendations.
- i) Conduct confidential, objective, and thorough investigations into allegations of fraud, misconduct, policy violations, or other irregularities as directed by the NEC or Audit Committee.
- j) Prepare detailed audit reports for investigation in s5.4.8.14(i) above, with findings, evidence, and corrective action plans; and submit such to the NEC and BoT for accountability.
- k) Track management implementations of audit recommendations.
- l) When applicable, issue a written audit query to the National Treasurer or Director of Finance & Budgeting for any unconstitutional income or expenditure procedures. Such a query must be replied to in writing, within 7 days of receipt.
- m) Further to s5.4.8.14(g) above, submit an audit report to the General Assembly at least once a year.
- n) Ensure all donations are used strictly for their designated purposes, and that reporting requirements are complied with.
- o) Promote anti-corruption measures within the association; and strengthen whistleblower mechanisms to encourage reporting of misconduct.

5.4.8.15 **Director of Legal & Compliance Affairs (DLCA)**

The core mandate of the Director of Legal & Compliance Affairs (DLCA) is to guide the Association in building legitimacy, credibility, and goodwill with stakeholders by ensuring that the Association operates legally, ethically, and effectively within Nigeria's complex political and regulatory landscape. The key responsibilities are,

- a) Safeguarding the organization and its member from legal jeopardy, fines, or dissolution, by advising on compliance with laws governing NGOs, political advocacy, annual filing requirements (Annual Returns, Financial Statements etc), elections (INEC guidelines), data protection (NDPA), and taxation (FIRS/TIRS obligations, including tax-exempt status applications);
- b) Review donor agreements to ensure compliance with local and international regulations (e.g., anti-money laundering, counter-terrorism financing), and manage reporting requirements to regulatory bodies like the Special Control Unit Against Money Laundering (SCUML);
- c) Draft, review, and amend the Association governing documents to ensure alignment with CAMA 2020 and best practices;
- d) Advise the BoT on fiduciary duties, conflicts of interest, meeting procedures, and decision-making protocols.
- e) Review the Association's documents and policies for compliance with ethics, whistleblowing, anti-corruption, data privacy, etc, regulations;
- f) Advise on legal risks arising from TGF's advocacy, research, or public statements (e.g., defamation, sedition, incitement).
- g) Handle or oversee any legal disputes (litigation, arbitration, regulatory inquiries).
- h) Provide operational legal support, including drafting, reviewing, and negotiating contracts (employment, consultancy, service providers, venue hire, MoUs with partners, etc.).
- i) Advise on labour compliance, staff contracts, disciplinary procedures, and volunteer agreements.
- j) Guide if TGF engages in voter education, election observation (INEC accreditation needed), or advocacy around electoral reform.
- k) Assist with legislative analysis of proposed bills, policies, or regulations relevant to governance, democracy, human rights, and NGO operations. Advise on TGF's advocacy strategy and legal positions.
- l) Advise on risks related to partnerships, events, publications, and staff/volunteer activities.
- m) Ensure legal soundness in communications with government agencies, INEC, security forces, donors, and other NGOs.
- n) Legislative Monitoring: keep track of bills affecting NGOs, governance, and civic space.

5.4.8.16 **Ex-Officio:**

A non-voting, advisory role to provide historical insight, strategic guidance, and institutional memory to support TGF's governance and long-term vision.

- a) The immediate past-Chairperson and National Secretary, or any past Chairperson and National Secretary, or any two (2) immediate past members or past members of the NEC, shall be appointed as ex-officio.
- b) Serve as a bridge between past and present leadership, ensuring continuity in TGF's mission by,
 - i) Mentor new executives and staff on the Forum culture and best practices.
 - ii) Facilitate knowledge transfer (e.g., documenting past strategies, failures, and lessons learned).
 - iii) Provide historical context on TGF's founding principles, past challenges, and successes.
- c) Advise the Board of Trustees and NEC on strategic decisions (e.g., policy shifts, coalition-building, etc.).
- d) Act as a neutral arbiter in internal disputes and conflicts or leadership transitions.
- e) Represent TGF in high-profile meetings, dialogues, or mediations where institutional gravitas is required.
- f) Leverage networks to open doors with government, donors, or international partners.
- g) Assist in donor cultivation by vouching for TGF's credibility with long-term partners.
- h) Advocate for legacy funding or endowment-building to ensure TGF's sustainability.

5.4.8.17 **Zonal Coordinators, State Directors, and LG Organisers**

- a) A Zonal Coordinator shall coordinate each of the six (6) geographical zones of the federation (e.g. Zonal Coordinator: South South).
- b) Each of the thirty-six (36) States of the federation shall be led by a State Director (e.g. Taraba State Director)
- c) A Local Government Representative shall be in charge of each of the 774 LGAs.
- d) The Zonal Coordinators, State Directors, and LGA Coordinators shall,
 - i) operate under the NEC's guidelines.
 - ii) develop strategies to categorise membership tiers and expand donor networks, engaging community gatekeepers and influencers to build sustainable support.
 - iii) lead grassroots campaigns to recruit members and ensure regular payment of membership dues and any other financial contributions (if any).
 - iv) translate TGF's national governance agendas (e.g., anti-corruption, electoral reform) into region-, state- and LGA-specific strategies.

- v) represent TGF in zonal, state and LGA governance councils, integrating traditional rulers and civil society for culturally resonant policy uptake.
- vi) engage in community sensitisation, conducting town halls and radio campaigns in local languages (and possibly dialects) to demystify government policies.
- vii) recruit and train volunteers at the State and LGA levels to, among others, monitor data collection for program impact assessments.
- viii) develop voter-mobilisation plans down to the LG wards (e.g., leveraging grassroots networks in the North-East for eligible youths' participation in voter registration).
- ix) Forge partnerships with local power brokers and opinion shapers.

ARTICLE 6 STANDING AND AD-HOC COMMITTEE

6.1 Memberships and Leadership

- a) Members of all Committees shall be elected.
- b) Standing committee chairpersons are expected to attend all NEC meetings; however, they are not voting members of the committee.
- c) Committee chairpersons shall inform the NEC of plans and activities and must submit a tentative budget before any activity, and a report immediately after the completion of any activity.
- d) The committee chairpersons are also responsible for fulfilling the duties as specified under the standing committee provisions.

6.2 Standing Committees:

The following standing committee shall be set up to assist with the smooth operation of the Association:

6.2.1 Technical Committee

- a) The Technical Committee shall consist of the Vice-Chairperson (as Chairman of the committee), the Director of Research and Planning (as Secretary) and a minimum of seven (7) elected members.
- b) The members in s6.2.1.a shall be **subject experts** in key sectors of the national economy.
- c) The duties of the Technical Committee shall include:
 - i) Organising periodical seminars, webinars, workshops, etc, as may be approved by the NEC.
 - ii) Any other duties referred to the committee by the NEC.

6.2.2 Disciplinary Committee

- a) The Disciplinary Committee shall consist of three (3) elected members and two (2) ex-officio members, one of whom (the immediate past Chairperson) shall act as Chairman of the committee.
- b) Shall be autonomous, and none of the members of this committee shall be a member of any other committee.

- c) For all cases of indiscipline preferred against any member of the Association, including NEC members, notification should be made to the Secretary of the Disciplinary Committee in the form of writing.
- d) Any member of the Forum who violates the ethics of the association and the rules outlined in this constitution shall face the disciplinary committee, upon notification and invitation in writing by the Secretary of this committee.
- e) Shall make their decision known to the NEC within two (2) weeks upon receipt of any complaints, for ratification by the congress.
- f) Shall seek the advice of the BoT when they deem it fit.
- g) The General Assembly has the power to dissolve, reform or reconstitute this committee when found not to be performing.

6.2.3 Welfare Committee

- a) The Welfare Committee shall consist of the Director of Strategic Engagements and Partnerships (as chairman), the National Treasurer, Assistant National Secretary (as Secretary) and five (5) other elected members.
- b) The Committee shall:
 - i) Ensure the physical, financial, and psychological safety of TGF personnel (staff, volunteers, field agents) amid Nigeria's volatile political landscape, resource constraints, and high-stress operations.
 - ii) Ensure the well-being, morale, and high productivity of staffs, volunteers, and beneficiaries, directly impacting TGF resilience in Nigeria's challenging political environment.
 - iii) Organise and provide mental health support e.g., counselling for stress, burnout, or trauma linked to NGO work.
 - iv) Organise team-bonding events and culturally inclusive events (e.g., Eid/Christmas gatherings) to bridge regional/religious divides.
 - v) Coordinate with security teams to provide trauma counselling after critical incidents (e.g., violence, kidnapping threats).
 - vi) Identifying deserving members of the Association for annual awards and commendation.
 - vii) Organising visits to members who have cause to celebrate and have officially invited members of the Association for such occasions.
 - viii) Identifying "inactive" members of the body for appropriate action at the general meeting.

6.3 Ad-hoc Committees

6.3.1 Electoral Committee

- a) Shall appoint its Chairman. The chairman must have been a member of the Forum for at least a year.
- b) The committee members shall be nominated into office at a general meeting in conjunction with the Audit Committee, at least four (4) weeks before the Annual General Assembly.

- c) Membership in the committee shall strictly be by nomination, and such members shall not engage in any electioneering campaign or other related activities.
- d) The committee shall cease to operate immediately after the swearing-in of the new executive council members.
- e) Shall ensure proper screening of the aspirants before presenting them for elections.
- f) Shall regulate its proceedings.
- g) Shall be funded by the NEC in performing its duties.

6.3.2 Audit Committee

- a) Shall consist of three (3) members to be nominated at a general meeting.
- b) Members to be nominated as stipulated in s.6.3.2(a) must not be a member of the NEC.
- c) Conduct an independent audit of the association's financial records, ensuring accuracy and compliance with all applicable Nigerian laws (CAC, FIRS, EFCC, NDPA, etc.).
- d) The Auditors' report in s.6.3.2(c) must be presented at a general meeting preceding the AGM.
- e) Shall be funded by the NEC in performing its duties.
- f) Shall be autonomous in its activities.

6.3.3 Special Committee

The NEC, from time to time, shall cause to be set up, special committees to ensure the smooth operation of the Association as specified in s.5.4.1(e).

ARTICLE 7 MEETINGS & DECISION-MAKING

7.1 Meetings and Presiding Officer

- a) A meeting of the Association may be either the Annual General Meeting, the BoT meeting, the NEC meeting, a special meeting, or a meeting of committees.
- b) All meetings shall be well-advertised.
- c) Meetings of the Association shall be presided over by the Chairperson:
 - i) In the absence of the Chairperson, the meeting shall be presided over by the person upon whom the powers and duties of the Chairperson have devolved in terms of s5.4.8.1(m).
 - ii) In the event of all persons referred to above being absent from the meeting, it shall elect its presiding officer.
- d) The presiding officer at any meeting shall have both a deliberative and a casting vote.
- e) Decisions shall be by simple majority, except for constitutional amendments (which shall be by 2/3 majority).

7.2 General Assembly/Congress Meeting

- a) The General Assembly is the supreme decision-making body of, and for, the Association;
- b) The NEC shall convene the Annual General Assembly (AGM) of the Association in the last quarter of each year to review progress;

- c) The Executive Council for the ensuing year shall be elected at the Annual General Assembly;
- d) At every AGM, the following reports shall be presented to the meeting:
 - i) The Chairperson's report on the activities of the Association over the past year;
 - ii) The Director of Finance and Budgeting's report on the financial state of the Association.
- e) The meeting is to be held either by physical or virtual attendance of members, as the NEC may decide.
- f) The quorum shall be one-third, $\frac{1}{3}$ of registered members.

7.3 Board of Patrons Meeting

- a) Patrons shall meet as deem necessary by the Patrons; and at least quarterly in a year.
- b) Quorum: a minimum of 5 Patrons.

7.4 Board of Trustees Meeting

- c) Held quarterly.
- d) Quorum: 50% of BoT members.

7.5 NEC Meetings

- a) Meetings of the Council shall be held monthly;
- b) Notice of Council meetings shall be given to all its members by the Secretary;
- c) The quorum for a meeting shall be two-thirds of the members of the Council;
- d) Every decision of the Council shall require a majority vote of those present in its favour;
- e) A meeting of the Council shall also be convened at the request of the Chairperson or two of its members;
- f) The provisions of s.7.1 shall apply, *mutatis mutandis*, to a meeting of the Council.

7.6 Special General Assembly Meeting

- 7.6.1 A special general meeting shall be convened at the written request of at least a quorum of the members of the Association or by the Council:
 - a) The request to convene a special meeting shall state the business to be considered at the meeting;
 - b) At least seven days' notice shall be given of the date of a special meeting.

7.7 Quorum

- 7.7.1 The quorum for a meeting is as specified above. In case of a committee, the quorum shall be 50% of its members.
- 7.7.2 In the absence of the required quorum at any meeting, the business of the meeting shall be conducted without the necessary quorum, and the minutes of such meeting posted on the Association's all media platform within 7 days thereof:
 - a) Any fifteen (15) members may, within fourteen (14) days of the date of the meeting, lodge an objection against any decision taken at such meeting, to the Council;

- b) The Council shall, within seven (7) days of receipt of an objection, give notice of a special meeting to review the decision against which an objection has been lodged.
- 7.7.3 Any decision taken at a meeting conducted in terms of s.7.6.2 shall be effective only,
- a) if no objection thereto is lodged, after the elapse of fourteen days from the date of the meeting;
 - b) if an objection thereto is lodged, but the decision has been approved at the meeting convened in terms of s.7.6.2(b).
- 7.7.4 Any objection lodged in terms of s.7.6.2(a).
- a) Shall be lodged within the stated period or the right to object shall lapse;
 - b) Shall succinctly set out the grounds of objection.

7.8 Voting Procedures

- a) Only full and institutional members of the Association may vote at any meeting;
- b) Voting shall be by show of hands, or, if the meeting so decides, by ballot; and in such, the balloting may be done in-person or virtually via electronic means.
- c) Except where otherwise provided in this Constitution, all matters determined by a vote shall be decided by a majority of those present and voting;
- d) Votes will be counted by 2 (two) tellers, who are not party to the election/nomination process. The 2 tellers will be appointed by those members attending the meeting.
- e) In the event of an equality of votes after a second election, the Chairperson shall have a casting vote.
- f) No voting may be effected by proxy;
- g) The provisions of this section shall apply, *mutatis mutandis*, to meetings of the committee of the Association.

ARTICLE 8 FINANCE & ACCOUNTABILITY

8.1 Sources of Funds

- a) Membership dues – annual dues/subscriptions as in s.8.3.
- b) Donations (local & international)
- c) Grants and partnerships.
- d) Fundraising

8.2 Financial Management

- a) Annual audited financial reports.
- b) Transparent accounting procedures.
- c) Funds used solely for organisational objectives.
- d) Non-Profit clause: No profit distribution; any surplus shall be reinvested.

8.3 Subscriptions/Annual Dues

- a) The Council may fix an annual subscription payable by all members of the Association;
- b) All subscriptions levied shall be subject to the approval of the Congress in a general meeting.

8.4 Banking

- a) All funds due to the Association shall be lodged into the Association account in a specified bank approved at the general meeting.
- b) The following officers shall be signatories to the account:
 - i) Chairperson/National Coordinator
 - ii) National Secretary and
 - iii) National Treasurer
- c) The Chairperson and any one of the two mentioned in s.8.4(b) shall sign the Association cheque or authorise payment by the bank.
- d) The NEC shall approve all expenditures, except in an emergency where the Chairperson, National Secretary and National Treasurer can jointly approve such expenditure to a maximum of N500,000 and report to the NEC thereafter.
- e) Emergency expenditure refer to in s8.4(d) is to be approved by the Director of Finance & Budgeting as stipulated in s5.4.8.5(e)

ARTICLE 9 BY-LAWS

- 9.1 The NEC may make such by-laws for the Association as it deems to be in the interest of the better conduct of the affairs and management of the Association;
- 9.2 The NEC may, in the interest of the Association, amend or suspend the by-laws;
- 9.3 The NEC shall notify the Board within 21 days of any action taken by it in terms of s9.1 and s9.2 above.
- 9.4 Any by-laws made by the NEC shall not be inconsistent with this Constitution.

ARTICLE 10 APPEALS

- 10.1 Whenever provision is made in this Constitution for an appeal against any decision, the provisions of this clause shall apply;
- 10.2 An appeal must be lodged within the stated period or such right of appeal shall lapse;
- 10.3 Every notice of appeal must succinctly set out the grounds of appeal;
- 10.4 In the case of an appeal to the Board, the notice of appeal must be lodged with the Secretary of the Board;
- 10.5 Whenever the Board hears and determines an appeal, it may in its absolute discretion decide whether or not any evidence and/or any representations from any party to the appeal will be permitted;
- 10.6 The decision of the Board in all cases shall be final and binding on all the interested parties.

ARTICLE 11 AFFILIATION

- 11.1 The Association may be affiliated for a period not exceeding two years at any time to any Association or body if such affiliation could assist it in pursuing and attaining its objectives;
- 11.2 Before seeking any affiliation in terms of s.9.a above, the Council shall obtain the approval of the Board;
- 11.3 Only a member of the Association may be its delegate to any organisation to which it is affiliated.

ARTICLE 12 DISSOLUTION

- 12.1 Dissolution requires a 3/4 majority vote at a General Assembly.
- 12.2 Assets of the Association upon dissolution shall be transferred to a like-minded NGO or charity.

ARTICLE 13 AWARD CERTIFICATE OF MERIT

The following shall be awarded certificate(s) of merit at the AGM, or any special meeting summoned for the purpose:

- 13.1 Members of the NEC who have diligently and meticulously discharged their responsibilities.
- 13.2 The NEC shall award a certificate of merit to members of any committee as it deems fit.
- 13.3 The NEC shall award a certificate of merit to members (s) of the Association and individuals who may be seen to have distinguished themselves in the activities of the Association.
- 13.4 Certificate of merit shall be awarded to the Association’s Patrons at the expiration of their tenure in office, by the NEC.
- 13.5 The certificates of merit shall be endorsed as follows:
 - a) For s13.1, the signatories in case of the Chairperson & National Coordinator shall be the outgoing Chairman of the BoT, and the incoming Chairperson & National Coordinator; for other members, it shall be the outgoing Chairperson & National Coordinator, and the BoT Chair.
 - b) For s13.2 and s13.3, the signatories shall be the outgoing Chairperson & National Coordinator and the National Secretary.
 - c) For s13.4, the signatories shall be the outgoing Chairperson & National Coordinator, the BoT Chair, and the Grand Patron or one of the Association’s Patrons.
 - d) For the Grand Patron, the signatories shall be the **outgoing** Chairperson & National Coordinator, the **incoming** Chairperson & National Coordinator, and the BoT Chair.

ARTICLE 14 OATH OF ALLEGIANCE

- 14.1 *1, ----- do solemnly pledge that I will be faithful and bear true allegiance to the Transformative Governance Forum and that I will to the best of my ability preserve, protect and defend the Constitution of the Association. So help me God.*
- 14.2 The oath of allegiance shall be administered on all new members by the Chairperson or any other official that he/she may designate.

ARTICLE 15 OATH OF OFFICE

- 15.1 *I, ----- do solemnly pledge that I will be faithful and bear true allegiance to the Transformative Governance Forum; that as the ----- of the Forum, I will discharge my duties to the best of my ability, faithfully and by the constitution of the Forum, and the laws of Nigeria; and always in the interest of the integrity, solidarity, well-being and prosperity of the Association; that I will strive to further the core objectives and visions in the Constitution of the Association; that I will not allow my personal interest to influence my official*

conducts or my official decisions; that in all circumstances, I will do right to all members, according to the laws, without fear or favour, affection or ill-will; and that I will devote myself to the service and well-being of all members. So help me God.

- 15.2 The oath of office shall be administered on the Chairperson and National Coordinator by the Chairman of the Electoral Committee.
- 15.3 The Chairperson and National Coordinator will thereafter administer the oath on other members of the NEC.

ARTICLE 16 ASSOCIATION PRAYER

- 16.1 The third stanza of the National Anthem of the Federal Republic of Nigeria shall be the official prayer of the Association:

*“O God of all creation,
Grant this our one request,
Help us to build a nation,
Where no man is oppressed,
And so, with peace and plenty, Nigeria may be blessed.”*

- 16.2 That at all functions of the Association, this will serve as the Opening and Closing prayers.

ARTICLE 17 AMENDMENTS TO THE CONSTITUTION

- 17.1 This constitution remains a living document and will be amended as necessary by the wish of the members, to reflect evolving aspirations and socio-political realities/exigencies.
- 17.2 Any amendment to be considered must be supported by 1/3 of the financially up-to-date members or by decision of the BoT.
- 17.3 Any amendment to this Constitution shall be considered only at a Congress of the Association per the provisions of this section.
- 17.4 At least thirty (30) days’ notice must be given of the meeting at which an amendment to this Constitution will be considered.
- 17.5 The quorum of the meeting at which an amendment to the Constitution is to be considered shall be one-third of all members of the Association;
- 17.6 Any amendment to this Constitution requires a vote in favour thereof of at least two-thirds of the members present and voting in the meeting.
- 17.7 Every amendment to this Constitution shall be submitted for the approval of the Board.
- 17.8 After the amendment has been approved, it shall be entered in the copy of the Constitution in the Minute Book of the Association under the signature of the Chairperson of the Association.

ARTICLE 18 ACKNOWLEDGEMENT

We acknowledge with profound gratitude the commitment, indefatigable spirit, invaluable knowledge, sacrifice, and hard work of the drafters of this foundational document, **Engr.**

Ademola Rabi, CEng, PMP, MPhil Law and Barrister Dr Muhammed Bashir Badr.

The Association would also like to express its sincere gratitude to all the individuals who reviewed the draft constitution – **Major General (Rtd) Dr Shina Ogunbiyi, mni, Hon. Kayode Adebisi, Dr Oluseye Ajuwon, Prof Samuel Olorunfoba and Prof Anthony Ifeanyi Okoh.** Their feedback was invaluable in ensuring the document is clear, comprehensive, and reflects the values of our Forum. We appreciate their time and dedication to this important process. And to all our esteemed members and individuals, your thoughtful critique and comments have enriched its content.

The collective contributions, dedication, patriotism, and commendable leadership will undoubtedly strengthen the Association and guide us in achieving our collective vision of justice, equity, inclusive prosperity, and peaceful coexistence. We honour the collaborative spirit that has shaped this constitution and affirm that the work reflects our collective aspirations.

ARTICLE 18 ADOPTION AND COMMENCEMENT

Mindful of the sacrifices and dedications of the drafters and reviewers, we the members of the TGF hereby affirm that this work reflects our collective aspirations, and thence, solemnly adopt and enact this Constitution, by majority of votes, as the supreme law to govern ourselves and our activities, today, _____, _____ of _____, 2025.

Signed:

Aare Prof Mojeed Alabi
Chairperson/National Coordinator

Hon. Kayode Adebisi
National Secretary

Prof Anthony Ifeanyi Okoh
Board of Trustees Representative

Dr Abiola Oshodi
Board of Trustees Representative

National Anthem

Nigeria, We Hail Thee

Nigeria, we hail thee,
Our own dear native land,
Though tribe and tongue may differ,
In brotherhood we stand,
Nigerians all, and proud to serve Our sovereign Motherland.

Our flag shall be a symbol
That truth and justice reign,
In peace or battle honoured,
And this we count as gain,
To hand on to our children
A banner without stain.

O God of all creation,
Grant this our one request,
Help us to build a nation
Where no man is oppressed
And so with peace and plenty
Nigeria may be blessed.

National Pledge

I pledge to Nigeria my country.
To be faithful, loyal and honest.
To serve Nigeria with all my strength.
To defend her unity and uphold her honour and glory.
So help me God.