

DRAFT

CONSTITUTION

OF

**NIGERIAN ASSOCIATION FOR ENERGY ECONOMICS
(NAEE)**

ARTICLE 1

Name and Status

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1. The name of this Association is NIGERIAN ASSOCIATION FOR ENERGY ECONOMICS (NAEE) (referred to herein as the "Association").
2. The Association is a nationwide non-profit Corporation duly incorporated under the Companies and Allied Matters Act, 2020 of Nigeria (the "Act"). The Association is exempt from Federal income taxation under and by virtue of Finance Act, 2020 ("Finance Act") and the extant Circulars of tax authorities detailing the rules that will, henceforth, guide its tax treatment of not-for-profit incorporated associations of persons incorporated or registered in accordance with the applicable laws in Nigeria.

ARTICLE 2

Aims and Objects

The aims and objects of the Association are:

1. To advance the understanding and application of economics across all facets of energy development and use, including theory, business, public policy, and environmental considerations;
2. To provide a forum for the mutual association of persons interested in energy economics for the exchange of ideas, advancement and professional experiences;
3. To promote the development and education of energy professionals;
4. To foster an improved understanding of energy economics and energy related issues by all interested parties; and
5. To engage in any other lawful method of cooperative activity within the scope of the Association's interests.

ARTICLE 3

Definitions

1. The term "Association" as used herein is Nigerian Association for Energy Economics.
2. The term "Council" as used herein means the governing body of the Association.
3. The term "Chapter" as used herein is a group of individuals recognized by the Council, usually of like Association, having similar purposes to that of the Association, and willing to abide by the Constitution of the Association with respect to any activities of the Chapter claimed to be undertaken in the name of the Association.
4. The term "Good Standing" as used herein means a member who has fulfilled the requirements for membership in the Association. More specifically, a Member shall be in good standing if it, he or she is not past due on its, his or her membership assessment or other fees due to the Association and/or it, he or she is not in violation of or acting contrary to this Constitution or any other rules, regulations, or resolutions set by the Council.
5. The term "Member" as used herein shall mean an Individual, Chapter, Student, Institutional/Academic, Institutional/Corporation Member or Designated Member or such other category as the Council may create. The term "Members" shall mean Individual, Chapter, Student, Institutional/Academic, Institutional/Corporate and Designated Members collectively.
6. The term "Officers" as used herein includes the following:
 - (a) President
 - (b) Immediate Past President
 - (c) Vice President (Conference and Publication)
 - (d) Vice President (Membership and Liaison)
 - (e) Secretary
 - (f) Assistant Secretary

- (g) Treasurer
- (h) Financial Secretary
- (i) Public Relations Officer
- (j) Student Representative
- (k) Auditor
- (l) Legal Adviser
- (m) Editor
- (n) Three Ex- Officio Members
- (o) Council Adviser

7. The term "professional" as used herein does not imply an attempt at certification or determination of qualifying standards for the practice of energy economics. The term is used to denote the professional concerns of members of a learned society.

ARTICLE 4

Membership

1. Membership in the Association shall consist of the following five types as described below: Individual, Chapter, Student, Institutional/Academic and Institutional/Corporate. The Council shall have the power to create additional classifications of Membership with the criteria and privileges the Council establishes at that time, and the need arises.
- a) Individual - An individual who joins the Association directly acquires direct membership and this may include Student Members.
 - b) Chapter - The Association may enter into arrangements with Chapters under which the members of the Chapter become Members of the Association through payment or transfer of dues.

- c) Student - An individual enrolled in a degree-granting program (either final year undergraduate or graduate student) at an institution of higher learning and registered full-time according to the definition of his/her respective academic institution, and who is not employed full-time may be eligible to acquire Membership in the Association. Council may specify the method of verifying status of application for membership under this type before accordance of membership rights.
- d) Institutional/Academic and Institutional/Corporate - companies, organizations, universities or research institutions (collectively, an "Institution") that support the aims and objects of the Association may acquire membership status in the Association. Each Institution shall designate two representatives as its representatives for membership in the Association (each, a "Designated Member").

2. An application for membership shall be made on the form provided by the Association. Where an application is accepted for membership, dues for first year of membership must be received by the Association prior to activation of membership. In addition to the prior payment of membership dues in application, no application shall be approved in the event non-adherence to any stipulated prerequisite qualifications for membership set forth in this Constitution and any other extant regulations or policies of the Association. In the event an application is rejected, any dues received by the Association shall be refunded to the applicant.
3. Memberships are for a period of twelve (12) months consistent with the financial calendar of the Association.

4. The Council shall determine the dues structure of its different categories of Members and the time at which these dues shall be paid. The Association and its Chapters may create arrangements to collect dues through a convenient single payment by their common members.
5. The Council may expel any member from the Association for conduct contrary to the aims and objectives of the Association or violation of Association Members' Code of Conduct or any extant policies of the Association.
 - (a) Any expulsion of any member of the Association shall not take effect until the Member is given an opportunity to be heard at a Council meeting. After deliberation, the Council shall vote on the question of whether the member shall be expelled. A two-thirds (2/3) affirmative vote of the entire Council shall be necessary to expel a Member. Any Member who is expelled shall remain liable for any dues or charges owed at the time of the expulsion.
 - (b) Termination of membership automatically occurs upon resignation of the member or default in payment of dues for prolonged period of 60 days after their due date.
 - (c) A member may resign by submitting a written resignation to the President. Any member who resigns shall remain liable for any dues or charges owned at the time of resignation. A resigned Member may resume membership upon payment of current dues.
 - (d) A member shall be in default of payment of dues if dues remain unpaid sixty (60) days after their due date and may have the membership rights reinstated upon the payment of accrued

dues and a default penalty that may be agreed upon by the Council.

ARTICLE 5

Meetings

1. There shall be two categories of meetings of the Association, the Annual General Meeting and the Extra ordinary Special Meeting.
2. Annual General Meeting. An Annual General Meeting of the Association shall hold on or before the end of June 30 in every calendar year, or on such other date or dates as may be designated by the Council and at a time and place designated by the Council.
 - (a) At every Annual Meeting, there shall be, among other events and activities, a business session to receive and consider report of Officers, any proposal for changes in this Constitution, any matter that the Council determines requires to be put to a vote, and for other items of business of the Association.
 - (b) Only Members who are in financial good standing shall be eligible to vote at an Annual General Meeting.
3. Special Meeting. Special meeting of the members may be called by either the President, the Vice President, the Secretary or by a majority of members of the Council.
4. All meetings of the Association shall be preceded by a written notice to that effect given at least thirty (30) days, which notice shall state the time and place of such meeting.
5. Twenty (20) members in Good Standing present in person shall constitute a quorum at any meeting of the Members of the Association. When a quorum is present at any meeting, a majority of the votes cast shall decide any question brought before such meeting. A majority of those present at any meeting, though less than a quorum

may adjourn the meeting from time to time and such meeting may be held as adjourned.

6. All Members and the Student Representative in Council, except an Institutional/Academic, Institutional/Corporate Members shall have one vote on any matter submitted to the membership for vote.
7. Any Meeting of the Association may and will normally be held at the location of and during the Association's annual conference and will be noticed to the Members not less than thirty (30) days prior to the meeting as part of the member communications concerning the conference. Such meetings and conferences may be held at a venue as determined by the Council. The Council may elect to conduct a meeting of the Members not at a geographic location if the meeting is held by means of the Internet or other electronic communication technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to Members, pose questions, and make comments.
8. Virtual Meetings. The President or the Vice President acting together with the Secretary, may determine that any meeting of the Association, be held solely by means of the Internet or other electronic communication technology through remote communication or both at a physical location and by means of remote communication and notices shall be given accordingly. Members that are not physically present at such a meeting but participate by means of remote communication shall be considered present in person for all purposes under this Constitution and may vote at such a meeting remotely. Where attendance of Association's meeting is permitted to be by means of remote communication it shall be conducted in accordance with the following, or as may be stipulated by the Council:

- (a) Prior to participation remotely, the Secretary shall take reasonable measures to verify that each member considered present and authorized to vote at the meeting by means of remote communication is a member of the Association in good standing;
- (b) The link to the remote medium through and by which the meeting is to be held is given to every member alongside the notice of the meeting; and
- (c) The Secretary shall take reasonable measures to provide members reasonable opportunity to participate in the meeting and to vote on matters submitted to the members for deliberation, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings.

9. Council Meetings. Meetings of the Council shall be held at such times and places as are necessary to carry on the business of the Association with at least one meeting holding every quarter of the year one of which must be an in-person meeting. Council members may participate in a meeting by, or the Council may conduct a meeting using any means of communication by which all members of the Council participating may simultaneously hear each other during the meeting. A member of the Council participating in a meeting by this means shall be present in person at the meeting. Attendance at Council meetings is limited to Members of the Council, except the President may extend an invitation to others as needed to assist with Council business. A majority of the Council then in office shall constitute a quorum.

- (a) Meetings of the Council may be called by the President or the Vice President or the Secretary upon the request of seven (7) members of the Council.
- (b) Meetings of the Council shall be called on not less than fourteen (14) day's written notice.
- (c) The President chairs the meetings of the Council with the Immediate Past President chairing in the former's absence.
- (d) Any action required or permitted to be taken at any meeting of the Council may be taken by the President without a meeting if all the members of the Council consent to the action in writing and the written consents are filed with the records of the meetings of the Council by the Secretary. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE 6

Officers and Their Tenure and Responsibilities

1. There shall be for the Association a Council that shall be responsible for:
 - (a) Supervision, control, and direction of the affairs and policies of the Association.
 - (b) Direct the management of the Association's property and business.
 - (c) Fill all vacancies in elected and appointable positions of the Council.
 - (d) Call and organize meetings of the Association
 - (e) Administer the funds of the Association
 - (f) Establish and appoint such committees as may be required pursuant to this Constitution
2. The Council shall consist of the following officers:
 - (p) President

- (q) Immediate Past President
- (r) Vice President (Conference and Publication)
- (s) Vice President (Membership and Liaison)
- (t) Secretary
- (u) Assistant Secretary
- (v) Treasurer
- (w) Financial Secretary
- (x) Public Relations Officer
- (y) Student Representative
- (z) Auditor
- (aa) Legal Adviser
- (bb) Editor
- (cc) Three Ex- Officio Members
- (dd) Council Adviser

3. The President shall be the Chief Executive Officer of the Association and shall be responsible for the management of the Association in consultation with other members of the Council. The President shall perform all duties required by the Constitution and as may be stipulated by the Council. The President shall serve a two-year term and may be re-nominated and re-elected for a second and final term of two years.
4. The Vice President - (Membership and Liaison) shall be elected for a two-year term and may be re-nominated and re-elected once for a total term of office not to exceed four years. The Vice President – Membership and Liaison will be in charge of membership mobilisation and liaison between the Association and other Associations.
5. The Vice President - Conferences and Publications shall be elected for a two-year term and may be re-nominated and re-elected once for a total term of office not to exceed four years. The Vice President-

Conferences and publications will serve as General Conference Chairman of the Association. The responsibilities of the Vice President-Conferences will be to oversee the conduct of all conferences sponsored by or involving the Association, represent the Association's interests in the planning, execution, and financing of all conferences, including assuring that the Association receives its appropriate portion of any revenues from such conferences.

6. The Secretary shall be responsible to:
 - (a) Keeping the statutory documents of the Association and its correspondences
 - (b) Taking and keeping minutes of the meetings of the members of the Association and its Council in the corporate Minute Book, which book shall be kept at the principal office of this Association and shall be opened at all reasonable times to inspection by any member and shall keep a list of all of the members with their addresses. The said list shall be available at all reasonable times to inspection by any member.
 - (c) Maintaining the appropriate legal status of the Association and shall be appointed by the Council for a two-year term and may be re-nominated and re-elected once for a total term of office not to exceed four years.
7. The Assistant Secretary shall assist the Secretary in the discharge of his/her functions and in addition, carry out any of the duties and functions as may be delegated to him by the Council.
8. The Treasurer who shall be elected for a two-year term, and may be re-nominated and re-elected once for a total term of office not to exceed four years shall, subject to the direction and under the supervision of the Council:

- (a) Have general charge of the financial concerns of the Association and the care and custody of the funds and valuable papers of the Association
- (b) Have the power to endorse for deposit or collection all notes, cheques, and other publications for the payment of money payable to the Association or its order, and to accept payments on behalf of the Association.
- (c) Keep accurate books of account.

9. The Financial Secretary shall be responsible for keeping the records all financial transactions of the Associations, providing receipts, prepares financial reports for the Council and members, and works with the Treasurer to ensure transparency and accurate financial data, focusing heavily on record-keeping for dues, payments, and overall financial health.

10. The Auditor who shall be appointed by the Council for a two-year term, and may be re-nominated and re-elected once for a total term of office not to exceed four years, shall, subject to the direction and under the supervision of the Council, audit financial transactions of the Association, and check all records, or cause to be audited, the books of account and report same to the Council.

11. The Publicity Secretary who shall be elected for a two-year term, and may be re-nominated and re-elected once for a total term of office not to exceed four years, shall, subject to the direction and under the supervision of the Council:

- (a) Be responsible for all matters of publicity for the Association, coordinate all public relations programmes.

(b) Work closely with the Secretary, to keep all members well informed about any new developments, coordinate editorial activities and ensure that events of the Association are adequately publicized.

12. The Legal Adviser of the Association who shall be appointed by the Council for a two-year term and may be re-nominated and re-elected once for a total term of office not to exceed four years shall be in charge and be responsible for all legal matters concerning the Association.

13. The Student Representative shall be elected for a two-year non-renewable term each. The Students Representative shall provide a liaison between the Association and the Students' body. They shall be responsible for the growth of the students' body of the Association.

9. There shall be for the Association three (3) ex-Officio members who shall be elected for a two-year term, non-renewable term. The ex-Officio members must have served in some official capacity in the Council.

ARTICLE 7

Officers Nominations and Elections

1. Biennially, not less than sixty (60) days prior to the beginning of the term for which an election for an Officer position is to be held, the Past President, in consultation with the President, shall select four (4) Members in Good Standing to create a five (5) member Nominating Committee, which the Past President shall chair.

- a) The Nominating Committee shall include not more than two other current Members of the Council. The Council shall approve the members of the Nominating Committee.
- b) The Nominating Committee shall then nominate candidates for the positions that are due for elections for that electoral cycle on the Association's Council in accordance with their terms of office.
- c) Any Member may, on his or her ballot for any given election, nominate any member for an open officer position in the next election, and such names shall be provided for review by the Nominating Committee. The Nominating Committee shall conduct its meetings by conference call or by other means of remote communication by which all persons participating may hear each other to formalize its slate of nominees, prior to which Nominating Committee members shall share information concerning proposed nominees.
- d) No individual shall be nominated (other than the Student Representative) who has not been an Association member in Good Standing for the previous two (2) years.
- e) The Nominating Committee shall complete its work and provide its slate of candidates, together with biographical information about them, to the Council and to the President for approval and posting on the Association website not less than thirty (30) days prior to the beginning of the term for which the elections are being held.
- f) Ballots in the form of a Record for the election of Officers shall be sent to each Member in Good Standing at least thirty (30) days prior to the due date. Ballots shall be counted by the Executive Director, who shall notify the Membership of the results.

- g) The beginning of each term of each office shall coincide with the beginning of the calendar year.

ARTICLE 8

Committees

1. The Council, or the President with the approval of the Council, shall appoint committees of members of the Association or of members of the Council. Such committees may be continuing or temporary, and may include an executive committee comprised solely of members of the Council to which may be delegated from time to time and until further order of the Council any or all of the powers of the said Council except as otherwise required by law or by this Constitution.
 - a) The Council shall have the authority to fix the duties and responsibilities of all committees. All committees shall act under the supervision of the Council except as otherwise provided by this Constitution.
 - b) Members of all committees may be removed at any time for due cause and all or any of the committees may be terminated at any time by the Council. Neither the removal nor the termination functions may be delegated by the Council.
 - c) Each Committee may make such rules and regulations as the Council may approve and as the committee may deem proper for its own government and for the transactions of its business (including but not limited to rules with respect to call or notice or waiver of call and notice and the number necessary to constitute a quorum). Except as otherwise provided by the committee or such rules and regulations, committee business shall be conducted in the same manner as is provided by this Constitution for the conduct of business by the Council.

2. In addition to any other Committees that the Council may deem fit to constitute under this Constitution, the following shall be the Standing Committees of the Association:

- (a) Awards Committee - shall select recipients for the Association's Outstanding Contributions to the Profession Award and the Journalism Award and may select a recipient of the Outstanding Contributions to the Association Award. The immediate Past President shall chair and select members of the Committee.
- (b) Nominating Committee - shall be comprised of those individuals described in Article 7 (1) and shall be chaired by the Past President. The duties of the Nominating Committee are set forth in Article 7.
- (c) Committee on Members Conduct - shall be comprised of the President, the Vice President, the Past President and the Secretary and is responsible for administering the Members' Code of Conduct. The Vice President shall chair the Committee on Members Conduct.
- (d) Finance and Audit Committee – shall be comprised of five (5) members of the Association who may include Council members who shall be responsible for ensuring the adequacy and accuracy of the Association's financial records, their annual independent review or audit by a certified public accountant, the management of operating funds, and the maintenance of the Association's long-term financial health.
- (e) Membership Committee – shall be chaired by the Vice President of Membership and Liaison and be comprised of three to five members in good standing to consider and support efforts to expand individual and corporate membership, review member

benefits and services and recommend improvements or changes, and assist in the Association's relations with others.

3. Members of all committees may be removed at any time with just cause and all or any of the committees may be terminated at any time by the Council. Neither the removal nor the termination functions may be delegated by the Council.

ARTICLE 9

President's Advisory Board

The President may appoint an Advisory Board of up to five individuals including at least one former president and the Immediate Past President for advisory purposes during his/her term.

ARTICLE 10

Chapters

1. The Association may establish or approve the establishment of a Chapter if all the following conditions are met:
 - (a) At least two of the senior officers are members of the Association. At least ten (10) members or 1/3 of the membership of the group, whichever is less, are members of the Association.
 - (b) The objectives and activities of the group are consistent with those of the Association as set forth in this Constitution.
 - (c) The leadership of the potential Chapter agree in writing to adopt and maintain the standards of the Association with regard to political neutrality, non-discriminatory membership, non-profit organization and activity, democratic leadership, and continuous liaison with the Association.

(d) If the dues of any Chapter remain unpaid sixty days (60 days) after their due date, and at the final discretion of the President in consultation with the Council, that Chapter shall be suspended from the Association for a period of two (2) years, during which time the Chapter may be reinstated by payment of unpaid dues, and after which, if not reinstated, the Chapter shall be formally de-chaptered.

2. The structure and internal organisation of each Chapter is at the discretion of the individual members of such Chapter, except that each Chapter shall have a President and Board/Council who are elected by a plurality of its members. The President shall be responsible for primary liaison with the Association.
3. Chapter recognition may be revoked at any time should Council investigation deem such necessary.
4. The Association and each of the Chapters are independent of each other and share only a common interest in the purposes of the Association, have no liability or responsibility to or from one another, or for any acts or omissions of the other, and either the Association or a Chapter may terminate the relationship at any time for any reason, after settling any residual financial obligations.

ARTICLE 11

Sources of Income

1. The Fund of the Association shall include but not be limited to:
 - a) Annual dues from members and chapters.
 - b) Proceeds of publications of the Association
 - c) Gifts
 - d) Donations
 - e) Endowments and bequests

- f) Any other sources as may be determined from time to time and prescribed by the Council.

ARTICLE 12

Objectivity and Neutrality

1. The Officers, members of the Council and other Members of the Association, when acting on behalf of the Association, shall maintain the professional objectivity and political neutrality of the Association.
2. No member of the Association, whether an individual or an institutional member, may claim to take a position on behalf of the Association on one side or the other of a public policy issue. No member shall be prevented from taking a position on a public policy issue in an Association publication if that member clearly and simultaneously indicates that the position taken does not necessarily represent the views of the Association or any of its other members or Chapters.

ARTICLE 13

Termination of Membership

1. A member in good standing may resign by submitting a written resignation to the Secretary. A resigned member may resume membership upon payment of current dues.
2. If the dues of any member remain unpaid for sixty (60) days after their due date as determined by the Secretary, that member's name shall be removed from the membership list.
3. A member whose conduct has been prejudicial to the good of the Association or inconsistent with its aims, objectives and this Constitution may be dropped from the membership and any office by majority vote of the Council and may be readmitted upon resolution of the issues for which he was dropped from membership of the association.

ARTICLE 14

Rules of Order

The Council shall adopt a set of Rules of Order that shall govern the proceedings of all meetings of the Association and its Committees in all cases to which they are applicable and consistent with this Constitution.

ARTICLE 15

Byelaw Interpretation

All questions of interpretation of the Constitution shall be decided by the Council on the advice of the Legal Adviser.

ARTICLE 16

Fiscal Year

Except as otherwise provided by the Council, the fiscal year of the Association shall begin on January 1 and end on December 31 of each year

ARTICLE 17

Adoption and Amendment of Constitution

1. This Constitution shall be adopted by the affirmative vote of at least two-thirds of the members of the General Meeting present at a meeting of which the notice shall have specified the purpose;
2. The amendment of any part of this Constitution may be enabled only at a meeting of the Council in which proper notice to that effect which the proposed change or the provision or provisions to be affected thereby given; provided that no amendment shall authorise or permit the Association to be operated other than exclusively for such purposes as qualify the Association for exemption from taxation under extant laws. The amendment shall

take effect only after it is adopted by the General Meeting of the Association.