HUMAN CAPITAL PROVIDERS ASSOCIATION OF NIGERIA (HUCaPAN)

CONSTITUTION
AND
RULES

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THE CONSTITUTION OF THE HUMAN CAPITAL PROVIDERS ASSOCIATION OF NIGERIA (HUCAPAN)

ARTICLE 1: NAME

The organization shall be called the **Human Capital Providers Association of Nigeria** herein after referred to as **"the Association".**

ARTICLE 2: REGISTERED OFFICE

The registered office of the Association shall be Lagos State, Nigeria.

ARTICLE 3: AIMS AND OBJECTIVES

The aims and objectives of the Association shall include:

a) To develop and promote standards and ethical practices in recruitment, deployment and Management of Manpower in and outside Nigeria.

b) To create linkages among members.

c) To provide a forum through which members may exchange ideas and information.

d) To assist one another in conducting professional activities where necessary.

e) To propagate and canvass passage of legislations beneficial to members.

f) To enhance the ethics and values of the profession.

g) To sponsor and conduct meetings, seminars and conferences geared towards enlightening members on the objectives of the Association.

h) To inform members of legislations, developments and practices relating to recruitment, deployment and management of manpower.

i) The recruitment of all categories of Manpower.

ARTICLES 4: FUNCTIONS

The functions of the Association shall be:

a) To perform functions related to the recruitment, deployment and management of all categories of Manpower.

b) To liaise with all relevant governmental agencies having oversight functions over labour recruitment and all other related issues.

c) To liaise with employers, workers' organisations and any other organizations or individuals in Nigeria in furtherance of its objectives

d) To liaise with international bodies, governmental agencies in furtherance of its objectives

e) To act in an advisory capacity to national and international bodies on all matters relating to labour recruitment, and the Association's objectives.

f) To perform all such other activities and functions as will further the cause of the Association.

ARTICLE 5: MEMBERSHIP

Section 1: Eligibility

Membership of the Association is open to:

a) Individuals and professionals engaged in recruitment, development, retainership and/or management of Manpower.

b) Corporate bodies engaged in the business of Manpower recruitment, deployment and management.

c) Any international organization having similar objectives to that of the Association

1. Upon the payment of the annual subscription.

2. Upon the fulfillment of such conditions as may be required by the Association.

Section 2: Application Process

Applicants for membership must indicate interest by submitting a completed application form, including two professional references.

Section 3: Screening of Applications

Applications will be screened and approved by the National Executive Committee of the Association upon the recommendation of the applicant by the Chapter to which the membership application has been submitted.

ARTICLE 6: FINANCE AND FINANCIAL POLICY

a) **Subscription** – each member shall pay an annual subscription which shall be used to meet all expenses of the Association. And it shall become due on the 1st of January of every year.

The annual subscription shall be determined determined from time to time by the Executive Committee subject to the approval of $^{2}/_{3}$ (two–thirds) of all the financial members present at the General Meeting of the Association.

b) **Funds** – the funds of the Association shall include donations, levies, voluntary contributions and grants.

c) **Training** – a minimum of one training programme shall be organised annually. Funds generated therefrom shall constitute part of the funds of the Association.

d) The financial year shall close on 31st December of every year.

Any proposal affecting the financial policy of the Association shall be passed at the General Meeting of the Association by $^{2}/_{3}$ (two–thirds) of all the financial members present at the meeting.

e) **Appointment of Auditor** – Auditors shall be appointed at a General Meeting of the Association. The Finances of the Association shall be audited at the end of every financial year.

ARTICLE 7: ANNUAL **GENERAL MEETING**

There shall be an Annual General Meeting of Members to be held once in every year at such time and place to be decided by the Executives.

Elections into the positions of the Executive Committee shall be conducted at the Annual General Meeting. The Election shall be held once every two (2) years and it shall be by secret ballot.

ARTICLE 8: QUORUM AT ANNUAL GENERAL MEETINGS

The quorum at any Annual General Meeting shall be one-quarter ¼ of financial members including the President (or anyone acting for him) and the Executive Secretary.

ARTICLE 9: VOTING AT GENERAL MEETINGS

Only financial members who are not in arrears of annual subscription as at 31st December of the year preceding the elections shall be entitled to vote and be voted for. Each member shall be entitled to one vote and it shall be by secret ballot.

The Election shall be conducted by a Returning Officer, who shall be appointed by the Executive Committee.

ARTICLE 10: EXECUTIVE COMMITTEE

The governing body responsible for all activities of the Association shall be the Executive Committee (which shall meet as occasion demands) comprising the following officers:

a) **An elected President** - shall preside as Chairman at all meetings and perform all duties assigned to him in line with the Constitution. In his absence, any of the three Vice-Presidents shall deputize for him.

b) **Three Vice-Presidents** – There shall be three (3) Vice-Presidents for the Association, and these are: 1st Vice President; 2nd Vice-President; and 3rd Vice President. The 1st Vice-President shall deputize when the President is absent. The Vice Presidents shall be assigned responsibilities by the Executive Committee, as the need arises.

c) **A Publicity Secretary** - shall handle all publicity activities of the Association and liaise with the press for and on behalf of the Association.

d) **Treasurer** – shall supervise the funds of the Association

e) **Executive Secretary** – shall be appointed to coordinate all meetings and administrative activities of the Association. He shall also use and keep custody of the Common Seal.

f) **Ex-Officio Members** – There shall be at least two (2) Ex-officio members in the Executive Committee. One of which shall be the Immediate Past President, while any other Ex-officio member shall be appointed by the Executive Committee

g) **Chairmen from the Zones** – The Chairmen from the branches/chapters shall be part of the Executive Committee

ARTICLE 11: TENURE IN OFFICE

Each member of the Executive Committee will be entitled to serve a two-year term in office. Each shall be entitled to be re-elected for another two-year term only and thereafter no more.

If an Officer is co-opted to serve, he will be duly elected at the next Annual General Meeting and commence his/her first tenure.

ARTICLE 12: QUORUM AT EXECUTIVE COMMITTEE MEETINGS

The quorum at any Executive Committee meeting shall be one-quarter (1/4) of the members including the President or a Vice-President.

ARTICLE 13: VOTING AT EXECUTIVE COMMITTEE MEETINGS

Each member of the Executive Committee shall be entitled to one vote but the President (or a Vice-President authorized to act for the President) shall have a casting vote. Voting shall be by show of hands.

The Executive Secretary shall have a right to speak but no right to vote if he is a paid Secretary.

ARTICLE 14: SUB-COMMITTEE

The Executive Committee shall be empowered to establish sub-committees and to co-opt any person(s) when this is considered necessary for the performance of its activities.

ARTICLE 15: VACANCIES

In the event of a vacancy in any office of the Executive Committee, it shall be filled by recommendation of the Committee members and duly confirmed at the next Annual General Meeting.

ARTICLE 16: FORMATION OF BRANCHES/ CHAPTERS

A Branch/Chapter of the Association may be established in any of the geo-political zones of Nigeria if members are agreed on the need for such Branch/Chapter. Such consent must be put in writing and signed by an initial minimum membership of 10 and the application submitted to the Executive Committee through the Executive Secretary.
Such Branch/Chapter shall not operate independently of the Association. Its activities shall be guided by the Constitution of the Association, in addition to its byelaws.

ARTICLE 17: EXECUTIVE SECRETARY

The Executive Committee shall appoint an Executive Secretary who shall be responsible for the administration of all activities of the Association and who shall;

a) keep up-to-date records of all matters relating to the objectives, functions and activities of the Association,

b) oversee all administrative activities of the Association

c) convene meetings, attend and record the minutes of all meetings. S/he shall prepare or cause to be prepared annual returns, annual balance sheet and financial report as may be required.

d) drive activities relating to the development and growth of the Association through increased and sustainable membership.

e) carry out any other duties as may be determined by the Association

ARTICLE 18: RECRUITMENT GUIDELINES

The Executive Committee shall adopt, amend, expand or repeal guidelines governing accepted international practices which shall guide the standards of professional operations and conduct of members. This shall be the Code of Conduct for Private Employment Agencies. Compliance will serve as a condition for membership into the Association.

ARTICLE 19: DISSOLUTION OF EXECUTIVE COMMITTEE

The Executive Committee may be dissolved by a resolution approved by two-thirds ($^2/_3$) majority of the financial members of the Association present at a General Meeting. The resolution shall set out clearly the reasons for the dissolution.

Upon the adoption of the resolution to dissolve the Executive Committee, the Association shall determine the proper manner in which the dissolution shall be carried out and proceed to dissolve the Committee accordingly.

ARTICLE 20: WITHDRAWAL

A member wishing to withdraw from the Association shall give three (3) months' notice in writing to the Executive Secretary. Such member shall not be entitled to any refund of subscriptions paid by it/him/her. And all interests in the Association shall terminate thenceforth.

ARTICLE 21: DE-REGISTRATION

Any member who fails to comply with the Constitution of the Association, or who acts in any way contrary to the policies and interests of the Association may be expelled from the Association by a two-thirds ($^2/_3$) majority resolution at a General Meeting.

Such member may apply to the Association for permission to be heard before any decision is taken for his/her/its de-registration from the Association.

ARTICLE 22: RE-ADMISSION

A member may be re-admitted into the membership of the Association upon payment of the annual subscription and upon satisfying the condition or any other condition that may be stipulated by the Executive Committee.

ARTICLE 23: TRUSTEES

a) The Trustees of the Association shall be appointed at the General Meeting by two-thirds $^2/_3$ majority votes of members present.

b) There shall be a minimum of Five (5) Trustees for the Association, appointed from persons of proven integrity, soundness of mind, committed to the goals and aspirations of the Association.

c) The Trustees shall have power to accept and hold in trust all lands and other properties of the Association.

d) All documents to be executed by the Trustees shall be signed by such of them and sealed with common seal.

e) The Trustees may hold office for life but a Trustees shall cease to hold office if he/she:

- resigns his office
- ceases to be a member of the Association
- becomes insane
- is officially declared bankrupt
- convicted of a criminal offence involving dishonesty by a court or tribunal of competent jurisdiction
- is recommended for removal from office by members of Association at a General Meeting
- ceases to reside in Nigeria

f) Upon a vacancy occurring in the numbers of the Trustees, a General Meeting will be held to appoint new members to fill the vacancy.

ARTICLE 24: COMMON SEAL

The Trustee/Trustees shall have a common seal.

Such Common seal shall be in the custody of the Executive Secretary, who shall produce it when required for use by the Trustee/Trustees. All documents to be secured by the Trustee/Trustees shall be signed by him/each of them and sealed with the Common seal.

ARTICLE 25: AMENDMENT OF CONSTITUTION

This Constitution or any part therefore shall be subject to amendment if and when necessary. Any proposed amendment may be raised at a General Meeting in writing to the Executive Secretary and supported by at least two-thirds ($^2/_3$) majority of members present.

In either case, the Executive Committee will study and communicate the amendment along with their recommendations in writing to all financial members.

A member so communicated will forward his vote and all recommendations to the Executive Secretary. The Executive Secretary shall convene a meeting of all Executive Committee for final decision on the proposed amendment.

ARTICLE 26: GENERAL

a) Any question arising as to the proper interpretation of any Rules in this Constitution shall be finally determined at the General Meeting of the Association.

b) The Laws of the Federal Republic of Nigeria shall regulate the affairs and conduct of the Association.

ARTICLE 27: EFFECTIVE DATE OF CONSTITUTION

The Constitution shall become effective upon the Registration of the Association.

ARTICLE 28: SPECIAL CLAUSE

a) THE INCOME AND PROPERTY of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Rules and Regulations/Constitution: and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise however by way of profit, to the members of the Association.

b) PROVIDED that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer or servant of the Association in return for any service actually rendered to the Association but so that no member of the Council of Management or Governing Body shall be appointed to any salaried office of the Association or any office of the Association paid by fees; and that no remuneration or other benefit in money or monies shall be given by the Association to any member of such Council or Governing Body except repayment of out-of –pocket expenses or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment of any Company to a member of the Association may be a Company in which such members shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

c) NO ADDITION, alteration, or amendment shall be made to or in the RULES AND REGULATIONS/CONSTITUTION for the time being in force, unless the same have been previously submitted to and approved by the Registrar-General.

d) In the event of a winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be aid to and distributed among the members of the Association but shall be given or transferred to some other Institutions or institutions having objects similar to the objects of the Association and the body or bodies are prohibited from

distributing its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of the SPECIAL CLAUSE hereof, such institution or institutions to be determined by the member of the Association. Effect cannot be given to the aforesaid provision then to some charitable object.

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Chairman **Secretary**