

THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES AND ALLIED MATTERS DECREE, 1990

MEMORANDUM OF ASSOCIATION

OF

EDUCATION AS A VACCINE AGAINST AIDS LTD/GTE

1. The name of the Company is EDUCATION AS A VACCINE AGAINST AIDS LIMITED BY GUARANTEE.
2. The registered office of the Company shall be situated in Nigeria
3. the objects for which the company is established are:-
 1. To develop an AIDS prevention program that meets the special needs of the adolescent community in Nigeria;
 2. To provide education and counseling to Nigerian youths on issues relating to sexual health;
 3. To provide youth with access to HIV/AIDS and STI counseling and treatment sites within the community;
 4. To increase knowledge about AIDS/HIV and modes of transmission, develop decision-making skills aimed at risk reduction, and increase social assertiveness aimed at risk reduction in Nigerian youth through educational programs led by an intimate team of peer advisors within the Nigerian secondary schools and general community;
 5. To sponsor seminars and workshops open to the general public where ideas, opinions and writing to youth AIDS/HIV sexual health may be expressed and shared with others;
 6. To publish newsletters containing Articles informative of AIDS/HIV and sexual health;

7. To maintain a youth health center open to the public which provides, counseling, consultative services, and contains books, articles, and other materials relating to AIDS/HIV and sexual health issues;
8. To work with governmental representatives and other non-governmental agencies with purpose of incorporating a comprehensive sexual health program into the Nigeria educational system and serve as advocates for the establishment of a national youth AIDS prevention program;
9. To expand and re-define our educational health program from time to time as necessary to meet the continuing challenge of combating the AIDS epidemic.
10. To aim to the eradication of illiteracy among the people of the area and provide help to poor families in education or vocation to anyone in our area of operation.
11. To borrow, converse or receive any money from government, institutes, companies and individuals etc, or any charitable organization worldwide to carry out the objectives of association.
12. Subject to the provisions of the Companies and Allied Matter Decree, 1990 to purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary or convenient for the purpose of the Association and to construct, alter and maintain any buildings required for the purpose of the association.
13. To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the organization.
14. To invest the monies of the association not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
15. To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them PROVIDED the organization shall not support with fund or impose on its members or

endeavor to procure the observance of any regulation which, if an object of such association, would make it a trade union.

The association is a private Company which is purely charitable, a non profit organization, non religious, political, tribal or ethnic leaning but for the purpose of serving the poor and under-privileged in the society

4. The liability of the members is limited by Guarantee.
5. The Income and property of the Association when so ever derived, shall be applied solely towards the promotion of the objects of the association as set forth in this Memorandum of Association 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. However nothing herein shall prevent the payment, in good faith, of remuneration to any servants, or officer of the Association, or to any other person, for services actually rendered.

Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he cease to be a member, and of the costs, charges and expenses of wind up and for the adjustment of the rights of the contributories among themselves, such amount to be required not exceeding N4,000.00 so however that the total mount to be contributed by all members shall not be less than N10,000.00.

No amendment, alteration or addition shall be made to or in the memorandum or articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the corporate Affairs Commission.

THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES AND ALLIED MATTERS DECREE, 1990

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EDUCATION AS A VACCINE AGAINST AIDS LTG/GTE.

INTERPRETATION

1. In these regulations:

“ the Decree means Companies and Allied Matters Decree 1990 including any statutory modifications or re-enactment thereof for the time being in force.

‘the articles’ means the articles of the company.

‘clear days’ in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

‘effect’ includes any mode or execution.

‘the seal’ means the common seal of the company.

‘secretary’ means the secretary of the company or any persons appointed to perform the duties of the secretary of the company, including a joint assistant or deputy secretary.

Unless the context otherwise requires, words; or expression contained in these regulations bear the same meaning as in the Decree but excluding any statutory modification thereof not in force when these regulations become binding on the company.

2. The Company is to be a private company limited by guarantee

MEMBERSHIP OF THE COMPANY

3. The number of subscribers which the Company proposes to be registered is 2 but the governing board may from time register an increase of members.

STRUCTURE AND ORGANISATION

4. The Company shall have a Governing board (hereafter called the Board) comprising members appointed to a term of office for those year renewably except the Chairman of the Board who shall be appointed to a non-renewable seven years term of office. To ensure continuity, members shall be appointed for a maximum of three terms, with a third of them retiring at the end of each term. This condition would start to operate only after the end of the first two terms.
5. Members of the Board shall be prominent Nigerian men and women with distinguished career records, shall be drawn from the private sector, academia and professions.
6. Members of the Board shall be Africans or other international figures with appropriate qualification similar to those of Nigerians.
7. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and for the purpose hereof unless it is otherwise provided, two members present in person or by proxy shall be a quorum.
8. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members of whatever class present shall be a quorum.
9. The Chairman, if any, of the board of Directors shall preside at every General meeting, but if at any meeting he shall not be present within thirty minutes after the time appointed for holding the same or shall be unwilling to act as Chairman the members present shall chose some director or if no Directors be present or if

all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

VOTES OF MEMBERS

10. No member shall be entitle to vote at any general meeting unless all calls or other sums payable by him in respect of shares in the company have been paid. On a show of hands every member present in person or by proxy shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.
11. The first Directors of the Association shall be appointed by the subscribers to the Memorandum of Association.
12. Unless and until otherwise determined by the Association in General Meeting, the number of Directors shall not be less than two or more than ten.
13. The Directors shall have power at any time and from time to time to appoint a person as an additional Director.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated:-
 - a. Upon removal in accordance with the provisions of Section 262 of Decree, 1990.
 - b. If by notice in writing to the association he resigns the office of Director.
 - c. If he becomes bankrupt or insolvent or enters into any agreement with his creditors.
 - d. If he is prohibited from being a Director by an order made under any of the provisions of the Decree, 1990.
 - e. If he is found lunatic or becomes of unsound mind
 - f. If he is requested in writing by all the other Directors to resign his office. If he is disqualified under sections 253, 254, and 258 of the Decree, 1990.

15. A director may hold any other office or place of profit under the company except that of Auditor, upon such terms as to remuneration, tenure office and otherwise as may be determined by the Board.

PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed, shall be two.
17. A resolution in writing signed by all the Directors entitled to notice of a meeting of directors shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Directors dully convened and constituted.

SECRETARIES

18. The Directors and or two-third holders of the paid-up shares of the Company shall appoint a secretary as provided in section 293 of the Companies and Allied Matter Decree, 1990.

AUDITORS

19. The Company shall appoint an auditor or auditors as provided by section 357(1) and (2) and 358 of the Companies and Allied Matters Decree, 1990.

THE SEAL

20. The Directors shall provide for the safe custody of the seal, which shall only be used by authority of the Directors or of a Committee of the Directors authorized by the directors in that behalf and every instrument to which the seal is affixed shall be signed by a Director and counter-signed by the secretary or by a second director or by other person appointed by the directors for the purpose.

ACCOUNTS

21. The Company shall cause to proper books of account to be kept generally and particularly with respect to”
- a. All sums of money received and expended by the Company and the matters in respect of which receipt and expenditure takes place.
 - b. All sales and purchases of goods by the Company and
 - c. The assets and liabilities of the Company.

PROVIDED that proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

22. The books of account shall be kept at the registered office of the Company, or subject to the Act at such other place or places as the Executive Committee thinks fit.
23. The board of Directors shall from time to time in accordance with the provisions of the Decree cause to be prepared and to be laid before the Company in general meeting such accounts, balance sheets and reports as are referred to in the Decree.
24. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the members in general meeting, together with a copy of the Auditors report, shall not less than twenty one days before the date of the meeting be sent to every member of the Company. Provided that this Article shall not require a copy of those documents to be sent to any persons of whose address the Company is not aware of.