



**CONSTITUTION
OF THE
NETWORK OF PEOPLE LIVING WITH HIV and AIDS in NIGERIA (NEPWHAN)**

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**Amended, Ratified and Passed into law by the
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PREAMBLE

We, the members of the Network of People Living with HIV and AIDS in Nigeria (NEPWHAN), having established a National Network of People Living With HIV and AIDS (PLHIV) irrespective of sector, cadre, discipline, institution, background, cluster and geographical location, with the purpose of reducing the burden of the HIV and AIDS epidemic on PLWHA and people affected by HIV and AIDS (PABA), and special interest groups (women, youth, religious, etc.) and for more effective control of the HIV and AIDS epidemic in Nigeria and beyond by contributing to the effort to have Nigeria as a country in which people living with HIV and AIDS (PLHIV) enjoy equal rights, opportunities and responsibilities as every other citizen of the country free of stigma and discrimination, hereby make this constitution for ourselves as follows:

Relationship of NEPWHAN to its zonal networks, state networks and Constituencies

NEPWHAN is the central coordination body of PLHIV and support groups of PLHIV in Nigeria and was formed in 1988 with its members drawn from the existing support groups. NEPWHAN is charged with the responsibility to mobilizing PLHIV throughout Nigeria and organizing them into new or existing support groups thus broadening its own organizational base and operations. NEPWHAN serves as the collective voice of PLHIV in Nigeria

Therefore in terms of relationship enhancement:

- NEPWHAN shall provide guidance on technical, logistical and other support to its state networks and Constituencies to develop and sustain their organizations when such funds are available
- NEPWHAN, in handling National and international projects shall consider the interest of the Support groups, State Networks, Zonal Networks and Constituencies
- NEPWHAN shall consider inputs from states networks in during proposal writing process
- NEPWHAN shall reserve a seat for elected board members of each of its Constituencies [ASWHAN, APYIN and NINERELA+] on her management board(to be represented by their national coordinators)
- ASWHAN, APYIN and NINERELA+ shall reserve a seat for elected board members of NEPWHAN on their respective Management boards
- NEPWHAN shall update her state networks with quarterly reports of her activities
- The Network shall work towards the provision of zonal offices in all the zones to ensure access and interaction on zonal level, with regards to issues, complaints and effective monitoring
- NEPWHAN shall also reserve a seat on her Management Board for representatives of NACA, Ministry of health and National Population Commission, who shall be ex officio members of the management board
- A memorandum of understanding shall be undertaken between NEPWHAN and its constituencies, outlining the modus operandi of their relationship. Such MOU shall be subject to periodic 3 year review by both parties

On the other hand, the state networks shall:

- Update NEPWHAN on her membership, projects and activities on a regular (quarterly) basis
- Share reports on accomplishments , best practices, challenges on a yearly basis with NEPWHAN
- NEPWHAN shall maintain effective communication with ASWHAN APYIN and NINERELA+

- NEPWHAN shall hold an Annual Review Meeting with all State Networks Coordinators and Coordinators of NEPWHAN Constituencies
- NEPWHAN shall also hold annual general meetings on a yearly basis provided that in that a Delegates Forum is to hold, the AGM shall not be held.

NEPWHAN CONSTITUENCIES SHALL:

- Share reports on accomplishments , best practices, challenges on a yearly basis with NEPWHAN
- NEPWHAN shall maintain effective communication with ASWHAN APYIN and NINERELA+
- ASWHAN, APYIN and NINERELA+ shall be part of NEPWHAN delegates forum and strategic plan reviews

SECTION 1:

GENERAL PROVISION

Supremacy of the Constitution

- 1.1 This Constitution is supreme and its provisions shall be binding on all members of Support Groups registered with, and states networks formed by the Network of PLHIV in Nigeria, and NEPWHAN Constituencies. Where provisions of the constitutions of these aforementioned groups are inconsistent to the constitutions of NEPWHAN, the latter shall prevail. The supremacy of NEPWHAN constitution shall be enshrined in the constitutions of its various constituencies, APYIN, ASWHAN AND NINERELLA +
- 1.2 Where the provisions of this Constitution are inconsistent with the Constitution of the Federal Republic of Nigeria, the latter shall prevail
- 1.3 Where the provisions of this Constitution are inconsistent with the provisions of PART C, Cap 59, Companies and Allied Matters Act, Laws of The Federation Of Nigeria, 1990 (CAMA), the latter shall prevail.

SECTION 2: NAME

The Network shall be known and called "**NETWORK OF PEOPLE LIVING WITH HIV and AIDS IN NIGERIA**" hereinafter referred to as "NEPWHAN" or "The Network".

SECTION 3: DESCRIPTION

NEPWHAN shall operate as a non-governmental and Civil Society organization.

SECTION 4: AREA OF OPERATION

- 4.1 The area of operation of the Network shall be within Nigeria. The Headquarters of NEPWHAN and the registered office for purposes of service shall be in Abuja, the Federal Capital Territory of Nigeria.
- 4.2 NEPWHAN may establish such other zonal/state offices in the geo-political zones of Nigeria as may be required to support its programme.
- 4.3 NEPWHAN may as the need arises offer technical assistance to/in other countries of the world

SECTION 5: GOAL, VISION, MISSION AND OBJECTIVES

Goal

To advocate for the rights of PLHIV in Nigeria and seek to put in place comprehensive HIV and AIDS prevention, care and support services

Vision

A country where PLHIV are given equal rights and privileges like every other member of the society

Mission

To empower, strengthen and coordinate all support groups, state networks, constituencies, associations and organizations of people living with HIV and AIDS in Nigeria to contribute meaningfully to the national response

The objectives of NEPWHAN shall be:

- i) To encourage formation of new, and strengthen existing Support Groups of People Living with HIV AND AIDS for the purpose of exchanging ideas and sharing experiences on their common problems
- ii) To empower PLHIV in Nigeria with adequate knowledge and skills to deal with the HIV and AIDS pandemic.
- iii) To advocate for the protection of basic human rights of PLHIV as provided for in the constitution of the Federal Republic of Nigeria.
- iv) To solicit support for and empowerment for support groups OVC and PLHIV'S generally.
- v) To ensure representation of and meaningful involvement of PLHIV in relevant forums locally and internationally.
- vi) To advocate for biomedical and social research to HIV AND AIDS response to conform to international best practices.
- vii) To strengthen cooperation and collaborate with Nigerian government and other relevant stakeholders in the prevention and control of HIV AND AIDS as well as care and support of PLHIV.

SECTION 6: POWERS OF NEPWHAN

6.1 Legislative Powers

The Legislative Powers of the Network shall be vested in the Delegates Assembly. The Assembly shall have powers to make, amend and ratify all laws and policies guiding the peace, order, and good governance of the Network. The Delegates Assembly also has the powers to approve periodic restructuring of the Network as may be necessary to align it with international best practices. The Delegates Assembly shall also have the powers to ratify any Memorandum of Understanding entered into between the Network and its Constituencies partners or sponsors. The Legislative Powers of the Network may be exercised by the Annual General meeting, for the years that a Delegates Assembly shall not be held.

6.2 Executive/Administrative Powers

The administrative powers of the Network shall be vested in the Management Board, as represented by the National Coordinator and his/her officials. Such power can either be exercised directly by the National Coordinator, his/her deputy or as delegated by them as the need arises. The Management Board shall determine all policy issues of the Network and shall make regulations towards the effective running of the activities of the Network.¹

6.3 Judicial Powers [conflict resolution]

- A. The judicial Powers of the Network shall be vested in the management board or in a committee appointed/set-up by the Management Board. In the event of a dispute within a state network, the zonal coordinator and zonal secretary (this committee shall also be given powers to resolve the issues of conflict) shall investigate the dispute. The findings of the zonal coordinator and zonal secretary and their recommendations on such issue(s) shall be presented to the Management Board or a committee set up for that purpose by the management board for deliberation and decision. A party not satisfied with the decision of the Management board can appeal to the Board of Trustees for their intervention. The decision of the Board of Trustees shall serve as final verdict. If the embittered party has exhausted all internal organizational conflict resolution mechanism to seek redress and is not satisfied with the outcome, such a party might seek for such in a competent court of jurisdiction. Where the conflict is between a state network and a constituency of NEPWHAN, the zonal excos of that particular constituency shall work with the Zonal coordinator and secretary in exercising their powers to resolve the conflict
- B. In the event of dispute(s) within a support group or between support groups of NEPWHAN in any state of the Federation, the state executives or the committee set-up by the executives shall investigate such disputes. The findings and recommendation of the state executives or the committee on such dispute(s) shall be presented at the executive meeting for deliberation and decision. Where the decision of the state executive is not acceptable by all parties, a final redress will be sought from the national management board, whose decisions on such dispute(s) shall serve as a final verdict. If the embittered party has exhausted all internal organizational conflict resolution mechanism to seek redress and is not satisfied with the outcome, the party might seek for such in a competent court of jurisdiction.
- C. All efforts must be made to utilize the internal conflict resolution mechanism of the Network. No party in any dispute within the Network shall seek redress in a court of law without first exhausting all internal control mechanisms of the Network.
- D. Any member or party who disobeys or disregards section 6.3(c) above shall be subject to summary expulsion from the Network
- E. All parties in every dispute(s) must be given a fair hearing or/and an opportunity of same before decisions are taken by the management Board, provided as always that the Board of Trustees has the powers to summarily suspend any member of the Network whose actions constitute a grievous undermining of the objectives of the Network and whose actions are inimical and detrimental to the image, goals and vision of the Network. Further disciplinary action may be taken against such a member if he is subsequently found liable.

SECTION 7: MEMBERSHIP

Membership of NEPWHAN is open to members of support groups of Persons Living with HIV and AIDS in Nigeria.

7.1 Registration of support groups with the Network shall be made through the respective state offices of the Network.

7.1.1 A support group can register with the Network if it:

- (a) Has minimum membership strength of Twenty (20) or 15 in rural areas.
- (b) Meets regularly (at least once every month)

- (c) Has a fixed meeting place.
- (d) Has elected officials [executives],

Any of support group that meets the above criteria, shall be recommended by the state network to the national office for recognition

7.2 Collection of registration or membership fees is prohibited in all member– support groups of the Network, provided that nothing in this constitution shall prohibit a situation where the members are in agreement to form a cooperative society to access grants and government loans to and for themselves,, provided that this meeting and cooperative contribution should not be held on the same day of the support group meetings and should operate its own different governance and administrative structure

7.3 **Affiliation to other Organizations**

- (a) NEPWHAN may become a member of any other international networks, bodies or agencies working on HIV and AIDS.

7.4 Any support group desiring to resign their membership from NEPWHAN shall submit an application of their intent to the management board through the state office. The decision on such application(s) shall take effect after deliberations by the management board on such notice or as may be determined by the Management Board.

7.5 HONORARY MEMBERS

- (a) Individuals and organizations can be admitted as honorary members of NEPWHAN, provided that their core mission and values are in alignment with those of NEPWHAN, and they have demonstrated verifiable commitment to the advancement of People Living with HIV and AIDS in Nigeria. In addition, the NEPWHAN management board must by simple majority endorse the proposed admission, for it to have effect.
- (b) Honorary members are non voting members and are not imbued with any electoral capacity. However, honorary members have the privilege to participate at NEPWHAN Delegate forum at their own expense to contribute their technical skills to the development of NEPWHAN constitutional review process and other capacity building areas
- (b) Honorary members may be invited to be part of Local Organizing Committee for NEPWHAN Delegate forum

7.6 Cessation of Membership

A PLHIV ceases to be a member of the NETWORK if he/she

- a. Is expelled from the network
- b. Ceases to be a member by reason of death
- c. Voluntarily resigns from the Network, such resignation shall be routed through the support group to the state chapter, for onward notification of the Management Board

SECTION 8: STRUCTURE

8.1 **Delegates Assembly**

- (a) NEPWHAN shall hold Delegates Assembly every three (3) years.
- (b) Local Organizing Committee (LOC) for the Delegate Assembly shall be formed six months to the expiration of the tenure of the management board to ensure adequate publicity and mobilization of funds

- (c) The Local organizing committee (LOC) may increase or decrease the number of delegates uniformly as it may be necessary, provided as always that the number of delegates per state and the FCT shall not be less than four, for the Delegates assembly
- (d) Every state of the Federation shall have uniform representation at the delegates' assembly. While the Constituencies of NEPWHAN shall be represented at the Delegates Assembly by their four Principal National Executives, such as their national coordinator, two deputy national coordinators/chairperson & deputy chairperson and secretary.
- (e) The Management Board has the right to determine who to admit on observer status to the delegates Assembly, provided as always that honorary members have the right to attend the Delegates Assembly on observer status

8.2 Functions of the Delegates Assembly

- (a) The Delegates Assembly shall receive, deliberate and approve the report of NEPWHAN activities (Programs and Financial Reports, Balance Sheet and Audited financial statements) from the Management Board of NEPWHAN.
- (b) Proposals from the Management Board or any other quarter shall be considered by the Delegates Assembly and decided on accordingly.
- (c) The Delegates Assembly shall elect Nine (9) of the twelve (12) National Officials of the Management Board comprising the National Coordinator, Deputy National Coordinators North/South, Secretary, Assistant Secretary, Financial Secretary, Treasurer, welfare officer and Public Relations Officer (PRO) under the condition spelt out in Section 9.1.a and 12.6 of this Constitution. The representatives of the APYIN, ASWHAN and NINERELA+ shall be selected by their various Associations.
- (d) The Delegates Assembly shall ratify the Zonal Officials of the Network elected by each zone. The officials to be ratified are 6 Zonal Coordinators and 6 Zonal Secretaries, representing the six geo-political zones in the country.
- (e) The Delegates Assembly shall consider and approve NEPWHAN programmatic and financial reports for the three (3) years preceding the Assembly.
- (f) The Delegates Assembly shall have the power to amend, ratify and approve changes in the constitution

8.3 Management Board

- (a) NEPWHAN shall elect a Management Board of twelve (12) members consisting of the National Coordinator, two (2) Deputy National Coordinators North & South, National Secretary, Assistant National Secretary, Financial Secretary, Treasurer, Welfare Officer Public Relations Officer and one representative from each of the constituencies; APYIN, ASWHAN and NINERELA+. The management board meetings shall be presided over by the national coordinator who shall be the Chief Executive of NEPWHAN and Chairperson of the management board of NEPWHAN.
- (b) The Management Board shall be the governing body of NEPWHAN acting within the limits of the constitution.
- (b) The election of Management Board members shall take into account gender equality and the diversity of the Nigerian people

- (c) Where the state executive elections are unable to hold as scheduled by reasons of force majeure or for any other reason beyond the control of the Network, the tenure of the state executives shall lapse as scheduled in this constitution and the Management Board shall put in place an interim administration to oversee and superintend the affairs of the state network until the election of new officials shall be held, provided as always that the BOT is given adequate notification of such action in advance.
- (d) Where the management board elections are unable to hold as scheduled by reasons of force majeure or for any other reason beyond the control of the Network, the tenure of the national executives shall lapse as scheduled in this constitution and the Board of Trustees shall put in place an interim administration to oversee and superintend the affairs of the network until the election of new officials shall be held.

8.3.1 Duties of the Management Board

The management Board shall:

- I. Co-ordinate the activities of the NEPWHAN
- II. Approve work plans, strategic inputs and budgets
- III. Solicit funds for the NEPWHAN
- IV. Provide over-sight functions in the management of project funds in accordance with the agreement with the donors
- V. Approve and manage NEPWHAN Reserve Account
- VI. Approve and manage every IGA to be run by the Network
- VII. Do everything conducive and legal towards the attainment of NEPWHANs' objectives
- VIII. Ensure the formation of Local Organizing Committee for NEPWHAN Delegate Forum six months to the expiration of their tenure in office to ensure smooth and transparent transition.
- IX. Perform such other duties as may be expressly or impliedly authorized by their office, provided as always that no Management Board member, Zonal or State executive shall implement NEPWHAN projects directly, or as consultants

8.4 Composition of Area of Operation

In view of its contributions to national response, the Network will adopt as its' operational area the six geo-political zones and 37 states of the federation. It will also recognize the formation of new regions and states as upheld by the federal constitution of Nigeria.

8.4.1 Zonal and State Administration

- (a) NEPWHAN shall consist of six zones as follows:

North – West Zone: Comprising of Jigawa, Kaduna, Kano, Katsina, Kebbi, Sokoto and Zamfara States.

North - East Zone: Comprising of Adamawa, Bauchi, Borno, Gombe, Taraba and Yobe States.

North-Central Zone: Comprising of Benue, FCT, Kogi, Kwara, Nassarawa, Niger and Plateau States.

South-West Zone: Comprising of Ekiti, Lagos, Ogun, Ondo, Osun and Oyo States.

South-East Zone: Comprising of Abia, Anambra, Ebonyi, Enugu and Imo States.

South-South Zone: Comprising of Akwa Ibom, Bayelsa, Cross River, Delta, Edo and Rivers States.

(b) Regional Representation

The six (6) geo-political zones shall be grouped into two (2) regions thus:

Northern Region: Comprising of North–West, North–East and North Central zones.

Southern Region: Comprising of South–West, South–East and South-South zones.

- (c) Each State shall set up a State Network office, which shall be the focal office for the State and through which the support groups in the State shall be represented.
- (d) The support groups shall be the smallest operational units of NEPWHAN at the community level

8.5 Other Committees

The Management Board may set up other special Committees on short-term basis when necessary to address specific issues of concern and which may arise from time to time. The Board will determine the terms of reference and membership of such committees who are answerable to the board.

8.6 Secretariat

- a. The Network shall have a Secretariat that shall be headed by the National Coordinator who shall be the Chief Executive officer
- b. The Network shall establish zonal and state Coordination offices for effective administration. The zonal offices shall be coordinated by the zonal coordinators and secretaries
- c. The zonal offices shall be responsible for the affairs of the Network at the zonal level, and shall be accountable to the Deputy national coordinators in charge of their region
- d. The secretariat shall function to achieve the objectives of the Network in accordance with the rules and regulations made by the Management Board. The Secretariat shall be answerable to the Management Board.
- e. The secretariat shall prepare report of the activities of NEPWHAN to be presented to the Board at every Board meeting. Once approved by the Board, the report shall be circulated to the zones and state networks for onward distribution to the support groups.

8.7 TRUSTEES

- 8.7.1 The Trustees of the Network shall not be less than four (4) and not more than ten (10) and shall be appointed at the Delegates Assembly. They shall be persons of high social and moral repute and associated with the work relating to the objectives of NEPWHAN.

- 8.7.2 All land, buildings and other immovable property and all investments and securities which shall be acquired by the Network shall be vested in the **INCORPORATED TRUSTEES OF NETWORK OF PEOPLE LIVING WITH HIV AND AIDS IN NIGERIA (NEPWHAN)**.
- 8.7.3 The Trustees shall pay all income received from property vested in them to the Treasurer. Any expenditure in respect of such property, which in the opinion of the Trustees is necessary, shall be reported by the Trustees to the Management Board which shall authorize expenditure of such monies as it thinks fit.
- 8.7.4 No member of the Board of Trustees shall be an office-bearer or be appointed to any office paid by fees by the Network.
- 8.7.5 The board of trustees' members must ensure formation and inauguration of NEPWHAN Delegate forum six months to the expiration of the management board tenure to ensure smooth transition.
- 8.7.6 Where the Delegates Assembly is unable to hold as scheduled by reasons of force majeure or for any other reason beyond the control of the Network, the tenure of the Management Board shall lapse as scheduled in this constitution and the BOT shall put in place an interim administration to oversee and superintend the affairs of the Network until the delegates Assembly where election of new officials shall be held.
- 8.7.5 The Trustees may hold office for life but shall cease to hold office if he/she:
- i) Resigns his office
 - ii) Ceases to be a member of the Trustees
 - iii) Becomes insane
 - iv) Is officially declared bankrupt
 - v) Is convicted of a criminal offence by a court of competent jurisdiction.
 - vi) Is recommended for removal from office either by the Trustees or majority vote of members present at any Delegates assembly.
 - vii) Ceases to reside in Nigeria
- 8.7.6 The BOT members' views must be sought for during every strategic decision bothering on the networks' administration and operations
- 8.7.7 A quarterly forum between the BOT and the Management Board shall be instituted
- 8.7.8 Upon vacancy occurring in the number of Trustees, the delegates Assembly, shall have the power to fill such vacancy or vacancies with eligible person(s) with simple majority vote.
- 8.7.9 The powers, duties and functions of the Board of trustees shall be as enshrined in Part C, Cap 59, Companies and Allied Matters Act, L.F.N 1990
- 8.8 The Board of trustees shall meet at least once every quarter, to deliberate on issues affecting the Network. During such meetings, the Board of trustees shall have the powers to demand from the Management Board, a complete breakdown of their accounts, programs and expenditure

- 8.9.1 The Management Board shall, at the beginning of each year, present to the Board of Trustees their programs, projects and proposed budget for ratification and approval
- 8.9.2 The Board of Trustees members shall attend the NEPWHAN zonal meetings of their zones of residence, at least twice a year, for effective oversight and to feel the pulse of the network in their zones, provided that where there is no BOT member resident in a particular zone, the Trustee resident in an area contiguous or nearest to the zone in question shall attend. The chairman of the BOT shall also have the Power to delegate any trustee of the Network to attend such a meeting in the zone aforesaid.
- 8.9.3 No member of the Network shall engage in any activity that projects the Network as political, without the prior consent of the BOT first had and obtained, and without prior notification of the Management board
- 8.9.4 The BOT shall intervene in crisis situations affecting the well being of the Network. The resolution of the BOT in such interventions shall serve as a final verdict

SECTION 9: OFFICE BEARERS

9.1 Management Board Members

Members of the Management Board shall be elected for a term of three (3) years. They shall be eligible for re-election for one further term of three (3) years if nominated. The Office Bearers shall be elected at a Delegates Assembly.

- a) Office Bearers shall hold office for three (3) years and may be re-elected for a further term of three (3) years for the position being held prior to the election.
- b) All delegates shall be entitled to vote at an election and members shall be entitled to contest an election.
- c) Any Office Bearer who ceases to be a member of the NEPWHAN shall automatically cease to be an Office-Bearer thereof.
- d) Any Office-Bearer may be suspended from office in the same way as it is laid down within this constitution. Another person shall be co-opted/selected by a 2/3 majority vote of the mgt board members to fill the position of the suspended member in an acting capacity until the management board readmits the person back into the management board.
- e) Any Office-Bearer may be removed from office in the same way as it is laid down within section 7.6.a of this constitution. Another person shall be co-opted/selected by a 2/3 majority vote of the mgt board members to fill the position of the expelled member in an acting capacity until such a time a bye election is held or delegate assembly is convened to elect new officials.
- f) The Network shall endeavor to promote gender equality in its elections.

9.2 Duties of Management Board Officials

(a) The National Coordinator

- (i) The National Coordinator shall be the Chairperson of the board of the Network. He /she shall also be a person living with HIV and AIDS (PLHA)

- (ii) He/she shall unless prevented by illness or other sufficient cause preside over all meetings of the Management Board and at all Delegates Assemblies
- (iii) He/she shall deal with all the correspondence of NEPWHAN under the general supervision of the Management Board
- (iv) In matters of urgency where the Executive Committee cannot be consulted, he/she shall consult the two Deputy National Coordinators or at least one of them. The decision reached shall be subject to ratification or otherwise at the next Board meeting
- (v) He/She may issue notice convening any meeting of the Board and that of any Committee and any general meeting.
- (vi) The Coordinator shall head the Secretariat of NEPWHAN. He/she shall exercise executive function over the Secretariat and will be answerable to the Management Board.
- (vii) The Coordinator with the approval of the Board may employ necessary secretariat staff in accordance with the approved Terms of Reference.
- (viii) He/she shall co-ordinate the writing of proposals for NEPWHAN projects and shall spearhead fund raising activities of NEPWHAN
- (ix) She/he shall coordinate a joint program meeting between NEPWHAN, APYIN, ASWHAN and NINERELA+ every other month.

(b) Deputy National Coordinators – North & South

- i) The Deputy National Coordinators shall perform duties delegated to them by the National Coordinator. They shall also act in the capacity of the coordinator in his absence. In the event of the death, absence, unavailability or other unforeseen circumstance of the National Coordinator, the Deputy National Coordinator representing the region other than that which the National Coordinator represents, shall act in the capacity and perform the functions of the National Coordinator
- ii) They shall carryout supervisory roll in their region
- iii) They shall be responsible for settling conflicts in their regions before getting to the National Coordinator
- iv) The Zonal officers shall report directly to the deputy national coordinator in their region, who shall report back to the National Coordinator

(c) Secretary

- i) The Secretary shall take minutes of all NEPWHAN meetings.
- ii) He/she shall preserve records of activities of the Network.
- iii) He/she issue notice convening any meeting of the Board and that of any committee and any general meeting.

- iv) He/she shall in collaboration with the national secretariat collate and prepare quarterly, annual and progress reports of the Network at end of the year.
- v) The Secretary must be a full staff in the National Secretariat and shall be a signatory to all project accounts
- vi) He/She shall exercise supervisory role over the administrative department of the secretariat
- vii) He/she shall perform any such duties assigned to him/her by the national coordinator.

(d) Assistant Secretary

He/She shall assist the Secretary in the performance of his/her duties. The Assistant Secretary shall also perform the duties of the secretary in his/her absence or such other functions as may be delegated to him/her by the Secretary.

(e) Financial Secretary

- i) He/She shall prepare, preserve and make available for inspection books of account of all monies other than the projects grants, received and paid by the NEPWHAN.
- ii) He/She shall prepare and present quarterly and annual Financial Report of NEPWHAN
- iii) The Financial Secretary shall ensure that the prepared annual Financial reports for the 3 years preceding the Delegates Assembly are made available to the state and zonal networks of NEPWHAN not later than one week prior to the date of the Delegates Conference, for necessary perusal by the delegates

(f) Treasurer

- I. The Treasurer shall receive, keep and also disburse funds belonging to the Network other than projects grants under the directions of the national coordinator and shall issue receipts for monies received by him/her. Any amount in the possession of the Treasurer shall be deposited in the NEPWHAN bank account at the earliest opportunity but not later than one week.
- II. He/She shall be a signatory to bank accounts other than project accounts of NEPWHAN

(g) Public Relations Officer

- The Public Relations Officer shall be an image maker for the organization. He/she must have a cognate relevant experience to the post.

(h) Welfare Officer

- a. He/She shall be responsible for attending to the special needs of the people living with HIV and AIDS
- b. He/ She shall liaise with the coordinator to build a palliative care into all the proposals of the network
- c. He/She shall liaise with the Zonal and State levels coordinator and Offices to address special needs of members of PLHIV at the grassroots level
- d. He/She shall verify claims and request for special assistance for members of the network
- e. He/She shall perform any other function assigned by the national coordinator

(j) Ex-officio members

The Management Board shall have three (3) ex-officio members, each one drawn from the NEPWHAN constituencies such as youth (APYIN), women (ASWHAN) and religious leaders living with and affected by HIV AND AIDS in Nigeria (NINERELA+).

The state executives of NEPWHAN are to exercise the aforementioned functions at the state level. The provisions of this constitution applies at the state level to all the state networks and chapters of NEPWHAN

SECTION 10: MANAGEMENT BOARD MEETINGS

There shall be three classes of Management Board meetings - Mid-year Board meeting, Annual Board meeting and Special Board meeting

10.1.1 Mid -year Board meeting shall be held not later than the end of June at a venue to be decided by the Management Board. Notice in writing of such Mid-year Board meeting, accompanied by the agenda for the meeting shall be sent to all Board members not less than seven (7) days before the date of the meeting.

10.1.2 Annual Board Meeting shall be held not later than the end of December, every year at a venue to be decided by the Management Board. Notice in writing of such Annual Board meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent to all Board members not less than seven (7) days before the date of the meeting.

10.1.3 The agenda for both Mid-year and Annual Board meetings shall consist of the following:

- i) Reading and adoption of the minutes of the previous Mid-year or Annual Board meeting
- ii) Presentation of the accounts and activity appraisals.
- iii) Such other matters as the Board may decide or as to which notice shall have been given in writing by a member or members to the Secretary at least five (5) days before the date of the meeting.
- iv) Any other business with the approval of the house
- v) Appointment of auditors for the following year in the case of Annual Board Meeting.

10.1.4 The Management Board may call special management board meetings for any specific purpose. Notice in writing of such meeting shall be sent to all members not less than seven (7) days before the date of such meeting. The agenda for such meeting shall be circulated with the notice.

10.1.5 A special management meeting may also be summoned for a specific purpose by order in writing to the secretary by not less than one third (1/3) of the members and such meeting shall be held within 21 days of the date of the summon. The notice for such meeting shall sufficiently indicate the issues for discussion and no other matter shall be discussed than that stated in the summons.

10.2 Chairperson of the Board Meetings

The National Coordinator of NEPWHAN shall chair all meetings and in the event of his/her absence, the Deputy National Coordinator representing the region other than that which the National Coordinator represents, shall chair the board meeting.

10.3 Agenda at the Board Meetings

The National Coordinator shall determine the agenda for the meeting in consultation with secretariat and other Board members for such purposes. Written notice of the meeting and items to be considered at the meeting shall be given in writing to all Board members at least seven (7) days prior to the meeting, at the address each Board member shall have given to the secretariat for such purposes.

The Board may still meet and transact business without such notice provided written waivers of the notice are received from all Board members entitled to receive such notice. Items not specified in the notice of the meeting, may be considered and acted upon provided that all board members in function participate at the meeting or have provided their written consent and a majority of those participating agree on inclusion of such items.

10.4 Quorum

The quorum at the NEPWHAN Board meetings shall require the participation in person or written consent of at least two third (2/3) of the board members in function.

SECTION 11: DECISION MAKING

11.1 Consensus

As much as possible decisions of the Management Board and the Executive Committee meetings shall be arrived at by consensus.

11.2 Voting

- a. Where it proves difficult to arrive at a decision through consensus, the chairperson of the Board or Committee meeting may call for a secret or open vote on the issue in question. The matter shall then be resolved by simple majority vote of members present.
- b. A Board member may exercise his/her right to vote by proxy in writing and submitted vote.
- c. Decisions of the Delegates Assembly shall be made through secret or open voting and the requirement to resolve an issue shall be a simple majority.

SECTION 12: ELECTORAL PROCEDURES

12.1 Election of Zonal Coordinators and Secretaries

NEPWHAN members at the zonal level shall elect one (1) zonal Coordinator and one (1) zonal Secretary and present to the general house during the AGM or forum of people living with HIV and AIDS. The election of a zonal coordinator and secretary shall be done through a democratic method involving all members of NEPWHAN in that zone. The secretariat, in collaboration with the Special Committee may organize zonal election meetings.

12.2 Election of National Officials

This exercise shall be performed at the Delegates Assembly. The election shall be carried out by way of either secret or open voting and the decision shall be made by a simple majority. A person

aspiring for an elective post must have filled the aspirant form and met all the conditions as spelt out in the Electoral guidelines.

12.3 Election of Management Board Members.

Members of the Management Board shall be elected for a term of three (3) years. They shall be eligible for a further term of three (3) years if nominated. The election shall be carried out by way of either secret or open voting and the winners shall be determined by a simple majority

12.4 Any member of NEPWHAN desirous of contesting an elective position in the Delegates Assembly must provide verifiable proof of being HIV positive, or shall submit voluntarily to a test to verify same, to be eligible to contest

12.5 Any state executive official of NEPWHAN desirous of contesting an election into the management board at the Delegates Assembly shall first resign his position at the state level prior to contesting at the national level. Such an elected state official shall provide proof of resignation before his nomination for any national office will be valid. This provision shall also apply to elected members of NEPWHAN constituencies (APYIN, ASWHAN and NINERELLA +) at national, zonal and state levels.

12.6 Vacancies in the Management Board Membership

Where vacancy is created by death or other reason of an office bearer within the Management Board, the members of the Board shall have the power to elect another office bearer through a bye-election, provided that where such vacancy applies to the office of the National Coordinator the provisions of section 9.2(b) (i) shall apply.

12.8 Qualification for Election

A member aspiring to any of the elective posts shall be deemed qualified if:

(a) He/She is nominated and seconded for the election

(b) He/She is HIV positive

(c) He/She has completed the aspirants form and met all electoral guidelines and shown verifiable proof of being positive

(d) He/She is willing to give a human face and voice to HIV and AIDS epidemic

SECTION 13: REPRESENTATION

a. The Management Board represents the Network under the authority of the Board of Trustees

b. Two members of the Board acting together may authorize representation.

c. The Board may authorize one or more members of the Board or other members of the Network to represent NEPWHAN within the terms of its mandate.

d. The Board is not authorized to enter into contract to obtain, alienate or encumber registered goods or legal property, except on the express authorization of the Board of

Trustees and on the condition that the BOT shall sign and seal all agreements and contract papers that deal with goods or legal property, for and on behalf of the Network.

- e. The board is not authorized to enter into a contract in which the Network bails or is severally co-debtor or invigorates for others or bails for other's debt.

SECTION 14: FUNDS

14.1 The funds to run the activities of the Network shall be acquired through:

- (i) Donations and grants
- (ii) Fund raising activities.
- (iii) Gifts and legacies.
- (iv) Other receipts and benefits as may be determined by the Board.

14.2 The funds of the Network may only be used for the objects of the Network as set forth in this constitution.

14.3 All monies and funds shall be received by and paid to the Treasurer and shall be deposited by him/her into the Network bank account.

14.4 No payment shall be made out of the Network bank account without a resolution of the Management Board authorizing such payment. The National Coordinator, Secretary and Treasurer as appointed by the Management Board shall be signatories to the Network bank account

14.5 The Treasurer for petty disbursements, of which proper account shall be kept may keep a sum not exceeding N50,000..00

14.6 The Management Board may give permission and authorize any of its members to assist the Treasurer in the collection and payment of cash and issue of receipt if this is considered necessary.

14.7 The Management Board may also authorize the opening of state bank accounts and authorize members from the state to be signatories to those accounts for the purpose of efficient functioning of the state offices.

14.8 The Network shall explore resource mobilization channels, and means of increasing revenue, including but not limited to the institution of a committee on revenue mobilization

14.9 No portion of the Network fund shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Network.

14.10 Provided that nothing herein shall prevent the payment, in good faith, a reasonable and proper remuneration to any officer, servant or agent of the Network in return for any service actually rendered to the Network.

SECTION 15: DISCIPLINE

15.1 **Condition for the removal of Management Board members**

There must be motion for impeachment. Another member must second the motion. A committee must be set-up to investigate the allegation and make recommendations to the board. Their recommendation shall be deliberated upon by the entire board. The impeachment motion must be put to vote and 2/3 of the entire management board must support the motion before it becomes effective. Decisions of the management board must be communicated to the member officially in writing. The decision must be ratified by the Board of Trustees before it can come into effect. A bye election may be held to replace such a member

15.2 Conditions for the suspension of Management Board members

There must be a motion for suspension, which must be seconded by another member. A committee must be set-up to investigate the allegation and make recommendations to the board. Their recommendation shall be deliberated upon by the entire board. The suspension motion must be put to vote and 2/3 of the entire management board must support the motion for suspension before it becomes effective. Decisions of the management board must be communicated to the member officially in writing.

15.3 Conditions for the Reinstating of a Suspended Management Board member

The suspended member must have adhered strictly to the conditions or penalties specified by the management board for the suspension and have shown considerable remorse in writing for the offence committed. After which he/she must tender a letter of apology to the management board. The management board has the sole right to review, recall and reinstate any suspended member of the board

15.4 Membership DISCIPLINE

- (a.) The Management Board may expel any member or elected official at the state or national level, proven to have shown gross misconduct in their actions negating the aims and objectives of NEPWHAN. For a member or elected official to be expelled a resolution for expulsion shall be arrived at by a two-third ($\frac{2}{3}$) majority of the Management Board members, provided that such member or elected official shall be issued a written summons to defend himself/ herself on the allegations of misconduct before the management board or a committee set up for that purpose by the management board. Such expulsion is subject to ratification by the board of trustees
- (b) The Zonal and state Offices shall have power to suspend a member in their respective zones and states pending the next Management Board meeting following such suspension. However, notwithstanding the above, the person suspended shall have the right to address the Management Board meeting at which the validity of their case is to be considered. The Support Group Executives may suspend any member proven to have shown gross misconduct in his/her actions negating the aims and objectives of the support group with due considerations to section 6.3 A-D, provided that such suspension is ratified by the state executives at their next meeting following such suspension
- (c) The Management Board may expel any management board member proven to have shown gross misconduct in their actions that negate the aims and objectives of NEPWHAN with due considerations to section 6.3 A-E and 15.4(a). A bye election may be held to replace such an expelled Management Board member. The same also applies to the elected state executives

- (d) For a member or elected official to be expelled a resolution shall be arrived at by a two-third ($\frac{2}{3}$) majority of the Management Board members, and ratified by the board of trustees.
- (e) A NEPWHAN member or elected official found to be in default of his/her duties in relation to NEPWHAN shall be subject to disciplinary procedures and may be suspended by the Board, pending the next Management Board meeting following such suspension. However, notwithstanding the above, the person suspended shall have the right to address the Management Board meeting at which the validity of their suspension is to be considered. Such a member or elected official shall be given notification and fair hearing on the allegations against him/her, prior to the suspension

15.4 b. **Disciplinary Committee**

Notwithstanding the above, a committee set up for that purpose by the management board shall have power to suspend any office-bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Network and shall have power to appoint another person in his/her place. Such suspension shall be reported to the Management Board meeting to be convened for the same purpose not later than one (1) month from the date of such suspension and the Management Board meeting shall have full power to decide what further or other action that should be taken in the matter.

15.4 c. **Communication Channels**

The hierarchy and communication channels within the network must be respected and adhered to at all time. No state network shall deal directly with the Federal Government of Nigeria or any of its agencies and parastatals, without the prior notification the Management Board. No state network shall deal directly with the NEPWHAN partners, without the prior notification and consent of the Management Board first had and obtained. No NEPWHAN chapter, support group or member shall embark or purport to embark on litigation, demonstration or conflict for and on behalf of the Network without the prior notification of the Management Board and consent of the Board of Trustees. No state chapter or support group shall petition the Government or the authorities, or any of its agencies and parastatals without the prior consent of the Management Board. No member, chapter or support group shall relate to NEPWHAN partners or other external body, via e mail or any other means, matters relating to conflicts or contentious issues within the Network without exhausting all internal conflict resolution mechanisms and without the written authorization of the BOT

15.5 **Resignation of Position**

An office holder may voluntarily resign his/her appointment with the Network by submitting a notice of resignation in writing or forfeit all benefits in lieu of such notice to the national coordinator. The required notice period for an officer holder shall be one [1] month. Acceptance of the resignation of an officer shall be premised upon the following:

- i. There is no investigation pending or outstanding concerning fraud, or any other serious misconduct.
- ii. The person is not resigning to escape such an investigation.
- iii. The person is not on suspension in respect of any case not yet fully investigated.
- iv. The person has not committed (or been found guilty of) any offence that would earn a Termination of Appointment or Suspension from duties.

Similarly, all indebtedness to the organisation shall become payable on cessation and all NEPWHAN's property in his/her possession must be returned immediately

In case of the National Coordinator resigning, he/she shall consider all issues within section 15.5 (1-3) of this constitution. He/She shall notify the deputy coordinator of the management board representing the region other than that which the National Coordinator represents and the Board of Trustees in writing of his/her resignation one [1] month before such a time of his/her resignation. He/She shall properly document all programmatic activities and financial statements of the Network during his/her period in the office and hand over such to the Deputy Coordinator of the Management Board of the Network for documentation

SECTION 16: FINANCIAL REPORTS

- 16.1 The financial year of the Network shall be from 1st January to 31st December.
- 16.2 The Financial Secretary in consultation with the secretariat shall provide the Board with quarterly financial reports of incomes and expenditure, sources and uses of funds and other reports as may be required by the Board.
- 16.3 Annual audited financial statement shall be provided to the Board after close of the financial year and such statement shall be reviewed and approved by the Management Board. Also audited financial statement shall be provided before dissolution of the Management Board and subsequent election of new members of the Management Board.
- 16.4 The Financial Secretary shall ensure that the prepared annual Financial reports for the 3 years preceding the Delegates Assembly are made available to the state and zonal networks of NEPWHAN not later than one week prior to the date of the Delegates Conference, for necessary perusal by the delegates

SECTION 17: BOARD MEMBER COMMUNICATION COSTS AND SITTING ALLOWANCE

The Management Board members shall have their communication costs covered according to the annual budgets. Board members' cost not authorized in the annual budget shall not be reimbursed unless approved in advance of expenditure by the Board. The Board members shall also be entitled to sitting allowance for their meetings as approved by the Management Board. The members of the Board of Trustees shall also be entitled to sitting allowances for their meetings.

SECTION 18: AUDITOR

- 18.1 An Auditor shall be appointed to audit and ascertain the true financial position of the Network for the following year in the Annual Management Board meeting. All the Network's accounts, records and documents shall be open to inspection of the auditor at any time. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date before the date of the annual meeting. The Auditor shall examine such annual general accounts and statements and either certify that they are correct, duly vouched and in accordance with the law or report to the Network in what respect they are found to be incorrect, not vouched or not in accordance with the law.
- 18.2 A copy of the Auditors report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the Annual Board meeting is sent out.
- 18.3 An auditor may be paid such honorarium for his duties as may be resolved by the annual Board meeting appointing him.

18.4 No auditor shall be an office –bearer or a member of the committee or the Network.

SECTION 19: COMMON SEAL

1. The Network shall have a common seal. All documents to be executed by the Board of Trustees on behalf of the Network shall bear the common seal. All documents executed on behalf of NEPWHAN by the Management Board shall be signed by the Coordinator and the Secretary and sealed with the common seal. The common seal shall be kept in a custody of the national secretary, for and on behalf of the Board of Trustees, at the Network's headquarter.

SECTION 20: REGULATIONS

- 20.1 The Board is authorized to establish rules, regulations and procedures concerning any issues not stated in this constitution and the governing by-laws provided they are not inconsistent with this constitution.
- 20.2 The Board may change or cancel regulations and procedures inconsistent with the constitution and the by-laws.

SECTION 21: AMENDMENT

Amendment to this constitution and the rules, regulations and by-laws made pursuant to this constitution shall be passed by a simple majority of the Delegates Assembly of NEPWHAN. Notwithstanding the above, an Amendment to the rules, regulations and bye-laws made pursuant to this constitution may be passed by two third (2/3) majority of all Board members in function, who must all be present or represented. Before the Board passes the amendment, input shall be sought into the proposed amendments from the member state Networks and Constituencies.

SECTION 22: DISSOLUTION

Dissolution of the NETWORK

The Network shall only be dissolved in accordance with the provisions of PART C, SECTION 691, Companies and Allied Matters Act CAP 59, Laws of the Federation of Nigeria 1990 and in accordance with the provisions of the constitution of the Federal Republic of Nigeria.

Dissolution and Election of the Management Board

- (1) A neutral person accepted by the entire Delegates Assembly shall be appointed to preside over the electioneering procedures after the dissolution of the incumbent executive. He/She shall appoint an electoral committee to conduct an election.
- (2) Those to vote and be voted for on the day of election shall be scrutinized to ensure that voting is by and for eligible candidates only.
- (3) Members of the Local Organizing Committee are not allowed to contest any position in the delegate Conference

SECTION 23: Ratification of the Constitution

These Rules and Regulations, otherwise called the **CONSTITUTION OF THE NETWORK OF PEOPLE LIVING WITH HIV and AIDS IN NIGERIA**, as amended, was ratified and passed into law by the Delegates Assembly of NEPWHAN this 25th day of September, 2012

NEPWHAN CONSTITUTION 2012