CONSTITUTION OF OSOGBO PROFESSIONALS ASSOCIATION

PREAMBLE:

We Professional descendants of Osogbo, currently residing in and outside Osogbo and across the globe, desirous of promoting the community interests and development of Osogbo and its descendants in all aspects, through our various callings hereby adopt this Constitution to govern the activities of our association.

ARTICLE 1: NAME:

The name of the association shall be the OSOGBO PROFESSIONALS ASSOCIATION, which shall be abbreviated as OPA. It may also operate simply as OSOGBO PROFESSIONALS. In addition, the association was officially known as OSOGBO PROFESSIONALS' INITIATIVES (OPI) from the inception, but the name approved by the Corporate Affairs Commission of Nigeria for the Association was OSOGBO PROFESSIONALS ASSOCIATION. Moreover, the association was initially registered outside Nigeria as OSOGBO PROFESSIONALS' INITIATIVES. In view of the foregoing, the association still retains its former name, OSOGBO PROFESSIONALS' INITIATIVES (OPI), while the registered name, OSOGBO PROFESSIONALS ASSOCIATION (OPA), shall be used for all official purposes. Notwithstanding the foregoing, any document, bank account or any other property that bears OSOGBO PROFESSIONALS' INITIATIVES (OPI) still belongs to OSOGBO PROFESSIONALS ASSOCIATION (OPA).

ARTICLE 2: AIMS & OBJECTIVES:

Section 1: The aim and Objectives of the Association shall be:

I AIM shall be:

To promote and defend the interests and development of Osogbo and its descendants and or citizens in all aspects through any legitimate avenue including our various professional callings.

II OBJECTIVES:

a) The core objective of establishing the OPI, which later became OPA, was to reconcile the leaderships of Osogbo, including the leadership of the Osogbo Progressive Union (OPU);

b) The Association was established not to replace or displace the OPU and or any of the leadership structures in Osogbo, but to foster unity among the stakeholders and leaders in Osogbo for the sake of unrestricted, unabridged, unhindered progress and development of Osogbo and her citizens;

c) OPA shall embark on any legitimate activity deemed necessary to achieving any of its aims and objectives including, but not limited to, ensuring that each of her members in good standing has his or her OPU membership fee remitted to the OPU by around the first week of the month of April of every year or as soon as feasible with such fee to be deducted from the OPA's membership fee paid by such member in good standing as long as the OPU remains an entity representing the interests of Osogbo;

d) In case OPU has more than one faction, the OPA shall remit the annual OPU membership fee of each of her members in good standing to each of the existing factions of the OPU until such factions of the OPU are successfully reconciled;

e) To provide free or highly discounted quality professional services to co-members in good standing pursuant to provisions of Article 4 and as detailed in Section 3 of Article 13.

f) To network and brainstorm for personal and professional developments of members in good standing and to freely associate with one another collectively or individually as deemed fit including, but not limited to, supporting one another in times of joy or challenges.

g) To embark on any legitimate activity to defend and or protect interests of Osogbo and or her citizens.

h) To liaise and render professional cum advisory services to Osogbo stakeholders and other existing groups that serve the interests of Osogbo and her citizens including, but not limited to, the Osogbo Progressive Union (OPU) and its affiliations, the Palace, the government and non-government entities, etc, for the purpose of unity, progress, protection and development of Osogbo and her citizens.

Section 2: OPA shall operate as a tax-exempt, not-for-profit organization. To achieve its purpose, OPA may collect membership fees or levies; solicit donations from the general public and OPA members who wish to embark on such donations voluntarily with exclusion of any person or group whose source(s) of income(s) is(are) proceed(s) of corruption or illicit activities; apply for grants from governmental or non-governmental organizations; and engage in fundraising activities that are consistent with her tax-exempt, not-for-profit status.

Section 3: OPA shall not engage in partisan politics and or religious propaganda. OPA may however engage in policy initiatives, political or non-political, and or other activities on a nonpartisan and nonsectarian basis, if such initiatives and or activities help further her purpose.

Section 4: OPA's deliberations shall be conducted in Yoruba or English language, except in public settings where English shall be the language of expression unless all members of the audience understand Yoruba, in which case, Yoruba shall be used as the default language.

Section 5: Other Objectives:

a. Networking for development of Osogbo and her citizens through communal efforts; volunteering of professional skills and services; brainstorming on addressing sensitive and controversial issues about Osogbo that other individual or group may be shying away from championing; embarking on activities that will enhance health, education, academic and other welfares of our people including our children and youths, who are the future of Osogbo and people of Osogbo; etc;

b. Networking among members for individual development, social networking and other benefit-sharing activities among members;

c. Healthcare Insurance Scheme for subscribed members in good standing;

d. Networking among members for professional services, individual/professional developments and interactions;

e. Working towards having members in the online database of the group as soon as possible;

f. Facilitating national and international carrier developments and or opportunities for members through networking, information sharing, brotherhood assistance, etc;

g. Possibility of accessing or attending international conventions whenever OPA so arranges;

h. And many other benefits too many to include here.

ARTICLE 3: POWERS:

Section 1: OPA shall have all necessary and proper powers to lawfully carry out its purpose, consistent with its tax-exempt, not-for-profit status, including without limitation, the power to employ staff or remunerate any member, provided however that any remuneration or payment to any OPA member shall conform with conflict of interest policy that the Global Executive Committee shall adopt to protect OPA's interests when it enters into transaction or arrangement that might result in undue benefit for the member.

Section 2: The highest authority of OPA shall be vested in the General Membership, which may overrule by a two-third-majority vote of members in good standing as defined herein any decisions taken by the Global Executive Committee, or any of its committees pursuant to the provisions of Section or Article that defines members in good standing.

ARTICLE 4: MEMBERSHIP:

Section 1: Membership of OPA shall be open to all Professional descendants and citizens of Osogbo across the globe, without regard to race, gender, and political or religious affiliation, who subscribe to OPA's purpose, agree to abide by this Constitution or any amendments thereof, and regularly pay OPA membership fees or levies whenever such are agreed upon.

Section 2: All individual OPA members shall pay annual membership fees or levies as determined from time to time.

Section 3: Membership fee of the OPA is due by the 1st of January of each year. The grace period of three months is given till March 31st of each year to pay such membership fee. Every member must pay up membership fee by March 31st of each year in order to remain a member in good standing. Any member that fails to pay membership fee by the 31st of March of each year shall have his or her membership reset to member-in-financial default and shall not be able to vote or be voted for. Such member loses any previous credit for the purpose of determining eligibility for vying for leadership position or benefit to vote in any decision-making matter that requires membership in good standing with minimum duration of membership of immediate past two plus the current years that is required to be

satisfactorily familiar with the purposes and modus operandi of the Association as defined hereunder.

Section 4: In order to be able to vote during any election or discussion that requires voting, a member must have been a registered member and must have paid at least membership fee for the current year.

Section 5: In order to be voted for or able to vie for leadership position or able to vote on constitutional amendments or call for extraordinary general meeting, a member must have been a member for a minimum of the immediate past two years and the current year and must have paid membership fees for those three years.

Section 6: A member shall be in good standing and shall have the power to vote at OPA general meetings or to vote or be voted for during elections if the member has paid membership fees and levies and has been a member as detailed in Sections 3, 4 and 5 of this Article 4.

Section 7: The General Membership, pursuant to provisions of Sections 3 and 4 of this Article 4, may decide by a two-third-majority vote to confer **Honorary Membership of OPA on any individual** who has contributed substantially to the advancement of OPA or Osogbo. The recipient of such Honorary Membership shall not be entitled to vote or be voted for in OPA elections or meetings. No more than two (2) Honorary Memberships shall be conferred in a given year.

Section 8: To effectively achieve its objectives, OPA may, from time to time, grant any member of the society and or Osogbo, who may otherwise not meet the criteria of qualifying as a full member, participation in any capacity within or outside the OPA if such participation is deemed beneficiary to the cause of the OPA.

ARTICLE 5: THE GOVERNING BODY:

The Governing body of OPA shall include:

1) Board of Trustees or Board of Directors
2) The Global Executive Committee and
3) Committees

ARTICLE 6: BOARD OF TRUSTEES or BOARD OF DIRECTORS:

Section 1: The Trustees or Directors of **OSOGBO PROFESSIONALS ASSOCIATION** for purposes of Companies and Allied Matters Act or similar laws, shall be citizens of Osogbo who are committed to the interest and development of Osogbo AND must be fully familiar with and be committed to the objectives of the **OSOGBO PROFESSIONALS ASSOCIATION** and must abide by the provisions of this constitution. He or she must be financially independent and must be prepared to sacrifice his or her personal interest to protect the interest of Osogbo.

Section 2: Such Trustees or Directors (hereinafter referred to as, "The Trustees") shall not be less than two (2) and not be more than ten (10) in number. And shall be headed by a Chairman elected among themselves and a secretary.

Section 3: A Trustee or Director may hold office for renewable fifteen (15) years but shall cease to hold office if he or she:

a. Resigns his office.
b. Ceases to be a member of the registered Trustees of the body.
c. Becomes insane.
d. Is officially declared bankrupt.
e. Is convicted of a criminal offence by a Court of competent jurisdiction.

Section 4: Upon a vacancy occurring in the number of Trustees, a General Meeting will be held to appoint another eligible member of the Association pursuant to the provisions of Article 4.

Section 5: Trustees are responsible for registration activities of the OPA and shall equally ensure that all regulatory provisions of the jurisdictions where OPA is registered and or where OPA operates are observed and obeyed at all time.

Section 6: The Trustees shall also serve as advisors to the OPA and Global Executive Committee to ensure that the objectives of the OPA are focused on all the time and that all regulatory provisions are obeyed.

Section 7: The Trustees, by simple majority vote, shall have power to address, and shall have the last say on, any matter regarding the association including, but not limited to, any matter that has to do with dispute among members and shall have the power to dissolve the Global Executive Committee of the association if the Trustees or Directors, by simple majority vote, believe that such decision is in the best interest of the association.

ARTICLE 7: THE GLOBAL EXECUTIVE COMMITTEE:

Section 1:

a) An Executive Committee shall manage the affairs of OPA. The Executive Committee shall consist of a President, a Vice President, a General Secretary, an Assistant General Secretary, a Treasurer, a Financial Secretary, a Public Relations Officer, an Auditor and two (2) ex-officio members which shall be known as a Global Executive Committee.

b) Prior to the election of the Global Executive Committee as prescribed in Article 7 Section 1(a) above, the affairs of the OPA shall be managed by the Interim Executive Committee whose functions shall be exactly the same as those of their counterparts specified in Section 1(a) except for the Presidency whose functions and roles shall be performed by the Interim Chairman and Interim Vice Chairman respectively. The Interim Executive Committee shall cease to exist immediately after its dissolution just before the election of the Global Executive Committee as prescribed in this Constitution.

Section 2: The President shall:

(a) Be a member that must have a minimum education of university degree or equivalent of such and must be financially independent from verifiable incorruptible sources or source of income. He or she must be prepared and ready to champion any cause or matter in the interest of Osogbo even if such action will have negative impacts or impact on his or her own personal interest and or ambition. Illegal source of income shall disqualify any member from contesting for the position of President of this association;

(b) Chair all General Membership meetings and all meetings of the Global Executive Committee;
(c) Carry out any decision made by simple majority of the participating General Membership in good standing pursuant to provisions of Article 4;
(d) Provide leadership to the Executive Committee and OPA in general;
(e) Represent the Executive Committee and speak on behalf of OPA at public functions and activities;
(f) Sign documents on behalf of OPA, except that the General Secretary, the Treasurer or any other approved signatory of the account must co-sign OPA cheques;
(g) Keep members informed of OPA's activities, and maintain working relations with donors; and
(h) Engage in other functions to achieve OPA's purpose.

Section 3: The Vice President shall:
(a) Assist the President in the performance of functions of his office;
(b) Carry out the functions of the President in the President's absence or incapacity or if delegated by the President; and
(c) Perform any other functions delegated to him or her by the President.

Section 4: The General Secretary shall:
(a) Maintain an up-to-date membership register with members' contact information;
(b) Call General Membership meetings and or Executive Committee meetings at the directive of the President, prepare agendas for such meetings in consultation with the President and maintain a record of deliberations and attendance at the meetings;
(c) Serve as a signatory of OPA's accounts except he or she voluntarily objects;
(d) Maintain the organization's official records;
(e) Perform any other functions delegated to him or her by the President.

Section 5: The Assistant General Secretary shall:
(a) Assist the General Secretary;
(b) Assume the duties of the General Secretary in the absence or disability of the General Secretary; and
(c) Perform any other functions delegated to him or her by the President or the General Secretary.

Section 6: The Treasurer shall:
(a) Be the custodian of OPA's funds, which shall be kept in one or more bank accounts with the President, the General Secretary, the Treasurer or any other member of the Global Executive Council as signatories;
(b) Pay all bills approved by the OPA;
(c) Ensure that all tax returns are prepared and filed as required under the law; and (d) Perform any other functions delegated to him or her by the President.

Section 7: The Public Relations Officer shall, with the consultation with the President;
(a) Publicize the activities of OPA;
(b) Ensure that OPA maintains a positive public image; and

(c) Perform any other functions delegated to him or her by the President.

Section 8: The Financial Secretary shall:

(a) Keep an accurate record of all receipts and payment authorizations;

(b) Prepare all payment authorizations as approved by the Executive Committee, or the General Membership and forward such authorizations to the President;

(c) Prepare and present regular financial reports to the Executive Committee, or the General Membership;

(d) Recover all monies or properties owed to OPA, including, without limitation, donations, pledges, dues, fines, or levies;

(e) Track delinquency in payment of OPA fees and alert the Global Executive Committee or Membership to any financial delinquencies or improprieties; and (f) Perform any other functions delegated to him or her by the President.

Section 9: The Auditor shall:

(a) Conduct regular audits of the financial accounts or transactions of OPA;

(b) Identify and promptly notify the Global Executive Committee, or the General Membership if he discovers any improper or unauthorized transactions; and

(c) Perform any other functions delegated to him or her by the President.

Section 10: Each ex-officio member shall:

(a) Assist the President or the Global Executive Committee in the performance of their respective duties

(b) Perform any other functions delegated to him or her by the President.

Section 11: OPA shall indemnify and hold harmless any OPA member who sustains or incurs costs or expenses to defend any lawsuit or legal proceedings that is brought, commenced or prosecuted against the member for any act, deed, matter or thing whatsoever, made, done or permitted by the member in the scope of the member's official functions, except such costs, charges or expenses are occasioned by the member's own intentional tort or grossly negligent conduct;

Section 12: OPA may have and maintain committees to handle its projects. Members may be appointed to serve on any such committee based on professions and or interests of members. The terms of reference and time frame to complete any assignment shall be clearly communicated by the President or General Secretary in consultation with the President on regular basis and whenever deemed necessary. Any of these committees may be dissolved, reconstituted or renamed whenever deemed necessary or if found nonfunctional, and the functions of any committee may be limited, expanded or be reassigned if found not meeting the expectation. The committees may include but not limited to the following:

1. Constitution Drafting & Review Committee 2. Legal Committee.
3. Medical Committee.
4. Education Committee.
5. Media and Advocacy Committee.
6. Information Technology and other Internet Related Committee:
7. Industrialization committee.
8. Sports committee:
9. Security committee,
10. Urban Development, Planning and Boundary Dispute Committee.
11. Welfare Committee
12. Any other relevant committee(s) whose functions may become relevant at any point in time.

Section 14: Chapters of the OPA:

a) As membership of the OPA expands, chapter or chapters of the OPA may be established across the globe but such chapter must produce its own constitution using this Constitution as a template and the constitution of such Chapter is only allowed to include extra provisions required by law in such Chapter's location that may not exist in this Constitution and any amendment thereof;

b) Every member of such Chapter must abide by every provision of this Constitution unless any provision of this Constitution is against the law of the location of such Chapter, in which case such contradicting provision must be treated in isolation and must not affect the validity of any other provision of this Constitution;

c) Every member of such Chapter must maintain membership in good standing of the global OPA in order to continue to function as a member in good standing of such Chapter;

d) Establishment of such Chapter must be approved by the President of the global OPA and records of such existing Chapter must be kept by the General Secretary or in the Secretariat of the global OPA while other members of the global OPA in good standing should also be notified about the existence of such Chapter of the OPA.

ARTICLE 8: COUNCIL OF ELDERS:

Section 1: Council of Elders may consist of people of integrity within and outside of Osogbo who have contributed immensely towards the development of Osogbo and or her citizens and command high respects among citizens.

Section 2: Membership of Council of Elders may be between two and ten and shall be appointed based on nominations supported by simple majority of the Global Executive Members in good standing pursuant to provisions of Article 4 and shall serve in such capacity until either removed by the two third majority of the General Membership in good standing; by the simple majority decision of the Global Executive Members with subsequent confirmation by simple majority vote of the General Members in good standing that participate in such decision process OR by the simple majority vote of the Trustees or Directors or if such member resigns; becomes incapacitated or found guilty of any crime by a competent court.

Section 3: The Council of Elders shall serve as advisory body for the OPA leadership whenever such is deemed necessary and shall wade in whenever necessary in dispute resolution process in the OPA.

ARTICLE 9: ELECTIONS:

Section 1: Elections of all Global Executive Committee members shall take place every five years. No member of the OPA shall hold the same office for more than two consecutive terms. These elections may be held physically or virtually depending on prevailing circumstances.

Section 2: Not less than three (3) months prior to the elections date, the President with approval of the simple majority of Global Executive Committee or that of General Members in good standing pursuant to provisions of Article 4, shall appoint an Election Committee to organize an open and fair elections, during which members in good standing, pursuant to provisions of Article 4, may vote in person, telephonically or via videoconferencing or other electronic media such as text messages or emails, without regard to their physical locations and based on what deemed feasible and practicable by the Election Committee unless specifically directed in the terms of reference of the Election Committee.

Section 3: Not less than fourteen days prior to the elections date, the Election Committee, in consultation with the Global Executive Committee, shall prepare and ultimately certify and publish to the General Membership a candidates' list and a voters' register consisting of members in good standing who are eligible to vote or be voted for pursuant to provisions of Article 4. Upon the certification, no changes shall be made to the candidates' list or the voters' register until the elections are completed except if overridden by a simple majority of the General Members in good standing pursuant to provisions of Article 4.

Section 4: All elections' results shall be determined by a simple majority vote of members in good standing that participate in such voting process pursuant to provisions of Article 4 provided that all eligible voters are properly notified as prescribed herein.

Section 5: A term of office shall start after the official proclamation of the election results in an election year and end after the official proclamation of the election results in the next election year. No person shall serve in the same Executive Committee position for more than two consecutive terms. Notwithstanding the foregoing, serving in the Interim Executive team does not count in determining this term limitation.

Section 6: Any member of the Global Executive Committee that fails to abide by any of the membership requirements of this association as detailed herein and in Article 4 of this constitution shall cease being a member of the Global Executive Committee after being made aware of such infraction and fails to cure such infraction within one month (30 calendar days) after being made aware of such infraction and the position of such Global Executive Committee member shall become vacant immediately following that one month (30 calendar days) after such awareness of such infraction without being cured.

Section 7: If a vacancy occurs on the Executive Committee at any time and for any reason, the Global Executive Committee may vote by simple majority to appoint any member of the organization who is in good standing to fill the position for the duration of the term with all privileges and rights of an elected officer. Regardless of its duration, such substitution term shall count as a full term for purposes of determining eligibility to run for office under the two-consecutive-terms limit provision of section 5 of this Article.

ARTICLE 10: DISCIPLINE:

Section 1:

(a) Members of OPA shall conduct themselves with decorum at meetings and or during any form of debate and always behave as good ambassadors of Osogbo and OPA.

(b) Members of OPA shall avoid engaging in any discussion that is not directly related to the interests of Osogbo and or her citizen(s) in the official platform or platforms of the OPA. Member that violates this rule may be summarily removed from such platform.

Section 2: Any member may be sanctioned for gross misconduct that reflects adversely on OPA or Osogbo. The Global Executive Committee shall set up a committee to inquire into the alleged misconduct. The committee shall have 30 days from its inception date to give the accused member an opportunity to be heard and shall submit its findings and recommendations to the Global Executive Committee, which shall then determine, with a simple majority vote, the appropriate sanction, except that a member may not be suspended or removed from OPA unless and until the Global Executive Committee, upon finding

specifically that the misconduct warrants suspension or removal, submits the matter to the General Membership and the General Membership approves the suspension or removal by a two-third-majority vote of membership in good standing that participate in such vote after at least a week of notification of need for such vote pursuant to provisions of Article 4. A member may however be suspended by the Global Executive Committee majority vote pending the decision of the General Membership of the Global Executive Committee by simple majority vote that decides that a summary suspension of such a member is in the best interest of Osogbo and or OPA pursuant to provisions of Article 4. Such summary suspension may be affirmed or reversed later based on the decision of the General Membership as aforementioned and pursuant to provisions of Article 4.

ARTICLE 11: MEETINGS:

Section 1: Considering the virtual nature of the OPA debates, decisions may be made during discussions over the social media or any official forum of the OPA including, but not limited to, WhatsApp, Telegram, Web based etc, provided that the need for such decision is announced to the whole members in good standing via the acceptable media by the OPA at least forty eight hours prior to arriving at such decision making and provided that such decision is voted upon by a simple majority of those that vote among the members in good standing within the aforementioned window of forty-eight hours and pursuant to provisions of Article 4.

Section 2: All other special meetings may be conducted physically, telephonically or via videoconferencing or other virtual or electronic media, and participants may vote at such meetings without regard to their physical location at the time of the meeting provided however that the notice of such meeting has been circulated to members at least a week prior to such meeting with clear information about the agenda of such meeting.

Section 3: A physical General Membership meeting of OPA may be held once every five (5) years during which elections of the Global Executive Committee members are held; or for any other reason at any other time that is deemed feasible by simple majority of the participating General Members in good standing. The General Secretary upon the direction of the President shall prepare and circulate an agenda for a General Membership meeting with reasonable notice pursuant to provisions of Article 4. Notwithstanding the foregoing, elections of the Global Executive members may be held virtually at the discretion of the incumbent Global Executive Committee members based on simple majority vote of members of that committee in good standing pursuant to provisions of Article 4.

Section 4: A member in good standing that satisfies conditions in Section 5 of Article 4 may request an extraordinary General Membership meeting by sending a written request that sets forth the basis for the request to the President or the Secretary General, who shall then have fifteen days to call the meeting or refer the request to the Global Executive Committee for approval or disapproval by a simple majority vote.

Section 5: Unless any provision of this Constitution specifically states otherwise, issues arising at any meeting of OPA, the Global Executive Committee or any of OPA committees, shall be resolved by a simple majority vote. Each member shall have one and only one vote at any of such meeting, except that, in the event of a tied vote, the vote of the chairperson or President shall decide the issue being vote upon and pursuant to provisions of Article 4.

Section 6: Only members of the Global Executive Committee shall have the power to vote during meetings of the Executive Committee.

Section 7: Only members of OPA committees shall have the power to vote during meetings of those committees.

Section 8: Only General Members in good standing pursuant to provisions of Article 4 shall have power to vote during General Membership meetings.

Section 9: A motion to vote on an issue must be seconded by another member before a vote is cast; except if such motion arises from an ongoing discussion about an issue with opposing views from members, in which case, a motion to resolve the opposing views may be voted upon without being seconded at the discretion of the President.

Section 9: Fifty-one percent of the members with power to vote pursuant to provisions of Article 4 shall form a quorum at meetings of the Global Executive Committee, and all other committees and sub- committees of the organization provided notice of such meeting was properly served for physical meetings.

Section 10: For virtual meetings and or debates, any debate that requires opinions of others before decision is finalized must be tabled for discussion for at least twenty-four hours before final decision is made; and if opposing views arise, such debate must be decided by a simple majority vote of all members in good standing pursuant to provisions of Article 4 or those that participate in such vote within at least twenty-four hours of the voting process pursuant to provisions of Article 4 if not every eligible member casts such his or her vote within the twenty-four hours of voting process.

Section 11: If no quorum is formed at any physical meeting, the meeting shall stand adjourned and shall be reconvened with reasonable notice and the members in good standing pursuant to provisions of Article 4 that are present at such reconvened meeting shall be deemed to form a quorum.

Section 12: Resolution at meetings:

a) Any actionable matter of the OPA shall first be discussed and debated among the Executive Members virtually, telephonically, physically or via any other forum of meeting unless at least a circumstance necessitates otherwise;

b) Such actionable matter is either approved by the Executive Members by at least a simple majority vote of the Executive Members that participate in such debate or defeated;

c) If such actionable matter is being deliberated upon at a life physical or virtual meeting, the resolution shall be based on simple majority vote of the attending members of that meeting where such matter is debated;

d) If such actionable matter is being deliberated upon in a virtual platform of the Executive Members, a period of forty-eight (48) hours shall be allowed for Executive Members to debate such matter or matters and resolution or resolutions shall be based on simple majority of those that participate in that debate within that time frame, except otherwise stated or more urgent decision is necessary;

e) Because of the foregoing, every Executive Member is enjoined to check the Executive Members' platform at least once within every twenty-four (24) hours in case an actionable matter is being debated;

f) If approved, all members of the Executive are believed to have agreed with such resolution or resolutions and are expected to debate and vote in support of such matter or matters if tabled before the general members in good standing as detailed in the Constitution;

g) If any Executive Member has any concern beyond what has been previously expressed about any resolution previously approved by at least a simple majority of the Executive Members before being presented at any forum outside of the Executive Members forum, such new concern must be expressed in the Executive Members forum for urgent consideration and review and such concerned Executive Member should not criticize or vote against in the general platform such resolution that has been previously passed in the Executive Members forum until his or her new concern has been adequately addressed in the Executive Members forum and if, for any reason, such Executive Member is still not satisfied by the resolution in the Executive Members forum regarding the new concern of his or hers, such concerned Executive Member may then submit his or her new concern as a minority report to the General Secretary of the Association for record purpose and to the platform of general members in good standing if so deemed necessary;

h) Unless otherwise necessitated by at least a mitigating circumstance, actionable resolution of the Association needs to be tabled for review in the forum of the general members in good standing before implementation subject to the aforementioned condition of collegiality of the Executive Members' team;

i) The review of such resolution by the general members in good standing shall be deemed completed and the resolution deemed approved by the end of the meeting of the general members in good standing if the revision is at a general meeting or after forty-eight (48) hours of posting such resolution for review on virtual platform unless there is a pragmatic objection to such resolution;

j) The foregoing is with an understanding that certain resolution may require more urgent implementation, if so, the time limit for the required review will be advised along with such urgent resolution;

k) After the resolution from the Executive Members forum is tabled in the forum of the general members in good standing, any objection to such resolution and such objection must be pragmatic and must come with objective and reasonable reason or reasons detailing the negative impact or impacts on Osogbo and her citizens if such resolution is implemented and the member so objecting must provide at least a pragmatic alternative option that will achieve the same intended objective of the tabled resolution without injuring the interest of Osogbo and her citizens;

l) If pragmatic objection is raised as aforementioned, the objection has to be seconded by another member in good standing in order for the objection to be considered for voting;

m) If a pragmatic objection is properly raised and seconded, the President or a member in good standing designated by the President shall conduct a vote on the objected resolution with the voting period of seventy-two (72) hours, unless varied by at least a prevailing circumstance that warrants more urgent decision, and the final decision shall be based on a simple majority vote of the members in good standing that have reviewed and participated in the debate over that period of debating and voting;

n) In case the voting result on the resolution being objected is a tie, the President shall cast the determining vote;

o) If the result of the simple majority vote of the participating members on the objected resolution is against the implementation of the reviewed resolution, such resolution shall be referred back to the Executive Members for reconsideration and or amendment;

p) Every financial member of the Association is believed and or presumed to have reviewed the foregoing and all other provisions of the Constitution of the OPA and other policies and guidelines and rules of the OPA and willingly attests to abide by those as existing and as may be amended from time to time depending on the necessities;

ARTICLE 12: FINANCES

Section 1: OPA's fiscal year shall be from the first day of January of any year through the thirty first day of December of the same year though membership fees' compliances are pursuant to provisions of Article 4.

Section 2: The general membership, by a simple majority vote of members in good standing pursuant to provisions of Article 4 who participate in the voting process within the specifically announced time frame as prescribed in this Constitution, may impose annual levies or fees on members.

Section 3: At least one bank account shall be opened in the name of the organization at a branch of an accredited bank or with such other financial institution as the Global Executive Committee may from time to time decide.

Section 4: The President and the General Secretary, the Treasurer or any other member of the Global Executive Committee shall be signatories to OPA's accounts and the signature of at least two signatories shall be required on all cheques drawn from OPA's accounts.

Section 5: Any expenditure by the OPA must first be discussed at least at the Global Executive Committee's level. The Global Executive Committee must approve any expenditure exceeding one hundred thousand naira or its equivalent in any other currency. Payment of all expenditures must be made by cheque or electronic payment that has verifiable printable proof. OPA is not permitted to incur any debt exceeding one million naira or its equivalent in any other currency without prior approval of the General Membership by simple majority of members in good standing as defined in Article 4 who participate in such voting process within the announced voting period.

ARTICLE 13: WELFARE

Section 1: OPA may create and maintain a Welfare Fund to provide financial support to members in good standing as defined in Article 4 in certain circumstances such as death in the family, sickness or other major life events beyond the control of such member as determined by the Welfare Committee and approved by the Global Executive Committee and General Membership. The General membership shall determine by a simple majority vote the percentage of membership dues, fines or levies collected by OPA that will be set aside to fund the Welfare Fund.

Section 2: The General Executive Committee may empanel a Welfare Committee under the Chairmanship of a member of the Global Executive Committee to promulgate rules governing the disbursement of funds from the Welfare Fund.

Section 3: Members of the OPA shall be entitled to free or subsidized medical, legal or other professional services and or consultations from other professional members of the OPA if such services are needed within the jurisdiction of practice of such professionals. The OPI member that is in need of such service may have to apply through the Welfare Committee of the OPI to such willing professional member service(s) provider(s).

ARTICLE 14: APPOINTMENT OF AUDITORS

Section 1: Independent and licensed Auditors may be appointed by the general meeting to audit the financial records of the association annually and submit an audited report to the Annual General Meeting of the Association.

Section 2: The audited financial statements (balance sheet and income and expenditure account) dully certified by independent auditors, if exist, shall be annexed to the annual returns and file with the Corporate Affairs Commission.

ARTICLE 15: COMMON SEAL

Section 1: The Trustees or Directors shall have a Common seal

Section 2: Such Common seal will be kept in the custody of **THE CHAIRMAN** of the Trustees who shall produce it when required for use by the Trustees.

Section 3: All documents to be executed by the Trustees or Directors shall be signed by such a number of them and sealed with the Common seal.

ARTICLE 16: AMENDMENTS

The Global Executive Committee may from time to time empanel a Constitution Review Committee to review the OPA Constitution and recommend amendments. Before submitting its final recommendations to the Global Executive Committee, the Constitutional Review Committee shall open up its amendment proposals to the General Membership in good standing as defined in Article 4, or the Global Executive Committee for comments. The comments period shall not be less than 30 days. The Constitution Review Committee shall thereafter consider all comments and prepare notes as to how each comment was considered and treated in its final recommendations. Upon receiving the final recommendations from the Constitution Review Committee, the Global Executive Committee shall vote by a simple majority to refer the final recommendations, unchanged, to the General Membership in good standing as defined in Article 4, which shall then vote to ratify them by a simple majority if there is any objection to adopting by simple acclamation. Notwithstanding the foregoing, Sections of this Constitution that address the objectives and modus operandi of the Association, including the sections regarding embarking activities towards unity of leaderships in Osogbo, are not amendable, though may be expanded.

ARTICLE 17: SPECIAL CLAUSE

(1) THE INCOME AND PROPERTY OF OPA shall be applied solely towards the promotion of the objectives of the body as set forth in the purpose RULES AND REGULATION of this CONSTITUTION: and no portion thereof 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 Association.

(2) PROVIDED that nothing herein shall prevent the payment of reasonable and proper remuneration to any officer or servant of the Association in return for any service actually rendered to the Association:

   a. With the exception of ex-officio members of the Governing Council/Global Executive Committee no member of the Global Executive Committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees; and

   b. No remuneration or other benefit in money or money's worth shall be given by the body 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 or reasonable fees for services rendered.

(3) If in the event of a winding up or dissolution of the corporate body if there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institutions, having objectives similar to object of the Associations, such institutions to be determined by the members of the Association at or before the time of dissolution or by the Board of Trustees or Directors.

(4) If effect cannot be given to the aforesaid provisions, then the remaining property shall be transferred to some charitable object.

ARTICLE 18: INTERPRETATION:

Section 1: Wherever a fraction or percentage of membership is referred to in this Constitution, such means a fraction and or percentage of such members in good standing present pursuant to provisions of Article 4 and who participate in any decision-making activity of the OPA after a reasonable notice has been sent to all members in good standing as defined in Article 4 by the President, or by the General Secretary after consultation with the President.

Section 2: Good Standing refers to payment of all dues and levies as detailed in Article 4 and without any conviction for any crime by any competent court.

ARTICLE 19: OATH

Every member of the association is presumed to have taken the following standard oath: "I..... do solemnly affirm that I will support and abide by the Constitution of Osogbo Professionals Association (OPA), promote the interests and development of Osogbo and its descendants in all aspects, and faithfully and diligently discharge all duties incumbent on me as a member or executive member of OPA to the best of my ability. So help me God."

Dated this 16th day of March, 2023

Signature of the President
Signed
Omoniyi Yakubu Adebisi, MD, CCFP(OSS)
President

Signature of the General Secretary
Signed
Jubril Olajide Adesina
General Secretary