



**SpringAid**

International Development  
— Investing in people —

**SAID Nigeria**

**THE  
CONSTITUTION  
OF  
SPRINGAID INTERNATIONAL  
DEVELOPMENT  
(SpringAid Nigeria)**

***2023 Revised Constitution***

# PREAMBLE

We, the members of **SpringAid International Development – Nigeria (SpringAid Nigeria)**, an independent, non-profit, non-political, non-religious and non-governmental organisation affiliated to the SpringAid International Development global family, do hereby adopt this Constitution to guide our governance, operations, accountability, and compliance with national laws and international best practices.

This Constitution reflects SpringAid’s global vision, mission, values, and safeguarding commitments, while respecting the legal, social, and regulatory context of the Federal Republic of Nigeria.

## ARTICLE 1: NAME AND LEGAL STATUS

1. The name of the organisation shall be **SpringAid International Development – Nigeria (SpringAid Nigeria)**.
2. SpringAid Nigeria shall be registered as an Incorporated Trustee under the Companies and Allied Matters Act (CAMA) of the Federal Republic of Nigeria.
3. SpringAid Nigeria is an affiliate member of **SpringAid International Development Sweden**, founded by Dr Chikezie Onuoha in Gothenburg, Sweden in 2008.
4. SpringAid Nigeria shall operate as a non-profit and charitable organisation.

## ARTICLE 2: REGISTERED OFFICE

1. The registered office of SpringAid Nigeria shall be located in Nigeria at an address approved by the Board of Trustees.

23 C Ihechiuwa Street, by MCC Road, Ikenegbu Layout, Owerri, Imo State-  
NIGERIA

2. The Board may establish branch or field offices as required for programme implementation.

## ARTICLE 3: VISION, MISSION, AND VALUES

### 3.1 Vision

A world free from poverty and injustice, where women, youth, and communities have the power and opportunity to thrive.

**A just and sustainable world where all people have the power {to} lift themselves out of poverty) change.**

### 3.2 Mission

To help people living in poverty fight and eradicate the root causes of poverty and hunger in all its forms, through locally led development, capacity building, entrepreneurship, human

rights promotion, gender equality, good governance, climate change and sustainable livelihoods, especially of women and young people.

### **3.3 Purpose**

SpringAid Nigeria works for a just and sustainable development, based on the equal value of all people and their right to reasonable living conditions, as well as for sustainable use of the earth's resources.

SpringAid Nigeria's activities aim to support people living in poverty, their organisation and their possibilities of asserting their human rights and participating in the decisions that affect their living situation

### **3.4 Core Values**

- Human dignity and Equality
- Team Work
- Accountability and Transparency
- Participation and Inclusion
- Safeguarding and Protection
- Integrity
- Transformative leadership,
- Learning, Responsibility, Accountability,
- Partnership
- Sustainability

## **ARTICLE 4: AIMS AND OBJECTIVES**

SpringAid Nigeria shall pursue the following objectives:

1. Poverty eradication and grassroots development.
2. Promotion of entrepreneurship, livelihoods, and access to financial inclusion.
3. Advancement of gender equality and women's empowerment.
4. Youth leadership development and civic participation.
5. Health promotion, capacity building and social wellbeing.
6. Human rights advocacy, democracy, and good governance.
7. Environmental sustainability and climate-resilient development.
8. Strengthening civil society capacity and community philanthropy.
9. Social entrepreneurship

## **ARTICLE 5: GUIDING POLICIES AND STANDARDS**

SAID Nigeria shall operate in accordance with approved organisational policies, including but not limited to:

- Safeguarding Policy
- Child Protection Policy
- Anti-Corruption and Fraud Policy
- Procurement and Asset Management Policy

- Code of Conduct
- Gender Equality and Inclusion Policy
- Financial Management and Audit Policy

These policies shall be binding on all trustees, staff, volunteers, consultants, and partners.

## **ARTICLE 6: MEMBERSHIP**

1. Membership shall be open to individuals and organisations who support the vision and objectives of SpringAid Nigeria.
2. Membership categories may include:
  - Individual Members
  - Associate or Corporate Members
3. Members shall adhere to this Constitution and all organisational policies.
4. Membership may be suspended or terminated for misconduct, including violation of safeguarding or ethical standards.

## **ARTICLE 7: AFFILIATION**

1. The Organization is an **independent legal entity**.
2. The Organization may enter into **affiliation or cooperation agreements**, including with **SpringAid International Development (International)**.
3. Such affiliation shall not compromise the Organization's legal independence, governance autonomy, or compliance with Nigerian law.
4. No affiliated organization shall exercise ownership or control over the Organization.

## **ARTICLE 8: GOVERNANCE STRUCTURE**

The governance organs of SpringAid Nigeria shall be:

1. The General Assembly
2. The Board of Trustees
3. The Executive Management

## **ARTICLE 9: GENERAL ASSEMBLY**

1. The General Assembly is the highest decision-making body.
2. It shall meet at least once annually.
3. Functions include:
  - Approval of annual reports and audited accounts
  - Election or removal of Trustees
  - Amendment of the Constitution
  - Dissolution of the organisation
4. Decisions shall be by simple majority unless otherwise stated.

## **ARTICLE 10: BOARD OF TRUSTEES**

1. The Board of Trustees shall consist of not less than five (5) and not more than nine (9) members.
2. Trustees shall serve fixed renewable terms as determined by the General Assembly.
3. Trustees shall serve in a voluntary capacity.
4. The Board shall provide strategic oversight, fiduciary responsibility, and policy approval.
5. Trustees shall comply with conflict of interest, safeguarding, and anti-corruption requirements.

## **ARTICLE 11: EXECUTIVE MANAGEMENT**

1. The Executive Director shall be the Chief Executive Officer of SpringAid Nigeria.
2. The Executive Director shall manage day-to-day operations in line with Board-approved strategies.
3. Other staff positions shall be determined by operational needs and approved organisational structures.

## **ARTICLE 12: FINANCIAL MANAGEMENT**

1. SpringAid Nigeria shall maintain proper financial records in accordance with international accounting standards.
2. Annual external audits shall be conducted by independent auditors.
3. The audited financial statements (balance sheet and income and expenditure account) duly certified by independent auditors shall be annexed to annual returns and filed with the Corporate Affairs Commission /Federal Inlands Revenues (FIRS).
4. Funds shall be applied solely to achieving organisational objectives.
5. No part of the income shall be distributed for private benefit.

## **ARTICLE 13: SAFEGUARDING AND ETHICS**

1. SpringAid Nigeria has zero tolerance for abuse, exploitation, harassment, or discrimination.
2. All representatives shall comply with safeguarding policies.
3. Breaches shall be investigated and sanctioned appropriately.

## **ARTICLE 14: DISSOLUTION**

1. SpringAid Nigeria may be dissolved by a resolution of at least two-thirds (2/3) of the General Assembly.
2. Upon dissolution, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be transferred to some other charitable organisations with similar objectives and the body or bodies are prohibited from distributing it amongst its or their members.

## **ARTICLE 15: SPECIAL CLAUSE**

1. The income and assets of the SpringAid Nigeria whensoever derived shall be applied solely towards the promotion of the objects of the ORGANISATION as set forth in

this Rules and Regulations/Constitution, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of SpringAid Nigeria

2. Provided that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer of SpringAid Nigeria in return for cost incurred for any service rendered to the ORGANISATION.

## **ARTICLE 16: AMENDMENTS**

1. Amendments to this Constitution shall require approval by two-thirds (2/3) of members present at the General Assembly.
2. Amendments shall take effect upon approval by the relevant regulatory authority.

## **ARTICLE 17: GOVERNING LAW**

This Constitution shall be governed by the laws of the Federal Republic of Nigeria.

**Adopted by the General Assembly of SpringAid International Development**

**– Nigeria on 27<sup>th</sup> December 2023.**

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**Board Chairperson**

**Freddie Iheanaetu**