

# DAKGB ONAFEKO HUMAN RIGHTS

## MEMORANDUM & ARTICLES OF ASSOCIATION

1. Each subscriber to this memorandum of association, wishes to be bound by it and agrees to become a member of the Company or Organization.
2. The name of this company is **DAKGB ONAFEKO HUMAN RIGHTS**; using the following names:
  - (a) Human and Civil Rights Convention
  - (b) HACRC Institute
  - (c) Greatday Electronic Communications Services (Greatday ECS).
3. It is stated that the company's objects (aims) include the promotion or regulation of commerce, art, science, education, religion or any profession.
4. This is a social enterprise, currently based in Ireland. Save as specifically provided herein, this enterprise adopts:
  - (a) Articles of Association for Human and Civil Rights Convention 2017, reference 12087642, updated and signed 6<sup>th</sup> July 2019
  - (b) Memorandum of Association for Human and Civil Rights Convention 2017, reference 12087642, updated and signed 6<sup>th</sup> July 2019
  - (c) Creation of HACRC Institute dated and signed December 24<sup>th</sup> 2020.
5. Each member to contribute to the asset of the company, if it is wound up during the time that he or she is a member, or within 1 year of ceasing to be a member. In the event of the company being wound up, all of the firm's assets will be transferred to HACRC President's (**David Abiodun Kolawole Gbolahan Babatunde ONAFEKO**) and/or any newly formed organization with similar objects he makes, or any other organization with similar objects as decided by him in writing, or by any one he has chosen in writing as a successor, with succession rights.

Name of Each subscriber

Authentication By Each Subscriber

**David Abiodun K.G.B. Onafeko**



**Dated This April 6<sup>th</sup>, 2024.**

# ARTICLES OF ASSOCIATION

## PART 1 : ARTICLES

Human and Civil Rights Convention 2017, hereinafter called or referred to as HACRC, adopts the Universal Declaration of Human Rights, a Declaration proclaimed by the United Nations General Assembly resolution 217A in Paris on the 10<sup>th</sup> December 1948, as a common standard of achievements for all and hereby sets out in full, such articles and/or fundamental human rights of which HACRC agrees to work with or help protect universally.

### Preamble

- Whereas recognition of the inherent dignity and of the equal and inalienable rights of all members of the human family is the foundation of freedom, justice and peace in the world.
- Whereas disregard and contempt for human rights have resulted in barbarous acts which have outraged the conscience of mankind and the advent of a world in which human beings shall enjoy freedom of speech, freedom of belief and freedom from fear and want has been proclaimed as the highest aspiration of the common people.
- Whereas it is essential, if man is not to be compelled to have recourse, as a last resort, to rebellion against tyranny and oppression, that human rights should be protected by the rule of law.
- Whereas it is essential to promote the development of friendly relations between nations, nationals, organizations, authorities etc.
- Whereas the peoples of the United Nations have in the Charter reaffirmed their faith in fundamental human rights, in the dignity and worth of the human person and in the equal rights of men and women and have determined to promote social progress and better standards of life in larger freedom.
- Whereas United Nation Member States have pledged themselves to achieve, in co-operation with the United Nations, the promotion of universal respect for and observance of human and fundamental freedoms.
- Whereas a common understanding of these rights and freedoms is of the greatest importance for the full realization of this pledge.
- Whereas THE GENERAL ASSEMBLY proclaims THIS UNIVERSAL DECLARATION OF HUMAN RIGHTS as a common standard of achievement for all peoples.
- Whereas on or about December 23<sup>rd</sup> 2017, Human and Civil Rights Convention first became limited by Guarantee by virtue of registration with the Companies House, United Kingdom of Great Britain and Northern Ireland, under registration number 11124361, the said company was removed from limited liability register (meaning that organization became unlimited) due to fraudulent conspiracy against HACRC or HACRC President or failure to pass on posts of the said Companies House to the HACRC President for action, or theft of HACRC posts.
- Whereas on or about July 2019, the organization again became Limited by Guarantee by virtue of registration with the same Companies House, United Kingdom of Great Britain and Northern Ireland under registration number 12087642. In any event, the organization had no income, did not really commence operations, so in effect the removal from limited liability register and registration makes no real difference to HACRC, except the unnecessary additional administrative work involved for the HACRC.
- Whereas the organization under the umbrella of DAKGB ONAFEKO Human Rights is now formed.

The Human and Civil Rights Convention proclaimed Universal Declaration of Human Rights as a common standard of achievement for all peoples, all nations, all sovereigns, all authorities etc., to the

end that every individual and every organ of society, keeping this Declaration constantly in mind, shall strive by teaching and education to promote respect for these rights and freedoms and by progressive measures, national and international, to secure their universal and effective recognition and observance, both among the peoples of Member States themselves and among the peoples of territories under their jurisdiction.

The Articles and Memorandum are now consolidated and form basis of **DAKGB ONAFEKO Human Rights**.  
The said Universal Declaration of Human Rights now forms, hereinafter, Articles 1 to 35.

### **Article 1.**

All human beings are born free and equal in dignity and rights. They are endowed with reason and conscience and should act towards one another in a spirit of brotherhood.

### Article 2.

Everyone is entitled to all the rights and freedoms set forth in the declaration, without distinction of any kind, such as race, colour, sex, language, religion, political or other opinion, national or social origin, property, birth or other status. Furthermore, no distinction shall be made on the basis of the political, jurisdictional or international status of the country or territory to which a person belongs, whether it be independent, trust, non-self-governing or under any other limitation of sovereignty.

### Article 3.

Everyone has the rights to life, liberty and security of person.

### Article 4.

No one shall be held in slavery or servitude, slavery and the slave trade shall be prohibited in all their forms.

### Article 5.

No one shall be subjected to torture or to cruel, inhuman or degrading treatment or punishment,

### Article 6.

Everyone has the right to recognition everywhere as a person before the law.

### Article 7.

All are equal before the law and are entitled without any discrimination to equal protection of the law. All are entitled to equal protection against any discrimination in violation of this Declaration and against any incitement to such discrimination.

Article 8.

Everyone has the right to an effective remedy by the competent national tribunals for acts violating the fundamental rights granted him by the constitution or by law.

Article 9.

No one shall be subjected to arbitrary arrest, detention or exile.

.Article 10.

Everyone is entitled in full equality, to a fair and public hearing by an independent and impartial tribunal, in the determination of his rights and obligations and of any criminal charge against him.

**Article 11.**

Everyone charged with a penal offence has the right to be presumed innocent until proved guilty according to law in a public trial at which he has all the guarantees necessary for his defence.

No one shall be held guilty of any penal offence on account of any act or omission which did not constitute a penal offence, under national or international law, at the time when it was committed. Nor shall a heavier penalty be imposed than the one that was applicable at the time the penal offence was committed.

Article 12.

No one shall be subjected to arbitrary interference with his privacy, family, home or correspondence, nor to attacks upon his honour and reputation. Everyone has the right to the protection of the law against such interference or attacks.

Article 13.

- a) Everyone has the right to freedom of movement and residence within the borders of each state.
- b) Everyone has the right to leave any country, including his own, and to return to his country.

Article 14.

- a) Everyone has the right to seek and to enjoy in other countries asylum from persecution.
- b) This right may not be invoked in the case of prosecutions genuinely arising from non-political crimes or from acts contrary to the purposes and principles of the United Nations.

Article 15.

- a) Everyone has the right to a nationality.
- b) No one shall be arbitrarily deprived of his nationality nor denied the right to change his nationality.

Article 16.

- (a) Men and women of full age, without any limitation due to race, nationality or religion, have the right to marry and family. They are entitled to equal rights as to marriage and dissolution of marriage.
- (b) Marriage shall be entered into only with the free and full consent of the intending spouses.
- (c) The family is a natural and fundamental group unit of society and is entitled to protection by society or the State.

Article 17.

- (a) Everyone has the right to own property alone as well as in association with others.
- (b) No one shall be arbitrarily deprived of his property.

**Article 18.**

Everyone has the right to freedom of thought, conscience and religion; this right includes freedom to change his religion or belief, and freedom, either alone or in community with others and in public or private, to manifest his religion or belief in teaching, practice, worship and observance.

Article 19.

Everyone has the right to freedom of opinion and expression; this right includes freedom to hold opinions without interference and to seek, receive and impart information and ideas through any media and regardless of frontiers.

Article 20.

- (a) Everyone has the right to freedom of peaceful assembly and association.
- (b) No one may be compelled to belong to an association.

Article 21.

- (a) Everyone has the right to take part in the government of his country; directly or through freely chosen representatives,
- (b) Everyone has the right of equal access to public service in his country.
- (c) The will of the people shall be the basis of the authority of the government; this will shall be expressed in periodic and genuine elections, which shall be by universal and equal suffrage and shall be held by secret vote or by equivalent free voting procedures.

Article 22.

Everyone, as a member of society, has the right to social security and is entitled to realization, through national effort and international co-operation and in accordance with the organization and resources of each State. Of the economic, social and cultural rights indispensable for his dignity and the free development of his personality.

Article 23.

- (1) Everyone has the right to work, to free choice of employment, to just and favourable conditions of work and to protection against unemployment.
- (2) Everyone, without any discrimination, has the right to equal pay for equal work.
- (c) Everyone who works, has the right to just and favorable remuneration ensuring for himself and his family an existence worthy of human dignity, and supplemented, if necessary, by other means of social protection.
- (d) Everyone has the right to form and to join trade unions for the protection of his interests.

Article 24.

Everyone has the right to rest and leisure, including reasonable limitation of working hours and periodic holidays with pay.

Article 25.

- (a) Everyone has the right to a standard of living adequate for the health and well-being of himself and of his family, including food, clothing, housing and medical care and necessary social services, and the right to security in the event of unemployment, sickness, disability, widowhood, old age or other lack of livelihood in circumstances beyond his control.
- (b) Motherhood and childhood are entitled to special care and assistance. All children, whether born in or out of wedlock, shall enjoy the same social protection.

Article 26.

- (a) Everyone has the right to education. Education shall be free, at least in the elementary and fundamental states. Elementary education shall be compulsory. Technical and professional education shall be made generally available and higher education shall be equally accessible to all on the basis of merit.
- (b) Education shall be directed to the full development of the human personality and to the strengthening of respect for human rights and fundamental freedoms. It shall promote understanding, tolerance and friendship among all nations, racial or religious groups, and shall further the activities of the United Nations for the maintenance of peace.
- (c) Parents have a prior right to choose the kind of education that shall be given to their children.

Article 27.

- (a) Everyone has the right freely to participate in the cultural life of the community, to enjoy the arts and to share in scientific advancement and its benefits.
- (b) Everyone has the right to the protection of the moral and material interests resulting from any scientific, literary, or artistic production of which he is the author.

Article 28.

Everyone is entitled to a social and international order in which the rights and freedoms set forth in this Declaration can be fully realized.

Article 29.

- (a) Everyone has duties to the community in which alone the free and full development of his personality is possible.
- (b) In the exercise of his rights and freedoms, everyone shall be subject only to such limitations as are determined by law solely for the purpose of securing due recognition and respect for the rights and freedoms of others and of meeting the just requirements of morality, public order and the general welfare in a democratic society.
- (c) These rights and freedoms may in no case be exercised contrary to the purposes and principles of the United Nations.

**Article 30.**

Nothing in this Declaration may be interpreted as implying for any State, group or person, any right to engage in any activity or to perform any act aimed at the destruction of any of the rights and freedoms set forth herein.

Article 31.

HACRC may amend the contents of paragraphs 1 to 30 hereinbefore to comply with any change(s) in the United Nations Universal declaration of Human Rights. The HACRC President will monitor or supervise the necessary changes or amendments to the said paragraphs 1 to 30 hereinbefore and publish same promptly.

Article 32.

HACRC President may set up, dissolve or make changes to the constituents of internal bodies. to be responsible for developing criteria, conditions, rules, procedures. The HACRC President is also responsible for:

- (a) Formulating the rules prospective HACRC clients must satisfy in order to qualify for HACRC assistance.
- (b) Issuing rules about the steps to be followed by any organization(s). body or bodies, offering to sponsor any of HACRC activity, including those of general funding of or by HACRC



- (c) Drafting, preparing and publication of HACRC Articles, including any necessary amendment(s) thereafter
- (d) Developing useful relationships with ether international bodies, third parties and representing HACRC worldwide
- (e) Determine when it is no longer useful for HACRC to be present or engage HACRC activities or duties within a country due to human and/or civil rights violation in that country, including for any restriction, freedom or curtailment issues. In this type of case or cases, the HACRC President may cease operations in such country or countries for any reason(s), including for reason of security risks. If these steps result in changes to HACRC official address, country of jurisdiction etc., then the HACRC President will be at liberty to carry out such reforms, amendments, changes etc. and publicize such changes or amendment as soon as practicable.

Article 33.

**WHEREAS David Abiodun Kolawole Gbolahan Babatunde ONAFEKO**, image is hereinafter displayed



Is the Guarantor or Pioneer of the Human and Civil Rights Convention (HACRC), effectively the HACRC Chairman, President, Sole Director or Chief Executive, he:

- a) May at any time by deed poll, pass on his role to a successor of his choice, or for a short period during any period of his absence or sickness or death etc. There be no restriction to the HACRC President's choice of successor, which may include member of his family or child, but such appointment or succession shall be published with his written authority and consent promptly.
- b) May at any time appoint, remove or limit the role of a deputy President for specific period. There be no restriction to the HACRC President's choice of successor, which may include member of his family or child, but such appointment or succession shall be published with his written authority and consent promptly.
- c) As soon as possible, will develop appropriate legal system or framework, legal procedures, HACRC locations etc. and published such information or cause anyone he may authorize in writing to so do
- d) May develop any necessary provision(s) for effective and smooth running of HACRC, block any loophole within these articles to avoid any internal or external fraudulent activities.

Article 34.

Where there exists any limitation period with respect to the rights afforded by this convention:

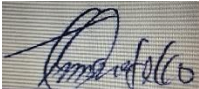
- a) There be postponement of limitation period in case of fraud, concealment or mistake where
  - i) the action is based upon the fraud or concealment of the defendant, or
  - ii) any relevant fact to the Plaintiff's right of action has been deliberately concealed from him by the defendant, or
  - iii) the action is for relief from the consequence of a mistake.

The period of limitation shall not begin to run until the Plaintiff or victim has discovered the fraud, concealment or mistake (as the case may be) or could with reasonable diligence have discovered it. References in this subsection to the defendant, include references to the defendant's agent and to any person through whom the defendant claims as his agent.

- b) For the purposes of subsection (a) above, deliberate commission of a breach of duty in circumstances in which it is unlikely to be discovered for some time amounts to deliberate concealment of the facts involved in that breach of duty.

**Article 35.**

Further to the Preamble and Articles hereinbefore, HACRC President is empowered to carry out complete overhaul of HACRC procedures, rules, articles etc. as soon as possible or yearly or as may be required.



.....

Signature

**David Abiodun K.G.B. Onafeko**

## PART 2 INTERPRETATION AND LIMITATION OF LIABILITY

### 36 Defined terms

(1) The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply to the Company.

(2) In the articles, unless the context requires otherwise:

"the 2006 Act"	means the Companies Act 2006;
"articles"	means the Company's articles of association;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"chairman"	has the meaning given in
"chairman of the meeting"	article 47; has the meaning given in article 50;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006, in so far as they apply to the Company);
"director"	means a director of the Company, and includes any person occupying the position of, director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	has the meaning given in section 1168 of the 2006 Act;
"member"	has the meaning given in section 112 of the 2006 Act;
"ordinary resolution"	has the meaning given in section 282 of the 2006 Act;
"participate"	in relation to a directors' meeting, has the meaning given in article 10;
"proxy notice"	
"special resolution"	
"subsidiary"	has the meaning given in article 66;
"writing"	has the meaning given in section 2(3) of the 2006 Act; and means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act as in force on the date when these articles become binding on the Company.

37 Liability of members

The liability of each member is limited to E1.00, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and *expenses* of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

### PART3 DIRECTOR'S POWERS AND RESPONSIBILITIES

38 Directors' general authority

Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

39 **Members' reserve power**

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

40 Directors may delegate

- (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
  - (a) to such person or committee;
  - (b) by such means (including by power of attorney);
  - (c) to such an extent;
  - (d) in relation to such matters or territories; and
  - (e) on such terms and conditions; as they think fit.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

41 **Committees**

- (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

### DECISION-MAKING BY DIRECTORS

42 **Directors to take decisions collectively**

- (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 43.
  - (a) the Company only has one director, and
  - (b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may, subject to articles 8(3) and 16 take decisions without regard to any other of the provisions of the articles relating to directors' decision-making.

### **43 Unanimous decisions**

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by all means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

### **44 Calling a directors' meeting**

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice.
- (2) Notice of any directors' meeting must indicate:
  - (a) its proposed date and time;
  - (b) where it is to take place; and
  - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

### **49 Participation in directors' meetings**

- (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
  - (a) the meeting has been called and takes place in accordance with the articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **46 Quorum for directors' meetings**

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
  - (a) to appoint further directors, or;
  - (b) to call a general meeting so as to enable the members to appoint further directors.

### **47 Chairing of directors' meetings**

- (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

### **48 Casting vote**

- (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

49 **Conflicts of Interest**

- (i) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when:
  - (a) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
  - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes:
  - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
  - (b) subscription, or an agreement to subscribe, for shares or other securities of any of the Company's subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
  - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- (8) Where the number of non-conflicted directors is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict as anticipated by the Companies Acts, the quorum shall be all the disinterested directors.
- (9) When all the directors of the Company are conflicted, the Company shall pass the conflict to the Company's members for approval by ordinary resolution.

50 **Records of decisions to be kept**

The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

51 **Directors' discretion to make further rules**

Subject to the articles, the directors may make any rule which they think fit about how they take decisions and about how such rules are to be recorded or communicated to directors.

## **APPOINTMENT OF DIRECTORS**

52 **Methods of appointing directors**

- (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
  - (a) by ordinary resolution, or
  - (b) by a decision of the directors.

- (2) In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- (3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

#### 53 Termination of director's appointment

A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person.
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

#### S4 **Directors' remuneration**

- (1) Directors may undertake any services for the Company that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine:
  - (a) for their services to the Company as directors, and (b) for any other service which they undertake for the Company.
- (3) Subject to the articles, a director's remuneration may:
  - (a) take any form, and
  - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (S) Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

#### SS **Directors' expenses**

The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at-

- (a) meetings of directors or committees of directors;
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the Company; or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

### **PART 4 MEMBERS BECOMING AND CEASING TO BE A MEMBER**

#### 56 Applications for membership

No person shall become a member of the Company unless:

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

## **57 Termination of membership**

- (1) A member may Withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

## **ORGANISATION OF GENERAL MEETINGS**

### **58 Attendance and speaking at general meetings**

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:
  - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### **59 Quorum for general meetings**

The quorum for a general meeting shall be determined according to section 318 of the 2006 Act and no business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

### **60 Chairing general meetings**

- (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
  - (a) the directors present, or
  - (b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

### **61 Attendance and speaking by directors and non-members**

- (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

### **62 Adjournment**

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
  - (a) the meeting consents to an adjournment, or
  - (c) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.



- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must:
  - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
  - (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### **63 Voting: general**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded and acted upon in accordance with these articles and sections 321 and 322 of the 2006 Act.

### **64 Errors and disputes**

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

### **65 Poll votes**

- (1) A poll on a resolution may be demanded:
  - (a) in advance of the general meeting where it is to be put to the vote, or
  - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared,
- (2) A poll may be demanded by:
  - {a) the chairman of the meeting;
  - (b) the directors;
  - (c) two or more persons having the right to vote on the resolution; or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if:
  - (a) the poll has not yet been taken, and
  - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### **66 Content of proxy notices**

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself,

**67 Delivery of proxy notices**

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given,
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

**68 Amendments to resolutions**

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non- substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

**PAAT 5 ADMINISTRATIVE  
ARRANGEMENTS**

**69 Means of communication to be used**

- (1) Anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- (2) Every notice convening a general meeting shall comply with the provisions of section 307 and 325 of the 2006 Act as to the length of notice required for the meeting and the giving of information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditor for the time being of the Company.

- (3) Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (4) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### 70 Company seals

- (1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is: \*
- (a) any director of the Company;
  - (b) the Company secretary (if any); or
  - (c) any person authorised by the directors for the purpose of signing documents to which the *common* seal is applied.

- 71 No right to inspect accounts and other records  
Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

- 72 Provision for employees on cessation of business  
The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

#### 73 Rules

- (1) The directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (a) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Company in relation to one another, and to the Company's servants;
  - (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the Articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.

- (2) The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

74 Profits not to be distributed

The income and property of the Company shall be applied solely towards the promotion of the Company's objects and activities and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company:

- (a) of the usual professional charges for business done by any Director or member of the Company who is a solicitor, accountant or other person engaged in a profession when instructed by the *Company* to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration is under discussion;
- (b) of reasonable remuneration to any person holding office as an event or fund raising organiser or manager for work undertaken whilst holding that office, notwithstanding that he/she is a Director or member of the Company: Provided that any Director withdraws from any meeting whilst his/her remuneration is being discussed;
- (c) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director;
- (d) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the Directors;
- (e) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
- (f) of reasonable and proper rent for premises demised or let by any member of the Company or a Director;
- (g) to any Director of reasonable out-of-pocket expenses. Provided that no payment to a member or Director shall be effective unless passed at a quorate meeting of the Directors.

75 Dissolution

If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company or companies, society or societies (whether charitable or not) having activities similar to those of the Company at the time of dissolution which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 39 above, chosen by the members of the Company at or before the time of dissolution.

## DIRECTORS' INDEMNITY AND INSURANCE

### 76 Indemnity

- (1) Subject to paragraph (2), a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:
  - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
  - (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act),
  - (c) any other liability incurred by that director as an officer of the Company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article:
  - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - (b) a "relevant director" means any director or former director of the Company or an associated company.

### 77 Insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article:
  - (a) a "relevant director" means any director or former director of the Company or an associated company.
  - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
  - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **Creation of HACRC Institute**

On this day, the 23rd December 2020, **DAKGB ONAFEKO Human Rights** known as Human and Civil Rights Convention hereby establish or form HACRC Institute with the sole owner, David Abiodun Kolawole Gbolahan Babatunde ONAFEKO, as both the Head of the Institute and Head of the Examination Board.

HACRC Institute deals with Online Human Rights Examination. The Head of the Examination Board will deal with all necessary formalities, including the formulation of rules, regulations etc., which will be published or available for inspection and/or as he may decide necessary.

In accordance with HACRC standard rule, HACRC President and/or Head of the HACRC Institute Examination Board remain the final determinant, if or when the "country base" of the institution should be moved, in the event that of any security risk(s).



.....  
**David Abiodun K.G.B Onafeko**

Head of Exam Board, HACRC Institute

**Updated this April 6<sup>th</sup>, 2024**