



THE FEDERAL REPUBLIC OF NIGERIA
THE COMPANIES AND ALLIED MATTERS ACT 1990
THE CONSTITUTION OF THE INCORPORATED TRUSTEES OF
RIDE EASY MOTORCYCLING CLUB

ARTICLE 1

1.0 Name

- 1.1 The name of the club is **Incorporated Trustees of Ride Easy Motorcycling Club** (hereinafter referred to as the “Club”)

ARTICLE 2

2.0 Registered Office

- 2.1 The registered office of the Club shall be situate in Lagos, Nigeria

ARTICLE 3

3.0 Club Vision Statement

To foster and develop dedicated and disciplined motorcycle riders committed to improving themselves and their community while promoting motorcycle safety at all times.

3.1 Club Mission Statement

Creating a safe haven that promotes a sense of belonging, where members are encouraged and free to exchange and share their knowledge and experiences while garnering information as motorcycling is demystified.

3.2 Club Core Values

- > INTEGRITY
- > HUMILITY
- > FAITHFULNESS
- > ACCOUNTABILITY
- > RESPONSIBILITY

3.3 Objects

The objects for which the Club is established are:

- 3.3.1 To encourage and to promote motorcycle riding as a sport, for recreation and tourism; to promote fellowship and camaraderie amongst riders and to improve and maintain the standard of motorcycle riding in Nigeria
- 3.3.2 To offer opportunity for interested persons to acquire the skill of motorcycle riding within a safe and structured environment and for other riders to improve on their skill through the exchange of riding experiences and knowledge with established riders



- 3.3.3 To inform and educate both members and the general public on best practices and safety standards in motorcycling and to organize instructional meetings, workshops, lectures and competitive events; to promote continuous motorcycle riding education and to engage in other activities to further the objects of the Club
- 3.3.4 To engage the community, corporate bodies and relevant organs of government in order to pursue, protect and advance the interest and safety of motorcyclists in Nigeria
- 3.3.5 To exchange and pool technical knowledge, data and experience in motorcycling and related matters
- 3.3.6 To hold social meetings, events and outings; co-promote events with other clubs and related organizations and
- 3.3.7 To identify with and promote such charitable causes as the Trustees might deem appropriate and to make donations to such charitable causes.

ARTICLE 4

4.0 Powers

- 4.1 In furtherance of its objects, the Club may exercise the following powers:
 - 4.1.1 The power to raise funds, obtain, collect and receive money by way of contributions, subscriptions, legacies and grants, and accept gifts of any description, provided that in raising funds the Trustees shall not undertake any substantial permanent trading and shall conform to all relevant requirements of the law.
 - 4.1.2 The power to employ such staff (who shall not be Trustees) as are necessary for the proper pursuit of its objects, and pay such staff adequate remuneration.
 - 4.1.3 The power to purchase exchange or otherwise acquire any property necessary for the achievement of its objects and to maintain and equip it for use.
 - 4.1.4 The power to cooperate with other charities, voluntary bodies and statutory authorities of similar charitable purpose or objects by exchanging information and advice with them
 - 4.1.5 The power to delegate to any one or more of the Trustees the transaction of any business or the performance of any action required to be transacted or performed in the execution of the objects of the Club and which is within the professional or business competence of such Trustee or Trustees, provided



that the Trustee is acting on their behalf under the provision and shall ensure that all his/her acts and proceedings are fully and promptly reported

- 4.1.6 The power to create, print or publish blogs, e-newsletters, newspapers, periodicals, journals, books, brochures, leaflets and such like or other documents, films, or recorded tapes that the Trustees may think desirable for the promotion of the objects of the Club
- 4.1.7 The power to hold exhibitions, meetings, lectures, seminars, classes and courses either alone or with other charities and voluntary associations of similar objects, which would help in promoting the objects of the Club.

ARTICLE 5

5.0 Special Clause

- 5.1 The income and property of the Club wheresoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in 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 Club **PROVIDED THAT** nothing herein shall prevent payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to the any member of the Club, in return for services actually rendered to the Club, nor prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by any member to the Club: provided that:
- 5.2 No Trustee of the Club shall be appointed to any salaried office of the Club or any office paid by fees;
- 5.3 No remuneration or other benefit in money or money's worth shall be given by the Club to any Trustee, except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised to or let to the Club; and
- 5.4 The provision last aforesaid shall not apply to any payment to any company which a Trustee of the Club may be a member in which such Trustee shall not hold more than one-hundredth part of the capital, and such Trustee shall not be bound to account for any share of the profits he may receive in respect of any such payment.
- 5.5 No addition, alteration or amendment shall be made to this constitution for the time being in force, unless the same has been previously submitted to and approved by the Registrar-General of the Corporate Affairs Commission
- 5.6 If in the event of the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid out or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed



on the Club under or by virtue of this “special clause” hereof, such institution or institutions to be determined by members of the Club at or before the time for dissolution, and if and so far as effect cannot be given to such provision, to some charitable object.

ARTICLE 6

6.0 Membership

6.1 Membership of the Club is restricted to persons aged 21 years and above. Members who own motorcycles must be lawful operators of same. No one shall be refused membership of the Club on account of his/her sex, ethnic, religious or political persuasion.

6.2 There shall be 5 membership categories; Members WHITE, Members RED, Members BLACK, LIFE Members and HONORARY Members.

6.3 The Club’s membership year is from 1st January to 31st December. All applications for membership shall be considered up until the last day of November of the current membership year. Levy/Dues payments shall be subject to Article 11, subsection 11.6.6

6.4 Prospects

6.4.1 All persons seeking membership into the Club will be required to undergo the Prospect process. Such persons are referred to as “Prospects”.

6.4.2 The Prospect is required to fill out the Club Membership Application Form. The membership application form is available within the CONSTITUTION BOOKLET or can be downloaded from the Club’s website. The application shall be endorsed by two sponsors who must be Members Red, Black or Life Members. The sponsors must be in good financial standing for the duration of the Prospect Process or the application will be refused. The Sponsors will attest to the Prospect having demonstrated at least advanced intermediate riding skills and a personality that “fits” with the Club membership, stating same in the application form. The sponsors shall state, in writing, their reasons for proposing the consideration of the applicant as a Prospect.

6.4.3 The Application will be submitted to the Membership Board through the Secretary General upon the payment of the required application fee. If satisfied, the Membership Board shall admit the applicant as a Prospect for membership of the Club.

6.4.4 A Prospect shall:

- a) have access to all Club facilities and shall be entitled to attend all Club events
- b) be entitled to adorn the Club colours represented by the Club Crew Shirt and Riding Shirt
- c) be entitled to serve in an ad-hoc capacity in any committee to which he has been appointed by the Club’s Management Committee



- d) not be eligible to vote or be voted for in any Club election and shall NOT be listed as a member of the Club.

6.4.5 A Prospect may be admitted as a Member White if he:

- a) has participated in a minimum of 75% of all mandatory Club activities
- b) has spent a minimum of one calendar year as a Prospect
- b) is up to date in his financial obligations to the Club
- c) has ridden at least 10,000 kilometers in the one year period prior to the application for membership and
- d) is gainfully employed or is a business owner.

6.4.6 The Secretary General shall enroll the Prospect as a Member White if his application is approved by the Membership Board. Enrolment of the Prospect shall be done at the Club Meeting following the approval of the application. The Prospect will be introduced to the Club members. All documents used in appraising the application for membership of the Prospect shall be collected by the Road Captain who shall maintain custody of the documents.

6.5 Member White

6.5.1 A Member White shall, in addition to being entitled to all the privileges of a Prospect, be:

- a) entitled to adorn a Member White member's patch
- c) eligible to be admitted as a Member Red after spending a minimum of two membership years as a Member White
- d) be listed as a member of the Club.

A Member White is not eligible to vote or to stand for election into any elective position in the Club.

6.6 Member Red

6.6.1 A Member White shall be eligible for consideration as Member Red provided he has fulfilled the following criteria:

- a) ridden a minimum of 20,000km as a Member White (as verified by the Road Captain)
- b) spent at least two membership years as a Member White
- c) participated in at least 75% of all mandatory Club activities (as verified by the General Secretary)

6.6.2 A Member Red, shall in addition to enjoying all the privileges of a Member White, be entitled to:

- a) vote and be voted for
- b) adorn a Member Red member's patch



6.7 Member Black

6.7.1 A Member Red will be eligible for consideration as Member Black provided he has fulfilled the following criteria:

- a) ridden a minimum of 20,000km as a Member Red (as verified by the Road Captain)
- b) spent two membership years as a Member Red
- c) participated in at least 75% of all mandatory Club activities (as verified by the Secretary General)
- d) hold and maintain membership ONLY of the Club

6.7.2 A Member Black, shall in addition to enjoying all the privileges of a Member Red, be entitled to:

- a) adorn a Member Black member's patch
- b) stand for election into the Executive Committee and the Board of Trustees (where a vacancy exists in the Board).

6.8 Life Member

Any member in good standing who has spent 15 consecutive membership years may be granted Life Membership. Such a member will be entitled to all the privileges of a MEMBER BLACK but shall have all Annual Membership dues waived.

6.9 Honourary Member

Honourary membership may be accorded to individuals of repute, status, stature and pedigree in their professional calling at the discretion of the Club. A person shall become a honourary member of the Club if unanimously nominated by the Board of Trustees and approved by two thirds majority of the members present and voting at a meeting called by the EXCO for such a purpose. Honourary membership conferred on an individual shall lapse three years from the date of appointment unless extended by the Board of Trustees.

6.10 Membership Board

The Membership Board shall consist of three members drawn from the Management Committee of the Club. The Chairman of the Membership Board shall be a member of the Board of Trustees. The General Secretary of the Club shall also act as Secretary to the Membership Board and shall be responsible for all correspondence with applicants regarding the membership of the Club. The Chairman of the Membership Board may however delegate to any other member of the Board such duties as are required for the proper functioning of the Membership board. The Membership Board shall have full and unfettered discretion to approve or refuse applications for membership. The Board of Trustees may however review, and if deemed fit, reverse a decision made by the Membership Board.

6.11 Acceptance of new members

The Secretary to the Membership Board shall notify all applicants, in writing, of the decision of the Membership Board with respect to their application for membership.



Successful applicants shall communicate their acceptance of the membership of the Club within such period as may be set by the Membership Board for acceptance of membership and pay the required registration fee within the time stipulated for the payment by the Membership Board, in addition to paying such annual dues as shall be approved by the Board of Trustees.

ARTICLE 7

7.0 Duties, rights and privileges of members

- 7.1 New members shall be welcomed into the Club at the time set by the Membership Board and issued their membership cards and other appropriate Club regalia and documentation upon satisfying the conditions for admission and registration as members of the Club. First time members joining the Club within the remaining months of the current year will receive membership to the end of the membership year.
- 7.2. The following shall apply in respect of membership dues:
 - 7.2.1 annual membership dues of existing members shall be paid on or before the last day of March in the current membership year.
 - 7.2.2 any member who has not paid his dues by the end of the last day of March in the current membership year will be deemed to have let his membership lapse. A member whose membership has lapsed may rejoin the Club upon the payment of a rejoining fee in addition to paying all outstanding annual membership dues.
 - 7.2.3 any member who has not paid his dues by the end of the last day of June in the current membership year will have his membership withdrawn and may re-apply for membership by following the membership process as outlined in Article 6 if he/she so desires.
 - 7.2.4 a person becomes and remains a member in good standing by paying his or her membership dues, meeting all other financial obligations as and at when due and attending at least 75 % of all Club organised events.
- 7.3 Members shall be entitled to use the Club's facilities and shall attend all meetings (or events) that they are meant to attend. Except in an emergency, a member who is unable to attend a Club meeting (or event) shall inform the General Secretary of his inability to attend the meeting (or event) at least seven days before the meeting (or event) is due to take place. All Members shall be entitled to participate in both open and closed Club events.
- 7.4 Members shall conduct themselves in a responsible manner at all times so as to uphold the good reputation and promote the goodwill of the Club
- 7.5 A Member attending Club events must have a valid motorcycle riding license, ensure that his vehicle is in roadworthy condition registered with up-to-date documentation



and shall ensure that his guests do the same. All participants in Club organised rides and other events must ensure that they observe all safety measures **PROVIDED THAT** all risks associated with any Club organised event shall be borne by the participant.

- 7.6 A member may resign his membership of the Club by giving one month's notice of his intention to do so. All the rights and obligations of a member who has given notice of resignation as a member shall cease upon the expiration of the notice period. A member who gives notice to resign before the end of the membership year will not be refunded any portion of his membership dues.
- 7.7 Subject to the provisions of Article 13 a Member may be expelled by a vote passed by a simple majority of the members of the Board of Trustees if:
- 7.7.1 he brings the Club into disrepute
 - 7.7.2 endangers the life or property of another Club Member, guest or other road user whilst on a Club event.
 - 7.7.3 engages in physical fight and/or combat or otherwise conducts himself in an unruly fashion brought to the attention of the club

ARTICLE 8

8.0 Appointment removal and determination of the Trustees

- 8.1 There shall be a Board of Trustees consisting of not less than five and not more than seven members, who shall be elected at a general meeting of the Club. The Trustees shall hold the property and funds of the Club.
- 8.2 The first Trustees of the Club are:
- 8.2.1 Engr. Chibuzo Obi
 - 8.2.2 Engr. Segun Obagun
 - 8.2.3 Engr. Ogbonnaya Kanu
 - 8.2.4 Engr. Abiodun Adeyemi
 - 8.2.5 Mr. Olubukola Feyisitan
- 8.3 The Trustees shall recommend the appointment of additional Trustees, if for any reason whatsoever, their number falls below five. Casual vacancies may be filled by the remaining Trustees until the Club is able to meet at a general meeting to elect new Trustees.
- 8.4 In selecting persons to be appointed as Trustees, the members shall take into account the benefits of appointing a person who through residence, occupation, employment or otherwise has special knowledge of the area of benefit or who is able by virtue of his personal professional qualifications to make a contribution to the pursuit of the objects of the Club. Only a Member Black is eligible to be appointed as a Trustee of the Club.



8.5 No person shall be entitled to act as Trustee whether on first or on any subsequent entry into office until after signing in the minutes book of the Trustees a declaration of acceptance and willingness to act in the trust of the Club.

8.6 The powers vested in the Trustees under the Companies and Allied Matters Act 1990 shall be exercised subject to the directives of the Committee of management of the Club.

8.7.1 A Trustee may hold office for life. A Trustee shall cease to hold office if he:

- a) Ceases to be a member of the Club
- b) Becomes a member of another motorcycle club (except as a Trustee in such a club)
- c) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs
- d) Is officially declared bankrupt
- e) Is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction
- f) Is absent without the permission of the Trustees from all their meetings held within a period of twelve months and the Trustees resolve that his office be vacated or
- g) Notifies to the Trustees a wish to resign as a Trustee (but only if at least 3 Trustees will remain in office when the notice of resignation takes effect).

8.7.2 If a vacancy occurs the Trustees shall note the fact in their minutes book at their next meeting. So long as there shall be fewer than five Trustees none of the powers or discretion hereby or by law vested in the Trustees shall be exercisable, except the power to appoint a Trustee to fill a casual vacancy.

8.8 A Trustee may be removed by the Club if and only if recommended for removal from office by a resolution of majority of the Trustees and subject to the approval of the Corporate Affairs Commission.

8.9 Duties of the Trustees

8.9.1 The duties of the Trustee shall include:

- a) Investing the funds of the Club
- b) Keeping an inventory of all the properties of the Club
- c) All duties delegated and or incidental to the exercise of the powers conferred on the Trustees in Article 4 of the Constitution and any other functions delegated to the Trustees of the Association.

8.10 Proceedings of the Trustees

8.10.1 The Trustees shall hold at least one ordinary meeting in every quarter of the year.



- 8.10.2 The Trustees at their first ordinary meeting shall elect one of their number to be Chairman of their meetings and determine the period for which he is to hold office. If the Chairman is not present within thirty minutes after the time appointed for holding a meeting or there is no Chairman, the Trustees shall choose one of their number to be Chairman of the meeting.
- 8.10.3 The first meeting of the Trustees shall be called by the Chairman or if no meeting has been called within twelve months after the date of this incorporation, by any two of the Trustees. Subsequent meetings shall be arranged by the Trustees at their meetings or may be called at any time by the Chairman or any two Trustees upon not less than fourteen days' notice being given to the other Trustees.
- 8.10.4 A special meeting may be called at any time by the Chairman or any two Trustees upon which not less than seven days' notice has been given to the other Trustees of the matters to be discussed, but if the matters include an appointment of a Trustee or a proposal to amend any of the provisions of this constitution then upon not less than twenty-one days' notice being given. A special meeting may be called to take place immediately after or before an ordinary meeting.
- 8.10.5 There shall be a quorum when at least three Trustees are present at a meeting.
- 8.10.6 Every matter shall be determined by a simple majority of votes of the Trustees present and voting on the question. The Chairman of the meeting shall have a casting vote whether he or she has or has not voted previously on the same question but no Trustee in any other circumstance shall have more than one vote.
- 8.10.7 The Trustees shall keep minutes in minutes books kept for the purpose of the proceedings of their meetings.

ARTICLE 9

9.0 Administration

- 9.1 The Club shall appoint a committee of management (the "Committee") comprising of the Trustees for the time being of the Club and such other persons as may be appointed by members at a general meeting, and assign to it such administrative and management functions as it deems expedient. The Trustees shall make up at least two-thirds of the number of members of the Committee (excluding any co-opted member) at any given time. The Chairman of the Board of Trustees shall also act as the Chairman of the Committee. A member of the Committee shall not also be a member of another motorcycle riding club.
- 9.2 The Committee shall have power to co-opt persons having special knowledge or experience, provided that the number of co-opted members shall not exceed one-third of the total membership of the Committee and such co-opted members shall not have the right to vote at meetings of the Committee.
- 9.3 The Committee may also invite any person to attend its meetings as an observer but without the power to vote.



- 9.4 The Committee may from time to time appoint such sub-committees as may be deemed necessary, and may determine their terms of reference, powers, duration and composition, provided that no sub-committee shall have the power to co-opt more than one fourth of its total membership.
- 9.5 The proceedings of the Committee shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any member.
- 9.6 The Committee shall convene the annual general meeting of the Club which all members shall be entitled to attend.
- 9.7. The Committee shall be constituted of the following officers:
- 9.7.1 The Chairman
 - 9.7.2 Vice-Chairman
 - 9.7.3 General Secretary
 - 9.7.4 Treasurer
 - 9.7.5 Road Captain
 - 9.7.6 Assistant Road Captain
 - 9.7.7 Social Secretary
- 9.8 Club Chairman**
The Club Chairman shall:
- a) be elected from one of the members of the board of Trustees by the members of the Board of Trustees
 - b) lead and direct the meetings of the Board of Trustees and the Committee
 - c) represent the Club at external functions
 - d) preside over all meetings of the Club, and co-ordinate activities of other officers
 - e) sign minutes of all meetings of the Club adopted by the members of the Club
 - f) chair all executive, general and emergency meetings
 - g) coordinate the activities of the Committee
 - h) be a signatory to the Club's account(s) and
 - i) perform all other duties pertaining to his office.
- 9.9 Vice-Chairman**
The Vice-Chairman shall assist the Chairman in the performance of his duties. In the absence of the Chairman, he shall act for and perform the duties of the Chairman
- 9.10 General Secretary**
The General Secretary shall:
- a) take minutes of all meetings of The Board and of General Meetings, and keep a minutes book with a record of all minutes
 - b) convene meetings of the Club on the direction of the Chairman
 - c) have custody of the secretariat's properties



- d) have the power to purchase materials for use at the secretariat, subject to the approval of the Committee or the Chairman
- e) attend to all correspondence addressed to the Club
- f) together with other officers of the Club, ensure that the affairs of the Club are carried out in accordance with the Club's Constitution and the laws of the land
- g) run the secretariat and deal with all day-to-day matters incidental to the running of The Club
- h) keep the records of the Club, including a register of members and issue membership cards as appropriate and
- i) be one of the signatories to the accounts of the Club.

9.11 Treasurer

The Treasurer shall:

- a) have general supervision of the Club's finances
- b) from time to time report on the state of the Club's finances to the Committee
- c) receive all monies on behalf of the club and shall pay same into the club's account within 2 working days from the time of receipt of such monies
- d) keep the account of the club and prepare an annual statement of account
- e) have charge of and maintain proper accounts of the funds of the Club, which shall be deposited in the name of the Club at a bank approved by The Board of Trustees
- f) give a monthly report to the Board of Trustees on the state of the finances of the Club
- g) present an Annual Financial Statement to the Annual General Meeting
- h) prepare receipts and payment voucher for withdrawals
- i) announce the amounts collected at each meeting and give a breakdown
- j) keep custody of all financial documents and make the same available to the auditor when required
- k) maintain an imprest account subject to such limits as may be set by the Committee and
- l) be one of the signatories to the account(s) of the Club.

9.12 Road Captain

The Road Captain shall:

- a) enforce the riding rules at Club rides
- b) co-ordinate, route, lead and have an alternate route planned for all Club rides
- c) nominate supporting Club Road Marshals as at when needed for group rides
- d) be responsible for analyzing all possible factors (route, weather condition, and region) for all group rides
- e) be responsible for directing the movements of the members while traveling together in a safe and lawful manner
- f) ensure discipline, orderliness and, safety during group rides
- g) assist in setting up trips, checking the route for detours and hazards and make arrangements for rest stops, meals and meetings
- h) inform the Secretary of proposed trips so the members can be informed
- i) lead the movements of a group and assign another experienced member to be a tail-man



- j) have the power (for good reasons) to stop members from participating in Club Rides.

9.13 The Deputy Road Captain

The Deputy Road Captain shall perform the duties of the Road Captain in the event of the absence or inability of the Road Captain to perform his duties and shall assist as co-planner of all club rides.

9.14 The Social Secretary

The Social Secretary shall:

- a) administer the welfare policy and handle all welfare matters of the Club
- b) ensure that all the social functions involving the Club are successfully carried out
- c) ensure judicious dispensation of refreshments and relief materials as and when the need arises
- d) ensure circulation of information and participation/representation of the Club at members' events to which the Club has been invited
- e) be responsible for managing all public relations/third-party interactions as and when required
- f) ensure the public image of the Club is well promoted and maintained and make external announcements on behalf of the Club
- g) positively project the image of The Club
- h) liaise with other parties to represent the interest of the Club and
- i) seek avenues to promote the Club's aims and objectives among the wider population.

9.15 Administrative staff

For the purpose of effectively running the day to day administrative activities and giving effect to the instructions of the Committee, the Club shall employ the services of such number of Administrative Staff as may be considered expedient. The Administrative Staff shall not be a member of the Committee. For the avoidance of doubt, the day to day running of the Club and its decision making is and shall remain vested in the Committee.

9.16 Qualification for election

9.16.1 A member shall be deemed to be in good standing if that member is up to date in the payment of annual subscriptions or such other sums which the Club in General Meeting shall approve to be levied on all members. All members in good standing may cast their votes at duly scheduled elections but only Members Red and Members Black in good standing are qualified to aspire to any elective office in the Club.

9.16.2 A member who is indebted to the Club is automatically disenfranchised and may not vote or be voted for in any Club election until his indebtedness to the Club is paid in full a minimum of 24 hours prior to said election.

9.16.3 While membership of the Club does not preclude a member from joining any other motorcycle club(s) or such other club(s) as they may choose, any member who at the



same time as being a member of the Club belongs to a motorcycle club other than the Club shall not be eligible to vie for a position or be chosen to serve in any executive capacity whatsoever. This shall however not preclude the nomination of such a member to ad-hoc committees in relation to matters where he has peculiar experience or expertise.

9.17 Election of officers

9.17.1 All members who are eligible to vie for elective office must, in addition to being current in their financial obligations to the Club, have attended at least 75% of all mandatory Club activities carried out in the 12 (twelve) month period immediately preceding the election.

9.17.2 The election of officers shall take place once every two (2) years.

9.17.3 Voting in the election to any post shall be conducted through an open ballot.

9.17.4 The tenure of office of each officer shall be two years from the date of the General Elections at which the officer was elected. A member may contest for a second term provided that no member shall hold any office for more than three consecutive terms. A member of the Committee who is also a Trustee shall not be subject to any term limit.

9.17.5 In the event that an elected officer is unable to complete his tenor for any reason, including but not limited to, resignation, expulsion, relocation, illness, injury, incapacitation or death, the Committee, having due regards to the criteria for eligibility to elected offices, shall propose a suitable replacement to serve out the term. Such replacement shall be presented to the next General Meeting for ratification.

9.17.6 The electoral body shall be appointed at the Annual General Meeting in any election year.

9.17.7 All candidates for elective office shall be nominated by a member and supported by at least one other member

9.17.8 Votes shall be counted in full view of the members present and the results shall be announced immediately

9.17.9 A candidate shall be deemed to have won an election if he has a simple majority of the total votes cast

9.17.10 In the event that the election for any office ends in a tie, the election for such office shall be re-run until such a time as a clear winner by simple majority shall emerge, subject to a maximum of 2 (two) re-runs.



9.17.11 In the event that after 2 (two) election re-runs no clear winner has emerged by simple majority, the BOT Chairman shall exercise a casting vote which will determine that election.

9.17.12 Valid allegation(s) of rigging and breach of constitutional provisions will lead to the electoral body declaring such election to that post as cancelled. Another election for that position shall be held within 2 (two) weeks of the date of cancellation

9.17.13 A candidate is deemed duly elected unopposed in the absence of any other contestant for the same office

9.18 Patrons

Patrons of the Club shall be respected personalities with vast experience, integrity and demonstrable interest in the well-being and advancement of the Club and its ideals. The role of Patrons shall not be Executive, and they as such shall have no function in the day to day management and decision making of the Club. The Patrons shall be nominated by the Trustees who shall recommend their nominees for the approval of members at General Meeting. There shall be at any time a maximum of two patrons who may from time to time offer moral advice to the club. The Trustees shall exercise their discretion in the nomination of Patrons and shall be under no obligation to so act.

9.19 The Committee shall determine all disputes involving members in connection with their membership of the Club. The decision of the Committee on any such dispute shall be final and binding on the parties.

ARTICLE 10

10.1 General Meetings

10.1.1 Except at first, an annual general meeting shall be held in every year. The first annual general meeting may be held at any time within 18 months after the formation of the Club.

10.1.2 The business of the annual general meeting shall be:

- a) to receive the Chairman's report of the activities of the Club during the preceding year
- b) to receive and consider the accounts of the Club for the preceding year and the Auditors' report on the accounts and the Treasurer's report on the financial position of the Club
- c) to accept the retirement of those elected Trustees who wish to retire and to elect a person to fill any vacancy arising
- d) to elect officers and other members of the Committee
- e) To elect the Auditor
- f) To fix the membership fee/subscription for the current year
- g) To confer honorary membership of the Club or the honorary title of Patron of the Club on any individual (with his consent) and



h) To discuss and determine any issues of policy or deal with any other business put before it by the Committee.

10.1.3 The Committee may impose such fines and penalties as it may deem fit on any member who arrives late for a meeting or is absent from a meeting without the prior written approval of the Committee.

10.2 Extraordinary General Meeting

10.2.1 Any general meeting which is not an annual general meeting is an extraordinary general meeting

10.2.2 An extraordinary general meeting may be called at any time by the Committee and shall be called within 21 days after a written request to the Committee signed by not less than one third of the registered members of the Club having the power to vote and giving reasons for the request.

10.3 Proceedings at All General Meetings

10.3.1 One-third of the registered members or 5 members, whichever is greater, shall form a quorum at general meetings of the Club in the presence of a minimum of 2 members of the BOT.

10.3.2 At least twenty-one (21) days' notice shall be given of any general meeting, and such notice shall be deemed to have been given to the members if sent through post in a prepaid letter to the address of the member. Notice of meeting may also be sent by electronic mail.

10.4 Proceedings at Quarterly Meetings

10.4.1 One-third of the registered members or 5 members, whichever is greater, shall form a quorum at quarterly meetings of the Club in the presence of a minimum of 2 members of the BOT.

10.4.2 At least fourteen (14) days' notice shall be given of any quarterly meeting, and such notice shall be deemed to have been given to the members if sent through post in a prepaid letter to the address of the member. Notice of meeting may also be sent by electronic mail.

ARTICLE 11

11.0 Finance

11.1.1 The Trustees shall keep proper accounting records of the Club. The Club's financial year shall end on 31st December in every year, to which day the accounts shall be balanced and drawn.

11.1.2 At each meeting of the Trustees, the Treasurer shall present an accurate statement of receipts and payments, acceptance of which must be recorded in the minutes of the meeting.



- 11.1.3 As soon as is practicable after the end of the financial year, there shall be prepared a statement of the assets and liabilities of the Club at the end of the financial year, and a statement of income and expenditure during that year, which statements shall be audited by the Auditor not less than twenty-one days before the annual general meeting.
- 11.1.4 Copies of the audited statement of accounts shall be sent to every member with the notice convening the annual general meeting.
- 11.1.5 A copy of the Club's latest available statement of accounts shall be supplied on request to any member, subject to the payment of such reasonable costs as the General Secretary may determine.
- 11.1.6 The Trustees of the Club shall not later earlier than the 30th of June or later than 30th December each year (other than the year in which it is incorporated), submit to the Corporate Affairs Commission a return showing, among other things, the name of the Club, names, addresses and occupation of the Trustees, particulars of any land held by the Club during the year, and of any changes which have taken place in the constitution of the Club during the preceding year.
- 11.1.7 All money raised by or on behalf of the Club shall be applied to further the objects of the Club and for no other purpose and the treasurer shall keep proper accounts of the finances of the Club.
- 11.2 Power and control over funds**
- 11.2.1 All monies (cash or cheque) received by the Club shall be paid into Club's bank account(s)
- 11.2.2 No money shall be withdrawn except in the manner specified in this Constitution
- 11.2.3 The Committee shall have the powers to approve expenses up to the amount of Five Hundred Thousand Naira only (N500,000.00). All expenditure in excess of Five Hundred Thousand Naira (N500,000.00) shall be approved by a simple majority of the members at a duly convened general meeting or by circularization.
- 11.2.4 Current, savings, deposit and other accounts shall be opened for the Club in the bank(s) approved by the Committee and ratified by a simple majority of the Club members at a duly convened meeting.
- 11.2.5 Signatories to the account shall be the Chairman, Vice Chairman, General Secretary and Treasurer. The mandates for the operation of the Club's accounts shall be as approved by the Committee and ratified by a simple majority of Club members at a duly convened meeting.
- 11.2.6 All requests for disbursement of money shall be approved by the Chairman or, in his absence, the Vice-Chairman provided that such expenditure had earlier been approved by the Committee or the Club.



11.3 Financial procedure

11.3.1 Approval for the expenditure/withdrawal from the Club's bank account(s) must have been granted by the Committee

11.3.2 There shall be a written request for the expenditure/withdrawal.

11.3.3 The Chairman shall approve for a voucher(s) to be raised by the Treasurer, who shall then write the cheque(s).

11.3.4 The Treasurer shall raise appropriate check/teller after confirming that the Chairman's limits and that all necessary approvals have been obtained.

11.4 Borrowing

The Committee shall exercise the power to borrow on behalf of the Club, subject to the approval of two-thirds majority of the members present and voting at a duly constituted meeting of the Club. The borrowing shall be for a purpose which is beneficial to the Club and its members

11.5 Investments

The power to invest shall be vested in the Trustees subject to the approval of two-thirds majority of the Club's members present and voting at a duly constituted meeting of the Club. The investment shall be in the name "TRUSTEES OF EASY RIDERS MOTORCYCLE CLUB OF NIGERIA".

11.6 Funding

11.6.1 The Club shall generate its funds through the payment of a non-refundable application fees by persons seeking membership of the Club, Registration fees for new members, fees for Riding School membership, annual membership dues, rejoining fees, donations and sponsorships. The fees and dues shall be set (and reviewed from time to time) by the Board of Trustees on the recommendation of the Committee.

11.6.2 Annual membership dues are payable on the 1st day of each calendar year. A 3-month period is allowed for all members to pay their annual membership dues. Members paying their annual membership dues after the last day of March will pay a "late payment" fee of N10,000.00. A member ceases to be a member of the Club if his annual dues remain unpaid by the 30th of June. Such a member may re-apply for membership of the Club.

11.6.3 Members who have not paid their dues by the 31st of March will have their membership suspended and may be stopped from participating in club activities. Such members may also have their names struck out of the Club's mailing list.

11.6.4 The Club may, from time-to-time, and when expedient raise funds through agreed levies/other sources in realization of the goals and objectives of The Club. All funds



and properties of the Club shall be applied in the promotion of the objects of the Club pursuant to the provisions of this constitution.

11.6.5 The following dues and fees shall apply to members, subject to review by the Committee from time to time:

a) Application Form (Fee)	N 10,000.00
b) Prospects' annual levy	N 40,000.00
c) Annual Dues	
Members White	N 50,000.00
Members Red	N 85,000.00
Members Black	N100,000.00
Trustees	N115,000.00
d) Fines (minimum)	N 5,000.00
e) Late Payment fee	N 10,000.00
f) Membership Registration Fee	N 10,000.00

11.6.6 Payments due to the club are to be paid in full unless the aspiring member is joining at a time other than the 1st of January. In such a case, payment of dues will be prorated on a monthly basis

11.6.7 A Prospect or Member White aspiring to be a Member Red can take advantage of the "FAST TRACK OPTION" by paying all the levies for the minimum number of years that he/she would ordinarily have paid. Nevertheless, this is only on the recommendation of the Membership Board after an interview or process as it feels necessary and approval will be given by the majority of the members of the Board of Trustees.

ARTICLE 12

12.1 Professional fees

Any Trustee who is a solicitor, accountant or other person engaged in any professional capacity may charge and be paid all the usual professional charges for business done by him or his firm when instructed by the other Trustees to act in a professional capacity on behalf of the Club. A Trustee shall withdraw from any meeting of the Trustees at which his own instruction or remuneration or that of his firm is under discussion.

ARTICLE 13

13.1 General Conduct and safety

13.1.1 Members are expected to adhere strictly to all Club safety regulations and guidelines; this applies also to guests. Any member or guest may be denied admission to, or expelled from the Club, Club program or function on account of improper conduct or disregard for safety standards.

13.1.2 Any member of the club may be dismissed from a club activity as a result of inappropriate behavior. The member shall be warned concerning such inappropriate conduct by any member of the Committee, a Trustee, the Road Captain or event coordinator.



13.1.3 Inappropriate behavior shall include, but shall not be limited to:

- a) Wild, unsafe riding habits, especially any activity that jeopardizes the health and safety of other persons
- b) Obnoxious behavior that is detrimental to the image of the Club.
- c) Consumption of illegal substances or operating a vehicle while intoxicated prior to or during any riding event

13.1.4 Disciplinary action shall be imposed on erring members by the Committee and may include, but shall not be limited to payment of fine, suspension of membership or expulsion from the Club.

13.1.5 It is MANDATORY for all members of the Club and their passengers, whether or not on a Club ride to wear a helmet, which must conform to the Federal Road Safety Commission standard at all times they are engaged in riding. The recommended helmets are the US Department of Transport (DOT) and SNELL approved helmets and the British Motorcycle Sport, ACU (Auto Cycle Union 1903) Gold approved Helmets or their European equivalent. Failure to wear a helmet shall constitute inappropriate behavior deserving of disciplinary action.

13.1.6 Riders are to be properly clothed in protective gear at all times. These include, but are not limited to CE approved pants/jackets, riding boots, protective riding gloves and spine protectors when necessary. Riders and their Motorcycles/Vehicles must be properly licensed and registered in accordance with the laws of the Federal Republic of Nigeria, and shall be expected to show proof of compliance thereof. Riders shall ensure that their Motorcycles/Vehicles are properly conditioned and maintained in compliance with safety standards.

13.2 Riding Conduct/Gear

13.2.1 The following rules shall apply to Club rides:

- a) Club rides shall start from such places as notified by the Road Captain
- b) Rides shall start punctuality at all times notified
- c) Alternative meeting places can be agreed at the discretion of the committee
- d) The Road Captain or a designated member (Run Leader) shall regulate the pace and shall lead all clubs rides. At no time should other members pass the Road Captain or designated Run Leader without prior notice
- e) Any member wishing to proceed at his own pace (either faster or slower) should inform the Road Captain or designated Run Leader before the start of the ride. Meeting places and estimated departure and arrival times should be agreed to allow regular accounting of the participants



- f) Should any participant(s) on a ride not appear at an agreed meeting place within a specific time, all other participants shall wait together until the Run Leader has located the missing participant(s) or until otherwise instructed by the Road Captain
- g) It is recommended, although not compulsory, that all members where possible and reasonable take out breakdown recovery arrangements, comprehensive motorcycle and personal insurance. Breakdown recovery arrangements will prevent disruption to the activities of the group in the event of breakdowns
- h) Participants on the rides shall at all times conduct themselves in a safe and proper manner. Participants shall adhere to current road traffic legislation with particular attention to compliance with the Highway Code
- i) A safe distance should be maintained between vehicles while traveling in a group. Vehicles participating in group rides organized by the Club will at all times (except for situations where it is not reasonable, practicable or safe to do so) ride in a staggered orientation on any lane of road occupied for as much of the time as is possible
- j) All members and guests participating in a Club ride shall wear a helmet of the required standard and are advised to wear standard eye protection such as goggles or face shield that do not shatter on impact and wear long pants over-ankle footwear, long-sleeved shirt or jacket and full-fingered gloves. Members are advised to wear the Club's colors during Club rides
- k) The Road Captain may (in the interest of the group's safety) deny a participant permission to join the ride for failure to meet set standards

13.2.2 Neither the Club nor any of its officials/executives shall be liable for any accident or legal penalties incurred by participants whilst involved in Club organized rides. Non-members or guests, including pillion are deemed by the club to agree to be bound by the Club rules and standard of conduct when participating in Club activities. All members of the Club expressly release the Club from any and all liability, claims, expenses, action of whatsoever nature that may arise as a result of their participation or the participation of a guest invited by them in a Club organized ride/event and further expressly indemnify the Club against any loss or expense it may incur in the defense of a claim brought contrary to the terms of this release.

13.2.3 Motorcycle owners who are not members of the Club may attend general meetings, rides, and social gathering of the club so long as they are invited by and accompanied by a member, the event having been declared an OPEN Event.

13.3 Prejudicial conduct

Should any member contravene the rules of The Club or be considered by a member of The Board of Trustees to have acted in a manner prejudicial to the interests of The Club or likely to bring the Club into disrepute, the Membership Board shall notify the



member of the complaint in writing and request the member to submit to the Membership Board, a written statement in response to the complaint or attend a meeting with at least three members of the Membership Board present. The Membership Board shall, in all cases under this paragraph, consider all relevant factors and information before arriving at a decision. Should no statement be received from the member within 7 days the Membership Board may recommend that the Board of Trustees expel the member without further notice. The member stands expelled from the date the Board of Trustees accepts the recommendation of the Membership Board.

13.4 Impeachment of officers

13.4.1 An officer or officers shall be impeached if found:

- a) wanting or negligent in the discharge of his duties
- b) behaving in an unruly manner during a meeting or other gathering of the Club and at any other occasion where the Club is represented
- c) guilty of misappropriation of the Club's funds or properties

13.4.2 An erring officer shall be impeached by a simple majority of the votes cast of the Committee. The members in a general meeting may, on the recommendation of the Committee, vote to replace the impeached officer. The removal shall be presented for ratification and may be ratified by a simple majority of the members present and voting at the next general meeting of the Club.

13.4.3 The Board of Trustees may by a two-thirds majority of the Trustees remove an officer for poor performance.

13.5 Events and competitions

All events and competitions shall be run under the general competition rules of the relevant governing body. The Committee shall decide if supplementary rules are required. In the case of competition/events with other motorcycle clubs, the Club shall nominate its representative for the judges' board for the verification/justification of results. The decision of the Committee is final.

ARTICLE 14

14.0 The Trustees may make additional rules for the smooth running of the Club. The rules shall be adopted by a simple majority of the members in general meeting. Any rule that is inconsistent with the provisions of this constitution shall be null and void to the extent of the inconsistency.

ARTICLE 15

15.0 Alteration and Interpretation of constitution

15.1 Any proposal to alter this constitution shall be delivered in writing to the Secretary General of the Club not less than twenty eight days before the date of the meeting at which it is first to be considered.



- 15.2 An alteration will require the approval of a two-thirds majority of members present and voting at a general meeting of the Club.
- 15.3 Not less than twenty-one days' prior notice in writing setting out the wording of the proposed alteration shall be sent to the members in accordance with the procedure for convening general meetings.
- 15.4 An alteration shall not be made without the knowledge and consent of the Trustees, but such consent shall not be unreasonably withheld by them.
- 15.5 Interpretation of this constitution is by the members of the Board of Trustees and is final. Anyone requiring an interpretation can request same from the BOT via the Chairman in writing. He shall receive a reply within 14 days and same will be circulated to all members.

ARTICLE 16

16.0 Club Insignia/Logo and Motto

The club insignia/logo and motto are as appear below and form part of this constitution.



ARTICLE 17

17.0 Auditor

The Committee may appoint any person or firm of repute with recognised professional qualification(s) as auditor(s) to the Club on such reasonable terms as to remuneration or otherwise as the Committee may determine. The appointment shall be ratified by a simple majority of members present and voting an annual general meeting of the Club.

ARTICLE 18

18.0 Legal adviser

The Committee may appoint any person or firm of repute with recognised professional qualification(s) as legal adviser(s) to the Club on such reasonable terms as to remuneration or otherwise as the Committee may determine. The



appointment shall be ratified by a simple majority of members present and voting an annual general meeting of the Club.

ARTICLE 19

19.0 Common seal

The Club shall have a common seal which shall be in the custody of the Secretary General who shall produce it when required for use by the Trustees. The Common Seal shall be used only as directed by the Trustees.

ARTICLE 20

20.0 Dissolution

The Club shall be dissolved by the court pursuant to a petition if at a general meeting of the Club a resolution is passed by a two third majority of the members present that it is just and equitable in all circumstances to do so.

This constitution was adopted as the constitution of the Incorporated Trustees of the Ride Easy Motorcycling Club at a general meeting duly convened and held in Lagos, Nigeria on the day of _____ 2013.

DATED this day of 2013

CHAIRMAN

SECRETARY