



# THE CONSTITUTION OF RENAISSANCE FOUNDATION FOR PEACEBUILDERS (REFOP)



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## RENAISSANCE FOUNDATION FOR PEACEBUILDERS

### Introduction to the Constitution

#### Preamble

**Renaissance:** Revival or a new birth.

**Peacebuilders:** Persons taking action for a more peace and just world.

**Renaissance Foundation for Peacebuilders (REFOP)** is a leading peacebuilding organization and fully incorporated international non-governmental organization of peacebuilders taking action for a more peaceful and just world.

We are Renaissance Foundation for Peacebuilders (REFOP), a foremost and prominent non-governmental organization of peacebuilders whose core goal is to ensure sustainable peace in Africa through conflict prevention, conflict analysis, conflict transformation, conflict management, and conflict resolution.

**Renaissance Foundation for Peacebuilders (REFOP)** is fact findings centre for the understanding of issues of conflict and peace and such other issues that encompasses, generate, and sustain the full array of processes, approaches, and stages crucial to the transformation of violent-conflict for sustainable peace, general benefit and national development.

The Organization fulfil her mandates by responding to early warning signs through early prevention and specifically designed objectives which include but not limited to: assisting government in making research based policies that are capable of promoting peace, peacebuilding and national development, creating awareness around conditions and factors that create violent conflict in communities and working in collaboration with relevant stakeholders and agencies to mitigate and curtail causes, using the instrument of ADR to amicably settle dispute among persons and parties, advocacy for gender equity and social inclusion, value orientation and social transformation, training and retraining of youth

on peacebuilding for sustainable peace, responsive action to Restorative justice, Trauma Healing, transitional justice and humanitarian action.

Good governance as a tool for the facilitation of global peace has made it sacrosanct to align minds on a common interest of advocating for good governance through edification of minds on democratic ethics and ethos, political gospel for peace through the promotion of democratic principles and ideas, electoral education through awareness campaign on voting and campaign against electoral irregularities, dissemination of peace information to edify minds and encourage harmonious coexistence.

The reality of our contemporary world has left us with many things to worry about; from global terrorism to amoral accumulation of weapons of mass destruction. Citizens are revolting against governments while governments have been caught up in the web of ceaselessly fighting to curtail the trend of insecurity and unrest. The danger in this global trend then lies in the perception of violence conflict as an instrument to make demands and this has allowed a closed mind to Alternative Dispute Resolution (ADR). ADR as a veritable tool for amicable settlement of disputes which afford the parties in conflict an opportunity to negotiate their differences at minimum cost and maximum benefit. The need to position aggrieved citizens, parties, political actors and agitators on the rationality of championing grievances through amicable means without jeopardizing national security and desecrating the sacredness of humanity therefore becomes desideratum, beckons on and occupy an essential area of interest to REFOP.

At REFOP. our approach is both preventive (addressing factors or conditions that could easily trigger violence) and curative through conflict management, conflict prevention, conflict resolution, conflict transformation and reconciliation, mediation, conciliation, quality education, advocacy, orientation, rehabilitation, empowerment and capacity building of peacebuilders.

It has been identified that building peace entails deliberate adjustment of social structure, social system, institutions, social justice, restructuring, creating an architectural design, laying the foundation, setting the blocks, putting structure in place, monitoring, evaluating, maintaining and sustaining eventual peace. Peacebuilding does not only involve maintaining or supporting the peace after conflict but being concern and deliberately removing the things (the proximate causes of conflict) that could cause conflict or easily trigger violent. REFOP as a social reconstruction platform with the mission to addressing structural and proximate causes of violent conflicts therefore set forth to facilitate



sustainable peace through peacebuilding, advocacy for Gender equity and social inclusion, community building for stable future.

The relationship between peace and good governance guarantees positive peace as a necessity and see promotion of good governance as an essential activity. Where good governance is in place, peace is in place; only an environment that has good governance can promote peace. Whatever affect good governance can either promotes peace or undermines it, and whatever affects peace directly impact the nature of governance. Peace and good governance are seen as Siamese twins and are projected to be crucial for the facilitation of sustainable Peace. At REFOP, it is believed; Promotion of good governance at the level of individuals must focus on bringing the right attitude to electing credible representatives and competent national leaders that will formulate policies healthy for sustainable growth, economic and national prosperity. That is why REFOP is committed to positive peace through political reorientation, dissemination of information on essence of good governance, gospel of peace and advocate for strict adherence to democratic principles and tenets which are believed to be the foundation for sustainable peace.

REFOP seek to regularly organize and actively participate in social intervention projects to mediate, conciliate, educate, advocate, orientate, rehabilitate, empower, build capacity and raise peacebuilders for Conflict prevention, conflict transformations and peacebuilding.  
(SDG: 1, 2, 4, 5,11, 16, 17).

#### **Article 1 NAME**

The Organization shall be called **RENAISSANCE FOUNDATION FOR PEACEBUILDERS** thereafter refers to as the “**REFOP**” also known as the **PEACEBUILDERS PLATFORM**. The organization shall be registered with Corporate Affairs Commission of Nigeria.

#### **Article 2: LOCATION**

The organization shall have its head office situated in Federal capital territory of Nigeria, but temporarily at No. 5 Asala Street, Isolo, Lagos. Upon resolution by the Board of Trustee, the organization may move its headquarters to any place within Nigeria as well as create branch offices as it shall deem necessary for the implementation of its activities and the achievement of its goals.

#### **Article 3:**

## VISION

To establish sustainable peace and to be a platform for global peacebuilders who are taking action for a more peaceful and just world.



### Article 4: Mission

- 1) To Raise Peacebuilders in every Community, School and Workplace.
- 2) To establish Peacebuilders everywhere; Peacebuilders everywhere equal peace everywhere.
- 3) To educate, advocate, orientate, rehabilitate, empower and build capacity to facilitate and sustain peace through conflict transformation and preventive diplomacy.

### Article 5: OBJECTIVES

- 1) To assist government in making research-based policies that are capable of promoting peace, peacebuilding and national development.
- 2) To advocate for women's rights and social inclusion.
- 3) To regularly and periodically access the performance of political office holders to ensure political accountability for healthy democracy and promotion of sustainable peace.
- 4) To raise awareness on early warning signs and proximate causes of conflict.
- 5) To apply the instrument of Alternative Dispute Resolution (ADR) to amicable settlement of dispute among persons and parties
- 6) To interpret peace and good governance index (indicators) report with a view to creating clarity around the report and offer advice where necessary.
- 7) To help in fostering work-place peace education
- 8) To create awareness around the values of human security
- 9) To engage in trauma healing, restorative justice, transitional justice and sshumanitarian action.

### Article 6: Motto

Building Sustainable Peace

*Enlightening Minds For Positive Peace*

### Article 7: MEMBERSHIP

#### 1) MEMBERSHIP

Membership is open to persons or institutions who subscribe to this constitution and such other persons as the Board of Directors may from time to time determine and admit, not less than 10 persons shall be members of the organization.

2) An individual seeking membership shall:

➤ a) Subscribe to the vision, mission and Objectives of **REFOP**, obtain membership form at a fixed price of not more than 5000 naira (10 dollars)

• b) Accurately fill and submit a membership application to the **REFOP** secretary through the secretariat

• c) Be an individual of good conscience and reputation

• d) Be ready to participate actively in the activities of the organization

• e) Membership shall be voluntary

• f) Members of REFOP shall be known as “The Peacebuilders” upon registration and training

➤ 3) A person shall cease to be Member if:

• a) He gives one-month notice in writing to the Board of Directors about their intention to resign from membership. Upon the expiry of such notice, he shall cease to be a member but his liability to contribute to the funds of the organization in the event of its being wound up or dissolve shall continue for one year from the expiry of such notice.

• b) If he is removed from membership by the vote of not less than two -thirds of the members of the Organization at an extraordinary General Assembly of the Organization specially convened and at which he has been given a reasonable opportunity of fair hearing.

• If he is found guilty of contravening the provision of any section of this constitution by an independent panel of enquiry that shall be set up by the board of Trustee

## **Article 8: CATEGORIES OF MEMBERSHIP**

**Full membership:** opened to all persons that meet the eligibility criteria as laid down in Article 7 of this constitution, Associate Membership: non-profit institutions active in development, which do not meet the Full membership eligibility criteria as laid down in article 7 of this Constitution.

**Honorary Membership:** an individual who has made unique contribution to the field of social work is eligible for election to Honorary Membership. The number of Honorary Members cannot exceed one (1) in a calendar year. Under Extraordinary circumstances, the Board of Trustee may exceed the



normal yearly limitation. A Member of the Organization may nominate someone to the status of Honorary Membership by sending a brief (no longer than one page) advocacy statement Discussing the candidate to the Chairman Board of Directors.

## **Article 9: RIGHTS AND DUTIES OF MEMBERS**

### **FULL MEMBERS:**

- a) Attend the General Assembly and participate fully where possible
- b) representing the Organization as much as possible
- c) pay full membership due of not less than 15 (fifteen dollars) dollars per annum
- d) Vote and stand for electable positions in the Organization
- e) Participate in Training programs organized by the Organization

### **Article 10: HONORARY MEMBERS:**

- a) Attend the General Assembly
- b) Participate fully where possible and by financial commitment of 25 dollars to the Organization annually
- d) Explore Accounts of the Organization
- e) Access to information regarding new sources of funding
- f) Exemption to provincial registration fees
- g) Act as ambassadors to the Organization

## **Article 11: The Board of TRUSTEES**

The Board of trustee is the policy-making organ of the Organization. The Board of Trustee shall work to improve communication channels in the Organization, shall stabilize and increase funding, shall develop and monitor a five-year plan of the Organization and may restructure committees to ensure effective and efficient functioning.

- A) The minimum number of the Board shall be two while the maximum shall be twelve.
- b) There shall not be discrimination on the basis of religion, race or gender, every member shall enjoy equal right and respect.
- C) Members shall be men and women of unquestionable character

- d) Attend the General Assembly
- e) the members of the board of trustee shall serve for a period of 5 years and renewable by application.
- f) Support and advise Chief Executive Officer on better way to achieve the objectives of the organization
- g) May define the tasks and duties of the Board of Directors and stipulate their rules of procedure
- h) Initiate policies and actions in accordance with the resolution and decisions of the general Assembly and with the aims and principles of **REFOP**
- i) Reviews implementation of the resolutions and decisions of the General Assembly
- j) Reviews and approves financial statements
- k) Oversee all programs and activities of **REFOP** ensuring appropriate accountability mechanism are in place.
- l) Ensure good communication and **REFOP** engagement amongst its members
- m) Determines the salaries and conditions of service of the management team
- n) Submit to the General Assembly a report on its decisions and activities
- o) Interpret the constitution.
- p) The secretary of the Board of Director shall serve as the secretary of the general assembly throughout his/her tenure
- q) The secretary shall manage the secretariat under the leadership of the Executive director who will head the management team.

#### (2) Chair of the Board

The Chair of the Board shall be the executive Director of the Organization and shall be accountable to the Board of Director

#### (3) The Chair responsibilities includes:

- a) Overall responsibility of the board functioning
- b) Responsible for overseeing the financial arrangements of **REFOP**
- c) Responsible for overseeing the **REFOP** Management team.
- d) Co-coordinating and chairing the **REFOP** board meetings and relevant sub-committees.

#### (4) Secretary of the Board:

- a). Shall be the pioneer secretary of the organization for the first 5 years. After which the



secretary of the board can be elected from any member of the board of trustees.

b) He/she is accountable to the Executive Director

C). His/her responsibility shall include:

- ,i) Taking care of all administrative duties within the board
- ,ii) Serve as interface between the board and the management team
- ,iii) Relates messages from the Board to the management team.
- ,iv) Assist the board chairman in fulfilling the chair's duties and responsibilities or to undertake the duties and responsibilities of the chairman in his absence.

#### **Article 12: Suspension/Expulsion of Members of Board of Trustee**

- a) A member of Board of trustee shall cease to be member of the Board if at any time found incapable of discharging his or her duties and responsibility, engage in activities that contravene the mission, vision and objectives of this organization.
- b) The suspension of Members of the Board of Trustee shall be effective at the point the member become incompetent, indolent and inactive.
- c) No Member of the Board of trustee shall be exonerated from this sanction.
- d) The Board of Trustee in their meeting shall determine if any member of the board is culpable of the aforementioned irregularities. And shall within seven days release a communique after thorough investigation of offence brought to its notice.

#### **Article 13: The Management Team**

The management team shall comprise of: The Board of Trustee, The Director, Secretary, the Accountant, The HR manager, PRO, Digital Administrator, Web Developer, Graphic Designer, the Monitoring and evaluation committee head, Project management committee head.

- 1) The members of the management Team shall be accountable to the Executive Director and their terms of service shall be determined by the executive Director.
- 2) The management team shall be responsible for setting up weekly and monthly target.
- 3) The Team shall also be responsible for Drafting Monthly performance evaluation Report.
- 4) The Team shall be responsible for drafting annual performance Report
- 5) This Team provides professional advice to The Executive Director on:
  - Fundraising
  - Strategic Planning and Management

- Insurance, Research, Account, Legal, Technical
- Education, Experience and Exposure

#### **Article 14:**

##### **THE OFFICE OF THE CHAIRMAN OF THE BOARD**

There shall be the office of the Executive Director who shall be the head of the Secretariat. He shall be an employee of the Organization and his office shall fall under the Secretariat whose terms of service shall be in accordance with the provision of this constitution.

The person shall;

- a) Manage the day-to-day affairs of the Organization
- b) Legally represent the Organization and generally act on behalf of the organization
- c) Keep complete, and up-to date record of the organization's affairs;
- d) Convene meetings of the Management Team as well as the General Assembly
- e) Propose an agenda in collaboration with the Management Team.
- f) Present all legal deeds, contracts and other documents that generally engage the responsibility of the Organization to the Board of Director for approval
- g) Oversee and ensure the good and responsible use and maintenance of the Organizations property
- h) Approve the payment of all bills at the secretariat.
- I) Do all such acts as may be necessary for the efficient running of the organization's affairs;

The Executive Director shall have other officers who will help him in the running and implementation of the activities of the Organization. He may recruit volunteers who will assist in the effective running of the organization.

#### **Cap (i):**

##### **MEETINGS AND QUORUMS OF THE BOARD OF MANAGEMENT**

###### **➤ PROCEEDINGS OF THE BOARD**

The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be not less than half the number of members of the Board for the time being. Questions arising at any meeting shall be decided by a majority of votes. In case of any tie of votes the chairman shall have a casting or second vote.

#### **Cap (ii):**

###### **➤ CALLING OF MEETINGS**

- **a) Normal Meetings**

All normal meetings of the Board shall be summoned by the General Secretary, acting in consultation with the Chairman, by giving at least 7 days' notice accompanied by the proposed agenda.

- **(b) Requisitioned Meetings**

A member of the Board may request for a meeting, and on the request of at least two **(2)** members of the Board, the General Secretary shall at any time summon a meeting of the Board by at least 14 days of notice served upon the several members of the Board, with an indication of the proposed agenda.

### **Article 15: Board of Advisors**

The board of advisor shall perform advisory role to the management team from time to time, but shall be registered as active members and have the right accrues to every other member of the organization.

### **Article 16:**

#### **DISQUALIFICATION OF MEMBERS OF THE MANAGEMENT TEAM**

The office of a member of the board shall be vacated:

- a) If he becomes of unsound mind;
- b) If he fails to attend the meetings of the Management Team for a period of six months, except by special leave approved by the Executive Director;
- c) If by notice in writing to the organization he resigns his office;
- d) If he is removed from office by a resolution duly passed under this constitution.

### **Article 17:**

#### **THE GENERAL ASSEMBLY**

- **a)** The organization shall in each year hold a General Assembly, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling for such a meeting. Not More than twelve (12) months shall elapse between the date of one General Assembly of the Organization and that of the next. The General Assembly shall be held at such time and place as the Board shall appoint.
- **b)** The General Assembly shall be called ordinary General Assembly and all others shall be called extraordinary General Assemblies.

### **Cap (i):**

#### **PROCEEDINGS AT GENERAL ASSEMBLY**



- a) All Business shall be deemed special that is transacted at an extraordinary General Assembly and also all that is transacted at an ordinary General Assembly with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the elections of the board, appointment of auditors, and the fixing of the remuneration of the Auditors. Provided that no business shall be transacted at any General Assembly unless a quorum of members is present at the time when the meeting proceeds to business members present in person or by proxy shall continue constitute a quorum.
- b) If within one hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall then be dissolved.
- c) The Chairman, or in his absence the Secretary of the Board, if present shall preside at every General Assembly. If there is no such Chairman or Secretary, or if at any meeting neither is present within 15 minutes after the time appointed for holding the meeting the members present shall designate one of their members to be Chairman of the meeting.
- d) The chairman of any meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished. When such adjournment extends to more than 30 days since the original schedule date of the meeting, notice of the adjourned meeting shall be given as in the case of an original meeting.

#### **Cap (ii): VOTING AT GENERAL ASSEMBLY**

- a) Every member shall have one vote provided that when any matter affecting a member personally comes before the meeting, although he may be present at it, he shall not be entitled to vote on the question and Chairman may require him to withdraw during discussion, and he shall in the case withdraw accordingly.
- b) On a poll, votes will be cast in person; therefore, members not present are not entitled to vote.
- c) At any General Assembly a resolution put to the vote of the meeting shall be decided by a show of hands or by ballot as may be deemed appropriate by the members present. Only fully paid members are entitled to a vote.

- **d)** In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

#### **Article 18: Volunteers**

All member of the organization shall be regarded as volunteers and are expected to accept and play each role as will be apportioned to them from time to time by the Board of Director as it relates to the objectives of the organization.

#### **Article 19:**

##### **➤ FUNDS AND RESOURCES UTILIZATION**

##### **• a) APPLICATION OF FUNDS AND ASSETS**

The funds and assets of the Organization shall be applied solely towards the promotion of the objects of the Organization as set forth in this constitution; and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift bonus or otherwise by way of profit to the members of the Organization provided that nothing herein shall prevent, good faith, of reasonable and proper remuneration to any officer or servant of the Organization or any member or the Organization, in return for any services actually rendered to the Organization, or prevent the payment of interest at a rate not exceeding current bank rates on money lent or reasonable and proper rent for premises demised or let by any member to the Organization.

#### **Article 20:**

##### **ACCOUNTS**

➤ **1.** It shall be the work of the Account Officer to cause the accounts to be kept and in particular as regards;

- **a.)** The sums of money received and expended by the Organization and the matters in respect of which such receipts and expenditures takes place;
- **b.)** The assets and liabilities of the Organization
- **c)** The books of accounts shall be kept at the office or at such other places as the Board thinks fit, and shall always be open to the inspection of the member of the Board during business hours.

➤ **2)**At the General Assembly in every year, the Board shall lay before the members present a proper income and expenditure account for the period since the last preceding account made up to a date more than nine (9) months before such meeting.

➤ 3.) A proper Balance sheet as at the date on which the income-expenditure account is made up shall be prepared every year, and laid before the members present at the General Assembly. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors.

➤ 4.) Copies of the income and expenditure account, balance sheet and reports, all of which shall be framed in accordance with any statutory requirements for the time being in force, and of any other documents required by law to annexed or attached thereto or to accompany the same shall, not less than twenty one (21) clear days before the date of the General Assembly be sent to the Auditors and to all other persons entitled to receive notices, of such meetings in the prescribed manner.

## **Article 21:**

### **AUDITORS**

➤ 1.) The Organization shall at each General Assembly appoint an Auditor or Auditors to hold office until the next General Assembly Provided that a member of the Board or other officer of the Organization shall not qualify to be appointed Auditor of the Organization.

➤ 2.) The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.

➤ 3.) The remuneration of the Auditors of the Organization shall be fixed at the General Assembly, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board.

➤ 4.) Every Auditors of the Organization shall have a right to see all relevant vouchers and shall be entitled to access at all times to the books and accounts he requires from the Board

➤ 5.) The Auditors shall make a report to the members of the accounts examined by them and on every balance, sheet laid before the Organization at its General Assembly during their tenure of office, and the report shall state:

- a) Whether or not they have obtained all the information and explanations they have required; and
- b) Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the organization's affairs.

## **Article 22:**

### **FINANCIAL YEAR**



The financial year of the Organization shall begin on the first day of January and end on the last day of December of every year or at such other time as the Board may from time to time determine.

**Article 23:**

**DISPUTE RESOLUTION CLAUSE**

**➤ 1) RESOLUTION**

Save where by this Constitution the decision of the Board is made final if at any time hereafter any dispute difference or question shall arise between the Founders, Members, Board or other persons or their personal representatives or any of them respectively touching the construction meaning or effect of this Constitution or any cause or thing therein contained or the rights or liabilities of the said parties respectively or any of them under this Constitution or otherwise howsoever in relation to the Constitution then every such dispute or question shall be resolved by appropriate ADR mechanism as it applies to the matter of the dispute.

**Article 24:**

**AMENDMENTS TO THE CONSTITUTION**

**AMENDMENTS**

Subject to the provisions of Regulation of the NGO Regulations, the Organization may by special resolution pass modify or repeal this constitution or adopt a new constitution, provided that no such alteration, amendment or modification shall be made which shall impair the vision, mission and objectives of the NGO or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of income, property and assets of the Organization to the members.

**Article 25:**

The Board shall have the authority to take such steps as are necessary to ensure continuous Registration of REFOP, as a legal entity with entitlement to employ staff and hold bank accounts in the country in which its Secretariat is presently located and later as the Board of Director shall dictate

**Article 26:**

**Miscellaneous**

- **a)** Interpretation of the constitution: the interpretation of this constitution and By-laws is within the competence of the Board of Director.

- **B)** Translation of the constitution
- The English version of the constitution is the main copy duly and legally registered. Translation version of the constitution must be approved by the Board of Director



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Chairman

Signature



Oloyi Kehinde Thompson

*Oloyi Kehinde Thompson*

General Secretary

Signature

