



WOMEN IN ENERGY NETWORK

ESTABLISHED 2020

CONSTITUTION
of the Women In Energy Network

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CERTIFICATION OF ADOPTION OF CONSTITUTION

We, the undersigned, being the duly elected Members of Women in Energy Network, certify that, the attached Constitution of WIEN was adopted by the official act of the WIEN General Meeting.

Mrs. Funmi Ogbue
President.

Mrs. Ibiene Okeleke
Secretary.

Dated this _____ day of _____, 2020.

ARTICLE 1 - ESTABLISHMENT.

Name

- 1(1). The Association shall be known and addressed as the “WOMEN IN ENERGY NETWORK”, with the acronym “WIEN”.

Corporate Offices

- 1(2) a. WIEN shall maintain a Registered office within the Federal Capital Territory, Abuja, Nigeria.
- 1(2) b. WIEN may establish and maintain Zonal/Regional/State offices, at such places as the Board of Directors may decide and such established office shall be ratified at the subsequent members’ meeting.

The Constitution

- 1(3) a. This document shall be known as the Constitution of the Women in Energy Network, 2020.
- 1(3) b. This Constitution shall come into effect upon ratification and adoption by the General Meeting.
- 1(3) c. This Constitution is supreme and its provisions shall be binding on all members, authorities and persons in all the Offices of the Association.
- 1(3) d. Where this constitution contravenes any provision of the 1999 Constitution, Federal Republic of Nigeria or any enactment of the National Assembly; the 1999 Constitution and such other acts of the National Assembly shall prevail.
- 1(3) e. The Association shall be governed only in accordance with the provisions of this Constitution.

ARTICLE 2 - OBJECTIVES .

Vision:

- 2(1) Our vision is to be the leading Network that promotes the participation and advancement of Women in leadership across the energy value chain in support of National Development.

Mission

- 2(2) To enable women succeed in the energy Industry.

Purpose:

- 2(3) a. The Association is mandated to:
- i. address the representation of women in the leadership positions across the energy industry to drive performance and delivery;
 - ii. enhance the quality of decision making through diverse and holistic approach to ideas generation;
 - iii. advocate for policies and regulations in the energy industry to attract and exploit the potential of women in value creation;
 - iv. leverage the nature and nurture attributes in advancing the energy industry;
 - v. seek transfer of skills and capabilities across the various sectors in the Energy industry;
 - vi. create and enable a platform for women to engage across the energy industry:
- 2(3) b. The Association shall also pursue initiatives authorized by the Board of Trustees.
- i. WIEN is an umbrella body to enable collaboration across all the women networks in the energy industry
 - ii. We will be the platform for women to network and develop their core skills and capabilities
 - iii. Actively promote the interest of the girl child in STEM
 - iv. Coaching and mentoring opportunity for women in the industry
 - v. Be the advocacy voice in support of women participation and engagement in the energy industry
 - vi. Ensure women have the requisite capabilities to support entrepreneurial ventures

ARTICLE 3 - MEMBERSHIP.

Admission of Members

- 3(1) Subject to section 3(3) & 3(4), the Association is empowered to admit members into various categories of membership.

Categories of Membership

- 3(2) a. The following shall be the categories of membership of WIEN:
- i. Individual Membership:
Natural Persons will be considered for this category of membership.
 - ii. Corporate Membership:
Entities, including but not limited to companies limited by shares, statutory bodies, non-profit organizations, may be considered and admitted into

this category of membership. There shall be three sub-categories of membership under Corporate Membership:

- (1) Gold sub-category, which conveys individual membership right of up to 200 employees;
- (2) Silver sub-category, which conveys individual membership right of up to 100 employees; and
- (3) Bronze sub-category, which conveys individual membership right of up to 50 employees.

iii. Affiliate Membership:

Registered Associations and statutory bodies who promote and support the advancement and development of women who work in the energy industry may be considered in this category.

iv. Honorary Membership:

This category caters to persons who, while not eligible for any category of membership, but are deemed by the board of trustees to have made a significant contribution to the purpose of the association in a manner that makes the award of an Honorary Membership appropriate. This category conveys no rights or obligations and may be awarded for any period and may be revoked by the Board of Trustees at any time.

v. Student Affiliate Chapter:

Persons enrolled into an accredited higher institution for learning may be considered in this category, provided that:

- (1) such person must have a concentration in Energy related fields;
- (2) the higher institution for learning must have a student chapter of WIEN established.

3(2) b. The Board of Directors may modify the above categories subject to the approval of the Board of Trustees and shall be ratified by the members' General Meeting.

Eligibility and Enrollment

3(3) a. WIEN membership shall be open to:

- i. Women of Nigerian legal age;
- ii. Duly registered company or organisations; and
- iii. Statutory bodies such as ministries, departments and agencies ("MDA") of Government, who are applying on behalf of their female employees;

3(3) b. Any of the Persons in 'a' shall be considered, Provided that:

- i. any natural person(s) described above is currently employed at an energy company or at a company's, non-profit organization, or MDA entity, providing services to, and/or regulating energy companies;
- ii. any person described above, is/are directly involved - either in whole or in part - with the development, operation, regulation or other activities capable of impacting the Energy industry;

- iii. nothing in proviso “d” above, prohibits any natural person(s), who meet all other criteria, but are independent by reason of retirement, job hunting, or on sabbatical, among other reason from application for individual membership;
- iv. any natural person(s) being considered for Honorary membership is nominated by the board of directors, approved by the board of trustees and ratified by the members at a general meeting.

Application and Approval Procedure

3(4) A Person shall be considered and either admitted or rejected, to a membership category of the Association, in accordance with a Board of Trustees' approved application for membership guidelines, which shall be issued and publicized by the Board of Directors.

Obligations of Members

- 3(5) a. The obligation of members shall include the following:
- i. to Pay Annual Dues as and when due or have Annual Dues paid by their employer in the course of maintaining membership category;
 - ii. to conform to all the policies and procedures of the Association as enacted by the WIEN Board of Directors;
 - iii. to Abide by the terms of the WIEN constitution.

Rights and Privileges of Members

- 3(5) b. The rights and privileges of WIEN Members, who have paid all their prescribed dues, shall include the following:
- i. to receive notice and to attend all events of the Association;
 - ii. to attend and vote at Annual General Meetings (AGM);
 - iii. to seek election if the requirements are met and, if elected, to serve as an officer, director or committee member of the Association;
 - iv. to participate in the formulation of the Policies and Processes of the Association;
 - v. to nominate candidates for available position, vote and be voted for;
 - vi. to participate in consultations and surveys;
 - vii. to bring forward issues of concern to Members and Directors;
 - viii. to be afforded opportunities to network with the other members of the Association;
 - ix. to be published on various media of the Association (inclusive of the official Website), supplied to third parties, used in communications outside the Association as members of the Association.

Voting Status of Member

- 3(6). The following shall apply to the members of the Association:
- a) Each Member, with the exception of the members of the Board of Trustees, is entitled to one vote on any matter submitted by the WIEN Board of Directors to the members at a General Meeting, for a vote.
 - b) All votes of the WIEN membership will be done by electronic ballot.
 - c) The Board of Directors has the discretion to decide which, if any, matters are submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: amending WIEN Constitution, dissolving WIEN, merging or consolidating with another association, approval of a special assessment, selling all or substantially all of WIEN assets, and elections of Directors to the WIEN Board of Director

Cessation of Membership

- 3(7) a. The rights and privileges of being a member shall cease, if:
- i. a member resigns from or terminates her membership of WIEN by informing the Executive Secretary through a written notice addressed to the President, while calling the attention of the Membership Director;
 - ii. the member fails, neglects or refuses to pay the annual membership dues, for a delayed period of 12 (twelve) months after it has become payable. Such member's rights and privileges shall however be reinstated upon the payment of all arrears.
 - iii. the member can no longer satisfy the criteria for admission to membership.
 - iv. being a natural person, dies, becomes bankrupt, or possess unsound mind;
 - v. being an artificial person, becomes insolvent, has a receiver, manager, administrator or liquidator appointed, or is wound up (except for the purposes of reorganization or amalgamation).
 - vi. pursuant to the powers of the Board of Directors, a subscription of the member is suspended or terminated for:
 - (1) just cause;
 - (2) for Conduct Detrimental to the Objects of the Association.
- 3(7) b. Upon the termination of the membership, the name of the former member shall be removed from the Register of members, with immediate effect.
- 3(7) c. Provided that nothing in this Article prohibits the disciplined or expelled member from having the decision reviewed by Board of Trustees, upon written request to appeal the decision. The decision on reinstatement shall be made by affirmative vote of a majority of the Board of Trustees.

Annual Dues and Special Assessments:

- 3(8) a. Every member shall pay annually, on the anniversary of their membership ("annual renewal date"), the annual membership fees.
- 3(8) b. Fees for the various membership categories shall be established by the Board of WIEN. The Board of WIEN may from time to time and as may be approved by

the Annual General Meeting add to, review, amend or alter the annual membership dues payable by members of the Association.

- 3(8) c Special Assessments may be proposed by the WIEN Board of Directors and must be approved by a majority vote of WIEN members in order to be assessed.
- 3(8) d Annual Dues will be invoiced through electronic communication from WIEN Secretariat and are payable to WIEN registered accounts on or before the anniversary date of the membership.

Non Payment and Late Payment of Annual Dues

- 3(8) e. A WIEN member, who fails to renew her membership subscription after the annual renewal date, will cease to enjoy the WIEN membership rights and privilege.

Membership Register & Issuance of Certificate

- 3(9) a. The Association shall keep a Register of Members which shall contain the current list of Members “In good standing” and have paid their financial commitment. The Current list of members will be reviewed and updated monthly by the Secretariat.
- 3(9) b. A membership certificate shall be issued to every member - who is in good standing and has honored their financial commitment(s) to the Association.

ARTICLE 4 - BOARD OF TRUSTEES

Composition

- 4(1) a. WIEN shall have thirteen (13) trustees, twelve (12) of whom shall be appointed by the Members’ General Meeting, on the recommendation of the board, and one (1) of whom shall be the immediate Past President of WIEN.
- 4(1) b. The Board Trustees shall be known as “The Incorporated Trustees of the Women in Energy Network”, in accordance with the provisions of Part C of the Companies and Allied Matters Act, (“CAMA”) Cap C20 Laws of the Federation of Nigeria 2004 - or - as may be amended.
- 4(1) c. The trustees shall elect among themselves a Chairman, Vice Chairman and a Secretary.
- 4(1) d. The Trustees shall be entitled to two (2) votes at a members’ General Meetings members, notwithstanding the members’ voting rights contained in this constitution

Roles of Trustees

- 4(2) a. On behalf of the association, the Trustees shall:
 - i. exercise the powers vested in the Trustees by or under CAMA, provided that such actions are pursuant to a decision of the general meeting;

- ii. accept and hold all properties of the Association, freehold or leasehold, or other interest in land acquired for the use and benefit of the Association;
- iii. administer or give permission to be administered, the properties of the Association in accordance with the purpose of the Association, provided that such action is ratified by the General Meeting.
- iv. have the oversight function on the governance and accountability of the Board of Directors of the association;
- v. be sued and shall sue on behalf of the Association.

Meetings of Trustees

- 4(2) b. The following shall apply to an official meeting of the members of Board of Trustees (“Trustees”):
- i. The trustees shall hold meetings at least twice in every calendar year and at such other times and in such places as they shall from time to time decide.
 - ii. Any Trustee may at any time convene a special meeting of the Trustees upon at least fourteen (14) days’ notice being given to the other Trustees of the matter(s) to be discussed.
 - iii. The convening notice shall be accompanied by a detailed agenda and shall be dispatched at least two (2) weeks before the meeting.
 - iv. Decisions are taken by vote of the members present.
 - v. Voting shall be either by a show of hands or by secret ballot. The decision is left to the discretion of the Chairman of the Trustee.
 - vi. Each Trustee member shall have one (1) vote at the convened Trustee meeting.
 - vii. Voting by proxy is not permissible. However, A Trustee who is attending the meeting via video conference shall be allowed to vote by show of hand.
 - viii. In the event of a tie, the Chairman of the Board of Trustees’ may cast another vote.

Appointment of Trustee

- 4(3) a The Board of Trustees may consider and appoint new members to the Board of Trustees.

Removal of Trustee

- 4(3) b. Notwithstanding the provisions regarding the term, a trustee shall cease to hold office he/she:
- i. resigns their office in writing;
 - ii. possess unsound mind;
 - iii. is officially declared bankrupt;
 - iv. is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction;
- 4(3) c. Provided that nothing in this constitution shall stop a Trustee from being elected as a member of the Board of Director

Vacancy of Trustee

- 4(3) d. A successor to a vacant office of a Trustee shall conform to the process of appointment of a trustee in proviso 4(3) a.

Common Seal

- 4(4) a. The Trustees shall have a common seal, which shall be kept by the Secretary of the Board of Directors, who shall produce same when required by the Trustee.
- 4(4) b. The Common Seal of the Trustees shall not be affixed to any instrument except in pursuance of a resolution of the Trustees.

Term

- 4(5) Subject to the provision of the removal or rotation of a Trustee, the term of a Trustee of the association shall be for life.

ARTICLE 5 - BOARD OF DIRECTORS

Composition of the Board of Directors

- 5(1) a. The Board of Directors shall be comprised of the following members:
- I. **The President**, who shall:
 1. preside over Annual General Meetings of the Association and other General Meetings of the Association;
 2. cause the summoning of meetings of the Board of Directors in accordance with the provision of this Constitution, or as he may deem necessary;
 3. represent the Association at all official engagements or delegate the responsibility to any other member of the Board of Directors in his/her absence;
 4. direct all other officers of the Association in the performance of their duties;
 5. present a written address to the Annual General Meeting of the Association;
 6. present a General Report of the activities of the Association at Annual General Meetings;
 7. maintain, protect and instruct compliance with the Constitution and other Statutes (written and unwritten) of the Association to all members, and for the progressive benefit of the Association;
 8. be a voting member of the Board of Directors;
 9. perform all other duties as may be assigned to him/her by the Board of Trustees or the Annual General Meeting as may be in the interest of the Association.
 - II. **The Vice Presidents**, consisting of the:
 - Vice President Upstream;
 - Vice President Power;
 - Vice President Renewables;

- Vice President Gas;
- Vice President Midstream;
- Vice President Downstream.

They shall:

1. in the absence of the President, a vice president shall preside at all the meetings in which the President by this Constitution is empowered to preside;
2. the order of representing the President shall strictly be by delegation from the President;
3. lead their various WIEN sectorial activities pursuant to the achieving the purpose and objectives of the Association;
4. be voting members of the Board of Directors;
5. perform all other duties as may be assigned to him/her by the Board of Trustees or the Annual General Meeting as may be in the interest of the Association.

III. **The Secretary**, who shall:

1. convene meetings of the Association, etc. on the instruction of the President or in accordance with a previous decision of a General Meeting;
2. in liaison with the Executive Secretary, record and present minutes of meetings including attendance, make a summary of all decisions taken and follow up on effecting those decisions;
3. prepare and present reports of meetings to the President and avail same to the Members of the Association;
4. in liaison with the President, maintain, protect and instruct compliance with the Constitution and other Statutes (written and unwritten) of the Association to all members, and for the progressive benefit of the Association;
5. maintain, monitor and effect the Association's Calendar and Diary as a scheduled guide for the Association;
6. write and dispatch circulars, letters and other correspondence of the Association (unless delegated to a member of the Board);
7. receive, register and treat all correspondences of the Association accordingly;
8. subject to the directives of the Board of Trustees of the Association, keep custody of the Common Seal and other administrative instruments of the Association;
9. keep an up-to-date register and list of Members of the Association;
10. formulate and obtain approval for effective use, standard administrative policies and procedures for smooth running of the Association's Secretariats. These policies must align with best global practices and must be professionally guided;
11. report on Annual or Special Activities of the Association or any of its organs;
12. monitor every elective time table and programmes of the Association and notify relevant office holders and committees of the expiration of their terms of office;

13. put in motion election processes in conjunction with the Organizing Secretary and administer the Association in between its succeeding governments;
14. be a voting member of the Board of Directors;
15. perform all other duties as may be assigned to him/her by the Board of Trustees or the Annual General Meeting as may be in the interest of the Association.

IV. **The Treasurer**, who shall:

1. receive, collect and pay to the Association's Bankers, all monies paid to the Association;
2. carry out any decision or directive of the Annual General Meeting or Board of Trustees in matters relating to the budget or finances of the Association;
3. prepare or cause to be prepared and submitted to the first Meeting of the National Executive Council, an Annual Budget containing the estimated revenue and expenditure of the Association for the period 1st January of every year to 31st December of the following year;
4. prepare and submit a detailed Financial Report of the Association's financial position at every General Meeting or meetings of the Board of Directors or a requisitioned meeting;
5. circulate to every member of the Association, the audited accounts and balance sheet of the Association for the preceding year;
6. submit an Annual Report to the Annual General Meeting to which shall be attached the audited accounts and balance sheet of the Association for the preceding financial year.
7. be a voting member of the Board of Directors;
8. perform all other duties as may be assigned to him/her by the Board of Trustees or the Annual General Meeting as may be in the interest of the Association.

V. **The Advocacy & Government Relations Director**, who shall:

1. lead the Association's influencing and agenda shaping strategy to increase the prioritization and achievement of WIEN constitutional objectives;
2. lead Government relations functions & efforts in seeking partnership opportunities;
3. coordinates Government relations strategy with relevant stakeholders;
4. be a voting member of the Board of Directors;
5. perform all other duties as may be assigned to him/her by the Board of Trustees or the Annual General Meeting as may be in the interest of the Association.

VI. **The Membership Director**, who shall:

1. ensure data about members is accurate and up to date;
2. carry out activities, programs and events, with the aim of reviewing the addition of members into the Association, the recommendation for removal of members from the Association and initiating engagement;
3. process membership applications, manage membership recruitment and renewal appeals and invoicing;

4. monitor and report on key metrics related to membership growth and generate reports to inform member engagement strategy;
5. coordinate current member service programs including relationship building and contracting with vendors and benefit providers;
6. develop and maintain database of members and notify association of birthdays and other notable events;
7. actively participate in crafting membership development strategy
8. Serve as central point of contact for members respond to general inquiries;
9. onboard and induct new members on code of conduct;
10. communicate membership value and benefits to current and prospective members via website and email correspondence;
11. develop and implement members' recruitment campaigns;
12. be a voting member of the Board of Directors;
13. perform all other duties as may be assigned to him/her by the Board of Trustees or the Annual General Meeting as may be in the interest of the Association.

VII. The Business Development & Publicity Director, who shall:

1. be responsible for publicizing the activities of the association and other matters that the Board of Directors may from time to time assign to the occupant of such role;
2. be responsible for identifying funding opportunities in line with Plan;
3. be responsible for publicizing the networks activities on all media platforms;
4. liaise with other committees to produce appropriate literature for events campaigns and programs;
5. be a voting member of the Board of Directors;
6. perform all other duties as may be assigned to him/her by the Board of Trustees or the Annual General Meeting as may be in the interest of the Association.

VIII. The Programmes Director, who shall:

1. develop, oversee and help implement programs and initiatives that support the vision of the Association including both and short and long term plans;
2. assesses needs and ensures that program objectives are met;
3. coordinate activities of program committees and/or other groups to plan procedures;
4. be responsible for developing project budget and costs for programs;
5. plan the programs from start to completion involving deadlines, milestones and processes;
6. develop or approve budgets and operations;
7. devise evaluation strategies to monitor performance and determine the need for improvements;
8. build and maintain partnerships and relationships with conference and external program organization in the Energy Industry;
9. regularly monitor and review project activities to ensure quality contractual compliance and timely reporting;

10. be a voting member of the Board of Directors;
11. perform all other duties as may be assigned to him/her by the Board of Trustees or the Annual General Meeting as may be in the interest of the Association.

IX. The Sponsorship Director, who shall:

1. lead and seek out opportunities and request for appropriate corporate sponsorships, in order to obtain necessary funding for the Association;
2. be responsible for raising funds for the Association in regards to sponsorship opportunities, collaborating with the Treasurer to ensure proper financial procedure and accountability;
3. responsible for sharing relevant updates with the corporate sponsors, coordinating donor engagement opportunities, and cultivating support with the goal of renewing or expanding the relationship;
4. engage corporate partners in volunteer opportunities and special initiatives by developing opportunities for co-branding and other engagement as applicable;
5. be a voting member of the Board of Directors;
6. perform all other duties as may be assigned to him/her by the Board of Trustees or the Annual General Meeting as may be in the interest of the Association.

X. The Policy & Strategy Director, who shall:

1. lead and drive the Association's planning and its implementation, based on a sound assessment of sector trends, threats and opportunities;
2. develop and maintain a strong and evidence-based policy for influencing key stakeholders and policy makers in the midst of unprecedented change for WIEN related sectors;
3. ensure that the Association's Board and members are briefed on relevant policy developments that affect our Industry;
4. be a voting member of the Board of Directors;
5. perform all other duties as may be assigned to him/her by the Board of Trustees or the Annual General Meeting as may be in the interest of the Association.

XI. The Partnership Director, who shall:

1. identify opportunities for new alliances, initiate and maintain strategic relationships that enhance the chances of the Association to achieve its objectives;
2. be responsible for reporting results of various projects with partners, to increase the benefits of the relationships;
3. be responsible for expanding existing relations and informing partners of strategic business goals that will be mutually beneficial;
4. be a voting member of the Board of Directors;
5. perform all other duties as may be assigned to him/her by the Board of Trustees or the Annual General Meeting as may be in the interest of the Association.

Ex-Officio Members

- 5(1) b. The WIEN Board of directors shall also include the Ex-Officio Members which is limited to the immediate Past President and Secretary of WIEN, who shall serve as ex officio members of the Board of Directors and shall be entitled to attend all Board of Directors meeting.

Powers and Duties of the Board of Directors.

- 5(2) a. The Powers of the Board of Directors shall include the following:
- i. They shall be the decision-making organ of the Association with each member exercising all powers and enjoying all privileges as are conferred on Directors by this Constitution;
 - ii. The Board shall govern the Association in accordance with the aims and means set by the General Meeting and shall represent the interests of the Association in all matters;
 - iii. They shall have all such powers of the Association except as otherwise provided by this constitution.
 - iv. They shall prescribe, alter or amend the rules for the regulation of the Association subject to the ratification of the members at the members general meeting;
 - v. They shall setup a Secretariat for the day to day running of the Association, which shall be headed by the Secretary;
 - vi. They shall determine the long term objectives of the Association and ensure that the necessary means of attaining them are available;
 - vii. They shall have power at any time and from time to time to appoint any member to fill a casual vacancy arising out of the death, resignation, retirement or removal of a member. This is subject to approval of the members at the subsequent General Meeting;
 - viii. They shall approve each year the budget of the Association;
 - ix. They shall approve the membership fee of all categories of members, and other category of members that may be created by the Association;
 - x. They shall constitute such number of Committees as is required to assist it in the running of the affairs of the Association effectively. They shall have powers to determine the scope of work/terms of reference for the Committee.

Voting Powers of Members of the Board of Directors

- 5(2) b. Each member of the Board of Directors shall have voting powers pursuant to their general and specific duties towards WIEN. The Board of Directors have the discretion to decide the matters to be submitted to the members for a vote, except that the following matters, which shall always be submitted to the general meeting for members' vote:
- i. amending WIEN Constitution;
 - ii. dissolving WIEN,
 - iii. merging or consolidating with another association;
 - iv. approval of a special assessment;

- v. selling all or substantially all of WIEN assets; and

5(2) c. The ex-officio members, as members of the Board of Directors shall not be a voting member of the WIEN Board of Directors, nor shall her presence count toward a quorum.

General Duties of the Directors

5(3). Each member of the Board of Directors shall have the following duties towards the Association:

- a. to act in good faith,
- b. to operate in a manner, the Director reasonably believes to be in the best interests of WIEN,
- c. give reasonable care and attention to organizational oversight, and
- d. ensure compliance with State and Federal laws of any jurisdiction within WIEN's sphere of influence.
- e. Directors will comply with WIEN policy and avoid transactions in which the Director has a personal or material financial interest, or with entities of which the Director is an Officer, Director, or General Partner where the Director would benefit personally from such entity's involvement in the transaction

Appointment of Director

5(4) a. Subject to the observance of all criteria prior to appointment, the members general meeting shall witness the swearing in of the new Directors which shall be supervised by the ex-officio member

Election of Board Members

5(4) b. The Board of Directors shall be elected through a Board of Trustees' approved Election guideline and procedure, issued and publicized at least 8 weeks before the Election date by the Board of Directors;

Term and Term Limits

- 5(4) c. All members of the Board of Directors will serve staggered two-year terms beginning on the date of election at the Annual General Meeting. The Directors will be elected as follows:
- I. The President, the Treasurer, the Advocacy & Government Director, the Business Development & Publicity Director, Policy & Strategy Director and the Membership Director will be elected in even numbered years; and
 - II. All the Vice Presidents, the Secretary, the Programmes Director, and Partnership Director will be elected in odd numbered year
- 5(4) d. No member of the WIEN Board of Directors may serve more than two consecutive terms in the same position. Members in this category must wait at least one tenure before seeking re-election to the Board.
- 5(4) e. No Director may serve on the WIEN Board of Directors for more than three consecutive terms in any combination of position Periods of service by Directors

appointed or elected to serve out partial terms caused by resignation or removal, are not considered for purposes of term limitation

Resignation of Board Member:

5(5) a. A Director may resign by delivering written notice to the Secretary or President. Such resignation takes effect upon receipt or at the time specified in the notice, which may not exceed 30 day

A Director who fails to attend four Board of Directors meetings in a calendar year will be considered to have resigned and will be removed without action of the Board.

The Secretary will provide written notice of impending removal upon the third absence. The WIEN Board of Directors, upon two-thirds majority vote, may vote to reinstate the Director if extenuating circumstances exist.

Removal of Board Member:

5(5) b. A Director may be removed for failure to perform the duties of his/her office adequately.

Such Director may be removed at any time by majority vote of the WIEN Board of Directors and such removal ratified by the subsequent General Meeting. Where there is a Tie vote, the President will be eligible to vote the decider.

Action as to Vacancy of Board Members:

5(5) c. Should a vacancy occur in any WIEN Board position(s), other than the President, during the interim between elections, the President shall nominate, and the WIEN Board of Directors shall elect another qualified WIEN member to fulfill the remainder of the term.

5(5) d. Should a vacancy occur in the position of the President:

the members of the Board with voting rights, shall vote in a new candidate among the various Vice President Should there be a tie, the chairman of the Board of Trustees shall be invited to cast a deciding vote.

The succeeding president shall be installed in an acting capacity until ratified by the members general meeting.

5(5) e. All vacancies shall be filled as soon as practical.

Board Meetings

- 5(6) a. The following shall apply to a meeting of the Board of Directors ("BOD"):
- i. The BOD shall meet at least four (4) times a year, upon being convened by the President or upon the request of at least three (3) Board member
 - ii. The convening notice shall be accompanied by a detailed agenda and shall be dispatched at least two (2) weeks before the meeting.
 - iii. Each member of the BOD shall have one (1) vote at the Board Meeting. Ordinary decisions are taken by vote of the members present.

- iv. Voting shall be either by a show of hands or by secret ballot, according to the decision of the President.
- v. A secret ballot can also be required if demanded by six (6) or more board member in the event of a tie, the President may exercise a casting vote.
- vi. Voting by proxy by a Board member is not permissible. However, a Board member who is attending the meeting via videoconference, shall be allowed to vote by show of hands at every time.

Quorum

- 5(6) b. The quorum for a regular meeting of the Board shall be two-third of the number of Board members and where the number of Board members is not a multiple of three (3), then the quorum shall be one third to the nearest number.
- 5(6) c. In the absence of a quorum, thirty (30) minutes after the scheduled commencement of a meeting, the meeting shall be re-scheduled.
- 5(6) d. Where a committee(s) is formed by the BOD, the BOD shall fix its quorum, but where no quorum is fixed, the whole committee(s) shall meet and act by a majority of 60%.

Compensation of Directors

- 5(7) With the exception of the Executive Secretary, the Directors of WIEN will not receive any salaries or other compensation for their service. WIEN shall not provide loans or guarantees for anyone or member of the Board of Director.

ARTICLE 6 - MEETINGS

Categories of Meetings

- 6(1) a. The following meetings shall be recognized by the Association:
 - i. Annual General Meetings;
 - ii. Extra-Ordinary General Meetings;
 - iii. Board of Trustees' Meeting;
 - iv. Board of Directors' Meeting;
- 6(1) b. Provided that nothing in this constitution prohibits the convening and recognition of meeting of members of duly organized committees', subcommittees, or of programmes, networking events which are organized to promote and achieve the objectives of WIEN.

Annual General Meetings

- 6(2) a. The Annual general meeting of WIEN shall:
 - i. in each year hold a Meeting as its Annual General Meeting in addition to any other meetings, and shall specify the meeting as such in the notices calling it;

- ii. be held at such time and place in Nigeria as the Secretary shall appoint upon the recommendation of the Board of Directors.
- iii. not more than twelve (12) months shall elapse between the date of the prior Annual General Meeting of the Association and that of the next, provided that, the Association holds its first Annual General Meeting within twelve (12) months of its incorporation.
- iv. shall be open to all members of the Association save those in default of payment of their Annual dues.
- v. have as its business, update of all the Activities of the Association for the year in review by the President and Board of Directors, presentation of the financial accounts, balance sheets and the ordinary report of the auditors, the election of new Board members in place of those retiring, appointment and fixing of remuneration of the auditor, Adoption of amendments to the Constitution.

Extra-Ordinary General Meeting

- 6(2) b. All members' general meeting other than the annual general Meetings shall be called extraordinary general meeting The following shall apply to Extra-Ordinary General Meetings of WIEN:
- i. Extra-ordinary general Meetings may be called at any time by the President, by a majority of the Board of Directors, or on written notice and request of one third majority of the members of WIEN.
 - ii. Any requisition made by member shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Association.
 - iii. Upon the receipt of such requisition, the Secretary shall forthwith proceed to convene a General Meeting. If she does not proceed to convene the same within twenty-one (21) days from the date of the requisition, the requisitioner may themselves convene a meeting in the same manner, or as nearly as possible, as that convened by the Association. Provided that any meeting so convened shall not be held after the expiration of three (3) months from that date.
 - iv. Extra-ordinary Membership Meetings may take place physically and not in person.

Notice of Meetings

- 6(3) a. The following shall apply to members' general meetings of WIEN:
- i. A written notice stating the place, date, and hour of a WIEN official Meeting(s) will be delivered to each WIEN member not less than 7 days and not more than 60 days before the meeting date.
 - ii. Notices of motions or resolutions other than those proposed for amendment of the Constitution shall reach the General Secretary on or before 30th June every year.
 - iii. The notice requirements may be satisfied by sending an email communication or by posting notice of the meeting on the WIEN website and Social Media Platforms in a timely manner.

- iv. the President shall direct, in writing, the General Secretary to summon an Extraordinary Meeting of the Association, upon receipt of a requisition, which shall state in clear details the matters that need to be deliberated upon, signed by not less than one-third (1/3) of the registered members of the association, calling for an Extraordinary General Meeting.
- v. The Board of Directors shall not be obliged to act on any requisition received less than four weeks before the date of the Annual General Meeting of the Association. However, they may instead include such matters stated in the requisition as part of "Any other business" to be deliberated upon at the Annual General Meeting.
- vi. The notice period required for convening a General Meeting shall be 21 (twenty-one) days from the date that such notice is sent out. A notice must specify the place, the day and hour of meeting and, in case of special business, the general nature of such business, shall be given to members in such manner, if any, as may be prescribed by the Association in General Meeting, but the accidental omission to give such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

Quorum

6(3) b.

The following shall apply:

- i. the quorum for the Annual and Extra-Ordinary General meeting shall be one thirds of the financial members eligible to attend and vote at such meeting;
- ii. the quorum for all WIEN related meetings, with the exception of the Annual and extra-ordinary general meeting, shall be two thirds of the members eligible to attend and vote at such meeting.
- iii. If within forty-five minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present, the members present shall then be the quorum and their decision shall bind all member
- iv. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business and for the purpose hereof unless it is otherwise, provided, five (5) corporate financial members present in person or by proxy shall be a quorum.

Proceedings at General Meeting

6(3) c.

The proceedings at the general meeting of members shall be regulated by the following:

- i. The President shall preside at every general meeting or shall delegate the function to one of the Vice Presidents in her absence.

- ii. If neither the President nor the Vice Presidents are present within half an hour after the time appointed for holding a General Meeting, or shall be unwilling to preside, the members present shall choose a member present to Chair the General Meeting.
- iii. The Secretary shall ensure that minutes of meeting is taken and circulated to member
- iv. The President may, with the consent of the General Meeting, adjourn any General 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 at the General Meeting from which the adjournment took place.
- v. At any General Meeting, unless a poll is demanded by at least ten (10) members of which five (5) members must be corporate members, a declaration by the Chairman that are solution has been carried or lost, and an entry to that effect in the book of proceedings of the Association, shall be conclusive evidence of the fact.
- vi. If a poll is demanded in a manner aforesaid, the same shall be taken at such time and in such manner as the President directs, and the result of such poll shall be deemed to be the resolution of the Association in General Meeting, save that a poll demanded on the election of a President or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.

Decisions at Meetings

- 6(3) d. Decisions at General Meetings shall be by a 51% majority on a show of hands of members present and voting except on any other issues as may be decided by the Meeting or Board of Directors, when it shall be by secret ballot.
- 6(3) e. with the exception of members of the Board of Trustees, each member's vote shall count as one.

ARTICLE 7 - OPERATIONS

Establishment of Secretariat

- 7(1) WIEN shall establish and operate a Secretariat by engaging the services of full time employees to effectively manage its affairs and office

Executive Secretary.

- 7(2) a. The Board of Directors shall engage the services of a full time employee to serve as the Executive Secretary.
- 7(2) b. The Executive Secretary shall report to the Members of WIEN through the President and the Board of Directors.
- 7(2) c. The Board of Directors shall also have the power to employ such other officers as may be necessary to assist the Executive Secretary in running the operations of WIEN.

- 7(2) d. It will be the responsibility of the Board of Directors to set and review the remuneration and other benefits of the position.

Qualifications of the Executive Secretary

- 7(3) a. At a minimum, the role shall be filled by a holder of a university business degree with either a Doctorate or a Masters' degree.
- 7(3) b. Such person shall possess a solid track record of strong leadership, building and motivating effective and productive teams in an organization of comparable size among other detailed requirements for this position which will be issued and revised annually by the Board of Directors – subject to the review and approval of the Board of Trustees.
- 7(3) c. The Board will fill this position strictly through public advertisement followed by interview and recommendation.

Duties of the Executive Secretary

- 7(4) a. The Executive Secretary will have the following duties:
- i. to be the chief administrative and operational officer of the association and to take charge of day to day management of the secretariat, subject to the directives of the Board of Directors;
 - ii. to develop a strategic plan for the Association that will position it as the leading women's network in the energy industry;
 - iii. to implement and manage program and interventions to ensure program goals are achieved;
 - iv. to develop and manage the Association's partner and affiliates framework and ensure partner relationships are managed to fulfil the advancement of the Association;
 - v. to develop in-depth knowledge of WIEN program areas, including current issues and key resource people and organizations, and a clear understanding of how they fit into the network's interest;
 - vi. to establish and strengthen communication/good relations with appropriate external organizations and other stakeholders for seeking corporate sponsors;
 - vii. to identify and develop relations with other stakeholders of the Energy value chain, Networks, donors, by organizing events, programs, and meetings;
 - viii. to coordinate and work with implementing partners/agencies in project design, proposal development, contractual agreements; and the provision of monitoring, and project evaluations;
 - ix. to provide progress reports (Monthly Key Performance Indicator- KPI) on the overall effectiveness of WIEN and its programs and initiatives;
 - x. to develop evaluation methods to assess programs strengths and identify areas for improvements;
 - xi. to plan and schedule project timelines, track project deliverables using appropriate tools;
 - xii. to develop a database of members to cater to peculiar needs and support requirements to progress their goals and aspirations in line with the Association's objective;

- xiii. to conduct period surveys and publish results on the effectiveness of WIEN programs and initiatives and use them to determine members needs and process improvement;
- xiv. to prepare presentation documents and other related documents for all WIEN Board Courtesy visits or programs;
- xv. to develop budget for WIEN programs and initiatives ensure appropriate lead signs off and goes to the Treasurer;
- xvi. to identify and collaborate with credible domestic and international organizations to deliver programs and initiatives which will enhance members' goals in line with WIENs objective;
- xvii. to develop Public Relations, internal and external communication strategies and social media content and e-strategy focused effectively to grow followership and interaction while also managing the daily content upload and online content;
- xviii. to develop proposals and secure funding for programs and events working with the Director of sponsorships;
- xix. to facilitate a culture that inspire and motivate the employees of the Association.

7(4) b. The Board of Directors may set other duties and performance targets and to evaluate the Executive Secretary's (including other employees') performance, annually.

ARTICLE 8 - FINANCIAL MATTERS

Bank Accounts

- 8(1) a. The Board of Directors may from time to time, open and maintain in the name of the Association a bank account or bank accounts, at such Bank or banks as they shall from time to time desire and may at any time pay any monies forming part of the Fund to the credit of any such account or accounts or place the same on deposit with any bank or banks and all cheque and orders for the payment of money shall be signed by any two (2) of the following persons:
- i. The President
 - ii. The Secretary
 - iii. The Treasurer
 - iv. Any other person designated by the Board of Directors in line with financial guidelines

Funds of the Organisation

- 8(1) b. All monies received on behalf of WIEN shall be deposited in WIEN's designated bank account The Treasurer may direct the Executive Secretary to issue a receipt in respect of such deposit.
- 8(1) c. The members of WIEN shall receive a statement of Income and Expenditure for the Current Financial Year from Board of Directors, prior to the Annual General Meeting.

- 8(1) d. All expenditure must be authorized by the President or majority of the Board of Directors in accordance with the approved Budget and Financial Guideline
- 8(1) e. WIEN shall maintain books of accounts showing income and expenditure in each year as well as the balance sheet of the Association.
- 8(1) f. All books and records of WIEN may be inspected by any Director upon written demand to the Secretary and to members in compliance with Federal or State law or WIEN policy.

Indemnity of Members

- 8(2) a. Each Trustee, Board Member and other members of WIEN, acting on the instructions of WIEN, in furtherance of its objectives, shall be indemnified out of and from the funds and property of WIEN, against all losses, charges, costs, damages and other liability which such person may suffer or incur as a result of executing WIEN's duties, save to the extent that such person acted in a negligent or fraudulent manner.
- 8(2) b. No member of WIEN shall be answerable or deemed to be in any way responsible for any act or default of any other member or for any deficiency or insufficiency of any title or security whatsoever taken by WIEN.
- 8(2) c. No member of WIEN shall be liable for any losses occasioned by a bank or other persons with whom monies or securities of WIEN are deposited or entrusted for safe custody, investment or otherwise, nor for any loss, misfortune or damage which may happen or take place in the execution of that member's duties, save to the extent that such member acted negligently or fraudulently.
- 8(2) d. No action shall be taken against a member or a member's representative, unless a report was tabled to the General Meeting and reasonable opportunity was given to the member or the member's representative to defend such member's position.

Accounting Year

- 8(3) a. The financial year of the Association shall be from 1st January to 31st December in each year.

Audits and Auditors

- 8(4) a. There shall be appointed annually, a professional firm of Auditors to audit and certify the accounts and books of the Association.
- 8(4) b. The Auditors shall be appointed by the Board of Directors subject to ratification at the Annual General meeting and shall be eligible for reappointment.

Special Clause

- 8(5) a. The Association shall carry on activities permitted by a corporation limited by Guarantee and shall exempt from Federal and State Tax Legislations in Nigeria.

- 8(5) b. The income and property of women in energy network howsoever derived shall be applied solely towards the promotion of the objects and purpose of the Association 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 any member of WIEN.

Provided that, nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any member of Board of Trustees, Board of Directors, officer or servant who renders service to WIEN in return for any service rendered to the Association but so that no member of the Board of Trustees or Board of Directors shall be appointed to any salaried office of WIEN.

Miscellaneous

- 8(6) a. WIEN shall not be used by any person (natural or Artificial) to further its own business interests, outside the objectives of WIEN.
- 8(6) b. WIEN's address list shall not be used for any purpose other than the business of WIEN, unless with the prior approval of the Board of Director

ARTICLE 9 - COMMITTEE

Constitution of Committees

- 9(1) a. The Board of Directors shall have the power to constitute and dissolve any number of committees as recognized by this constitution.
- 9(1) b. A written committee Terms of Reference ("TOR") defining each committee's purpose, composition, leadership, authority, duration and responsibilities shall be adopted through a Board vote.

Special Committees, and Other Ad Hoc Positions

- 9(2) a. The Board of Directors may form and dissolve any special committees or roles not specifically provided for in this Constitution to assist in the performance of the tasks and duties of their positions on the WIEN Board of Director
- 9(2) b. In addition, the President, on the recommendation of the Board of Directors, may appoint task forces or any other ad hoc positions to assist with the performance of WIEN programmes and function

WEIN Advisory Council

- 9(3) a. The Advisory council shall be composed of:
- i. members of the Board of Trustees - who are not members of the Board of Directors; and
 - ii. leaders in the energy industry.
- 9(3) b. The Board of Directors may appoint and remove such persons to serve on the WIEN Advisory Council.

Eligibility Requirements

- 9(4) Individuals appointed to lead or serve on committees, special committees, task force and ad hoc roles shall be members in good standing.

ARTICLE 10 - DISSOLUTION

Resolution to Dissolve WIEN

- 10(1) a. WIEN may be dissolved by the Court on a petition brought for that purpose by:
- i. 51% (Fifty-one per cent) of the financial members at an Annual General Meeting or at a Special General Meeting convened for that purpose provided that notice of the proposed resolution is given to members not less than fourteen (14) days before the date of the meeting.
 - ii. The Board of Trustees;
 - iii. The Corporate Affairs Commission.
- 10(1) b. The grounds on which WIEN may be dissolved are:
- i. the aims and objects for which it was established have been fully realized and no useful purpose would be served by keeping WIEN alive.
 - ii. that all aims and objects of the association have become illegal or otherwise contrary to public policy.
 - iii. that it is just and equitable in all circumstances that the body corporate be dissolved.

Action after Dissolution

- 10(2) Upon the dissolution of WIEN, the Trustees shall, after making provision for the costs of dissolving WIEN, distribute the accumulated funds of WIEN to an association, not for gain, with similar objectives to those of WIEN, as may be determined by the Trustees in its sole discretion.

ARTICLE 11 - AMENDMENT

Amendment of the Constitution.

- 11(1) a. Any proposal to amend or alter any part of this Constitution must be forwarded to all members of WIEN at least twenty-one (21) days before the subsequent general assembly of members, to entertain such motion(s) for amendment.
- 11(1) b. No part of this Constitution shall be amended except by two-third (2/3) majority Board of Trustees approval and 51% majority votes of members at a Members' General Meeting.
- 11(1) c. No alteration or amendment to this Constitution by whatsoever process shall be deemed applicable until such amendment(s) or alteration(s) has been duly registered with the Corporate Affairs Commission.

1ST SCHEDULE: DEFINITIONS

In this Constitution, unless the context otherwise requires:

“**Company**” means any entity incorporated under any law in force in Nigeria or elsewhere;

“**Bankers**” means a bank or other financial institutions licensed to receive deposits and give loans;

“**Day**” means each of the 24-hour periods, reckoned from one midnight to the next;

“**Downstream**” means involving people and activities relating to all oil and gas operations that take place after the production phase, which includes refining of petroleum crude *oil* and the processing and purifying of raw natural *gas*, as well as the marketing and distribution of products derived from crude *oil* and natural *gas*, through to the point of sale of such products;

“**Energy**” shall relate to people and activities that forms the totality of all of the industries involved in the production and sale of various forms of energy, including fuel extraction, manufacturing, refining and distribution;

“**Government**” means the Federal and State Governments of Nigeria;

“**Majority**” means 2/3 majority vote of members present at a General Meeting, except otherwise expressed in the Constitution;

“**Midstream**” activities include the processing, storing, transporting and marketing of oil, natural gas, and natural gas liquids

“**Notice**” means a formal or informal dispatch and receipt of information regarding the affairs and activities of the association;

“**Oil and Gas**” means of or relating to Petroleum operations including upstream, midstream and downstream petroleum operations;

“**Person**” means either a natural (human) and/or artificial (non-human) entity recognized by law as separate and independent, with legal rights and existence;

“**Power**” means all the people and activities involved in providing power (gas, electricity, etc.) to homes and businesses.

“**Quorum**” means the minimum number of members to make the proceedings of that meeting valid;

“**Renewables**” means activities involving a natural resource or source of energy that is not depleted by use, such as water, wind, or solar power;

“**Statute**” regulations formally written down by the Board of Directors and approved by the Board of Trustees

“**Statutory body**” means an organization that has been created by an Act/Law of the National Assembly of Nigeria or a foreign government;

“**The Association**” shall in selected context mean Women in Energy Network.

“**Upstream**” means activities involving the exploration and production stages in the oil and gas industry. it also includes the *upstream* sector which involves the searching for potential underground or underwater crude *oil* and natural *gas* fields, drilling exploratory wells, and subsequently drilling and operating the wells that recover and bring the crude *oil* or raw natural *gas* to the surface.

“**Week**” means the period of seven days generally reckoned from and to midnight on Saturday night;

“**Year**” means the period of 365 days (or 366 days in leap years) starting from the first of January, used for reckoning time in ordinary circumstances.

2nd SCHEDULE : OATH OF OFFICE

(Pursuant to Articles 4 and 5)

I..... (full name) do solemnly swear/affirm that I will bear true allegiance to the Women in Energy Network and discharge my duties faithfully and in accordance with the Constitution and always in the best interest, integrity and wellbeing of the Association; that I will not allow my personal interest to influence my official decisions and I will strive in all circumstances to defend the ethics of the association, the rule of law and the independence of the **Women of Energy Network**; so help me God!

3RD SCHEDULE: CONFLICT OF INTEREST AND CORPORATE RESPONSIBILITY

1. In the discharge of their responsibilities, members of the Board of Trustees and the Board of Directors shall act in utmost good faith, with care, skill and diligence.
2. The members of the Board of Trustees and the Board of Directors have fiduciary obligation to the Commission, and shall not be involved in any decision where their interests conflict with the interest of the Commission.
3. The members of the Board of Trustees and the Board of Directors shall adhere to all the duties and obligations specified under the Company and Allied Matters Act or a subsequent amendment.
4. The members of the Board of Trustees and the Board of Directors shall submit a written statement of disclosure of interests and a statement of absence of conflicts with the Commission’s activities and operations annually to the Board.

