THE CONSTITUTION

OF

THE
SMALLHOLDER POULTRY
FORUM
(SPfad)

OCTOBER 2017
THE CONSTITUTION OF THE SMALLHOLDER POULTRY FORUM

PREAMBLE

The commercial poultry sector makes a significant contribution to Nigeria’s agricultural Gross Domestic Product (GDP). It is focused on large scale, intensive use of inputs for large profits. The majority of households in the rural areas keep a few chickens using the extensive system of production. This smallholder chicken production has been shown in various countries in Asia, Africa, and Latin America to have a great potential in poverty alleviation, and wealth creation for the poorest of the poor. The African Chicken Genetic Gains project in Nigeria has been using an innovation platform to find solutions to the problems and challenges of the smallholder poultry value chain. At the 3rd meeting of the innovation platform, it was agreed that a self-sustaining forum be developed for the smallholder poultry value chain.

The forum is to involve all stakeholders, such as associations, networks, businesses, and exchanges, while providing investment opportunities, appropriate credit options, high yielding science, and technology products to facilitate production processes, quality standardization, and other activities of mutual benefits to stakeholders all along the smallholder poultry value chain. Entrepreneurs, scientists, researchers, government policy makers and project officers of non-governmental organizations (i.e. Poultry Association of Nigeria and World Poultry Science Association members) with interests in smallholder poultry farming, feeds/nutrition and feed milling, breeding, hatching, brooding, vaccination and deworming, egg, bird and manure marketing and processing, credit/insurance, training, youth and women empowerment, equipment fabrication etc.
ARTICLE 1: NAME AND LOCATION

1.1 The name of the organisation shall be SMALLHOLDER POULTRY FORUM (SPF), with the logo XXX, hereinafter referred to as the Organisation.

1.2 The offices of the Organisation shall be located in Room 603, Department of Animal Sciences, Faculty of Agriculture, Obafemi Awolowo University, Ile-Ife, Osun State.

1.3 The website of the Organisation shall be.

1.4 The Organisation shall be non-profit making, non-partisan and non-religious denominational.

1.5 The Organisation shall be deemed to have come into force after registration at the Corporate Affairs Commission.

ARTICLE 2: VISION & MISSION OF THE ORGANISATION

2.1 VISION
To be a self-sustaining decision making platform for sustained monitoring of the continuous demand and supply of required quantity and quality of standardized and competitively priced input and output of the Smallholder Poultry Value Chain (SPVC) in Nigeria.

2.2 MISSION
Empowering and creating business opportunities for actors along the SPVC.

ARTICLE 3: OBJECTIVES & STRATEGIC ISSUES OF THE ORGANISATION

3.1. OBJECTIVES
3.1.1 To stimulate and sustain the commercial interests of stakeholders and commitment to the Nigeria smallholder poultry brand for mutual benefits by addressing problems with facts and experience.

3.1.2 To generate co-created solutions based on interactions in the Forum.

3.1.3 To identify gaps in skill sets and bridge gaps amongst stakeholders.

3.1.4 To establish a viable business negotiation and agreement system amongst stakeholders.
3.2. KEY STRATEGIC ISSUES

3.2.1 Conducive and supportive policy environment for the smallholder poultry value chain in Nigeria.

3.2.2 Appropriate equipment and machines for smallholder poultry production.

3.2.3 Appropriate employment generation / jobs creation.

3.2.4 Marketing contracts and supply orders, arrangements and agreements.

3.2.5 Risks assessment of smallholder poultry production and supplies ventures.

3.2.6 Credit risks assessment.

3.2.7 Financing/credits options and processes.

3.2.8 Sharing experiences from research and development; updates on appropriate science and technologies; and industrial product development: Product quality, standard, costing, demands, selling prices and supplies.

ARTICLE 4: MEMBERSHIP

4.1 A person shall qualify for membership if he/she is directly or indirectly involved in the smallholder poultry value chain. However, it is in the prerogative of the Organisation to admit such persons.

Such involvement includes but is not limited to:

4.1.1 Service provider to smallholder poultry farmers such as:
   a) Breeding services
   b) Hatching services
   c) Brooding services
   d) Health services
   e) Feed milling/sale services
   f) Aggregators of eggs, manure and birds
   g) Financial and Risk Insurance services
   h) Media services
   i) Training services
   j) Equipment Fabricators

4.1.2 Processors and Marketers of eggs and meat from smallholder poultry farmers

4.1.3 Smallholder Poultry farmers or their representatives e.g. Community Smallholder Poultry Innovation Platform cooperatives
4.1.4 Regulators
4.1.5 Policy makers
4.1.6 Researchers (Public and Private), Consultants and Development agencies (NGO, CDO)
4.1.7 Donor agencies targeted at Smallholder Poultry Farmers

4.2 CATEGORIES OF MEMBERSHIP

Membership will be made up of:

4.2.1 Individuals,
4.2.2 Corporate Organisations, and
4.2.3 Groups

ARTICLE 5: GENERAL DUTIES OF MEMBERS

5.1 Every member of the Organisation shall;
   (a) Pay a one off membership fee that shall be determined from time to time by the Organisation.
   (b) Pay an annual subscription fee that shall be determined from time to time by the Organisation.
   (c) Comply with the provisions of this constitution and resolutions of the Executive committee and Organisation.
   (d) Promote, develop, implement and protect the interests of the Organisation.
   (e) Meet all the obligations as shall be from time to time be determined by the Organisation.
   (f) Do such work as shall be assigned to him or her by the Executive Committee.

ARTICLE 6: CESSATION OF MEMBERSHIP

6.1 A person shall cease to be a member of the Organisation if he/she;
   (a) Dies,
   (b) Resigns,
   (c) Is certified to be of unsound mind by a recognised medical practitioner.
   (d) Is expelled from the Organisation; provided that member shall not be expelled unless the Executive committee has heard and given written warning.
ARTICLE 7: DISCIPLINE OF MEMBERS

7.1 The Executive committee shall have powers to suspend any member from the Organisation if such a member acts and/or conducts himself in a manner prejudicial to the interests of the Organisation.

7.2 The duration of such suspension shall be at the discretion of the Executive committee provided it shall be reasonable in the circumstances.

7.3 The suspended member shall have the right to appeal to the General assembly within three (3) weeks from the date of the decision of the Executive committee.

7.4 The General Assembly shall have powers to reinstate, further suspend or expel such a person.

7.5 In case of a disagreement with the decision of the General Assembly, the aggrieved party shall be at liberty to petition a court of law of appropriate jurisdiction for further management of the matter at hand.

ARTICLE 8: ORGANS OF THE ORGANISATION

8.1 The organs of the Organisation shall be;

(a) The General Assembly.

(b) The Executive Committee.

8.2 The General Assembly shall be the over all governing body of the Organisation.

ARTICLE 9: COMPOSITION, DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

9.1.1 There shall be a National Executive Committee of the Organisation comprising of the following positions;

(a) Chairperson

(b) Vice Chairperson

(c) Secretary

(d) Treasurer

(e) Financial Secretary
9.2 The Executive Committee shall have the following duties:

(a) Act for and on behalf of the Organisation in its day-to-day operation.
(b) Implement and execute decisions and policies passed by the General Assembly.
(c) Discuss and decide on all important matters affecting the Organisation and bear collective responsibilities of all such matters discussed and agreed upon.
(d) Mobilize and manage Organisation funds and finances.
(e) Establish/empower working groups as decided by the General Assembly to carry out specific functions.
(f) Appoint/elect persons into sub-national or state Executive Committees
(g) Have powers to suspend any of their members pending approval or otherwise of the General Assembly as provided for by article 7 and temporarily fill vacancies in the Executive committee pending elections during the General Assembly.

9.3 The Chairperson shall;

(a) Be the overall administrative head of the Organisation.
(b) Call and preside over all Executive committee meetings and the General Assembly.
(c) Summon all emergency meetings of the Organisation whenever deemed fit.
(d) Coordinate all the activities of the Executive committee.
(e) Play the role of publicity and public relations
(f) Be the principal signatory to the Organisation bank account.

9.4 The Vice Chairperson shall;

(a) Perform the chairperson’s duties in his/her absence apart from withdrawing money on the bank account.
(b) Perform such other duties as may be assigned to him/her by the Executive committee or General Assembly.

9.5 The Secretary shall;

(a) Keep up-to-date register of all members of SPF.
(b) Give notice of meeting.
(c) Take and keep records of all meetings.
(d) Perform other duties as may be assigned by the Executive Committee or General Assembly.
(e) Signatory to the Organisation’s bank account.

9.6 The Treasurer shall;
(a) Receive and disburse money belonging to SPF and shall obtain receipts for all money paid out
(b) Collect all subscription fees, membership contributions, and all other money to which SPF is entitled.
(c) Deposit cash and cheques of SPF to the bank agreed upon by the General Assembly.
(d) Be a mandatory signatory to all financial documents of the Organisation.
(e) Perform such duties as may be assigned to him/her by the Executive committee or General Assembly.

9.7 The Financial Secretary shall;
(a) Be responsible for the finances of the Organisation
(b) Keep proper books of accounts preserve the books and make them available for inspection by those authorized to do so
(c) Present audited accounts and financial reports at annual general assembly meetings
(d) Perform such duties as may be assigned to him/her by the Executive committee or General Assembly.

ARTICLE 10: ELECTION PROCEDURE

10.1 All office bearers may hold such for a period not exceeding two consecutive terms.

10.2 Subject to the provisions of this Constitution a term limit shall be equal to two years.

10.3 Unless as the context may otherwise require, elections of the office bearers shall be held during the General Assembly.

10.4 Subject to the provisions of this Constitution, the method of voting during Executive and General Meetings shall be by secret ballot, except where otherwise stated.

10.5 The Executive committee shall have powers to nominate three competent persons to an extraordinary general meeting among whom the presiding officer for the general elections
shall be selected one month before the elections provided that no such person shall have
interests in any of the offices.

10.6 Handling and taking over of offices shall be done within five working days from the date
of elections.

ARTICLE 11: MEETINGS

11.1 There shall be Executive committee meetings following the procedures below;

(a) The Executive Committee shall meet quarterly to conduct business at such times and
places the chairperson shall choose.

(b) The quorum at the Executive Committee meeting shall be two thirds of the members.

(c) The committee may invite any persons of specialized training and knowledge to its
meetings for purposes of advising the committee provided that such persons shall not
have powers to vote.

(d) Subject to the provisions of this constitution, the Executive Committee may regulate
these procedures.

11.2 There shall be general meetings organised in the following manner;

(a) The Organisation shall convene annual general meeting to be known as the general
assembly and this shall be specified in the notice calling the same.

(b) At the general meeting, the general assembly shall be presided over by the chairperson of
the Executive Committee.

(c) The Secretary of the Executive Committee shall circulate the notice of the meeting and
the agenda one month before the meeting.

(d) Determination of any issue at the general assembly shall be by a simple majority vote of
the registered members present in person and no proxies shall be allowed. The
chairperson shall have a casting vote at the general assembly in the event of a tie.

(e) The quorum at any general assembly shall be two thirds of its members.

(f) The general meetings or general assembly shall take place at such places and time and
dates as the Executive Committee may appoint, provided that such notices are circulated
to all members 2 months earlier.

(g) Subject to the provisions of this constitution, the general assembly may regulate its
procedures.
ARTICLE 12: THE GENERAL ASSEMBLY

12.1 The general assembly shall have the following;

(a) Receiving and approving reports from the chairperson of the Executive committee on the activities of the Organisation for the previous year.
(b) Receiving annual reports on projects.
(c) Receiving and approving audited financial reports from the financial treasurer.
(d) Deliberating any issue, which may be raised by the members.

12.2 Attendance at the general assembly

The annual general assembly shall be attended by;

(a) Members of the Executive committee.
(b) All registered members of the Organisation.
(c) Any persons or Organisations that may be sharing aspirations with the Organisation and are sympathetic to the aims and objectives of the Organisation at invitation of the Executive Committee provided that this category shall not have powers to vote.

12.3 Extraordinary General Assembly;

An extraordinary meeting of the general assembly to conduct urgent business may be convened by;

(a) The chairperson of the Executive Committee.
(b) The quorum at the extraordinary general assembly shall be one third of the registered members of the Organisation.
(c) Subject to the provisions of this constitution, the extraordinary general assembly may regulate its own procedures.

ARTICLE 13: SOURCES OF FUNDING

The funding sources of the Organisation shall include but not limited to the following;

(a) Money contributed by members.
(b) Money accruing from fundraising activities.
(c) Donations from donors and beneficiaries.
(d) Any other lawful source.
ARTICLE 14: BANK ACCOUNT

14.1.1 Bank account(s) of the Organisation shall be opened with any bank agreed upon by the General Assembly. The same members may further decide on such other financial institutions deemed fit.

14.1.2 Except as may otherwise be authorized by the General Assembly, the following Executive Committee members shall each, be signatories to the Organisations bank account(s) at any material withdrawal.
   (a) The Chairperson.
   (b) The Secretary
   (c) The Treasurer.

14.1.3 In the event of an intention to withdraw money exceeding Naira 500,000 or its equivalent, 2/3 of the Executive Committee shall have to first approve such.

14.1.4 Unless as may otherwise be authorized by the Executive Committee, the Treasurer shall not keep in either his official or personal custody any Organisation money received or not spent for a period exceeding three working days.

ARTICLE 15: THE ORGANISATION SEAL

15.1 There shall be a seal for the Organisation the design of which shall be approved by the Executive Committee.

15.2 The seal shall be kept by the Secretary of the Organisation and shall be used by the Executive Committee to authenticate the official documents of the Organisation or documents to which the Organisation is party by its duly authorized officer(s).

ARTICLE 16: AMENDMENTS

16.1 A member wishing to propose any amendment to this constitution shall give notice of such proposal by sending it to the secretary of the Executive committee at least two months before the meeting of the General Assembly.
16.1.1 On receipt of such proposal, the secretary shall circulate copies of the same to all members.

16.2 An amendment shall be affected by a majority vote of two thirds of the members present but entitled to vote.

**ARTICLE 17: DISSOLUTION**

17.1 In the event of an admission that the objectives of the Organisation have failed to be attained by two thirds of the registered members, any member may upon such a basis move a motion of dissolution during the General Assembly.

17.1.1 Subject to the provisions of this Constitution, the matter of dissolution shall only be affected if the motion is duly debated and carried by three quarters of the registered members provided that the proposal to move such a motion shall have been included on the agenda.

17.1.2 In the event of dissolution and after settlement of the liabilities of the Organisation, the General Assembly shall appoint a caretaker committee to dispose off the assets of the Organisation in a manner to be determined by the General Assembly.

**ARTICLE 18: INTERPRETATION**

18.1.1 Any disputing arising out of the interpretation of this constitution that may fail to be settled by the Executive Committee or the assembly shall be referred to a group of five competent and eminent persons to be appointed by the General Assembly.

**ARTICLE 19: LEGAL LIABILITY**

19.1 No member of the Organisation, Executive committee or working group shall be legally liable towards any person or body by reason of any act of the Organisation unless such act was performed *ultra vires* the powers of the Committee or the authority given to members of that Committee.
19.2  THE ORGANISATION MUST BE A CORPORATE BODY AND HAVE AN IDENTITY AND EXISTENCE DISTINCT FROM ITS MEMBERS

19.2.1 The organisation shall exist in its own right, separately from members
19.2.2. The organisation shall be able to own property and other assets
19.2.3 The organisation may be able to sue or be sued in its own name.
19.2.4 Members or office bearers of the organisation do not have rights over the assets of the Organisation by virtue of their being members or office bearers.

We the members of SPF do hereby adopt this Constitution and agree to be bound by the terms contained here in above.