

# CORPORATE AFFAIRS COMMISSION

P.M.B. 198 ABUJA



## INCORPORATION OF TRUSTEES

COMPANIES AND ALLIED MATTERS ACT NO. 1 OF 1990, PART C

### MEMORANDUM FOR GUIDANCE OF APPLICANTS

- 1 It will be necessary for the body desiring to be registered to appoint one or more Trustees who shall make formal application for a Certificate of Incorporation under the Companies and Allied Matters Act No 1 of 1990 Part C.
- 2 **General Note** – All applications should be submitted in this office form entitled "Enclosures "A – H" attached to this Memorandum and should be accompanied by two printed copies of the applicant's constitution and by any other supplementary information which the applicant may wish to submit. Appendix A must be completed.
- 3 The application must be accompanied by Separate Enclosures to the following Effects: -
  - a. The objects of the applicant body (the objects for which applicant body may seek to be incorporated are the advancement of any Religious, Educational, Literary, scientific, social development, cultural, sporting or charitable purpose and none other.
  - b. The rules of the applicant body, which must be dated and signed, must include provision for the winding-up of the .....s business and therefore its removal from the register of .....s incorporated under the Act.
  - c. An easily identified description of the land held if any, and the tenure of which it is held, or a similar reference to land which the body proposed to acquire.
  - d. The full Names, Residence and Occupation OF THE TRUSTEES.
  - e. In inverted comma, the proposed title of the applicant body in which the words "REGISTERED" and "TRUSTEES" must be included. It is SUGGESTED that the title should take a form similar to the following which has been approved: THE REGISTERED TRUSTEES OF .....  
.....
  - f. The impression of the Common Seal.
  - g. The regulations for the use and custody of the Common Seal.
  - h. A copy duly signed and dated by the Chairman and Secretary of the relevant minute of the meeting where at the Trustees were appointed
  - i. The RULES AND REGULATIONS relating to the Trustees should be made to incorporate the following provisions:
    - A) The trustees of ..... for the purpose of the Companies and Allied Matters Act No 1 of 1990, Part C shall be appointed at a General Meeting by two-third majority votes of members present.
    - B) Such Trustees (hereinafter referred to as "The Trustees") shall be ..... in number and shall be known as "THE REGISTERED TRUSTEES OF ....."
    - C) The Trustees may hold office for life but shall cease to hold office if he:-
      - (i) Resigns his office
      - (ii) Ceases to be a member of the registered Trustees of .....
      - (iii) Becomes Insane
      - (iv) Is officially declared bankrupt
      - (v) Convicted of a criminal offence involving dishonesty by a court or tribunal of competent jurisdiction.
      - (vi) Is recommended for removal from office by a board of Governor's and Trustees majority vote of members present at any General Meeting of .....  
OR
      - (vii) Ceases to reside in Nigeria

- D) Upon a vacancy occurring in the number of trustees, a General Meeting will be held to appoint another eligible member of .....
- E) The trustees shall have a common seal. (The Seal must be metal) The Impression of the Common Seal should be submitted on a separate sheet of paper headed "ENCLOSURE" "F" THE DEVICE OF THE COMMON SEAL"
- F) Such common seal will be kept in the custody of the Secretary (or whoever is desired) who shall produce it when required for use by the Trustees.
- G) All documents to be executed by the Trustees shall be signed by such of them and sealed with the common seal.
- H) The Trustees shall apply to the Corporate Affairs Commission for Certificate of Incorporation under the Companies and Allied Matters Act No 1 of 1990 Part C.
- I) If such certificate is granted, the Trustees shall have power to accept and hold in trust, all land belonging to ..... hand to acquire land on behalf of ..... subject to such condition as the Commission may impose.

- 4 if subscriptions or other contributions are to be collected from members provisions should be made in the rules for the keeping of accounts, their annual auditing and reporting of discrepancies to a General Meeting.
- 5 SPECIAL CLAUSE relating to income and property of applicant bodies should be incorporated in your rules. Copies of Minutes of the meeting where at the CLAUSE was adopted for incorporation in your rules should be supplied duly signed and dated by the Chairman and Secretary.
- 6 ENCLOSURE "A" TO "H" to be completed.

# APPLICATION FORM FOR INCORPORATION OF TRUSTEES

## ENCLOSURE "A" AIMS AND OBJECTS OF THE APPLICANT BODY

S/N	AIMS/OBJECTS
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## ENCLOSURE "B" RULES AND REGULATIONS GOVERNING THE BODY

- A) The trustees of
- for the purpose of the Companies and Allied Matters Act No 1 of 1999, Part C shall be appointed at a General Meeting by two-third majority votes of members present.
- B) Such Trustees (hereinafter referred to as "The Trustees") shall be \_\_\_\_\_ in number and shall be known as 'THE REGISTERED TRUSTEES OF
- C) The Trustees may hold office for life but shall cease to hold office if he:-
- (i) Resigns his office
  - (ii) Ceases to be a member of the registered Trustees of
  - (iii) Becomes Insane
  - (iv) Is officially declared bankrupt
  - (v) Convicted of a criminal offence involving dishonesty by a court or tribunal of competent jurisdiction.
  - (vi) Is recommended for removal from office by a board of Governor's and Trustees majority vote of members present at any General Meeting of
- OR
- (vii) Ceases to reside in Nigeria
- D) Upon a vacancy occurring in the number of trustees, a General Meeting will be held to appoint another eligible member of
- E) The trustees shall have a common seal.
- F) Such common seal will be kept in the custody of the Secretary (or whoever is desired) who shall produce it when required for use by the Trustees.
- G) All documents to be executed by the Trustees shall be signed by such of them and sealed with the common seal.
- H) An auditor(s) shall be appointed at the general meeting to audit the accounts of the organisation annually.

N/B: THIS ENCLOSURE SHOULD BE INCORPORATED INTO THE CONSTITUTION OF THE ORGANISATION.

**ENCLOSURE "C"**

**A STATEMENT AND SHORT DESCRIPTION OF THE LAND HELD OR ABOUT TO BE ACQUIRED BY THE BODY**

We the trustees of \_\_\_\_\_ hereby undertake to acquire landed property within two years of incorporation and furnish the Commission with necessary evidence of acquisition.

It is also agreed that the Commission reserves the right to cancel the certificate of incorporation if the above provision is not met within the stipulated time.

**ENCLOSURE "D"**

**THE FULL NAMES, PERMANENT ADDRESSES AND OCCUPATIONS OF THE TRUSTEES**

S/N	NAME AND ADDRESS	OCCUPATION	SIGNATURE	PASSPORT-SIZE PHOTOGRAPH
1				
2				
3				
4				

5				
6				
7				
8				
9				
10				

ENCLOSURE "E"  
THE PROPOSED TITLE OF THE CORPORATE BODY

THE INCORPORATED TRUSTEES OF

ENCLOSURE "F"  
THE IMPRESSION OF THE COMMON SEAL

ENCLOSURE "G"  
THE RULES FOR THE USE AND CUSTODY OF THE COMMON SEAL

- 1.The Trustees/Trustees shall have a Common Seal
- 2.Such Common Seal shall be in the custody of the  
who shall produce it when required for use by the Trustee/Trustees. All documents to be secured by the Trustee/Trustees shall be signed by him/each of them and sealed with the Common Seal.

ENCLOSURE "H"

- (a)Copy of the Relevant Minutes of the Meeting whereat the Trustees were appointed.
- (b)Copy of the Relevant Minutes of the Meeting whereat the Special Clause Rules was adopted for Incorporation in to Rules
- (c)Details of Current or past affiliation with any existing organisation/association.

APPENDIX "A"  
SPECIAL CLAUSE

THE INCOME AND PROPERTY of the \_\_\_\_\_ whensoever derived shall be applied solely towards the promotion of the objects of the \_\_\_\_\_ as set forth in this Rules and Regulations/Constitution: and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise however by way of profit, to the members of the \_\_\_\_\_

2. PROVIDED that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer or servant of the \_\_\_\_\_ in return for any service actually rendered to the \_\_\_\_\_ but so that no member of the Council of Management or Governing Body shall be appointed to any salaried office of the \_\_\_\_\_ or any office of the \_\_\_\_\_ paid by fees; and that no remuneration or other benefit in money or monies shall be given by the \_\_\_\_\_ to any member of such Council or Governing Body except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to the \_\_\_\_\_ provided that the provision last aforesaid shall not apply to any payment of any Company to a member of the \_\_\_\_\_ may be a Company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

3. NO ADDITION, alteration, or amendment shall be made to or in the RULES AND REGULATIONS/CONSTITUTION for the time being in force, unless the same have been previously submitted to and approved by the Registrar-General.

4. IN the event of a winding up or dissolution of the \_\_\_\_\_ there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be aid to and distributed among the members of the \_\_\_\_\_ but shall be given or transferred to some other institutions or institutions having objects similar to the objects of the \_\_\_\_\_ and the body or bodies are prohibited from distributing its or their income and property amongst its or their members to an extent at least as great as is imposed on the \_\_\_\_\_ under or by virtue of the SPECIAL CLAUSE hereof, such institution or institutions to be determined by the member of \_\_\_\_\_ effect cannot be given to the aforesaid provision then to some charitable object.

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CHAIRMAN

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SECRETARY

DATE

DATE

N/B:

1. Please insert name of organisation in blank spaces of App. A.
2. Encl H(a) and (b) to indicate list of members in attendance at the general meeting, votes for and against, signed by Chairman and Secretary and must be on a letter headed paper.
3. Number of trustees should not exceed 10 persons.