



Bye Law *of*

**THE ASSOCIATION OF MOBILE MONEY
& BANK AGENTS IN NIGERIA
(AMMBAN)**

BYE LAWS OF THE ASSOCIATION OF MOBILE MONEY & BANK AGENTS IN NIGERIA (AMMBAN)



We the Members of the Association of Mobile Money & Bank Agents in Nigeria (AMMBAN), having firmly and solemnly resolve to establish an Association to cater for our welfare and to provide for a bye-law for the purpose of promoting the good government and welfare of all members do hereby make, enact and give to ourselves the following Bye-law:

CHAPTER 1

(INTRODUCTION)

1. SUPREMACY OF THE BYE-LAW, THE CONSTITUTION AND THE COMPANIES AND ALLIED MATTERS ACT

- 1.1. This Bye-Law is supreme subject however to the provision of the Companies and Allied Matters Act CAP 20LFN 2004 (the Act) and the Constitution of the Association ('the Constitution') and its provisions shall have binding force on all members of the Association.
- 1.2. Where there is conflict between this Bye-Law and either the provisions of the Constitution and/or the Act, the Constitution and/or the Act shall prevail.
- 1.3. This Association shall not be governed by, nor shall any person or group of persons take control of the Management, Administration and Control of this Association or any part thereof, except in accordance with the provisions of this Bye-Law and the Constitution.

2. ESTABLISHMENT OF ASSOCIATION OF MOBILE MONEY & BANK AGENTS IN NIGERIA

The name of the Association shall be the "Association of Mobile Money & Bank Agents in Nigeria" hereinafter referred to as "The Association" or "AMMBAN". The name may be changed, if so desired by two-thirds of its members present in a general meeting subject however to the approval of the Corporate Affairs Commission (CAC).

3. INSIGNIA OF THE ASSOCIATION

- 3.1. The Association shall have a common seal which shall be in possession of the General Secretary who shall produce it when required and shall be affixed on documents issued by the Association.
- 3.2. The Association will have its logo and which shall be printed on all the letterheads and all other stationery required for official correspondence.
- 3.3. The logo of the Association shall be in the form, shape and colour as contained in Appendix 3 of this Bye-Law.

3.4. The motto of the Association shall be: “Financial Inclusion for all”.

4. HEADQUARTERS OF THE ASSOCIATION

- 4.1. The Headquarter of the Association shall be in Lagos or at any place hereinafter decided by two-thirds of its members in a general meeting, having voting power which shall be done by secret ballot.
- 4.2. The Association may maintain state offices in all or any states within the Federal Republic of Nigeria as may be necessary for the attainment of the objectives of the Association.
- 4.3. The Association shall have the right to employ staff to manage the offices of the Association. The National Executives of the Association shall have the right to prescribe the number of staff, salaries and emolument of the staff so employed.

5. OBJECTIVES:

The Objectives for which the Association is formed shall be:

- 5.1. To serve as the coordinating body and provide links for all engaged as agents under financial inclusion services and products in Nigeria.
- 5.2. To undertake as well as collaborate for collective educational development, programmes, training and research for our members beyond Nigeria.
- 5.3. To set up as it deems fit, alone or in association with local or international partners, inter-alia, develop, advice and information services, run seminars, training courses, conferences, workshops, and information libraries to promote education in principles and practice of financial inclusion ecosystem as well as other related fields.
- 5.4. To secure in accordance with the provision of this Bye-Law the establishment and maintenance of a certified and register of

members and the publication from time to time of the lists of those persons with their respective location of business.

- 5.5. To monitor, regulate and control the members in all its aspects especially compliance in all ramification.
- 5.6. To create a participatory system and promote appropriate awareness of the roles of agents and other objectives which are lawful to dipping inter sustainable financial inclusion particularly in Africa.
- 5.7. To amalgamate or affiliate with, or acquire or take over the undertaking of any Association or body having objectives altogether or in part similar to those of the Association and all or any of the assets thereof which the Association may lawfully acquire or take over.
- 5.8. To undertake collective development and research of mobile money platforms.
- 5.9. To provide wider access to information relating to the financial industry especially the financial inclusion policy of the Central Bank of Nigeria (CBN).
- 5.10. To carry out such other objectives, as the members may decide from time to time.

CHAPTER 2 (MEMBERSHIP)

6. MEMBERSHIP:

6.1. The Membership of the Association shall be open to all persons and recognized organizations interested in promoting the objects of the Association and who, in the opinion of the council of the Association, have the necessary qualification hereinafter prescribed.

6.2. Every member of the Association shall be expected:

6.2.1 To pay his/her annual dues as prescribed by the Association on or before 30th March of every year.

6.2.2 To acquaint himself/herself with the objectives, rules and bye-laws of the Association and to exert himself/herself to foster and uphold them worthily.

6.2.3 To conduct himself/herself at all times in such a way as to enhance the dignity and ethical and professional standard of the Association by his/her actions, behaviour, language, etc. Accordingly applicants to membership will vouch for the same, by declaration in the membership application form as per code of conduct appended in Appendix 1.

6.2.4 To work for the public welfare and for the advancement of the Association.

6.3. There shall be three (3) categories of membership:

6.3.1 Registered Members

6.3.2 Corporate Members, and

6.3.3 Honorary Fellow

7. QUALIFICATIONS & ADMISSION:

Admission to the various categories of membership of the Association shall be as follows:

7.1. REGISTERED MEMBERS

7.1.1 To become a registered member of the Association, an applicant must be either of the following categories of Mobile Money & Bank Agent:

- a) A Super Agent
- b) An Aggregator, or
- c) An Agent

7.1.2 Any person whether corporate or individuals who is a registered mobile money agent and falls within any of the categories stated in 7.1.1 a – c may apply to the Association for membership and may in the opinion of the National Executive Council (NEC) is regarded as a fit and proper person to be a member of the Association be registered with the Association.

7.2. CORPORATE MEMBER

7.2.1 Firms, companies, associations and institutions interested in or connected with the area of activity of the Association and whose admission would in the opinion of the NEC promote the interests of the Association, shall be eligible for admission as Corporate Member of the Association subject to ratification by 2/3 of the Trustees.

7.2.2 The representative of the organization cannot become an office-bearer of the Association.

7.3. HONORARY FELLOW

7.3.1 Individuals with outstanding achievements in any area of field connected with the areas of the activities of the Association, or who have rendered special services to the development of those areas or who have been Registered member of 25 (Twenty-Five) years standing and have retired from active practice of their profession, shall be eligible for election as Honorary Fellows.

7.3.2 Nominations for Honorary Fellows shall be made in writing to NEC by not less than Twenty-Five (25) registered members. NEC shall upon receipt of such nomination scrutinize such application and if in the opinion of the Council such NOMINEE deserves to be elected as Honorary Fellow Member they will forward the nomination with recommendation to the Trustee. A nominee shall be an Honorary Member upon a simple majority vote of the Trustee.

8. RIGHTS AND PRIVILEGES OF MEMBERS:

Every member of the Association who is in good financial standing with the Association shall be accorded the following rights and privileges:

- 8.1. The right to receive Notice of meetings of the Association;
- 8.2. The right to attend Annual General Meetings of the Association;
- 8.3. The right to vote at the Annual General Meeting of the Association;
- 8.4. The right to be voted for and hold position in this Association subject to the provision of this Bye-Law;
- 8.5. The right to enjoy any facility of the Association opened to other members;
- 8.6. The right to be admitted and participated in any organized lectures, seminars and workshops of the Association in any parts of the Country subject to such terms and conditions as may be imposed by the organizers of such lectures, seminars and workshop;
- 8.7. The right to benefit from any 'Welfare Programmes' and 'Compensation Plan' instituted by Association.

CHAPTER 3
(ADMINISTRATIVE ORGANS OF THE ASSOCIATION)

9. BOARD OF TRUSTEES

- 9.1. There shall be a Board of Trustees ('Trustees') for the Association.
- 9.1.1 The Trustees shall be the highest decision making body of the Association
- 9.1.2 The number of Trustees of the Association shall not be less than Five (5) and shall not exceed ten (10).
- 9.2. A trustee shall be appointed at the Annual General Meeting on the recommendation of the NEC and shall be approved with 2/3 majority votes of the members present.
- 9.3. The Trustees may hold office for life but shall cease to hold office if he/she:
- 9.3.1 resigns his/her office;
- 9.3.2 Cease to be a member of the Registered Trustees of the Association;
- 9.3.3 becomes insane;
- 9.3.4 Is officially declared bankrupt;
- 9.3.5 Is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction;
- 9.3.6 Is recommended for removal from office by NEC and Trustees majority vote of members present at any General Meeting of the Association.
- 9.3.7 Cease to reside in Nigeria
- 9.4. Upon a vacancy occurring in the number of Trustees; a General Meeting shall be held to appoint another eligible member of the Association.
- 9.5. A person may be appointed as a Trustee if such persons meet the following preconditions;

- 9.5.1 be a member of the Association for at least ten (10) years preceding the date of his/her election into the Board of Trustees;
- 9.5.2 be of good financial standing with the Association;
- 9.5.3 be someone of integrity, honest and exhibit high moral and ethical standards.

10. NATIONAL EXECUTIVE COUNCIL ('THE NEC')

- 10.1. There shall be a National Executive Council for the Association. The NEC shall be constituted of:
 - 10.1.1 President
 - 10.1.2 Vice President 1
 - 10.1.3 Vice President 2
 - 10.1.4 National General Secretary
 - 10.1.5 Assistant National Secretary
 - 10.1.6 Financial Secretary
 - 10.1.7 Treasurer
 - 10.1.8 Public Relations Officer
 - 10.1.9 Assistant P.R.O
 - 10.1.10 Welfare Director
 - 10.1.11 Assistant Welfare Director
 - 10.1.12 Director of Programme Training and Research
 - 10.1.13 Chief Aggregating Officer
 - 10.1.14 Assistant Chief Aggregating Officer
 - 10.1.15 Internal Auditor
- 10.2. The affairs of the Association will be administered by the National Executive Council situated at Headquarters of the Association, which will formulate overall administrative, financial and policy decisions, co-ordinate the activities of the States and all National Standing committees, organize the Annual General Meetings, Annual Convention of the Association and any International Seminar/Function.
- 10.3. NEC may assign any of the responsibilities in 10.2 above to any of the States Chapters of the Association.

- 10.4. Members of the NEC shall hold office for a period of FOUR (4) YEARS commencing from January 1 of the year after the AGM in which elections were conducted.

11. FUNCTIONS OF NATIONAL EXECUTIVE COUNCIL (NEC)

- 11.1 To decide all policy matters concerning membership;
- 11.2 To determine the educational training programme and publication;
- 11.3 To control and monitor the funds of headquarters and that of all other State Chapters, National Standing Committees by way of budget expenditure, investment, taxes and so on;
- 11.4 To give directive to the State Chapters, to monitor their funds, where necessary;
- 11.5 To co-ordinate with various Government bodies for the recognition of the Association;
- 11.6 To perform any other function(s) to safeguard the interest of the Association, such as in an administrative or financial emergency;
- 11.7 To recommend about any amendments/changes in the Constitution and By-Laws of the Association to Members;
- 11.8 To organize Annual General Meetings of the Association with the help of various State Chapters.
- 11.9 To facilitate and control the Association Institute administratively and financially.

12. NEC MEMBERS ELIGIBILITY CRITERIA:

12.1 PRESIDENT

- 12.1.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of FIVE (5) years;
- 12.1.2 Must have been an active member of the Association for a minimum of FIVE (5) years;
- 12.1.3 Must possess a tax clearance certificate;
- 12.1.4 Must possess minimum of a university degree certificate or its equivalent;
- 12.1.5 Must be a Super-Agent;
- 12.1.6 Must show evidence of support for the Association for a minimum of THREE (3) years.
- 12.1.7 Must belong to a state chapter of the Association;
- 12.1.8 Must not have held the position for two or more terms.

12.2 VICE PRESIDENT

- 12.2.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of FIVE (5) years;
- 12.2.2 Must have been an active member of the Association for a minimum of FIVE (5) years;
- 12.2.3 Must possess a tax clearance certificate;
- 12.2.4 Must possess minimum of a university degree certificate or its equivalent;
- 12.2.5 Must be a Super-Agent;
- 12.2.6 Must show evidence of support for the Association for a minimum of THREE (3) years.
- 12.2.7 Must belong to a state chapter of the Association;
- 12.2.8 Must not have held the position for two or more terms.

12.3 GENERAL SECRETARY

- 12.3.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 12.3.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 12.3.3 Must possess a tax clearance certificate;
- 12.3.4 Must possess minimum of a university degree certificate or its equivalent;
- 12.3.5 Must be a Super-Agent;
- 12.3.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 12.3.7 Must belong to a state chapter of the Association;

12.4 FINANCIAL SECRETARY

- 12.4.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 12.4.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 12.4.3 Must possess a tax clearance certificate;
- 12.4.4 Must possess minimum of a university degree certificate or its equivalent;
- 12.4.5 Must be a Super-Agent;

- 12.4.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 12.4.7 Must belong to a state chapter of the Association;

12.5 TREASURER

- 12.5.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 12.5.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 12.5.3 Must possess a tax clearance certificate;
- 12.5.4 Must possess minimum of a university degree certificate or its equivalent;
- 12.5.5 Must be a Super-Agent;
- 12.5.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 12.5.7 Must belong to a state chapter of the Association;

12.6 PUBLIC RELATION OFFICER

- 12.6.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 12.6.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 12.6.3 Must possess a tax clearance certificate;
- 12.6.4 Must possess minimum of a university degree certificate or its equivalent;
- 12.6.5 Must be a Super-Agent;
- 12.6.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 12.6.7 Must belong to a state chapter of the Association;

12.7 WELFARE DIRECTOR

- 12.7.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 12.7.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 12.7.3 Must possess a tax clearance certificate;
- 12.7.4 Must possess minimum of a university degree certificate or its equivalent;

- 12.7.5 Must be a Super-Agent;
- 12.7.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 12.7.7 Must belong to a state chapter of the Association;

12.8 PROGRAMME DIRECTOR

- 12.8.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 12.8.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 12.8.3 Must possess a tax clearance certificate;
- 12.8.4 Must possess minimum of a university degree certificate or its equivalent;
- 12.8.5 Must be a Super-Agent;
- 12.8.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 12.8.7 Must belong to a state chapter of the Association;

12.9 CHIEF AGGREGATING OFFICER

- 12.9.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 12.9.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 12.9.3 Must possess a tax clearance certificate;
- 12.9.4 Must possess minimum of a university degree certificate or its equivalent;
- 12.9.5 Must be a Super-Agent;
- 12.9.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 12.9.7 Must belong to a state chapter of the Association;

12.10 For the purpose of this Bye-Law, a university degree includes a Diploma from a recognized polytechnic plus 2 years post qualification experience or an O'Level plus 5 years post qualification experience.

13. DUTIES OF MEMBERS OF NEC

13.1 PRESIDENT

The President of the Association shall:

- 13.1.1 be responsible for the day-to-day running of the Association;
- 13.1.2 have a general supervision of the affairs of the Association;
- 13.1.3 be the presiding officer at all meetings of the Association and of the Board of Trustees;
- 13.1.4 appoint all committees and their chairs;
- 13.1.5 be a SIGNATORY to all accounts of the Association;
- 13.1.6 shall co-sign all communication from the Association; and
- 13.1.7 perform such other task or duties as may be assigned to him by the Association;

13.2 VICE PRESIDENT

The Vice-President of the Association shall:

- 13.2.1 assist the President in the day to day running of the Association;
- 13.2.2 confer with the President on affairs of the Association;
- 13.2.3 seat in for the President when he is absent and perform his or her duties when the President so requests or is incapacitated;
- 13.2.4 succeed to the Presidency if this office becomes vacant with a year or less remaining in the President's term;
- 13.2.5 perform such other task(s) or duties as may be assigned to him by the Association;

13.3 NATIONAL GENERAL SECRETARY

The General Secretary of the Association shall:

- 13.3.1 keep a complete record of all proceedings of the meetings off the Association and of the board of Trustees;
- 13.3.2 prepare and/or circulate reports and other documents used at the Annual General Meeting of the Association and meetings of the NEC;
- 13.3.3 attend to and preserve all the correspondence, documents, and records of the Association;

- 13.3.4 attest to all documents requiring execution by the Association; and shall affix the seal of the Association to same; and
- 13.3.5 perform such other task or duties as may be assigned to him by the Association;

13.4 ASSISTANT NATIONAL GENERAL SECRETARY

The Assistant General Secretary of the Association shall:

- 13.4.1 assist the National General Secretary in the discharge of his/her duties;
- 13.4.2 act as the National General Secretary in the absence of the National General Secretary where the National General Secretary is unable to discharge his duties.

13.5 FINANCIAL SECRETARY

The Financial Secretary of the Association shall:

- 13.5.1 prepare the financial statements/reports of the Association;
- 13.5.2 co-sign all financial statements/reports with the President;
- 13.5.3 render a proper report at the annual meeting of the Association, and other such reports as may be requested;
- 13.5.4 chair the finance committee of the Association; and
- 13.5.5 perform such other tasks or duties as may be assigned to him by the Association.

13.6 TREASURER

The Treasurer shall:

- 13.6.1 receive and disburse the funds of the Association as authorized by the Association;
- 13.6.2 have custody of the securities of the Association and at the expense of the Association; and
- 13.6.3 perform such other tasks or duties as may be assigned to him/her by the Association;

13.7 PUBLIC RELATION OFFICER

The Public Relations Officer of the Association shall:

- 13.7.1 be responsible for all public communications of the Association;
- 13.7.2 chair the Public Relations Committee of the Association;
- 13.7.3 Shall co-sign all public communication of the Association with the President and General Secretary;
- 13.7.4 be the Editor-in-Chief of the Association's publication/newsletter, etc.;
- 13.7.5 with the counsel of the Public Relations Committee, he/she shall establish and implement policy in the publication of the Association; and
- 13.7.6 perform such other tasks or duties as may be assigned to him/her by the Association.

13.8 WELFARE DIRECTOR

The Welfare Director of the Association shall:

- 13.8.1 be responsible for raising awareness of welfare issues amongst members of the Association, and the co-ordination of campaigns relating to such issues.;
- 13.8.2 be responsible for running welfare programmes that are member oriented; and
- 13.8.3 perform such other tasks or duties as may be assigned to him/her by the Association.

12.9 DIRECTOR OF PROGRAMMES, TRAINING & RESEARCH

The Director of Programmes, Training and Research of the Association shall:

- 13.9.1 Develop mandatory continuing education for the members of the Association;
- 13.9.2 Develop training programmes for the Association; and
- 13.9.3 perform such other tasks or duties as may be assigned to him/her by the Association.

13.10 CHIEF AGGREGATING OFFICER

The Chief Aggregating Officer shall:

- 13.10.1 chair the Association's Aggregating Committee;
- 13.10.2 shall keep the data base of the information of all the members of the Association across Nigeria;

- 13.10.3 shall drive the membership enrolment campaign of the Association; and
- 13.10.4 shall be the verification officer for membership and admission and upon verification pass same to the Programme Director.
- 13.10.5 perform such other tasks or duties as may be assigned to him/her by the Association.

13.11 ASSISTANT CHIEF AGGREGATING OFFICER

The Assistant Chief Aggregating Officer shall:

- 13.11.1 assist the Chief Aggregating Officer in the discharge of the duties of his/her office;
- 13.11.2 act for the Chief Aggregating Officer whenever he is unable for any reason whatsoever perform the duties of his/her office;
- 13.11.3 perform such other tasks or duties as may be assigned to him/her by the Association.;

14. ELECTION TO THE NEC

- 14.1 Election to any of the offices of the NEC shall be held at an Annual General Meeting (AGM) duly called for the said purpose;
- 14.2 A candidate for any of the offices of the NEC shall be deemed elected:
 - 14.2.1 if there are 2 or more candidates contesting for a position and a candidate has a majority of votes cast at the election;
 - 14.2.2 if there is only one candidate for a position and the said candidate is returned unopposed.

15. VOTING

- 15.1 Only members who are appointed or elected delegates in accordance with Chapter 5 of this Bye-Law shall be entitled to vote for members into NEC.

16. REMOVAL OF A NEC MEMBER

- 16.1 The President or Vice-President may be removed from office in accordance with the provisions of this section:

- 16.1.1 whenever a notice of any allegation in writing signed by not less than one-third (1/3) of the registered members of the Association is presented to the Chairman of the Board of Trustees stating that the holder of the office President or Vice President is being accused of gross misconduct in the performance of the functions of his office;
- 16.1.2 the Chairman of the Board of Trustees shall within seven (7) days of the receipt of the notice cause a copy thereof to be served on the holder of the office, and shall also cause any statement made in reply to the allegation by the holder of the office to be served on every registered member of the Association;
- 16.1.3 within fourteen (14) days of the presentation of the notice to the Chairman of the Board of Trustees (whether or not any statement was made by the holder of the office in reply to the allegation contained in the notice) the Board of Trustees shall meet and determine whether or not the allegation worth being investigated;
- 16.1.4 a resolution by the Board of Trustees that the allegation is investigated shall not be declared as having been passed unless it is supported by the votes of not less than two-third (2/3) majority of the members of the Board of Trustees;
- 16.1.5 within seven (7) days of passing of a motion under the foregoing provisions, the Chairman of the Board of Trustees shall appoint a Panel of three (3) persons who in his opinion are of unquestionable integrity, not being members of the Association, to investigate the allegation as provided in this section;
- 16.1.6 the holder of an office whose conduct is being investigated under this section shall have the right to defend himself/herself in person and be represented

before the Panel by legal practitioners of his/her own choice;

- 16.1.7 a Panel appointed under this section shall:
 - a) have such terms of reference as the Board of Trustees may deem fit; and
 - b) within one month off its appointment report its findings to the Board of Trustees.
- 16.1.8 where the Panel reports to the Board of Trustees that the allegation has not been proved, no further proceedings shall be taken in respect of the matter;
- 16.1.9 where the report of the Panel is that the allegation against the holder of the office has been proved, then within fourteen (14) days of the receipt of the report, the Board of Trustees shall consider the report, and if by a resolution of the Board of Trustees supported by not less than two-thirds (2/3) majority of all its members, the report of the Panel is adopted, then the holder of the office shall stand removed from office as from the date of the adoption of the report.
- 16.1.10 in this section, 'gross misconduct' means a grave violation or breach of the provisions of the Act, or the Constitution, or this Bye-Law or a misconduct of such nature as amounts in the opinion of the Board of Trustees to gross misconduct.
- 16.2 All other members of the NEC may be removed at a general meeting called for that purpose if one-third (1/3) of the registered members requisition is that the member be removed and if supported by two-third (2/3) of the members present at the said meeting.
- 16.3 Where a member of the NEC is removed from office in accordance with this section, a by-election shall be held to fill the vacancy.

17. MEETINGS

- 17.1 For effective administration of the ASSOCIATION, there shall be the following meetings:
- a) Annual General Meeting (AGM);
 - b) Emergency General Meeting (EGM) in case of emergence of unforeseen circumstances;
 - c) Monthly Sectional Meeting (MSM) organized by the State Chapters
- 17.2 The Annual General Meeting shall be called within a period of three months of the close of the accounting year.
- 17.3 An emergency meeting may be called at any time by the National Executive Council and shall be called on the requisition from one-fifth (1/5) of the total number of members of the Association.
- 17.4 In case of the Annual General Meeting time and place of the meeting shall be announced at least 45 days clearly in advance and in case of emergency general meeting, at least, 3 days in advance, by a written notice along with agenda of the meeting.
- 17.5 The presence of the 1/3rd of the total number of the members subsisting as such on the date of notice of the meeting subject to a minimum of five (5) members shall be necessary for the disposal of any matter at general meeting. Each member shall have one vote irrespective of his contribution to the Association. In case of equality of the votes on any matter, the President shall have a casting vote.
- 17.6 If, within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned ordinarily to the same day in the next week, at the same time and place but if the meeting is called upon the requisition of the members, it shall stand dissolved – provided that at the adjourned meeting, no quorum shall be necessary.
- 17.7 If, at any time during the meeting, sufficient number of members is not present to form a quorum, the President of the meeting on his

own motion or on his attention being drawn to this act shall adjourn the meeting at such convenient time, date and place as he thinks fit and the business to be transacted at the adjourned meeting shall be transacted in the usual manner even if no quorum is present.

18. DUTIES AND POWERS OF THE GENERAL MEETING

The duties and powers of the general meeting are:

- 18.1 To elect, suspend or remove members of the State Executive Council including its Coordinator.
- 18.2 To receive from the State executive council a report on the preceding year's working of the Association together with a statement showing the receipts and expenditure, asset and liabilities and profit and loss for the year.
- 18.3 To consider the audit note or any financial statement or report of any person authorized to inspect the records of the Association.
- 18.4 To dispose of profits in accordance with the Act and Bye-Laws.
- 18.5 To amend Bye-Laws.
- 18.6 To expel members.
- 18.7 To consider any other business brought forward.
- 18.8 To appoint the auditors of the Association for the ensuing accounting year.

19. KEEPING MINUTES BOOKS

All business discussed or decided at a general meeting shall be recorded in proceedings book which shall be signed by the President of the meeting.

20. AMENDMENTS OF THE BYE-LAW OR ANY OTHER DOCUMENT OF THE ASSOCIATION AT THE GENERAL MEETING

- 20.1 Amendments to the Bye-Laws shall only be carried out by a majority of not less than two-third (2/3) of the members present in a general meeting in which due notice of the intention to discuss

such amendments has been previously given. Such amendments shall be forwarded to the Registrar for Registration.

20.2 All other questions before the general meeting, except otherwise prescribed by the Act or the Constitution and Bye-Law, shall be decided by a majority of votes.

21. FINANCE

The source of income for the Association shall include:

- a) Annual Membership Fees as prescribed by the NEC from time to time.
- b) General contributions.
- c) Personal and voluntary donations.

22. DISBURSEMENT AND APPLICATION OF FUND

All funds shall be applied or disbursed appropriately to achieve the desired objectives of the Association.

23. KEEPING OF ACCOUNT

23.1 The financial year of the Association shall commence from 1st November – 30th October of each calendar year.

23.2 The Association shall maintain both savings and current accounts with any designated bank(s) as may be approved by the NEC.

23.3 The SIGNATORIES to the Association account(s) shall include:

- a) The President
- b) The Vice-President
- c) The Secretary
- d) The Financial Secretary

24. APPOINTMENT OF AUDITOR

24.1 Independent qualified and licensed Auditors shall be appointed by the general meeting to audit the financial records of the Association annually and submit an audited report to the Annual General meeting of the Association.

24.2 The audited financial statement (balance sheet and income and expenditure account) duly certified by independent auditors shall be annexed to the annual returns and filed with the Corporate Affairs Commission.

CHAPTER 4

(NATIONAL STANDING COMMITTEE)

25. ESTABLISHMENT OF NATIONAL STANDING COMMITTEE

The Association shall have the following standing committees:

- a) Finance Committee
- b) Programmes Committee
- c) Welfare Committee
- d) Aggregation Committee
- e) Public Relations Committee
- f) Electoral Committee
- g) Disciplinary Committee
- h) Anti-Money Laundry Compliance Committee

26. COMPOSITION OF STANDING COMMITTEES

26.1 Each standing committee shall comprise of five (5) members comprising of a Chairman and four other members.

26.2 Members of each standing committee shall be appointed by the President (subject to the approval of the NEC) within one (1) month of taking his oath of office.

27. FINANCE COMMITTEE

27.1 The Finance Committee shall be headed by the Financial Secretary with 4 other members who are appointed in compliance with Section 26 of this Bye-Law.

27.2 The functions of Finance Committee shall include:

- a) formulating policies, programs and modalities for the implementation of all financial and investment transactions and related matters of the Association.

28. PROGRAMME COMMITTEE

28.1 The Programme Committee shall be headed by the Director of Programmes Training and Research with 4 other members who are appointed in compliance with Section 26 of this Bye-Law.

- 28.2 The functions of Programme Committee shall include:
- a) Develop training programmes for members
 - b) Prescribe the mandatory continuing education for members
 - c) Conduct industry based research for the consumption of members.

29. WELFARE COMMITTEE

29.1 The Welfare Committee shall be headed by the Welfare Director with 4 other members who are appointed in compliance with Section 26 of this Bye-Law.

29.2 The functions of Welfare Committee shall include:

- a) Promote the welfare of members in accordance with the objectives of this Bye-Law.

30. AGGREGATION COMMITTEE

30.1 The Aggregation Committee shall be headed by the Chief Aggregating Office with 4 other members who are appointed to compliance with Section 26 of this Bye-Law.

30.2 The functions of Aggregation Committee shall include:

- a) Spearheading all membership drive of the Association,
- b) Examine all new applications for membership and decide on the eligibility or otherwise of such application.

31. PUBLIC RELATIONS COMMITTEE

31.1 The Public Relations Committee shall be headed by the Public Relations Officer of the Association with 4 other members who are appointed in compliance with Section 26 of this Bye-Law.

31.2 The functions of Public Relations Committee shall include:

- a) To create awareness on the existence, programmes and objectives of the Association,
- b) Act as the public relations clearing house of the Association; and
- c) any other activities that will promote and expose the activities of the Association.

32. ELECTORAL COMMITTEE

32.1 The Electoral Committee shall comprise of a Chairman, who shall be the Chief Electoral Commissioner, and 4 other members to be known as National Electoral Commissioners, who shall be persons of unquestionable integrity, who shall be appointed in compliance with Section 26 of this Bye-Law.

32.2 The Commission shall have power to organize, undertake and supervise all elections to the offices of the National Executive Council and State Executive Council.

33. DISCIPLINARY COMMITTEE

33.1 The Disciplinary Committee shall be headed by a Chairman to be appointed by the President after due consultation with the members of NEC and 4 other members who shall be appointed in compliance with Section 26 of this Bye-Law.

33.2 The functions of the Disciplinary Committee shall include:

- a) Prescribe and draw up the code of ethics and disciplinary procedure for the Association.
- b) To receive and examine any case of misconduct levelled against any member of the Association.

34. ANTI-MONEY LAUNDERING COMPLIANCE COMMITTEE

34.1 The Anti-Money Laundering Compliance Committee shall be headed by a Chairman who shall be the Association's Chief Compliance Officer and 4 other members who shall be referred to as Compliance Officers appointed in compliance with Section 26 of this Bye-Law.

34.2 The Anti-Money Laundering Compliance Committee will address the practicalities of complying with a wide range of professional risk management and compliance issues including:

- a) Anti-money laundering;
- b) Sanctions;
- c) Bribery and corruption;

- d) Data protection and information security risks;
- e) Conflicts and confidentiality;
- f) Professional indemnity insurance cover;
- g) Regulatory notices or requests for disclosure;
- h) Risk management training;
- i) Managing regulator audits and practice visits;
- j) Internal investigations and external reporting; and
- k) Reputational risks.

CHAPTER 5

(STATE CHAPTERS)

35. CREATION OF STATE CHAPTERS

- 35.1 The Association shall have state chapters in all states of the Federal Republic of Nigeria.

- 35.2 The National Executive Council of the Association is empowered to create State Chapters of the Association in every State of the Federal Republic of Nigeria.

36. RESPONSIBILITY OF THE STATE CHAPTER

- 36.1 Every State Chapter established by the Association shall:
 - 36.1.1 Promote the aims and objectives of the Association;
 - 36.1.2 Assist the Association in the collection of annual dues on behalf of the Association and remit same to the national account;
 - 36.1.3 Maintain a permanent postal and/or e-mail address which will serve as the communication gateway;
 - 36.1.4 Create and maintain a mailing list of all actual and potential members residing in its covered area;
 - 36.1.5 Advertise and/or otherwise announce the existence of the Chapter in the coverage area and promote membership.

37. MANAGEMENT OF THE STATE CHAPTER

The State Chapter shall be managed by duly elected officers:

37.1 OFFICERS

The chapter shall have an Executive Council (State Exco) comprising of:

- a. The Chairman
- b. The Vice-Chairman
- c. State Secretary
- d. Financial Secretary
- e. Treasurer
- f. Public Relations Officer
- g. Welfare Officer

37.2 TENOR OF OFFICE

- a) All officers of the State Executive Council must be duly elected in accordance with this Bye-Law and shall hold such positions for THREE (3) YEARS.
- b) No member of a State Chapter shall hold a position in the State Exco for more than TWO (2) TERMS.

38. FUNCTIONS AND POWERS OF THE STATE CHAPTER EXECUTIVES

38.1 CHAIRMAN

The Chairman of the State Chapter shall be responsible for carrying out the decisions for coordination the work of the Chapter. He/she shall:

- a. Be the Chief Executive of the State Chapter
- b. Chair the meetings of the State Chapter
- c. Co-ordinate all the activities of other members of the Chapter
- d. Ensure proper pursuits of goals and implementation of the policies and programmes of the Chapter.
- e. Be a SIGNATORY to the State Chapter's Account(s)
- f. Have the casting vote should there be a tie in any voting
- g. Have the power to summon any meeting through the Secretary
- h. Perform other duties as may be delegated by either the State Executives or the NEC.
- i. Shall approve all communications, actions, projects and otherwise of the Chapter before they are published, communicated or taken.

38.2 VICE CHAIRMAN

The Vice Chairman of the State Chapter shall:

- a. Assist the Chairman in his/her duties;
- b. Deputise for the Chairman in his/her absence;
- c. Perform any other duty as may be directed by either the State Exco or the NEC.

- d. Chair the meeting of the Chapter only in the absence of the Chairman.

38.3 STATE SECRETARY

The Secretary of the State Chapter shall:

- a. Head the Secretariat;
- b. Keep minutes of all meetings;
- c. In consultation with the Chairman, summon all meetings of the State Chapter;
- d. Be responsible for all correspondence of the Chapter
- e. Be a SIGNATORY to the State Chapter's Account(s)

38.4 TREASURER

The Treasurer of the State Chapter shall:

- a. Maintain the Bank Account(s) of the Chapter
- b. Receive from members all money due to the Chapter and bank same within forty-eight (48) hours of collection.
- c. Render statements of account at every State Chapter meeting
- d. Be a SIGNATORY to the State Chapter's Account(s)
- e. Co-operate with the audit committee to achieve its aims
- f. Issue receipts of money (cash/cheque) and update the Chapter books
- g. Perform other duties as may be assigned by either the State Exco or the NEC.

38.5 FINANCIAL SECRETARY

The Financial Secretary of the State Chapter shall:

- a. Keep the accounting books of the Chapter
- b. prepare the financial reports of the State Chapter;
- c. co-sign all financial reports with the Chairman and Treasurer;
- d. render a proper report at the monthly meeting of the Chapter, and other such reports as may be requested;
- e. perform such other tasks or duties as may be assigned to him either by the State Exco or the NEC

38.6 PUBLIC RELATIONS OFFICER (PRO)

The Public Relations Officer of the State Chapter shall:

- a. be the image maker of the Association at the State Level and ensure that the Chapter has activities of other similar organizations within the State;
- b. Ensure the sharing of knowledge and ideas by acquainting the Chapter with activities of other similar organisation within the State;
- c. Make release of the decision of the Officers of the Chapter to the congress.
- d. Perform any other duties as may be assigned to him/her either by the State ExcOs or the NEC.

38.7 WELFARE OFFICER

The Public Relations Officer of the State Chapter shall:

- a. Be responsible for raising awareness of welfare issues among members of the Association within the State Chapter and the coordination of campaigns relating to such issues.
- b. Be responsible for running the welfare programmes that are member oriented; and
- c. Perform any other duties as may be assigned to him/her either by the State ExcOs or the NEC.

39. QUALIFICATION

39.1 CHAIRMAN

- 39.1.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of FIVE (5) years;
- 39.1.2 Must have been an active member of the Association for a minimum of FIVE (5) years;
- 39.1.3 Must possess a tax clearance certificate;
- 39.1.4 Must possess minimum of a university degree certificate or its equivalent;
- 39.1.5 Must be a Super-Agent;
- 39.1.6 Must show evidence of support for the Association for a minimum of THREE (3) years.
- 39.1.7 Must belong to a Zonal Chapter of the Association within the State;
- 39.1.8 Must not have held the position for two or more terms

39.2 VICE-CHAIRMAN

- 39.2.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of FIVE (5) years;
- 39.2.2 Must have been an active member of the Association for a minimum of FIVE (5) years;
- 39.2.3 Must possess a tax clearance certificate;
- 39.2.4 Must possess minimum of a university degree certificate or its equivalent;
- 39.2.5 Must be a Super-Agent;
- 39.2.6 Must show evidence of support for the Association for a minimum of THREE (3) years.
- 39.2.7 Must belong to a Zonal Chapter of the Association within the State;
- 39.2.8 Must not have held the position for two or more terms

39.3 SECRETARY

- 39.3.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 39.3.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 39.3.3 Must possess a tax clearance certificate;
- 39.3.4 Must possess minimum of a university degree certificate or its equivalent;
- 39.3.5 Must be a Super-Agent;
- 39.3.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 39.3.7 Must belong to a Zonal Chapter of the Association within the State;

39.4 FINANCIAL SECRETARY

- 39.4.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 39.4.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 39.4.3 Must possess a tax clearance certificate;

- 39.4.4 Must possess minimum of a university degree certificate or its equivalent;
- 39.4.5 Must be a Super-Agent;
- 39.4.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 39.4.7 Must belong to a Zonal Chapter of the Association within the State;

39.5 TREASURER

- 39.5.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 39.5.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 39.5.3 Must possess a tax clearance certificate;
- 39.5.4 Must possess minimum of a university degree certificate or its equivalent;
- 39.5.5 Must be a Super-Agent;
- 39.5.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 39.5.7 Must belong to a Zonal Chapter of the Association within the State;

39.6 PUBLIC RELATIONS OFFICER

- 39.6.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 39.6.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 39.6.3 Must possess a tax clearance certificate;
- 39.6.4 Must possess minimum of a university degree certificate or its equivalent;
- 39.6.5 Must be a Super-Agent;
- 39.6.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 39.6.7 Must belong to a Zonal Chapter of the Association within the State;

39.7 WELFARE OFFICER

- 39.7.1 Must have been in business as a Mobile Money/Bank Agent for a minimum of THREE (3) years;
- 39.7.2 Must have been an active member of the Association for a minimum of TWO (2) years;
- 39.7.3 Must possess a tax clearance certificate;
- 39.7.4 Must possess minimum of a university degree certificate or its equivalent;
- 39.7.5 Must be a Super-Agent;
- 39.7.6 Must show evidence of support for the Association for a minimum of TWO (2) years.
- 39.7.7 Must belong to a Zonal Chapter of the Association within the State;

39.8 For the purpose of this Bye-Law, a university degree includes a Diploma from a recognized polytechnic plus 2 years post qualification experience or an O'Level plus 5 years post qualification experience.

CHAPTER 6 (ZONAL CHAPTERS)

40. CREATION OF ZONAL CHAPTERS

Every State Executive Council of the Association is empowered to create Zonal Chapters of the Association within its jurisdiction.

40.1. RESPONSIBILITY OF THE ZONAL CHAPTER

The responsibilities of the Zonal Chapter shall be as that of the State Chapter at the Zonal Level in accordance with Section 36 of this Bye-Law.

40.2 Every Zonal Chapter established by the State Executive Council shall:

- 41.2.1 Promote the aims and objectives of the Association and the zonal level;
- 41.2.2 Assist the State Chapter in the collection of annual dues on behalf of the Association and remit same to designated account;
- 41.2.3 Create and maintain a mailing list of all actual and potential members residing in its covered area;
- 41.2.4 Advertise and/or otherwise announce the existence of the Chapter in the coverage area and promote membership.

41. ADMINIARATION AND CONTROL OF THE ZONAL CHAPTER

41.1 The Zonal Chapter shall be administered and controlled by a **Zonal Executive Committee** (ZEC) comprising of:

- a. Zonal Coordinator
- b. Zonal Secretary
- c. Zonal Treasurer

41.2 Members of the Zonal Executive Committee shall hold office for TWO (2) YEARS and shall not hold a particular office for more than two (2) terms.

42. QUALIFICATION

The minimum qualification for election into the Zonal Executive Committee shall be as prescribed in Section 39.3 of this Bye-Law.

CHAPTER 6

(APPOINTMENT OF DELEGATES FOR THE PURPOSE OF ELECTION)

43. NATIONAL DELEGATES

The National Delegates shall include:

- 43.1 All members of National Executive Council (NEC)
- 43.2 All members of the National Standing Committee (except Electoral Committee); and
- 43.3 Ten (10) other members appointed by the President after due consultation with the members of the NEC.

44. STATE DELEGATES

The State Delegates shall include:

- 44.1 All members of the State Executive Council (SEC). and
- 44.2 All members of the State Standing Committee (except Electoral Committee); and

45. ELECTED DELEGATES

The National Delegates shall include:

- 45.1 Each State shall, at its State General Meeting, elect members who shall be entitled to vote members into the NEC.
- 45.2 The numbers of state delegates shall be ten (10) for every 100 (One Hundred) members.

APPENDIX 1

“DECLARATION OF CODE OF CONDUCT IN MEMBERSHIP APPLICATION FORM”

Mobile Money & Agency Banking are integral part of the Financial Inclusion Policy of the Central Bank of Nigeria (CBN). Accordingly, the Association expects each member:

1. Safeguard customer funds against risk of loss;
2. Have in place effective, proportional risk-based mechanism to prevent, detect, and report the misuse of services for the purpose of money laundering or terrorist financing;
3. Screen, train, and monitor staff, agents, and entities providing outsourced services to ensure that they offer safe and reliable services and comply with all operational and legal requirements;
4. Have a well developed policies and processes and sufficient network and system capacity to ensure reliable service provision;
5. Take robust steps to ensure the security of the mobile network and channel;
6. Communicate clear, sufficient, and timely information in a manner that customers can understand;
7. Have in place mechanisms to ensure that complaints are effectively addressed and problems are resolved in a timely manner;
8. Collect, process, and/or transmit personal data fairly and securely;

Signature of Applicant:

APPENDIX 2

OATHS OF OFFICE FOR NATIONAL EXECUTIVE COUNCIL MEMBERS

I, do solemnly swear/affirm that I will be faithful and bear true allegiance to the ASSOCIATION OF MOBILE MONEY & BANK AGENTS IN NIGERIA as of this Association; that I will discharge my duties to the best of my ability preserve, protect and defend the constitution and bye-laws of the Association; that I will abide by the Code of Conduct contained in Appendix 1 in this Bye-Law. I will do right to all members of the Association according to the constitution without fear or favour, affection or ill-will, and I will devote myself to the service and well-being of the Association. So help me God.

APPENDIX 3

LOGO OF THE ASSOCIATION

