

**THE CONSTITUTION  
OF THE  
NIGERIA STOP TUBERCULOSIS PARTNERSHIP  
(NSTBP)**

**FINAL VERSION**

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**THE CONSTITUTION OF THE NIGERIA STOP TUBERCULOSIS  
PARTNERSHIP (NSTBP) – Long Life**

**(31<sup>st</sup> OCTOBER 2009) – Commencement Date**

**1. PREAMBLE**

We, the Members of the **Nigeria Stop Tuberculosis (TB) Partnership (NSTBP)**, in response to the requirements and recommendations of the Global Stop Tuberculosis Partnership (STBP), and having agreed to establish the **Nigeria Stop Tuberculosis Partnership**, for the purpose of co-operation among ourselves, and with others to promote and protect the health of all people from Tuberculosis, hereby make and give to ourselves the following **CONSTITUTION**:

**PART I  
GENERAL PROVISIONS**

**2. NAME, LEGAL STATUS, LOCATION**

The name of the Organization shall be **NIGERIA STOP TUBERCULOSIS PARTNERSHIP, hereinafter referred to as NSTBP.**

The NSTBP is a legally registered Company Limited by Guarantee, established for charitable purpose under Part C of the Companies and Allied Matters Act.

The Head Office of STBP Nigeria shall be situated in Abuja.

Establishment  
of Organization

**3. PURPOSE, MANDATE, AND FUNCTIONS**

**3.1 - Purpose**

The purpose of the NSTBP is to make contributions that enhance the Global and National-Tuberculosis Program's Performance, while providing the link between Global Tuberculosis, NSTBP Member Constituencies, and Nigeria stakeholders.

The NSTBP will utilize existing Organization Structures of the Public Sector, Community Based Organization (CBOs), Non-Governmental Organizations

Object of the  
Constitution

(NGOs), Civil Society Organizations (CSOs), Organized Private Sector (OPS), as well as Bilateral and Multilateral Agencies, in the field of TB and OTHER Health related issues in order to promote efficient Service Delivery, Prevent duplication and Strengthen Coordination among the different Stakeholders.

### **3.2 - Mandate**

- (a) VISION
- (b) GOAL
- (c) OBJECTIVES
- (d) TARGETS

#### **VISION**

**A Nigeria FREE OF TB**

#### **GOAL**

To dramatically reduce the burden of TB BY 2015 in line with the Millennium Development Goals and the Stop TB Partnership targets.

#### **OBJECTIVES**

- Achieve Universal Access to High-Quality Diagnosis and Patient-Centered Treatment. Reduce the Human Suffering and Socio-economic burden associated with TB. Protect Poor and Vulnerable Populations from TB, TB/HIV and Multi- drug-resistant TB.
- Support the Development of New Tools and Enable their Timely and Effective Use

#### **TARGETS**

- MDG 6, Target 8: Halt and begin to reverse the incidence of TB by 2015
- 
- 
- Targets linked to the MDGs and endorsed by the Stop TB Partnership:
  - by 2015: reduce prevalence and deaths due to TB by 50% compared with a baseline of 1990
  - by 2050: eliminate TB as a public health problem (1 case per million population)

## **COMPONENTS OF THE STOP TB STRATEGY**

### **1. Pursue high-quality DOTS expansion and enhancement.**

- a. Secure Political Commitment, with Adequate and Sustained Financing
- b. Ensure Early Case Detection, and Diagnosis Through Quality-Assured Bacteriology.
- c. Provide Standardized Treatment with Supervision, and Patient Support
- d. Ensure Effective Drug Supply and Management
- e. Monitor and Evaluate Performance and Impact

### **2. Address TB-HIV, MDR-TB, And The Needs of Poor Vulnerable Populations**

- Scale-up Collaborative TB/HIV Activities
- Scale-up Prevention and Management of Multidrug-Resistant TB (MDR-TB)
- Address the Needs of TB Contacts, and Poor and Vulnerable Populations.

### **3. Contribute to Health System Strengthening based on Primary Health Care.**

- \* Help Improve Health Policies, Human Resource Development, Financing, Supplies, Service Delivery and Information.
- \* Strengthen Infection Control in Health and Other Congregate settings and Households
- \* Upgrade Laboratory Network, and Implement The Practical Approach to Lung Health (PAL)
- \* Adapt Successful Approaches from other Fields and Sectors, and Foster Action on the Social Determinants of Health.

### **4. Engage all Care Providers**

- \* Involve all Public, Voluntary, Corporate and Private Providers through Public – Private Mix (PPM) Approaches.
- \* Promote the Use of the International Standard for Tuberculosis Care (ISTC)

### **5. Empower people with TB and Communities through Partnership**

- \* Pursue Advocacy, Communication and Social Mobilization
- \* Foster Community Participation in TB Care

- \* Promote the Use of the Patient’s Charter for Tuberculosis Care

## **6. Enable and Promote Research**

- \* Conduct Programme-based Operational Research, and Introduce New Tools into Practice.
- \* Advocate for and Participate in Research to Develop New Diagnostics, Drugs and Vaccines

### **3.3 - Functions**

The Functions of the NSTBP shall be:

1. Organization and Correct Functions of the NSTBP in Accordance with NSTBP Constitutional Requirements;
2. Harmonization of NSTBP Projects with Existing Support Programs for TB in Nigeria.
3. Design and Management of Nigeria STBP Project Proposals;
4. Oversight of Implementation of Nigeria STBP-Funded Programs;
5. Preparation and Circulation of Minutes of the Nigeria STBP and Information pertaining to Nigeria STBP Programs.

Functions of the organization

## **4. GENERAL PRINCIPLES**

The Nigeria STBP adheres to the Principles of broad Participation, Democratic Decision-making, Full Transparency, Cooperative Partnership, and Efficient Operations.

## **PART II ADMINISTRATION**

### **5. NIGERIA STBP STRUCTURE**

#### **5.1 - Composition of the Nigeria STBP**

**5.1.1** - The Nigeria STBP Composition Shall be Multi-Sectoral, with Representatives from Various Constituencies defined as follows:

- \* **“Government Constituencies”** Means – Federal Ministries, State or Local Government Bodies, and other Public Sector Agencies;

- \* **“Civil Society Organizations”** Means –Non-Governmental Organizations, Faith-based Organizations, Community-Based Organizations, Academia, and Associations or NGOs Representing Youth and Women.
- \* **“People Living with the 2-Diseases”** Means –Associations, Umbrella Organizations, or CSOs Representing People Living with HIV/Tuberculosis
- \* **“Private Sector Constituencies”** Means –Associations and Organization Representing Commercial Sector Establishments;
- \* **“Development Partners”** Means – Bilateral and Multi-lateral Donors Present in Nigeria;
- \* **“International Non-Governmental Organizations (INGOs)”** Means – Technical Support Agencies with offices and Staff in Nigeria and Working in the Areas of TB, and Related Health Systems

**5.1.2** - The Nigeria STBP Comprises All the Representatives of these Constituencies.

**5.1.3** - The Full Nigeria STBP is Responsible for Final Decision Making on all Matters Coming to the attention of the NSTBP.

## **5.2 Structure of the Nigeria STBP**

**5.2.1** - The STBP Nigeria Members shall elect a Chairman and two Vice-Chairmen from among themselves, as defined below in Section 7.

**5.2.2** – In order to better carry out its Functions as described in section 3.3 above and the Nigeria STBP shall create three Committees:

1. The NSTBP Executive Committee (shall include the secretariat);
2. The Working Groups: Resource Mobilization, ACSM, DOTS expansion, TB/HIV and MDR – TB Committee; and
3. The NSTBP Members; (Each of these 5 Working Groups will provide oversight functions in their areas of core competence)

**5.2.3** – The Nigeria STBP may decide to Appoint other Committees as New Requirements emerge.

**5.2.4** - The Nigeria STBP will Confirm the Functions of Task Teams Proposed by the Executive Committee to Work on Specific Tasks or Assignments.

**5.2.5** – The Nigeria STBP Shall be Supported by a NSTBP Secretariat to Carry out its Functions.



**5.2.6** – The Nigeria STBP Shall be Assisted by an Expert Pool of Technical Resource Persons and Agencies Present in Nigeria.

### **5.3 - Responsibilities of the Chairman and Vice-Chairs of the Nigeria STBP**

#### **5.3.1 - Responsibilities of the Chairman**

The Responsibilities of the Chairman shall include:

- a. To Preside and Chair all Nigeria STBP General and Executive Committee Meetings;
- b. To Propose and seek Approval of the Agenda of Each Nigeria STBP Meetings;
- c. To Inform the Nigeria STBP of the Activities of the Executive Committee and Seek their Ratification, Modification, or Cancellation of Emergency Decisions made by the Committee;
- d. To, When Necessary and Appropriate, Delegate the Chair Person's Responsibilities to the First Vice-Chairman and in His/Her absence or incapacity to the Second Vice-Chairman;
- e. To Represent Publicly the Nigeria STBP.

Functions of the  
Governing  
Council

#### **5.3.2 - Responsibilities of the Vice-Chairmen.**

The Responsibilities of the Vice-Chairmen shall be:-

- a. To Perform Tasks Delegated by the Chairman;
- b. To Participate Actively in the Executive Committee;
- c. In the Absence of the Chairman and by order of Precedence (the First Vice-Chairman if present, or the Second Vice-Chairman), to preside at all Meetings in which the Chairman is empowered to Preside by the Provisions of this Constitution.

### **5.4 - General Conditions of Committees and Task Teams**

**5.4.1** - Committees and Task Teams shall have no Formal Decision Making Powers; their Role shall be to Carry out Responsibilities and Tasks Assigned to them by the Nigeria STBP. They shall Formulate and Present Findings, Reports, and Recommendations to the Nigeria STBP.

and Composition  
Functions of the  
committee and  
Task Team

**5.4.2** - The Nigeria STBP shall Approve Terms of Reference and Procedures for each Committee and TASK Team, as well as the Selection Criteria of Core Competencies and the Conditions of Engagement for Members of the Expert Pool.

**5.4.3** - The Committees may Elect Technical Experts from the Expert Pool to join NSTBP Members as Regular Committee Members with Voting Rights as described below.

**5.4.4** - The Committees and Task Teams may also Elect or Engage Technical Resource Persons Outside the Expert Pool to Assist them as may be needed on one to one basis. Such Persons will not have Voting Rights.

**5.4.5** - Committees shall have Chairman and Vice-Chairman Elected by the full NSTBP. In the Absence of a Committee Chairman, the Vice-Chairman shall Chair the Meeting. Chairmen and Vice-Chairmen shall not be Replaced by their Alternates in their Special Duties. In the Absence of both the Chairman and Vice-Chairmen of a Committee, the Meeting shall be Postponed.

**5.4.6** - Task Teams shall be Chaired by a NSTBP Member of the Relevant Committee, who shall be known as the Task Team Leader. Ongoing Task Teams shall have a Deputy Task Team Leader Chosen from among the Task Team members. The Deputy Leader may be a NSTBP Member or a Co-Opted Expert Member (See Sections 5.5.2 and 5.5.3 below).

**5.5 - Composition and Responsibilities of the NSTBP Committees,**

**5.5.1 - The NSTBP Executive Committee**

The STBP Executive Committee shall be Composed of the NSTBP Chairman, the Two Vice-Chairmen, the Chairman of each other Committee, and three other Members of the STBP representing the other Geo-Political Zone not represented above. The STBP Chairman shall Chair the Executive Committee. In His or Her Absence, the Chairman shall Delegate to the First Vice-Chairman the Responsibility to Serve as the Chairman of the Executive Committee, or in His/Her Absence, to the Second Vice-Chairman.

The Executive Committee shall be Responsible for:

- a. Emergency Decision-making between Regularly Scheduled Meetings of the Nigeria STBP, when it is not Practical or Possible to Organized a Full Meetings of the NSTBP. When Urgent Attention to Issues is required, and it is Impossible or Impractical to Convene a Full NSTBP Meeting, the Executive Committee shall be Empowered to Make and Implement Decisions. These Decisions Must be Fully Documented and Submitted to the Full NSTBP at the Earliest Possible Opportunity for Ratification, Modification, or Cancellation.
- b. Completion of Task Assigned to it at a Full Meeting of the Nigeria STBP.

Composition and  
functions of  
NSTBP  
Committee

- c. Recruitment of Secretariat Staff to the NSTBP.
  - d. Oversight of the Secretariat and of the NSTBP Budget.
  - e. Formation of Task Teams Consisting of NSTBP Members and/or Technical Experts to Address Specific Issues on an Ad Hoc Basis.
  - f. Coordinating of Activities for the Nigeria STBP
  - g. Membership Renewal and Members' Compliance with NSTBP Requirements.
- The Executive Committee shall have a Communications Task Teams.

#### **5.5.2 - The Resource Mobilization Committee.**

The Resource Mobilization Committee shall have a Chairman and Vice Chairman, both of whom shall be NSTBP Members. It shall be Composed of the Chairman, the Vice-Chairman and three other NSTBP Members (5 Members in all). As per Section 5.4.4, the Resource Mobilization Committee MAY Co-Opt Technical Experts, Elected from the Expert Pool According to Necessary Skills and Experience, to Assist them as may be required.

The Resource Mobilization Committee shall be responsible for:

- a. Development of Proposals to Donors
- b. Harmonization of NSTBP-Sponsored Projects with other Programs in the National Response to the Disease,
- c. Fundraising and Partnership Development to Supplement and Extend STBP Fund Grants.

The Committee shall have a Fundraising Task Team.

#### **5.5.3 - The Technical Committee**

The Technical Committee shall have a Chairman and a Vice-Chairman, both of whom shall be NSTBP Members. It shall be Composed of the Chairman, Vice-Chairman, and Seven other NSTBP Members. It shall also include Six Co-Opted Technical Resource Persons Elected from the Expert Pool according to necessary Skills and Experience (15 Members in all). As per Section 5.4.4, the Committee may Co-Opt or Engage Additional Technical Experts as may be required to Assist them from time to time.

The Committee shall be Responsible for Oversight of the NSTBP Grants, and Particular the:

- a. Appropriate and Timely use of Finances;
- b. Appropriate and Timely Completion of Procurement;

- c. Effective Programme Implementation:
- d. Effective Management of the Grants; if any.
- e. Technical Results and Impact.

The Committee shall have Two Task Teams: the Finance and Procurement Task Team and the Technical Task Team.

**6. NSTBP MEMBERSHIP.**

**6.1 - Eligibility**

The STBP shall be Composed of Individuals from Organization which have been Elected or Nominated to Represent Recognized Constituencies described in Section 5.1 above.

Eligibility of Organizations to appoint members to the council

Any Organization that is Part of one of the above-mentioned Constituencies within Nigeria is Eligible to be Considered for Membership in the Nigeria STBP if it meets the following Requirements:

- a. It is Legally Registered to Operate in Nigeria;
- b. It is Established and Operating in Nigeria;
- c. It is Concerned about and Contributes to the Control of Tuberculosis OR ANY Health related issue in Nigeria,
- d. It Agreed to abide by this Constitution;
- e. It is Registered with the Nigeria Stop Tuberculosis Partnership.

With respect to Civil Society Organization, Private Sector Constituencies, and People Living with the Disease, Preference should be given to Election of Organization of National Scope, Network, and Umbrella Groups.

**6.2 - Constituency Representation Quotas**

The Constituency STBP shall be Composed of (State No of Members) Members divided among the Constituencies and Sub-Constituencies as shown in the Table Below.

Constituency	Sub-Constituency
Government	Federal Ministry of Health (NASCP) National Tuberculosis and Leprosy Control Programme (NTBLCP) Representative of the Prison Service

	NIMR.
Multilateral and Bilateral Development	2 Multi-Lateral Partners 2 Bi-Lateral Partners
International Non-Governmental Organizations	ILEP Partners
People Living With The Disease(s)	At Least 1 PLWHA Organization and 1 Other Organization. From whom will be chosen.
	1 Male representative 1 Female representative
Civil Society Organizations	
Domestic Non-Governmental Organization (NGOs) and Community based Organizations (CBOs)	NGO or CBO working in TB 1 Youth Organization 1 Women's Organizations And 4 other Organizations
Academic/Educational Institutions	Network or Umbrella Organization
Private Sector Organizations	Network or Umbrella Organization
Religious/Faith-Based Organizations	1 Christian Organization 1 Muslim Organization

### 6.3 - Modification

The Constituencies of the NSTBP and the Number of Representatives of each Constituency shall be determined by a Vote of the NSTBP. The NSTBP shall Review its Composition Annually and make Adjustments to better Represent all Sectors of Nigeria Society. Any Changes must be Approved by a Two-Thirds Vote of all Members of the NSTBP.

Modification and Composition of members to the NSTBP

### 6.4 Gender Representation

Because of the Strong Leadership of Nigeria Women and their Contribution to Society, at least 25 of NSTBP Members Must be Females.

### 6.5 - Member Selection Process

6.5.1- Nigeria STBP Members Representing Each Sector shall be Chosen by that Constituency. The Selection Process shall be Developed by the Constituency. An

Federal representation

Acceptable Process is Transparent and Open to all Organization belonging to the Constituency and Fulfilling the Eligibility Listed in 6.1 above.

- 6.5.2** - Each Constituency with Seats on the NSTBP will Elect the Designated Numbers of Members and each with an Alternate. No Other Persons shall Represent the Constituency or Vote for the Constituency.
- 6.5.3** - The Selection Process shall be Described in a Publicly – Accessible Documents that Demonstrates how the Representing Organization and the Individual Members were Selected, and how they will Report back to the Constituency. The Documents must be Transmitted to the NSTBP who will Forward it to the NSTBP in Abuja and Hold it at the Secretariat as Public Record.
- 6.5.4** - Government and Multi-lateral Development Partner Constituencies may Nominate Office Holders as Members and Alternates from Specific Organizations.
- 6.5.5** - Individuals Nominated or Elected as NSTBP Members shall be at least Senior Level Management Representatives or Higher from the Relevant Constituencies.
- 6.5.6** - If it is the Opinion of the Nigeria STBP that a member is Needed from a Sector that does not yet have Acceptable Procedures in Place for Choosing its own NSTBP Member, the Nigeria STBP shall Organize Constituency Consultation.

## **6.5 Terms of Office**

- 6.5.1** - Constituencies Shall Usually Elect Representatives (Members and Alternates) for a Term of Three (3) Years. At the Expiration of the First Term, a Nigeria STBP Members may be Nominated by its Constituency to Serve one Additional Term of Three Years.

- 6.5.2** - In the event that a Member or Alternate is Replaced before Expiration of a Term (as per Section 6, 8 & 6. 9 below), the Replacement Member Shall Carry out the Reminder of the Original Member’s Term. He or She may then Stand for a Second Term. He or She may not Stand for a Third Term.

Tenure of  
Members and  
Alternative

## **6.6 Individual Member’s Rights**

Individual Members of the Nigeria STBP have the following Rights:

- a. The Right to Nominate Members for NSTBP Positions such as Chairman and Vice-Chairman and to run for NSTBP Positions;
- b. The Right to vote on any Matters put to a Vote;
- c. The Right to participate in all Discussions and Activities of the NSTBP;
- d. The Right to Attend all NSTBP Meetings, and to be given Reasonable Notice of all Meetings

Rights of  
Members

- e. The Right to Raise an Allegation of Conflict of Interest Against any Member of the NSTBP.

### **6.7 - Individual Members' Responsibilities**

Individual Members of the Nigeria STBP shall have the following responsibilities:

- a. Respect Regulations and Procedures as Defined in this Constitution and the Framework Documents of the Nigeria STBP.
- b. Attend and Participate in NSTBP Meetings in Timely and Responsible Manner;
- c. Actively Share Relevant Experiences and Information;
- d. Respect and Uphold NSTBP Decisions;
- e. Hold Regular Meetings with Organizations and Individuals within their Constituency, in order to ensure that the Members fairly Represent the Views of their Constituency at NSTBP Meetings;
- f. Abide by the Conflict of Interest Policy of the Nigeria STBP.

Responsibilities  
of Individual  
members

### **6.8 Removal of Members from the Nigeria STBP.**

**6.8.1** - Any Members of the Nigeria STBP found to be Working Against the Overall Interest of NSTBP or Failing to Carry His/Her Duties as a NSTBP Member shall be Cautioned, and the Matter must be Reviewed by the Nigeria STBP. Failure of Duty shall include Absence at 3 or more Consecutive NSTBP Meetings without Notice and without Sending of the Alternative Member.

Removal of  
members

**6.8.2** - Any Member of the Nigeria STBP may Propose in Written, giving Valid, Documented, and Tenable Reasons that any other Member of the Nigeria STBP be Required to Withdraw from the Nigeria STBP.

#### **6.8.3 - Removal can only Take effect if:**

- a. All Members are provided with at least 4 weeks' Written Notice that this shall be discussed and Voted on at a Meeting of the Nigeria STBP,
- b. The Member Concerned is given Opportunity to Defend Himself/Herself of the Accusation and
- c. Following a Full Discussion, the Removal is Approved in a Vote Passed with a Two Thirds Majority of all Members of the NSTBP.

**6.9-** Resignation, Death, Incapacitation and Replacement of Members of the Nigeria STBP.

- 6.9.1** - Nigeria STBP Members Shall Commit to a Minimum Period of 3 years, but may Resign their Membership for Serious Professional or Personal Reasons. Resignations must be Submitted in Writing to the Chairman and Recorded in the Minutes of the Next Full Meeting of the Nigeria STBP. Vacancy in office of members
- 6.9.2** - After Resignation and until such time as the Constituency Elects or Nominates a New Member, the Alternate Member shall Represent the Constituency. If an Alternate wishes to Stand for Full Membership, He/She must Submit to a New Election Process as Determined by the Constituency. In the Case of the Resignation of an Alternate Member, the STBP Member Shall Continue to Present the Constituency alone until His/Her Constituency Nominated or Elects a New Alternate, Filling of Vacancy in office of members
- 6.9.3** - In the Event of the Death or Incapacitation of a NSTBP Member, the Alternate Member Shall Replace Him or Her until the Constituency Nominates or Elects a New Member. Temporary Members of Council
- 6.9.4** - Since Government and Multi-Sectoral Development Partner Representatives act *ex officio* as Nigeria STBP Members, Changes in Office Holders of Selected Government, Constituencies will result Automatically in the Replacement of the Former Member.
- 6.9.5** - For All Other Constituencies, Resignation, Revocation, Death, Incapacitation or Departure of a Nigeria STBP Member will Require Election of a New Representative by the Constituency Members using the Process laid out in section 6.4 above.
- 6.10 Removal, Departure and Replacement of Members from NSTBP Committees**
- 6.10.1** Any Member of a NSTBP Committee Failing to Carry out His/Her Duties as a Committee Member shall be Cautioned, and the Matter must be Reviewed by the Nigeria STBP. Failure of Duty shall include Absence at 3 or more Consecutive Committee Meetings without Notice and without Sending of the Alternate Member. Removal and replacement of Member
- 6.10.2** Persistent Failure to Attend Committee Meetings will Result in the Removal of the Member from the Committee and Selection of a Replacement Member from among the Full NSTBP to sit on said Committee.
- 6.10.3** NSTBP Members may Resign from Committees for Justifiable Professional or Personal Reasons. Resignations Must be Presented to the NSTBP Chairman and the Committee Chairman.



**6.10.4** In the Event of the Departure of a Member from the NSTBP as described in Section 6.9, the NSTBP Member shall be Replaced on Committee by the Alternate until such time as the Constituency Shall Nominate or Elect New Member.

## **7. NSTBP CHAIRMAN AND VICE-CHAIRMEN**

### **7.1 - Eligibility**

The Chairman and the Vice-Chairmen shall be Elected from Different Sectors. Among the Chairman and Vice Chairmen and Two of the Three must Represent Domestic Institutions.

### **7.2 Selection Procedure for the NSTBP Chairman and the STBP Vice-Chairmen**

**7.2.1** - The Nigeria STBP Chairman and Vice-Chairmen shall be Elected by a Vote of the Nigeria STBP.

Appointment of  
Chairman and  
Vice Chairman

**7.2.2** - Any Candidate for the Chairman or Vice-Chairman may be Nominated and Seconded by any Nigeria STBP Member other than the Candidate.

**7.2.3** - All Votes for the Available Positions shall be by Secret Ballot (e voting inclusive).

### **7.3 - Terms of Office of the NSTBP Chairman and Vice-Chairmen**

Tenure of  
Chairman and  
Vice Chairman

**7.3.1** - The Terms of Office for the Chairman and Vice-Chairmen shall be Three Years.

**7.3.2** - No Persons shall Serve more than two Terms as Chairman or as Vice-Chairman

**7.3.3** - The Alternate Members for the Members Chosen as Chairman and Vice Chairmen's shall continue to Represent their Constituencies, but may not Replace the Chairman and Vice-Chairmen in their Roles as NSTBP Officers.

### **7.4 Removal and Replacement of the NSTBP Chairman and Vice-Chairman**

#### **7.4.1** - Removal of the STBP Chairman and Vice-Chairman's

The Nigeria STBP may Vote to Remove a Chairman or a Vice-Chairmans in Mid-Term. Removal of any Officer Shall be by a Two-Thirds Majority Vote of all Members. The meeting must be Advertised to All NSTBP Members with Adequate Notice of at least one Week and the Chairman or Vice-Chairman must be given an Opportunity to Respond to the Documented Allegations against Him/Her.

Removal and  
replacement of  
Chairman and  
Vice Chairman

**7.4.2** - Replacement following Mid-Term Departure of the NSTBP Chairman and Vice-Chairmen's, if the Chairman Resigns or is Removed Mid-Term, the First Vice-Chairman shall serve as Chairman until a new Chairman is Elected. That Election

shall take place at the Meeting at which the Chairman's Departure is Announced, or at the Next Meeting. The New Chairman shall be appointed to complete the term of the former Chairman.

If one of the Vice Chairmen Resign or is Removed Mid-Term, an Election shall take place at the meeting at which the Vice-Chairman's Departure is Announced, or at the next meeting. A New Vice-Chairman shall be Appointed to Complete the Term of the Former Vice-Chairman.

## **8. NIGERIA STBP MEETINGS**

### **8.1 - Frequency and Language of Communication**

**8.1.1** - The STBP Nigeria shall Hold Scheduled Quarterly Meetings.

**8.1.2** - Extra-Ordinary Meetings may be Called by the Chairman upon determination, or may be Called by the Chairman pursuant to a Request Submitted to the Nigeria STBP Secretariat by a least 25 of the STBP Members.

**8.1.3** - Meetings of Committees shall be Held at least quarterly and as needed. Meetings of Ah-Hoc Sub-Committees Task Teams shall be Held as and when Required.

**8.1.4** - The Meetings of the Nigeria STBP shall be Conducted in English.

### **8.2 Notice and Agenda of Nigeria STBP Meetings.**

**8.2.1** - All Nigeria STBP Members shall Receive Written Notice of each Meeting by email, Fax or Letter, at least One Week Prior to the date fixed. The Notice shall specify the Location, Time and Proposed Agenda, and Contain Documents to be Reviewed at the Meeting. The Agenda shall be Approved at the start of each meeting.

**8.2.2** - Alternates shall also Received Copies of all Documentation.

**8.2.3** - Organization(s) serving as PR(s) that have not been Chosen to Represent their Constituencies as Voting Members of the Nigeria STBP may be requested to attend NSTBP Meetings in a Non-Voting Capacity. They shall receive written Notice as provided in 8.2.1.

**8.2.4** - The Executive Committee and Secretariat may decide from time to time to Co-Opt Technical Expert or Sub-Recipients to a NSTBP Meeting. Such Persons shall be given Notice by email Letter, or Telephone.

**8.2.5** - Notice of Extra-Ordinary Meetings of the NSTBP may be made by Telephone, SMS, email, Fax or Letter at most Three Days prior to the date fixed.

Meetings,  
Quorum,  
Transactions  
of business

Notice of  
Meetings and  
sitting

### **8.3 Notification of Occasional Replacement of Members in STBP Nigeria Meetings**

**8.3.1** - Nigeria STBP Members who cannot Attend a Meeting shall so Inform His/Her Alternate and the STBP Secretary or the STBP Chairman by Telephone, email, Fax, or Letter. The Alternate Members shall then Attend the Meeting as a Voting Member.

Notification and replacement of members

**8.3.2** - In the Event that neither the NSTBP Member nor the Alternate Member can Attend the Meeting, and they so inform the NSTBP Chairman in advance, they may designate and send a Non-Voting Proxy to the meeting as an Observer. (See also Section 8.6.2).

### **8.4 - Quorum of the STBP Nigeria**

A Quorum at a Meeting STBP Meeting shall be a Simple Majority of all Members. Only Members or the Alternate, but no other Representatives of an Organization, may be Considered for the Quorum rule.

### **8.5 - Decision-Making by the Nigeria NSTBP**

**8.5.1** Decisions shall be made by Consensus Whenever Possible.

**8.5.2** - Where Consensus Cannot be Achieved and need for an Immediate Decision Prevents further Way for Additional Consensus Building, Decisions shall be made by Voting-Votes shall be of Two kinds: “Simple Majority” and “Two-Thirds Majority”. A Votes shall be By Simple Majority Except where this Constitutions States that they Require Two-Thirds Majority.

Decision making by simple majority

**8.5.3** - Voting Methods shall be either by Secret Ballot or by Show of Hands. The Default Voting Method Will be by Show of Hands.

**8.5.4** - Absent Members shall not Vote by Proxy

**8.5.5** - Alternatives Sitting in the Place of the Principal Member may Vote.

**8.5.6** - In the Case of a Tied Vote, the Chairman shall Cast the Deciding Vote.

### **8.6 Minutes**

**8.6.1** – Minutes of Meetings shall be taken by the Executive Secretary. Minutes shall be Complete and Include all Substantive Discussion and Decisions of the Nigeria STBP. They shall Contain a Record of all Members Present and Absent, and all Other Invited Persons and Observers present.

Minutes of Meetings to be kept by the Secretary

**8.6.2** - The Minutes of Nigeria STBP Meetings shall Record any Decisions Passed by a Vote, including the Actual Number of Votes for, Against and Abstentions, as well as Major Dissent need not be Recorded in the Minutes.

**8.6.3** - Draft Minutes of Nigeria STBP Meetings shall be Approved by the Chairman and Distributed Electronically to Nigeria STBP Members and Alternates by the Nigeria STBP Secretariat within 7 days of the NSTBP Meeting except in Emergencies. Minutes will be Corrected and finalized at the Subsequent NSTBP Meetings.

Minutes of Meetings to be approved by the Chairman and signed by the secretary

**8.6.4**- The Original Copy of Approved Meeting Minutes shall be signed by the chairman and Secretary and Keep For Public Record at the NSTBP Secretariat.

**8.6.5**- Approved Minutes of Meetings of NSTBP Committees shall be distributed to NSTBP Members and Alternates by the NSTBP Secretariat

## **8.7** Observers

There will be two Categories of Observers Allowed at NSTBP Meetings

**8.7.1- Technical Observers:-** Sub-Recipients, Consultants, Technical Experts, and Other Individuals Involved in Program Implementation may Attend NSTBP Meetings as Technical Observers if Invited by the NSTBP Secretariat and/or Approved by the Chairman at the Start of the Meeting. They may speak at Meetings, but only if Called upon for Technical Advice. They May Not Speak on Issues that not Pertain to their Technical Area, and they may not Vote under any circumstance.

Consultant and Expert may attend Meetings as may directed by the Chairman

**8.7.2-** Proxy Observers: In the event that neither the NSTBP Member nor the Alternate can Attend a Meeting, they may Send a Proxy as a Silent Observer of the Meeting. They shall inform the NSTBP Chairman and/or the Secretary of their Absence and of the Identity of the proxy observer. Proxy Observer may not Speak at Meetings, unless Called Upon by the Chairman. They may not Vote Under any Circumstances.

## **9. MEETINGS OF THE COMMITTEES**

### **9.1 - Meetings of the Executive Committee**

#### **9.1.1 - Frequency and Notice of Meeting.**

The Executive Committees shall meet when as the need arises necessary but no less than once per Quarter.

All Executive Committee Members Shall Receive, by email, Fax or Letter, at least Four Days Prior Notice of all Meetings of the Executive Committee Except in

Emergencies. The Notice Shall Specify the Proposed Agenda. The agenda may be Modified and must be Approved at the Start of Each Meetings.

**9.1.2 -** The Quorum for Meetings of the Executive Committee shall be Simple Majority of its Members.

In the Absence of the Chairman and Vice-Chairman, the Executive Committee may not meet.

**9.1.3 - Decision Making and Minutes of the Executive Committee**

The Executive Committee Shall Operate by Simple Majority Vote. The Minutes of all Executive Committee Meetings shall be shared with the entire NSTBP within One Week of the Meeting.

The Executive Secretary shall Attend Executive Committee Meetings in a Non-voting Capacity and Shall take the Minutes and Record the Presence of Members.

**9.2 Meetings of Other Committees**

**9.2.1 -** Frequency and Notice of Meetings of the Committees

Committees shall meet on a Quarterly Basis and as Necessary to Accomplish their Responsibilities.

**9.2.2 - Quorum of Other Committees**

The Quorum for Meetings of the other Committees shall be Simple Majority of its Members. In the Absence of the Chairman and Vice-Chairman, the Committee Session must be postponed.

**9.2.3 - Limited Authority of Other Committees**

NSTBP Committees shall not take Decision by themselves, but rather Recommend Decisions to the NSTBP Membership. NSTBP Committees may within their Terms of Reference, Fix a Work Plan to Carry Out the Responsibilities. Decisions of Other Committees Considered as Recommendations only.

**9.2.4 - Minutes and Reporting**

The Chairman of the Oversight and Proposal Development Committees shall Select a Member from amongst the Participants to take Minutes at each Meeting. Minutes of the Committee Meetings shall be Prepared within 7 days of the

Meeting. Copies of Minutes shall be Circulated to all Members before NSTBP Meetings.

Chairman of Committees shall Report Verbally to the Executive Committee.

Each Committee shall Report on its Work and bring to the NSTBP Meeting Matters Arising which Require the Attention of all Members.

### **9.3 - Meetings of the Task Teams**

#### **9.3.1 - Frequency and Nature of Meetings of the Task Teams.**

Task Teams shall Meet as Necessary to Accomplish their Responsibilities. They Shall Set their Own Calendars of Meetings and so inform their Committee Chairman and the NSTBP Secretary.

#### **Task Team Meeting shall be of Two Types.**

- 1) Formal Meetings: A Formal Task Team Meeting is Chaired by the Task Team Leader and Attended by all Task Team Members and Co-opted Technical Experts. Ongoing Task Teams Shall Meet at Least Once Per Quarter, Ad-Hoc Task Teams Shall Meet as Needed.
- 2) Work Sessions: Task Teams may Arrange Work Sessions between any of their Members, With or Without Additional Technical Experts. These Work Sessions shall be as Frequent as Necessary to Accomplish the Tasks. One Member of the Task Team will be Named as Responsible for the Work Session. He or she may Co-Opt as many Technical Experts as may be Needed.

Unveiling the Task  
team

#### **9.3.2 - Notice and Quorum for Task Team Meetings and Work Sessions.**

Notice of Formal Task Team Meetings Shall be Made by the Task Team Leader by email, Telephone, SMS, or Letter at Least 2 days Prior to the Meeting. The Quorum for a Task Team Meeting is a Simple Majority of Members.

Notice of Work Sessions shall be Made by the Work Session Leader at Least 1 day Prior to the Session, by Telephone, email, or SMS. There is no Fixed Quorum.

#### **9.3.3 - Limited Authority of Task Teams**

Task Teams Shall Not Take Decisions by Themselves, Excepts as May Concern Preparation of Specific Products, Recommendations and Deliverable as Defined in their Terms of Reference by the Committees.

### 9.3.4 - Minutes and Report by Task Teams

Task Teams shall Report back to their Committees at Least Quarterly. Task Teams are not required to Keep Formal Minutes. Rather, the Products, Recommendations and Deliverables of their Work, as Defined in their Terms of Reference, shall be Presented to their Committees for Review.

Minutes of Task Teams may be informal

## 10. - NSTBP NIGERIA SECRETARIAT

### 10.1 - Terms of Reference

The responsibilities of the Nigeria STBP Secretariat, to be Implemented under the guidance of the Nigeria STBP and the Nigeria STBP Chairman shall be:-

- a. To Organize, Manage and Oversee the NSTBP Secretariat, Including Development and Implementation of Financial Plan and Work Plan;
- b. To Procure, Maintain, and Secure all NSTBP Assets;
- c. To Support the NSTBP, its Committees, and Task Teams in their Meetings and Activities.
- d. To Collect and Circulate Information and Reports from the NSTBP, and other Stakeholders and Sources useful to the STBP Members and Committees;
- e. To Support Grant and Oversight;
- f. To Support Proposal Development and Harmonization;
- g. To Support and Contribute Actively to Fund Raising;
- h. To Support and Contribute to NSTBP Communications and Representation;
- i. To Establish Minutes, Archives, and Documentation of NSTBP Membership and Activities as Required by the NSTBP;
- j. To Manage and Report on Funds Awarded to the NSTBP & NSTBP Secretariat;
- k. To Support NSTBP Membership Renewal.
- l.

Functions of the Secretariat

### 10.2 - NSTBP Secretariat Staff:

**10.2.1-**The Nigeria STBP Secretariat shall be Headed by an Executive Secretary, who shall be Appointed by the NSTBP. The Complete and Documented Recruitment Process will be Presented to the Entire NSTBP, which shall vote on the Selection of a Candidate.

Appointment of Executive Secretary and other staff

**10.2.2-**The Executive Secretary shall be Answerable to the NSTBP Chairman

**10.2.3-** The STBP may Engage a Limited Number of Other Staff as Necessary and as Funding Permits. The Recruitment Process of these Employees Must be Approved by the STBP.

**10.2.4-** The Individual Terms of Reference, Conditions of Employment, and Removal Process for the Executive Secretary and Staff shall be Defined in the Supplementary Framework Documents and Approved by the NSTBP.

### **PART III FINANCIAL PROVISIONS.**

#### **11. MATTERS OF GENERAL MANAGEMENT AND GOOD GOVERNANCE.**

**11.1.1-** The Nigeria STBP shall have Funds Available to Pay for its Experts and those of the Nigeria STBP Secretariat. An Annual Work Plan and Budget shall be Draw up and Presented to the NSTBP for Approval and Use for Funding.

Establishment of a  
Fund

**11.1.2-** The NSTBP Recognizes that NSTBP Grant Funds should be Primarily Aimed at Reaching People Infected and Affected by the Diseases; the NSTBP shall therefore Design and Implement a Fundraising plan to Obtain Alternative Sources of Funding to Support NSTBP Activities.

#### **11.2 Conditions of Service as NSTBP Members;**

**11.2.1-** Members of the NSTBP shall Receive no Remuneration for their Service, except in Special Circumstances where Members Offer to Carry Out Assignments in the Absence of Full Time Staff, but can be Compensated for Reasonable Costs, Such as Airfare, Hotel and Per Expenditure of the Council Diem, to Attend Meetings held Outside of their Home City.

Expenditure of the  
Council

**11.2.2-** There is no Remuneration for the Positions of Chairman, Vice-Chairman or Membership in a Committee or Task Team.

#### **11.3 - Accountability of the Nigeria STBP**

The Accountability of the Nigeria STBP Shall be in Compliance with the Requirements Spelled out in the NSTBP *Guidelines on the Purpose, Structure and Composition of Stop Tuberculosis Partnership and Requirements for Grant Eligibility*, Including any Further Revisions Approved by the Board of the NSTBP.

Annual Estimates and  
Accounts



## **11.4 Constituency Reporting.**

**11.4.1-** Nigeria STBP Members shall Advise Nigeria STBP Meetings of GSTBP and Nigeria STBP Issues and Concerns Arising in their Constituency.

**11.4.2-** Nigeria STBP Members shall Report Periodically to their Constituency Concerning GSTBP and STBP Nigeria Issues. The Report Process shall be duly Documented by each Member (Using a Standard form provided by the Nigeria STBP Secretariat) and the Report filed with the Nigeria STBP Secretariat.

## **11.5 - Confidentiality**

Nigeria STBP Members shall not, without the Express Consent of the Chairman Represent or Speak for the Nigeria STBP or Communicate on behalf of the Nigeria STBP. The Spokesperson of the Nigeria STBP shall be the Chairman any Other Person that He may Authorized from time to time to Speak on behalf of the Nigeria STBP.

All Interests of the NSTBP to be Confidential,

## **11.6 - Conflict of Interest**

### **11.6.1-Definition of Conflict of Interest**

The Concept of Conflict of Interest Recognizes that the Judgment of even the Most Well Meaning Persons may be Impaired when their Own Financial or Other Interests or those Interest of Close Associates are Affected.

Disclosure of Conflict of Interest by members

### **11.6.2- Conflict of Interest for Nigeria STBP Members**

Each Member of the Nigeria STBP will Receive and Agenda of the Meeting at Least One Week in Advance so that a Members must Disclose the Nature of Such Interests to the Chairman, This Member must Excuse Himself/Herself from any and all Deliberations and Voting on the Conflict of Interest Topic, Including but Not Limited to the Following Topics:-

1. Discussion Relating to the Selection of a New Member
2. The renewal of a Non Organization for a forthcoming Phase of the Grant;
3. A Substantial Re-Programming of Grant Funds;
4. Issues Relating to the Assessing, Monitoring and Oversight of the Grant Funds
5. Discussions that have a Financial Impact on the Member, such as Contracting.

The Nigeria STBP Shall Ensure that Neither its Chairman nor Either of its Vice-Chairmen is from an Organization that Serve as Manager for Nigeria STBP Initiated Project Financed by the NSTBP. If this happens, the Chairman or Vice-Chairman will have to be Refused from the Meeting Every Time the Program is Discussed.

A Potential Conflict of Interest Issue could be Raised by any Member of the NSTBP Prior to a Meeting or During a Meeting, or Could be Presented to the Chairman Anonymously if Desired. The Chairman Must Investigate Every Allegation of Interest Presented.

If the Chairman has a Conflict of Interest, He/She Must Delegate to a Vice-Chairman for the Period of the Conflict. If the Vice Chairman also have Interest, the NSTBP Must Elect an Acting Chairman for that Period and Thoroughly Document the Process Followed

#### **11.6.3-Protocol for Members Declaring an Interest.**

1. Disclosure of the Interest must be made as soon as possible, but no later than the beginning of the Discussion at Issue.
2. The Member and Any Related Observers must Withdraw and leave the Meeting Room for the Duration of the Consideration of the Matter.
3. The Member must Refrain from Attempting in any way, whether before, during, or after a Meeting, to influence the Decision of the STBP with respect to the Matter. Any Attempt to Influence the Proceedings must be Disclosed by Members who have been Approached.

Protocol for members  
declaring conflict of  
interest

#### **11.6.4-Suspected Conflict of Interest**

1. If a Suspected Conflict of Interest is Reported by any Party, the Chairman and the Executive Committee of the Nigeria STBP will Review the Matter Immediately to Determine whether the Nigeria STBP Member has failed to Declare an Interest and if the Breach is His/Her Responsibility. The Issue must be Reported to all Members via email. Any Substantive Issues must be brought to the Entire NSTBP to Decide.
2. If the Matter is brought before the NSTBP for Deliberation, the Member shall be Requested to withdraw while the Matter is being Deliberated Upon. Any Member can bring Allegations of Conflict to the NSTBP, and Such Allegations must be Discussed.

Suspect of Conflict of  
Interest

### **11.6.5- Failure to Disclose an Interest**

If the NSTBP Member has failed to Disclose an Interest, the Nigeria STBP shall take all Reasonable Measures to Revoke any Benefit Gained. The NSTBP Member and His/Her Associates shall be Reported to His/Her Constituency for Further Investigation and Disciplinary Action. The Constituency Shall be Requested to Immediately Replace the Affected Member on the Nigeria STBPP.

### **11.7 - Framework Documents**

#### **11.7.1- Definition**

The Nigeria STBP Shall Develop, Ratify and Implement Operating Procedures for this Constitutions which shall be laid Out in Detail within a Series of Framework Documents, including a Nigeria STBP Governance Manual and a Nigeria STBP Secretariat Operations Manual.

#### **11.7.2- Amendment of Framework Documents**

Framework Documents shall be Reviewed Annually and Updates Prepared as may be Required. Decisions to Amend Documents shall Follow Regulations Concerning NSTBP Decision Making (See Section 8.4)

## **PART IV**

### **INTERPRETATION AND GENERAL SAVINGS**

## **12. AMENDMENT, INTERPRETATION AND RATIFICATION OF THE NIGERIA STBP CONSTITUTION**

### **12.1 Amendment of the Nigeria STBP Constitution**

**12.1.1-** The Nigeria STBP Constitution will be reviewed Bi-Annually by an Ad-Hoc Task Team Named by the Executive Committee to Determine if Amendment Required. The Task Team shall Formulate Proposals for Amendment to Address Gaps, Errors, and Modification in Regulations as May Affect the Nigeria STBP.

Amendment of  
Constitution

**12.1.2-** Individual Members may also Propose Amendment if they so Desire.

**12.1.3-** Proposals for Amendment of this Constitution shall be Sent to the Executive Secretary, who shall in turn Circulate such Proposals to all Members before the next Nigeria STBP Meeting, where it shall be Placed on the Agenda.

**12.1.4-** The Nigeria STBP shall by a Two-Thirds Vote of all Members, Amend the Provisions of this Constitution. For the Avoidance of Doubt, Two-Thirds Majority of all Members shall be Approximated to the Nearest Whole Number.

**12.2 Interpretation**

**12.2.1-** Any Question or Dispute Concerning the Interpretation or Application of the Constitution which is Not Settled by Consensus at the Nigeria STBP Meeting shall be referred to the High Court of Justice, Abuja in Conformity with the Statute of the Court, unless the Parties Agree on Another Mode of Settlement.

Interpretation and application of constitution

**12.2.2-** Upon Authorization by the Nigeria STBP Meeting, the NSTBP may request the High Court of Justice, Abuja for an Advisory Opinion on any Legal Question.

**12.2.3-** The Chairman of the NSTBP may Appear before the Court on behalf of the Nigeria STBP in Connection with any Proceeding Arising out of any such Request for an Advisory Opinion. He/She shall make Arrangement for the Argument of Different Views on the Question.

**12.3 - Ratification**

**12.3.1-** This Constitution and its Amendment shall be Ratified by a Vote by Show-of-Hands Requiring a Two-Thirds Majority of the Quorum during a full NSTBP Meeting. Ratification Votes shall be Registered in the Signed Minutes. The Constitution and Amendments shall be Attached to the Signed Minutes of the Pertinent Meeting.

Ratification of Amendment to Constitution

**12.3.2-** The Executive Secretary of the Nigeria STBP shall Ensure that all NSTBP Members Receive Copies of the Constitution and its Amendments.

**12.3.3-** Members Joining the NSTBP after the Entry into Force of this Constitution shall be Deemed to have Accepted its Contents.

Dated this.....day of.....2012

**NIGERIA STOP TUBERCULOSIS PARTNERSHIP**