



Global Compact
Network Nigeria

**United Nations
Global Compact
Network Nigeria
Statutes
RC 1523831**

**A Company Limited by
Guarantee**



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1. Terminology



UN GLOBAL COMPACT NETWORK NIGERIA STATUTES [2022 - 2025]

1. Objectives

The objectives of Global Compact Network Nigeria are to:

- Promote the Ten Principles of the United Nations Global Compact in the areas of human rights, labour, environment and anti-corruption and the Sustainable Development Goals (SDG's);
- Promote sustainable practices among local businesses;
- Contribute to the growth of the UN Global Compact initiative;
- Contribute to the implementation of the United Nations' broader development goals
- Influence national policies on corporate sustainability;
- Mobilize business in support of the Sustainable Development Goals (SDGs);
- Manage and protect the integrity of the UN Global Compact initiative; and
- Align with "The UN Global Compact Way- Values and Behaviour Model". *Promote and support all initiatives of the UN Global Compact on country & continent wide strategies*
- To go into partnership with local and international organizations towards promoting United Nations Global Compact's 10 Principles and Sustainable Development Goals (SDGs) in Nigeria and beyond.
- To own and run offices, platforms, organization, centers, etc through which the objects of the company can be attained.
- To own and borrow money as the company may deem fit.
- To do all such other things as may be considered conducive to the attainment of the above objects or any of them.

In order to achieve the above-stated objectives, Global Compact Network Nigeria will conduct a range of actions such as:

- Recruit more participants to the UN Global Compact;
- Support participants in developing and submitting a Communication on Progress (COP) and Communication on Engagement (COE) report;
- Assist participants in implementing the UN Global Compact's Ten Principles and taking action on the SDGs;
- Manage the finances of the Global Compact Local Network ("GCLN") and produce an audited annual financial statement to be published on the Knowledge Sharing System (KSS) and GCLN website;
- Fully align with Revenue Sharing Business Model and adopt necessary policies and procedures regarding required contributions set by the UN Global Compact Office ("GCO"), membership categories, benefits, invoicing and reporting;
- Develop and publish an annual Work Plan that includes planned activities for the year;
- Develop and publish a value proposition unique to Global Compact Participants;
- Stay up-to-date on news and information from the GCO, and respond to communications and consultations from the GCO including through the following channels:
 - ▣ Regular Updates from GCO provided through "Local Network Hub" and monthly updates sent by email;



- ☐ Participation in the Annual Local Network Forum and meetings of the Regional Network Council; and
- ☐ Quarterly check-ins with GCO contact point with a view to review experiences from GCO-GCLN collaboration and discuss future adjustments and priorities;
- Exchange with GCO and other Local Network's through the Local Network Hub on key activities and events organized throughout the year;
- Align with GCO integrity policies and measures; and
- Meet all the requirements set out in the Local Network Quality Standards.

2. Network Management

2.1 Global Compact Local Network Legal Status

The Global Compact Local Network Nigeria (GCLNN) is established and managed as an Independent Legal Entity. The GCNN has been established as a Company Limited by Guarantee under the Companies and Allied Matters Act (Cap. 20) of the Laws of the Federal Republic of Nigeria 2020. Registration documents are attached to the Statute as Appendix [X]. Upon signing of the MOU/Annual Agreement with the GCO, the GCLNN is authorized to use the Global Compact Network Nigeria name and logo in accordance with the provisions of the agreement for the duration of the MOU/Annual Agreement. The GCLNN was created for the sole purpose of establishing the Local Network and once the MOU is terminated between GCO and the GCLNN the reason to exist will cease.

2.2 Financials

The Global Compact Local Network Business Model outlines two models for distribution between the Foundation and GCLN of mandatory financial contributions collected from Global Compact Participants and Signatories. Under the Unified Sharing Model companies will make a payment to the Foundation or the GCLNN, which would be re-distributed between GCO and GCLNN based on an agreed ratio.

Under the Global-Local Model, companies pay either to the Foundation or their GCLN based on Participants or Signatories annual revenues. Participants or Signatories with revenues exceeding 50 million USD shall make their mandatory financial contributions to the Foundation without having to make an additional Financial Contribution to the Foundation.

All Participants with annual revenues equal to or below 50 million USD shall be able to join the GCLNN and make their mandatory annual contribution directly to the GCLNN without making an additional financial contribution to the Foundation.

Additional fees for special services and activities as well as opportunities for sponsorship may be applied by the GCLNN as determined by the GCLNN Board of Directors. Fees associated with specific projects shall be time-bound with clear deliverables and not constitute an on-going commitment. All such income shall be included in the GCLNN's annual financial statements.



A subsidiary who joins the GCLNN individually irrespective of its parent company commitment shall be required to pay the Annual Financial Contribution based on its revenue. A Subsidiary who joins linked to their parent company shall be required to pay the Subsidiary Fee to the Local Network, as determined by the GCLNN Board.

The GCLNN shall make local subsidiary fees public by publishing them in a chart in their Local Value Proposition or Website and in the Annual Agreements. The GCLNN shall upload its local subsidiary fee chart on the Local Network Hub in a timely manner.

2.3 Human Resources

Appointment of Global Compact Local Network Nigeria Executive Director (GCLNN ED)

The GCLNN Board shall appoint a GCLNN ED to head the GCLNN Secretariat. The GCLNN ED is the most senior person of the GCLNN Secretariat.

The GCLNN ED shall be subject to oversight by the GCLNN Board and report to the GCLNN Board on all matters relating to the GCLNN.

Any new GCLNN ED must be appointed or approved by the GCLNN Board.

While the decision is for the GCLNN Board alone to take, the GCLNN Board shall when recruiting a new GCLNN ED, submit to the GCO the CV(s) of the top candidate(s) promptly and may also include an invitation to the GCO to participate in an interview panel so as to allow the GCO to share relevant information or recommendations with the GCLNN Board, before its final decision is made, and when terminating the employment of a GCLNN ED, inform the GCO of such decision and where permissible under applicable law, inform the GCO of the reason for such termination in advance, before any final decision is made.

The GCLNN ED must at all times act in good faith and in the best interest of the GCLNN.

The GCLNN ED shall be a full-time ED and not provide employment or consultancy services to other entities and shall work only for the GCLNN.

The GCLNN ED shall not be hired through a for-profit organisation, unless the organization does not have commercial relations, and does not seek to have commercial relations, with members of the GCLNN.

The GCLNN ED and staff shall align with the UN Secretary-General's position and UN messaging in their public communications on sensitive geo-political, economic and social issues.

Duties of GCLN Executive Director

The GCLNN ED's responsibilities as highlighted in the GCLNN ED Terms of Reference (TOR) (appendix 2 or 3) include:

- Executing the GCLNN's strategy, value proposition and associated programs; Representing the GCLNN within the UN Global Compact as well as externally vis-à-vis companies, Governments, UN,



media and others. Permission for others to act and speak on behalf of the GCLNN must be authorised by the GCLNN ED and/or the Board Chair;

- Advancing thought-leadership in current and emerging areas of corporate sustainability;
- Reporting to the GCLNN Board and managing Board relations including taking and presenting minutes of all meetings; and collecting and circulating any relevant information to the Board. In practice, the ED will often delegate this to the Secretary if one is appointed;
- Managing the day-to-day operations of the GCLNN, including human resources, budgeting and financials, participant communications, event management and fundraising;
- Overseeing recruitment and retention activities including pitching the Local Network's value proposition and supporting Global Compact companies and other organizations' efforts in meeting reporting requirements;
- Managing the performance evaluation of GCLNN staff based on clear KPIs and milestones agreed upon by the GCLNN Secretariat as stated in the Human Resources policy and terms of employment of the employee.
- Maintaining regular communication with the GCO, responding to GCO consultations and reporting requests, ensuring full alignment with Local Network Quality Standards, and safeguarding UN Global Compact's integrity and brand;
- Overseeing the organization of the annual General Assembly and maintaining mechanisms to feed participant feedback into GCLNN strategy and programmes; and
- Managing strategic partnerships including with other UN agencies.
- Raising the profile of the GCLNN to enable the organisation to be viewed as a well-regarded commentator and trusted adviser on responsible and sustainable business practices.
- Empowering and nurturing the GCLNN Secretariat team to perform at the highest ethical standard.

Qualifications of GCLNN ED:

The GCLNN ED shall have the following qualifications and competencies as highlighted in the GCLNN ED TOR:

- Proven knowledge on sustainability related topics including on the Sustainable Development Goals and on the UN Global Compact's thematic areas of human rights, labour, anti-corruption, and the environment as well as a solid understanding on the latest sustainability trends in Nigeria;
- Strong ties with the business community;
- Excellent networking and interpersonal skills and ability to represent the GCLNN in high-level events, media and multi-stakeholder meetings;
- Strong written and verbal communication and interpersonal skills to pitch the Local Network's value proposition;
- Experience in strategic planning and implementation;
- A minimum of seven years of experience in project or programme management;
- Experience in event planning;
- Experience in managing a team, reporting to a Board and engaging with senior executives.
- Must not be someone convicted of any criminal charge by a court of competent jurisdiction or tribunal in Nigeria or any court or international court around the world.



Termination of GCLN ED:

The GCLNN Board shall have the authority at any time to determine whether the GCLNN ED shall be replaced (subject to the specific employment contract and local employment laws).

3. Global Compact Local Network Membership

3.1. Membership Policy

Only member organisations that are formally Participants of the UN Global Compact and non-business members of the UN Global Compact signed up through the official application process or subsidiaries of organisations that are Participants can be members of the GCLNN.

To support recruitment efforts, other companies and organizations can be invited to join individual GCLN events and activities, but they cannot be members of the GCLN and enjoy the full range of membership benefits until and unless they become UN Global Compact Signatories or Participants. Activities open to non UN Global Compact Signatories or Participants should be time-bound with the specific objective of recruitment and not constitute an ongoing commitment.

3.2 Membership Fees

Membership fees are made available on both the UN Global Compact and Local Network website. Current fees payable are covered in section 2.1 of this statute under the heading Financials

3.3 Admission of a Member

An organization that wants to join a Local Network must first apply on the UN Global Compact website after reasonable due diligence has been conducted, a prospective joiner will receive a notification from the GCO confirming their entry to the UN Global Compact. All business Participants with annual revenues >50 million USD shall be able to join their respective Local Network in the country in which they are headquartered, without making an additional financial contribution.

3.4 End of Membership

A GCLN member's membership will automatically cease when:

- the Local Network ceases to exist; and
- the member is no longer a GC Participant.

4. General Assembly

4.1 Objective and Date of General Assembly

The GCLN General Assembly is the highest authority of the GCLN allowing members to raise and discuss issues of relevance to the GCLN and its members, thus providing direction and feedback to the GCLN Secretariat and GCLN Board. All members of the GCLN should be encouraged to attend and vote at the General Assembly. The General Assembly is convened on an annual basis within the first half of the year. It can be convened as an *in-person meeting, video conference, by phone or any other technology* which permits each Member Present to communicate with every other Member Present; or any combination of these technologies. All members shall be given at least *21 days'* notice



of the General Assembly and shall be entitled to attend and vote. The business of the General Assembly shall include:

- Receiving the activity report and annual upcoming Work Plan of the GCLN;
- Receiving a report on the financial report and financial statement of the GCLN;
- GCLN Board Elections;
- Voting on any matters submitted to the General Assembly by GCLN members or Directors on the GCLN Board;
- Adopt and vote on any changes to the Local Network Statutes proposed by the Board.
- All other matters that are ancillary to the attainment of the objects of GCLN.

4.2 Extraordinary General Assembly

An extraordinary General Assembly that is convened by giving members at least 7 days' notice, shall be called by a majority in number of the members having a right to attend and vote at the meeting, together representing at least 95% of the total voting rights at that meeting of all the members.

4.3 Number for a Quorum

At least 1/3rd of the members must be present for the General Assembly, but where the number of members is not a multiple of three, then the number nearest to one third. No business shall be transacted at any General Assembly unless a quorum is present or formed.

4.4 No quorum

If there is no quorum at a general meeting within 30 minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the Board adjourns the meeting to a date, time and place determined by the Board.

4.4 Voting at General Assembly

- Each member of the GCLN in good standing shall be encouraged to attend meetings of the GCLNN and shall have full voting rights at the General Assembly;
- A quorum of at least 1/3rd of all members is necessary to make decisions during such meetings, but where the number of members is not a multiple of three, then the number nearest to one third;
- Decisions at the General Assembly are made through open and transparent voting;
- Amendments to the Statutes require 50% of votes; and
- Voting can be done by a show of hands or by a poll.

4.5 Chair of General Assembly

The Chair of the GCLNN Board presides over each General Assembly. The general conduct of the General Assembly is determined by the Chair of the meeting.

4.6 Absence of a Chair

Where a General Assembly is held and there is no Chair, the Vice Chair can preside over the meeting.

4.7 Right of non-members to attend General Assembly

Any other person requested by the GCLN Board to attend any General Assembly is entitled to be present and, at the request of the Chair, to speak at that general meeting. can be present or speak at the General.



5. Local Network Board

5.1 Board Composition

- The Board must be composed of no less than 7 Directors and no more than 9 Directors;
- At least 50% of Directors must at any time represent businesses or business associations or in other ways represent the business community (e.g., Independent Board Directors with significant experience from the private sector);
- The Board shall at any time have representation from at least one non-business organization. In situations where this is not legally permitted or for other important reasons not possible, the GCLN should formalize other opportunities for non-business organizations to provide input to GCLNN decision-making;
- While the Board is largely composed of individuals representing participating companies and other organisations, the GCLNN can decide to allow for Independent Directors which are defined as individuals that do not represent a particular company or organisation (e.g., government representative, etc.).
- One or more seats on the GCLN Board can be reserved for specific types of organizations, or specific organizations such as the Hosting Organization, the national government, the UN Country Team or the GCO, but the individuals representing such organizations shall also be subject to election or approval by the GCLN General Assembly.
- An employee of a company that is (a) not a Global Compact Participant or (b) of a company that is a Global Compact Participant not in good standing (i.e. not holding an Active status due to failure to submit an annual Communication on Progress or making the required financial contribution on time) shall not be on the GCLN Board. The GCLNN shall have 6 months to complete the removal process of such member from the Board;
- The Board can allow for Independent Board Directors if they bring specific expertise to the table. Independent Directors are still subject to elections or approval by the General Assembly;
- The GCLN ED may join the GCLN Board as an ex-officio member but cannot be elected as the Chair of the Board. If the GCLN ED is a (ex-officio) member of the GCLN Board, he or she shall recuse himself or herself from discussions and decisions that may create a conflict of interest, including with respect to ED performance and remuneration;
- The GCLNN ED shall not have any voting rights during GCLNN Board meetings.
- The Board will aim to achieve diversity in its composition with respect to gender (in line with the Women's Empowerment Principles), skills, expertise, experience, ethnicity, age and other factors, by setting exclusion and diversity and inclusion targets for the Board;
- The GCLNN Board shall also aim for diversity in terms of representation from large vs. small companies and from different types of non-business organizations, including civil society, labour organisations, and academic institutions;
- In the event of a vacancy, including in cases where the individual representing the elected organisation has left the organisation itself as well as when the organisation elected has left the Board, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next General Assembly (Annual General Meeting or Extra-Ordinary General Meeting) or by written ballot;
- The GCLNN shall ensure that an updated list of Board of Directors is provided to GCO via the Local Network Hub and sent by email to the Regional Hub, in accordance with the template provided by GCO

5.2 Criteria for Board Nomination



The criteria for accepting nominations to the Board include having the necessary skills determined by the Board:

- The Board shall ensure a formal and transparent procedure for the selection and appointment of Board members and shall be guided by the needs of the Board in terms of skills, competencies and other diversity considerations in the identification and selection of potential board members; and
- Due diligence on Board nominations should be carried out to ensure the individuals are of good standing, are sufficiently qualified, have the necessary time and resources to carry out their responsibilities, and to determine any potential conflicts of interest to them serving on the Board.
- The following people are disqualified from being directors:
 - (i) an infant, that is, a person under the age of 18 years;
 - (b) a lunatic or person of unsound mind;
 - (c) a person suspended or removed under section 288 of the Companies and Allied Matters Act, 2020 (“CAMA 2020”);
 - (d) a person disqualified under sections 279, 280, 284 of CAMA 2020; and
 - (e) a corporation other than its representative appointed to the board for a given term.
 - (f) a person convicted of a criminal charge by a court of competent jurisdiction or tribunal in Nigeria or any court or international court around the world.

5.3 Election of Board Directors

- All Directors on the GCLN Board shall be elected or approved by the GCLN General Assembly;
- The election of the Board shall happen every *3 years*, and only *one-third* of the members are changed per election term, to guarantee continuity of the work and support to the GCLN;
- The election will be held at the General Assembly. Votes will be counted by a show of hands;
- Nominations of candidates have to be communicated to the GCLN’s Executive Director no later than *six(6) weeks* before the elections. The Executive Director will circulate all nominees to the members *21 Days* before elections; and
- At least 14 days before a list of new candidates for the Board is presented to the General Assembly, or where an advisory committee or a group of GCLNN ambassadors is established, the GCLNN Secretariat must inform the GCO, allowing GCO to check whether it has engaged with any of the candidates under its Integrity Measures, and thus allow GCO to make recommendations accordingly.

5.4 Length of Board Director Term

The terms of Board Directors will be for 3 years, but may stand for re-election after any term is served so long as the total term of a Director does not exceed 6 years. This 6 year duration is inclusive of any ongoing term being served by a current Director, including the Chair. Directors reaching or exceeding the 6-years term-limit shall transition within 2 years from the date of the 2024 Quality Standards.

5.5 Board Remuneration

With the exception of the GCLNN ED, who is an ex-officio Director, Directors of the Board shall not receive monetary compensation from the GCLNN.

5.6 Board Roles and Responsibilities

The GCLNN shall have a dedicated Board whose Directors’ are elected or approved by the General Meeting.



The Board shall have written Terms of Reference (TOR) (attached herein as Appendix [X] clarifying the duties and responsibilities of all Directors. These include the duty to:

- Approve the appointment of the GCLNN ED and any Hosting Arrangements;
- Set and have oversight of the GCLNN with respect to governance, vision, mission, strategy and financial management;
- Approve statutes, annual Work Plan and financial statements;
- Exercise oversight over the Secretariat and the Executive Director;
- Align with “The UN Global Compact Way- Values and Behaviour Model and with the Global Compact Local Network Quality Standards;
- Have a deep understanding of the UN Global Compact, its Ten Principles, and the SDGs and the value they bring to businesses;
- Have the respect and confidence of their peers and constituencies;
- Drive the overall strategy of the GCLN, having particular regard to the desirability of clear and consistent priorities;
- Provide strategic leadership to the GCLN on emerging issues around implementation of the Principles and the Sustainable Development Goals in the relevant country;
- Be committed and dedicate adequate time to actively participate in the activities of the GCLN Board;
- Uphold membership voting rights during General Meeting;
- Approve the fees for Participants with annual revenues <50 million, non-businesses, and subsidiaries if applicable;
- Comply with the law, and be accountable to the GCO and their members for any recommendations made and actions taken;
- Undertake a formal annual evaluation of its own performance and individual Directors.

5.7 Requirements of Board Directors

Directors are required to:

- Comply with the statutory/fiduciary duties of Directors as enshrined under CAMA 2020
- Comply with the Terms of References for Directors (*include this if the TOR is different than the statutes*);
- Attend the annual General Meeting;
- Make themselves available for planned and ad hoc Board meetings or conference calls, where possible. Alternate representatives or proxies are allowed;
- Respond to communications from the Board Chair and the Executive Director related to the role and duties as a Director on the GCLN Board (I) within *three (3) days* where the Chair or Executive Director indicates the matter is urgent; and (ii) in all other cases, in a timely manner; and
- Undertake any other tasks as may be appropriate for a Director of the GCLN Board to perform.
- Act in good faith.

5.8 Conduct of Board Meetings

- The Board shall meet at least *2 times a year*;
- *Every director is entitled to receive notice of the directors’ meetings, unless he is disqualified by any reason under CAMA 2020 from continuing with the office of director.*



- At least is one-third of the Board Directors must be present for a Board meeting to take place; and where the number of directors is not a multiple of three, then the quorum is one third to the nearest number
- The Board Directors may conduct their proceedings as they deem appropriate;
- Any Board Director can call for a meeting;
- A meeting can be held in any suitable location or through electronic means;
- For purposes of all Board voting, each Director shall be entitled to one vote. Any actions required or permitted to be taken by the Board may be so taken (i) at a duly-called meeting of the Board or (ii) by written resolution without a meeting and signed by all directors;
- Questions raised at a meeting will be decided by a simple majority of votes;
- In the case of a tie, the Chair shall have a second or casting vote;
- Board Directors should transparently and freely express their opinions in Meetings, even if they challenge the status quo. A facilitator can be brought in to discuss complex issues;
- Decisions should be taken in the interests of the GCLN as a whole, not to the benefit of any individual or their organisation or any other related party; and
- Minutes for all board meetings should be recorded, clearly noting who was present, the decisions made and actions. Minutes for the last meeting should be distributed promptly prior to the meeting. The first agenda point of all meetings should be the approval of the last meeting's minutes, with approval being signified by a vote recorded in the current minutes.

5.9 General Behaviour Guidelines

- Board Directors stand in a fiduciary relationship towards the GCLN and should adhere to the highest standards of ethical and responsible behaviour in good faith, carrying out their role and conduct themselves in a manner that does not bring the Board, the GCLN, or the UN Global Compact into disrepute;
- Board Directors should live up to the “UN Global Compact Way- Values and Behaviour Model”
- Board Directors are to ensure that the Participant with which they are connected maintain their status to a good standing at all times;
- Board Directors must at all times act with due care and diligence and in the best interests of the LN (not their individual interests or the interests of their own organization), so as to preserve its assets, further and promote the purposes for which it was formed, and in such manner as a faithful, diligent, careful and ordinarily skilful director would act in the circumstances and, in doing so, shall have regard to the impact of the GCLN's operations on the environment in the community where it carries on business operations.
- No Director on the GCLN Board can use their position to promote the commercial or political interests of the organization they work for; and
- The GCLN Board will maintain a conflict register of any conflicts of interest from (i) Directors, (ii) the GCLN ED, and (iii) staff of the GCLNN Secretariat and seek guidance from GCO where conflicts of interest risk undermining the interests or brand of the GCLN or the broader UNGC. All Board members should consider each meeting agenda and declare any conflicts of interest that may arise, and recuse themselves from discussions which create a conflict.

5.10 Due Care

- Appropriate procedures should be in place to enable the Board to respond to a situation where a Board member, or the company they represent, or the Executive Director is involved in a conflict of interest situation or in an incident that could become a reputational risk to the GCLN or the broader UN Global Compact;



- As noted above, all Board Directors and the Executive Director must declare any potential conflicts of interest or matters arising that could compromise their role or another individual's role within the GCLN;
- Conflicts of interest can arise through a wide range of circumstances. Such matters might include:
 - financial or personal conflicts of interest, where the individual has an outside interest such as a related party, that could benefit from or compromise a decision or action taken by the GCLN; or
 - actual misconduct by the particular individual or someone that they have a close personal connection with.
- The Board must decide what action to take (if any) to avoid or mitigate the potential impact of the conflict of interest on the GCLN and the UN Global Compact.
- There may be a range of responses, depending on the circumstances involved, including the individual Board member:
 - withdrawing from discussing or voting on particular items at meetings;
 - excluding themselves from a committee or working group dealing with an issue;
 - relinquishing the private interest; or
 - resigning or being removed from the Board.

5.11 Removal of directors

GCLN may by ordinary resolution remove a director before the expiration of his/her period of office, notwithstanding anything in its articles or in any agreement between the company and him; and shall be conducted in accordance with section 288 of CAMA 2020.

A member will no longer hold office in case he or she:

- Resigns as a Director by notice to the GCLN Secretariat;
- Represents a company that is no longer a Signatory or Participant of the UN Global Compact;
- Misses 3 consecutive meetings without appointing a substitute.
- Resigns or is removed in accordance with the provisions of CAMA 2020 as a result of a conflict of interest situation or an incident that could become a reputational risk to the GCLN or the broader UN Global Compact.

5.12 Chair of the Board

The Board shall elect one of its directors to be Chair. A Chair's term should not exceed three years, but a Chair can be re-elected for an additional term. The Chair of the Board shall have the powers to appoint a vice chair, such appointment shall be in acting capacity until ratified by the Board at a board meeting. The GCLN Chair's responsibilities include:

- Represents the GCLN within the UN Global Compact as well as externally vis-à-vis companies, governments, media and others;
- Represents the Board at functions/meetings;
- Ensures – with the assistance of the Executive Director– that all Directors receive accurate, timely, appropriate, and clear information, including agendas for board meetings;
- Chairs meetings of the Board allowing enough time for full discussion of complex or contentious issues;
- Works alongside the Executive Director to prepare strategic agendas for Board meetings geared at decision making;



- Fosters an open and constructive environment for discussion at Board meetings and acts as the spokesperson of the Board when necessary to work to resolve any conflict between Directors;
- Chairs the General Assembly;
- Acts as the spokesperson of the Board and the GCLNN when necessary.

5.13 Vice Chair

- The Vice-Chair will carry out all the functions and powers of the Chair in the absence of the latter or by delegation for specific issues and periods of time as decided by the Chairperson;
- Assist the Board Chair in executing duties.

5.14 Secretary

Responsibilities include:

- Attend the meeting of the company, the board of directors and its committees and shall act as the co-ordinator of such meetings. The secretary shall be responsible for rendering all necessary corporate governance services to the Chair and the Board, including, advising on compliance with the applicable rules and regulations;
- Manage all the organization's communications between the Board and Management including, preparing or keeping track of board meeting dates, meeting agendas. Board packs and minutes from the meeting;
- Ensure that the minutes are signed within a reasonable time after the meeting by the Chair;
- Maintain the registers and other records required to be maintained by the company under CAMA 2020;
- Render proper returns and giving notification to the Corporate Affairs Commission as required under CAMA 2020;
- Assure that documents are filed and accessible (including the membership list);
- Receive, compile and archive correspondence and communication in collaboration and coordination with the ED and his/her administrative staff.
- Draft the meeting agenda and agree it with the Chair and ED, as well as collect, organise and circulate the papers required at the meetings, organize Board committees and act as a channel of communication for the Directors.
- Carry out such administrative and other company secretarial duties as directed by the Board.

5.15 Labour and Human Resources Policies and Practices

GCLNN shall have a clear labour and human resource policy aligned with national labour laws and regulations and taking into account international good practices setting out GCLNN's policies on diverse hiring practices, non-discrimination at the workplace, fair wages, leave policy and employee grievance mechanisms.

5.16 Agenda and Minutes

- An agenda must be circulated prior to the convening of a Board meeting by Secretary
- All relevant information to make an informed decision should be brought forward in a transparent manner to the Board ahead of a vote;
- Minutes must be taken at all Board meetings by a designated person and include:



- Names of Directors present;
- Appointments made during the meeting;
- Conflict of interest declared, if any; and
- Clear description of the decisions made and its implications.

5.17 Audit and Investigation

GCLNN shall fully cooperate with the GCO in the event of an audit (third party or internal) pursuant to any governance or integrity related issues, failure to comply with the Quality Standards, and/or serious complaints by third parties. Such audit shall be in line with local laws and regulations, as applicable.

II. Management

A. Strategic Planning and Reporting

Value Proposition, Work Plans and Growth Plans

1. The GCLNN shall develop, regularly update and publish a document that outlines the value proposition that the GCLNN offers its members as an integrated part of the broader UN Global Compact value proposition. A copy of the local value proposition shall be uploaded on the Local Network Hub in a timely manner.

3. GCLNN shall develop and submit to GCO an annual work plan that at a minimum includes planned activities for the year and which aligns with GCO's annual planning cycle and the monitoring and evaluation framework. A copy of the annual work plan shall be uploaded on the Local Network Hub in a timely manner.

4. The GCLNN shall, while developing the work plan, consult with GCO, allowing GCO in due time to provide input and suggestions based on global priorities and programs.

5. The mandate of the GCLNN is to roll out programmes, initiatives and activities for Participants within Nigeria. The roll out of any regional or global programmes, initiatives, or activities, beyond the mandate of the Network, is subject to regional and global programmes prioritization process led by the GCO in consultation with all GCLNs. Therefore, to ensure alignment, consistency and prioritization with the UNGC, GCLNN shall consult with GCO before rolling out any global or regional programmes, initiatives, or activities.

6. The annual work plan shall be approved by the GCLNN Board and shared with all members through the GCLNN website.

7. GCLNN shall annually produce and share with all members an activity report that provides information about activities, outcomes and impact that the GCLN deems important to communicate to its members and other stakeholders.

8. GCLNN shall develop and agree with GCO annual growth (recruitment and retention) targets and a growth activity plan. Such a plan shall be developed in consultation with the Participant Engagement Team, as part of the annual strategic planning process.

9. GCLNN shall track the completion of the targets as outlined in the growth plan and provide the necessary information to GCO (Participant Engagement team) on a regular basis.



Budget, Invoicing and Audited Financial Statements

10. GCLNN shall keep proper books of record and account in which full, true and correct entries are made of all financial dealings and transactions.

11. GCLNN shall, within four months from the end of the fiscal year, produce and submit to GCO annual financial statements in English that specify the income and expenses and that are independently audited by a 3rd party with relevant accounting qualifications.

12. Financial statements shall be approved by the GCLNN Board and/or GCLNN General Assembly and shared with all members. The annual financial statements shall be publicly available on the GCLNN website at all times.

13. Financial statements should include details of all GCLNN income including from fundraising efforts, project specific grants and shall set out details of all expenses incurred.

14. GCLNN shall use the guidance and templates provided by the Foundation for preparing its quarterly contribution reports.

15. GCLNN shall ensure all outstanding invoices from the Foundation are paid in a timely manner as per the Foundation-GCLN Agreements.

Digital Transformation

16. To the extent possible, GCLNN shall align with and utilize the digital tools made available by GCO, including Salesforce, Slack, Asana, Local Network Hub.

B. Communication and Engagement

GCLNN Updates

1. GCLNN shall provide quarterly updates to GCO on participant engagement and communication with a view to allow the GCO to aggregate and communicate to the UN Global Compact Board, UN, governments and other stakeholders about progress made across the initiative. In addition, GCLNN shall at least on a semi-annual basis, share examples of key events and initiatives on the Local Network Hub. All entries on the Local Network Hub shall be submitted in English.

2. GCLNN shall annually respond to a request from GCO for more comprehensive information about activities, partners and outcomes, with a view to allow the GCO to aggregate and communicate to the UN Global Compact Board, UN, governments and other stakeholders about progress made across the initiative.

Ongoing Communication

3. GCLNN ED and other relevant staff are required to stay up-to-date on news and information from GCO, and to respond to communications and consultations from GCO, including through the following channels:

- Regular updates from GCO provided through the Local Network Hub and monthly updates sent by email;
- Participation in the Annual Local Network Forum and Regional Meetings;



- Participation in the meetings of the Regional Network Councils; and
- Quarterly check-ins with GCO contact point with a view to review experiences from GCO-GCLN collaboration and discuss future adjustments and priorities.

4. All new GCLN EDs and Board Directors shall participate in an in-person or online Onboarding session facilitated by the respective GCO Regional Manager as well as complete the online modules related to “Onboarding”, “Values and Behaviours”, “Human Resources”, “Integrity”, “Governance” and “Financial Management” available in the E-Ops section of the Local Network Hub.

Updating Core Information

5. GCLNN shall ensure that its statutes are kept up to date via the Local Network Hub.

6. GCLNN shall keep up to date the list of (i) Directors on the GCLNN Board, (ii) GCLNN staff members, and (iii) the GCLNN ED on the Local Network Hub and promptly notify GCO of LN staff changes as soon as they occur, in accordance with the onboarding/offboarding mechanism being provided by GCO here.

7. GCLNN shall disclose the LN membership fee, if any, charged from Participants with annual revenues <50 million USD, b) non-business participants, and subsidiaries of Participants.

8. GCLNN shall determine the annual exchange rate with USD at the beginning of the calendar year and set it out in the Foundation-GCLN Agreement.

9. GCLNN is required to collaborate with GCO on keeping participant data up-to-date, on participant communications as well as on recruitment of additional Participants. Details are to be outlined in strategies for collaborative recruitment and participant relations developed in consultation with GCLNN.

C. Integrity and Branding

Integrity Measures

1. GCLNN shall help uphold the integrity of the UN Global Compact, including through the following responsibilities:

- Maintain the highest ethical standards at all times for the GCLNN itself across all GCLNN staff.
- Ensure GCLNN is up-to-date and aligned with UN Global Compact integrity policies and practices, including by completing the E-Ops modules on the Integrity page.
- When requested by GCO, provide input to due diligence screenings of new and current Participants according to specific guidelines.
- Alert GCO of concerns raised by a third party or in multiple mainstream media sources regarding Participants from the GCLNN country that are under investigation by the public authorities or have been found guilty of or have admitted to egregiously or systematically abusing the Ten Principles.



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- Provide input during the proactive engagement including potentially by following up with an in person dialogue, subject to the capacity of the Network, and/or checking the company's COP to ensure that issues are addressed transparently, if a request has been made to the company in question.
- Provide input to a dialogue facilitation process (for additional information see Integrity Measures) (i.e. any information that the network has or can easily obtain from articles and other resources in the local language about the matter and the parties to the dispute, details about previous/current engagement with the company involved on the issue at hand) when it involves a Participant from Nigeria or the matter in question has occurred in the Nigeria. Under the revised Integrity Measures policy, assist the Integrity Team in monitoring the implementation of ad hoc mandatory reporting requirements for participants involved in integrity processes.
- Provide input to the due diligence review of applicants from Nigeria and alert the Integrity Team of any findings of egregious and/or systematic abuse of the Ten Principles and/or gross misuse of the UN/UN Global Compact brand that could potentially undermine the reputation and integrity of the initiative if the applicant was to be admitted into the initiative. Under the revised Integrity Measures policy, assist the Integrity Team in monitoring the implementation of the ad hoc mandatory reporting requirements for high-risk applicants conditionally admitted into the initiative.
- Conduct a due diligence screening of candidates for high-level engagement opportunities at the local/regional level, including Board members, speakers, sponsors, local winners of the SDG Pioneers and short-listed candidates, partnerships etc. according to specific GCO guidelines.

GCLN Logo and Branding

2. The GCLNN acknowledges that the UN Global Compact name and logo are the exclusive property of the GCO. The UN Global Compact logo and its variants are registered with the World Intellectual Property Organization and are protected worldwide under Article 6ter of the Paris Convention for the Protection of Industrial Property.

3. The GCLNN name and logo shall not be featured in any communications or at any events so as to suggest or imply that the GCLNN is part of the initiative/programme offered by any Hosting Organization. Communications shall use the GCLNN name and logo in such a way that the communication shall be understood as coming from the GCLNN, and not from any Hosting Organization. Communications to Global Compact Participants shall not be sent through a Hosting Organization's email addresses or through 'generic' email addresses such as those provided by Gmail or Yahoo. This provision shall be upheld and safeguarded by all GCLNN Secretariat staff including secondees.

4. GCLNN shall use only GCLNN email addresses and other channels owned and controlled by the GCLNN to communicate on behalf of the UN Global Compact.

5. GCLN shall follow GCO's guidelines in relation to the logo and branding use, including but not limited to the format, design and style. GCLNN recognises that the GCO reserves the right to monitor the logo and branding usage by the GCLNN and ultimately revoke any such usage by the GCLNN in case of violations of the terms and guidelines of such usage.

6. The GCLNN shall only use the Network logo provided by GCO and may not under any circumstances alter the appearance of the logo, including but not limited to, the text, size, shape, or color. GCLNN shall not modify in any way or use elements of the GCLNN logo to create a different logo,



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7. The name and logo provided to the GCLNN shall only be used for official Network purposes and not by GCLNN Participants. Permitted uses of the logo by the GCLNN Secretariat staff include, without limitation:

- At an event, forum or conference organized, sponsored by or involving the GCLNN;
- On business cards of GCLNN staff members and representatives;
- On the official GCLNN website; and
- On the GCLNN letterhead and in GCLNN emails or other communications with the GCLNN's members.

8. Titles of GCLNN's staff, Board Directors, and/or other appointees, including members of any GCLNN working groups or committees, shall refer solely to the name and logo provided by the GCO to the GCLNN under the GCO-GCLNN Agreement. If the individual has been hired by a UN entity, his/her title can refer to the appropriate UN entity.

9. As of 1 January 2018, the use of the GCLNN Endorser Logo (as defined in the 2017 MOUs signed with Local Networks) has been discontinued. GCLNN shall suggest use of the UN Global Compact Endorser Logo (defined in the UN Global Compact Logo Policy available on the UN Global Compact website) among Participants to make publicly visible their commitment to the UN Global Compact and inform the GCO of any instances of logo misuse in accordance with the UN Global Compact Logo Policy available on UN Global Compact's website.

10. The GCLNN shall refer to and be bound by the UN Global Compact Logo Policy on the UN Global Compact website and the Local Network's Alignment with UNGC Name and Branding Policy on the Local Network Hub. The GCLNN shall post on its website the most updated version of the UN Global Compact Logo Policy which explains the permitted and prohibited uses of the initiative's logos.

Privacy and Data Protection

11. GCLNN shall implement appropriate policies and measures to comply with national personal data protection laws and put in place appropriate data compliance and security measures.

12. GCLNN shall implement appropriate policies and measures to use data related to Participants solely for the activities of the GCLNN. Any representative of the GCLNN Board or Secretariat is prohibited from copying, duplicating, disclosing, modifying, disposing or using such data for individual commercial, promotional or solicitation purposes.

13. GCLNN shall designate authorized representative(s) to manage and maintain official records of data related to Participants. When such representative's employment with the GCLNN ends, he/she shall promptly return all originals and copies of such data to the GCLNN.

Written Notice

14. The GCLNN shall provide GCO prompt written notice with the inclusion of details of any event, any developments, and any actions taken in the case of any of the below:

- the reasonable belief of the GCLNN of the occurrence of any breach of the Quality Standards;
- filing of commencement of any action, suit or proceeding against or affecting the GCLNN; or
- any other development that, in the opinion of the GCLNN, results in, or could reasonably be expected to result in, a material adverse effect on the GCLNN including any human resources issues or any internal conflicts of interest.



7. Alterations to the Statutes

Any changes to these Statutes must be agreed by at least 75% of those members present and voting at any General Assembly. The GCO shall be informed 14 days prior to such vote about changes made to the statutes by GCLNN.

8. Quality Standards

Governance and Management. The Quality Standards are incorporated by reference into this Statute, consequently, GCLNN shall comply with the mandatory requirements set forth under the caption "Requirements" in Section 1 (Governance) and Section 2 (Management) of the Quality Standards dated the 11th day of August, 2025

9. Adoption of the Statutes

These Statutes were adopted on 15th day of October 2025 by the General Assembly and shall be in effect until amended or unless otherwise specified.

Naomi Nwokolo
GCLN Executive Director
Global Compact Network Nigeria

Soromidayo George
Chair of GCLN Board
Global Compact Network Nigeria

Terminology

Global Compact Local Network (GCLN): an entity that works closely with the Global Compact Office (GCO) through a signed agreement to advance the UN Global Compact and its principles at the country level, helping to root the initiative within different national, cultural and language contexts and managing groups of Global Compact Participants and Signatories in a specific country. Unless otherwise specified, the use of the term GCLN shall also include reference to such GCLN that have been authorised by the GCO to use “UN Global Compact” in their name.

Global Compact Local Network Nigeria (GCLNN): the GCLN duly registered and operating as an Independent Legal Entity under the Laws of the Federal Republic of Nigeria.

Global Compact Local Network Secretariat (GCLN Secretariat): the GCLN team responsible for implementing GCLN strategies and activities, including recruitment, participant engagement, coordination and collaboration with the GCO.

Hosting Organization: an existing organization (e.g., UN agency, university, business association) that provides logistical, legal, administrative and financial hosting of the GCLN Secretariat including, among other things, by offering office space, employment arrangement for GCLN staff, and financial support. However, only providing such additional services does not constitute grounds for becoming a Hosting Organisation.



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Independent Legal Entity: refers to a charity, non-profit organization, foundation or association or other type of independent legal entity that is independently legally registered under the laws of the country where it operates.

Participant: refers to an organisation that has joined the UN Global Compact and is provided with access to the range of events and activities organised by the UN Global Compact.

Global Compact Local Network General Assembly (GCLN General Assembly): a platform through which all members of a GCLN have the opportunity to voice their opinions, elect or approve members of the GCLN Board, and vote on any other matter brought forward by the GCLN Board as well as on suggestions from individual GCLN members. Also, often known as an Annual General Meeting.

Global Compact Local Network Board of Directors (GCLN Board): a recognized group of people (Directors, Board Directors) who jointly oversee the GCLN.

Chair of Global Compact Local Network Board (GCLN Board Chair, Chair): the highest officer of the Global Compact Local Network Board of Directors, presiding over meetings of the GCLN Board.

E-Ops: Tools, Trainings and Templates: a living platform on the Hub housing relevant online -learning sessions, policies, tools, templates, and resources aimed at supporting Local Networks in the management and operations of the Secretariat and Governance of the Board.

Foundation for the Global Compact (Foundation): headquartered in New York, it provides vital financial, operational and programmatic support to the United Nations Global Company and other UN Global Compact activities around the world. Established in 2006, it is incorporated under the laws of New York State as a not-for-profit corporation.

Global Compact Local Network Executive Director (GCLN ED): the most senior person of the GCLN Secretariat. An alternative title could be “Head of Secretariat”, in cases where the ED title seems too senior for the person currently occupying the role.

Global Compact Local Network Statutes (GCLN Statutes): defines the terms of membership and lays out the governance structure of the GCLN, including by specifying the roles and responsibilities of the different bodies and individuals. Other terms including ‘constitution’ and ‘bylaws’ may also apply.

Annual Local Network Forum (ALNF): annual forum bringing Local Networks together to share experiences, learn from each other and network. This annual meeting also provides the opportunity to seek the input of Local Networks on key governance issues relating to Local Networks and, more broadly, to the initiative as a whole.

Global Network Council: a joint committee consisting of regionally elected representatives of Local Networks as well as Chiefs from the Global Compact Office providing recommendations to the Executive Director

Regional Network Councils: Regional Network Councils representing the five regions (Africa, Americas, Asia & Oceania, Europe and MENA) composed of all GCLN EDs and supported by regional liaisons with a view to allow GCLNs to come together online or in person once every quarter to discuss UN Global Compact matters.

Global Compact Office (GCO): headquartered in New York and encompassing the Foundation for the Global Compact, it is the principal office through which UN Global Compact policies, strategies and activities are developed. The Executive Director (ED) is the most senior employee of GCO and reports directly to the Secretary General and Deputy Secretary General of the United Nations.



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Memorandum of Understanding (MOU): a legally binding agreement signed between the Global Compact Office and a GCLN, providing authorization for GCLNs to use its brand, name and logo as associated with the UN Global Compact, specifying the terms for this association, and outlining the responsibilities of GCLN and GCO respectively. The MOU also specifies the terms under which the collaboration and association may be terminated, including as a result of non-compliance with the Quality Standards categorized under “Requirements”.

Local Network Hub: is a centralised intranet for UN Global Compact and Global Compact Local Network staff that serves as the primary repository for shared information, collaboration and internal communications among the UN Global Compact and its Networks.

UN Country Team: the UN's highest level inter-agency coordination and decision-making body in a specific country. It is led by the United Nations Resident Coordinator, the designated representative of the UN Secretary General in a specific country.

Unified Sharing Model: outlines the policies for required annual financial contributions by participating companies as well as the sharing arrangement between the Foundation and the GCLN. The specifics of the business model as it pertains to each GCLN is included in the Agreement with the Foundation.