

**2023/2024 RULES AMENDMENT  
SUB-COMMITTEE REPORT**

07 February 2024

The Chairman  
Ikoyi Club 1938  
Ikoyi, Lagos

Dear Sir,

## **RULES AMENDMENT SUB-COMMITTEE REPORT AND RECOMMENDATIONS**

### **1. INTRODUCTION**

1.1. In accordance with rule 21(a) of the Ikoyi Club 1938 2015 Amended Constitution (the “**Rules**”), the Rules Amendment Sub-Committee (the “**RASC**”) was set up and inaugurated by the Ikoyi Club 1938 (the “**Club**”) Chairman on 29 March 2023.

At the time of the submission of this report and its recommendations (the “**Report**”), the members of the RASC are as follows:

Mr Alfred Daudu	(Membership No. D.1434)
Mr Boniface Igwe	(Membership No. I.822)
Mr Etinosa Olaye	(Membership No. O.5988)
Mr Femi Numa	(Membership No. N.471)
Mr O.J. Ebong	(Membership No. E.1452)
Ms Similade Ogunbiyi	(Membership No. O.5814)
Mr Tayo Ajibulu	(Membership No. A.2669)

1.2. The RASC’s terms of reference (“**ToR**”) are set out below:

- A. To review the entire Ikoyi Club Rules (hereafter referred to as “The Rules”) with a view to identifying provisions therein that require amendments.
- B. To call for a memorandum from members on provisions of the Rules which in the opinion of the member submitting the memorandum require amendments.
- C. To identify and make recommendations that would provide a modern and effective Corporate Governance Structure for the Club whereby the General Committee and Trustees of the Club would revert to their normal supervisory and advisory roles respectively.
- D. To provide a framework and formulate policy for the periodic amendment of the Rules in the future.
- E. To review the provisions of the Rules on financial control and budgeting processes of the Club and make recommendations that would streamline and reduce bureaucratic controls to the minimum to make the administration of the Club’s finances more robust and proactive.

- F. To review and make recommendations, call for and consider memoranda on rules for the use of sponsorship funds in the Club.
- G. To review the Rules on membership rights and privileges particularly as it relates to junior members, life and honorary members in order to bring them up to date with modern realities.
- H. The quorum for this Sub-Committee shall be four (4).

## 2. GENERAL OBSERVATIONS

- 2.1. It is noted that the current Rules in circulation are embodied in the Ikoyi Club 1938 2015 Amended Constitution (the “**Green Book**”). However, there have been several amendments to the Rules since 2015 which are yet to be reflected in the Green Book, including some amendments that at the time of the RASC’s review were yet to be filed at the Corporate Affairs Commission (the “**Post-2015 Amendments**”).
- 2.2. While the RASC was presented with extracts of various annual general meetings post-2015 which included the proposed and passed rule changes, it remained unclear if the list was exhaustive, which amendments were operational and which had been overturned or potentially overlooked.
- 2.3. In the course of our enquiries as to the status of the various Post-2015 Amendments, the RASC further received a document entitled Ikoyi Club 1938 Draft 2022 Amended Constitution (the “**Draft 2022 Constitution**”). It has been presumed that the Draft 2022 Constitution was to be a consolidation of the Green Book and all the Post-2015 Amendments.
- 2.4. For the purposes of our ToR, the RASC has concentrated on the Green Book as the primary authority given that this document is what has been made available to all Club members. To avoid duplication we have tried, to the extent possible and given the delays encountered in securing the source material, to cross reference the Post-2015 Amendments and the Draft 2022 Constitution in our review process and when making recommendations.
- 2.5. It must nonetheless be noted that there are discrepancies between the Post-2015 Amendments and Draft 2022 Constitution. These discrepancies could be due to the latter being a draft document and consequently incomplete. It is important and we would encourage that a professional law firm is engaged to carry out a thorough review of all past amendments and produce an updated constitution/rulebook that can be confidently taken as the definitive authority going forward. The Post-2015 Amendments and Draft 2022 Constitution are attached to this Report as Appendix 1 and Appendix 2 respectively.
- 2.6. In addition, it has been brought to our attention by the Club’s recently appointed legal adviser, Ms Sonia Nzete, that amendments to the Companies and Allied Matters Act and changes in the Corporate Affairs Commission’s

filing system have impacted the requested format for the constitution of incorporated trustees and filing protocols. The General Committee (“GC”) in conjunction with the trustees of the Club (the “Trustees”) may wish to consider whether this should occasion a separation of the Club’s constitution and its rule book into two documents; (i) the constitution containing the clauses mandated by statute and other provisions deemed to be fundamental which are not expected to require frequent amendments and (ii) the byelaws (i.e. the rulebook) containing the provisions relating to the daily management of the Club and its members which may be subject to more frequent changes.

2.7. The RASC experienced significant challenges in collating and ascertaining the status of the various amendments to the Rules, and we are of the opinion that a dedicated legal resource akin to a company secretarial function is required by the Club. The GC in conjunction with the Trustees are encouraged to consider whether this should be formalised by a designated office within the precinct of the Club’s office bearers (e.g. a standing sub-committee) or an appointed external adviser. A key function of the resource would be to within a set timeframe: (i) collate all the proposed amendments at the annual general meeting that were passed, (ii) review and refine the drafting of such proposals to ensure accuracy of language and intent, (iii) make the necessary filings at the Corporate Affairs Commission, (iv) liaise with the Club’s management to update the constitution/rulebook and (v) working with the Club’s management, ensure distribution of the updated document to members of the Club. Continued absence of such a fundamental function raises significant concern of our Club falling into disrepute.

### **3. REPORT ON THE TOR**

#### **3.1. ToR A: To review the entire Ikoyi Club Rules with a view to identifying provisions therein that require amendments.**

3.1.1. The RASC has reviewed the Green Book, the Post-2015 Amendments and the Draft 2022 Constitution. Our recommended amendments to the Rules are set out in section 4.

3.1.2. We have included other recommendations in section 5 for those provisions and/or areas identified where we believe further action or investigation is required ahead of potential rule amendment.

#### **3.2. ToR B: To call for a memorandum from members on provisions of the Rules which in the opinion of the member submitting the memorandum require amendments.**

3.2.1. A call for memoranda was circulated to members of the Club on 11 July 2023 with the deadline for submissions on 15 September 2023. The notice is included in Appendix 3 of this Report.

3.2.2. Requests were made to the Club’s public relations office and IT departments for the notification to be disseminated via the Club’s usual

forms of formal communication including email and the Club's social media platforms. Taking into account feedback that not all members' email addresses were held or current within the Club's database, requests for distribution were also made at the sectional level, including on sectional WhatsApp groups.

3.2.3. To achieve further visibility, the call for memoranda was displayed at the Club's three entrances, as well as posted on the notice boards at each section.

3.2.4. In total, five (5) submissions were received from members of the Club. The submissions are included in Appendix 4 of this Report.

3.2.5. In a bid to develop a more robust perspective and gain a better understanding of cross-sectional issues, the Chairmen of the respective sections, the Capital Expenditure Committee Chairman and the General Manager were also invited to meet with the RASC, and submit a summary of their recommendations. Where received, the summary has been included in Appendix 5<sup>1</sup> of this Report.

3.2.6. Additionally, instructions were received from the Trustees on areas to be amended following the conclusion of various investigative panels and correspondence with Ms Nzete. The directives received are included in Appendix 6 of this Report.

3.2.7. All submissions were reviewed and where appropriate, are reflected in our proposed amendments to the Rules set out in section 4 of this Report.

**3.3. ToR C: To identify and make recommendations that would provide a modern and effective Corporate Governance Structure for the Club whereby the General Committee and Trustees of the Club would revert to their normal supervisory and advisory roles respectively.**

3.3.1. While the practice has been for the GC to take on the supervisory function of the daily running of the Club with the Trustees acting in a more advisory role, it has been brought to our attention that section 836 of the Companies and Allied Matters Act states that trustees should be included in an association's council or governing body. In the case of the Club, this means the Trustees should be members of the GC contrary to the resolution passed at the 2020 annual general meeting which will need to be reversed.

3.3.2. The RASC also noted discrepancies in the knowledge levels of Club members as regards the existing regulatory and governance framework, in respect of both the statutory position and the Rules.

3.3.3. While we have included some proposals and observations in sections 4 and 5, we are of the opinion that a clear understanding of the governing

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<sup>1</sup> The squash section Chairman's recommendations are included in Appendix 4 as he had previously made a submission in response to the Call for Memoranda circulated to members of the Club.

framework (even if flawed), is an essential element for the proper administration of an entity and a precursor to improving the systems in place. We recommend that the GC and the Trustees engage a reputable law firm to advice on the current statutory position, assist in identifying where the Rules of the Club sit in respect to statute and industry best practice, and thereafter help create a roadmap to modernise the Club's governance structure.

3.3.4. We note that we received a number of proposals pertaining to the attributes of, and provisions governing, the Trustees. These included changes in relation to minimum age, duration of term and total number of Trustees. Ahead of implementing changes, it would be beneficial to ascertain and examine current industry practices in tandem with the statutory position as observed in paragraph 3.3.3 above.

**3.4. ToR D: To provide a framework and formulate policy for the periodic amendment of the Rules in the future.**

3.4.1. As outlined in paragraph 2.6, consideration needs to be given to a separation of the Green Book into two documents – a constitution and a rule book. The decision on this will determine the framework and policy for future amendments.

**3.5. ToR E: To review the provisions of the Rules on financial control and budgeting processes of the Club and make recommendations that would streamline and reduce bureaucratic controls to the minimum to make the administration of the Club's finances more robust and proactive.**

3.5.1. A recurring complaint was the processes surrounding financial expenditure and funding limits, and the bottlenecks encountered in the implementation of capital projects.

3.5.2. However, the underlying reasons for the frustrations varied amongst those engaged. While some believe that the Rules have led to bureaucratic bottlenecks, others suggest that a lack of proper adherence to the Rules and processes is often the cause of administrative issues.

3.5.3. It became apparent to the RASC that before a solution can be proposed, this item requires an independent exercise and engagement with the respective financial control and budgeting sub-committees of the Club (e.g. capital expenditure committee, the investment committee) and sectional committees to gain a thorough understanding of the practical realities of the systems currently in place, the challenges experienced and stakeholder perspective on workable solutions. We recommend an external consultant of repute is engaged to examine the processes of the Club, particularly the financial and bureaucratic controls in place, and to assist in the creation of standard operating manuals to guide procedures.

3.5.4. Pending a proper analysis as suggested in paragraph 3.5.3. above, the RASC has made a few recommendations detailed in section 4.

**3.6.ToR F: To review and make recommendations, call for and consider memoranda on rules for the use of sponsorship funds in the Club.**

3.6.1. Similar to the findings in ToR E, the RASC is of the opinion that this item requires an independent exercise and more time to understand the current policies on securing sponsorship funds, and the use and management of such funds.

**3.7.ToR G: To review the Rules on membership rights and privileges particularly as it relates to junior members, life and honorary members in order to bring them up to date with modern realities.**

3.7.1. The RASC has reviewed the rules on membership and the proposed amendments are set out in section 4 of this Report.

3.7.2. The recommendations approved by the Trustees in the Trustees' Decisions on the Findings/Observations/Recommendations of the Trustees Investigation Panel to look into the Membership Policy of Ikoyi Club 1938 dated 23 October 2023 have also been incorporated into the RASC's recommendations in section 4.

**3.8.ToR H: The quorum for this Sub-Committee shall be four (4).**

3.8.1. In the course of the RASC's mandate, one member resigned from the sub-committee due to his limited availability and two members were removed due to frequent and consecutive absences from meetings.

3.8.2. Two members were added after the sub-committee's inauguration.

3.8.3. At the time of the submission of this Report, there were seven (7) members of the RASC (as listed in section 1).

3.8.4. All meetings of the RASC were conducted in line with the quorum requirements.

#### 4. RECOMMENDED AMENDMENTS TO THE RULES

S/N	Rule	Recommendation	Reason for Amendment
1.	All	<p>Green Book to be re-formatted, cross-references checked, grammatical errors fixed and references made to both male and female gender/gender-neutral terms introduced for designations (as appropriate).</p> <p>Updated version of Green Book to consolidate all Post-2015 Amendments</p> <p>Introduction of a glossary of terms/definitions section</p> <p>We recommend that a reputable legal practitioner be engaged to carry out this task, working in tandem with in-house resources as may be required</p>	<p>Printed versions are not identical due to variations in formatting (e.g. font, page numbers). It was also noted that the design and layout are outdated, and several grammatical errors exist in the text.</p> <p>Additionally, we noticed that many 'defined terms' are used but no definition is provided. Having an explanation of the meaning of such terms will aid understanding especially for new members who are not necessarily familiar with the Club and its various terminology.</p>
2.	Rule 2.2 Spouse and Lady Members	<p>Spouse and Lady Member be divided into separate sub-clauses</p> <p>The provisions pertaining to 'Lady Member' be deleted and all existing Lady Members be converted to Life Members (subject to confirmation from the membership office of the number of Lady Members in existence and their respective ages).</p> <p>If below the age of 65, we recommend a conversion to Ordinary Membership at a discounted subscription rate matching the current fees applicable to Lady</p>	<p>Having Spouse Member and Lady Member addressed in the same provision has led to misunderstandings about the origination of these terms with interpretations that include:</p> <ul style="list-style-type: none"> <li>(i) Lady Member refers specifically to female spouses</li> <li>(ii) Lady Member refers to all female members of the Club</li> <li>(iii) Lady Member was introduced to permit women to join the Club at a time when only male members could be Ordinary Members</li> </ul>



S/N	Rule	Recommendation	Reason for Amendment
		<p>Members. At attaining the age of 65, they will qualify for Life Membership.</p>	<p>(iv) Lady Member was introduced as a concession to make the Club more accessible to women in past times</p> <p>Items (i) and (ii) are incorrect, while (iii) and (iv) have not been validated but in any case, are no longer applicable to current practice. In particular, we note that in accordance with Rule 2.2(a)(ii), any Lady Member that presently still exists would have had to be one prior to 1991 meaning that at this time, she should have been a member of the Club for over 25 years.</p> <p>Unfortunately, we have been unable to get confirmation from the membership office on the number of Lady Members currently in the Club and their respective ages. Consequently, the discounted conversion fee to Ordinary Member is to avoid the conversion being punitive to any Lady Member that falls below the qualifying age for Life Membership. For the avoidance of doubt, to qualify for Life Membership, a Lady Member would have had to be a member of the Club for 25 years consecutively.</p>
3.	Rule 2.2 Spouse and Lady Members	<p>“and Lady” to be deleted from Rule 2.2 heading so that it reads “Spouse Members”</p> <p>Rule 2.2(a) to read:</p>	<p>Brings provision in line with RASC recommendation to remove the ‘Lady Member’ category.</p>

S/N	Rule	Recommendation	Reason for Amendment
		<p>“(a) Any person over the age of 21 years shall be eligible to become a Spouse Member provided he or she is the spouse of an Ordinary Member or Life Member elected in accordance with Rule 3(h)”</p> <p>Reference to “or Lady Member” to be deleted from Rule 2.2(b)(ii)(v) passed at the 23 February 2023 annual general meeting</p>	
4.	Rule 2.2 Spouse and Lady Members	In the case where an Ordinary Member is deceased, GC to consider including a provision for the surviving Spouse Member to elect to become an Ordinary Member where conditions are satisfied	Rule 2.2 as amended in the 23 February 2023 annual general meeting permits Spouse Members to migrate to Ordinary Membership if certain conditions are met. One of those conditions is that the “migration shall require consent from the Ordinary Member to whom the applicant is attached”. This appears to preclude widows and widowers from benefiting from the migration provisions.
5.	Rule 2.4 Life Membership	<p>Rule 2.4 to read:</p> <p>“2.4 LIFE MEMBERS</p> <p>(a) On attaining the age of 65 years and being a paid-up member for 25 years without any break, an Ordinary Member shall be entitled to Life Membership and shall be entitled to all membership privileges save that they shall not seek elective office or nominate a candidate for elective office.</p>	<p>In the February 2020 general meeting, it was resolved that:</p> <p>(i) Any Member who qualifies for Life Membership may elect to remain an Ordinary Member until such time when the person is ready to forgo the rights and privileges of Ordinary Membership for that of Life Membership.</p> <p>(ii) Prior to conferring the rights and privileges of Life Membership on a Member, the Membership Sub-</p>

S/N	Rule	Recommendation	Reason for Amendment
		<p>(b) Without prejudice to Rules 4(j), 4(k), 4(l) and 5, where there has been a break in membership, the Membership Sub-Committee shall consider the circumstances surrounding the break and propose appropriate penalties for the break having due regard to the member's historical compliance with Rule 4 including payment of all arrears in subscription, levies and charges. The penalties shall be subject to ratification by the General Committee and the intending Life Member can only enjoy the benefits of life membership upon satisfaction of the penalties.</p> <p>(c) Any Ordinary Member who has qualified for Life Membership as in Rule 2.4 above shall have the right to voluntarily apply to be a Life Member of the Club.</p> <p>(d) Life Members shall be exempted from paying Subscriptions or other fees payable including Spouse and Junior Members fees in respect of the use of the Club's facilities. However, a junior member who derives his/her membership from a Life Member shall cease to enjoy the facilities of the club upon attaining the age of 25 unless he/she satisfies the conditions imposed by Rule 2.5 (f) (i) to (iii). This Rule shall apply retrospectively.</p> <p>(e) For the avoidance of doubt, any Ordinary Member who has qualified for Life Membership who chooses not to apply to be a Life Member shall continue as an Ordinary Member and pay</p>	<p>Committee (subject to ratification by the General Committee) may impose penalties where there has been a break in membership (save for voluntary suspension of membership as set out in Rule 5) such that the intending Life Member was not a paid-up member for 25 years without a break.</p> <p>(iii) Any junior membership derived from a Life Membership shall cease once the Junior Member attains the age of 25 years.</p>

S/N	Rule	Recommendation	Reason for Amendment
		all subscriptions and levies until he chooses to voluntarily apply for Life Membership.”	
6.	Rule 2.5 Junior Members	<p>Rule 2.5(d) to read:</p> <p>“All Junior Members under the age of 21 shall leave the Club premises by 9:00p.m, except on special occasions as may be prescribed by the General Committee. Junior Members aged 21 years and older may remain on the Club premises after 9:00p.m.”</p>	The amendment to Rule 2.5(d) reflects a proposal passed at the February 2022 general meeting.
7.	Rule 2.5 Junior Members	<p>Rule 2.5(f) to read:</p> <p>“A Junior Member who has attained the age of 25 years, but is not more than 30 years old, and wishes to continue as an Ordinary Member shall be granted a 50% rebate on the entrance fee provided such Junior Member satisfies the following:</p> <ul style="list-style-type: none"> <li>(i) The Proposer must be a parent of the Junior Member.</li> <li>(ii) The parents must be Financial Member(s) for not less than 20 years unbroken,</li> <li>(iii) The Junior Member must have passed through the screening of the Membership Sub-Committee.</li> <li>(iv) The Junior Member must have been a Junior Member continuously for not less than 10 years at the date of application.”</li> </ul>	<p>To clarify the procedure for migrating from Junior Membership to Ordinary Membership.</p> <p>In particular, it needs to be specified that the 50% rebate on entrance fees is not available once the Junior Member exceeds the age of 30 years. It appears that this provision was erroneously deleted in a previous update of the rulebook.</p>

S/N	Rule	Recommendation	Reason for Amendment
8.	Rule 2.5 Junior Members	Rule 2.5(f) to be amended to include:  “v. Any Member from whom a Junior Member derives his/her membership is encouraged to notify the Club once the Junior Member is over 25 years of age and thus no longer eligible to be a Junior Member”	The amendment to Rule 2.5(f) reflects the Trustees’ Decisions on the Findings/Observations/Recommendations of the Trustees’ Investigation Panel to look into the Membership Policy of Ikoyi Club 1938 dated 10 November 2023.
9.	Rule 3 Candidates for Election as Members	Rule 3(a) to read:  “An intending candidate for membership must obtain and complete the compulsory Preliminary Application Form through a Financial Ordinary Member whose membership must not be less than five (5) years standing or through a Life Member, as a condition precedent to being considered as a person who can join the Club.”	To reflect the Trustees’ Decisions on the Findings/Observations/Recommendations of the Trustees’ Investigation Panel to look into the Membership Policy of Ikoyi Club 1938 dated 10 November 2023.
10.	Rule 3 Candidates for Election as Members	Rule 3(c) to read:  “A candidate for election as an Ordinary Member shall be proposed and seconded by two Club Members who:  (i) are respectively paid up Ordinary Members of not less than five years or Life Members; (ii) must have known the candidate personally for at least five (5) years; (iii) affirm the candidate to be a fit and proper person to be admitted as a member of the Club; and	To reflect the Trustees’ Decisions on the Findings/Observations/Recommendations of the Trustees’ Investigation Panel to look into the Membership Policy of Ikoyi Club 1938 dated 10 November 2023.

S/N	Rule	Recommendation	Reason for Amendment
		<p>(iv) individually, have not proposed more than one (1) candidate in the current quarter.</p> <p>For the avoidance of doubt, a Club Member may either propose or second one (1) candidate per quarter, and not more than four (4) candidates in total in a year”</p>	
11.	Rule 3 Candidates Election Members for as	<p>New rule to be inserted between Rule 3(h) and Rule 3(i) and numbering order amended accordingly:</p> <p>“The number of new members admitted in a current year should not be more than 100% of the number of Ordinary Members elevated to Life Membership in the previous year”</p>	<p>To reflect the Trustees’ Decisions on the Findings/Observations/Recommendations of the Trustees’ Investigation Panel to look into the Membership Policy of Ikoyi Club 1938 dated 10 November 2023.</p>
12.	Rule 4 Entrance Fees and Subscriptions	<p>Rule 4(h) to read:</p> <p>“Any member who pays his/her Club subscription with his/her personal cheque should be issued his/her membership card <u>once the cheque is cleared in accordance with local banking rules in existence at the time</u>”</p>	<p>The underlined text replaces “after 5 working days for local cheques and 7 working days for up country cheques from the date of receipt”.</p> <p>The proposed amendment is an update to reflect current banking practices at any given period.</p>
13.	Rule 4 Entrance Fees and Subscriptions	<p>Rules 4(n) and 4(o) to be removed from Rule 4 and moved to a subsection under Rule 32.</p> <p>Rule 4(n) to become Rule 32(c):</p>	<p>Contextually, Rule 32 is a more appropriate heading for the transcribed provisions.</p>

S/N	Rule	Recommendation	Reason for Amendment
		<p>“Members who are desirous of using the Club’s Library facilities shall observe Rules governing the Library as provided under Rule 17 (a)”</p> <p>Rule 4(o) to become Rule 32(d)”</p> <p>“Members are required to keep their mobile telephone set switched off, and to refrain from accepting telephone calls whilst in the Library. Members may not engage in talking in any form inside the Library. This will allow studious Members to continue with such pursuits without hindrance”</p>	
14.	Rule 7 Non-Members and Guests	<p>Addition of the following as Rule 7(h):</p> <p>“Without prejudice to Rule 7(g), a Member with limited mobility resulting from a medical condition may be permitted to access the Club with a special care giver provided the Member:</p> <ul style="list-style-type: none"> <li>(i) provides a written diagnosis of the medical condition;</li> <li>(ii) submits evidence of the qualifications of the special care giver;</li> <li>(iii) obtains the prior written approval of the General Committee; and</li> <li>(iv) at all times, shall be responsible for the actions of the special care giver and any infringement of the Rules by the special care giver shall</li> </ul>	The Rules do not currently consider members who need special care givers e.g. members who require a wheelchair for mobility.

S/N	Rule	Recommendation	Reason for Amendment
		render the member liable to be dealt with under Rule 9.”	
15.	Rule 8 Management	We recommend that the officers responsible for day-to-day management of the Club be listed in this rule for clarity	<p>At present, it is not clear which officers are responsible for day-to-day management of the Club.</p> <p>It can be inferred from Rule 8(d) that the General Manager, the Finance and Admin Manager, the Operations Manager and the Internal Auditor make up the Management.</p> <p>However, it would be useful if the matter was spelt out and the corresponding duties laid clearly.</p>
16.	Rule 8 Management	<p>Rule 8(c) to read:</p> <p>“The General Committee’s power shall include the <u>appointment and termination</u> of the Management Staff of the Club as well as the terms and conditions of their employment.”</p>	It was noted that while the GC has the power to appoint management staff, they are not able to terminate such appointment which can be limiting when in a supervisory capacity. The fact that termination will need to be approved by the Trustees in any case, should serve as a safeguard for abuse of such power.
17.	Rule 8 Management	<p>Rule 8(d) to read:</p> <p>“The General Committee shall not terminate the appointment of any of the Management Staff of the Club viz: - The General Manager, The Finance and Admin Manager, The Operations Manager and the</p>	To promote administrative efficiency, it is important to set out guidelines and time limits within which the Trustees and the General Committee ought to act in respect of the termination of appointment of management staff.



S/N	Rule	Recommendation	Reason for Amendment
		Internal Auditor without first communicating the reasons for such intended termination to the Trustees who shall respond within one month of receipt of notice of the intended termination and shall not unreasonably withhold their consent to the proposed termination”	
18.	Rule 9 Discipline	Rule 9(j) to read:  “Whenever an action is taken against any person under Rule 9, the Honorary Secretary shall within two days of the decision, place on all notice boards in the Club, a poster setting out: <ul style="list-style-type: none"> <li>(i) The passport photograph of the person;</li> <li>(ii) Summary of the grounds of the complaint, and the basis of the disciplinary proceedings; and</li> <li>(iii) The decision taken against the person”</li> </ul>	Clarifies drafting of the resolution passed at the February 2016 annual general meeting.
19.	Rule 9 Discipline	Rule 9(d) to read: “ <ul style="list-style-type: none"> <li>(i) Such member as envisaged in 9c above shall be given two weeks’ notification within which to appear before a meeting of the Disciplinary Sub-Committee. The notification shall be in the form of a letter sent by a registered courier service to his or her last known address, email, and any other instant messaging platform such as WhatsApp or SMS as may be contained in</li> </ul>	Clarifies drafting of the resolution passed at the February 2022 annual general meeting to allow multiple means of communication.

S/N	Rule	Recommendation	Reason for Amendment
		<p>the records of the member at the Club's registry.</p> <p>(ii) That all letters and notices required to be served on any member under this rule, shall be sent to such member by a registered courier service to the last known address, through email, and any other instant messaging platform such as WhatsApp or SMS as may be contained in the records of the member at the Club's registry.</p> <p>(iii) In the case of service by courier, proof of delivery issued by the courier service shall be sufficient evidence of delivery.”</p>	
20.	Rule 9 Discipline	<p>Anti-discriminatory provision to be inserted in Rule 9:</p> <p>“Promotion of group or personal interest that seeks to exclude the interest of, or alienate, other Club members and is capable of causing disharmony in the Club is prohibited. This includes, but is not limited to, discrimination based on ethnicity, political affiliation, religion and race. Contravention of this Rule will be treated under Rule 9(c)”</p>	<p>It was brought to our attention that there is a proliferation of sub-groups within the Club which are exclusive in nature and operations, and causing divisive tendencies that contradict the Club's motto of 'Global Harmony through Recreation'.</p>
21.	Rule 11 Election of Office Bearers	<p>Rule 11(d)(iii) to read:</p> <p>“The completed nomination form for each Candidate for Office Bearers other than the Golf Captain shall be</p>	<p>Drafting updated to reflect that the golf captain's nomination form is displayed on the golf section's notice board.</p>

S/N	Rule	Recommendation	Reason for Amendment
		displayed on the Club’s Notice Board at least seven (7) days before the General Meeting of the Club. The completed nomination form for the office of Golf Captain shall be displayed on the Golf Section’s Notice Board at least seven (7) days before the General Meeting of the section. Prior to displaying the nomination form for each candidate as aforementioned, the Trustees shall have the power and authority to verify the information on the nomination form for each prospective Office Bearer and the candidate(s) for Entertainment Chairman.”	
22.	Rule 11 Election of Office Bearers	Rule 11(e) to read:  “In the event of any Office becoming vacant before the next February General Meeting, the General Committee may appoint an Ordinary Member in an acting capacity for a period not exceeding 4 (four) weeks from the occurrence of such vacancy during which period a by-election shall be held in accordance with Rule 14”	Re-drafted for clarification and reference to by-election provisions added.
23.	Rule 11 Election of Office Bearers	Following provision to be added to Rule 11(c):  “Any member seeking election into the General Committee as either Secretary, Honorary Treasurer, Golf Captain or Chairman of any section except for the office of the Chairman and Vice Chairman must	To ensure that officers of the Club have a reasonable understanding of the rules and operations of the Club before holding such posts.

S/N	Rule	Recommendation	Reason for Amendment
		<p>have served in the committee of any section or a sub-committee of the main house for at least two (2) years.</p> <p>A candidate for the office of the Chairman or Vice Chairman shall have served as an officer in the Club for at least three (3) years either as a General Committee member, on the committee of a section in the Club or a sub-committee of the main house.”</p>	
24.	Rule 12 General Committee Membership and Qualification	<p>Rule 12(a) to read:</p> <p>“The membership of the General Committee shall comprise:</p> <ul style="list-style-type: none"> <li>• the Trustees</li> <li>• Office Bearers</li> <li>• Section Chairmen</li> <li>• Entertainment Chairman</li> <li>• Advisers (without voting rights)”</li> </ul>	To align with section 836 of the Companies and Allied Matters Act which provides that the council or governing body of an association shall include the trustees.
25.	Rule 12 General Committee Membership and Qualification	<p>Following provisions to be added to Rule 12(c):</p> <p>“A member who has served in the General Committee for two (2) consecutive years shall not be eligible for election into any other post in the General Committee of the Club until after a period of one calendar year from the expiration of his/her term.</p> <p>No elected member of the General Committee who resigns shall be eligible for election into any office in</p>	To promote fair conduct of elections and diversity of candidature.

S/N	Rule	Recommendation	Reason for Amendment
		<p>the General Committee for 12 calendar months from the date of the resignation.</p> <p>No elected member of the General Committee shall hold office simultaneously in any section of the Club.</p> <p>The commencement of the election campaign shall be 24 days before the election.”</p>	
26.	<p>Rule 13 Conduct Elections</p> <p>of</p>	<p>Introduction of an Electoral Committee:</p> <ul style="list-style-type: none"> <li>▪ The Electoral Committee shall be made up of all Trustees of the Club, Past Chairmen of the Club, and Past Vice Chairmen of the Club (except the incumbent Chairman and Vice Chairman).</li> <li>▪ The quorum for the committee at any time they are meeting shall be 5.</li> <li>▪ Members of the Electoral Committee shall appoint one of its members as the chairman while the Club's management shall provide a secretary for the committee.</li> </ul> <p>Functions of the Electoral Committee</p> <ul style="list-style-type: none"> <li>▪ To publish the Club's election timetable and programs.</li> </ul>	<ul style="list-style-type: none"> <li>▪ To promote fair organisation and conduct of elections</li> <li>▪ To ensure that the outgoing General Committee is not partitioned in any way</li> <li>▪ To avoid the sitting or the outgoing members of the General Committee becoming involved with the elections</li> <li>▪ To avoid a repetition of the events in the 2023 February elections</li> </ul>

S/N	Rule	Recommendation	Reason for Amendment
		<ul style="list-style-type: none"> <li data-bbox="632 256 1293 327">▪ To provide guidelines on the conduct of electioneering campaign.</li> <li data-bbox="632 372 1293 480">▪ To supervise the printing of the ballot papers in conjunction with the General Manager/ CEO of the Club.</li> <li data-bbox="632 525 1293 679">▪ To ensure that the ballot boxes are available and display them to members to ascertain that there are no ballot papers in the boxes before the commencement of the voting exercise.</li> <li data-bbox="632 724 1293 917">▪ To conduct elections into the main house offices such as the Chairman of the Club, Vice Chairman of the Club, Honorary Secretary of the Club, Honorary Treasurer of the Club and the Entertainment Chairman of the Club.</li> <li data-bbox="632 961 1293 1199">▪ To appoint presiding officers amongst their number on the election day. Complaints on the day of election shall be channeled to the presiding officers and they shall be empowered to issue cease-and-desist warnings and take other appropriate action.</li> </ul>	

S/N	Rule	Recommendation	Reason for Amendment
		<ul style="list-style-type: none"> <li>▪ To supervise the voting exercise and ensure that the candidates do not violate any of the electioneering rules.</li> <li>▪ To supervise the collation of the results of all the Club's elections.</li> <li>▪ To announce the results of the elections and to perform all such functions relating to the conduct of elections in the Club.</li> </ul>	
27.	Rule 13 Conduct Elections  of	<p>Rule 13(b) to read:</p> <p>“For all elections of the Club whether into General Committees or Sectional Committees, the use of manifestos, letters, posters, handbills, and the news media in any form is strictly prohibited in electioneering campaigns by candidates, their supporters, or any member of the Club save as permitted by the Electoral Committee. On the day of the elections, there shall be no electioneering campaign (i) inside and around the Rotunda, and (ii) in the car park”</p>	<p>The existing language is open to interpretation and has caused contention, most recently in the 2023 elections. The proposed amendment is to provide clarification.</p> <p>In particular, we note that voters queue around the rotunda and in the car park on election day. The purpose of our amendment is to make it clear that voters should not be disturbed, cajoled or intimidated when voting / preparing to vote on election day.</p> <p>We believe the proposed language also implements paragraph 2.3.8. of the Trustees’ Decision on the Findings/Observations/Recommendations of the Trustees’ Ad-Hoc Disciplinary Committee to Investigate the Petition of Mr Bamidele</p>

<b>S/N</b>	<b>Rule</b>	<b>Recommendation</b>	<b>Reason for Amendment</b>
			Ibironke of Alleged Infringement of Club Rule 13(b) of Ikoyi Club 1938 dated 23 October 2023.
28.	Rule 13 Conduct Elections	of Following provision to be added to Rule 13: “On no account shall a candidate or his/her supporters offer drinks, food, or souvenirs of any description to any Member of, or Section in, the Club while soliciting for votes during campaigns and/or the election in the Club	To promote fair conduct of elections and diversity in candidature.
29.	Rule 14 Bye-Election	Rule 14 to include following provision: “Where a by-election is called, candidates must satisfy the eligibility criteria in Rule 11(c) and Rule 12.”	To provide consistency in the conduct of elections and application of the Rules.
30.	Rule 16 Sectional Committees	Rule 16(e): reference to “Rule 14(a)” should be deleted and replaced with “Rule 14(b)”	The sub-paragraph referenced in Rule 16(e) is incorrect.
31.	Rule 18 Trustees	Rule 18(a) to read “five (5) in number” instead of “three (3) in number”	To reflect current operations.
32.	Rule 18 Trustees	Rule 18(c) to read “An Ordinary Member or Life Member or Honorary Member...”	Previous text suggests Life Members are not eligible to be Trustees (which is not the case).
33.	Rule 18 Trustees	Rule 18(j) to be reinstated as follows:	A proposal was passed at the 27 February 2020 annual general meeting to delete Rule 18(j). However, such a deletion contravenes



S/N	Rule	Recommendation	Reason for Amendment
		"The Trustees shall be members of the General Committee"	the Companies and Allied Matters Act 2020 which provides that "[an] association may appoint a council, or governing body, which shall include the trustees and may, subject to the provisions of this Part, assign to it such administrative and management functions as it deems expedient".
34.	Rule 18 Trustees	<p>Rule 18(e) to read:</p> <p>"Upon a vacancy occurring in the number of Trustees:</p> <ul style="list-style-type: none"> <li>i. The General Committee for the time being may at its discretion propose an eligible person/person for election as a Trustee/Trustees;</li> <li>ii. The names of such persons, photographs, curriculum vitae and proposals for Trustees election, supported by statement of reasons for his/her nomination for the office of Trustees shall be displayed on all notice boards in the club and sent to the members' electronic mail address as exists in the Club's records at least 30 days prior to the consideration of such a proposal by members at a General Meeting of the Club;</li> <li>iii. The Trustees shall be elected by a simple majority of the members present, at the General Meeting, upon presentation of the proposal by the General Committee for each individual proposed to fill that office"</li> </ul>	In line with Rule 40, the Rules may only be changed at the February annual general meeting. However, we note a proposal was passed at the 25 August 2016 half year general meeting.

S/N	Rule	Recommendation	Reason for Amendment
35.	Rule 18.3 Special Power to set up Ad Hoc Disciplinary Committee	Rule 18.3(a)(i) to read:  “Such member as envisaged in 18.3 above be he an Ordinary Member or a Member of the General Committee shall be given two weeks’ notification within which to appear before a meeting of the Ad-Hoc Disciplinary Committee. The notification shall in the form of a letter sent by a registered courier service to his or her last known address, email, and any other instant messaging platform such as WhatsApp or SMS as may be contained in the records of the member at the Club’s registry”	Amended to align with notification provisions in Rule 9(d).
36.	Rule 18.3 Special Power to set up Ad Hoc Disciplinary Committee	Rule 18.3(a)(ii) to read:  “It shall be sufficient proof of receipt of such letter for the General Manager to signify in writing to the Ad-Hoc Disciplinary Committee that a properly addressed letter was sent by registered courier service and proof of delivery issued by the courier service or that such letter was delivered to such member personally”	Amended to align with notification provisions in Rule 9(d).
37.	Rule 21.2 Sub-Committee of the GM – Membership	Rule 21.2(a)(viii) to be deleted	We note that the membership sub-committee currently operates with a quorum of three. However, there is a conflict between Rule 21.2 which states that that “the quorum shall be 3 (three)” and Rule 21.2(a)(viii) which states that “the quorum of the sub-committee at all its meetings shall be 5 (five)”.

<b>S/N</b>	<b>Rule</b>	<b>Recommendation</b>	<b>Reason for Amendment</b>
38.	Rule 21.3 Tenders Committee  Sub-	Rule 21.3(a) to read:  “There shall be a Tenders Sub-Committee chaired by the Honorary Treasurer of the Club, or in his absence any other Office Bearer. The composition of the Sub-Committee shall be the Honorary Treasurer (or in his absence, any other Office Bearer), and six (6) others appointed by the General Committee who should be professionals with relevant qualifications and experience”	Re-drafted to provide clarity in respect of composition of the sub-committee.
39.	Rule 21.4 Purchase & Price Monitoring	Rule 21.4(b)(vi) to read:  “In the case of the suppliers such as Nigerian Breweries Plc., Guinness Nigeria Plc, Nigerian Bottling Company Plc., Unilever Nigeria Plc, and such other reputable suppliers of food, alcoholic and non-alcoholic beverages, their quoted public prices will suffice”	Updated to clarify drafting.
40.	Rule 21.6 Premises	Rule 21.6(a) to read:  “There shall be a Premises Sub-Committee consisting of seven nominated professionals nominated by the General Committee. It shall consist of the Premises Adviser and six (6) professionals. The Premises Adviser of the Club shall be the Chairman and the Secretary shall be appointed among the members of the Sub-Committee.	Rule 21.6(a) amended to clarify drafting and composition of sub-committee changed to seven to avoid voting deadlocks.  Quorum changed from four to three in Rule 21.6(d) to align with other sub-committees and prevent gridlock.

S/N	Rule	Recommendation	Reason for Amendment
		<p>The six (6) elected or appointed Officers shall by any of the following:</p> <ul style="list-style-type: none"> <li>i. Architects</li> <li>ii. Quantity Surveyors</li> <li>iii. Engineers</li> <li>iv. Estate Surveyors &amp; Valuers</li> <li>v. Registered Builders”</li> </ul> <p>Rule 21.6(d) to read:</p> <p>“quorum for the Sub-Committee at all its meetings shall be three (3)”</p>	
41.	Rule 22.1 General Meeting	<p>Rule 22.1(c) to read:</p> <p>“There shall be posted on the Notice Board at least seven days before the date appointed for the meeting audited statements of the Club's accounts for the preceding period ending 30<sup>th</sup> June or 31<sup>st</sup> December as the case may be”</p>	Updated to include half year financial statements.
42.	Rule 22.3 General Meeting Delegates	<p>Rule 22.3(a):</p> <p>“It is proposed that Sections” to be deleted and replaced with “Each Section”</p> <p>Rule 22.3(b):</p>	Updated to clarify drafting.

S/N	Rule	Recommendation	Reason for Amendment
		<p>“and delegate each for every 500 members” to be updated to read “and “one (1) delegate each for every 500 members”</p>	
43.	<p>Rule 23 Trustees Power to Convene Special General Meeting</p>	<p>Rule 23(a) to read: “Where in the opinion of the Trustees the General Committee has failed, refused and/or neglected to convene a Special General Meeting which has been duly requested for in accordance with the Rule 22.2 (a) above, the Trustees shall have the power and authority upon such failure, refusal and/or neglect to convene such a Special General Meeting”</p>	<p>For ease of reference, the text has been updated to include the specific Club rule (22.2(a)) containing the provisions to call a special general meeting.</p>
44.	<p>Rule 25 General Meetings Quorum</p>	<p>E-voting and e-attendance provisions should be inserted</p>	<p>We note a proposal was passed to set up an ad hoc committee to fast track e-voting and e-attendance. We have requested the e-voting and e-attendance provisions but are yet to receive them at the time of writing this Report.</p>
45.	<p>Rule 27 Finance</p>	<p>We recommend that Rule 27(c) be amended as follows:  “(c)(i) Prior to the February Annual General Meeting, the Capital Expenditure Committee, Tenders Sub-Committee and General Committee shall agree on an annual limit for the Club’s capital projects and capital expenditure which will be proposed to Club members for review and approval at the February Annual General Meeting.</p>	<p>Following consultation with the various sectional heads, it is apparent that hard coding a specific figure in the Rules fails to reflect the fluctuating economic climate and has created bottlenecks in administration.</p>

S/N	Rule	Recommendation	Reason for Amendment
		<p>(c)(ii) All capital projects and capital expenditure of the Club in excess of the sum approved by Members in Rule27(c)(i) must be duly approved by Members at the August Half Year Meeting or a Special General Meeting duly convened for that purpose.”</p> <p>Rule 27(g)(iv) to read:</p> <p>“Capital items whose total value is more than the annual limit approved by Members at the February Annual General Meeting must be referred to the Capital Expenditure Committee”</p>	
46.	Rule 28 Accounts	Rule 28(c) and Rule 28(d) should be reviewed alongside the Club’s accountants to align accounting provisions with current regulation and industry best practice	The Nigerian Accounting Standards Board has been replaced by the Financial Reporting Council of Nigeria. It is important that the Club’s rules are kept current and in line with national legislation.
47.	Rule 31 Club Property	<p>In Rule 31(b), the word “transferred” to replace the word “alienated” so that the provision reads:</p> <p>“The property of the Club shall not be transferred to individuals or companies without the consent of the General Committee”</p>	It is not immediately clear what the word ‘alienated’ means in this context.
48.	Rule 32	<p>Rule 32(a) to read:</p> <p>“The Main Bar shall be open as follows:</p>	Rule 32(a) amended to clarify drafting.

<b>S/N</b>	<b>Rule</b>	<b>Recommendation</b>	<b>Reason for Amendment</b>
	Opening Hours for Bars and Television Room	<p>Monday to Thursday 9am – 2am. Friday and Saturday until fewer than two members are in the bar or 4am (whichever is later). Sunday 10am to 2am.</p> <p>The General Committee is empowered to alter the bar hours consistent with the requirement of the Club licence and as occasions arise.”</p> <p>Rule 32(b) to be deleted in its entirety and the words “and Television Room” to be deleted from the title of Rule 32</p>	Reference to Television Room and provisions pertaining to it in Rule 32(b) deleted given that the space formerly known as the Television Room has evolved and no longer holds that designation.
49.	Rule 33 Bar Tariff	<p>Rule 33(a) to read:</p> <p>“The tariff of prices for drinks etc. shall be readily available to Members and guests”</p>	Due to frequent price fluctuations caused by the current macro-economic challenges, it is no longer practical to employ the format used in the past to prominently display the tariffs in the bars and on the notice boards.
50.	Rule 34 Method of Payment	<p>Rule 34(b) to read:</p> <p>“All purchases in the Club Bars and Kitchens etc. shall be paid for using electronic payments or such other instruments approved by the General Committee.”</p>	Provision for cash payment deleted to reflect current practices.
51.	Rule 35 Dress Code	<p>Rule 35 to read:</p> <p>“</p> <p>(a) Minimum standard of Dress in the Main Bar,</p>	Rule 35(a) updated to reflect change of Bamboo Bar to Heineken Bar, and remove reference to Television Room.

S/N	Rule	Recommendation	Reason for Amendment
		<p>Cads Bar, Heineken Bar, and Restaurant shall be as follows:</p> <p><b>Gentlemen:</b> Long or short sleeve collared shirt and trousers, national dress of the Member, safari suit.</p> <p><b>Ladies:</b> Normal dress wears but not sport dress.</p> <p>(b) Members or their guests who are not otherwise properly dressed may use other Bars in the Club.</p> <p>(c) Notwithstanding any rule to the contrary, the General Committee may stipulate mode of dress for specific occasions</p> <p>(d) Any infringement of the rules shall be dealt with under Rule 9.”</p>	<p>Addition of the word ‘use’ in Rule 35(b) to clarify drafting.</p> <p>Specification of ‘General’ Committee in Rule 35(c) to clarify drafting.</p>



## **5. OTHER RECOMMENDATIONS**

### **5.1. Appointment of Legal Practitioner**

- 5.1.1. Given the extent of amendments and the required clarifications on the substantive law, we recommend that a dedicated legal resource is engaged to carry out the necessary investigations, consolidate the Post-2015 Amendments and update the Green Book.
- 5.1.2. Should the GC and Trustees decide to proceed with a separation of the constitution and the rule book as discussed in section 2, this resource would also supervise the process.
- 5.1.3. Finally, the appointed party would be responsible for reviewing draft language to ensure accuracy prior to filing at the CAC and incorporation in the constitution/rule book, and for ensuring prompt filing of amendments at the CAC.

### **5.2. Diversity, Equity and Inclusion (DEI) Initiatives**

- 5.2.1. A recurring complaint was the lack of diversity in the composition of the leadership of the Club, the range and target audience of Club activities and generally the ease of accessibility to the use of the Club's facilities for women, especially younger female members and mothers of young children.
- 5.2.2. The Golf section was noted and applauded as a section that has actively taken strides to create a welcoming environment that promotes use of its facilities by its female members. Other sections and general management of the Club are encouraged to consider similar initiatives.
- 5.2.3. While it was observed that an exacerbating factor has been the challenges of the economic environment and increased frequency of dual-income households, it was generally noted that there has been a shift in the operation of the family unit which the Club has been slow to recognise.
- 5.2.4. Suggestions for policy changes include:
  - consideration of solutions to accommodate supervised childcare
  - addition of a female gym instructor
  - introduction of non-white sportswear (notably, lower body wear) in the lawn tennis section

### **5.3. Corporate Governance**

Please see comments in paragraphs 3.3.3 and 3.3.4.

### **5.4. Financial Control and Budgeting Processes**

Please see comments in paragraph 3.5.

## 5.5. Sponsorship Funds

Please see comments in paragraph 3.6.

## 6. CONCLUSION AND NEXT STEPS

In concluding our review of the Rules, our principal finding was that the Green Book is in need of a substantial revision to:

- (i) separate the Club's constitution and its byelaws (i.e. rule book) thereby bringing it in line with the format required by the CAC;
- (ii) correct grammatical, cross referencing and formatting errors, and modernise the terminology used;
- (iii) incorporate all post-2015 amendments to the rules passed at the Club's annual general meetings; and
- (iv) incorporate proposals that may be passed at the 2024 February annual general meeting.


While we have made recommendations for further amendments as directed by our ToR, and we note that the GC may wish to lay some of these before the upcoming February 2024 annual general meeting, we are of the view that a professional legal resource is required to accurately update the Green Book (in line with (i)-(iv) above) and advise on the Club's compliance with current regulations.

Going forward, it is recommended that a dedicated resource/body be tasked with (i) collating all the amendments passed at the annual general meeting, (ii) reviewing and refining the drafting of such amendments to ensure accuracy of language and intent, (iii) making the necessary filings at the Corporate Affairs Commission, (iv) liaising with the Club's management to update the constitution/rulebook and (v) working with the Club's management to ensure distribution of the updated document to members of the Club.

As flagged in the body of our Report, we also encourage the GC and Trustees to consider engaging external consultants to conduct independent exercises on the Club's corporate governance, financial control, budgeting and funding processes in a bid to understand best practice and accordingly establish the appropriate protocols, training and controls within the Club.

We appreciate your attention in reading this Report and we hope that it positively contributes to the strive to maintain the enviable standards of Ikoyi Club 1938.

Yours faithfully,



Similade Ogunbiyi  
Chairperson

On behalf of the Rules Amendment Sub-Committee

**APPENDIX 1  
POST-2015 AMENDMENTS**

**[Attached separately]**

**APPENDIX 2  
DRAFT 2022 CONSTITUTION**

**[Attached separately]**

**APPENDIX 3  
CALL FOR MEMORANDA – NOTIFICATION TO CLUB MEMBERS**

**[Attached separately]**

**APPENDIX 4  
SUBMISSIONS FROM CLUB MEMBERS**

**[Attached separately]**

**APPENDIX 5  
FEEDBACK FROM SECTIONAL CHAIRMEN**

**[Attached separately]**

**APPENDIX 6  
INSTRUCTIONS FROM TRUSTEES**

**[Attached separately]**