

**NIGERIAN INSTITUTE OF PUBLIC RELATIONS (NIPR), CHARTERED BY DECREE
16 OF JUNE 1990, NOW CAP N114, LAWS OF THE FEDERATION OF NIGERIA (LFN),
2004**

**BYE-LAW NO ... OF APRIL, 2025: NIGERIA REPUTATION MANAGEMENT
GROUP (NRMG)**

PREAMBLE

Recognizing that presenting Nigeria to the international community with little or no blemish requires a highly specialized body of experienced Public Relations practitioners, the Council of the Nigerian Institute of Public Relations (NIPR) on October 15, 2024 unveiled the Nigeria Reputation Management Group. Furthermore, pursuant to its powers under Section 17 of its enabling Act, the NIPR Council hereby enacts Bye-Law No ... of ... 2025: The Nigeria Reputation Management Group (NRMG).

ARTICLE 1: ESTABLISHMENT OF THE NIGERIA REPUTATION MANAGEMENT GROUP

1. There shall be established a body of the NIPR to be known as The Nigeria Reputation Management Group
2. Membership of the Group shall comprise experienced Public Relations practitioners who have satisfied the NIPR Governing Council that they have the capacity to undertake, in conjunction with others, the objectives of the Group and the Institute.

ARTICLE 2: OBJECTIVES

The objectives of the NRMG are as follows:

1. To promote Nigeria's positive image locally and globally, through strategic communication and proactive public relations engagements; and
2. To protect Nigeria's reputation from negative local and international narratives

ARTICLE 3: RESPONSIBILITIES

The responsibilities of the NRMG are as follows:

1. Co-ordination, formulation and execution of strategies for the NRMG.
2. Providing guidance and oversight to ensure alignment with the group's objectives.
3. Collaborating with other members of the Board to foster partnerships and stakeholder engagement.
4. Monitoring progress and making recommendations for improvement where necessary.

ARTICLE 4: STRUCTURE AND ADMINISTRATION

The NRMG shall be administered by:

1. An Implementation Board;
2. Work Groups; and
3. A Body of Advisers.

ARTICLE 5: THE IMPLEMENTATION BOARD

The Implementation Board shall comprise the following:

1. A Chairman;
2. First Vice Chairman;
3. Second Vice Chairman;
4. A number of members of the NIPR not exceeding ten (10)
5. A representative of the Governing Council of the NIPR;
6. A representative of the Federal Ministry of Information and National Orientation;
7. A representative of the Ministry of Foreign Affairs;
8. A representative of the NIPR Young Professionals Hub;
9. The Director of the NIPR; and
10. The Executive Secretary/Chief Executive Officer, who will also serve as the Secretary to the Board.

ARTICLE 6: WORK GROUPS

The NRMG shall function through ten (10) Work Groups, namely;

1. Policy and Strategy;
2. Research, Data and Documentation;
3. Partnerships and Linkages;
4. Programmes and Events;
5. Special Interest Groups;
6. Culture and Creative Economy;
7. Nigeria Reputation Fair'
8. Public Relations;
9. Finance;
10. Secretariat.

ARTICLE 7: BODY OF ADVISERS

There shall be a body of advisers comprising such number of persons as the Council may deem fit to appoint.

ARTICLE 8: FUNCTIONS OF THE IMPLEMENTATION BOARD

The functions of the Implementation Board shall be:

1. To formulate policies, and establish guidelines, structures, and operations for the effective implementation of the objectives and programmes of the Group;
2. To hold periodic meetings to carry out their functions efficiently and effectively;
3. To engage with relevant stakeholders on behalf of the Institute;
4. To provide orientation and reorientation training for members;
5. To arrange attendance by members at events and programmes organized by the Council;

6. To propose to Council persons and organizations to be inducted or honoured with corporate membership, honorary fellowship, and other awards;
7. To engage in advocacy and stakeholder relations with government (executive; legislature, judiciary), corporations, traditional institutions and structures, and other national and international Public Relations bodies;
8. To present reports and updates in writing of their stewardship twice a year to the Council; and
9. To implement policies and directives of the Council.

ARTICLE 10: DUTIES OF THE IMPLEMENTATION BOARD MEMBERS

1. CHAIRMAN

The Chairman shall:

- a. Preside over all meetings of the Group;
- b. Direct, coordinate and supervise members of the Board;
- c. Supervise all projects and activities embarked upon by the Group, whether directly or through relevant officers or committees;
- d. Transmit reports on the Group to the Governing Council through the President at least twice in the year;
- e. Remit to the Council, not later than one month of receipt, incomes earned from projects undertaken by the Group;
- f. Approve in writing or by other verifiable electronic communication all expenditures of the Group as approved by the Board or the General Meeting;
- g. Speak for the Group in meetings with other stakeholders and the media;
- h. Present an Annual Report/Address in writing at the Annual General Meeting (AGM) of the Group;
- i. Ensure the financial report of the Group is transmitted to the National Secretariat at least 30 calendar days before the Annual General Meeting of the Group;
- j. Be a signatory to the bank account(s) of the Group;
- k. Exercise the right to cast a vote where there is a tie in a voting exercise; and
- l. Perform any other duties that may be assigned by the Board, or the General Meeting, or the President and the Council.

2. FIRST VICE CHAIRMAN

The First Vice Chairman shall:

- a. Assist the Chairman in supervising members, activities, and projects;
- b. Preside over meetings of the General Meeting and the Implementation Board in the absence of the Chairman or as may be directed by the Chairman;
- c. Be a signatory to the bank account (s) of the Group; and

- d. Perform any other duties that may be assigned by the Board, the General Meeting, or the President and the Council.

3. SECOND VICE CHAIRMAN

The Second Vice Chairman shall:

- a. Deputize for the Chairman in the absence of the First Vice Chairman or as may be directed by the Chairman;
- b. Organize and supervise the projects of the Board;
- c. Perform any other duties that may be assigned by the Board, the General Meeting, or the President and the Council.

4. EXECUTIVE SECRETARY/CHIEF EXECUTIVE OFFICER

The Executive Secretary/Chief Executive Officer shall:

- a. Be responsible for the daily administrative affairs of the Group;
- b. Take and keep records of all minutes of meetings and activities and assist the Chairman with the correspondences of the Group;
- c. In consultation with the Chairman, prepare the agenda for meetings as well as the list of matters arising or other business to be considered;
- d. Ensure that copies of minutes of meetings are made available to members before the commencement of the meeting;
- e. Receive and keep custody of the documents of the Group;
- f. Give and communicate notice of meetings, plans and programmes to members;
- g. Engage in membership drive in collaboration with the PRO/Welfare Officer
- h. Be a signatory to the Group's bank account (s); and
- i. Perform any other duties that may be assigned by the Board, the General Meeting, or the President and the Council.

5. ASSISTANT SECRETARY

The Assistant Secretary shall:

- a. Assist the Executive Secretary/CEO in recording minutes of meetings;
- b. Be responsible for managing the social media handles of the Group; and
- c. Perform any other duties that may be assigned by the Board, the General Meeting, or the President and the Council.

6. PUBLIC RELATIONS OFFICER (PRO)/WELFARE OFFICER

The Public Relations Officer (PRO) shall:

- a. Devise and implement communication strategies and tactics for good relations among members;
- b. Publicize the activities of the Group;
- c. Look after the reputation of the Group;

- d. Liaise with the media to promote and project the activities of the Group;
- e. Create and implement programmes to positively influence public perception of the Group;
- f. Design and implement stakeholder engagements approved by the Group;
- g. Design and organize welfare policies and social activities for members of the Group;
- h. Advise the General Meeting on the welfare packages, including visits, to be extended to members, their families, and families of deceased members of the Group;
- i. Implement the Welfare Policy adopted by the Group;
- j. Keep track of members' welfare and report same to the Board and the General Meeting regularly; and
- k. Perform any other duties that may be assigned by the Board, the General Meeting, or the President and the Council.

7. FINANCIAL SECRETARY

The Financial Secretary shall:

- a. At the beginning of the year, advise all members in writing of their financial obligations and shall update such records as circumstances warrant;
- b. Be responsible for collecting and recording all monies due to the Group and shall deposit in the designated bank all such monies, cheques, and other instruments, along with a detailed, explanatory record of the collections to the Treasurer not later than two working days of such collections;
- c. Prepare all payment vouchers, issue financial circulars, and notify members accordingly as often as necessary;
- d. In conjunction with the Treasurer, prepare and present accurate statement of accounts of the Group's monies at Board and General Meetings - whether general or extraordinary - as may be directed by the Group at any time; and
- e. Perform any other duties that may be assigned by the Group, the General Meeting, or the President and the Council.

8. TREASURER

The Treasurer shall:

- a. Receive from the Financial Secretary and keep all financial records of the Group;
- b. Pay into the Group's bank account(s) all monies, cheques and other instruments received by him or her not later than two working days of receipt of such monies and instruments;
- c. In conjunction with the Financial Secretary, plan and keep an accurate and detailed account of all receipts and expenditures of the Group;
- d. Keep an imprest account for the day-to-day administration of the Group as may be fixed by the Board subject to approval by the General Meeting;

- e. Be a signatory to the bank account (s) of the Group; and
- f. Perform any other duties that may be assigned by the Board, the General Meeting, or the President and the Council.

ARTICLE 9: TENURE

1. Members of the NRMG shall be appointed by the President of the NIPR in association with the Governing Council for a term of two (2) years, renewable for a second term and no more; subject to satisfactory performance.
2. A member may be appointed into any organ of the Group to serve in an office other than the one in which such member previously served.
3. A member of the Group who leaves an office or is co-opted into an office during its tenure shall be deemed to have served the full term of office when the Group shall vacate office.
4. A member of the Group, who without just cause or explanation, absents himself or herself from General meeting or meetings of the organs for four consecutive times shall be deemed to have resigned from such office. In that case, the Board shall replace such person from the membership of the Group or, where that is impracticable, request the Council to replace such member.
5. An officer who is found to have abused his office or neglected to perform his duties may be removed from office before the expiration of the tenure of the Board, in accordance with Article 9 (4) above.

ARTICLE 10: BODY OF ADVISERS

There shall be a body of advisers comprising:

- a. A Chairman;
- b. Two Co-Chairmen;
- c. One Vice Chairman;
- d. A representative of the Federal Ministry of Information and National Orientation;
- e. A representative of the Federal Ministry of Foreign Affairs;
- f. A representative of the Federal Ministry of Art, Culture, Tourism and the Creative Economy;
- g. Two representatives of women;
- h. The Chairman of the Implementation Board; and
- i. A Secretary

ARTICLE 11: MEETINGS

The Group shall hold the following Meetings:

1. GENERAL MEETING

- a. The General Meeting is composed of all members of the Group in good standing.

- b. The General Meeting shall be held at least once every three months and may be physical, virtual or hybrid; that is physical and virtual, having regard to the convenience of members.
- c. The quorum for the General Meeting shall be Twelve (12) members including any of the Chairman or Vice Chairmen, and Executive Secretary/CEO.

2. ANNUAL GENERAL MEETING (AGM)

- a. The Implementation Board shall convene and hold an Annual General Meeting (AGM) of the Group within nine (9) months of its appointment to present a report of its stewardship. Such AGM shall be held not later than twelve (12) months of the appointment of the Group.
- b. The AGM shall consider the Chairman's Report, the Secretariat Report, the Financial Report and any motions moved by the General Meeting.
- c. Notice of the Annual General Meeting (AGM) shall be given not later than fourteen (14) days before the meeting or at the General Meeting preceding such AGM, whichever is earlier in time. Such notice shall be published at the Group's Office (if any), and on other media, whether traditional or new e-media platforms.
- d. The Quorum for the Annual General Meeting shall be twelve (12) members, including any of the Chairman or Vice Chairmen, and the Executive Secretary/CEO.

3. EXTRA-ORDINARY GENERAL MEETING

- a. The Implementation Board may convene an Extra-Ordinary General Meeting in respect of any issue or matter of fundamental concern to the members of the Group
- b. The Implementation Board shall convene an Extra-Ordinary General Meeting if eight (8) members of the Group so demand in writing. If the meeting is not called within seven (7) days of the demand, a notice signed by at least twelve (12) members of the Group shall be valid to convene an Extra-Ordinary General Meeting.
- c. Notice of an Extra-Ordinary General Meeting shall be posted on the notice board of the Group's Office or its online platforms at least seven (7) days to the date of the meeting stating the sole subject to be discussed at the meeting.
- d. Twelve (12) members of the Group in good standing shall form a quorum to validate an Extra-Ordinary General Meeting.

4. IMPLEMENTATION BOARD MEETING

- a. The Implementation Board shall meet at least once in two (2) months. However, it may hold emergency meetings from time to time as may be required for the smooth running of the Group.

- b. Such Board meetings may be physical, virtual, or hybrid, provided no member is excluded by reason of technological disability or incapacity.
- c. Three members of the Board present, one of whom shall be the Chairman or any of the two Vice Chairmen, and the Executive Secretary/CEO, shall form a Quorum.
- d. Decisions of the Implementation Board shall be by simple majority of members present.
- e. Where the decision is to suspend or recommend the removal of a member from the Implementation Board at least seven (7) members shall be required to validate such decision.

ARTICLE 12: WORK GROUPS

The Board may appoint standing or ad-hoc committees to carry on the programmes and projects of the Group. However, the work of Group shall be executed through the following ten (10) Work Groups, namely;

- 1. Policy and Strategy;
- 2. Research, Data and Documentation;
- 3. Partnerships and Linkages;
- 4. Programmes and Events;
- 5. Special Interest Groups;
- 6. Culture and Creative Economy;
- 7. Nigeria Reputation Fair'
- 8. Public Relations;
- 9. Finance;
- 10. Secretariat.

ARTICLE 9: FINANCE

- 1. The Group shall derive its finances from dues, levies, gifts, and donations by members and third parties.
- 2. The Group shall also earn monies, materials, and goodwill by rendering and providing professional services and solutions to members and third parties.
- 3. Dues and levies may be paid in instalments by members in accordance with allotments agreed by the General Meeting provided that the final instalment is paid before any deadline fixed by the General Meeting or the Council.
- 4. The Group shall not borrow monies from any institution or corporation unless approved by the Governing Council, provided such monies are to be applied to special projects that would yield reasonable income for the Group.
- 5. Monetary and other pledges by members shall be deemed as indebtedness to the Group if they remain unredeemed after ninety (90) days, and shall be taken into account in determining the financial standing of such members.

6. The signatories to the Group's bank account (s) shall be the Chairman or First Vice Chairman, the Executive Secretary/CEO, and the Treasurer.
7. Any two of the signatories, one of whom must be the Chairman or First Vice Chairman, may sign instruments on behalf of the Group.
8. The Group shall operate a special account to be designated "Project Account" and shall within 30 days of earning any income into that account remit forty percent (40%) of such income to the Governing Council and retain sixty percent (60%) for its operations and projects.

ARTICLE 10: POWERS OF THE PRESIDENT AND THE COUNCIL OVER THE GROUP

1. The policies, plans, programmes, and projects of the Group shall be expressed in writing and approved by the President and the Council.
2. The Chairman of the Implementation Board shall transmit timeously all statutory reports and monies to the President and the Council, and ensure that the Registrar is copied.
3. Neither the Group nor its subsidiary structure, may challenge the decisions, directives or byelaws of the Council.
4. The Council reserves the right to dissolve the Group and appoint entirely new members.

This Bye-Law became effective thisday of2025