

THE COMPANIES ORDAINCE, 1922, CAP,138

ASSOCIATION LIMITED BY GUARANTEE

Revised Memorandum

And

Articles of Association

THE ETERNAL SACRED ORDER OF THE CHERUBIM AND SERAPHIM

(Founded by Moses Orimolade Tunolase November, 1925)

INCORPORATED THE FOURTEENTH DAY OF FEBRUARY, 1930

The Eternal Sacred Order of The Cherubim and Seraphim

Special Resolution passed at an Extraordinary General Meeting of the Order held on Saturday 6th June 1970 at the Mobolaji Johnson Auditorium Rowe Park Yaba.

“RESOLVED THAT THE ARTICLES OF ASSOCIATION OF THE ORDER BE ALTERED BY SUBSTITUTING THE REVISED ARTICLES OF ASSOCIATION ATTACHED HERETO AND MARKED “A” FOR THE EXISTING ARTICLES OF ASSOCIATION OF THE ORDER

Sgd:.....

(Evangelist J.A. OGUNNAIKE)

Secretary of the Extraordinary

General Meeting

Sgd:.....

(Senior Apostle A.A. OGUNKUNLE)

Chairman of the Extraordinary

General Meeting

NIGERIA

CERTIFICATE

Under the Companies Ordinance (Cap. 138) that a Company is entitled to commence business.

I hereby certify that THE ETERNAL SACRED ORDER OF THE CHERUBIM AND SERAPHIM which is incorporated under the Companies,

Ordinance (Cap. 138.) on the Fourteenth day of February, 1930 and which has this day filed a statutory declaration in the prescribed form that the conditions of the said ordinance have been complied with, is entitled to commerce business.

Given under my hand at Lagos, this Fourteenth day of February, One thousand nine hundred and thirty.

CHARLES A. GORDON

Registrar of Companies

THE ETERNAL SACRED ORDER OF THE CHERUBIM AND SERAPHIM

(FOUNDED BY MOSES ORIMOLADE TUNOLASE- NOVEMBER 1925)

MEMORANDUM OF ASSOCIATION

1st: The name of the Association or Order is “The Eternal Sacred Order of the Cherubim and Seraphim”.

2nd: The objects for which the Association or Order is established are “to evangelise and to arouse the African in Nigeria in particular and the whole world in general to the practice of a spiritual Christian life and of those sublime principles of Christian charity and faith as taught by, Christ Himself”.

3rd: The liability of the members is limited.

4th: Every member of the Association or Order undertakes to contribute to the assets of the Association or Order in the event of its being wound up while he or she is member, or within one year afterwards for the payment of the debts and liabilities of the Association or Order contracted before he or she ceases to be a member, and the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Ten Pounds.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into an Association or Order in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSRIBERS

Theirmarks

1. Moses Orimolade Tunolase - 42, Daddy Alaja St., Lagos
2. Peter Omojola - 42, Daddy Alaja St., Lagos
3. E. O. Bada - 160, Cemetry St., Ebute-Metta-Marks
4. Isaac Adebulewo - Olushi St., Lagos – Clerk
5. N. B. Seton - Ibadan St., Ebute Metta – Clerk
6. Gabriel Ade. Ogunyadi - Great Bridge St., Lagos
7. Sabina A. Roberts - Offin Rd., Lagos – Trader..,
8. J. O. Coker - 15, Glover St., Ebute Metta –, Clerk
9. Samuel Amodu - Strachan Street, Ebute Metta
- 10.Sarah A. Johnson - 86, Strachan Street Ebute-Metta
- 11.Rachael O. Johnson - 86, Strachan Street, Ebute Metta
- 12.Jennie C. Winful - Koshe Street, Lagos
- 13.Edward Ade. Johnson - Ibadan St., Ebute Metta – Clerk
- 14.G.O. Fakoleti - Tailor, Alagbado, Nigeria.

Dated the first day of February, 1930

Certified that the foregoing has been read over and explained in the Yoruba Language to the subscribers thereto when each of them appeared to fully understand the same before putting their signature or mark in my presence:-

Witness:- H. KING PAUL

(Section II (4) Cap 138 Laws)

J. C. HOWARD

Address: 9, Ondo Street,

Ag. Attorney General

Ebute Metta

12th February 1930

“ANNETURE “A”

THE ETERNAL SACRED ORDER OF THE CHERUBIM AND SERAPHIM

(Founded by Moses Orimolade Tunolase – November 1925)

REVISED ARTICLES OF ASSOCIATION

NUMBER OF MEMBERS

1. The Association or Order for the purpose of registration is declared to consist of an unlimited number of members, divided into two subordinate sections known as:-
 - (a) The Cherubim and
 - (b) The Seraphim

DEFINITION OF MEMBERS

2. Every person shall be deemed to have agreed to become a member of the Association or Order who causes, his or her name to be enrolled in the Roll of members kept by either of the two sections for the purpose and shall have promised to abide by the rules and regulations herein prescribed.

ELIGIBILITY FOR MEMBERSHIP

3. Any penitent sinner whether Christian, Muslim or Pagan who acknowledges his or her sins and accepts the doctrine of Salvation through Our Lord and Saviour Jesus Christ, purporting to lead a new and Holy life, is eligible for membership, and shall if still a member, on his or her death be entitled to the funeral rites of the Order. No entrance fee shall be payable by a member on admission into the Order.

DESIGNATION AND OBJECT

4. The Order, a religious Christian Association founded in November the year of our Lord One thousand nine hundred and twenty-five by Moses Orimolade Tunolase by inspiration of the Holy Spirit, shall be known as and designated “THE ETERNAL SACRED ORDER OF THE CHERUBIM AND SERAPHIM”. Its object is to evangelise and arouse the whole world to the practice of a spiritual Christian life and those sublime principles of Christian charity and Faith as taught by Christ Himself.

DOCTRINE

5. (a) The Order holds unshaken faith in the Holy Bible as the Word of God and in Salvation through Jesus Christ, and in the Trinity in Unity. It believes in the use of incense, purification by prayer and fasting and the resurrection of the dead. Its first and primary work is that of prayer and the preaching of the Gospel. It believes in the curative effect of Prayer for all afflictions, spiritual and temporal, but condemns and abhors the use of charms or fetish, witchcraft or socery of any kind and air heathenish sacrifices and practices. It is not averse to the engagement of qualified medical practitioners or doctors or the use of patent medicines or other drugs. It endorses and does practice the sanctification of water and oil by prayer and the effect of such consecrated water and/or oil for all purposes.
 - (b) The Patron Saint Of the Order shall be Arch Angel Michael
 - (c) The Vice Patron Saint of the Order Shall be Holy Gabriel

DIVINE SERVICES

6. (i) Divine Services shall be held on Sundays both in the morning and evenings
 - (ii) Prayer meetings shall be held daily at the hours of prayer or as the spirit may direct
 - (iii) Revival Services shall be held at any time as and when directed by the spirit
 - (iv) Open-air services shall also be held as and when directed by the spirit

At all these services singing; clapping of hands and drumming shall be permissible. The organization of orchestra or band conforming to the Doctrine of the Order shall also be permissible.

BAPTISM

7. Every member of this Sacred Order shall be baptized by immersion regardless of whether or not the member has been previously baptized by another Christian Denomination, which does not practice baptism by immersion. It is compulsory that before the member is ordained an Aladura he must have been duly baptised. It is also compulsory that a member must have been baptised according to the rites of this Sacred Order before being eligible to take the holy Communion.

MARRIAGE

8. The Order recognises either marriage under the Act or marriage according to Native Law and Customs. It shall be solemnised according to the rites prescribed by the Order through the Ecclesiastical Committee.

PARAPHERNALIA

9. The robes and other paraphernalia of the Order shall be worn only on such occasion as the Ecclesiastical Committee shall decide or direct. The use of Banner or banners Canopy or large Umbrella of office by the Baba Aladura and his successor in office shall also be decided by the Ecclesiastical Committee. No person who has ceased to be a member shall on any account wear or otherwise make public use of the robes or other paraphernalia of the Order.

THE SUPREME HEAD

10.(i) Baba Aladura: The Order being spiritually governed through the Founder Moses Orimolade Tunolase, he, for the time being and until his death or unless he shall depute his authority to a high Spiritual Officer appointed by him, shall have full power or control, management and discretion in all matters. He shall be known and called “BABA ALADURA” (Praying Father) or Alagba and may use such robes of his high office as to him shall seem fit on any occasion. Thereafter, all subsequent Baba Aladura shall be appointed by the General Conference by secret ballot on the recommendation of the Conference Board as herein after provided. The Baba Aladura, so constitutionally appointed, shall be the supreme head of the Order. He shall have the power of direction in all spiritual matters on the recommendation of an Ecclesiastical Committee. It shall be his duty to induct members into the various ecclesiastical offices in the Order unless he delegates any of these functions to any other spiritual officer. He shall presides over the Annual General Conference and the Conference board and shall have a casting vote in the event of a tie.

The post of Baba Aladura shall be filled in Rotation by the two mother churches if any vacancy occurs. Whenever the post of Baba Aladura becomes vacant the Mother Church whose turn it is to fill the vacancy shall present a candidate for it to the Conference Board who shall appoint the presented candidate the Baba Aladura unless he is not qualified as required by this article. A candidate may be presented and appointed Baba Aladura notwithstanding the fact that he is not a Vice Baba Aladura.

(ii) Remuneration of the Baba Aladura: The Baba Aladura shall be paid such remuneration as may be decided by the Conference Board.

(iii) Determination of the Office of Baba Aladura.

(a) **Resignation:** The Baba Aladura may resign his office by giving three months notice to the Conference Board, but the acceptance of such resignation is subject to the approval of the General Conference. In the interim pending the next Annual General Conference, the Conference

- Board is empowered to appoint an Acting Baba Aladura after their expiration of the 3 months notice.
- (b) **Removal:** In the event of the Baba Aladura misbehaving and/or losing the confidence of the Conference Board and/or generality of the membership of the order he may be removed from office after a vote of no confidence has been unanimously passed by a two thirds majority of the delegates present at the Annual General Conference.
 - (c) **Suspension:** If the offence committed by the Baba Aladura is so grievous, he may be suspended by the Conference Board pending the decision of the Annual General Conference. During such suspension, the Baba Aladura shall be paid half salary.
 - (d) **Retirement:** The Baba Aladura shall be eligible to retire from his office should he so desire on reaching the age of 65 years. However, the Baba Aladura shall be compulsory retired on the grounds of ill-health or on reaching the age of 75 years; but this may be extended subject to his medical fitness, the Confidence of the General Conference on the recommendation of the Conference Board. The Baba Aladura shall not preside over the meeting of the Conference Board on this occasion.
 - (e) **Pension:** On the retirement or invalidation of the Baba Aladura he shall be paid such pension as may be decided by the General Conference on the recommendation of the Conference Board.

MOTHER CHURCHES

- 11.(i) There shall be two Mother Churches of the Order. The two Mother Churches shall be the two factions into which the Order split immediately after the death of the Founder MOSES ORIMOLADE TUNOLASE. They are:
 - (a) Mount Zion House of Prayer, 75, Ibadan Street, (East) Ebute-Metta, led by Elder Abraham Williamson Onanuga;
 - (b) Hotonu House of Prayer: 10, Hotonu Street, Lagos, led by Elder Peter Omojola Tunolase
- (ii) There shall be a Head for each of the Mother Churches who shall be designated “Vice Baba Aladura”. The duties of the Vice Baba Aladura shall include:

- (a) The general administration, of the Mother church in his own area of jurisdiction and its branches
- (b) The presiding over all the meetings of the Executive Committee and the Conference of that Mother Church. He shall perform his duties on the advice of the Executive Committee of that Mother Church and he shall not deviate from such advice. He shall owe allegiance to the Baba Aladura.

GOVERNING BODIES

12. The Governing Bodies of this Sacred Order shall be:-

- (i) The Annual General Conference: which shall be the highest authority of the Order. It shall compose of two delegates from each Branch Church except that sixteen members of the Executive Committee of each Mother Church shall be Conference delegates.
- (ii) The Conference Board:- which shall be the executive body to the Conference and shall conduct the affairs of the Order between Annual General Conferences.
- (iii) The Territorial Conference:- which shall co-ordinate the activities of the branch churches within a territory.
- (iv) District Council: which shall co-ordinate the activities of local churches within a district.
- (v) Ecclesiastical Committee:- which shall deal with spiritual matters.
- (vi) Disciplinary Committee: which shall be responsible for discipline.
- (vii) Executive Committee: which shall be responsible for the management of local churches.
- (viii) Education Committee: which shall be responsible for education and training.

MEETINGS

13.(1) Annual General Conference: The General Conference shall, meet once a year on the first Friday in the month of December to deal with the following subjects:

- (a) To receive and deal with the annual report of the General Conference Secretary
- (b) To receive and deal with the audited report of the Conference Treasurer.
- (c) To receive and deal with the Auditor's report.
- (d) To deal with election of Officers including the appointment of the Baba Aladura.
- (e) To deal with the motions properly placed before the Conference. Advance motions for the Annual General Conference intended for circulation with the Agenda must be forwarded to reach the General/Conference Secretary in writing duly seconded, not later than thirty days before the said Annual Conference.
- (f) To deal with the recommendation of various Ad-hoc Committees
- (g) To consider and adopt any amendment to this Constitution.
- (h) To deal with other matters of national importance for the progress of the Sacred Order that may be properly placed on the Agenda.

(2) Conference Officers: The following shall be Officers of the Conference.

(a) Leader of the Conference: The Leader of the Conference shall be elected at the Annual General Conference on the recommendation of the Conference Board. His function shall be to lead any Sub-Committee that may be appointed by the General Conference to deal with any matter of vital importance.

(b) General Secretary: The General Secretary to the Order shall be elected at the Annual General Conference by secret ballot of a simple majority. The General Secretary shall not be below the rank of an Apostle. He shall be an appreciably experienced man in the Order and shall be sufficiently literate and intelligent to be capable of carrying out the onerous administrative duties of a Secretary. He should be a man of unimpeachable character and have a respectable personality to be able to project the true image of the Cherubim, and Seraphim both spiritually and materially. The General Secretary shall be charged with the general administrative responsibilities of the Order thus-

(i) He shall be the Secretary of the General Conference, Extraordinary Conference and the Conference Board.

(ii) He shall keep the following books:-

A Minute Book for recording all the proceedings of the meetings.

Titles Deeds, Ordination Records and other important document of the Order.

(iii) He shall convene all meetings that come under his jurisdiction with the approval of the appropriate body

(iv) He shall send out preliminary written notice of the Annual General Conference not later than sixty days before the Conference.

(v) He shall issue out final notice of the Annual General Conference together with the full agenda as approved by the Conference Board not later than twenty one days before the Conference and shall contain all motions duly proposed seconded and received in accordance with sub-section (1) (e)

(c) Assistant General Conference Secretaries: The General Secretary shall be assisted by two assistants nominated by the two mother churches of the Order and shall be called Assistant General Secretaries. They will be nominated to the Conference Board and ratified by the General Conference. Their duties will be as directed by the General Secretary.

(d) Treasurer: shall be responsible for all the financial administration of the Order including preparation of financial statement as required. He shall be elected at the Annual General Conference.

(e) Auditor: shall be elected at the Annual General Conference. He shall present to the Annual General Conference a report concerning the Accounts of the Order for the preceding year.

(3) Extraordinary General Conference: Whenever the occasion demands, an emergency meeting of Extraordinary General Conference shall be called at the instance of the Conference Board or at the unanimous request of not less than one hundred members. Due notice must be given of the subject to be discussed. The date, time and place of the Extraordinary General Conference shall be decided by the Conference Board.

(4) Territorial Conference: There shall be established a Territorial Conference in any given area to promote uniformity in the practices of the Order generally as may be handed over by the General Conference or the Conference Board. The

Territorial Conference shall compose of delegates from branch churches within the particular territory. The Chairman of the Territorial Conference shall normally be the most senior spiritual officer within the particular territory. Where however the Baba Aladura attends any territorial conference he shall be the Chairman of the Conference. The Territorial Conference shall be entitled to regulate the procedure of its meeting.

It shall have the power to fix date and time of its meeting which shall be held once a year provided that all territories would have held their Conference meetings before the Annual General Conference.

(5) Conference Board:-

(a) The Conference Board shall compose of the Baba Aladura and all the Conference Officers. In addition there shall be four representatives nominated from each mother church of the Order. These nominated representatives shall not be below the rank of Apostle. The Board shall meet normally every three months except that it shall meet as frequently as desirable when the business of the Board demands.

(b) The duties of the Conference Board shall be executive in nature. Its duties shall include the following:-

(i) To formulate policies to be debated at the Annual General Conference

(ii) To implement the decisions of the Annual General Conference

(iii) To fill any vacancies occurring in the Conference Board between Annual General Conferences

(iv) To nominate a candidate for the post of Baba Aladura whenever it becomes vacant.

(v) To set up Ad Hoc Committee on various matters

(vi) To carry out all such functions as are consistent with the policy and tradition of the Order.

(6) District Council:- Any Group of churches within a territory can form a District Council. Depending on the size of the territory or the number of churches within the territory, there can be more than one District Council within the territory. A District Council shall be entitled to regulate the procedure of its meeting and make its own by-laws. The District Council shall come under the jurisdiction of the territory in which it is situated.

(7) Executive Committee: Each local church or Branch of the Order shall be the ruling body of the church. The domestic administration and control of the church shall be vested in the Executive Committee. It shall have power to appoint sub-committee within the church to manage its affairs. It shall be entitled to prescribe and regulate its own procedure at meetings and carry out all functions that will tend to the progress of the church provided that it shall not conflict with the policy of the Order.

(8) Ecclesiastical Committee: This shall comprise the Baba Aladura, the other Heads of mother churches, two elders each nominated by them and the Conference secretary. It shall deal with spiritual matters, order of services, ordinations and regulate robes of office for the various grades of officers.

(9) Disciplinary Committee:- This Committee shall comprise the General Secretary and four elected members from each of the mother churches. It shall have power to elect its own Chairman from amongst its members and shall follow its own rules of procedure. It shall constitute a court of finding by investigating any case of indiscipline or misdemeanor which may be referred to it by either the General Conference or the Conference Board.

After thorough investigation duly observing the rules of evidence and defence, it shall submit the report of its findings together with recommendation to the Conference Board or General Conference whichever initiates the case. The General Conference shall however constitute the final court of appeal.

The following are the charges or offences on which any spiritual officer or member including the Baba Aladura may be presented for trial:

- (a) A criminal offence which has been decided in the Criminal Court.
- (b) Sexual immorality including seduction.

- (c) Conduct calculated to result in scandal.
- (d) False doctrine.
- (e) Subversive activities likely to cause sabotage of the Order or result in separation or secession from the Order
- (f) Disobedience of constituted authority.
- (g) Violation of the Constitution.
- (h) Neglect of duty.

(10) Education Committee: This Committee shall comprise of 12 members to be nominated six each by the 2 Mother Churches. The members so nominated shall be literate people who are educationist or have good knowledge of educational systems of the country. The Committee shall have the following Officers:

- (i) An Education Chairman who shall be appointed by the Committee
- (ii) An Education Secretary who shall be elected at the Annual General Conference by secret ballot. He shall act on behalf of the Conference as Proprietor of all Schools and Colleges under the Order.
- (iii) An Education Treasurer who shall be appointed by the Education Committee.

QUORUM

- 14.(a) 33 1/3 per cent of the Conference delegates present at the Annual General Conference, Extraordinary General Conference, Territorial Conference, District Council and Executive Committee shall form a quorum
- (b) Eight members of the Conference Board shall form a quorum at any meeting of the Board.

VOTING

- 15. Voting at all meetings of the Order shall be by show of hands, except the Chairman decides otherwise, provided that appointment and election under Articles 10, 13 (2), (b) and 13 (10) (ii) shall be by secret ballot. Decisions at

all meeting shall be by a simple majority subject to the provisions of Articles 10 (iii) (b) and 22.

FUNDS

16.The Funds of the Order shall be obtained from the following sources:-

(i) Conference Funds:- The Conference Funds shall be by levy on individual churches and by payment of monthly contribution of by every adult member of the Order with the exception of indigent, invalid or poor and sick members. The Conference may also impose special levy for development purposes. All profits if any and other income shall be applied to promoting the object of the Order and no dividend shall under any circumstances be paid to any member.

(ii) Local Funds:- Funds for local churches shall be obtained from the following sources:- Collections at Divine services Offerings on Sunday, at Anniversaries and also monthly tithes.

MANAGEMENT OF FUNDS

17.Either the Conference or any local church shall be entitled to appoint its own trustees to manage and control its own funds.

PAYMENT OF STIPEND

18.A stipend may be paid from the funds of the Order to any members who by direct appointment renders full time service to the Order. An Allowance may be paid to any member who shall have devoted his time and energy to the service of the Order and thereby has been precluded from work at such rate and for such period as may be decided upon.

ACQUISITION OF PROPERTY

19. The Order may acquire Freehold rights of property either for religious worship, school, meeting hall or any other lawful purpose or purposes. Any such property acquired on behalf of the entire Order shall be vested in the General Conference who shall appoint Trustees for such property. Any property acquired by any local church shall also be vested in the General Conference which shall have the right to appoint its own trustees for the property. The Deeds of Title of each property shall be kept in the custody of the appropriate trustees of the property.

LITIGATION

20. The Order discourages the institution of processes or actions; in Court by a member against a member and recommends amicable settlement of all differences misunderstanding, misconduct, unpleasantness or offences by investigation by the Conference Board. Should it at any time be necessary for the Order to be represented in Court the Order may engage the services of a Solicitor and Counsel and shall depute the General Secretary or any other accredited member or members to attend court. The General Secretary or any member or members so deputed shall in no way be personally liable for anything arising out of the case.

CODE OF CONDUCT

21. The Order expects every member to peacefully conduct himself or herself as law abiding citizen. Members of this Order should not be connected with seditions, riotous or illegal acts but should reverently submit and upload lawfully constituted authority. It is the duty of a member to help the sick, the poor and needy and relieve suffering humanity in all honourable ways with steadfast faith in the good Providence of God and a sure hope of the reward

promised to all good and faithful servant in the name of the Father, Son and Holy Spirit.

AMENDMENT

22. The foregoing Articles of Association which represent the constitution of the Order shall be amendable at the Annual General Conference or Emergency General conference by two-third majority of the delegates present and voting at the Conference provided that motion for amendment has been included in the notice of meeting for the particular General Conference.

REGISTRATION OF BRANCHES

23. All the branches of the Order shall be registered with the Headquarters of the Organisation. A form for this purpose shall be completed. On the receipt of the Format at the Headquarters a Registration Certificate shall be issued.

The Registration Certificate shall be produced on demand for inspection by the Baba Aladura or his representatives, the General Secretary or his Assistant, the Leader of the Conference, a Senior or Supervising Apostle or any member of the Conference Board.

Only those branches that are registered with the Headquarters shall be entitled to bear the name of the Order.