



SASSE OLD BOYS ASSOCIATION UNITED KINGDOM

SUMMARY REPORT OF THE GENERAL ASSEMBLY MEETING (GAM)

24TH FEBRUARY, 2018

DUNCHURCH PARK HOTEL

RUGBY

CV22 6QW

WARWICKSHIRE

UNITED KINGDOM



GENERAL ASSEMBLY MEETING (GAM) PROGRAMME

Chairperson:	Ayuk Akoh-Arrey, Dennis Angafor and Usamatu Babangida
No of attendees:	Twenty-eight (28)
GAM minimum quorum:	Sixteen (16)
Minutes taken by:	SOBA:UK Secretariat

AGENDA

1. Welcome of the members by the Chairperson ✓
2. Prayer and Sasse College Anthem ✓
3. Introductions by members ✓
4. A brief welcome by the President ✓
5. Review of progress on key resolutions from the last meeting ✓
6. The full narrative of SOBA:UK events since July 2017 to February 2018 ✓
7. Financial Review to December 2017 ✓
8. Progress on Accounts Health-check ✓
9. The Treasurer's guide (postponed to next GAM)
10. Confirmation of attendance to SJFD ✓
11. SOBA ID cards ✓
12. Email System Support ✓
13. AOB ✓
14. BUFFET LUNCH AT 2PM ✓
15. Motivational speakers (postponed to next GAM)
16. Networking, Drinks and close ✓

✓ Represents agenda item covered during GAM



Item 5 - Review of Key Resolutions from the last Convention Assembly of 11/11/2017

The following resolutions were unanimously passed by members of SOBA:UK at the 11/11/2017 Convention Assembly. Actions associated with these resolutions were reviewed and further progress reported to the 24/02/2018 GAM by the executive.

Key Resolutions passed on the 11/11/2017 Convention Assembly:

1) Legal Entity:

Members mandated that an appropriate Legal Entity be set up for SOBA:UK by the Executive, given that the Association has now reached the threshold for such a structure.

2) Finance Trust:

Members requested that a Finance Trust be set up with constitutional backing to provide real time oversight on the Association's expenditures by the Executive.

3) Bereavement support:

Members agreed that an improvement be made to the baseline bereavement support by SOBA:UK from £600 to £1,000 for members who have at least three continuous periods of registration with the association.

4) Member suspension:

The Convention Assembly upheld the Suspension of Mr Thomas Adamu as proposed by the Executive.

Other Resolutions reviewed by the GAM:

- 5) A review of article 35
- 6) Setting up of the membership pack
- 7) Review of Task Groups
- 8) Setting up of a SOBA:UK Advisory Service



Update and actions on Key Resolution 1 - The Legal Entity

Background:

The Convention Assembly agreed on the 11/11/2017 to set up SOBA:UK as a legal entity to provide the following features:

- Remain a membership association governed by its constitution
- Provide equal rights to all members, with no PSC
- Provide limited liability to its membership and Executive
- Appointment of a corporate secretary.

The Issues:

- I. The executive of SOBA:UK conferred shortly after the elections in September 2017 to deal with the threats posed by certain members of the UK Association.
- II. Specifically, two members of SOBA:UK had used the full name of SOBA:UK to maliciously register a company in late August 2017 with Company House, without authorisation by the Convention Assembly or by the Executive.
- III. These members were Adamu THOMAS who is listed as the company director and Francis Ngwa NIBA who is listed as the company secretary.
- IV. Furthermore, these members made themselves **People with Significant Control (PSC)** with veto powers;
 1. Adamu THOMAS - Controls more than 50% but less than 75% of the limited company
 2. Francis Ngwa NIBA - Controls more than 25% but less than 50% of the limited,
- V. The members of SOBA:UK take a grim view of these actions by these two members; to maliciously register SOBA UK with Company House without authorisation, in an attempt to usurp the legitimate and long-standing position of Sasse Old Boys Association in the UK.

Actions achieved by SOBA:UK to consolidate its legal standing in the UK:

SOBA:UK announces the successful registration of its trademarks and formal ownership of the Intellectual Property of its name in the UK. These are also covered under the World Intellectual Property Organization (WIPO) convention. The members of GAM applauded these achievements.

There are two trademarks registered:

1. A figurative trademark - **The bespoke SOBA:UK brand Logo** [herein used] - [TM Registration number and online listing were shared at GAM]
2. The Long Name in its entirety – **SASSE OLD BOYS ASSOCIATION UNITED KINGDOM (SOBA UK)** – [TM Registration number and online listing were also shared at GAM]

These trademarks are singularly owned by SOBA:UK and can be identified with its appointed legal representative.

Agreement and next steps:

The GAM of 24th February 2018 mandated the Executive to seek redress on any acts of trademark infringements using all available means.

Update and actions on Key Resolution 2 - The Finance Trust

Background:

A proposal was brought to the Convention Assembly of 11/11/2017 to create a Finance Trust which will provide an oversight to the Association's budget and expenditure. Members agreed and voted to mandate a Finance Trust.

The Issues:

1. Appropriate wording to be included in the constitution is needed.
2. The workings of the Finance trust which will report directly to the Assembly was discussed and is still to be finalised.

The proposed constitutional text for Finance Trust:

To be included under Article 23 (4):

The Convention Assembly shall elect a Finance Trust consisting of three members to provide real time oversight support on association expenditure.

- a) Membership of the Finance trust shall be conferred for two years after which, the Convention assembly shall review the membership.*
- b) The Finance trust shall have real time oversight of the association expenditure activities by the executive to ensure that expenditures are in line with association business.*
- c) The Finance trust shall report to the Convention Assembly.*

Actions for future consideration by GAM:

- I. The operational steps for the Finance Trust needs further clarification; especially around the level of control afforded to the team and interaction with the executive. Still to be decided.
- II. The Trust will be renamed as The Budget Oversight Committee (BOC).
- III. A budgeting element needs to be added to the organisation's repeat activities – such budget will cover forecasts for the following year to be approved by the GAM annually.
- IV. The following volunteered to develop a BOC engagement process and improve on the quality of the constitution text above: Hans Njumbe, Atem Akoh-Arrey and Berlin Asong.
- V. Appointment of BOC members was postponed to the next Assembly meeting.



A review and amendment of Article 35

Background:

A proposal to change Article 35 was put to the General Assembly meeting which was adopted as the text was deemed to be out of date.

Article 35 - current text:

Upon the voluntary, administrative or judicial dissolution of the association, its disposable assets shall be handed over to St. Joseph's College, Sasse.

The proposed text for Article 35:

Upon the voluntary, administrative or judicial dissolution of the association, its disposable assets (or liabilities) shall be handed to its registered members of the latest period taking account of their period of continuous registration, or as agreed by the Convention Assembly, where possible.

Agreement:

Article 35 was ratified and adopted as proposed by unanimous vote.

This amendment is effective from 24th February 2018.



Overseas Engagements

- 1) Proposal to partner with SOBA America in Scholarship Awards to Sasse College students.
- 2) The engagement with SOBA General

1) Partnership over Scholarships to Sasse College students

The GAM members debated this issue and agreed that this should not be a priority in the coming year. The vote on this was therefore not passed. The rationale was that members felt that there was more work to be done on SOBA:UK itself given the issues which have emerged in the last few months. Thereafter, this proposal to partner with SOBA America in Scholarship Awards for students will be revisited once things in the UK Association have settled down.

2) Engagement with SOBA General

Background: A communique from the SOBA Secretary General dated 18th January 2018 was circulated around the world ordering fresh elections in the UK to be supervised by an election commission appointed by the president of SOBA General.

The Issues: Article 18 of the SOBA:UK constitution clearly pronounces the UK Convention Assembly as its supreme authority. Furthermore there is no constitutional provision that allows such an unprecedented interference from SOBA in Cameroon on the internal matters of SOBA:UK. Additional points discussed and taken into account in the GAM were;

- a) The letter presented by the Principal of Sasse College purporting to have come from members of the association in the UK, was certainly not from registered members of SOBA:UK.
- b) There was no consultation with SOBA:UK about the need for fresh elections and whether that would resolve any issues.
- c) The President General appointed members of an electoral committee none of whom were registered members of SOBA:UK.
- d) In a meeting with the President General in November 2017, the President General was asked by the executive not to interfere with internal SOBA:UK matters, which he agreed to, but has then reneged by announcing fresh elections in SOBA:UK from Cameroon.
- e) Elections were held in July/August 2017 which resulted in the present mandate for the incumbent executive team. The next elections are due in 2019.

The decision by the UK General Assembly

Members voted unanimously to reject the calls for fresh elections in the UK. Members reaffirmed their autonomy in the UK whilst remaining keen on collaborating and showing respect to all Sobans around the world.



Finance reporting - Update

1. SOBA:UK Accounts update by Batey Tako:

The Finance Secretary, Soban Batey Tako, presented the latest statement of accounts. The SOBA:UK Lloyds current account balance as of 31st January 2018 was represented. However, emerging expenses for the GAM, bereavement contributions and St. Joseph's feast day plans were still to be accounted for. Soban Tako also presented bank statements of the said account from 2014 to date.

Agreements/next steps:

Members applauded Soban Tako for his diligence and encouraged him to keep up with the good work.

2. Accounts Health-Check by Benedict Tchantcheu:

Soban Benedict Tchantcheu, an Accountant by profession and a qualified Auditor, was appointed to conduct a health check of the association's accounts for the years 2016 and 2017.

Method used:

In his analysis, Soban Tchantheu incorporated four elements for consideration in his Risk Assessment: accountability, governance, Executive override of internal controls and financial reporting. Various components of materiality as a metric were used to appraise the performance of the account.

Findings and conclusion

Based on a benchmark of up to 3% materiality characteristic of Not-for-profit entities, the performance materiality for the SOBA:UK account were judged to be £391 and £439 for 2016 and 2017 respectively. The corresponding De Minimis Sum materiality were reported as £39 and £44 respectively.

From these findings, Soban Tchantcheu concluded that there were no concerns to bring to the General Assembly's attention resulting from the checks performed on the SOBA:UK accounts.



SOBA:UK Membership card, Membership Pack and Email System

1. SOBA:UK ID cards initiative by George Makoge:

Soban G Makoge presented a proposal to provide members with ID cards. This was well received taking into consideration the added benefits that could be derived in reducing crowd control anomalies at conventions. It is to be considered if our guests could be identified by a similar method during conventions.

Agreements and next steps:

Soban Makoge was given permission to investigate costs and the implementation strategy and report in the next GAM.

2. Update on Membership Pack by Bime Lafon:

Soban B Lafon presented a draft of the membership pack to members. This asset is envisioned to complement the SOBA:UK constitution - providing real-world narrative of how SOBA:UK works for its members. Furthermore, this is anticipated to provide the backdrop to the association's activities for the benefit of new members.

Agreement and next steps:

Soban Lafon was commended for this outstanding piece. However, this was classified as work in progress to be presented in completeness at the next GAM.

3. SOBA:UK Email System Support by Philip Nana:

Soban P Nana reminded members about the SOBA:UK proprietary email system. Soban Nana further reminded members of the security and reliability features associated with the system.

Agreements and next steps:

Registered members who had not received SOBA:UK email accounts were encouraged to contact Soban Nana directly or email helpdesk@sobaintheuk.org to be set up.

Meeting ended at 6:30pm
The next GAM will be arranged for the 2nd half of 2018