



**Ghana Integrity Initiative  
(Local Chapter of Transparency  
International)**

*A Company limited by Guarantee (Registration No. G 4486)*

# **THE CONSTITUTION**

**Registered Office:**

**Ghana Integrity Initiative,**  
House No. 21 Abelenkpe Road, Abelenkpe,  
Private Mail Bag CT 317, Cantonments,  
Accra, GHANA

## **PREAMBLE:**

**GHANA INTEGRITY INITIATIVE (GII)** is the local chapter of Transparency International and it is a non-partisan, non-profit civil empowered Organization focused on the delivery of essential themes necessary for the creation of a National Integrity System.

(1) GII works to ensure a corruption free Ghana in all spheres of endeavour where people and institutions act with integrity, accountability, and transparency.

(2) GII seeks to promote, protect and preserve best socio- moral standards and practices in business and politics at both national and international levels.

(3) The Constitution shall be the supreme law of Ghana Integrity Initiative and any other law found to be inconsistent with any provision of this Constitution shall, to the extent of the inconsistency, be void.

### **ARTICLE 1:        NAME**

The name of the organization will be **GHANA INTEGRITY INITIATIVE (GII)**, hereafter referred to as **GII**.

### **ARTICLE 2:        OBJECTIVES**

The objectives of **GHANA INTEGRITY INITIATIVE** shall be to:

1. Educate the public about civic rights and duties especially the basis of constitutionalism.
2. Press for legislative reform of anti corruption rules, enforcement procedures and rules restrictive of media reform.
3. Support the evolution of strong institutions of governance especially the institutions directly involved in anti corruption activities.
4. Forge links between the public and their governments as the basis for the evolution of a National Integrity System.
5. Create and administer training Programmes on ethics and civil duty.
6. Liaise with international anti-corruption bodies in the fight against corruption.
7. Organize media Programmes that are aired nationally, devoted to awareness – raising on anti- corruption and integrity issues.
8. Build an on-line database and library on corruption.

**ARTICLE 3:                    FINANCE**

- a. The income and property of GHANA INTEGRITY INITIATIVE howsoever derived shall be applied solely towards the promotion of the objectives of GII as set forth in the immediately preceding articles, no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or profit to any person who is a Patron, Trustee or member of the Board of Directors.
- b. Nothing herein contained shall prevent the payment in good faith, of reasonable and proper remuneration to any Patron, Trustee or member of the GII Board in return for any services actually rendered to GII nor prevent payment on interest at a rate not exceeding six (6) percent per annum on money lent, or reasonable and proper rent for premises let to GII.
- c. No Patron, Trustee or member of GII shall be appointed to any salaried office of GII or an office of GII payable by fees.
- d. No remuneration or other benefit in money's worth shall be given by GII to any Patron, Trustee or Board member except repayment of out-of-pocket expenses and interest of a rate aforesaid on money lent or reasonable and proper rent for premises let to GII.
- e. Funds of GII shall be derived from the following sources:
  - ✚ Donations.
  - ✚ Dues and subscription of the board and members.
  - ✚ Grants from external donors.
  - ✚ Accretions and other legal forms of acquisitions.
  - ✚ Other sources of legitimate funding.
- f. The funds of GII shall be deposited at a recognized Commercial Bank agreed upon by the Board of Directors. GII shall operate Savings and Current accounts as well as a local and foreign Account. There shall be three signatories of which the President and any other shall be co-signatories.

**ARTICLE 4:                    AUDITOR**

- a. The accounts of GII shall be audited annually by an accredited independent Auditing Firm to be determined by the Board.

- b. GII shall keep proper books and records of accounts and this will be kept at its registered office, together with records of names and addresses of its members entitled to vote.

**ARTICLE 5:           MEMBERSHIP**

- a. Subscribers of these regulations and such other persons as the Board of Directors Executive shall admit to membership shall be members of GII.
- b. The Executive members in general meeting may by ordinary resolution prescribe qualifications for membership of GII and unless the resolution otherwise provides, no person shall thereafter be admitted to membership by the Board of Directors unless he has the prescribed qualifications.
- c. GII's General meeting may resolve by ordinary resolution that the Board may admit to honorary membership of GII, any person, whether or not an ordinary or associate member of GII who in the opinion of the Board has rendered special service to GII or to any of the objectives which GII was formed to promote.
- d. An honorary member, unless also admitted as an ordinary member, shall have the same rights as an associate member, and if also admitted as an ordinary member shall have the same rights as an ordinary member but shall not be liable to pay any subscription to GII.

**ARTICLE 6:           EXCLUSION OF MEMBERS**

Subject, in case of ordinary members, in compliance with section (1) of the companies' code 1963 (ACT 79)

- a. Any ordinary, associate or honorary member may resign his/her membership by notice in writing to the Board.
- b. The Board may in its discretion exclude from membership of GII any ordinary or honorary member if: -
  - i. The subscription payable to GII by such ordinary or associate member shall be unpaid six months after the same shall have become due and payable or
  - ii. In the opinion of the Board the continued membership of such person would be detrimental to the interest of GII or to the furtherance of its objects.

**ARTICLE 7: VOTES OF MEMBERS**

Each ordinary member present at any general meeting shall have one vote on a show of hands or a poll and if a postal ballot is directed in accordance with an article thereof, each ordinary member whether present or not at a meeting shall have one vote.

**ARTICLE 8: GOVERNANCE**

- a. For the proper management of the affairs of GII, there shall be an elected Board of Directors consisting of not less than seven persons and not more than 11 persons.
- b. All members of the GII Board shall be elected from the membership of GII.
- c. Members of the Board shall have a tenure of office of two years subject to re-election at the Annual General Meeting (AGM)
- d. The Board shall be responsible for formulating GII policy and overseeing the implementation of the same.

**ARTICLE 9: POWERS AND DUTIES OF THE BOARD**

- a. The activities of GII shall be managed by the Board who may pay all expenses incurred in promoting and registering GII.
- b. Subject to section 202 of the Companies Code, the Board may exercise all such powers of GII including power to borrow money and to mortgage or change its property and to issue debentures as are not by the or these regulations required to be exercised by the members at general meetings in accordance with section 150 of the Code and shall be convened on the requisition of ordinary members in accordance to section 297 of the Code.
- c. Notice of general meetings shall be given in accordance with section 157 – 159 of the Code and accompanied by any statements required to be circulated therewith in accordance with section 157 to 159 of the code.
- d. A member shall not be entitled to vote at any general meeting by proxy.
- e. The Chairperson, or in his/ her absence the Vice Chairperson of GII shall preside as Chairperson at every general meeting but if neither is present within fifteen minutes after the time appointed, the members present shall elect among themselves a member to act as Chairperson.

- f. On a poll being demanded on any resolution of a general meeting, the Chairperson of the meeting may direct a postal ballot of the ordinary members in accordance with subsection (6), (7) and (8) of section 170 of the Code and shall so direct if an ordinary resolution to that effect is moved at the meeting and passed by a show of hands or if the resolution concerned is:
  - I. A special one, or
  - II. Any such resolution as is referred to in article 7 of this constitution.
- g. In accordance with section 174 of the code a resolution in writing signed by all the members, or being bodies corporate by their duly authorized representatives, shall be as valid and effective for all purposes/except as provided by such meeting of GII duly convened and held, and if described as special resolution shall be deemed to be a special resolution within the meaning of the code and this constitution.
- h. Minutes of general meetings shall be kept in accordance with section 177 of the code.
- i. In any transaction with GII or on its behalf and in the exercise of their powers the members of Board shall observe the duties and obligations imposed on them by section 203 to 205 of the companies code 1963 (Act 176).
- j. To the extent permitted by Regulation 3 of the Code and subject to compliance of section 207 of the Code, a member of the Board may enter into a contract with GII and such contract or any other contract of the GII in which any member of the Board is in any way interested shall not be liable to be avoided, nor shall any member of the Board be liable to account for any profit made thereby by reason of his being a member of the board or of the fiduciary relationship thereby established.

**ARTICLE 10: CHAIRMAN AND VICE CHAIRMAN**

- a. The Board at their first meeting held after each annual general meeting shall elect from their members a Chairperson and Vice Chairperson of GII who shall hold office for the ensuing year until their successors are elected.
- b. Any vacancy occurring in these offices shall be filled in like manner at the next meeting of the executive of the vacancy.

**ARTICLE 11: SECRETARY, TREASURER AND OTHER OFFICERS.**

- a. The Board shall appoint a Secretary and a Treasurer or Secretary / Treasurer who may be one of their own members or a member of the project or neither.

- b. If one of their members is appointed the office shall be an honorary one without remuneration.
- c. The Board may also appoint such other officers and agents, as may be necessary and expedient.

**ARTICLE XII: GENERAL MEETINGS AND RESOLUTION**

- a. Annual General Meetings shall be held in accordance with section 149 of the Code.
- b. Extraordinary General Meetings may be convened by the Board whenever they think fit.

**ARTICLE XII: AMENDMENTS**

- a. Amendments to this constitution must be approved by a simple two-thirds majority of members present and voting at a general meeting of the project.
- b. Notice of intention to move such an amendment must be given to the Board at least 30 days prior to the date of such meeting.
- c. Copy of such intended amendments shall be circulated to members 21 days prior to the date of such meeting.

**ARTICLE XIII: DISSOLUTION**

- a. Each member of GII undertakes to contribute to the assets of GII in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for the payment of debts and liabilities of GII and of the cost of winding up such amount as may be required not exceeding One Hundred Ghana Cedis (GH¢100).
- b. If upon the winding up or dissolution of GII, there remains after the discharge of its debts, liabilities and property of the project, the same shall not be distributed among members but shall be transferred to some other Non-Governmental Organization (NGO) or charity limited by guarantee having objects similar to the objects of GII or applied to some charitable object, such other organization or charity to be determined by ordinary resolution of members at a general meeting prior to the dissolution of GII

**ARTICLE XIV: THE SEAL**

- a. The Board shall be empowered to adopt a common seal for use by the Executive and shall provide safe custody thereof.
- b. The seal shall only be used by the authority of the Chairperson, authorized by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board or by some other person appointed by the Board for the purpose.

**ARTICLE XV: INTERPRETATION**

In this Constitution, unless the context otherwise requires.

- a. "Code" means the Companies Code, 1963 (Act 179) or statutory modification or re-enactment thereof.
- b. "GII" means **GHANA INTEGRITY INITIATIVE**, the name of this NGO.
- c. Reference to sections of the Code shall mean such sections as modified or re-enacted from time to time.

We, the undersigned are desirous of forming an incorporated company limited by guarantee (Non – Profit NGO) under the Companies Code, 1963 (Act 179) in pursuance of the Regulations and we agree to become members thereof and do solemnly accept liability.



<b>NAME</b>	<b>POSITION</b>
Moses Aristophanes Kwame Gyasi	Chairperson
Augusta Sena Gabianu	Vice chairman
Emmanuel Gyimah-Boadi	Board member
Maulvi Wahab Adam	Board member
Audrey Gadzekpo	Board member
Archbishop Charles Palmer-Buckle	Board member
Raymond A. Atuguba	Board member
Matthew Adombire	Board member
Anna Bossman	Board member
Vitus Adaboo Azeem	Secretary