

# **TRANSPARENCY INTERNATIONAL GHANA (TI-GHANA)**

**(GHANA CHAPTER OF TRANSPARENCY INTERNATIONAL (TI))**

**(A Public Company Limited by Guarantee)**



## **CONSTITUTION OF TRANSPARENCY INTERNATIONAL GHANA (TI-GHANA)**

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GHANA  
(TI-GHANA)**  
(GHANA CHAPTER OF TRANSPARENCY INTERNATIONAL (TI))  
(A Public Company Limited by Guarantee)

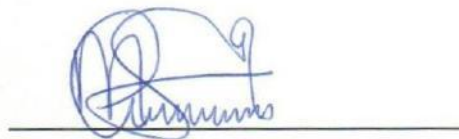
**Effective Date: January 1, 2024**



**CONSTITUTION  
OF  
TRANSPARENCY INTERNATIONAL  
GHANA (TI-GHANA)**

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**Dr. Emmanuel Kwabena Ansah  
BOARD CHAIRPERSON**

A handwritten signature in blue ink, appearing to be 'M. Addah', written over a horizontal line.

**Mrs. Mary Awelana Addah  
EXECUTIVE DIRECTOR**

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## **GHANA INTEGRITY INITIATIVE (GII)**

### **CONSTITUTION OF GHANA INTEGRITY INITIATIVE (GII)**

#### **PREAMBLE**

GHANA INTEGRITY INITIATIVE (GII) (LBG) is the Ghana Chapter of TRANSPARENCY INTERNATIONAL (TI) with its registered office in Berlin, Germany.

Transparency International is the global civil society organisation leading the fight against corruption. The objective of Transparency International is to take action to combat corruption and prevent criminal activities arising from corruption so as to help build a world in which government, business, civil society and the daily lives of people are free of corruption. This is necessary because corruption has the potential to undermine economic development, generate poverty, foster political instability and create global insecurity. Transparency International raises awareness of the damaging effects of corruption and works with partners in Government, business and civil society to develop and implement effective measures to tackle corruption.

Ghana Integrity Initiative, which is the Ghana Chapter of Transparency International, with its registered office in Accra, Ghana, is a non-partisan, non-profit civil society organisation focusing on the delivery of essential themes necessary for the creation of a National Integrity System.

Ghana Integrity Initiative works to ensure a corruption-free society where all people and institutions act accountably, transparently and with integrity. Ghana Integrity Initiative seeks to promote, protect and preserve best socio-moral standards and practices in business and politics at both national and international levels.

This Constitution provides for the establishment of Ghana Integrity Initiative (GII); to have a status as a non-partisan, non-profit civil society organisation for persons interested in the fight against corruption and the promotion of good governance; provides for its functions relating to the fight against corruption in government, politics, business, civil society and the daily lives of people, institutions and national governance system, and other related matters.

## ARTICLE 1 – ESTABLISHMENT OF GHANA INTEGRITY INITIATIVE (GII)

### *Name*

(1) The name of the society is Ghana Integrity Initiative (referred to in this Constitution as “GII”).

### *Legal Status*

(2) Pursuant to Section 18 of the Companies Act, 2019 (Act 992) referred to in this Constitution as the “Act”, GII has for the furtherance of its authorised objects all the powers of a natural person of full capacity except in so far as such powers are expressly excluded by this Constitution.

(3) GII is a body corporate with perpetual succession and a common seal and may sue and be sued in its corporate name.

(4) The Board of Directors shall keep the seal in safe custody as the Board of Directors may from time to time determine, and it shall only be used by the authority of the Board of Directors or, of a Working Committee of the Board of Directors authorised by the Board of Directors in that regard.

(5) A member of the Board of Directors shall sign each instrument to which the seal is affixed and the Executive Director or any member of the Board of Directors appointed by the Board of Directors shall counter sign the instrument.

(6) GII may for the performance of its functions under this Constitution acquire and hold movable and immovable property, dispose of the property and enter into a contract or any other transaction.

(7) Unless otherwise expressly provided in this Constitution or by the Act, the powers of GII shall be exercised by the Board of Directors subject to Section 189 of the Act.

(8) GII shall be a company limited by guarantee and the liability of the members is limited.

(9) Each member of GII shall undertake to contribute to the assets of GII in the event of it being wound up while he/she is a member or within one year after he/she ceases to be a member, for the debts and liabilities of GII and of the costs of winding up such amount as may be required not exceeding one hundred Ghana cedis.

(10) The income and property of GII wherever derived from, shall be applied

solely towards the promotion of objectives of GII as set forth in this Constitution.

(11) No portion of the income and property of GII shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to a member of GII or the Board of Directors, except that nothing shall prevent the payment in good faith of remuneration to any person, officer or member of GII employed by GII or the repayment of out-of-pocket expenses incurred by that person, officer or member on behalf of GII or in the service of GII.

(12) If on the winding up or dissolution of GII, there remains after the discharge of its debts and liabilities any property of GII, the same shall not be distributed among the members but shall be transferred to some other association limited by guarantee having objectives similar to the objectives of GII or applied to some charitable objective, or other society or charity to be determined by ordinary resolution of members prior to the dissolution of GII.

(13) The Constitution contained in Table B in the Second Schedule to the Act shall not apply, except in so far as they are repeated or contained in this Constitution.

## **ARTICLE 2 – OBJECTIVES AND FUNCTIONS**

(1) The objectives of GII are to

- (a) ensure corruption-free Ghana in all spheres of human endeavour where people and institutions act accountably, transparently and with integrity;
- (b) seek to promote, protect and preserve best socio-moral standards and practices in business and politics at both national and international levels;
- (c) take action to promote good governance in the national systems; and
- (d) combat corruption and prevent criminal activities arising from corruption so as to help build a society in which government, politics, business, civil society and the daily lives of people are free of corruption.

(2) For the purposes of clause (1), the objectives shall encompass the

- (a) raising of public awareness of the occurrence and impact of corruption;
- (b) promotion and practice of good governance;

- (c) development of coalitions to address corruption;
- (d) development and dissemination of tools to curb corruption;
- (e) promotion of transparency and accountability in politics and business;
- (f) monitoring corruption control interventions and initiatives;
- (g) support of institutions and mechanisms to combat corruption;
- (h) education of the public on issues of civic rights, ethics and constitutionalism; and
- (i) performance of any other functions assigned to GII under this Constitution and any other enactment, and such other functions as may be considered desirable for, incidental or conducive to, the attainment of the objectives in clause 1 of this article.

## **ARTICLE 3 – MEMBERSHIP**

### ***Qualification for Membership***

- (1) Membership is open to individuals and organisations of integrity that agree or subscribe to abide by the Constitution of GII and are committed to the active promotion and realisation of its vision, mission, core values, goals and objectives
- (2) Despite clause 1, a person shall not be admitted as a member of GII if;
  - (a) adjudged by a court of competent jurisdiction to be of unsound mind;
  - (b) convicted by a court of competent jurisdiction whether in Ghana or elsewhere of any offence involving fraud or dishonesty;
  - (c) adjudged an insolvent or bankrupt, and has not been granted by a court of competent jurisdiction a certificate to the effect that the insolvency or bankruptcy has arisen wholly or partly from unavoidable losses or misfortunes;
  - (d) Is actively engaged in active political activity/ partisanship

### ***Classification of Membership***

- (3) For the purposes of Clause (1) membership of GII shall consist of the following groups:
  - (a) Ordinary
  - (b) Supporter

- (4) An individual may apply to the Chairperson of the Board of Directors to become an Ordinary Member by filling out an application form declaring his willingness to further the work of GII and the application shall be subject to approval by the Board of Directors.

(5) An Ordinary Member shall possess all the rights of membership, including the right to vote, to hold office, to participate in the activities of GII and otherwise to exercise the privileges of membership.

(6) The members at the Annual Membership Meeting may by ordinary resolution prescribe qualification for ordinary membership of GII and unless the resolution otherwise provides, no person shall thereafter be admitted to ordinary membership by the Board of Directors unless that person has the prescribed qualification.

(7) The status of a supporter shall be open to individuals, corporate bodies or state agencies that are willing to further the objectives of GII.

(8) Every supporter's appointment shall be approved by the Board of Directors.

(9) A supporter shall be expected to make available to GII funds, material or any other assistance for the activities of GII, above and beyond acknowledging support for the objectives of GII.

(10) A supporter shall be entitled to information on the activities of GII, and to attend all activities, functions and Membership Meetings.

(11) A supporter shall have voting rights and shall be counted towards the quorum at Membership Meetings and participate in the activities of GII and assist with the work of the organization.

### ***Member in Good Standing***

(6) For the purposes of this Constitution, a member is of good standing if as a registered member, he or she is not at the given time in default of payment of any subscription or levy payable and is not in breach of any decision of the organisation.

### ***Membership Fees***

(12) Subject to clause (1), a person who is eligible for membership of GII shall be admitted and enrolled as a member after the payment to GII an entrance fee and an annual subscription prescribed by the Board of Directors and approved by an Annual Membership Meeting.

(13) Each annual subscription payable under this section shall be due and payable on the first day of January in each year, and in the case of members admitted after that date, on the date of admission.

### ***Termination and Resignation of Membership***

- (14) The status of a member shall be terminated upon the death of the member.
- (15) The status of a Supporter may be terminated by the Board of Directors at any time at the sole discretion of the Board of Directors.
- (16) A member may resign membership or office by notice in writing through the Executive Director to the Board of Directors.
- (17) All membership rights cease upon the termination of membership or resignation of a member.
- (18) The status of a member shall terminate if the member is found to be engaged in active political activity contrary to the apolitical nature of the organization.

## **ARTICLE 4 – ORGANISATION**

### ***Annual Membership Meeting***

- (1) There shall be a body of GII called in this Constitution as the "Annual Membership Meeting" referred to as the "AMM".

### ***The Board of Directors***

- (3) There shall be a body of GII called in this Constitution as the "Board of Directors" referred to as the "Board".

### ***National Secretariat and Executive Director***

- (4) There shall be a national secretariat for GII referred to in this Constitution as the "Secretariat"
- (5) There shall be an Executive Director who shall be the head of the Secretariat.

## ARTICLE 5 – ANNUAL MEMBERSHIP MEETING AND EXTRAORDINARY MEMBERSHIP MEETINGS

### *Annual Membership Meeting*

- (6) The body of GII referred to as the Annual Membership Meeting in clause 1 of article 4 shall consist of all members of GII as stated in clause 1 of article 3.
- (7) GII shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as the Annual Membership Meeting for the purpose of transacting the ordinary business of an annual general meeting in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual Membership Meeting and the next.
- (8) The Executive Director shall give notice of the agenda, place, date and time at least three weeks before the Annual Membership Meeting convenes.
- (9) A member of GII who has paid the annual subscription shall be entitled to attend an Annual Membership Meeting and shall be entitled to vote and be voted for at the Annual General Meeting.
- (10) A member present at an Annual Membership Meeting and who is entitled to vote shall have one vote by a show of hands or by secret ballot as the case may be.
- (11) A Member may for consideration by the Board of Directors submit matters for inclusion on the agenda by sending notice in writing to the Executive Director at least two weeks before the date of the Annual Membership Meeting.
- (12) The person chairing the Annual Membership Meeting shall announce these additional matters at the start of the meeting and the Annual Membership Meeting itself shall decide whether to accept such additional matters for inclusion on the agenda.
- (13) The quorum for Annual Membership Meetings shall be formed by one-third of the members.
- (14) Where there is no quorum, the Board shall call another Annual Membership Meeting with the same agenda to take place within six weeks and this second meeting shall be deemed to have a quorum irrespective of how many members attend.

(15) Decisions of Annual Membership Meetings shall be binding on all members.

### ***Extraordinary Membership Meetings***

(14) The Board of Directors shall convene an Extraordinary Membership Meeting where such an action is necessary in the interest of GII or where the Board of Directors has decided on such a course of action, or where one-quarter of the members request for the meeting by notice in writing addressed to the Executive Director.

(15) The request for an Extraordinary Membership Meeting shall contain the reasons for the request and the proposed agenda for the meeting.

(16) The quorum for an Extraordinary Membership Meeting shall be the same as Annual Membership Meeting.

(17) A member of GII who has paid the annual subscription shall be entitled to attend an Extraordinary Membership Meeting.

(18) A member shall be entitled to vote and be voted for at an Extraordinary Membership Meeting.

(19) A member present at an Extraordinary Membership Meeting and who is entitled to vote shall have one vote by a show of hands or by secret ballot as the case may be.

### ***Procedures at Meetings***

(20) Except as provided in this article, meetings shall be held and resolutions passed, in accordance with Part P (General Meetings and Resolutions) of Chapter II and Part D (Extraordinary General Meetings) of Chapter IV of the Act.

## **ARTICLE 6 –THE BOARD OF DIRECTORS**

### ***Constitution of the Board of Directors***

(1) The body of GII called the Board of Directors in Clause 2 Article 4 shall consist of a Chairperson, a Vice-Chairperson and seven other members.

(2) All the members of the Board of Directors shall be approved by the Annual Membership Meeting.

(3) Despite clause 2 of this article, casual vacancies on the Board of Directors may be filled by the remaining members of the Board of Directors by nominating a member of GII to fill the vacancy and the person nominated to fill a vacancy shall hold office until the next Annual Membership Meeting when the nomination shall be subject to approval by the Annual Membership Meeting.

### ***Eligibility of Membership of the Board of Directors***

(4) Only an Ordinary Member can serve as a Chairperson, Vice-Chairperson or a member of the Board of Directors.

(5) It shall be the duty of the Board of Directors to nominate a member of GII for the position of a Chairperson, Vice-Chairperson or a member of the Board of Directors and any such nomination shall be subject to the approval of the Annual Membership Meeting.

(6) Despite clause (4) only a person who has served for a minimum period of two years as a member of the Board of Directors can be eligible for the position of Chairperson or Vice-Chairperson.

### ***Powers of the Board of Directors***

(7) The governing authority of GII shall be vested in the Board of Directors.

(8) Subject to the provisions of the Constitution, the business of GII shall be managed by the Board of Directors which may exercise all such powers of GII as are not by the Constitution required to be exercised by members of GII in general meetings.

(9) The Board of Directors, when acting within the powers conferred upon it by this Constitution, shall not be bound to obey the directions of members of GII in general meetings.

(10) The Board of Directors may make rules for or in respect of any matter required or authorised by this Constitution relating to or connected with, its functions under this Constitution or the proper discharge of its duties or the performance of its functions, and the rules may have effect only after they have been approved by a resolution of Annual Membership Meeting.

(11) The Board of Directors may establish committees that it considers necessary at any time for any particular purpose.

(12) The membership and terms of reference of a committee shall be decided by the Board of Directors.

(13) The Board of Directors shall have oversight responsibility of the Secretariat.

### ***Functions of the Board of Directors***

(14) The Board of Directors shall be responsible for the administration and management of GII and for carrying out the provisions of this Constitution and for ensuring the proper and effective performance of the functions of the Board of Directors as provided in this Constitution.

(15) For the purposes of clause (14), the Board of Directors shall

- (a) maintain and publish the Register of the Members of GII;
- (b) implement the decisions of members in general meetings;
- (c) approve the annual budget of GII;
- (d) exercise the power to nominate an Ordinary Member of GII to serve as a member of the Board of Directors, Chairperson or Vice-Chairperson;
- (e) approve the establishment of Integrity Clubs or other ancillary Clubs of GII in educational institutions, social and religious organisations or communities in various parts of the country;
- (f) make decisions on any matters of particular importance not reserved to the members of GII in general meetings; and
- (g) perform any other function that will secure the objectives, well-being and advancement of GII and its members.

### ***Duties of the Chairperson and the Vice-Chairperson***

(16) The Chairperson shall, among other things, preside at

- (a) meetings of the Board of Directors and in his or her absence, the Vice-Chairperson, or in the absence of both the Chairperson and Vice-Chairperson, a member elected pro-tem by the meeting.
- (b) Annual Membership Meeting and Extraordinary Membership Meeting and in the absence of the Chairperson, the Vice-Chairperson, or in

the absence of both the Chairperson and Vice-Chairperson, a member elected pro-tem by the meeting;

- (17) The Vice-Chairperson shall act in the absence of the Chairperson.

### ***Term of Office of Members of the Board of Directors***

- (18) The term of office of the Chairperson or the Vice-Chairperson shall be for a period of three years, and the Chairperson or Vice-Chairperson shall be eligible for a second and final term of three years.
- (19) A person who has served as a Vice-Chairperson before shall be eligible to serve as a Chairperson.
- (20) The term of office of a member of the Board of Directors shall initially be for a period of three years and shall be eligible for a second and final term of three years.
- (21) If the term of office of a person as a member of the Board of Directors expires while that person's term of office as a Chairman or Vice-Chairman has not expired, that person's term of office as Chairman, Vice-Chairman or a member of the Board shall be deemed to continue until that person's term of office as a Chairman or a Vice-Chairman expires.
- (22) If the position of Chairperson becomes vacant for any reason, the Vice-Chairperson shall act as Chairperson until the next Annual Membership Meeting.
- (23) If the position of Vice-Chairperson becomes vacant for any reason, the remaining members of the Board of Directors shall nominate one of their members to be the Vice-Chairperson until the next Annual Membership Meeting.
- (24) If the positions of both Chairperson and Vice-Chairperson become vacant for any reason, the remaining members of the Board of Directors shall nominate one each of their members to be Chairperson and Vice-Chairperson respectively until the next Annual Membership Meeting.
- (25) In the event of a casual vacancy on the Board of Directors, the seat may be filled by a member of GII nominated by the Board of Directors and the person nominated to fill a vacancy shall hold office until the next Annual Membership Meeting when the nomination shall be subject to approval by the Annual Membership Meeting.

### ***Appointment and Removal of Members of the Board of Directors***

(26) For the purposes of clause (15) (d), the appointment of any person nominated for the position of a Chairperson, Vice-Chairperson or a Member of the Board of Directors shall be subject to approval by the Annual Membership Meeting before it can be effective.

(27) A person approved as Chairperson, Vice-Chairperson or a member of the Board of Directors by Annual Membership Meeting shall be deemed to have been elected to hold office for a term of three years beginning from the first day of January immediately following the date of such approval.

(28) The Chairperson, the Vice-Chairperson and other members of the Board shall only be removed during their term by special resolution of a Membership Meeting.

(29) Voting on election for the position of a Chairperson, a Vice-Chairperson or a member of the Board of Directors or the removal of the Chairperson, the Vice-Chairperson or a member of the Board of Directors shall be by secret ballot.

### ***Meetings of the Board of Directors***

(30) Except as provided in this article, meetings of the Board of Directors shall be convened and held, and resolutions passed, in accordance with Part P (General Meetings and Resolutions) of Chapter II and Part D (Extraordinary General Meetings) of Chapter IV of the Act.

(30) The quorum for a meeting of the Board of Directors is five (5) members.

## **ARTICLE 7: - NATIONAL SECRETARIAT AND EXECUTIVE DIRECTOR**

### ***National Secretariat***

1. The National Secretariat referred to as the "Secretariat" in Clause 3 of Article 4 shall be the registered and administrative office of GII and shall be responsible to the Board of Directors for the day-to-day administration and management of GII.

2. The Secretariat shall maintain a Register of Members and their location, postal and e-mail addresses and telephone numbers.
3. The Secretariat shall be headed by the Executive Director.

### ***Executive Director***

4. The Board of Directors may appoint an Executive Director and any other officers and employees as it may consider necessary to manage the Secretariat and programmes and projects of GII.
5. The Executive Director shall be responsible to the Board of Directors.
6. The Executive Director shall be the administrative head of the Secretariat and also act as Secretary to the Board of Directors, Membership Meetings and Meetings of Committees of the Board of Directors.

## **ARTICLE 8 – FINANCE**

### ***Funds of GII***

- (1) For the purposes of clauses (11) and (12) of Article 3, each member of GII shall make payment for annual subscription a sum of money that may be prescribed from time to time by the Annual Membership Meeting.
- (2) The Board of Directors shall
  - (a) establish and maintain a fund under its management and control into which shall be paid all money received by GII of grants-in-aid, fees, subscriptions and contributions from every source and out of which shall be met all expenses and liabilities incurred by GII in carrying out its object and functions under this Constitution;
  - (b) ensure that as much as possible the expenditures of GII for a financial year shall not exceed the income for that financial year;
  - (c) cause proper books of account to be kept and prepare financial statements to cover the period from 1st January to 31st December each year in accordance with Sections 127 to 135 of the Companies Act and International Financial Reporting Standards (IFRS); and
  - (d) cause the books of account and financial statements referred to in paragraph (c) to be audited in accordance with Section 133 of the Act and International Standards of Auditing (ISA) and circulate the audited financial statements among the members of GII.

(3) The Board of Directors may

- (a) invest money in a fund in any securities of the Government or in any other securities; and
- (b) from time to time borrow money for the purposes of GII and pay interest thereon out of the funds of GII.

#### ***Audit***

(4) The Annual Membership Meeting shall appoint an auditor qualified in compliance with Section 138 of the Act to audit the books of account and the financial statements of GII referred to in clause (2) (c) of this article.

(5) The duties of the auditor shall be regulated in accordance with Section 139 of the Act.

## **ARTICLE 9 – DISCIPLINE**

#### ***Suspension and Expulsion of a Member***

(1) A member shall not do anything which, in the opinion of the Annual Membership Meeting, shall bring GII into disrepute.

(2) Subject to the approval of the Annual Membership Meeting, the Board of Directors may

- (a) suspend or expel a member of GII and strike off the member's name from the Register of Members if satisfied that the member is unfit to be a member of GII by reason that, the member has been guilty of misconduct or conduct likely to bring GII into disrepute; or

- (b) suspend or expel a member of GII and strike off the member's name from the Register of Members if the prescribed fees payable under clauses (11) and (12) of Article 3 and Clause (1) of Article 9 remain unpaid for a period exceeding four months.

(3) A member whose name has been struck off the Register of Members may be restored if the Board of Directors is satisfied that the suspended or expelled member -

- (a) has subsequently become a fit and proper person to be a member of GII; or

- (b) has paid all the prescribed fees payable under clauses (11) and (12) of Article 3 and clause (1) of Article 9.

## ARTICLE 10 – MISCELLANEOUS PROVISIONS

### *Transitional Provisions*

(1) Despite anything in this Constitution, any person who immediately before the coming into force of this Constitution held or was acting in an office in existence immediately before the coming into force of this Constitution, shall be deemed to have been nominated, appointed or approved, as the case may be, as far as is consistent with the provisions of this Constitution to hold or act in the equivalent office under this Constitution.

(2) For the purposes of clause (1), any person who immediately before coming into force of this Constitution held the position of either Chairperson, Vice-Chairperson or a Member of the Board of Directors as at January 1, 2017, shall be deemed to have been elected in accordance with this Constitution and started his second term in office as from January 1, 2017.

(3) For the purposes of clause (1), any person elected as a Member of the Board of Directors during the fifth Annual Membership Meeting held on November 17, 2016 and before coming into force of this Constitution shall be deemed to have been elected in accordance with this Constitution and started his first term in office as from January 1, 2017.

(4) For the purposes of clause (1), any person who held the position of Vice-Chairperson as at January 1, 2018 and before coming into force of this Constitution shall be deemed to have been elected under this Constitution and started his first term in office as from January 1, 2018.

### *Service of Documents*

(5) Any document may be served on GII or any member of the Board in the manner provided by Section 291 of the Act and may be served in like manner on any member of GII either personally or at the address supplied by him to the Board for the purpose of service of notices.

### *Alteration of Constitution*

(6) GII may, by special resolution, amend this Constitution or adopt a new Constitution at the Annual Membership Meeting.

### *Dissolution of GII*

(7) A decision to dissolve GII shall require a resolution passed at an Annual Membership Meeting and supported by three-quarters of all valid votes cast

1 person or proxy and an abstention shall not be deemed to be a valid vote.

3) Unless the Annual Membership Meeting determines otherwise, the Chairperson and the Vice-Chairperson shall be joint liquidators and shall represent GII.

## ARTICLE 11 – INTERPRETATION

1) In this Constitution, unless the context otherwise requires:

- (a) "Act" means the Companies Act, 2019, Act 992; and
- (b) words or expressions shall have the same meaning as in the Act;

We, the undersigned, desirous of forming an incorporated company limited by guarantee (LBG), have reviewed GII's Constitution under the Companies Act, 2019, Act 992 in furtherance of GII's original Constitution and we agree to continue as members thereof and to accept liability in accordance with Article clauses (8) and (9) of this Constitution.

Dated in Accra, this 7<sup>th</sup> day of December 2023.