



# *CONSTITUTION*

## 1. NAME

The name of the Company is **New Generation Floating Voters Association of Ghana** (Hereinafter called the: COMPANY or **NG-FLOVAG**).

## 2 OBJECTS

The Objects for which the COMPANY is formed are:

**(a) To improve and promote the standard of living among Ghanaian voters and who do not belong to any political party but vote for the rule of law.**

**(b) To Deeping national development interest demanding accountability from those we voted into political leadership and not power abuse, for free and justice independent democratically loving nation.**

**(c) To serve as an ideas faculty forum concerning for good democratic governance in Ghana.**

**3.** The Income of the COMPANY whencesoever's derive directly or indirectly shall be use in accordance to article 3.A, B, & C of the COMPANY'S regulation.

## 4. LEGAL POWERS

Pursuant to Section 24 of the Companies Code, 1963 (Act 179) Act 2019 (992); also with the Electoral Commission registration Act 574 (2000) Sec (6).The COMPANY has for the furtherance of its authorized objects, shall have the powers in full capacity to solicit and raise funds from governments, international public and private organizations, agencies and individuals, enter into contracts or

agreements with governments, international public or private organizations, agencies and individuals, sponsor or support publications, scientific conferences, seminars and other meetings, acquire any property, money or securities by gift, bequest, or otherwise and holding expending, investing,

Administering or disposing of any such property, money or securities, and carry out any other activities conducive to the achievement of its mission except in so far as such powers are expressly excluded by these Regulations.

## **5. THE 3 MEMBERS OF THE EXECUTIVE COUNCIL**

(a) The Board of Directors of the Company shall be known as the Executive Council. The first members of the Executive Council were but not limited to following shall be known as current members of the Executive Council are:

1. John Emmanuel Anyigbanya
2. Vitus Kudzordzi
3. Prosper Kwasi Mensah

## **6. POWERS OF THE EXECUTIVE COUNCIL**

The powers of the Executive Council are limited in accordance with Section 202 of the Code.

## **7. LIMITED LIABILITY**

The liability of the members is limited members are opportunities higher.

## **8. CONTRIBUTION OF MEMBERS ON WINDING UP**

All member of the company shall undertake to contribute to the assets of the company not limited to in accordance article 8 of the company regulation.

## **9. DISSOLUTION**

Upon of the COMPANY all members assume the responsibility in accordance to article 9 of the COMPANY regulation with all encompass.

## **10. FULL MEMBERS**

(a) In reference to regulations 10.1 & 2; 11.1 & 2; 12.1 & 2 and such other persons as the Executive Council shall admit to Ordinary, Associate and Honorary membership of the COMPANY.

## **13. RESIGNATION OR EXCLUSION OF MEMBERS**

Subject to compliance with Section 10 and 13 A. B i & ii of the Code any Full, Ordinary, Associate or Honorary Member may resign his membership by notice in writing as or the

Executive Council by reason(s) might use its discretion on the interest as stated in the regulation code above.

#### **14. SUBSCRIPTIONS**

All Ordinary, Associate, Honorary Members shall pay such annual subscriptions as the Members in general meeting though differs in a case of corporate and individual membership on the recommendation of the Executive Council shall determine by resolution from time to time in accordance regulation 14.1, 2 & 3.

#### **15. ACCOUNTS AND AUDIT**

The Executive Council shall cause proper books of account to be kept and an Income and Expenditure account and balance sheet to be prepared, audited and circulated in accordance with sections 123 to 133 of the Code.

#### **16. AUDITORS OF THE COMPANY**

Qualified auditor in accordance with Section 296 of the Code, shall be appointed and their duties regulated in accordance with Section 134 to 136 of the Code.

#### **17. GENERAL MEETINGS AND RESOLUTIONS**

- (a) Annual General Meetings shall be held in accordance with Act 2013 Section 149 of the Code. COMPANY shall hold an Annual General Meeting every at a time and place as may be, determined by the Executive Council a minimum number of two directors in the case of a private **company**... and a **company** can appoint maximum 15 fifteen directors.

#### **18. EXTRAORDINARY GENERAL MEETING**

- (a) Extraordinary General Meetings may be convened by any member whenever they think fit and or if no any executive directors any director can do so...and cost be awarded any director failed to attend and to call a meeting within 7 days, in accordance with Section 150 section 1 to 5 and 271 section 5 of the Code, and shall be convened on the requisition of Full Members in accordance with Section 297 .Act 1 of the Code, ".....company limited by guarantee, members of the company representing not less than one-twentieth of the total voting rights of all members of the company, forthwith proceed duly to convene an extraordinary general meeting of the company....." An Extraordinary General Meeting shall also be known as a Special General Meeting.

(b) Upon requisition signed by not less than 10% of the Full Members of **company**, the Executive Council shall within 7 days of the filing of such a requisition with the Secretariat summon a Special General Meeting giving each member 28 days notice in writing or by other means convenient in the circumstances.

(c) Every requisition for a Special General Meeting shall specify the nature of the business for which the meeting is required to be called.

(d) If the Executive Council shall fail to summon a Special General Meeting within 7 days of the receipt by the secretariat of a requisition for such a meeting the requisitioners may themselves convene a meeting of **company**.

## **19. NOTICE OF A GENERAL MEETING**

Notice of a general meeting shall be in writing to Directors, Shareholders, Auditors and Members and all encompass accordance with Section 152 to 159 of the Code and accompanied by any statements required to be circulated therewith in accordance with Section 157 to 159 of the Code.

## **20. QUORUM AT AND ADJOURNMENT OF GENERAL MEETINGS**

(a) A General meeting may be attended by the persons referred to in Section 160 of the Code and the quorum required shall be as stated in Section 161 of the Code.

(a) every member of the company; (b) every director of the company; (c) the secretary of the company; and (e) every auditor for the time being of the company;

## **21. PROHIBITION OF PROXY AT GENERAL MEETINGS**

A Member shall not be entitled to attend or vote at any general meeting by proxy.

## **22. REPRESENTATION OF A CORPORATE BODY AT GENERAL MEETING**

Corporate shareholders of the company may attend and may vote at any general meeting by a representative appointed in accordance with Section 165 of the Code.

## **23. CONDUCT OF GENERAL MEETINGS**

(a) A general meeting shall be conducted in accordance with Section 166 to 173 of the Code.

(b) The Chairman, or in his absence the Vice Chairman of the company, shall preside as Chairman at every general meeting, but if neither is present, within five minutes after the time appointed for holding the meeting, Members present shall choose one of their member to be the Chairman for the meeting.

(c) On a poll being demanded, on any resolution, at a general meeting, the Chairman of the meeting may direct a postal ballot of the Full Members in accordance with sub-section (6), (7) and (8) of Section 170 of the Code or shall direct that an ordinary resolution to that effect be moved at the meeting and decided on a show of hands or by secret ballot conducted at the meeting.

(d) A resolution considered and decided on at a general meeting may be:

(i) A special resolution; or,

(ii) Any such resolution as is referred to in Regulations 9, 10, 11, 12 or 14 of these Regulations.

## **24. SUBMISSION OF A RESOLUTION TO A GENERAL MEETING**

(a) 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 Section 174 as if the same has been passed at a general meeting of the Association duly convened and held, and if described as a special resolution shall be deemed to be a special resolution with the meaning of the Code and these Regulations. 9

## **25. MINUTES OF GENERAL MEETINGS**

Minutes of the general meeting shall be kept in accordance with Section 177 of the Code.

1. Write all proceeding of general meetings and meetings of any class of members.
2. Any such minute, must be signed by the chairman.
3. Until the contrary is proved, the meeting shall be deemed to be duly held convened and conducted.

4. If a company fails to comply with subsection (1) of this section the company, and all officer of the company who is in default shall be liable to a fine not exceeding seven hundred Ghana cedis.

## 26. VOTE OF MEMBERS

(a) Each Full Member present at a general meeting shall have one vote on a show of hands or a poll, and if a postal ballot is directed in accordance with Regulation 23 thereof and sub-section (6), (7) and (8) of Section 170 of the Code, each Full Member, whether or not present at the meeting shall have one vote.

(b) At the Annual General Meeting or any other meeting of **company**, voting shall be by secret ballot, unless otherwise decided by the members present and entitled to vote.

(c) Except otherwise provided by these Regulations all questions submitted to the Annual General Meeting or any other meeting of **company** shall be decided by a simple majority of votes of the Members present and entitled to vote.

(d) In the event of an equality of votes the Chairman shall have a casting vote.

## 27. THE EXECUTIVE COUNCIL

The number of the members of the Executive Council, not being less than two or more than twenty, shall be determined by ordinary resolution of the Members in general meeting, and until so determined shall be 10 including the Executive Director, who shall be a non-voting member of the Executive Council so as to meet the legal requirement that at all times in the life of the **company**, at least one of its Directors must be resident in Ghana.

(a) The responsibilities of the Executive Council shall include:

(i) Provision of oversight and accountability for the activities of the secretariat and the portfolio of **company** projects;

(ii) Maintenance and enhancement of the standing of **company** within the international scientific and donor community;

(iii) External liaison with donors and other interested parties;

(iv) Ensuring financial good standing of **company**;

- (v) Appointment of the Executive Director of **company**;
  - (vi) Development and management of **company**'s priority areas of interest;
  - (vii) Authorization and ratification of **company** projects;
  - (viii) Ratification of principal investigators (nominated by the Chair or Executive Director) for **company** Projects; and
  - (ix) (a) Allocation of network resources with the support of the Executive Director.
  - (b).The Chair of the Executive Council will have an expanded role within the Council to include but not limited to the following in furtherance of the objects of the **company**:
    - (i) External liaison with donors and other interested parties;
    - (ii) Principal oversight of **company** Secretariat; and,
    - (iii) Executive oversight of the portfolio of **company** projects.
  - (b) **Company** shall have a full time Executive Director who shall serve at the pleasure of the Executive Council under a three year renewable contract and shall assist the Chair of the Executive Council to run the day to day affairs of the **company**.
- The Executive Director shall, in turn, be assisted by a Secretariat with full time personnel overseeing financial matters, information technology, external relations and communications as well as administrative matters.
- (c) The Executive Director will manage **company**'s projects, resources and budgets on behalf of the Chair and the Executive Council to whom He or She is accountable. The Executive Director will draw professional and technical resources, including project principal investigators, from affiliated Demographic Surveillance Centers for the achievement of the objects of **company**.

## 28. POWERS OF CONTINUING MEMBERS OF THE EXECUTIVE COMMITTEE

The continuing members of the Executive Council may act notwithstanding any vacancy in their body; but where the number falls below 3 (three) they may act for four weeks only after the number is so reduced, but thereafter may act only for the purpose of



summoning a general meeting of the **company** for election to fill vacant positions in the Executive Council.

## 29. ELECTION TO THE EXECUTIVE COUNCIL

The person refer to in section 181

(1) No person shall be appointed a director of the company unless he shall prior to such

Appointment, have consented in writing to be appointed.

(2) The first directors of the company shall be named in the company's Regulations.

(3) Subject to the following subsections of this section and to sections 182 and 183 of this Code, the appointment of directors shall be regulated by the company's Regulations, and except as otherwise provided in the Regulations, section 272 of this Code shall regulate the appointment of directors of the company.

(4) The Regulations of the company may provide for the appointment of a director or directors by any class of shareholders, debenture holders, creditors, employees or any other person.

(5) Notwithstanding any provision in the company's Regulations, any casual vacancy in the number of directors may be filled by,

(a) The continuing directors or director notwithstanding that their number may have been reduced below that fixed as the necessary quorum of directors; or

(b) By an ordinary resolution of the company in general meeting:

Provided that:

(a) In exercising their power to fill such vacancy the directors shall observe the rules laid down in sections 203 and 204 of this Code and shall not appoint any person to be a director unless they have taken reasonable steps to satisfy themselves that he is a person of integrity and suitable to be a director of the company;

(b) If the casual vacancy so filled is one which, under the terms of the company's Regulations, should be filled by an appointment by any class of shareholders,

debenture holders, creditors, employees, or other person, the director appointed by the continuing directors or by an ordinary resolution of the company in general meeting, as the case may be, shall cease to hold office so soon as any other director is duly appointed in accordance with the Regulations.

### **30 APPOINTMENTS OF NON MEMBERS TO THE EXECUTIVE COUNCIL**

#### **The person refer in section 182**

(1) The following persons shall not be competent to be appointed or to act as directors of a company, namely,

(a) An infant;

(b) Any one found by a competent court to be a person of unsound mind;

(c) A body corporate;

(d) Any one in respect of whom an order shall have been made under section 186 of this Code so long as such order remains in force unless leave to act as director has been given by the Court in accordance with that section;

(e) An undercharged bankrupt, unless he shall have been granted leave to act as director by the Court by which he was adjudged bankrupt.

(2) If any of the persons specified in subsection (1) of this section, other than a body corporate, shall be liable on conviction to imprisonment or a court fine.

If any officer thereof who knowingly permitted any body corporate to act as a director or allow itself to be appointed a director, shall be liable to a court fine.

(3) If the company shall appoint any person as director in contravention of this section the company and every director of the company who is in default shall be liable to a court fine.

(4) The company's Regulations may lawfully provide that classes of persons additional to those provided in subsection (1) of this section shall be incompetent to be directors of the company.

### **31. REMOVAL OF A MEMBER FROM THE EXECUTIVE COUNCIL ACT 184 & 185**

(a) Membership of the Executive Council who vacated in accordance with Section 184 of the Code. and

Any member may be removed from the Executive Council in accordance with Section 185 of the Code.

(b) During annual General Meeting or a Special General Meeting, only upon a 30 days notice.

### **32. PROCEEDINGS OF THE EXECUTIVE COUNCIL**

Subject to any contrary provisions in the Regulations,

(a) The proceedings of the Executive Council shall be regulated by Section 200 of the Code.

(b) At all meetings of the Executive Council, the Chairman or in his absence the Vice-Chairman if present shall be Chairman.

### **33. MINUTES OF THE MEETING OF THE EXECUTIVE COUNCIL**

Section 202-Limitations on the Powers of the Directors but limited to under mention.

Minutes of meetings of the Executive Council, and of any committees of the Executive Council shall be kept in accordance with Section 202 of the Code.

(a) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking or of the assets of the company; issue any new or unissued shares, make voluntary contributions to any charitable or other funds

### **34. POWERS OF THE EXECUTIVE COUNCIL**

(a) The activities of the **company** shall be managed by the Executive Council who may pay all expenses incurred in promotion and registering the **company**.

(b) Subject to Section 202 of the Code, the Executive Council may exercise all such powers of the **company**, including powers to borrow money and to mortgage or charge its property and to issue debentures as are not by these regulations required to be exercised by the Members in general meetings.

### **35. DUTIES AND OBLIGATIONS OF MEMBERS OF THE EXECUTIVE COUNCIL**

In any transaction, with the Association or on its behalf, and in the exercise of their powers, the members of the Executive Council shall observe the duties and obligations imposed on them by Section 203 of the Code.

### **36. CONTRACT OF A MEMBER OF THE EXECUTIVE COUNCIL WITH THE COMPANY**

To the extent permitted by Regulation 3 of these Regulations and subject to compliance with Section 207 of the Code, a member of the Executive Council may enter into contract with the **company** and such contract or any other contract of the **company** in which any member of the Executive Council is in any way interested shall not be liable to be avoided, nor shall any member of the Executive Council be liable to account for any profit made thereby by reason of his being a member of the Executive Council or of the fiduciary relationship thereby established.

### **37. CHAIRMAN AND VICE-CHAIRMAN**

- (a) The Executive Council at its first meeting after elections at an annual general meeting, shall elect from its members a Chairman and a Vice-Chairman of the **company**,
- (b) who shall hold office for the duration of their period on the Executive Council or until their successors are elected.

(b) Any vacancy accruing in these offices shall be filled in like manner at the next meeting of the Executive Council held after the occurrence of the vacancy.

### **38. COMMITTEES**

(a) The Executive Council shall appoint committees from among their own members or from the Members of the **company** or from a combination of both.

(b) The Chairman, or if he is unable or unwilling to act, the Vice Chairman, shall ex-officio be a member of every committee.

(c) The terms of reference and duration of office of all committees shall be prescribed by the Executive Council and all such committees shall be deemed to be committees of the Executive Council for the purposes of the Code.

### **39. SECRETARY AND TREASURER AND OFFICERS**

(a) The Executive Council shall appoint a competent Secretary and a Treasurer or a Secretary Treasurer among Executive Council or a Member of the **company** or either.

(b) If member of the Executive Council is appointed, the office shall be an honorary one without remuneration.

(c) The Executive Council shall also appoint such officers and agents as may be necessary or expedient.

### **40. THE SEAL**

(a) The Executive Council shall be empowered to adopt a common seal for use by the Executive Director and shall provide for the safe custody thereof.

(b) The Seal shall only be used by the authority of the Executive Council, authorized by the Executive Council in that behalf, and shall be use for credentials, Protocols and diplomatic documents, every Seal affixed Seal documents shall be signed by a member of the Executive Council and shall be countersigned by an second member of the Executive Council.

### **41. SERVICE OF DOCUMENTS**

All document shall be served by the **company** as priority, express, within Ghana and out Ghana shall be by Air; or any full member, debenture holder or Member of the

Executive Council in the manner provided by Section 262 of the Code and may be served in like manner on the **associate** or Honorary Member either personally or at the address supplied by him to the **company** for the purpose of service of notices.

## 42. INTERPRETATION

In the Regulations, unless the context otherwise requires,

- (a) "Code" means the Companies Code, 1963 (Act 179) or any statutory modification or re-enactment thereof.

(b) Words of same expression shall and or may not have the same meaning as in the Code.

(c) Reference to sections of the Code shall mean such sections as modified or re-enacted from time to time.

NG-FLOVAG