

GHANA INTEGRITY INITIATIVE (GII)
(NATIONAL CHAPTER OF TRANSPARENCY INTERNATIONAL (TI))



**REGULATIONS OF
GHANA INTEGRITY INITIATIVE**

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GHANA INTEGRITY INITIATIVE**

Effective Date: March 29, 2019


.....
Moses Aristophanes Kwame Gyasi (Mr.)
Board Chairperson


.....
Linda Ofori-Kwafo (Mrs.)
Executive Director

GHANA INTEGRITY INITIATIVE (GII)
(NATIONAL CHAPTER OF TRANSPARENCY INTERNATIONAL (TI))

REGULATIONS OF GHANA INTEGRITY INITIATIVE (GII)



THE COMPANIES ACT 1963, (ACT 179)

REGULATIONS

OF

GHANA INTEGRITY INITIATIVE
(A Public Company Limited by Guarantee)

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GHANA INTEGRITY INITIATIVE (GII)
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PREAMBLE

GHANA INTEGRITY INITIATIVE (GII) 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 object 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 because of the potential of corruption 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, and 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.

These Regulations provide for the establishment of Ghana Integrity Initiative (GII); provide for its status as a non-partisan, non-profit civil society organisation for persons interested in the fight against corruption and the promotion of good governance; provide 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

Name

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

Legal Status

(2) Pursuant to section 24 of the Companies Act, 1963 (Act 179) referred to in these Regulations 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 these Regulations.

(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 these Regulations 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 these Regulations or by the Act, the powers of GII shall be exercised by the Board of Directors subject to Section 202 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 its being wound up while he is a member or within one year after he 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 where ever derived from, shall be applied solely towards the promotion of objects of GII as set forth in these Regulations.

(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 objects similar to the objects of GII or applied to some charitable object, or other society or charity to be determined by ordinary resolution of members prior to the dissolution of GII.

(13) The Regulations 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 these Regulations.

Article 2 – Object and Functions

- (1) The object of GII is 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 object shall encompass the
 - (a) raising of public awareness of the occurrence and impact of corruption;
 - (b) promotion and practice of god governance;
 - (c) development of coalitions to address corruption;
 - (d) development of and dissemination of tools to curb corruption;
 - (e) promotion of transparency and accountability in politics and business;
 - (f) monitoring of the control of corruption;
 - (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 these Regulations and any other enactment and such other functions as may be considered desirable for, incidental or conducive to, the attainment of the object in clause 1 of this article.

Article 3 – Membership

Qualification for Membership

- (1) Membership is open to individuals and organisations of recognised integrity that agree or subscribe to abide by the Regulations 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 who has been
 - (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;

shall not be admitted as a member of GII.

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 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 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, body corporates or state agencies that are willing to further the objectives of GII.

- (i) performance of any other functions assigned to GII under these Regulations and any other enactment and such other functions as may be considered desirable for, incidental or conducive to, the attainment of the object in clause 1 of this article.

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 - (a) Ordinary;
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- (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 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, body corporates 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 assists with the work of GII.

Member in Good Standing

(12) For the purposes of these Regulations, 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 Institute.

Membership Fees

(13) 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 Annual Membership Meeting.

(14) 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

(15) The status of a member shall terminate upon the death of the member

(16) 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

(17) A member may resign membership or office by notice in writing to the Executive Director.

(18) All membership rights cease upon the termination of membership or resignation of a member.

Article 4 – Organisation

Annual Membership Meeting

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

The Board of Directors

(2) There shall be a body of GII called in these Regulations as the “Board of Directors” referred to as the “Board”.

National Secretariat and Executive Director

(3) There shall be a national secretariat for GII referred to in these Regulations as the “Secretariat”

(4) 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

(1) 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.

(2) 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.

(3) The Executive Director shall give notice of the agenda, place, date and time at least three weeks before Annual Membership Meeting convenes.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

(8) The quorum for Annual Membership Meetings shall be formed by one-third of members.

(9) 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.

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

Extraordinary Membership Meetings

- (1) 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.
- (2) The request for an Extraordinary Membership Meeting shall contain the reasons for the request and the proposed agenda for the meeting.
- (3) The quorum for an Extraordinary Membership Meeting shall be the same as for Annual Membership Meeting.
- (4) A member of GII who has paid the annual subscription shall be entitled to attend an Extraordinary Membership Meeting.
- (5) A member shall be entitled to vote and be voted for at an Extraordinary Membership Meeting.
- (6) 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

- (1) Except as provided in this article, meetings shall be held and resolutions passed, in accordance with Part P of Chapter II and Part D 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 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

- (1) Only an Ordinary Member can serve as a Chairperson, Vice-Chairperson or a member of the Board of Directors.
- (2) 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 Annual Membership Meeting.
- (3) 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

- (1) The governing authority of GII shall be vested in the Board of Directors.
- (2) Subject to the provisions of the Act, 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 Act required to be exercised by members of GII in general meeting.
- (3) The Board of Directors when acting within the powers conferred upon it by the Act or these Regulations shall not be bound to obey the directions of members of GII in general meeting.
- (4) The Board of Directors may make rules for or in respect of any matter required or authorised by these Regulations relating to, or connected with, its functions under these Regulations 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.
- (5) The Board of Directors may establish committees that it considers necessary at any time for any particular purpose.
- (6) The membership and terms of reference of a committee shall be decided by the Board of Directors.
- (7) The Board of Directors shall have oversight responsibility of the Secretariat

Functions of the Board of Directors

- (1) The Board of Directors shall be responsible for the administration and management of GII and for carrying out the provisions of these Regulations and for ensuring the proper and effective performance of the functions of the Board of Directors as provided in these Regulations.
- (2) 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 meeting; and
- (g) perform any other function that will secure the object, well-being and advancement of GII and its members.

Duties of the Chairperson and the Vice-Chairperson

- (1) 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-term by the meeting;
 - (b) Annual Membership Meeting and Extraordinary Membership Meeting and in the absence of the Chairperson, the Vice-Chairperson, or in absence of both the Chairperson and Vice-Chairperson, a member elected pro-term by the meeting;
- (2) The Vice-Chairperson shall act in the absence of the Chairperson.

Term of Office of Members of the Board of Directors

- (1) 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.
- (2) A person who has served as a Vice-Chairperson before shall be eligible to serve as a Chairperson.
- (3) 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.
- (4) 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.

- (5) If the position of Chairperson becomes vacant for any reason, the Vice-Chairperson shall act as Chairperson until the next Annual Membership Meeting.
- (6) 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.
- (7) 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.
- (8) 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

- (1) 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 the approval by Annual Membership Meeting before it can be effective.
- (2) 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.
- (3) 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
- (4) Voting on election for position of a Chairperson, a Vice-Chairperson or a member of the Board of Directors or the removal the Chairperson, the Vice-Chairperson or a member of the Board of Directors shall be by secret ballot.

Meetings of the Board of Directors

- (1) Except as provided in this article, meetings of Board of Directors shall be convened and held, and resolutions passed, in accordance with Part P of Chapter II and Part D of Chapter IV of the Act.
- (2) 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 locational, postal and e-mail addresses and telephone numbers
- (3) The Secretariat shall be headed by the Executive Director

Executive Director

- (1) 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.
- (2) The Executive Director shall be responsible to the Board of Directors
- (3) 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: - Integrity Clubs and other Ancillary Clubs

- (1) GII shall encourage the formation of Integrity Clubs or other ancillary clubs in educational institutions, social and religious organisations or communities in various parts of the country.
- (2) Integrity Clubs or other ancillary clubs shall only be authorised to engage in such activities as will reinforce and further the objects of GII.
- (3) An Integrity Club or an ancillary club shall submit annual reports, including financial statements to the Secretariat yearly.
- (4) An Integrity Club or an ancillary club may with the approval of the Board of Directors make and adopt bye-laws which shall not be inconsistent with these Regulations to govern its activities.
- (5) Copies of all bye-laws shall be lodged with the Secretariat.

Article 9 – 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 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 moneys 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 these Regulations;
- (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 section 123 to 131 of the Act and International Financial Reporting Standards (IFRS);
- (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 moneys in the 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

(1) The Annual Membership Meeting shall appoint an auditor qualified in compliance with section 270 of the Act to audit the books of account and the financial statements of GII referred to in clause (2) (c) of this article.

(2) The duties of the auditor shall be regulated in accordance with section 134 of the Act.

Article 10 – Discipline

Suspension and Expulsion of a Member

- (1) A member shall not do anything which, in the opinion of Annual Membership Meeting, shall bring GII into disrepute.
- (2) Subject to the approval of 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 11 – Miscellaneous Provisions

Transitional Provisions

- (1) Despite anything in these Regulations, any person who immediately before the coming into force of these Regulations held or was acting in an office in existence immediately before the coming into force of these Regulations, shall be deemed to have been nominated, appointed or approved, as the case may be, as far as is consistent with the provisions of these Regulations to hold or act in the equivalent office under these Regulations.
- (2) For the purposes of clause (1), any person who immediately before coming into force of these Regulations 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 these Regulations 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 these Regulations shall be deemed to have been elected in accordance with these Regulations 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 these Regulations shall be deemed to have been elected under these Regulations and started his first term in office as from January 1, 2018.

Service of Documents

(1) Any document may be served on GII or any member of the Board in the manner provided by section 263 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 Regulations

(1) GII may, by special resolution, alter or add to these Regulations or adopt new Regulations at Annual Membership Meeting.

Dissolution of GII

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

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

Article 12 – Interpretation

(1) In these Regulations, unless the context otherwise requires:

- (a) “Act” means the Companies Act, 1963 Act 179; and
- (b) words or expressions shall have the same meaning as in the Act;

WE the undersigned are desirous of forming an incorporated company limited by guarantee under the Companies Act, 1963 Act 179 in furtherance of these Regulations and we agree to become members thereof and to accept liability in accordance with Article 1 clauses (8) and (8) and (9) of these Regulations.

Dated in Accra, this 29th Day of March 2019