CONSTITUTION OF
ACTIONAID INTERNATIONAL GHANA (AAIG)

Name of the Organisation

1. a. The name of the Organisation is ActionAid International Ghana and shall hereinafter be called “the Organisation”.

c. In the pursuit of its object ActionAid International Ghana shall affiliate with other ActionAid International bodies.

Objects

2. The objects for which the Organisation is formed are:

   (i) execute poverty eradication programmes in any manner in which now or hereafter may be deemed to be non-profit by law in any part of the nation and for such other ancillary non-profitable purposes the National Board may determine.

   (ii) To write, print, publish issue and circulate gratuitously or otherwise any reports, periodicals, books, newspapers, broadcasting, films, pamphlets, leaflets and other documents for media and stakeholders.

   (iii) To build capacity, advocate, influence stakeholders and governments on pro-poor policies.

   (iv) To ensure that there are adequate financial and non financial resources at all times for the purpose of promoting the objectives of the Organisation and procure contributions by way of donations, subscriptions, devises, and bequests towards the Organisation.

   (v) To enhance our legitimacy and constantly maintain the highest standards of accountability to the people and communities where we work.

   (vi) To develop and maximise the utilisation of skills, knowledge and capacity of our organisational human resources and relationships across various parts of the organisation for increased synergy and reduced wasteful duplication.
Vision, Mission and Values of the Organisation

3. **Vision**
   a. The vision of the organization is a world without poverty in which every person can exercise her or his right to a life of dignity.

**Mission**

b. The mission of the organization shall be directed at working with poor & working with poor and marginalised people, our mission is to eradicate poverty by overcoming the injustice and inequity that cause it.

**Values**

c. To achieve this mission of the organisation, the organisation and all its members, officers and/or employees, shall be governed by the following core values:

   (i) *Mutual respect* recognizing the innate dignity and worth of all people and the value of diversity.

   (ii) *Equity and justice* requiring us to work to ensure that every person irrespective of sex, age, race, colour, class and religion has equal opportunity for expression and utilising their potential.

   (iii) *Honesty and transparency* - requiring us to be accountable for the effectiveness of our actions and open in our judgments and communications with others.

   (iv) *Solidarity with the poor and marginalised* - our only bias will be a commitment to the interests of the poor and marginalised.

   (v) *Independence* - ActionAid International will be independent of any religious or party political affiliation.

   (vi) *Courage of conviction* - requiring us to be creative and radical, without fear of failure, in pursuit of the highest possible impact on the causes of poverty

   (vii) *Humility* - recognizing that we are a part of an alliance against poverty and requiring our presentation and behaviour to be modest.

   (viii) *Efficiency* - commitment to manage our organisation in the most cost effective and efficient manner possible to maximise the impact of resources dedicated to our ultimate objective of eradicating poverty.

   (ix) *Excellence* - striving for the highest quality of work and performance.
(x)  *Proximity* - taking decisions as close to their consequences as possible.

(xi) *Independence*- ActionAid Ghana will be independent of political, religious or any partisan affiliation.
**Income and property of the organisation**

4. The income and property of the Organisation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Organisation as set forth in regulation 2 herein and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or profit to any person who is a member of the Organisation or of its National Board.

Provided that:

(a) Nothing herein contained shall prevent the payment in good faith, of reasonable and proper remuneration to any officer of the organisation or to any member of the organisation in return for any services actually rendered to the organisation nor prevent the payment of interest at a rate not exceeding the rate established by the organisation’s Financial Procedures and Policies on money lent, or reasonable and proper rent for premises let to the organisation.

(b) No member of the National Board of the organisation shall be appointed to any salaried office of the organisation or office of the organisation paid by fees while that person is a Board member;

(c) No remuneration or other benefit in money or moneys worth shall be given by the organisation to any member of the organisation except repayment of out-of-pocket expenses (including the actual income forgone in the case of members from poor and marginalized groups or communities) related to their participation on the National Board.

**GOVERNANCE STRUCTURE**

5. The organization shall have two main organs, a General Assembly composed of not more than 40 persons and a national Board composed of not more than 15 people elected from and by the General Assembly.

**The General Assembly.**

6. (1) The first members of the General Assembly shall be appointed by the Board of Directors of the organization.

(2) The members of the General Assembly shall be appointed from among persons who are mostly poor and marginalized or have close working relations with them.
(3) The first assembly will come into existence only in the second year of ActionAid Ghana’s existence as an affiliate.

(4) Members will serve a maximum ‘term’ of 4 years. This will be renewable for a further term, based on the individual’s interest and contribution.

(5) A one-third of the members will retire every 4 years with some eligible for renewal to a further term.

**Honorary Members**

7. The Organisation in a General Assembly meeting may resolve by ordinary resolution that the Board may admit to honorary membership of the Assembly, any person, whether or not an ordinary member of the Assembly who in the opinion of the Board has rendered significant service to the Organisation or to any of the objects to which the Organisation is formed to promote.

Appointments to honorary membership of the Assembly shall if also admitted as an ordinary member have the same rights as an ordinary member but otherwise shall have no voting rights and shall not be liable to pay any subscription to the organisation. Such membership shall not exceed a period of five years.

The number of persons to be appointed as Honorary members’ shall not exceed 10 and shall act only as patrons of the organization but shall not be members of the General Assembly.

Provided that at least fifty per cent 50% of such appointments shall include women and persons from the marginalized categories of society.

Persons appointed as honorary members shall be expected to lend their name to the organisation to enhance the organisation’s credibility and for which reason shall be persons of great eminence and significant social stature.

**DUTIES OF THE GENERAL ASSEMBLY**

8. (1) The duties of the general assembly shall be as follows;

   (1) To uphold the values, vision and mission of ActionAid International

   (2) To elect and support the National Board
(3) To guide and determine overall long term policy and strategic direction
(4) To serve as primary advocates for what the organisation has set out to do.
(5) To use the powers designated to it responsibly and in the best interests of the organisation

(2) In the performance of its duties, the General Assembly may dialogue and debate issues within the vision and mission of the organisation periodically to check for appropriateness to time and context.

Provided that, any changes suggested by the general assembly shall be carried by majority.

(3) Where the board decides to review the general assembly’s policies, it may do so only with the approval of the General Assembly

9. The General Assembly may review major policy issues both proactively and on recommendations from the Board as regards a specific policy, or strategy. Decisions in this regard will be made by a voting and the rule of simple majority. Implementation of such changes will be made based on the complete understanding of the impact and outcomes of such decisions.

General Assembly Meetings

10. (i) General Assembly meetings may be attended by the following persons:

   (a) Every member of the Organisation.
   (b) Every Board member of the Organisation.
   (c) Every auditor for the time being of the Organisation.

   (ii) Other persons not mentioned above may attend general assembly meeting with the permission of the Board. The Board shall inform the General Assembly in advance of the meeting of the attendance of such invitees.

   (iii) Not less than 50% members of the general assembly are required to form a quorum for a meeting.

   (iv) If a quorum is not present within half an hour after the time appointed for
the meeting, it shall be dissolved if convened upon the requisition of members in accordance with Article 35 of this Constitution and in any other case shall stand adjourned to such time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour after the time appointed, the members present shall constitute a quorum.

(v) Important decisions of the Board in so far as possible shall be reached by consensus. On all matters where a vote is taken resolutions shall be passed by a simple majority.

Voting

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

12. General assembly meetings shall be conducted in accordance with sections 166 to 173 of the Code.

(1) The President shall preside as chairperson at every general assembly meeting but if he/she is not present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairperson of the meeting.

(2) (a) A resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such members that are present and entitled to vote.

(b) A resolution shall be a special resolution when it has been passed by not less than 75% of the votes cast by members present and entitled to vote.

(c) The terms of any resolution, special or ordinary, before a general meeting may be amended by ordinary resolution moved at the meeting provided that the terms of the resolution as amended will still be such that adequate notice of the intention to pass the same can be deemed to have been given in accordance with regulation 35 of these Regulations.

(3) (a) On a poll being demanded on any resolution at a general meeting the chairperson of the meeting may direct a postal ballot of the ordinary members in accordance with subsections (6), (7) and (8) of section 170 of the Code or shall so direct if an ordinary resolution to that effect is moved at the meeting and passed on a show of hands provided that the resolution concerned is:
(i) A special resolution, or

(ii) In the event that the chairperson directs that a poll shall be by postal ballot, ballot papers shall be served on members entitled to attend and vote on the resolution in the same manner notice of the meeting is required to be given to them, and such members shall cast their votes not less than twenty-four hours before the time appointed for the closing of the ballot.

13. In accordance with section 174 of the Code a resolution in writing signed by all the members, or being bodies corporate by their duly authorised representative, shall be as valid and effective for all purposes, as if the same had been passed at a general meeting of the Organisation duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Code and this Regulation.

Provided that this regulation shall not apply to a resolution to remove an Auditor or a member of the Board which may be done only at the AGM in accordance with the provisions of the Code.

14. Minutes of general assembly meetings shall be kept in accordance with section 177 of the Code.

Votes of Members

15. 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 regulation 12 hereof and subsections (6), (7) and (8) of section 170 of the Code, each ordinary member, whether or not present at the meeting, shall have one vote.

BOARD OF DIRECTORS.

16. The Board of Directors of the Organisation shall be known as the Board.

(i) The first members of the Board are:
17. The powers of the Board are limited in accordance with section 202 of the Code.

**Liability of members of the Board**

18. The liability of the members is limited.

19. Each member of the Board undertakes to contribute to the assets of the Organisation in the event of its being wound up while he/she is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Organisation and of the costs of winding up such amount as may be required not exceeding £1,000,000.00.

20. If upon the winding up or dissolution of the Organisation there remains after the discharge of its debts and liabilities any property of the organisation, the same shall not be distributed among the members but shall be transferred to some other company limited by guarantee having objects similar to the objects of the organisation or applied to some charitable object, such other company or charity to be determined by ordinary resolution of the members in general meeting prior to the dissolution of the Organisation.

**Resignation and Exclusion of Members of the Board**

21. Subject, in the case of ordinary members of the General Assembly, to compliance with section 10 of the Code. The number of members of the Board, not being less than 15 or more than 19 shall be determined by ordinary resolution of the members in general meetings.

(a) Any ordinary 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 the Organisation any ordinary member for the following reasons;
(i) If in the opinion of the Board the continued membership of such persons would be detrimental to the interest of the organization or the furtherance of its objects; or

(ii) Provided that the Board for any other justifiable reason may exclude from membership of the Organisation any member whose conduct and/or membership of the Organisation hampers the activities of the Organisation or does injury to the good name of the Organisation.

(iii) If such member conducts him/herself in such a manner as to undermine the mission and core values of the organisation or continuously and/or repeatedly acts in breach of them.

(c) Proposals and/or nominations for appointment to serve on the Board of the organisation shall be made having regard to the areas of interest of the organisation including areas like public relations, fundraising, finance, education and advocacy etc.

**Accounts and Audit**

22. The Board 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 section 123 to 133 of the Code.

23. Auditors, qualified 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.

**Annual General Meetings and Resolutions**

24. (1) The Organisation shall hold annual general meetings in accordance with section 149 of the Code in the following manner:

(2) The annual general meeting shall be held not earlier than 21 days after the following documents have been dispatched to members and debenture holders of the Organisation.

(a) An income and expenditure account prepared and signed by at least two members one of which shall be the Treasurer of the Board on behalf of the other members of the Board after the Board has approved same.

(b) A report by the members of the Board thereon on the state of affairs of the Organisation and its subsidiaries if any.
(c) A report by the auditors of the Organisation.

**Appointments to the Board**

25. (a) Appointment(s) of persons to serve on the Board of the organisation shall be conducted taking into account the following factors: -

(i) Commitment to the vision, mission and values of the organisation.

(ii) Knowledge and skills required to properly serve the organisation.

(iii) Gender parity preferably equal representation of both sexes on the board. Experience in development oriented and/or related activities.

(iv) Sectoral and/or geographical representation where necessary or desirable

(v) Willingness to devote time to activities and/or matters of the organisation

(vi) Readiness to serve the organisation faithfully, diligently, devoid of all impartiality and partisan interest, having regard at all times to the interest of the organisation and not personal interest.

(b) Selection and/or nomination for appointment to serve on the board of the organisation shall be done not less than three months prior to the expiration of the term of the sitting Board.

(c) At the first annual general meeting of the organisation, all the Board members shall retire from office and shall be immediately eligible for re-election. In every subsequent year, at the annual general meeting, one third of the Board, for the time being or if their number is not three or a multiple of three, then the number nearest one third, shall retire from office. A retiring Board member shall be eligible for re-election and have a maximum tenure of 3 consecutive terms.

(d) Board members to retire shall be those who have been longest in office since their last appointment or election. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or office.

26. The continuing members of the Board may act notwithstanding any vacancy in their body; but if and so long as their number is reduced below two or below the number fixed by the Board as the necessary quorum, they may act for four weeks
after the number is so reduced, but thereafter may act only for the purpose of increasing their number to that number or of summoning a general meeting of the Organisation and for no other purpose.

27. Election to the Board shall be by secret ballot which shall be conducted in the following manner, that is to say

(1) Members of the general assembly shall provide a list of nominees, who conform to the criteria set forth in regulation (28(a) to the Secretary of the Board, at least twenty-one clear days before the date of the annual general meeting of the organization. A retiring member shall be eligible for re-election without nomination and shall be deemed to offer himself for re-election unless he notifies the secretary in writing at least twenty-one days before the date of the annual general meeting, that he or she does not wish to stand for re-election.

(2) At the annual general meeting, an election shall be conducted to elect the board members from among the list of nominees from members and from the list of board members eligible for re-election.

(3) If the number of competent nominees and retiring members offering themselves for re-election do not exceed the number of vacancies, the chairperson of the meeting shall declare the candidates duly elected. If the number so elected is less than the number of vacancies, the remaining vacancies may be filled as casual vacancies.

(4) Any causal vacancy in the number of members of the Board to be filled by the Board.

Disqualification of Board Members

28. The following persons shall not be competent to be appointed or to act as Board members of the organisation, namely:

(i) An infant;
(ii) Anyone found by a competent court to be a person of unsound mind;
(iii) A body corporate;
(iv) Anyone in respect of whom an order shall have been made under section186 of this Code so long as such order remains in force unless leave to act as director has been given by Court in accordance with that section;
(iv) An undischarged bankrupt, unless he shall have been granted leave to act as director by the Court by which he was adjudged bankrupt.
(v) Any board member who assumes any office of profit under the organisation.
(vi) Any board member who whilst having an interest in any contract with the organisation refuses, neglects or fails to make a full disclosure of same to the Board.
(vii) Failure to attend consecutive meetings without reasonable cause to be provided in written form to the chairman of the board.

29. Membership of the Board shall be vacated in accordance with section 184 of the Code and any member may be removed from the Board in accordance with section 185 of the Code.

30. (1) The proceedings of the Board shall be regulated by section 200 of the Code.
(2) At all meetings of the Board the Chairperson, or in his/her absence, the Board’s nominee shall be chairperson.
(3) The Board of the organisation shall meet a minimum of 3 times a year at which decisions of the Board shall be reached by consensus or majority vote.

31. Minutes of meetings of the Board and of any committee of the Board shall be kept in accordance with section 201 of the Code.

**Powers of the Board**

32. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of the powers conferred on the Board by any other inter-vires the Organisation.

(i) Assessing and approving the strategies, plans and budgets of the organisation.
(ii) Continually assessing and reviewing (including through external review) the capacity and performance of the Board and taking measures to develop and strengthen the Board
(iii) Appointing and if necessary dismissing, the Director of the organization.
(iv) Provide supervision, guidance encouragement, resources and space to the Director for the building and strengthening of the management team and for the effective implementation of the organisation’s mission.
(v) Appointing auditors and holding auditors accountable.
(vi) Nominating a representative to the Board of ActionAid International.
(vii) Reviewing and updating the By-laws, charter and strategies of the affiliate organisation as necessary.
Duties of the Board.

33. In addition to all duties hereby expressly conferred upon them and without detracting from the generality of the duties and powers conferred on the Board by any other Article, the Board shall have the following duties in so far as the same are intra-vires the Organisation:

(i) Ensuring continual compliance with the affiliation agreement and licensing agreement between ActionAid International and ActionAid Ghana and the constitution, By-laws and charter of ActionAid Ghana.

(ii) Determining and upholding the values, vision, mission, identity, policies and standards of the organisation in line with those of ActionAid Ghana.

(iii) Ensuring the necessary structure, staff, resources and capacity for the national organisation to deliver its commitment to the poor and marginalized people it works with, through national and international actions.

(iv) Ensuring that measures such as audits, reviews and capacity strengthening are taken to protect and develop identity, viability, people, property, integrity, gender equity and reputations.

(v) Actively engaging in support to profile building, fundraising and advocacy work.

(vi) Ensuring accountability to poor and marginalized people and communities we work with as well as to donors and other stakeholders.

(vii) Ensuring safety and security of all employees and volunteers of the organisation.

(viii) Representing both ActionAid International and ActionAid Ghana in the country wherever appropriate.

(ix) Contributing to the shaping and development of the international agenda of ActionAid Ghana.

Extraordinary General Meetings
Extraordinary general meetings of the Organisation may be convened either by the Board or by the requisition of ordinary members of the Organisation.

(2) The Board may convene an extraordinary general meeting whenever they think fit although these cannot be more than 2 in a year.

(3) An extraordinary general meeting may be requisitioned by Ordinary members representing not less than one-tenth of the total voting rights of all members of the Organisation and the members of the Board shall proceed forthwith to convene the meeting.

(4) The requisition must state the nature of the business to be Transacted at the meeting and must be signed by the requisitionists and sent to or deposited at the registered office of the organisation.

(5) If the members of the Board do not within 7 days from the date of the receipt of the requisition at the registered office of the company proceed to duly convene a meeting of the company for a date not later than 28 days, thereafter the requisitionists, or any of them may themselves convene a meeting but any meeting so convened shall not be held after the expiration of four months from the said date.

(6) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly convene a meeting shall be repaid to the requisitionists by the Organisation.

(7) For purposes of this regulation the Board shall be deemed not to have proceeded to duly convene a meeting if they do not within 7 days from the receipt of the requisition at the registered office cause notices of the meeting to transact the business specified in the requisition in accordance with regulation 35 herein.

**Notices**

35. (1) Meetings (other than adjourned meetings) shall be convened by notice in writing to the persons mentioned in regulation 10 herein.

(2) The length of notice of meetings shall not be less than 12 days exclusive of the day on which the notice is served but inclusive of the day on which notice is given.

(3) Notwithstanding that the Organisation’s meeting has been called by a notice shorter than what has been provided in sub-regulation (2) of this regulation the meeting shall still be deemed called if it is so agreed:
In the case of an AGM by all the members entitled to attend and vote thereat:

In the case of any other meeting by a ninety-five per cent (95%) majority in the number of members present.

The notice shall specify the place, date and hour of the meeting and the general nature of the business to be transacted thereat in sufficient detail to enable those to whom it is given to decide whether to attend or not and where the meeting is to consider a special resolution the terms of the resolution.

In the case of the AGM a statement that the purpose is to transact the ordinary business of an AGM shall be deemed to be sufficient specification that the business is a consideration of the accounts, report of the directors and auditors, the election of members of the Board in place of those retiring and the fixing of remuneration for auditors.

Notice may be given by the organisation to any member of Organisation either personally or by sending it through the post addressed to him/her at his/her registered or e-mail address.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by a person entitled to receive notice shall not invalidate the proceedings at the meeting.

Upon written request by any member of the organisation entitled to attend and vote at a general meeting at its own expense include in the notice of that general meeting a statement not exceeding 500 words of any resolution which may be properly moved and is intended to be moved or a statement not exceeding a 1000 words of any business to be dealt with at the meeting.

**Powers of the Country Director**

36. In addition to all powers hereby expressly conferred upon the Country Director and without detracting from the generality of the powers conferred on the Country Director by any other article, the Country Director shall have the following powers in so far as the same are intra-vires the Organisation:

(i) Power to expend the funds of the Organisation in such a manner as they shall consider most beneficial for the purposes of the Organisation, and to invest in the name of the Organisation or in the names of trustees such part thereof as they may think fit, and direct the sale or transposition of any investments, and to expend the proceeds of any such sale for the purposes of the Organisation.
(ii) Power to borrow money upon the security of any of the property of the Organisation, and to grant or direct to be granted mortgages or otherwise for securing the same with Board’s approval

(iii) Power to make or from time to time or alter or amend, publish and enforce rules and regulation for the management of the Organisation and its staff and the affairs of the Organisation, provided that no such rules or regulation shall conflict or be inconsistent with the provisions of this Constitution or the Act and the provisions in the affiliation agreement between ActionAid International and ActionAid Ghana; within the policy approved by the Board

(iv) Power to raise funds for the Organisation from individuals, communities, corporations, institutions and organisations;

(v) Power to enter into contractual obligations on behalf of the Organisation;

(vi) Power to determine and; uphold the values, vision, mission, identity, structure, policies and standards of the Organisation;

(vii) Power to determine the number and quality of staff required by the organisation, and to hire and dismiss staff accordingly.

(viii) And generally power to do all things necessary or expedient for the due conducting of the affairs of the organisation not herein otherwise provided for.

**Duties of the Country Director**

37. In addition to all duties hereby expressly conferred upon the Country Director without detracting from the generality of the duties and powers conferred on the Country Director by any other Article, the Country Director shall have the following duties in so far as the same are intra-vires the Organisation:

a. Ensuring that there is the necessary structure, staff, resources and capacity of the Organisation to deliver its commitment to the poor and marginalized people works with, through national and international actions

b. Ensuring accountability to poor and marginalised people and communities we work with as well as donors and other stakeholders

c. Ensuring the safety and security of all employees and volunteers of the Organisation;
d. Sharing organisational learning, actively contributing to maintaining good communication and providing support to ActionAid International Affiliates as and whenever possible.

e. Serving as the Secretary of the Board and in this respect will be responsible for:

(i) Maintaining records of the Board and ensuring effective management of the organisation’s records

(ii) Managing minutes of Board meetings

(iii) Ensuring minutes are distributed to members shortly after each meeting

(iv) Ensuring that he/she is sufficiently familiar with the legal documents of the organisation (e.g. Constitution) to note applicability during meetings.

**Chairperson**

38. The Board at their first meeting held after each annual general meeting shall elect from their members a Chairperson of the Organisation who shall hold office for the ensuing year or until their successors are elected.

39. Any vacancy occurring in these offices shall be filled in like manner at the next meeting of the Board held after the occurrence of the vacancy.

**Committees**

40. (1) The Board may appoint committees from among their own members or from the members of the Organisation or from a combination of both. Nevertheless there shall be:

a. Finance Committee

b. Audit Committee
c. Board Development Committee and any other committee the Board shall stipulate.

(2) The terms of reference and duration of office of all committees shall be prescribed by the Board and all such committees shall be deemed to be committees of the Board for the purposes of the Code.
**Treasurer and other Officers**

41. The Board shall elect a Treasurer from among the members.

**Secretary**

42. The Board shall appoint a Secretary to the Board who shall be responsible for:

   (i) Maintaining records of the Board and ensuring effective management of the organisation’s records.

   (ii) Managing minutes of Board meetings.

   (iii) Ensuring minutes are distributed to members shortly after each meeting.

   (iv) Ensuring that he or she is sufficiently familiar with the legal documents of the organization (eg. Constitution) to note applicability during meetings.

**The Seal**

43. (i) The Board shall be empowered to adopt a common seal for use by the Organisation and shall provide for the safe custody thereof.

   (ii) The seal shall only be used by the authority of the Board or of a committee of the Board authorised 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 and shall be counter signed by the Secretary or a second member of the Board or by some other person appointed by the Board for that purpose.

**Service of Documents**

44. Any document may be served by the Organisation on any ordinary member, debenture holder or member of the Board in the manner provided for by section 262 of the Code and may be served in like manner on any associate or honorary member either personally or at the address supplied by him to the organisation for the purpose of service of notices.

45. The policy document of ActionAid International Ghana shall be used as aid in the interpretation of this constitution.
Interpretation

46. In this Constitution, unless the context otherwise requires:

(a) “Code” means the Companies Code, 1963 (Act 179), or any statutory modification or re-enactment thereof;

(b) Words or expressions shall 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.

(d) “AGM” means Annual General Meeting.

We the undersigned are desirous of forming an incorporated company in pursuance of these Regulations and we agree to become members of the Board thereof and to accept liability in accordance with regulation 8 of these Constitution.

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DATED THIS 17th DAY OF MAY 2004.

WITNESS TO ABOVE SIGNATURE: ....................................................

NAME: .................................................................

ADDRESS:

OCCUPATIONS: .................................................................