



**INDEPTH Network**  
Better Health Information for Better Health Policy

THE COMPANIES CODE, 1963 (ACT 179)

REGULATIONS OF

INDEPTH NETWORK

(A PUBLIC COMPANY LIMITED BY GUARANTEE)

REGULATIONS OF A COMPANY LIMITED BY  
GUARANTEE

**1. NAME**

The name of the Company is INDEPTH-Network (Hereinafter called the: ASSOCIATION or INDEPTH).

**2 OBJECTS**

The Objects for which the ASSOCIATION is formed are:

- (a) To link existing Centres that are able to continuously monitor the health and demographic status of geographically dispersed populations through a focused network.
- (b) To substantially enhance the capabilities of these research Centres through increased interaction among site leaders, researchers and managers.
- (c) To initiate and facilitate cross-Centre, longitudinal health and social studies and impact assessment in severely resource-constrained populations.
- (d) To disseminate study findings with all external stake holders to maximize impact on policy and practice.
- (e) To support capacity building and cross-Centre collaborations among INDEPTH member Centres.
- (f) To facilitate the process for donors to fund multi-site health and social research projects in the developing world.
- (g) To improve the linkages between existing INDEPTH field Centres which continuously monitor the health and demographic status of geographically-defined populations.
- (h) To substantially enhance the capabilities of these research Centres through increased interaction among Centre leaders, researchers and managers, technical strengthening, methodological development and a widened application to policy and practice.

**3. CHARITABLE STATUS**

INDEPTH is organized and shall be operated exclusively for charitable, scientific, and educational purposes. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the immediately preceding regulation and in particular no substantial part of the organizations activities shall be the carrying on of propaganda, or otherwise attempt to influence legislation and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office and further no portion of the income and property of the organization shall be paid or transferred, directly or indirectly by way of dividend, bonus or profit to any individual, including a member of the Association or its Executive Council; provided that:

- (i) nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer of the Association or to any member of the Association in return for any services actually rendered to the Association or in support of activities in furtherance of the Association's charitable purposes, nor prevent the payment of interest at a rate not exceeding six per centum per annum on money lent, or reasonable and proper rent for premises let to the Association;
- (ii) no member of the Executive Council of the Association shall be appointed to any salaried office of the Association or office of the Association paid by fees; and,
- (iii) no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Executive Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises let to the Association.

**4. LEGAL POWERS**

Pursuant to Section 24 of the Companies Code, 1963 (Act 179) the Association has for the furtherance of its authorized objects, all the powers of a natural person of full capacity and in furtherance of the objects outlined above INDEPTH shall have the power 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. MEMBERS OF THE EXECUTIVE COUNCIL**

- (a) The Board of Directors of the Association shall be known as the Executive Council.

The first members of the Executive Council were:

DR. FRED BINKA  
TITUS TEI  
DR. STEVE TOLLMAN

The current members of the Executive Council are:

MARCEL TANNER  
SANJAY K. JUVEKAR  
HANS-OLAV ADAMI  
PETER BYASS  
TIM EVANS  
MARGARET GYAPONG  
KATHLEEN KAHN

EUSEBIO MACETE  
HONORATI MASANJA  
OSMAN SANKOH  
ALI SIE

**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.

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

Each member of the Association undertakes to contribute to the assets of the Association 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 payment of the debts and liabilities of the Association and of the costs of winding up such amount as may be required not exceeding One Thousand Ghana Cedis,

**9. DISSOLUTION**

A vote to dissolve INDEPTH shall be possible according to a two-third vote of the Members of the Executive Council and after consultation with member Centres and sponsors. If upon the winding up or dissolution of the Association, there remains after the discharge of its debts and Liabilities any property of the Association, the same shall not be distributed among the members, but shall be transferred to some other not for profit company limited by guarantee having objects similar to the objects of the Association 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 Association. In no event shall any of the assets or property of the Association be distributed to any member of the Association, Executive Council or any officer of INDEPTH or to any private individual or to any organization created or operated for profit.

**10. FULL MEMBERS**

- (a) The subscribers of these regulations and such other persons as the Executive Council shall admit to ordinary membership shall be members of the Association. They shall be known as Full Members.
- (b) The members in general meeting may by ordinary resolution prescribe qualifications for membership of the Association and unless the resolution otherwise provides no person shall thereafter be admitted to membership by the Executive Council unless he has the prescribed qualification.
- (c) Full Members shall be Health and Demographic Surveillance Centre that participate in cross Centre activities and are duly certified by the Executive Council.

- (d) Upon joining INDEPTH each Centre will have designated the Centre leader. The Centre leader shall have the right to cast the vote on behalf of the Centre. If the Centre leader is unable to vote, he/she may designate a single delegate from the Centre to vote on behalf of the Centre.
- (e) When a Centre changes leadership, the previous Centre leader or the Centre must appoint a successor and notify the Executive Director in writing within a reasonable period of time.
- (f) In furtherance of INDEPTH's charitable purposes, Full Members shall be eligible to receive technical and financial support from INDEPTH.

#### **11. ASSOCIATE MEMBERS**

- (a) The Association in general meeting may resolve by ordinary resolution that the Executive Council may admit to associate membership of the Association, and may prescribe qualifications for such Associate Members.
- (b) Associate Members shall be interested professional, research institutions, donors etc.
- (c) Associate Members shall be entitled to benefit from information materials and research output.
- (d) Associate Members shall be permitted to take part in such proceedings and functions of the Association as the resolution shall prescribe or, in default of prescription, as the Executive Council shall think fit but shall not be Members of the Association in its corporate capacity and shall not have any vote on any resolution at any general meeting of the Association or be counted towards a quorum.

#### **12. HONORARY MEMBERSHIP**

- (a) The Association in General Meeting may resolve by ordinary resolution that the Executive Council may admit to honorary membership of the Association any person, whether or not a Full or Associate Member of the Association, who in the opinion of the Executive Council, has rendered signal service to the Association or to any of the objects which the Association is formed to promote.
- (b) An Honorary Member, unless also admitted as a Full Member of the Association, shall have the same rights as an Associate Member and if also admitted as a Full Member, shall have the same rights as a Full Member but shall not be liable to pay any subscription to the Association.

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

- (a) Subject to compliance with Section 10 of the Code any Full, Associate or Honorary Member may resign his membership by notice in writing to the Executive Council;

- (b) Subject to compliance with Section 10 of the Code the Executive Council may in its discretion exclude from membership of the Association any Full or Associate Member on any of the following grounds:
  - (i) if the subscription payable to the Association by such Full or Associate member shall be unpaid six months after the same shall have become due and payable; or,
  - (ii) if in the opinion of the Executive Council, the continued membership of such person would be detrimental of the interest of the Association or to the furtherance of its objects.

**14. SUBSCRIPTIONS**

- (a) Full and Associate Members shall pay such annual subscriptions as the Members in general meeting on the recommendation of the Executive Council shall determine by ordinary resolution from time to time.
- (b) The subscription shall be due and payable on admission to membership and thereafter on the first day of January in each year or on such other date as the resolution shall provide.
- (c) The subscription may differ as between Full and Associate Members and a different subscription may be prescribed in the case of corporate bodies admitted to membership or in the case of any person admitted to membership as representing any institutions or unincorporated Association.

**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 ASSOCIATION**

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.

**17. GENERAL MEETINGS AND RESOLUTIONS**

- (a) Annual General Meetings shall be held in accordance with Section 149 of the Code. INDEPTH shall hold an Annual General Meeting every year at a time and place as may be determined by the Executive Council.
- (b) The Annual General Meeting shall be under the chairmanship of the Chair of the Executive Council and in his or her absence any member of the Executive Council, elected by the Executive Council.
- (c) All Full Member Centre shall be entitled to receive notice of an Annual General Meeting and all literature associated therewith and shall have the right to attend, speak and vote at the Annual General Meeting.

- (d) Associate Members and/or Accredited representatives of donors and other external constituencies invited by the Executive Council shall also receive all literature related to the Annual General Meeting and attend and speak thereat but shall not be entitled to vote.
- (e) The Annual General Meeting shall:
  - (i) receive the Report of the Executive Council;
  - (ii) receive and consider the audited accounts of INDEPTH of the preceding year;
  - (iii) receive the Report of the Executive Director;
  - (iv) elect members to fill vacancies on the Executive Council;
  - (v) consider any matter affecting the interest of INDEPTH; and,
  - (vi) transact such other business as may be necessary.

**18. EXTRAORDINARY GENERAL MEETING**

- (a) Extraordinary General Meetings may be convened by the Executive Council whenever they think fit in accordance with Section 150 of the Code and shall be convened on the requisition of Full Members in accordance with Section 297 of the Code. 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 INDEPTH, 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 INDEPTH.

**19. NOTICE OF A GENERAL MEETING**

Notice of a general meeting shall be given in 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.
- (b) If no quorum is available at the expiration of three hours from the time appointed for the commencement of the Annual General Meeting or the Special General Meeting, the Annual

General Meeting or the Special General Meeting shall stand adjourned to a time appointed by those present. If no quorum shall be available by the end of three successive adjournments then the Annual General Meeting or the Special General Meeting shall be deemed adjourned sine die.

- (c) The Executive Council may thereafter convene another Annual General Meeting at a place and time they may decide.

**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**

A body corporate which is a Member of the Association 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 Association, 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.



- (b) Any Member desiring to submit a resolution may do so by sending it in writing to the Executive Director at the Secretariat at least 30 days before the date of the Annual General Meeting.
- (c) The Executive Director shall circulate all resolutions coming before the Annual General Meeting to all Members entitled to attend, speak and vote.
- (d) Notwithstanding the foregoing, the Executive Council may admit a resolution that is submitted outside the time limit provided by these Regulations.

**25. MINUTES OF GENERAL MEETINGS**

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

**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 subsection (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 INDEPTH, 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 INDEPTH 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 Association, 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 INDEPTH projects;
  - (ii) maintenance and enhancement of the standing of INDEPTH within the international scientific and donor community;
  - (iii) external liaison with donors and other interested parties;
  - (iv) ensuring financial good standing of INDEPTH;

- (v) appointment of the Executive Director of INDEPTH;
  - (vi) development and management of INDEPTH's priority areas of interest;
  - (vii) authorization and ratification of INDEPTH projects;
  - (viii) ratification of principal investigators (nominated by the Chair or Executive Director) for INDEPTH projects; and,
  - (ix) 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 Association:
- (i) external liaison with donors and other interested parties;
  - (ii) principal oversight of INDEPTH Secretariat; and,
  - (iii) executive oversight of the portfolio of INDEPTH projects.
- (c) INDEPTH 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 Association. 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.
- (d) The Executive Director will manage INDEPTH's projects, resources and budgets on behalf of the Chair and the Executive Council to whom he/she is accountable. The Executive Director will draw professional and technical resources, including project principal investigators, from affiliated Demographic Surveillance Centres for the achievement of the objects of INDEPTH.

**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 Association for election to fill vacant positions in the Executive Council.

**29. ELECTION TO THE EXECUTIVE COUNCIL**

- (a) Members of the Executive Council shall be appointed from among the Full Members of the Association in manner following, that is to say,
- (i) at the first Annual General Meeting of the Association, the first or founding members of the Executive Council shall retire from office and six members shall be elected from amongst the full members of the Association;

- (ii) at the Annual General Meeting in any subsequent year, one—third of the membership of the Executive Council shall retire from office;
  - (iii) the members of the Executive Council to retire in every year shall be those who have been longest in office since their last election, but as between person who become members on the same day, those to retire shall, be those who scored the lowest votes at the election to the Executive Committee;
  - (iv) an elected member of the Executive Council may serve a maximum of 2 consecutive terms of either 1 or 2 years per term. Determination of the number of years to be served by a member of the Executive Council per term shall be based on the number votes scored in an election. The first 3 members with the highest number of votes shall serve a term of 2 years and those who score the lowest number of votes shall serve a term of one year; and,
  - (v) for the avoidance of doubt, the provision in regulation 29(a)(iv) above states that:
    - i. The three Executive Council members receiving the greatest number of votes during the election of the first Executive Council or any subsequent election shall serve a first term of two years and shall be eligible for election to a second term unless he/she chooses to retire; and,
    - ii. The Executive Council member receiving the fewest number of votes in any election to the Executive Council shall serve a first term of one year but shall be eligible to stand for election for a second term unless he/she chooses to retire.
- (b) Election to the Executive Council, shall be by secret ballot, and shall be conducted in the following manner, that is to say;
- (i) any Full Members wishing to nominate another Full Member or Members, for election to the Executive Council shall notify the Secretariat or the Executive Director in writing accompanied by the nominee’s consent in writing, at least twenty-one days clear before the date of the Annual General Meeting of the Association. 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 Secretariat or the Executive Director in writing, at least twenty-one clear days before the date of the Annual General Meeting that he does not wish to stand for re-election;
  - (ii) if the number of nominees competent for election as members of the Executive Council and retiring members offering themselves for re-election exceeds the number of vacancies to be filled, the Executive Director shall, at least fourteen days before the date of the Annual General Meeting, send to each Full Member a ballot paper containing a list of the names of such nominees and retiring members offering themselves for re-election, requesting him to indicate by means of distinctive mark on the ballot paper, the names of the persons for whom he votes. Each member

may vote for one or more persons not exceeding in number the number of vacancies to be filled;

- (iii) no ballot paper shall be valid unless returned to the registered officers of the Association not less than twenty-four hours before the time appointed for the Annual General Meeting and shall be counted by scrutinizers appointed at the meeting who shall inform the Chairman of the meeting, of the votes obtained by each candidate. The Chairman shall then announce the names of the successful candidates to the meeting. No ballot paper shall be valid on which votes have been cast in excess of the number of vacancies, and in case of doubt as to the validity of a ballot paper or the intention of the voter, the decision of the Chairman of the meeting shall be final and conclusive; and,
  - (iv) if the number of competent nominees and the retiring members offering themselves for re-election does not exceed the number of vacancies, the Chairman of the meeting shall declare the candidates, duly elected but proceed to conduct secret ballot to determine which member shall serve 2 years and who shall serve 1 year. If the number so elected is less than the number of vacancies, the remaining vacancies may be filled as casual vacancies.
- (c) Any casual vacancy in the number of members of the Executive Council may be filled by the Executive Council or by ordinary resolution of the Members in general meeting in accordance with Section 181 of the Code.
- (d) Notwithstanding the foregoing, the Association may decide to hold elections at the Annual General Meeting and where it so decides, nominations and election shall be in accordance with the following procedure:
- (i) there shall be an electoral officer who shall be the solicitor for the Association and 2 scrutinizers who shall be appointed from among the Associate Membership of INDEPTH by the Executive Council at the Annual General Meeting for the purpose of conducting elections at that Annual General Meeting;
  - (ii) the electoral officer and the 2 scrutinizers shall be responsible for the conduct of all elections at the Annual General Meeting at which they are appointed. The scrutinizers shall cease to be scrutinizers at the close of the Annual General Meeting at which they are appointed;
  - (iii) the electoral officer shall receive nominations from full members eligible to be elected to the Executive Council up to 6:00 pm on the day before elections at the Annual General Meeting;
  - (iv) a nomination shall be valid only where the nominee is seconded by a Centre other than his/her own Centre; and where the nominee endorses the nomination form with his/her willingness to serve on the Executive Council if elected;

- (v) the electoral officer shall announce and introduce all nominated candidates seeking election to the Executive Council to the Annual General Meeting and thereafter distribute ballot papers on which all the names of the candidates seeking election to the Executive Council shall appear to the Members eligible to vote;
  - (vi) the electoral officer and the scrutinizers shall supervise the casting of votes in the open to the full view of all present and thereafter proceed to count the vote so cast again in the open and in the full view of all;
  - (vii) the electoral officer shall announce the votes obtained by each candidate and depending on the number of vacancies on the Executive Council the candidate(s) with the highest votes will be duly declared elected;
  - (viii) where there is a tie among candidates for the last position on the Executive Council, the electoral officer shall conduct further elections with respect to those candidates only and the candidate with the highest votes will be duly declared elected;
  - (ix) election of members to the Executive Council shall take place at the Annual General Meeting and shall be done in accordance with the provisions of section 29 of the Regulations of INDEPTH;
  - (x) a Centre leader shall have the right to nominate an individual affiliated with his/her Centre or a Centre leader of another Full Member Centre;
  - (xi) any candidate affiliated with a Centre who desires to be elected to the Executive Council must be nominated by one Full Member Centre leader and seconded by another Full Member Centre leader and must furnish a declaration of his/her Centre leader that he/she has the support of his Centre to stand for election to the Executive Council;
  - (xii) nominations of candidates for election to the Executive Council shall be published to all Members entitled to attend and vote at the Annual General Meeting with sufficient notice prior to the election;
  - (xiii) each candidate shall have the right to issue a brief statement at the Annual General Meeting and answer questions prior to the election; and,
  - (xiv) where there are more candidates than there are vacancies, the electoral officer shall conduct a poll to decide who will fill the vacancies.
- (e) Not more than one candidate from a Full Member site may sit on the Executive Council at any given time.
  - (f) A person of an HDSS Centre shall not be eligible to compete for membership of the Executive Council until after the expiration of 2 years after the end of term of a person from that Centre.

- (g) A person who has served either a term or two on the Executive Council shall only be eligible to compete again for membership of the Executive Council after the expiration of 4 years after the end of his/her term.
- (h) Nominations will not be accepted for individuals affiliated with a Centre when a sitting Executive Council member shares affiliation with or is a member of the same Centre.
- (i) In the event that two or more candidates from the same Centre receive sufficient votes to be elected to the Executive Council, the candidate with the greatest number of votes shall be declared elected to the Executive Council and the candidate(s) with fewer votes shall not be declared elected to the Executive Council.
- (j) Where possible at least one Executive Council member must be from each continent on which INDEPTH has a Full Member Centre.
- (k) Accordingly, where there is a member from a continent on the Executive Council and there is no member from a continent on which INDEPTH has a Full Member Centre the following procedure shall be adopted in an election where a person from a continent with a Full Member Centre not on the Executive Council competes in the election:
  - (i) the person from the continent that has a Full Member Centre not on the Executive Council shall be declared elected to the Executive Council over the person from the continent that has a member on the Executive Council and scores the first highest votes than him/her in the election.
- (l) The principle of rotating membership shall be observed. Each year, portions of members on the Executive Council are to stand for election to a second term or be retired from the Executive Council.
- (m) Members of the Executive Council shall be eligible to be compensated for additional tasks provided for INDEPTH in accordance with local regulations and donor guidelines
- (n) Those members of the Executive Council who not desire to continue in office shall notify the secretariat at least 21 days before the Annual General Meeting of their intention not to stand for re-election.
- (o) A member of the Executive Council who desires to continue on the Executive Council shall be deemed validly nominated and seconded if he does not notify the Secretariat that he/she does not intend to continue in office at least 21 days before the Annual General Meeting. The Secretariat shall circulate their names with those who have filed nominations to all Full Members before the Annual General Meeting.
- (p) Unless otherwise decided by the members present and entitled to vote, all votes shall be by secret ballot.
- (q) Each Member entitled to vote shall be given a ballot paper on which shall be the names of all persons contesting election to the Executive Council. Each Member may vote for one or more persons not exceeding in number the number of vacancies to be filled.

- (r) A ballot paper shall be invalid if more names than there are vacancies are marked thereon.

**30 APPOINTMENT OF NON MEMBERS TO THE EXECUTIVE COUNCIL**

- (a) The Chair, in consultation with the Executive Council and Centre Leader, shall appoint three non members of the Association to the Executive Council in order to reflect donor commitments, government involvement or other external constituencies. They shall be known as Independent Councilors. Independent Councilors shall not be elected by the Members in Annual General Meeting.
- (b) Independent Councilors appointed to the Executive Council shall serve a maximum of 2 years per term and a maximum of 2 consecutive terms.
- (c) An Independent Councilor shall be eligible to be compensated for additional tasks he/she provides in accordance with local regulations and donor guidelines.

**31. REMOVAL OF A MEMBER FROM THE EXECUTIVE COUNCIL**

- (a) Membership of the Executive Council shall be 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) An Executive Council member may be removed from office for stated reasons by a resolution of the Annual General Meeting or a Special General Meeting.
- (c) A resolution to remove a Councilor shall not be moved at an Annual General Meeting or a Special General Meeting unless notice of the intention to move it has been given in not less than 30 days before the meeting at which it is to be moved.
- (d) Upon receipt of notice of an intended resolution to remove a Councilor the Executive Director shall forthwith send a copy thereof to the Councilors concerned and the Councilor shall be entitled:
  - (i) to be heard on the resolution at the meeting;
  - (ii) to send a written statement to the Executive Director, copies of which the Executive Director shall forthwith send with the notice of the meeting at which the resolution will be considered; and,
  - (iii) if the written statement of the Councilor is received too late it shall be made available to every person entitled to attend, speak and vote at the meeting.
- (e) Where the resolution to remove a Councilor is to be moved at an Annual General Meeting and it is so indicated by the person or persons who propose the resolution, then the resolution shall be moved at the Annual General Meeting immediately following the receipt of the resolution provided that the resolution was received at least 35 days before the said Annual General Meeting.

- (f) Where the resolution to remove a Councilor is to be moved at a Special General Meeting then the Executive Council shall convene a Special General Meeting at the expiration of 35 days and not more than 35 days after receipt of the resolution.

**32. PROCEEDINGS OF THE EXECUTIVE COUNCIL**

- (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**

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.

**34. POWERS OF THE EXECUTIVE COUNCIL**

- (a) The activities of the Association shall be managed by the Executive Council who may pay all expenses incurred in promotion and registering the Association.
- (b) Subject to Section 202 of the Code, the Executive Council may exercise all such powers of the Association, 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 ASSOCIATION**

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 Association and such contract or any other contract of the Association 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 Association 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 may appoint committees from among their own members or from the Members of the Association 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 Secretary and a Treasurer or a Secretary/ Treasurer who may be member of the Executive Council or a Member of the Association or neither.
- (b) If member of the Executive Council is appointed, the office shall be an honorary one without remuneration.
- (c) The Executive Council may 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 every instrument to which the Seal shall be affixed shall be signed by a member of the Executive Council and shall be countersigned by the Secretary or a second member of the Executive Council or by some other person appointed by the Executive Council for the purpose.

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

Any instrument may be served by the Association 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 any Associate or Honorary Member either personally or at the address supplied by him to the Association 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 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.