

CONSTITUTION

Ghana Ireland Friendship Association (GIFA)

PREAMBLE

- (P.1) The focus of the GIFA is educational, cultural cooperation and access to information technology.
- (P.2) The aim this Constitution is to provide a firm working basis for the GIFA and its future development. It is accepted that a number of terms contained in it may, in the future, require more precise definition.

ARTICLE 1 – NAME AND LOCATION

- 1.1. This Association is named: **Ghana Ireland Friendship Association (GIFA).**
- 1.2. The address of the GIFA is: **Lourdes House, Childers Road,
Limerick, Republic of Ireland**

ARTICLE 2 – AIMS & OBJECTIVES

- 2.1. The GIFA is an Association of Ghanaians, Ghanaians with dual nationality or other nationals living in the Republic of Ireland, who consent to its aims and objectives. It has an educational and cultural aim and is a *non-profit making* Association.
- 2.2. The purpose of the GIFA is to promote racial tolerance, integrate Ghanaians into the Irish society, and to promote educational and cultural cooperation between Ghana and Ireland.
- 2.3. The Association will work:
- a) To provide financial and material support to its members in times of crisis;
 - b) To promote educational and cultural cooperation between schools, colleges and institutions of higher learning in Ghana and Ireland;
 - c) As a liaison/ gateway between NGO's in Ghana and Ireland;
 - d) To promote the transfer of information technology to Ghanaian schools and;
 - e) To preserve and promote the Ghanaian culture and tradition.

ARTICLE 3 - MEMBERSHIP

- 3.1. Subject to the eligibility criteria (*Article 3.6, section a & b*) and the decision of the executive committee, membership of the Association shall be open to any **body corporate or unincorporated association** which is interested in furthering the GIFA's work and has paid the annual subscription [any such body is being called in this constitution "**a member organisation**"].
- 3.2. Each member organisation shall notify the name of the representative appointed by it and of any alternative to the Secretary of the GIFA. If the representative or alternate resigns from or otherwise leaves the member organisation, he/ she shall forthwith cease to be the representative of the member organisation.

- 3.3. The Executive Committee may unanimously and for good reason terminate the membership of a member organisation PROVIDED THAT the appointed representative of the member organisation concerned [as the case may be] shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- 3.4. All organisational members of the GIFA must be located and registered in Europe or Ghana.
- 3.5. All memberships will be approved by the GIFA members at annual general meetings on the recommendation of the Executive Committee.
- 3.6. There will be two (2) categories of membership:
- a) **Founding members:**
Are those individuals who signed the Constitution at the Inaugural Meeting.
 - b) **Associate Membership:**
Organisations which meet the criteria set out in Paragraph 3.7. (shall be eligible to become *associate members* of the Ghanaian Ireland Friendship Association by invitation of the Executive Committee).
- 3.7. The criteria for invitation are:
- a) corporate or unincorporated organisations with educational and cultural objects broadly similar to those of the GIFA.
 - b) non-profit making organisations whose primary role is connected with providing educational, cultural and technical assistance.

ARTICLE 4 – VOTING RIGHTS

- 4.1. Each founding member shall have one vote.
- 4.2. Each “*member organisation*” shall appoint one (1) individual to represent it and to vote on its behalf at meetings of the Association; and may appoint an alternate to replace its appointed representative at any meeting of the GIFA if the appointed representative is unable to attend.
- 4.3. If the representative is a founding member he loses his individual vote, but regains it when he is no more a representative.
- 4.4. Associate Members (individual members of a “*member organisation*”) shall have no voting rights but shall be eligible for co-option to the Executive Committee.
- 4.5. The quorum shall be half of the members, except for **changes** to the Constitution and **dissolution** of the GIFA.
- 4.6. A member shall have the right to vote or be nominated for election, as an Executive of the GIFA, only after six (6) months of his/ her registration.
- 4.7. A member loses his/ her voting rights after failing to pay his/ her monthly dues for more than six (6) months.

ARTICLE 5 – HOHORARY OFFICERS

5.1. At the annual general meeting of the GIFA the members shall elect from amongst themselves an Executive Committee of the following officers:

- a) President
- b) Vice President
- c) General Secretary
- d) Organiser
- e) Treasurer
- f) Two Honorary Officers

ARTICLE 6 – EXECUTIVE COMMITTEE

6.1. The Executive Committee shall consist of not less than five (5) members, nor more than ten (10) being:

- a) the honorary officers specified in the preceding clause;
- b) not more than two (2) members elected at the annual general meeting who shall hold office from the conclusion of that meeting in accordance with **Article 6 [section 6.3.]** below:

6.2. All members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed provided that:

- (a) Those elected by the total membership have not served for more than five (5) consecutive years.

6.3. Nobody shall be appointed as a member of the Executive Committee who is aged under eighteen (18) years or who, if appointed would be disqualified under the provisions of the following clause:

6.4. No person shall be entitled to act as a member of the Executive Committee whether on a first or any subsequent entry into office until after signing the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the Association.

6.5. The Executive Committee will be responsible to the members for the running of the GIFA. It may delegate specific tasks to a member or a third person for a limited time. It may also create *Committees*. Each Committee must contain at least one (1) member of the Executive Committee.

6.6. The Committees will carry out specific tasks on behalf of the Executive Committee. They will include:

- a) The Membership
- b) Welfare Committee
- c) Educational Committee
- d) Cultural Committee
- e) Project Committee
- f) Accounting Committee

- g) Auditing Committee
- h) Transportation Committee
- i) Public Relations Committee
- j) Food and Catering Committee

- 6.7. The quorum to deliberate shall be half of the effective members. Resolutions are taken by simple majority vote of the present members. In case of a **balance** the Executive Committee's Chairperson's vote will determine the outcome of the vote.
- 6.8. The Association's resolutions are to be registered and signed by its Chairperson and at least two (2) Executive members, and kept by the Secretary at members' disposal.
- 6.9. Unless otherwise decided, all acts which bind the Association shall be signed by two (2) Executive members who need not give evidence of their powers.
- 6.10. All judicial actions, either as plaintiff or defendant, will be handled by the Executive Committee represented by its Chairperson or by an Executive member designated by it.

ARTICLE 7 – MEMBERSHIP OF THE EXECUTIVE COMMITTEE

- 7.1. No member of the Executive Committee shall acquire any personal interest in property belonging to the Association [otherwise than as a trustee for the Association or receive remuneration or be interested (otherwise than as a member of the Executive Committee)].

A member of the Executive Committee shall cease to hold office if he/ she:

- 7.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his/ her own affairs.
- 7.3. is absent without the permission of the Executive Committee from all their meetings held within a period of six (6) months and the Executive Committee resolve that his/ her office be vacated; or
- 7.2. notifies the Executive Committee a wish to resign [but only if at least three (3) members of the Executive Committee will remain in office when the notice of resignation is to take effect].

ARTICLE 8 – MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 8.1. The Executive Committee shall hold at least four (4) ordinary meetings a year. A **special meeting** may be called at any time by the Chairman or by any two (2) members of the Executive Committee upon not less than four (4) days notice been given to all members of the Executive Committee of the matters to be discussed.

- 8.2. The Chairman shall preside over meetings of the Executive Committee. Should the Chairman be absent from any meeting, the Vice-Chairman will act in his/ her stead. In the event of both Chairman and Vice-Chairman being absent, the members of the Executive Committee present shall choose one of their members to act as Chairman of the meeting before any other business is transacted.
- 8.3. There shall be a quorum when at least **one third** (1/3) of the number of members of the Executive Committee for the time being or three (3) members of the Executive Committee- whichever is greater- are present at a meeting.
- 8.4. Every matter shall be determined by a majority of votes of the present members of the Executive Committee. In case of equality of votes the Chairman of the meeting shall have a *second or casting vote*.
- 8.5. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at every meeting.
- 8.6. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. **NO RULES MAY BE MADE WHICH IS INCONSISTENT WITH THIS CONSTITUTION.**

ARTICLE 9 – POWERS

- 9.1. In furtherance of the aims and objectives of the GIFA the Executive Committee may exercise the following powers:
- a) Power to raise funds and to invite/ receive contributions provide that they shall hereby not any substantial permanent trading activities and shall conform to any relevant requirements of the law;
 - b) Power to buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain d equip it for use;
 - c) Power subject to any consent required by law to sell, lease or dispose of all or any part of the property of the Association;
 - d) Power subject to any consent by law to borrow money and to charge all or part of the property of the Association with repayment of the money borrowed;
 - e) Power to employ such staff [who shall not be members of the Executive Committee] as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the repayment of pensions and superannuation for staff and their dependants;
 - f) Power to cooperate with charities, voluntary bodies and statutory authorities operating in furtherance of the aims and objectives or of similar charitable purposes as the GIFA and to exchange information and advice with them;
 - g) Power to establish or support any charitable trusts, associations or institutions formed for all or any part of the objectives;

- h) Power to appoint, constitute and reshuffle such advisory committees as the Executive Committee may deem fit;
- i) Power to do all other such lawful things as is necessary for the pursuance and realisation of the aims and objectives of the GIFA.

ARTICLE 10 – ADMISSION AND REMOVAL

- 10.1. Membership will be approved at the Annual General Meeting on the recommendation of the Executive Committee following the criteria accepted by the Association. Applicants not accepted by the Association can appeal in writing directly to the Executive Committee.
- 10.2. Membership will cease:
 - a) if the member resigns in writing with at least a four (4) week notice;
 - b) if the member fails to pay his/ her dues for longer than one (1) year;
 - c) if a member serves a prison sentence longer than six (6) months for a criminal offence.
- 10.3. A member who fails to comply with the membership conditions can be suspended on the recommendation of the Executive Committee by the consensus of members at an Annual General Meeting, after the member has been given the opportunity to present his/ her case. The member shall have the right to appeal.
- 10.4. Any member who, through death or otherwise, ceases to belong to the Association shall forfeit any right to any part of the assets of the Association.

ARTICLE 11 – RECEIPTS AND EXPENDITURE

- 11.1. The funds of the Association, including all donations, contributions and bequests shall be paid into an account operated by the Treasurer, on behalf of the Executive Committee, in the name of the Association.
- 11.2. The funds of the Association shall be applied only in furthering its aims and objectives.

ARTICLE 12 – ACCOUNTS

- 12.1. The Executive Committee shall comply with their obligations “under the Charities Act 1992 [or any statutory re-enactment or modification of that Act]” with regards to:
 - a) the keeping of accounting records for the Association;
 - b) the preparation of annual statements of account for the Association;

- c) the appointment of auditors to carry out an independent examination of the statements of account of the Association; and
- d) the transmission of the statements of account of the Association to the Commissioners.

ARTICLE 13 – ANNUAL REPORTS

- 13.1. The Executive Committee shall comply with their obligations “under the Charities Act 1992 [or any statutory re-enactment or modification of that Act]” with regards to the preparation of an annual report and its transmission to the Commissioners.

ARTICLE 14 – ANNUAL RETURNS

- 14.1. The Executive Committee shall comply with their obligations “under the Charities Act 1992 [or any statutory re-enactment or modification of that Act]” with regards to the preparation of an annual return and its transmission to the Commissioners.

ARTICLE 15 – ANNUAL GENERAL MEETINGS

- 15.1. There shall be an annual general meeting of the Association which shall be held in the month of **JULY** (or to be decided) in each year as soon as practicable thereafter.
- 15.2. Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least twenty-one (21) days notice of the annual general meeting to all members of the Association. Each member of the Association shall be entitled to attend and vote at the meeting.
- 15.3. Before any other business is transacted at the annual general meeting the persons present shall elect a Chairman in accordance with **Article 16 [section 16.5.] below**. The Chairman or his Vice shall be Chairman of the subsequent annual general meetings. If both Chairman and Vice-Chairman are absent the persons present shall appoint an Acting Chairman of the meeting before any other interest is transacted.
- 15.4. The Executive Committee shall at each annual general meeting present the reports and accounts for the preceding year.
- 15.5. Nominations for election to the Executive Committee, including honorary officers, must be made by members of the Association in writing and must be in the hands of the Secretary of the Executive Committee at least fourteen (14) days before the annual general meeting is held. Should nominations exceed vacancies, election shall be by postal ballot.

ARTICLE 16 – SPECIAL GENERAL MEETINGS

- 16.1. The Executive Committee may call a special general meeting of the Association at any time. If at least ten (10) members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting.
- 16.2. At least twenty-one (21) days notice must be given to all members stating the business to be discussed.

ARTICLE 17 –PROCEDURES AT GENERAL MEETINGS

- 17.1. The annual general meeting of the association is conducted in this manner:
- a) The house elects a Chairperson, a Secretary and two minutes scrutinizers.
 - b) The board presents the annual report.
 - c) Presentation and discussion of the previous year's accounts and the auditor's reports. The house makes a decision on closing the accounts, and the discharge of the board and other people accountable; of liabilities.
 - d) A plan of activities and a budget are confirmed.
 - e) The house decides on the amount for the membership fee for the next financial year.
 - f) Election of the new board: Chairperson, Vice-Chairperson, Secretary, Treasury, Organiser and two honorary members.
 - g) Other matters mentioned in the invitation or brought up at the meeting are discussion.
- 17.2. There shall be a quorum when at least **one-tenth (1/10)** of the number of members of the Association for the time being or **ten (10) members** of the Association, whichever is greater, are present at any general meeting.

ARTICLE 18 –PROCEDURES AT ORDINARY MEETINGS

- 18.1. At any other meetings, the following procedure shall be followed:
- a) Reading of the minutes of the previous meeting.
 - b) Discussion of and approval of the minutes of the minutes of the previous meeting.
 - c) Election of two (2) minute scrutinizers.
 - d) The Secretary shall update the minutes with the corrections that the house agrees on, and shall get the signature of the two minute scrutinizers before the minutes become a valid document.

ARTICLE 19 –NOTICES

19.1. Any notice required to be served on any member of the Association shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his/ her last known address in the Republic of Ireland and any letter so sent shall be deemed to have been received within ten (10) days of posting.

ARTICLE 20 –ALTERATIONS TO THE CONSTITUTION

20.1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two-thirds (2/3) of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

20.2. **“No amendment may be made which would have the effect of making the Association cease to be a charity at law”.**

20.3. “The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause”.

ARTICLE 21 –DISSOLUTION

21.1. If the Executive Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting(s) of all members of the Association, of which not less than twenty-one (21) days notice [stating the terms of the resolution to be proposed] shall be given.

21.2. The Association can be dissolved if, at least, two (2) general meetings, held in a row, with an interval of at least two weeks, by a three quarters (3/4) majority vote in favour of the dissolving the Association. The Executive Committee shall have the power to realise any assets held by or on behalf of the Association.

21.3. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such charitable institution(s) having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied for some charitable purpose.

21.4. Otherwise, **Irish law** concerning Associations must be applied.

21.4. **“A copy of the statement of account(s) and a statement for the final accounting period of the Association must be sent to the Commissioners”.**