

THE COMPANIES ACT,1963(ACT 179)

ADOPTED REGULATIONS OF

AFRICAN ANGEL

(A PRIVATE COMPANY LIMITED BY GUARANTEE)

1. The name of the Company is **AFRICAN ANGEL**
(Hereinafter called the: **ASSOCIATION**)
2. The objects for which the **ASSOCIATION** is formed are:
 - (A) **To provide Basic and Vocational Education to children in Accra, Ghana especially Bukom, and any other area within the country of Ghana where the Association operates.”**
 - (B) **To provide Boarding, Accommodation and Medical care for children**
3. 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 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 Executive Council: provided that,
 - a) 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** 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**.
 - b) No member of the Executive of the **ASSOCIATION** shall be appointed to any salaried office of the **ASSOCIATION** or office of the **ASSOCIATION** paid by fees.
 - c) No remuneration or other benefit in money or monies 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. Pursuant to section 24 of the Companies Act,1963 (Act 179), the Association has for the furtherance of its authorised objects, all the powers to a natural person of full capacity except in so far as such powers are expressly excluded by these Regulations.

5. (1)The Board of directors of the Association shall be known as the Executive Council.

Among the current members of the Executive Council the Founder of AFRICAN ANGEL, namely HARRIET DANSOA BRUCE-ANNAN shall have a permanent position as Chairman on the Board of the Association in Ghana which would now include representation from the Board of AFRICAN ANGEL ASSOCIATION IN Duesseldorf-Germany.

The current members of the Executive Council then are:-

1. HARRIET DANSOA BRUCE-ANNAN as founder of AFRICAN ANGEL.
 2. HELENA ANOWIE
 3. REPRESENTATIVE/S OF THE EXECUTIVE BOARD MEMBERS OF AFRICAN ANGEL e. V. DUESSELDORF-GERMANY
 4. MARY ACQUAH
 5. BERNARD EMMANUEL BRUCE-ANNAN
 6. FELICIA NARTEY
 7. CYRIL APPAU ASAMOAH
 8. CYNTHIA ADJOA TORGBE
6. The powers of the Board are limited in accordance with section 202 of the Act.
 7. The liability of the members is limited.
 8. Each member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he/she is a member or within one year after he/she 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 Gh¢100.00.
 9. If upon the winding up or dissolution of the Association there remains after the discharge of its debt and liabilities any property of the Association, 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 Association or applied to some charitable object, such other Association or charity to be determined by ordinary resolution of the members in general meeting prior to the dissolution of the Association.

ORDINARY MEMBERS

10. (1) The subscribers of these Regulations and such other persons as the Board shall admit to ordinary membership shall be members of the Association.
- (2) The members in general meeting may by ordinary resolution prescribed qualifications for membership of the Association and unless the resolution otherwise provides no person shall thereafter be admitted to membership by the Board unless has the prescribed qualification.

ASSOCIATION MEMBERS

11. (1) 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.
- (2) 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 Board 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 quorum.

HONORARY MEMBERSHIP

12. (1) 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 an ordinary or associate member of the Association who in the opinion of the Association has rendered significant service to the Association or to any of the objects which the Association is formed to promote.
- (2) An honorary member, unless also admitted as an ordinary member of the Association shall have the same rights as an associate member and if also admitted as an ordinary member shall have the same rights as an ordinary member but shall not be liable to pay any subscription to the Association.

RESIGNATION OR EXCLUSION OF MEMBERS

- 13.** Subject in the case of ordinary members of the Association to compliance with Section 10, of the Act.
- (a) Any ordinary, associate or honorary member may resign his/her membership by notice in writing to the Board.
 - (b) The Executive Council may in its discretion exclude from membership of the Association any honorary, ordinary or associate member.

SUBSCRIPTIONS

- 14.** (1) Ordinary 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.
- (2) The subscription shall be due and payable on admission to Membership and thereafter on the first day of January in each or on such other date as the resolution shall provide.
- (3) The subscription may differ as between ordinary and associate members and a different subscription may be prescribed in the case of corporate bodies admitted to membership as representing any institution or unincorporated Association.

ACCOUNTS AND AUDIT

- 15.** A minimum of two members of the Executive Council in Ghana shall cause proper books of accounts to be kept and income and expenditure and balance sheet to be prepared, audited and circulated in accordance with Section 123 to 133 of the Act.
- 16.** AUDITORS, qualified in accordance with Section 295 of the Act, shall be appointed and their duties regulated in accordance with Section 134 to 136 of the Act. The auditors in Ghana shall then forward their report to the auditors of African Angel e. V in Duesseldorf-Germany.

GENERAL MEETING AND RESOLUTION

- 17.** Annual General Meetings shall be held in accordance with section 149 of the Act.
- 18.** Extraordinary General Meetings may be convened by Board whenever they think fit in accordance with section 150 of the Act, and shall be

convened on the requisition of ordinary members in accordance with section 297 of the Act.

- 19.** Notice of general meetings shall be given in accordance with Sections 152 to 159 of the Act and accompanied by any statements required to be circulated therewith in accordance with sections 157 to 159 of the Act.
- 20.** General meetings may be attended by the persons referred to in section 160 of the Act and the quorum required shall be as stated in 161 of the Act.
- 21.** A member shall not be entitled to attend or vote at any general meeting by proxy.
- 22.** A body corporate which is a member of the Association may attend and vote at any general meeting by a representative appointed in accordance with Section 165 of the Act.
- 23.** (1) General meetings shall be conducted in accordance with Section 166 to 173 of the Act.

(2) The Chairman, or in his/her absence the Vice Chairman of the Association, shall preside as Chairman at every general meeting but if neither is present within thirty minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairman of the meeting.
(3) On a poll being demanded on any resolution at a general meeting the Chairman of the meeting may direct a postal ballot of the members in accordance with sub-section(6), (7) and (8) of Section 170 of the Act and shall so direct if any ordinary resolution to that effect is moved at the meeting and passed on a show of hands or if the resolution concerned is;
a) A special resolution or
b) Any such resolution as is referred to in regulation 9, 10, 11 or 12 of these Regulations.
- 24.** In accordance with section 174 of the Act a resolution in writing signed by all the members, shall be as valid and effective for all purposes, except as provided by such Section 174, as if the same had 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 within the meaning of the Act and these Regulations.
- 25.** Minutes of General meetings shall be kept in accordance with section 177 of the Act.

VOTES OF MEMBERS

- 26.** 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 23 hereof and sub-section (6), (7) and (8) of Section 170 of the Act, each ordinary member, whether or not present at the meeting shall have one vote.

THE EXECUTIVE COUNCIL

- 27.** The number of 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 five.
- 28.** The continuing members of the Executive Council may act notwithstanding any vacancy in their body; but if and as long as their number is reduced below two or below the number fixed by the Executive Council 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 Association and for one other purpose.
- 29.** Members of the Executive Council shall be appointed from among the ordinary members of the Association in manner following, that is to say,
- (a) At the first annual general meeting of the Association all the members of the Executive Council shall retire from office and at the annual general meeting in any subsequent year one-third of their number of, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
 - (b) 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 persons who become members on the same day those to be retire shall, unless they otherwise agree among themselves, be determined by lot.
 - (c) Election to the Executive Council shall be secret ballot which shall be conducted in the following manner, that is to say,
 - (i) Any ordinary member wishing to nominate another ordinary member or members for election to the Executive Council shall notify the Secretary in writing, accompanied by the nominee's consent in writing, at least one clear day 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 Secretary in writing at least twenty-one 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 appointment as members of the Executive Council and retiring members offering themselves for re-election exceeds the number of vacancies to be filled, the Secretary shall, at least fourteen days before the date of the annual general meeting, send to each ordinary 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 more 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 officer of the Association not less than twenty-four hours before the time appointed for the annual general meeting and shall be counted by scrutineers 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.

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

(d) 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 Act.

30. The persons referred to in Section 182 of the Act shall not be competent to be appointed members of the Executive Council.

- 31.** Membership of the Executive Council shall be vacated in accordance with Section 184 of the Act and any member may be removed from the Executive Council in accordance with Section 185 of the Act.
- 32.** (1) The proceedings of the Executive Council shall be regulated by Section 200 of the Act.
(2) At all meetings of the Executive Council, the Chairman or in his/her absence the Vice-Chairman if present, shall be Chairman.
- 33.** Minutes of meetings of the Executive Council and of any committee of the Executive Council shall be kept in accordance with Section 202 of the Act.

POWERS AND DUTIES OF THE EXECUTIVE COUNCIL

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

(ii) Subject to Section 202 of the Act, the Executive council may exercise all such powers of the Association only with the express consent and written authorization of the Founder and Executive Director of AFRICAN ANGEL namely Harriet D. Bruce-Annan and VICE VERSA, which shall include powers to borrow money and to mortgage or change its property and to issue debentures as are not by the or these Regulations required to be exercised by the members in general meetings. UNDER NO CIRCUMSTANCES SHALL THE EXECUTIVE COUNCIL ENGAGE THE SERVICES OF A FUND RAISING INSTITUTIONS TO RAISE FUNDS FOR ITS OPERATONS FOR WHICH A FEE HAS BEEN PAID TO OBTAIN SUCH FUNDS FOR ITS OEPERATION.

The current Executive Council shall comprise of Representatives of the Executive Board Members of African Angel e. V. in Duesseldorf-Germany, backed by a current printout not older than 3 months from the Official Register of Organisations at the Amtsgericht in Duesseldorf-Germany. This printout should be confirmed by the German Embassy in Accra Ghana of its authenticity, and the Executive Members of African Angel in Ghana backed by Official documented confirmation of registration from the Registrar-General's Department, Ghana.

- 35.** In any transaction with the Association or in 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 Sections 203 to 205 of the Act.

- 36.** To the extent permitted by Regulation 3 of these Regulations and subject to compliance with Section 207 of the Act, a member of the Executive Council may enter into a contract with the Association and such contract or any other contract of then 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 reason of his/her being a member of the Executive Council or of the fiduciary relationship thereby established.

CHAIRMAN AND VICE-CHAIRMAN

- 37.** (1) The Executive Council at their first meeting and at their first meeting held after each annual general meeting shall elect from their members a Chairman and Vice-Chairman of the Association who shall hold office for the ensuring year or until their successors are elected.
- (2) 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.

COMMITTEES

- 38.** (1) The Executive Council may appoint committees from among their own members or from the members of the association or from a combination of both.
- (2) The Chairman, or if he/she is unable or unwilling to act, the Vice-Chairman, shall ex-officio be a member of every committee.
- (3) The terms of reference and duration or office of all committees shall be prescribed by the Executive Council for the purposes of the Act.

SECRETARY AND TREASURER AND OFFICERS

- 39.** (1) The Executive Council shall appoint a Secretary and a Treasurer or a Secretary/Treasurer who may be one of their members or a member of the Association or neither.

(2) If one of their own number is appointed the office shall be an honorary one without remuneration.

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

THE SEAL

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

(2) The seal shall only be used by the authority of the Executive Council authorised by the Executive council in that behalf, and every instrument 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.

SERVICE OF DOCUMENTS

41. Any document may be served by the Association or any ordinary member, debenture holder or member of the Executive Council in the manner provided by Section 262 of the Act any 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 notice.

INTERPRETATION

42. In the Regulations, unless the context otherwise requires;

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

b) Words or expressions shall have the same meaning as in the act.

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

We the undersigned are desirous of forming an incorporated company in pursuance of these Regulations and we agree to become members thereof and accept liability in accordance with regulation 10 of these Regulations.

Names	Addresses	Descriptions or Occupation of
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