THE COMPANIES ACT 2019 (ACT 992)

CONSTITUTION OF A PRIVATE COMPANY LIMITED BY GUARANTEE

1. The name of the Company is ASSOCIATION OF FORMER EPA STAFF LBG

   Hereinafter called the : **Association** The Objects for which the **Association** is formed are:

2. The nature of Business/Sector(s) which the Company is authorized to carry on are:

   Others : 1. EMPOWERING MEMBERS THROUGH SUPPORT, NETWORKING, ADVOCACY, PARTNERSHIPS, SKILL-BUILDING, MENTORSHIP AND LEGACY ENVIRONMENTAL CONSERVATION PROJECT FOR GHANA'S SUSTAINABILITY 2. TO SAFEGUARD AND ADDRESS WELFARE ISSUES OF FORMER STAFF OF ENVIRONMENTAL PROTECTION AGENCY.

3 The Income and property of the **Association** shall be applied solely towards the promotion of the objects of the **Association** and a portion of the income or property shall not be paid or transferred, directly or indirectly by way of dividend, bonus or profit to a person who is a member of the **Association** or of its Executive Council; but,

(a) the Constitution shall neither prevent the payment in good faith, of reasonable and proper remuneration to an officer of the **Association** or to a member of the **Association** in return for any services actually rendered to the **Association** nor shall it prevent the payment of interest at a yearly rate not exceeding Ninety-One Day treasury bill rate for each hundred on money lent, or reasonable and proper rent for premises let to the **Association**

(b) A member of the Executive Council of the **Association** shall not be appointed to any salaried office of the **Association** or office of the **Association** paid by fees;

(c) A remuneration or other benefit in money or monies worth shall not be given by the **Association** to a member of the Executive Council except in repayment of out-of-pocket expenses and interest at the

4. Pursuant to section 18 of this Act, the **Association** has the powers of a natural person of full capacity.

5. (1) The Board of directors of the **Association** shall be known as the Executive Council.
(2) The first members of the Executive Council are :-

TIN	Name	Address	Nationality	Designation
P0004697642	EMMANUEL KABENLAH-EGYA APPOH	TILAKU, BARIMAN NKWAN ASHAIMAN ROUNDABOUT,ASHAIMAN,Ashaiman,GREATER ACCRA,Ghana	Ghanaian	Executive Council Member/Director
P0006406610	SAMUEL OBU	C 13/D/A13,NEAR FRIDAYS,SAKUMONO,Tema,GREATER ACCRA,Ghana	Ghanaian	Executive Council Member/Director
P0003213331	EBENEZER APPAH-SAMPONG	16,FARMERS LINK ROAD,BAATSONA,Accra,GREATER ACCRA,Ghana	Ghanaian	Executive Council Member/Director
P0007863705	JOSEPH ATSU TSAGLI	HNO OE/D39,KOFORIDUA,New-Juaben Municipal,EASTERN,Ghana	Ghanaian	Executive Council Member/Director

6. The powers of the Council are limited in accordance with sections 189 and 195 of this Act.

7. The liability of the members is limited.

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8. Each member of the **Association** undertakes to contribute to the assets of the **Association** in the event of the **Association** being wound up while that person is a member or within one year after that person ceases to be a member, for payment of the debts and liabilities of the **Association** and of the costs of winding up, the amount that may be required not exceeding [Ghana cedis].

9. 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 **Association** 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**.

Ordinary Members

10. (1) The subscribers to this constitution and any other persons who the Executive Council admits to ordinary membership shall be members of the **Association**.

(2) The members in general meeting may by ordinary resolution prescribe qualifications for membership of the **Association** and unless the resolution otherwise provides, a person shall not be admitted to membership by the Executive Council unless that person has the prescribed qualifications.

Associate 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 the associate membership.

(2) Associate members shall be permitted to take part in the proceedings and functions of the **Association** that the resolution shall prescribe or, in default of prescription, that the Executive Council considers fit, but shall not be members of the **Association** in its corporate capacity and shall not have a vote on a resolution at a general meeting of the **Association**, or be counted towards a quorum.

Honorary Membership

12. (1) The **Association** in General Meetings may resolve by ordinary resolution that the Executive Council may admit to honorary membership of the **Association** a person, whether or not an ordinary or associate member of the **Association**, who in the opinion of the Executive Council 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 is not liable to pay a subscription to the **Association**

Resignation or Exclusion of Members

13. (1) Subject to compliance with section 8 of this Act, in the case of ordinary members of the **Association**

(a) any ordinary, associate or honorary member may resign membership by notice in writing to the Executive Council;

(b) the Executive Council may exclude from membership of the **Association** an ordinary or associate member,

(i) if the subscription payable to the **Association** by the ordinary or associate member is not paid six months after the same became due and payable; or

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(ii) if in the opinion of the Executive Council the continued membership of that person would be detrimental to the interests of the **Association** or to the furtherance of its objects.

2) The ordinary members of the **Association** may by an ordinary resolution passed at a general meeting remove from office any member of the Executive Council.

(3) The Council may by a resolution passed at a meeting of the Executive Council remove any member of the **Association**

Subscriptions

14. (1) Ordinary and Associate members shall pay the annual subscriptions that the members in general meeting on the recommendation of the Executive Council may determine by ordinary resolution.
(2) The subscription is due and payable on admission to membership and on the first day of January in each year or on any other date that 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 or in the case of a person admitted to membership, as representing an institution or unincorporated Associations.

Accounts and Audit

15. The Executive Council shall cause accounting records to be kept and financial statements to be prepared, audited and circulated in accordance with sections 127 to 137 of this Act.

16. Auditors, qualified in accordance with section 138 of this Act, shall be appointed and their duties regulated in accordance with sections 139 to 143 of this Act.

General Meetings and Resolutions

17. Annual General Meetings shall be held in accordance with section 157 of this Act.

18. Extraordinary General Meetings may be convened by the Executive Council whenever the Council considers fit in accordance with section 158 of this Act, and shall be convened on the requisition of ordinary members in accordance with section 324 of this Act.

19. Notice of general meetings shall be given in accordance with section 168 and paragraphs 1 to 6 of the Eighth Schedule to this Act and accompanied by any statements required to be circulated with the notice in accordance

20. General meetings may be attended by the persons referred to section 160 of the Act and the quorum required shall be as stated in section 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 generalmeeting by a representative appointed in accordance with section 165 of the Act.

23. (1) General meetings shall be conducted in accordance with paragraphs 12 to 19 of the Eighth Schedule to this Act.
(2) The President, or in the absence of the President, the Vice-President of the **Association**, - shall preside as chairperson at general meeting but if neither is present within five minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
(3) On a poll being demanded on a resolution at a general meeting, the chairperson of the meeting may direct a postal ballot of the ordinary members in accordance with subparagraphs (f), (g) and (h) of paragraph 16 of the Eighth Schedule to this Act, and shall so direct if an 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) a resolution referred to in paragraphs 8, 9, 10, 11 or 12 of this Constitution.

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In accordance with section 163 of this Act, a resolution in writing signed by the members, or being bodies corporate by the duly authorised representatives, shall be as valid and effective for all purposes, except as provided by section 163, 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 this Act and this constitution.

25. Minutes of general meetings shall be kept in accordance with section 166 of this Act.

Votes of Members

26. Each ordinary 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 clause 21 and subparagraphs (f), (g) and (h) of paragraph 16 of the Eighth Schedule to this 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 and more than twelve, shall be determined by ordinary resolution of the members in general meeting and until so determined shall be

28. The continuing members of the Executive Council may act despite a vacancy in their number but if and so 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 after that, may act only for the purpose of increasing their number to that number or of summoning a general meeting of the **Association** and for no other purpose.

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Members of the Executive Council shall be appointed from among the ordinary members of the **Association** in the manner set out in this clause:

(a) at the first annual general meeting of the **Association**, the members of the Executive Council shall retire from office and at the annual general meeting in a subsequent year, one-third of their number or, 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 served longest in office since their last election, but as between persons who became members on the same day, those to retire shall, unless the members otherwise agree among themselves, be determined by lot;

(c) election to the Executive Council shall be by secret ballot at which an ordinary member wishing to nominate another ordinary member or member for election to the Council shall notify the Secretary in writing, accompanied by the consent of the nominee in writing, at least twenty-one days before the date of the annual general meeting of the **Association**;

(d) a retiring member is eligible for re-election without nomination and shall be deemed to stand for re-election unless that retiring member notifies the Secretary in writing at least twenty-one days before the date of the annual general meeting, that the retiring member does not wish to stand for re-election;

(e) 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 the nominees and retiring members offering themselves for re-election requesting that ordinary member to indicate by means of a distinctive mark on the ballot paper the names of the persons for whom the ordinary member votes, and each member may vote for one or more persons not exceeding in number, the number of vacancies to be filled;

(f) a ballot paper shall not be valid unless returned to the registered office 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 chairperson of the meeting of the votes obtained by each candidate, and the chairperson shall announce the names of the successful candidates to the meeting;

(g) a ballot paper on which votes have been cast in excess of the number of vacancies is not valid, and in case of doubt as to the validity of a ballot paper or the intention of the voter, the decision of the chairperson of the meeting shall be final and conclusive;

(h) if the number of competent nominees and retiring members offering themselves for re-election does not exceed the number of vacancies, the chairperson of the meeting shall, subject to article 296 of the Constitution of the Republic, declare the candidates duly elected

(i) if the number so elected is less than the number of vacancies, the remaining vacancies may be filled as casual vacancies;

(j) a 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 172 of this Act.

30. The persons referred to in section 173 of this Act are not competent to be appointed members of the Executive Council.

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31. Membership of the Executive Council shall be vacated in accordance with Section 175 of this Act and a member may be removed from the Executive Council in accordance with Section 176 of this Act.

32. (1) Proceedings of the Executive Council shall be regulated by Section 188 of this Act.
(2) At the meetings of the Executive Council, the President or in the absence of the President, the Vice-President if present, shall be chairperson.

33. Minutes of meetings of the Executive Council and of a committee of the Executive Council shall be kept in accordance with Section 188 of this Act.

Powers and Duties of the Executive Council

34. (1) The activities of the **Association** shall be managed but the Executive Council who may pay the expenses incurred in promoting and registering the **Association**.
(2) Subject to Section 189 of this Act, the Executive Council may exercise all the powers of the **Association**, including power to borrow money and to mortgage or charge the property of the **Association** and to issue debentures, that are not by this Act or this constitution required to be exercised by the members in general meeting.

35. In a transaction with the **Association** or on behalf of the **Association**, the members of the Executive Council shall, in the exercise of their powers, observe the duties and obligations imposed on them by sections 190 to 192 of this Act.

36. To the extent permitted by clause 1 of this constitution and subject to compliance with section 194 of this Act, a member of the Executive Council may enter into a contract with the **Association** and the contract or any other contract of the **Association** in which a member of the Executive Council is in any way interested, shall neither be liable to be avoided, nor shall a member of the Executive Council be liable to account for a profit made as a result of that contract by reason of that member being a member of the Executive Council or of the fiduciary relationship established by the contract.

President and Vice-President

37. (1) The Executive Council at its first meeting and at its first meeting held after each annual general meeting, shall elect from the members a President and Vice-President of the Society who shall hold office for the ensuing year or until successors are elected.
(2) A vacancy occurring 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 its own members or from the members of the **Association** or from a combination of both.
(2) The President, or if unable or unwilling to act, the Vice-President, shall be an ex-officio member of every committee.
(3) The terms of reference and duration of office of the committees shall be prescribed by the Executive Council and the committees are committees of the Council for the purposes of this 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 a member of the Executive Council or a member of the **Association** or neither.
(2) Where a member of the Executive Council is appointed the office shall be an honorary one without remuneration.

The Seal

40. (1) The Executive Council is empowered to adopt a common seal for use by the **Association**and shall provide for the safe custody of the seal.
(2) The seal shall only be used by the authority of the Executive Council or of a committee of the Executive Council authorised by the Executive Council in that behalf, and an instrument to which the seal is affixed

Service of Documents

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41. A document may be served by the **Association** on an ordinary member, debenture holder or member of the Executive Council in the manner provided by section 290 of this Act and may be served in like manner on an Associate or Honorary Member either personally or at the address provided by that member to the **Association** for the purpose of service of notices.

Interpretation

42. In In this Constitution, unless the context otherwise requires;
    (a) "Act" means the Companies Act, 2019 (Act 992);
    (b) words or expressions have the meaning assigned to them in this Act; and.
    (c) reference to sections of this Act mean the section as specified in this Act.

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

Name	Address	Description of Occupation of Subscribers
HELEN ASIAMAH		
EMMANUEL KABENLAH-EGYA APPOH	TILAKU, BARIMAN NKWAN ASHAIMAN ROUNDABOUT,ASHAIMAN,Ashaiman,GREATER ACCRA,Ghana	
JOSEPH ATSU TSAGLI	HNO OE/D39,KOFORIDUA,New-Juaben Municipal,EASTERN,Ghana	ENVIRONMENTALIST
SAMUEL OBU	C 13/D/A13,NEAR FRIDAYS,SAKUMONO,Tema,GREATER ACCRA,Ghana	
EBENEZER APPAH-SAMPONG	16,FARMERS LINK ROAD,BAATSONA,Accra,GREATER ACCRA,Ghana	PUBLIC SERVANT

Witness to the above Signatures:

Dated on the 05th day of May 2026

Name MUSTAPHA SALIFU MAHAMI

Address P.O. BOX GP 18043, ACCRA CENTRAL

Occupation COMMISSIONER FOR OATHS

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