

# **REGULATIONS OF A COMPANY LIMITED BY GUARANTEE**

## **1: The Name**

The name of the Company shall be the Paediatric Society of Ghana (hereinafter referred to as the “Ped SG” or the “Society”.)

## **2: Objectives**

The objectives for which the Society is formed are:

- (a) the promotion of friendship and understanding among Paediatricians and all professionals dedicated to the development, and promotion of good health of children everywhere.
- (b) to draw the attention of the Government and the people of Ghana to the conditions which constitute a threat to the life and health of children and thereby to promote the good health and well-being of children;
- (c) to promote the acquisition and dissemination of paediatric knowledge;
- (d) to promote the maintenance of appropriate child health practice among medical practitioners and other health professionals in this country;
- (e) to encourage research into all aspect of paediatrics;
- (f) to co-operate with national, regional and international bodies with similar interests.

3 The income and property of the Society whencesoever derived, shall be applied solely towards the promotion of the objects of the Society 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 Society or of its 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 Society or to any member of the Society in return for any services actually rendered to the Society 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 Society.
- (b) no member of the Executive Council of the Society shall be appointed to any salaried office of the Society or office of the Society paid by fees;
- (c) no remuneration or other benefit in money or moneys worth shall be given by the Society 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 Society.

(d) Finance of the Society

Sources of Income:

The Society's sources of income shall be as follows: -

(i) From annual dues to be paid by all members of the Society.  
Honorary Members. Membership dues shall be fixed periodically by the National Executive Council of the Society, on the recommendation of the Finance Committee and will be subject to the approval of the Society.

(ii) Grants and donation from well-wishers.

(iii) Bank Accounts

The Society shall operate such number of current accounts and Savings/ Deposit bank accounts as the Executive shall determine.

(iv) Acquisition and Disposal of property and investments

The Society shall have the right to acquire or to dispose of assets, investments and properties in the furtherance of its aims and objectives, and in accordance with the Code.

4. Pursuant to section 24 of the Companies Code, 1963 (Act 179), the Society has, for the furtherance of its authorised objects, all the powers of 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 National Executive Council. "Executive Council".
6. The powers of the Executive Council are limited in accordance with section 202 of the Code.
7. The liability of the members is limited.
8. Each member of the Society undertakes to contribute to the assets of the Society 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 Society and of the costs of winding up such amount as may be required not exceeding two hundred Ghana cedis.
9. If upon the winding up or dissolution of the Society there remains after the discharge of its debts and liabilities any property of the Society 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 Society 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 Society.

Membership

10. (1) The subscribers of these Regulations and such other persons as the Executive Council shall admit to ordinary membership shall be either members or junior members of the Society.
- (2) Membership shall be open to all Paediatricians, other Medical Specialists, Residents, General Medical Practitioners and all other health professionals who deal with the promotion of health and the treatment of disease in children, and all other professionals who promote the development of children and/or the members in general meeting may by ordinary resolution prescribe other qualification for membership of the Society and unless the resolution otherwise provides no person shall thereafter be admitted to membership by the Executive Council unless he has the prescribed qualifications.
- (3) Every candidate for membership of the Society shall apply in writing to the secretary.
- (4) There shall be four types of membership of the Society:
- (i) **Members:** These shall be members of the Society who are accredited Paediatricians or accredited Medical Specialists in other disciplines which provide medical care for children.
  - (ii) **Junior Members:** Residents and all other Registered Medical Practitioners who are actively involved in the promotion of health and treatment of disease in children
  - (iii) **Associate Members:** : These shall be persons whose profession involves the medical care and / or the protection of the health and or development of children (e.g. Paediatric Nurses, Public Health Nurses, Medical Social Workers, Teachers etc.). Associate members shall take part in all proceedings and functions of the Society, and shall be members of the Society in its corporate capacity and shall have a vote on any resolution at any general meeting of the Society and be counted towards a quorum.
  - (iv) **Honorary Members:** These shall be outstanding personalities or groups who by their work , actions and generosity have demonstrated love for children and an interest in the promotion of good health and welfare of children or has rendered singular service to the Society or to any of the objects which the Society is formed to promote.
11. Resignation or Exclusion from Membership
- a) Any member of the Society may resign his membership by notice in writing to the the secretary of the Society.
  - b) The Executive Council may, at its discretion, exclude any person from membership of the Society if:

- I. The Executive Council is satisfied (after due inquiry) that the conduct of such a member is detrimental to the honour and interest of the medical profession or the Society or calculated to bring the medical profession or the Society into disrepute;

On any of the following grounds:

- II. Upon sentence (after conviction in a magistrate's court, or a superior court of justice, of any indictable offence) to imprisonment without an option of a fine or to any greater punishment.
- III. Upon erasure from the Medical and Dental Register under any section of the Medical and Dental Act or Regulation for the time being in force.
- IV. Upon forfeiture, for any cause, of the health professional qualification by virtue of which the member shall have been eligible for membership.
- V. If such a member shall be certified insane or mentally incapacitated.
- VI. The Executive Council may in its discretion exclude from membership of the Society any ordinary or associate member,
  - (a) If the subscription payable to the Society by such ordinary or associate member shall be unpaid six months after the same shall have become due and payable; or for such period as the Society shall determine by resolution.
  - (b) If in the opinion of the Executive Council the continued membership of such person would be detrimental to the interest of the Society or to the furtherance of its objects.

### **Subscription**

12.
  - (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 year 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.
  - (4) A Member/Junior Member/Associate Member shall be deemed to be in good standing if he/she has discharged all financial and other obligations as mandated by the Society.

### **Accounts and Audit**

13. 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 section 123 to 133 of the Code.
14. Auditors, qualified in accordance with section 296 of the Code, shall be appointed and their duties regulated in accordance with sections 134 to 136 of the Code.

### **General Meeting and Resolutions**

15. Annual general meetings shall be held in accordance with section 149 of the Code

#### Meetings of the Society:

##### Annual General Meeting

- I. The Society shall hold an Annual General Meeting in the third week of September. The presence of twelve members shall constitute a quorum.
  - II. At the Annual General Meeting the following reports shall be tabled-
    - The National Executive Councils Report
    - A financial statement, including Auditors Report
    - A report from each Branch.
  - III. Notice of Annual General Meeting and the agenda shall be circulated to all members at least one calendar month before the meeting is due to be held.
16. Extraordinary general meetings may be convened by the Executive Council whenever they think fit in accordance with section 271 of the Code.
  17. Notice of general meetings 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 of the Code.
  18. General meetings 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.
  19. A member shall not be entitled to attend or vote at any general meeting by proxy.
  20. A body corporate which is a member of the Society may attend and vote at any general meeting by a representative appointed in accordance with section 165 to 173 of the Code.
  21. (1) General meetings shall be conducted in accordance with section 166 to 173 of the Code.  
(2) The President, or in his absence the Vice-President of the Society, shall preside as chairman at every general meetings but if neither is present within fifteen minutes after the

time appointed for holding the meeting the members present shall choose one of the their number to chair the meeting.

22. In accordance with section 174 of the Code a resolution in writing signed by all the members, or being bodies corporate by their duly authorised representatives, 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 Society duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Code and these Regulations.
23. Minutes of general meetings shall be kept in accordance with section 177 of the Code.
24. Each member present at any general meeting shall have one vote on a show of hands on any matter requiring resolution.

### **The Executive Council**

25. The number of members of the Executive Council, not being less than two or more than twelve, shall be determined by ordinary resolution of the members in general meeting and until so determined shall be seven(7).
26. The continuing members of the Executive Council may act notwithstanding any vacancy in their body; but if and so long as their number is reduced below two or below the number fixed by the 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 Society and for no other purpose.
27. Members of the Executive Council shall be appointed from among the ordinary members of the Society in manner following, that is to say,
  - (c) election to the Executive Council shall be by show of hands or by acclamation or by secret ballot which shall be conducted in the following manner, that is to say,
    - (i) any member wishing to nominate another 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 twenty-one clear days before the date of the annual general meeting of the Society. A retiring member of the Executive Council shall be eligible for re-election without nomination subject to Regulation 35 of these Regulations 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;
  - (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 Code.
28. (1) The persons referred to in section 182 of the Code shall not be competent to be appointed members of the Executive Council.
  - (2) The members of the Executive Council of the Society to consist of seven members, shall

be elected at an Annual General Meeting of the Society.

- (3) The membership of the Executive Council shall be distributed as follows:

President	-	Paediatrician
Vice President	-	Paediatrician
Honorary Secretary	-	Paediatrician
Honorary Treasurer	-	Paediatrician
Assistant Secretary	-	Member or Junior Member
Two executive members	-	1 Junior Member/ 1Associate

- (4) The National Executive Council shall have the power to co-opt any member or others at any time if necessary.

29. this Membership of the Executive Council shall be vacated in accordance with Regulation 11 of Regulations.

30. (1) The proceedings of the Executive Council shall be regulated by section 200 of the Code.

- (2) At all meetings of the Executive Council the President, or in his absence, the Vice-President if present, shall be chairman.

31. Minutes of meeting of the Executive Council and of any committee of the Executive Council shall be kept in accordance with section 201 of the Code.

- (1) National Executive Council Meeting

The National Executive Council Shall meet at least once a quarter. The presence of three members shall constitute a quorum.

- (2) Meetings of the Sub-Committees of the Executive Council.

The Sub-Committees shall meet at least bi-monthly. The presence of three members shall constitute a quorum.

- (3) Amendments to the Regulations

The Amendments to the Regulations shall be by two-thirds majority of all members voting in person at an Annual General Meeting. Notice of such amendments of the Regulations shall be circulated to all members at least two months before the Annual General Meeting at which such an amendment shall be considered.

### **Powers and Duties of the Executive Council.**

32. (1) The activities of the Society shall be managed by the Executive Council who may pay all expenses incurred in promoting and registering the Society.

- (2) Subject to section 202 of the Code, the Executive Council may exercise all such powers of the Society, including power to borrow money and to mortgage or charge its property and to issue debentures, as are not by the Code or these Regulations required to be exercised by the members in general meeting.
33. In any transaction with the Society 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 to 205 of the Code.
34. 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 a contract with the Society and such contract or any other contract of the Society 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

### **President and Vice-President, and Other Executives**

35. The Executive Council at their first meeting or when necessary at an annual general meeting shall elect from their members a President and Vice-President and other executives of the Society who shall hold office as follows:- Rules for the Election of Officers of the Executive Council
- (1) The President:  
Shall be a Member (Paediatrician) of the Society elected by a simple majority of all members voting in person, at an Annual General Meeting. The term of office of the Chairman shall be two years and thereafter shall be eligible for re-election for one more term.
- (2) The Vice President:  
Shall be a Member (Paediatrician) of the Society elected by a simple majority of all members voting in person, at an Annual General Meeting. The term of office of the Vice President shall be two years and thereafter shall be eligible for re-election for one more term.
- (3) The Honorary Secretary  
Shall be a Member (Paediatrician) of the Society elected by a simple majority of all members voting in person at an Annual General Meeting. The term of office of the Secretary shall be two years and thereafter shall be eligible for re-election for one more term.
- (4) The Honorary Treasurer  
Shall be a Member (Paediatrician) of the Society elected by a simple majority of all members voting in person at an Annual General Meeting. The term of office of the Treasurer shall be two years and thereafter shall be eligible for re-election for one more term. .
- (5) The Assistant Secretary  
Shall be a Member or Junior Member elected by a simple majority of all members voting in person at an Annual General Meeting. The term of office of the Assistant Secretary shall be two years and thereafter shall be eligible for re-election for one more term, or until their successors are elected.



- (1) Any 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.

### **Secretary and Treasurer and Officers.**

36. (1) The Executive Council shall appoint a Secretary and a Treasurer or a Secretary/Treasurer who is not a member of the Society when it is deemed necessary.
- (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

### **Committees/Sub Committees.**

37. (1) The Executive Council may appoint committees from among their own members or from the members of the Society or from a combination of both.
- (2) The President, or if he is unable or unwilling to act, the Vice-President, shall be an ex-officio member of every committee.

- (3) **Sub-Committees of the National Executive Council**

- (I) **Rules for the Election of Members of Sub-Committee of the Executive Council**

Each Sub-committee of the Executive Council shall comprise five persons (Members, Junior or Associate Members) of whom the Chairman / Convenor shall be a member of the Executive Council. At least one of the five shall be a Paediatrician.

The National Executive Council shall elect from among the members of the Society the following Committees with functions as stated hereafter:

- (II) **The Child Welfare Committee**

The function of the Committee shall be “to kindle the interest of the Government and people of Ghana in the conditions which constitute a threat to the life and health of children and thereby to promote the good health and well-being of children.”

- (III) **The Education Committee:**

The function of the Committee shall be directed towards promoting the dissemination of paediatric knowledge by arranging academic, social and public meetings for the realization of the objectives of the Society.

They shall be responsible for the choice of the topics for such meetings and seminars.

(IV) **The Finance Committee:**

Shall be responsible for the financial arrangements of the Society within the the financial requirements as prescribed by the Executive Council.

(V) In addition to the above, the National Executive Council may set-up other committees from time to time to undertake specific tasks.

(4) 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 purpose of the Code.

38. **Relationship with National and International Bodies**

(1) **The Ghana Medical Association:**

The Society shall operate as a group affiliated to the Ghana Medical Association. All Members and Junior Members of the Society shall of necessity be members of the Ghana Medical Association in good standing.

(2) **Other International Bodies:**

The Society may, by a simple majority vote of members present and voting at an Annual General Meeting, apply for membership of any international organization with similar interest and objectives as the Society.

39. **Branches**

- a) There shall be such number of branches of the Society as the National Executive Council may determine with the approval of the Annual General Meeting.
- b) Each branch shall have such number of executive members as shall be sufficient for the effective running of the branch provided it shall not be less than three or more than seven.
- c) The National Executive Council shall be responsible for all relations with the National Government and relations with all international bodies operating in Ghana and all bodies outside Ghana, including the sourcing of funds, donations and gifts from all the above. Branches shall not relate directly with any of the aforementioned bodies.
- d) A percentage of dues from the branches shall be sent to the national body of the Society. This percentage shall be fixed periodically by the National Executive Council of the Society, on the recommendation of the Finance Committee and will be subject to the approval of the Annual General Meeting. The Executive of the branch shall be responsible for transferring the agreed percentage to the National bank account.

- e) Each branch shall open a bank account after obtaining permission from the National Executive. The permission of the National Executive shall be obtained before opening any additional accounts. Three Executive members of the branch shall be signatories to the account(s). The Branch shall render account to the National Executive annually.

#### **The Seal**

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

#### **Service of Documents**

- 41. Any document may be served by the Society on any ordinary 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 Society for the purpose of service of notices.

#### **Interpretation**

- 42. In these 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 or expressions shall have the same meaning as in the Code;
  - (c) References to sections of the Code shall mean such sections as modified or re-enactment from time to time.