THE COMPANIES ACT 1963 (ACT 179)

REGULATIONS OF A COMPANY LIMITED BY GUARANTEE

1. The name of the Company is GLOBAL ASSOCIATION OF CLINICAL OFFICERS AND PHYSICIAN ASSOCIATES

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

   Services : 1. MENTOR LEADERS ON CRITICAL HEALTH ISSUES 2. TO INSURE INDEPENDENCE OF PRACTICE 4. TO PROMOTE THE HIGHEST STANDARD OF MEDICAL EDUCATION 5. MEDICAL CARE AND ETHICAL PRACTICE.

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 Association orof its Executive Council; provided that,(a) nothing herein contained shall prevent the payment in good faith, of reasonable and properremuneration 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 thepayment of interest at a rate not exceeding six per centum per anum on money(b) no member of the Executive Council of the **Association** shall be appointed toany salaried office of the **Association** or office of the **Association** paid by fees;(c) no remuneration or other benefit in money or moneys worth shall be given by the **Association** except repayment of out-of-pocket expenses and interest at the rateaforesaid 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 authorized 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 Executive Council The first members of Executive Council are :-

TIN	Name	Address	Nationality	Designation
P000022734X	ANTHONY ASARE ARKOH	C29912,KOTOBABI POST OFFICE STREET,ACCRA,Accra Metropolitan,GREATER ACCRA,Ghana	Ghanaian	Executive Council Member/Director
P0002949679	CHARLES ABBAN	HOUSE NUMBER 59, NII KOJO ARMAH,NII KOJO ARMAH STREET,ACCRA,Accra Metropolitan,GREATER ACCRA,Ghana	Ghanaian	Executive Council Member/Director
P0012940852	EMMANUEL DICKSON TUFFOUR	PLOT 69,ATWIMA BOKO,ATAA BIO STREET,KUMASI,Kumasi Metropolitan,ASHANTI,Ghana	Ghanaian	Executive Council Member/Director
P0019786654	PATIENCE FATU SLEKEY	ZINNAHHILL,GSA ROAD,MONTSERRADO, Liberia	Liberian	Executive Council Member/Director
P0019786557	SOLOMON DAVID CHOMBA	BEHIND JOEL PVT SECONDARY SCHOOL,MZUZU,Accra Metropolitan,GREATER ACCRA,Malawi	Malawian	Executive Council Member/Director
P0019786948	SAY-SAY MULBAH KPADEH	R-2,ROBERTFIELD ROAD,PAYNESVILLE CITY, Liberia	Liberian	Executive Council Member/Director

TIN	Name	Address	Nationality	Designation
P0019786700	NORMAN NUWAGABA	ISHAKA RUKUNIRI STREET,KAMPALA, Uganda	Ugandan	Executive Council Member/Director
P0019786905	THEOPHILUS COLLINS HAMPAYE	TUMP'S UP COMMUNITY,CALDWELL TOWNSHIP, Liberia	Liberian	Executive Council Member/Director
P001978676X	AUSTIN ODUOR OTIENO	UG 250,MIGOSI AVENUE,KISIMU, Kenya	Kenyan	Executive Council Member/Director
P001144262X	JOEL TETTEY KWASI PADI	H/N. 13, SOWATEY CLOSE,,APKOTECH STREET, ADENTA,ACCRA,Accra Metropolitan,GREATER ACCRA,Ghana	Ghanaian	Executive Council Member/Director

6. The powers of the Executive Council 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 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 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 of these Regulations and such persons as the Executive Council shall admit 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 no person shall thereafter be admitted to membership by the Executive Council unless he has the prescribed qualification.

ASSOCIATED MEMBERS

11. (1) The **Association** in general meeting may resolve by ordinary resolution that the Executive Council may admit associate membership of the **Association** and may prescribe qualification of such associate members.

(2) Associate members shall be permitted to take part in such processing 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 quorum.

HONORARY MEMBERSHIP

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(1) The subscribers of these Regulations and such persons as the Executive Council shall admit 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 no person shall thereafter be admitted to membership by the Executive Council unless he has the prescribed qualification.

(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 Executive Council has rendered signal service to the **Association** or to any of the objects which the **Association** if formed to promote.
(2) An honorary members, 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 members 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 membership by notice in writing to the Executive Council
(b) The Executive Council may at its discretion exclude from his membership of the **Association** any ordinary or associate member,
(i) If the subscription payable to the **Association** by such ordinary 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.

SUBSCRIPTIONS

14. (1) Ordinary and associate members shall pay such annual subscriptions as the members in general meeting on the recommend 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 or in the case of any person admitted to membership as representing any institutions or unincorporated Association.

ACCOUNTS AND AUDIT

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15. 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 Act.

16. Auditors, qualified in accordance with section 296 of the Act, shall be appointed and their duties regulated in accordance with section 134 to 136 of the Act.

GENERAL MEETINGS 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 the Executive Council 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 section 152 to 159 of the Act and accompanied by any statements required to be circulated therewith in accordance with section 157 to 159 of the Act.

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 representativ 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 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 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 ordinary members in accordance with sub-section (6),(7) and (8) of Section 170 of the Act and shall so direct if an ordinary resolution to that 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
(c) regulation 9, 10, 11 or 14 of these Regulations.

24. In accordance with Section 174 of the Act a resolution in writing signed by all 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 name had been passed at a general meeting of the **Association** duly convened and held, and described as a special resolution shall be deemed to be a special resolution with the meaning of the Act and these

25. Minutes of general meetings shall be kept in accordance with Section 177 of the Act.

VOTE 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 subsection (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.

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 they 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.

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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 beenlongest in office since their last election, but as between persons who become members on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot.

(c) Election to the Executive Council shall be secret ballot which shall conducted in thefollowing manner, that is to say

(i) Any ordinary members 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 twenty one clear days before the date of the annual general meeting of the **Association**. A retiring member shall by eligible for the 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 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 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 appointed for the annual general meeting and shall be counted by scrutineer 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 candidate 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 of the meeting shall declare the candidate duly elected. If the number so elected is less then the number of vacancies the remaining vacancies may be filled as 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 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 meeting of the Executive Council, the Chairman or in his absence the Vice Chairman if present, shall be Chairman.

33. 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 Act.

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POWERS AND DUTIES OF THE EXECUTIVE COUNCIL

34. (1) The activities of the **Association** shall be managed but the Executive Council who may pay all expenses incurred in promotion and registering the **Association**.
(2) Subject to Section 202 of the Act, 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 the or these Regulations required to be exercised by the members in general meetings.

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 Section 203 of the Act.

36. To the extent permitted by the Regulation 3 of these Regulations and subject to Compliancewith 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 the **Association** in which any members of the Executive Council is in any interested shall not be liable to be avoided, not shall any 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 meetings 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 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 and all such committee shall be deemed to committees of the Executive Council for the purpose 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 own members or a member of the **Association** or neither.
(2) if one of their own member 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 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 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 of a second member of the Executive Council or by some other person appointed by the Executive Council for purpose.

SERVICE OF DOCUMENTS

41. Any document may be served by the **Association** or any ordinary member, debentureholder or member of the Executive Council in the manner provide by Section 262 of the Act any be served in like manner on any Association or honorary member either personally or at the address supplied by him to the Association for the purpose of notices.

INTERPRETATION

42. In the regulations, unless the context otherwise requires,

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

(b) Words of expressions shall have the same meaning as in the Act.

(c) Reference to section of the Act shall mean such Section as modified reenactment 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 8 of these Regulations.

The current Subscribers of the company are

Name	Address	Description of Occupation of Subscribers
AUSTIN ODUOR OTIENO	UG 250,MIGOSI AVENUE,KISIMU,Kenya	CLINICAL OFFICER
CHARLES ABBAN	HOUSE NUMBER 59, NII KOJO ARMAH,NII KOJO ARMAH STREET,ACCRA,Accra	PASTOR
ANTHONY ASARE ARKOH	C29912,KOTOBABI POST OFFICE STREET,ACCRA,Accra Metropolitan,GREATER ACCRA,Ghana	PHYSICIAN ASSISTANT
EMMANUEL DICKSON TUFFOUR	PLOT 69,ATWIMA BOKO,ATAA BIO STREET,KUMASI,Kumasi Metropolitan,ASHANTI,Ghana	PHYSICIAN ASSISTANT
PATIENCE FATU SLEKEY	ZINNAHHILL,GSA ROAD,MONTSERRADO,Liberia	PHYSICIAN ASSISTANCE
SAY-SAY MULBAH KPADEH	R-2,ROBERTFIELD ROAD,PAYNESVILLE CITY,Liberia	PHYSICIAN ASSISTANT
JOEL TETTEY KWASI PADI	H/N. 13, SOWATEY CLOSE,,APKOTECH STREET, ADENTA,ACCRA,Accra Metropolitan,GREATER ACCRA,Ghana	PHYSICIAN ASSISTANT
SOLOMON DAVID CHOMBA	BEHIND JOEL PVT SECONDARY SCHOOL,MZUZU,Accra Metropolitan,GREATER ACCRA,Malawi	CLINICAL OFFICER
THEOPHILUS COLLINS HAMPAYE	TUMP'S UP COMMUNITY,CALDWELL TOWNSHIP,Liberia	PHYSICIAN ASSISTANT
NORMAN NUWAGABA	ISHAKA RUKUNIRI STREET,KAMPALA,Uganda	CLINICAL OFFICER

Dated the 27th day of December 2018

Witness to the above :

Signatures:

SAMUEL KORLETEY AMARTEY P. O. BOX NT 88 ACCRA NEWTOWN COMMISSIONER FOR OATHS

Name SAMUEL KORLETEY AMARTEY

Occupation COMMISSIONER FOR OATHS

Address P. O. BOX NT 88, ACCRA NEWTOWN

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