



Centre for the promotion of Democratic
Governance

(CENPRODEG)

CONSTITUTION

PREAMBLE

In recognition of the fact that, the Ghanaian government can no more single handily shoulder the responsibility of promoting and funding safe reproductive health programmes there is the need for the establishment of non-government organizations and/or agencies to support the government in bringing safe reproductive health to the door steps of the citizens of Ghana. Hence the formation of Youth Action on Reproductive Order (CENPRODEG) as to:

1. **Affirm** that people (especially children, women and other vulnerable, marginalized and disadvantaged) are subjects of rights, that they are rights holders, and not objects of charity.
2. **Recognize** the role, responsibility and commitment of the government of Ghana in assuring access to quality reproductive health care.
3. **Affirm** the importance of advocacy and commitment to supporting advocacy efforts.
4. **Affirm** mutual recognition and respect for different roles, values, and objectives of those involved in reproductive health and promoting reproductive health rights.
5. **Desirous** of contributing to the promotion of reproductive health rights at all levels to ensure rights-based reproductive health programmes, policies, strategies, standards and guidelines and propelled by the urgent need to mobilize in support of reproductive health right.

WE WHOSE PARTICULARS ARE HERETO SUBSCRIBED on this day 21st of July 1999 **DO HEREBY** give to ourselves and to future members the **CONSTITUTION AND RESOLVE** as contained herein;

Article 1 ESTABLISHMENT

- 1.1 There shall be established an organization to be known as the **Centre for the Promotion of Democratic Governance** hereinafter referred to as **CENPRODEG**.
- 1.2 CENPRODEG shall be legally registered, established as a non-governmental organization (NGO) under the relevant laws of Ghana, namely the company code of 1963, Act 179.
- 1.3 CENPRODEG shall form a link between itself and government departments involved in the promotion of reproductive health.
- 1.4 CENPRODEG shall be affiliated to such bodies, national or international organizations, with similar objectives.
- 1.5 CENPRODEG shall be governed by this constitution and such other rules and regulations made herein under.

Article 2 STATUS

- 2.1 CENPRODEG shall be a non-governmental, non-profit, non-partisan, non-religion, non-racial and non-cultural organization.

Article 3 REGISTERED OFFICES

- 3.1 The registered office of CENPRODEG (Head Office) shall be situated in Tamale, in the Northern Region of Ghana.
- 3.2 CENPRODEG shall be represented in such parts of Ghana as may be deemed appropriate for the better attainment of its objectives and performance of its future.

Article 4 GOAL AND OBJECTIVES

- 4.1 The goal of CENPRODEG shall be to promote and enhance right-based approach and advocacy in safe reproductive health services and practices for the youth and the marginalized especially women.

4.2 The objectives of CENPRODEG shall be as follows:

- 4.2.1 To provide support for school health programmes that combine school health policies, a Safe and secure school environment for both teachers and learners, skills based health education and school health services and that explicitly address HIV/AIDS.
- 4.2.2 To create a platform to ensure that teachers are well prepared and supported in their teaching on HIV/AIDS, malaria and other major diseases through pre-service and in-service education and training.
- 4.2.3 To promote life skills and peer education with children and young people, and among parents and teachers themselves in schools.
- 4.2.4 To provide some educational basic needs (i.e. school fees, uniforms and books) to needy students especially the girl child.

4.2.5 To provide support for women in the form of credit schemes to enable them generate income to take care of their reproductive health care need and that of their children.

Article 5 MEMBERSHIPS

5.1 Membership of CENPRODEG shall be open to the following:

5.1.1 Recognized individuals or groups active in promoting reproductive health rights on nationwide development.

5.1.2 Individuals, groups/civil societies and agencies with expertise in the promotion of reproductive health.

A group or civil society shall be eligible to apply for membership if:

- i. It is actively involved in the promotion of reproductive health.
 - ii. It has similar objectives as those set forth herein.
 - iii. It is recognized in the community or duly registered in Ghana as a legal entity; and
 - iv. It is committed to or supportive of CENPRODEG objectives
- 5.3.1 Individual shall be eligible to apply for membership if;
- i. He/she is actively involved in the promotion of reproductive health and/or
 - ii. He/she subscribes to and is supportive of CENPRODEG objectives

5.4. CATEGORIES OF MEMBERSHIP

CENPRODEG shall have three (3) categories of membership, namely:

- i. Full membership
- ii. Associate membership
- iii. Honorary membership

5.4.1 FULL MEMBERSHIP

5.4.1.1. Full membership shall be open to individuals and groups who have been actively involved in the promotion of reproductive health right, and shall have the right to:

- i. Vote
- ii. Benefit from the services offered by CENPRODEG
- iii. Be given priority in the event of limited opportunities and resources in the activities of CENPRODEG.

5.4.2 ASSOCIATE MEMBERSHIP

5.4.2.1 Associate membership to CENPRODEG shall be open to the following

- i. Groups/individuals who are actively involved in the promotion of reproductive health rights but share the ideas and objectives of CENPRODEG.
- ii. Non-governmental organizations that have a potential which CENPRODEG could utilize.

5.4.2.2 ASSOCIATE MEMBERS

- i. Shall have the right to benefit from the services offered by CENPRODEG
- ii. Shall not be eligible to serve on the executive; and
- iii. Shall have no voting rights.

5.4.3 HONORARY MEMBERSHIP

5.4.3.1 Based on the recommendations of the executive in consultation with Board of directors, the executive shall reserve the right to confer the statues of Honorary membership upon individuals, bodies or agencies which:

- i. Have rendered exceptional service to CENPRODEG
- ii. Have the potential to be of service to CENPRODEG

5.4.3.2 HONORARY MEMBERS SHALL HAVE;

- i. The right to participate in meeting
- ii. No voting rights.

5.5 APPLICATION FOR MEMBERSHIP

5.5.1 Application for any type of membership shall be made in writing to the Executive Board tabled through the Executive President by completing the requisite application form and submitting the same together with the entire supporting document required.

5.5.2. The Executive Board shall verify the applicant particulars and I satisfied shall recommend to the board of directors for approval.

5.5.3. An applicant whose application has been approved by the Board of directors shall pay a prescribed fee, and at least attend one (1) CENPRODEG event in a year.

5.6 MEMBERSHIP FEES AND LEVIES

5.6.1 Membership fees shall comprise the following:

- i. Registration fee payable by approval of applicant
- ii. Annual subscription fee payable by every member

5.6.2. The said membership fee shall be determined annually by the Executive Board.

5.7 OBLIGATIONS AND DUTIES OF MEMBERS

5.7.1 It shall be the duty o every member to uphold the good name of CENPRODEG and to do its utmost to promote its objectives.

5.7.2 Every member of CENPRODEG shall comply fully with the provisions of the Constitution

5.7.3 Every member shall endeavour to satisfactorily perform all such duties as may be assigned him or her by the Executive Board.

5.74 No member shall engage or participate in or condemn any act that may be detrimental to CENPRODEG

5.7.5 Every member shall attend the meetings and participate in the activities of CENPRODEG for which they are eligible and have been duly notified.

5.7.6 A member who acts in breach of any of the said obligations and duties may be suspended pending further action by CENPRODEG.

5.8 SUSPENSION OF MEMBERSHIP

- 5.8.1 A member is in breach of the said duties when he/she consistently engages in acts deterrent to the good name and interest of CENPRODEG.
- 5.8.2 Such member shall be notified of the suspension in writing by the Executive Board clearly stating reasons for suspension, duration and actions for improvement before suspension can be lifted.
- 5.8.3 During suspension, the right and benefits occurring to a member and his/her obligations shall be suspended.
- 5.8.4 For such purposes the Executive Board shall constitute or ad hoc disciplinary committee from among members.
- 5.8.5 The maximum period of suspension shall not exceed six (6) months. Exception to this must be approved by the Executive Board.

5.10 TERMINATION OF MEMBERSHIP

- 5.10.1 A member shall have his/her membership terminated on the following grounds;
- i. Upon gross violation of this constitution
 - ii. Upon causing grave financial loss to CENPRODEG
 - iii. Dissolved or wound up
 - iv. Ceasing its activities
 - v. Upon CENPRODEG being dissolved
- 5.10.2 Before termination of membership pursuant to Article 5.10
- 5.10.3 The disciplinary body shall notify the member affected of the complainant lodged against his/her in writing within 21 days.
- 5.10.4 Such a member shall have the right to be given a hearing before the disciplinary body makes a final decision.
- 5.10.5 A member who is aggrieved and/or dissatisfied with decision of the disciplinary body shall reserve the right to appeal against that decision within 10 working days in writing to the Executive Board and the decision of the Executive Board shall be final and binding.
- 5.10.6 Termination of membership shall be confirmed in writing.

5.11 RESIGNATION

- 5.11.1 Any member who wishes to resign from CENPRODEG shall give notice of their intention to do so in writing to the Executive Board at least three (3) months in advance.
- 5.11.2 The Executive Board shall upon receiving such letter of resignation communicate its decision to the member within one (1) month.
- 5.11.3 Such members shall be duty bound to meet all their outstanding obligations and liabilities to CENPRODEG. Where the member fails to comply, the Executive Board shall take any appropriate action to protect the interest of CENPRODEG.
- 5.11.4 Fees paid for the year shall not be refunded

5.12 RE-ADMISSION OF MEMBERS

- 5.12.1 A member who either voluntarily resigns or whose membership is terminated shall have the right to apply to the Executive Board for re-admission at CENPRODEG.
- 5.12.2 An application for re-admission to membership shall contain reasonable grounds for reinstatement and reiteration of the member's commitment to the objectives of CENPRODEG.
- 5.12.3 A member whose membership has been reinstated shall be treated as a new entrant and duty bound to pay the required entrance and subscription fees.
- 5.12.4 In all cases, the Executive Board reserves the right to re-admit or otherwise.

Article 6 THE ORGANS

6.1 CENPRODEG shall be composed of the following organs

- i. The Board of Directors
- ii. The Executive
- iii. Working/Interest Groups

6.2 THE BOARD OF DIRECTORS

The board of directors shall be the supreme governing body of CENPRODEG

6.2.1 Board of Directors Meetings

The Board of Directors meetings shall comprise the following:

- i. Annual general meetings
- ii. Extra-ordinary meetings
- iii. Other meetings

6.2.2 ANNUAL GENERAL MEETINGS

- i. An annual general meeting shall be held one in a year at time and place as may be determined by the Executive Board.
- ii. Annual general meetings shall be attended by all registered members of CENPRODEG who are eligible to attend.

6.2.3 NOTICE

A written notice of not less than 15 working days shall be circulated in advance in respect of Annual General Meetings, specifying the agenda for the meeting.

6.2.4 QUORUM

For all purposes, the quorum at all Annual Meetings shall be 50% of those eligible to attend the meeting, unless otherwise specifically provided for.

6.2.5 PURPOSE OF ANNUAL GENERAL MEETINGS

Annual meetings shall be held for the following purposes:

- i. To renew and appraise the activities and operations of CENPRODEG and its status
- ii. To consider, amend and/or approve the minutes of the previous annual general meetings
- iii. To consider the reports of the executive board

- iv. To consider and approve the balance sheet, and account and estimates of income and expenditure for the ensuring year.
- v. To approve the policies, by-laws and long and short term plans of CENPRODEG

6.3 EXTRA-ORDINARY MEETINGS

- 6.3.1 Extra-ordinary meeting may be called to discuss urgent matters relating to the affairs of CENPRODEG by:
- i. The Executive Board, with its own motion or upon receiving a written demand by one-fourth of eligible, full members of CENPRODEG
 - ii. The Board Chairperson within twenty one (21) days, on the event of the entire Executive Board resigning for the purpose of electing an interim Executive Board.

6.3.2 NOTICE

- i. Written notice of not less than twenty one (21) days shall be circulated in advance on respect of extra-ordinary meetings, specifying the agenda for the meeting
- ii. Notices of extra-ordinary meeting shall also be given through print or elective media with natural coverage, faxes and email.

6.3.3 QUORUM

Form all purpose, the quorum of all extra-ordinary meeting shall be one-third of those eligible to attend the meeting including the Executive Board, unless otherwise specifically provided for:

6.4 REGIONAL REPRESENTATION

- 6.4.1 CENPRODEG will have zonal, regional or district groups as deemed appropriate.
- 6.4.2 The Executive Board shall reserve the right in consultation of the Board of Director to review the zonal/regional/district representation of the members to ensure equitable representation of its members of the zonal/regional/district.
- 6.4.3 In the performance of their functions, zonal/regional/district representatives shall;
- i. Hold regular meetings
 - ii. Liaise with the head office
 - iii. Maintain proper communication with the members they represent
 - iv. Keep proper records of their activities and proceedings
- 6.4.4 The purpose of zonal/regional/district shall be to:
- i. Provide a platform of members to share experience in relation to the objectives of CENPRODEG
 - ii. Provide a forum for members to develop strategies for influencing policies and programmes their localities.
 - iii. Act as a link between the members and the head office, thereby fostering active participation in the affairs and activities of CENPRODEG.
 - iv. Enhance dialogue among the members

6.5 THE EXECUTIVE BOARD

6.5.1 Membership of the Executive

CENPRODEG shall have an Executive Body, which shall comprise of not less than five (5) and not more than seven (7).

6.5.2 The composition of the Executive Board shall be as follows:

- i. The Chairperson
- ii. The vice Chairperson
- iii. The Secretary
- iv. The finance officer
- v. One representative each from such geographical representations (zonal/regional/district) as may be determined by the Board Directors.

6.5.3 Functions of the Executive Board

The members are eligible to serve the Executive Board for not more than two continuously terms of two years each.

6.5.4 The Executive Board, which shall exercise all such powers and do all such acts, shall govern CENPRODEG and things may be necessary for the smooth and affection among to CENPRODEG.

6.5.4.2 The Executive Boar shall be responsible to the Board of Directors and shall perform the following roles:

- i. Initiate and cause to be executed the policies, programs, rules and regulations of CENPRODEG and where appropriate through such-committees and working groups as shall be designated by it for the better performance of its functions and the smooth running of CENPRODEG.
- ii. Formulate and review the policies that govern CENPRODEG.
- iii. Approve the work plans and ensure the preparation of the budget and accounts of CENPRODEG
- iv. Recruit and supervise the senior and junior staff who shall operate at the head office or a zonal/regional/district office.
- v. Settle or handle matters relating to policy and governance.
- vi. Have general and overall responsibility over CENPRODEG' s finances and in this respect shall collectively ensure proper accountability and utilization of CENPRODEG' s finances and resources.
- vii. Develop a fund raising policy and strategy.
- viii. Evaluate the performance of all senior and junior staff.

6.5.5. EXECUTIVE BOARD MEETINGS

6.5.5.1 The Executive Board shall determine the procedure to be adopted at its meeting and those meetings shall be regulated accordingly.

6.5.5.2 Executive Board meetings shall be held at least once every three (3) months for which written notices of ten (10) days shall be circulated to the members in advance specifying the agenda for the meetings.

6.5.5.3 The Executive Board may also hold an extra-ordinary meeting as such other time or times as may be (7) days shall be circulated to the members in advance specifying the agenda of the meeting.

6.5.5.5 The Executive President shall chair all meetings at the Board and in his absence the vice.

6.5.5.6 The decision of the Executive Board shall be arrived at by consensus or simple majority vote. In the event of a tie, the chairperson shall have a casting vote.

6.5.5.1 CHAIRPERSON

The Chairperson of the Executive Board shall perform the following functions:

- i. Lead the Board in;
 - a) Setting the strategies and policies of CENPRODEG
 - b) Ensuring that members fulfill their responsibilities for the governance of CENPRODEG
 - c) Monitoring the implementation of decision, programmes, activities, rules, regulations and by-laws of CENPRODEG.
 - d) The self-evaluation of its performance.

6.5.6.2 Vice Chairperson

The Vice Chairperson shall have the following roles:

- i. Perform all such appropriate duties as may be assigned or delegated by the chairperson.
- ii. Assume the functions and responsibilities of the chairperson in his/her absence.

6.5.6.3 SECRETARY

The secretary shall in performance of his/her functions do the following:

- i. Liaise with staff about all financial matters.
- ii. Keep the executive board aware of its financial responsibilities.
- iii. Act as secretary to the Executive Board.
- iv. Report essential financial information in such a way that members understand it.

6.5.6.4 FINANCE OFFICER

The financial officer shall oversee the financial affairs of CENPRODEG and ensure their proper management. He/she shall ensure that:

- i. CENPRODEG is financially viable and shall advise on the financial implications of CENPRODEG' s strategic plans.
- ii. Proper financial records and procedures are maintained by the officer of CENPRODEG.
- iii. Timely financial reports are presented to the Executive Board and the Board of Directors.
- iv. CENPRODEG' s annual accounts are promptly and professionally prepared and audited by competent auditors.

6.6 THE OFFICER OF CENPRODEG

6.6.1 Composition

6.6.1.1 CENPRODEG shall have an officer shall be accountable to the Board of Directors.

6.6.1.2 The Officer shall be manned by the Executive Board and any number of staff deemed necessary for the smooth running of CENPRODEG.

6.6.1.3 The Officer shall be headed by the Executive President

6.6.2 FUNCTIONS OF THE OFFICE

6.6.2.1 The office shall perform the following functions:

- i. Be responsible for the day to day running, operations and management of CENPRODEG.
- ii. Prepare the work plans of CENPRODEG.
- iii. Implement, coordinate and monitor the programmes and activities of CENPRODEG.
- iv. Raise funds for and on behalf of CENPRODEG within the approved policies.
- v. Collaborate, network with, create and maintain close contacts with strategic allies, other appropriate networks, government offices, local governments, international networks and donors.

6.5.3 TENURE OF OFFICE

The members are eligible to serve on the Executive Board for not more than two continuously terms of two years each.

6.5.4. Functions of the Executive Board

6.5.4.1 The Executive Board, which shall exercise all such powers and do all such acts, shall govern CENPRODEG and things may be necessary for the smooth and affection among to CENPRODEG.

6.5.4.2 The Executive Board shall be responsible to the Board of Directors and shall perform the following roles:

- i. Initiate and cause to be executed the policies, programs, rules and regulations of CENPRODEG and where appropriate through such-committees and working groups as shall be designated by it for the better performance of its functions and the smooth running of CENPRODEG.
- ii. Formulate and review the policies that govern CENPRODEG
- iii. Approve the work plans and ensure the preparation of the budgets and accounts of CENPRODEG.
- iv. Recruit and supervise the senior and junior staff who shall operate at the head office or a zonal/regional/district office
- v. Settle or handle matters relating to policy and governance.
- vi. Have general and overall responsibility over CENPRODEG' s finances and in this respect shall collectively ensure proper accountability and utilization of CENPRODEG' finances and resources.
- vii. Develop a fund raising policy and strategy.
- viii. Evaluate the performance of all senior and junior staff.

6.5.5 Executive board meetings

6.5.5.1 The Executive Board shall determine the procedure to be adopted at its meeting and those meeting shall be regulated accordingly.

6.5.5.2 Executive Board meetings shall be held at least once every three (3) months for which written notices of ten (10) days shall be circulated to the members in advance specifying the agenda for the meetings.

6.5.5.3 The Executive Board may also hold an extra-ordinary meeting as such other time or times as may be (7) days shall be circulated to the members in advance specifying the agenda of meeting.

6.5.5.4 No business shall be transacted at any Executive Board meetings unless a quorum of more than 50% of the members is realized.

6.5.5.5 The Executive President shall chair all meetings at the Board and in his absence the Vice.

6.5.5.6 The decision of the Executive Board shall be arrived at by consensus or simple majority vote. In the event of a tie, the chairperson shall have a casting vote.

6.5.5.1 CHAIRPERSON

The chairperson of the Executive Board shall perform the following functions:

- i. Lead the Board in;
 - a) Settling the strategies and policies of CENPRODEG
 - b) Ensuring that members fulfill their responsibilities for the governance of CENPRODEG
 - c) Monitoring the implementation of decision, programmes, activities, rules, regulations and by-laws of CENPRODEG
 - d) The self-evaluation of its performance.

6.5.6.2 VICE CHAIRPERSON

- i. Perform all such appropriate duties as may be assigned or delegated by the chairperson
- ii. Assume the functions and responsibilities of the chairperson in his/her absence.

6.5.6.3 SECRETARY

The secretary shall in performance of his/her functions do the following:

- i. Liaise with staff about all financial matters.
- ii. Keep the executive board aware of its financial responsibilities.
- iii. Act as secretary to the Executive Board.
- iv. Report essential financial information in such a way that members understand it.

6.5.6.4 FINANCE OFFICER

The financial officer shall oversee the financial affairs of CENPRODEG and ensure their proper management. He/she shall ensure that:

- i. CENPRODEG is financially viable and shall advise on the financial implications of CENPRODEG' s strategic plans.
- ii. Proper financial records and procedures are maintained by the office of CENPRODEG.
- iii. Timely financial reports are presented to the Executive Board and the Board of Directors.
- iv. CENPRODEG' s annual accounts are promptly and professionally prepared and audited by competent auditors.

6.6 THE OFFICE OF CENPRODEG

6.6.1 Composition

6.6.1.1 CENPRODEG shall have an office shall be accountable to the Board of Directors.

6.6.1.2 The office shall be manned by the Executive Board and any number of staff deemed necessary for the smooth running of CENPRODEG.

6.6.1.3 The office shall be headed by the Executive President.

6.6.2 Functions of the officer

6.6.2.1 The office shall perform the following functions:

- i. Be responsible for the day to day running, operations and management of CENPRODEG.
- ii. Prepare the work plans of CENPRODEG
- iii. Implement, coordinate and monitor the programmes and activities of CENPRODEG.
- iv. Raise funds for and on behalf of CENPRODEG within the approved policies.
- v. Collaborate, network with, create and maintain close contacts with strategic allies, other appropriate networks, government officers, local governments, international networks and donors.

Article 7 FINANCES

7.1 The income of CENPRODEG shall be derived from the following sources:

- i. Membership dues and levies.
- ii. Any additional financial contribution from members.
- iii. Donations and grants.
- iv. Monies realized through fund raising drives.
- v. Sponsorship (cash and in kind).
- vi. Collaborators

7.3 The financial year of CENPRODEG shall run from the first (1ST) day of January to the thirty-first (31ST) day of December of each year.

Article 8 BANKING

8.1 CENPRODEG shall have and operate a bank account(s) in lawfully licensed banking institutions as determined by the Executive Board.

8.2 The said account(s) shall be operated by the Executive President as the principal signatory with two other persons as may be determined by the Executive Board. One of those persons shall be the finance officer. The principal and one other can sign and cash a cheque.

Article 9 BOOKS AND RECORDS

9.1 CENPRODEG shall keep in a proper manner and shall periodically update its books and records. The following books and records shall be kept:

- i. A register of members
- ii. Minute books, and
- iii. Books of account

9.2 THE REGISTER OF MEMBERS

A register of members shall be kept and maintained

9.3 MINUTES BOOKS

CENPRODEG shall keep and maintain separate minute' s books in respect of proceedings of;

- i. Board of Directors Meetings
- ii. Executive Board Meetings
- iii. Staff Meetings
- iv. Sub-Committee and working groups Meetings
- v. Meeting of Disciplinary Bodies; and
- vi. Meetings of Zonal/Regional/District Committees

9.4 BOOKS OF ACCOUNT

9.4.1 The Executive Board shall cause such accounts to be kept by the office of the following:

- i. The assets and liabilities of CENPRODEG
- ii. All the sums of money received (income) and expended by CENPRODEG (expenditure); and
- iii. All sales and purchases of goods and property by CENPRODEG as are necessary to give a true and fair view of CENPRODEG' s affairs and to explain its transactions.
- iv. All investments made by CENPRODEG

9.4.2 The books of account shall be open to inspection by the Financial Officer, Auditors, and any other persons as may be determined by the Executive Committee.

9.4.3 The books of account shall be kept in a proper manner that reflects the actual financial status of CENPRODEG.

9.4.4 External auditors shall audit the books of account annually.

Article 10 OFFICIAL LANGUAGE

10.1 The official language of CENPRODEG shall be English

10.2 English shall be used by CENPRODEG for purposes of communication, at general meetings and at functions of CENPRODEG.

10.3 At zonal/regional/district meetings any language considered the most inclusive may be used.

Article 11 OFFICIAL SEAL

11.1 CENPRODEG shall have a Official Seal, which shall bear its emblem and shall be kept in the custody of the Executive President.

11.2 The seal shall be affixed to all instruments and documents executed by CENPRODEG, inclusive of legal documents, and official documents approved by the Executive Board.

11.3 Any of the following officials of CENPRODEG shall have authority to witness and or authenticate the official seal:

- i. The Chairperson

- ii. The Executive President

Article 12 SETTLEMENTS OF DISPUTES

- 12.1 Any disputes arising which CENPRODEG shall fail to resolve under the provisions of this Constitution shall be resolved through arbitration in accordance with the laws of Ghana governing arbitration. Unless otherwise provided under the laws of Ghana governing arbitration, the Executive Board shall reserve the right to appoint or choose arbitrators in consultation with the parties involved in the dispute.
- 12.2 The decision of the arbitrators on any matter before it shall be final.

Article 13 RULES AND REGULATIONS

- 13.1 The Executive Committee shall make such rules and regulations, which are not inconsistent with the provisions of this constitution, as may be expedient for governing CENPRODEG and conducting its affairs in accordance with its objectives.
- 13.2 Such rules and regulations as made by the Executive committee shall be subject to the final approval of the General Assembly.

Article 14 Amendment

- 14.1 This Constitution, or any part thereof, may be amended by the Board of Directors upon passing a special resolution to that effect supported by two-thirds of the General Assembly members.
- 14.2 For the avoidance of doubt, the quorum for the meeting at which the motion for amendment is to be tabled shall be not less than three quarters of all the paid up members of CENPRODEG.
- 14.3 A notice for a motion to have the constitution amended shall be served on the Chairperson at least 3 (three) months before the meeting at which it are proposed to move the motion.

Article 15 DISSOLUTION

- 15.1 CENPRODEG may be dissolved by a special motion moved at a general meeting, tabled and seconded in writing by not less than three-quarters of all the paid up members of CENPRODEG.
- 15.2 For the avoidance of doubt, the quorum for the meeting at which the motion for dissolution shall be tabled it shall not be less than three-quarters of all the paid up members of CENPRODEG.
- 15.3 A notice for a motion to have CENPRODEG dissolved shall be served on the Chairperson at least 3 (three) months before the meeting at which it are proposed to move the motion.
- 15.4 The General Assembly shall donate all properties to another non-profit organization upon dissolution, after settlement of all it liabilities.

Article 16 miscellaneous

All matters, which are not specially provided for in this Constitution, shall be dealt with in accordance with the powers vested in the Executive Board and the Board of Directors

CENPRODEG