

**CONSTITUTION**  
**OF**  
**THE GHANA HIV & AIDS NETWORK**  
**(GHANET)**

# PREAMBLE

*We members of Non-Governmental Organizations (NGOs), Community Based Organizations (CBOs), Research Institutions and other Civil Society Organizations (CSOs) as well as individuals, working to prevent and manage Human Immuno-deficiency Virus (HIV) as well as the Acquired Immune Deficiency Syndrome (AIDS) and other Sexually Transmitted Infections (STIs) and also provide care and support to Persons Living With HIV (PLHIVs) in Ghana, appreciating the devastating nature of the disease and its continuing spread, recognize that the epidemic is having an immense impact on the socio-economic lives and health of many people worldwide including Ghana, and that a cure remains elusive to scientific research.*

*Acknowledging that despite the many multi-dimensional national and local HIV & AIDS programmes, their extent and coverage is unknown and that the quality of programming and implementation is very varied and as a result there is considerable overlapping in some areas and gaps in others.*

*Recognizing the need for improved collaboration and co-ordination among organizations working in HIV & AIDS activities, we do hereby agree to form a non-profit and non-partisan network to harness and coordinate efforts to address issues on HIV & AIDS and other STIs.*

## ARTICLE 1

### 1.1 NAME

The name of the network shall be “GHANA HIV & AIDS NETWORK” hereinafter referred to as “GHANET” or the NETWORK

## ARTICLE 2

### 2.1 REGISTERED OFFICE

The National GHANET secretariat shall be located in Accra at a place approved by the Executive Committee (EXECO) in consultation with the National Executive Council (NEC). All meetings of the General Assembly and other Executive bodies shall be held there unless otherwise determined by the President.

## ARTICLE 3

### 3.1 LEGAL STATUS

Established in 1996, GHANET is registered as a legal entity under The Companies Code, 1963 [ACT 179]; to among other things act as the umbrella organization to coordinate the national response to HIV & AIDS related programmes for its members.

- The Network shall continue to maintain its autonomy to allow for its unbridled performance in accordance with its objectives
- The Network shall have a legal entity with perpetual succession

## ARTICLE 4

### 4.1 GOAL

The goal of GHANET is to facilitate collaboration, coordination, resource mobilization, information sharing and advocacy amongst governmental, civil society organizations, institutions and individuals involved in HIV & AIDS prevention, care and support activities.

## 4.2 SPECIFIC OBJECTIVES

The specific objectives of GHANET are to:

- To provide a platform for the rapid deployment of HIV & AIDS services at the community level.
- To manage, coordinate and monitor activities of CSOs in the National response
- To strengthen capacities of members for effective implementation of HIV & AIDS intervention programmes
- To engage government, donors, partners and stakeholders in the mobilization of resources towards the national response
- To create and maintain linkages and partnerships with national, regional and international networks in support of the national response
- To promote the rights of persons infected or affected by HIV and AIDS and advocate for support to combat all forms of attitudes of discrimination against persons infected or affected by HIV&AIDS

## ARTICLE 5

### 5.1 SEAL AND LOGO

GHANET shall have a seal and a logo identifiable with its mission. The NEC of GHANET shall provide for the safe custody of the seal which shall only be used by the authority of the NEC or a committee authorized by the NEC on its behalf, and every instrument to which the seal shall be affixed shall be signed by the President of GHANET or his/her Deputy (in his/her absence) and shall be counter-signed by the secretary of GHANET or any other members of the NEC.

## ARTICLE 6

### 6.1 MEMBERSHIP

- a) Membership of GHANET shall be open to any organization or individuals involved in HIV & AIDS/STI's prevention, care and support activities in Ghana, and in accordance with procedures set out in the respective Network by-laws.
- b) There shall be four categories of membership
  - i. **Full Membership:** These are organizations which

- fulfill the requirement prescribed for membership and are entitled to pay annual subscription fee as may be determined by the governing body
- ii. **Associate Membership:** The Network at a general meeting may resolve by ordinary resolution that the Executive Council may admit to Associate membership of the Network and may prescribe qualifications for such Associate members. Associate members shall be permitted to take part in such proceedings and functions of the Network as the resolution shall prescribe or in default of prescription, as the Executive Council shall think fit, but shall not be members of the Network in its corporate capacity and shall not have any vote on any resolution at any general meeting of the Network or be counted towards a quorum.
  - iii. **Corporate Membership:** Organizations and Institutions which are approved by the governing body to participate in some programmes and activities of the Network and are to pay remittances or annual subscription fees.
  - v. **Honorary Membership:** The Network at a General meeting may resolve by ordinary resolution that the Executive Council may admit to honorary membership of the Network any person, whether or not an ordinary or associate member of the Network, who in the opinion of the Executive Council has rendered significant service to the Network or to any of the objects which the Network is found to promote.  
An honorary member, unless also admitted as an ordinary member of the Network shall have the same rights as an associate member and if also admitted as an ordinary member but shall not be liable to pay any subscription to the Network.
- c) An individual shall not be a full member

## **6.2 RIGHTS AND OBLIGATIONS OF FULL MEMBERS**

- a) A paid up member organization shall be entitled to one vote at all meetings and be voted for.
- b) A full member shall be entitled to participate in the formulation of policies and work programmes for the Network;
- c) A full member shall be entitled to nominate candidates for election into the Executive Council;
- d) A full member shall be able to vote on any issue tabled at the Annual General Meeting;
- e) A full member shall observe and conform to the aims and programme activities of the Network;
- f) A full member shall take all such actions as shall be recommended by the Network in support of its policy decisions;
- g) A full member shall discuss directives, policies, etc. with their constituencies before participating in decision-making on such issues; decision-making on such issues;

## **6.3 ASSOCIATE MEMBER**

- a) An associate member shall have an observer status and will not be eligible for election into the Executive Council, cannot nominate candidates for election into the Executive Council and cannot vote at the Annual General Meeting.
- b) An Associate member shall not be counted towards a quorum
- c) All members will have access to all council reports pertaining to its activities and functions;

## **6.4 ORGANIZATION / CORPORATE MEMBER**

- a) A Corporate membership member shall have an observer status and will not be eligible for election into the Executive Council, cannot nominate candidates for election into the Executive Council and cannot vote at the Annual General Meeting;

- b) A Corporate member shall not be counted towards a quorum;
- c) All members will have access to all council reports pertaining to its activities and functions;

#### **6.5 HONORARY MEMBER**

- a) An honorary member shall have an observer status and will not be eligible for election into the Executive Council, cannot nominate candidates for election into the Executive Council and cannot vote at the Annual General Meeting;
- b) An honorary member shall not be counted towards a quorum;
- c) All members will have access to all council reports pertaining to its activities and functions;

#### **6.6 MEMBERSHIP FEES / ANNUAL SUBSCRIPTIONS**

Upon admission, all shall pay their membership fees which may be determined from time to time at Annual General Meeting (AGM)

The GHANET Board shall have the power to establish and renew membership and annual subscription fees for ratification by the members at the Annual General meeting. All members shall pay annual subscription fees due not later than the second quarter of the year.

The annual subscription shall cover twelve calendar months from January to December.

#### **6.7 TERMINATION OF MEMBERSHIP**

- a) A member may at any time withdraw from the Network upon submission to the President, a written notice of intention to terminate membership and subsequent approval by the National Executive Council (NEC) of the notice of termination.
- b) A member shall lose membership status in default of payment of annual subscription fee by the six month of the following year. This Article may be waived off upon good, sufficient, and

- valid cause being shown by such a member.
- c) An individual member may cease to be a member upon death, becoming insane or upon conviction on criminal grounds.
  - d) The National Executive Council [NEC] reserves the right to recommend the suspension of a member to AGM for ratification for non-compliance with the objectives of the network;
  - e) The Annual General Meeting may expel any member from membership by two-thirds majority of all members present and voting;

## ARTICLE 7

### 7.1 PARTICIPATION IN ACTIVITIES

Participation in all GHANET programmes shall be voluntary. Members shall not be remunerated in any kind for their personal contributions and involvement in GHANET activities and programmes.

Remuneration shall be paid to elected or appointed officers, members, or volunteers of the Network for reasonable expenses actually incurred and approved by the NEC in the performance of his/her duties. GHANET may contract any member to do a specific job and therefore pay for such services rendered.

No elected officer shall be employed into salaried office of the Network.

## ARTICLE 8

### 8.1 ORGANIZATION OF GHANET

The business of GHANET shall be run by two (2) structures namely;

- a. **Governance** for Policy Formulation and Decision Making
- b. **The Secretariat – [Management]** for Policy and Program Implementation

GHANET shall be affiliated to any organization approved by the General Assembly provided it shall serve the general interest of the



Network.

## 8.2 GORVERNANCE

### 8.3 THE GENERAL ASSEMBLY

- a) There shall be a General Assembly which shall be the highest decision making body whose decision on any matter shall be final.
- b) The General Assembly, shall consist of one (1) representative of each registered member organization in good standing. However, other members can attend and participate in deliberations but will not have voting rights at such meetings.
- c) Unless otherwise stated, each paid up member shall be represented at General Assembly meetings

### 8.4 FUNCTIONS OF THE GENERAL ASSEMBLY

- a) The election of office bearers of the Network.
- b) The approval of constitution and the annual report of the Network and the report of the auditors on the books of accounts of the Network as well as the balance sheet and statement of account of every regional committee.
- c) The approval of proposed budget.
- d) To formulate the mission and policy of the governance of the Network
- e) To monitor the compatibility of the relevant national law with the objectives of the Network
- f) To consider the amount to be paid as subscription
- g) To consider the approval of membership or expulsion of members from the network.

## 8.5 GENERAL ASSEMBLY MEETINGS

General Assembly meetings shall;

- a) be held not later than the end of second quarter of each year at such a time and place as may be determined by the NEC.
- b) Consist of representatives delegated by member organizations, subject to the full discharge of their financial obligations, shall be entitled to at least one representative with a vote;
- c) Be the highest decision-making body of the Network.
- d) Notice of the date, time and place of the General Assembly Meeting shall be dispatched to all members at least thirty (30) working days prior to the date of such meeting. Every notice of the time and place at which the General Assembly Meeting is to be held shall be accompanied by a copy of the agenda and Financial Report indicating the current financial status of the Network as well as audited financial statement for the preceding year ending on the 31<sup>st</sup> December.

## 8.6 BUSINESS OF THE GENERAL ASSEMBLY MEETING

Shall be:

- a) To conduct roll call of members to ascertain those whose delegates are present and which of them shall vote for their organizations;
- b) To discuss, confirm and adopt the minutes of the previous General Assembly Meeting and of any Special or Extraordinary General Meetings held during the course of the year;
- c) To receive and approve the report of the President for the year;
- d) To receive and approve a statement by the NEC of the financial position of the Network including audited financial statements and an audited balance sheet and appoint auditors for the ensuing year;
- e) To elect where necessary, office bearers and other members of

- the NEC in accordance with the constitution of GHANET.
- f) To consider and vote upon any alterations and/or additions to the constitution of the Network of which due notice has been given;
  - g) To transact such other business that normally forms part of a General Assembly Meeting.

## **8.7 PROCEDURES AND/OR RULES FOR THE CONDUCT OF A GENERAL ASSEMBLY MEETING**

General Assembly Meeting shall be as follows:

- a) The Chairman of the NEC or any other member of the NEC Appointed by him/her shall chair the General Assembly Meeting;
- b) The quorum of a General Assembly Meeting shall not be less than one third (1/3) of the total membership entitled to vote;
- c) Organizations in good standing represented at the Annual General Meeting (AGM) shall be entitled to one (1) vote each;
- d) Votes for election of the NEC shall be by secret ballot;
- e) All votes otherwise shall be by a show of hands or secret ballot as the meeting shall determine.

## **8.8 ANNUAL GENERAL MEETING**

- a) In the event that someone has been co-opted to sit on the NEC, the Secretary of the NEC shall ask the members for nominations to the position at least Fourteen (14) days prior to the Annual General Meeting.
- b) The nominations will be announced at the Annual General Meeting, at which time a bye-election shall be conducted by the Electoral Officer. The results of the bye-election will be announced immediately after the counting has been done at the same Annual General Meeting;
- c) In the event that an office bearer ceases to be a member of the NEC, the Executive Council shall reserve the right to retrieve all property belonging to the Network in the possession of the

- departing officer;
- d) In the event that an office bearer ceases to be a member of the Network, the NEC may appoint any other member to hold that position until the next elections provided that the time of appointment is more than three months away from the next Annual General Meeting.

## 8.9 ELECTION OF OFFICERS

- a) All officers shall be elected at the Annual General Meeting of GHANET. Only members in good standing shall be eligible to make nominations for election to the electoral Committee.
- b) The NEC shall by the 1<sup>st</sup> quarter of an election year, constitute a Five Member Electoral Committee from among Regional Executives, which shall conduct the elections to be supervised by an officer from the National Electoral Commission.
- c) Nominations shall be made on a prescribed nomination form seconded by two members with good standing and shall be returned to the Electoral Committee at least one week before election day. Elections shall be held not earlier than six weeks after notification of elections has been sent out to every member.
- d) Election to the NEC shall be by simple majority, conducted by secret ballot of delegates present at the General Assembly.
- e) The Electoral Committee's mandate shall end a month after each election.
- f) The new officers shall assume office one month after the election.

## 8.10 TENURE OF OFFICERS

- a) Membership of the NEC shall be for a term of Three (3) years. An officer shall be eligible for re-election for a further one term of three years only. No member of the NEC shall be eligible for re-election to the same position after two consecutive terms in office.

- b) In the event of unsatisfactory performance of the NEC, the General Assembly may pass a vote of no confidence and thereafter an Interim Management Committee shall be appointed to complete the term of office of the dissolved NEC.
- c) Any or all officers of the NEC may be relieved of their duties if charges of impropriety or misconduct is proven against any one or all of them, after a properly constituted committee formed specifically for that purpose by the members of the Network has submitted its report to the general assembly.
- d) The officers whom adverse findings have been preferred against shall be given the opportunity to put up their defense before the arbitrations/disciplinary committee investigating the alleged impropriety.
- e) All charges preferred against officers or members shall be brought before the Arbitration/Disciplinary Committee.

## 8.11 COMMITTEES

- a) There shall be Committees at the NEC level. Members of these Committees shall be drawn from the NEC as well other members in good standing.  
These shall include:

### 1. **FINANCE COMMITTEE**

- a) There shall be a Finance Committee herein to be known as the “Committee” to advise the NEC on matters of budget and finances of the Network.
- b) The Committee shall have the Treasurer as Chairman and not less than four other persons as members to be appointed by the NEC for a term of three (3) years.

### **Functions of the Finance Committee are;**

- a) To provide financial advice that affects the Network.
- b) Making recommendations on the financial report and the budget drawn by the Executive Secretary
- c) To provide best practice on handling and investment of available funds and also advice the

- d) NEC on the appropriate financial measures. To assist the appropriate body by way of periodical review, the formula for fixing members subscription fee
- e) To assist the NEC on its implementation of the decisions of the Network
- f) To render its report based on its work to the General Assembly (or the NEC)

**The other Committees shall be:**

- 2 Welfare Committee
  - 3 Technical/Monitoring & Evaluation Committee
  - 4 Planning Committee
  - 5. Disciplinary Committee
- a) The NEC/REC shall propose their terms of reference which shall be approved at AGM.
  - b) No member shall belong to more than one Committee.
  - c) Ad-hoc Committees may be formed as well to solve specific problems.
- There shall also be similar Committees at the regional levels.

**ARTICLE 9**

**9.1 EXTRAORDINARY GENERAL MEETING**

- a) An Extraordinary or Special General Meeting may be called by the NEC whenever it deems it necessary to discuss urgent issues with members, or at the request of one-fifth (1/5) of the total representatives in the General Assembly Meeting ;
- b) Notice of the time, date and place and business of such an Extraordinary General Meeting shall be dispatched to all members at least fourteen (14) working days prior to the date of such meeting and shall specify in writing the matters to be dealt with;
- c) An Extraordinary or Special General Meeting shall be competent only to deal with the particular business of which due notice has been given;

- d) The procedure and/or rules for the conduct of an Extraordinary or Special General Meeting shall be the same as in Article 9.1b above.

## 9.2 NATIONAL EXECUTIVE COUNCIL (NEC)

- I. The NEC shall comprise of 10 Regional Chairmen and five National Executive Committee members making fifteen (15) members.
  - ii. Shall be responsible for the control and general administration of all materials and affairs of the organization including the control of finances and property.
  - iii. Have the right to make decisions on all urgent matters
  - iv. Shall meet four times in a year
  - v. Be legal holders of all assets and properties of the Network
  - vi. Convene Annual General Meetings in the 2<sup>nd</sup> quarter of each year and present reports to members;
  - vii. Purchase, take on lease or in exchange, hire or otherwise acquire any movable and immovable property which may be deemed necessary for any of the purposes of the network, and to sell, exchange, mortgage, change, turn on account, dispose off, and deal with property and rights of any kind;
  - viii. Invest the funds of the Network from time to time in such investments or assets or other securities as the NEC may in their entire discretion deem fit, bearing in mind the desirability of investing such funds within the Republic of Ghana;
  - ix. Have power from time to time to change and vary any investment and to reinvest in any other asset or investment. All or any investment shall be registered only in the name of the Network;
  - x. Open bank accounts in the name of the Network, and to operate such accounts by way of deposits and withdrawals as may be necessary for the proper conduct of the financial affairs of the Network. All cheques, promissory notes, bills of exchange, and other documents which may be required in

connection with any bank accounts opened by the Network or the financial administration of the Network shall be signed on behalf of the Network by the President and such persons as may from time to time be appointed under resolutions of the NEC.

- xi. Use, lend, or donate any monies accruing to the Network for the purpose of implementing its objectives.
- xii. Employ and/or dismiss staff, consultants, and agents, whether full time, part time, paid or unpaid and decide on the appropriate remuneration; Institute, conduct, defend, compound, or abandon any legal proceedings by or against the Network or its officers, or otherwise concerning the affairs of the Network; to compound and allow time for payment or satisfaction of any debts due to the Network, and of any claims or demands by or against the Network; Call upon legal and other technical expertise as and when necessary for advice in specific cases; Manage the day-to-day affairs of the Network.
- xiii. Appoint or remove, as well as establish, the Conditions of Service (e.g. remuneration, benefits, etc. for the Secretariat of the Network.
- xiv. Give advice and guidance to the Secretariat and other structures of the Network;
- xv. Shall be solely responsible for the authorization and approval of all national and international travels on behalf of the Network.
- xvi. Initiate consultation for the discussion of issues of topical, national, and sub-regional interest.
- xvii. Members of the NEC shall hold office for a period of three (3) years but shall be eligible for re-election to office for an additional period of three (3) years, after which such members shall not be eligible for re-election for a period of four (4) years;
- xviii. In the event of any vacancy in the NEC, the Secretary shall inform all members through regional representatives in writing within a period of fourteen (14) working days;



**The NEC shall perform the ff:**

- a) If persons occupying positions resign, the NEC shall convene an emergency general meeting, to discuss the resignation and elect replacement.
- b) If a regional representative on the NEC resigns, the region shall elect a temporary replacement until the next Annual General Meeting.

**9.3 NEC MEETINGS**

- a) The NEC shall meet at least once every three months at such time and place it may consider appropriate to discuss matters pertaining to its duties;
- b) Voting at all meetings of the NEC shall be by way of simple majority. In the event of an equality of votes, the Chairperson or any other person presiding shall have right to a casting vote;
- c) A quorum of the NEC shall be 10 members.

**9.4 TERMINATION OF MEMBERSHIP FROM THE NEC**

A member of the NEC shall cease to hold office if:

- a) The member's organization ceases its membership of the Network;
- b) The member's organization ceases to exist
- c) The member fails to attend three (3) consecutive meetings of the NEC without a valid reason;
- d) The office-bearer is guilty of any misconduct as decided upon by the rest of the members and/or any duly constituted structure of the Network
- e) The NEC shall within two weeks of termination of a member's position, notify members of any such termination and shall organize a by-election to fill the vacant position not less than 4 weeks after the vacancy is declared.

## 9.5 EXECUTIVE COMMITTEE (EXECO)

- a) The EXECO shall comprise of five (5) elected National Executives
- b) The EXECO shall be responsible for monitoring the day to day management and administration of the Network. It has the right to make decisions on all urgent matters in-between National Executive Council meetings
- c) The President shall be the Chairman for the Executive Committee (EXECO)

## 9.6 GHANET ADVISORY BOARD

- a) There shall be an eleven (11) member Advisory Board here-in-after referred to as the “GHANET BOARD” and shall comprise the President and ten (10) independent members. The Executive Secretary shall be the secretary to the Board.
- b) The membership of the board shall be drawn from GHANET, partners and the general public based on their professional and technical competencies.
- c) The chairman of the board shall be selected by the Executive Committee (EXECO)
- d) The Board shall provide organizational effectiveness and support in fund raising, building an active group of financial supporters who regularly support the Network to increase the resources available to implement programmes making it easier for the Network to fulfill its mission and achieve its objectives.
- e) The NEC may request the Advisory Board to play any other role as it may deem appropriate.

## 9.7 REGIONAL EXECUTIVE COMMITTEE

- a) There shall be established by the General Assembly/National Executive Council in each Region a Regional Committee of the Network.
- b) The Regional Committee shall be composed of the following as members;
  1. Chairman

2. Vice-Chairman
  3. Secretary
  4. Publicity Officer
  5. Treasurer
- c) Members of the Regional Committees shall be elected once in every three (3) years to coincide with the year of election into the General Assembly, subject to the approval of the National Executive Council.
  - d) Members so elected shall resume their office immediately following the Annual General Meeting at which they were elected and shall hold office for three (3) years until the next election.
  - e) A member of the Regional Committee shall be eligible for re-election for not more than two consecutive terms.
  - f) A Regional Committee shall have power to fill vacancies in its membership to co-opt persons for its purposes and to appoint advisory committees consisting members of the Committees or non-members or both but shall not delegate any executive authority to a committee not consisting entirely of the Regional Committee unless authorized by a resolution of the Regional branch at its Annual General Meeting.
  - g) Unless the Regional Committee otherwise resolves, any member of the Committee who fails to attend three executive meetings of the Committee, except on sick leave or temporary absence from Ghana, shall be deemed to have resigned his membership of the Committee and the Committee may co-opt another member to serve the remainder of the term for which the person deemed to have resigned was appointed.
  - h) The term of a member of a Regional Committee ends at the anniversary of three years.
  - i) The Regional Committee shall have power to recommend the termination of a member to the NEC upon reasonable cause.
  - j) Regional General Meetings of the network shall be held at least once every quarter.
  - k) The quorum for Regional General Meetings shall be at least 30% of the members. Except that a member may move that business should start, provided two-thirds of the members present the motion.

## 9.8 SUB BRANCHES

- a) To ensure the participation of all individuals and organizations involved in HIV & AIDS/STI's prevention, care and support activities and also to establish strong links with the analogous structures at all levels in Ghana, other branches of GHANET – Zonal/Sub regional, District may also be established. The composition, functions and other matters related to branches shall be the same as applicable to the National and Regional structures.

## ARTICLE 10

### 10 DUTIES OF OFFICE BEARERS

#### 10.1.1 PRESIDENT

- a) The President shall be the chief representative of the Network and shall preside at all meetings of the NEC and EXECO and all general meetings of the Network;
- b) The President shall chair and be responsible for the proper conduct of all meetings referred to in Articles 8 and 9 above;
- c) Shall provide the policy and organizational leadership of the Network in collaboration with the NEC and shall coordinate, supervise and provide backstop to the Executive Secretary in the administration of the Network.
- d) Shall have the right to attend the meetings of the Network's sectoral or specialized Committees.

#### 10.1.2 VICE PRESIDENT

- a) The Vice-President shall attend to all the duties of the President in the absence of the latter;
- b) Shall attend to all such duties as shall be prescribed or delegated to him/her by the President.

#### 10.1.3 SECRETARY

The Secretary shall;

- a) keep proper records of the entire Network's activities;

- b) attend all NEC Meetings and General Meetings of the Network and record the minutes, compile such minutes and send them to the members in time;
- c) inform by way of sending out notices of meetings and the agenda to all members;
- d) be responsible for the preparation of the Annual General Returns and other documents required by the Registrar General's Department by the prescribed date;
- e) keep and maintain a membership register containing names, addresses and dates on which members joined the Network;

#### 10.1.4 **TREASURER**

The Treasurer shall;

- a) be responsible for the implementation, monitoring and evaluation of proper accounting procedures for the Network;
- b) keep all the Network's funds in a bank approved by the members;
- c) prepare Annual Financial Statements to the attention of the NEC and the Annual General Meeting;
- d) disburse funds as directed by the NEC.
- e) Ensure proper inventory and management thereof of the Network's assets;
- f) Chair the Finance Committee.

#### 10.1.5 **PUBLICITY OFFICER**

The Information and Publicity Officer is responsible for meeting and liaising with the media to inform them of activities of the NETWORK as well as compiling, maintaining, updating and disseminating of information pertaining to GHANET and other relevant HIV&AIDS issues.

#### 10.1.6 **ADDITIONAL MEMBERS**

The NEC shall appoint Two (2) additional members who shall assist the Secretary and Treasurer and deputize for them in their absence.

## ARTICLE 11

### 11 THE SECRETARIAT - [MANAGEMENT]

#### 11.1.1 EXECUTIVE SECRETARY

The Network shall have a secretariat with an Executive Secretary as the Head of Administration. He/she shall be an ex-officio member/secretary to the advisory board and all other committees of the Network. In such meetings He/she shall not have a voting right.

#### FUNCTIONS OF THE EXECUTIVE SECRETARY

- a) The Executive Secretary shall implement the decisions of the General Assembly and the NEC in consultation with the Advisory Board.
- b) Shall be responsible for the day-to-day administration of the Network and report to the President and the NEC respectively.
- c) Shall work in close collaboration with donors, partners, social networks, private sector and to develop proposals for funding of the Network.
- d) Shall be responsible to direct and execute the affairs of the Secretariat assigned to him/her.
- e) Shall draft the budget and state the financial reports for scrutiny by the General Assembly and the NEC after its study by the Finance Committee.
- f) Any other functions assigned to him/her by this Constitution and by the NEC .
- g) In the performance of his functions as assigned to him/her, the Executive Secretary shall brief the President on the activities of the Secretariat.

#### **The Executive Secretary shall:**

- a) Be accountable to the NEC and as such, responsible for the effective management of the Secretariat;
- b) Be responsible for the implementation of the policies of the Network and any necessary initiatives to be presented to the National Executive Council regarding relevant issues affecting

- its membership;
- c) Attend and advise meetings of the Network's organs without voting right;
- d) Prepare documents for the meetings of the Network's organs;
- e) Report to the President on the use of finances, implementation of the work programme, and changes in staff disposition;
- f) Maintain close working relations with the Network's Sub-Committees and provide support as mutually agreed;
- g) Maintain relations with the Network's present and potential members and submit reports on membership issues to the NEC.
- h) Shall supervise all other staff members at the GHANET Secretariat.

#### 11.1.2 **REGIONAL PROGRAM OFFICER (RPO)**

They shall be established as in this Constitution a Regional Program office in each region with a regional program officer to be designated who shall run the affairs of the Regional Secretariat.

- a) The Regional Program Officer shall be an ex-officio member of the Regional Executive Committee and all other sub-committees of the Network in the Region. In all the meetings of the Regional committee and sub-committees, he/she shall have no voting right.
- b) Shall be appointed by the Executive Secretary upon recommendation of the President and Regional Executives.
- c) Shall see to the implementation of the decisions and plans of actions as formulated by the National Executive Council in consultation with the Executive Secretary of the NETWORK.
- d) To ensure proper coordination of nationwide programmes and staffing policies, the Regional Program Officer shall in consultation with the Regional Chairman, report directly to the Executive Secretary.
- e) Shall act as the authorized administrative representative of the NETWORK in the region in relation to third parties; such as court of law and other transactions, but the representation must be with the consultation of the Regional Chairman and the National Secretariat.

- f) Perform any other functions assigned to him/her by this constitution or the Regional Committee or the Executive Secretary.
- g) In the course of his/her assigned functions, the Regional Program Officer shall brief the Executive Secretary of the activities of his/her Secretariat.

## ARTICLE 12

### 12.1 FINANCE

- a) The funds of the NETWORK shall consist of;
  - a. Subscription of members
  - b. Subvention and grants
  - c. Endowments from legitimate sources
  - d. Gifts and donations to the NETWORK
  - e. Trust funds held in the name of the NETWORK
  - f. Proceeds of any fundraising activity organized by the NETWORK or a branch thereof.
- b) Subject to the ultimate power of control vested in the National Executive Council, each branch or other subsidiary units of the NETWORK is authorized to deal with the funds and other property under its control in the manner prescribed in these Articles and in the regulations and to apply them for the purposes of carrying out the activities of the NETWORK in accordance with any policy laid down by the National Executive Council.
- c) Except with the permission in writing by the National Executive Council, funds and other property held by or on behalf of the NETWORK shall be used only for the purposes of championing its activities.
- d) No funds of the NETWORK shall, without the permission, in writing to the NEC be used for the purpose of making monies available to institutions or to funds which are themselves appealing to the public for support or are entitled to support from Government or local government.
- e) In case of a disaster or the outbreak of an epidemic either in Ghana or elsewhere the NEC may authorize such



extraordinary expenditure whether from current resource or from reserves, as it may seem fit. The NEC shall be informed of all expenditure made

## **12.2 REGIONAL ESTIMATES AND EXPENDITURE**

- a) Each Regional Committee shall, before the thirtieth day of November of each year, submit for approval by the National Executive Council its income and expenditure budget, including that of subsidiary units operating under its control for the succeeding year.
- b) The National Executive Council may add to, delete, or vary the estimates or any item contained therein, including the sum required from or made available to the National Executive Council as the case may be.
- c) Each regional committee shall make available to the National Executive Council from its resources such sums as the General Assembly may annually decide, for meeting the expenditure of the National Executive Council.
- d) A branch or other subsidiary unit of the NETWORK shall make available to the Regional Committee such sums as the Regional Committee may annually decide for meeting expenditure in the Region.
- e) Each Regional Committee shall prescribe a procedure to ensure that any expenditure or financial commitment incurred by a branch or other subsidiary unit within the Region has been authorized by the appropriate Committee of the branch or unit before it is incurred. Different procedures may be laid down for different subsidiary units, according to their size and financial resources.

## **12.3 SOURCES OF FINANCE FOR THE NETWORK**

The funds of the NETWORK shall include the following:-

- a) To accept unrestricted contributions in any form from individuals, public authorities and private organizations.
- b) Notwithstanding clause (1) of Article 12, the NETWORK

- shall not accept donations directly from revenues originating from illegitimate source that runs contrary to its fundamental principles and violation to the law of the Republic of Ghana.
- c) The NETWORK may accept funds for the purpose of being agent or trustee for funds earmarked for projects, provided that such projects falls within the scope of its objectives.
  - d) The NETWORK may, provided the sanctity of its fundamental principles and other national laws are not in any way abridged, accept any conveyance of real estate for its use and benefit.
  - e) In adhering to its objectives, the NETWORK may constitute and administer any reserve, insurance or other funds for the benefit of its Staff and or any of its activities.

## **ARTICLE 13.**

### **13.1 MISCELLANEOUS**

### **13.2 ACCOUNTS AND AUDIT**

- a) The AGM shall appoint an auditor or auditors to whom all books, records, accounts and reports of the NETWORK and its officers shall be submitted at such times as may be required.
- b) The report of the auditor or auditors shall be presented each year to the General Assembly through the National Executive Council for approval. Where the General Assembly does not meet, the report shall be submitted to the National Executive Council for approval.
- c) The accounts of each Region and its branches and the subsidiary units shall be kept in the form prescribed in the regulations, and shall be audited annually by independent auditors appointed by the Regional Committee.
- d) The financial year of the Network, and the branches and subsidiary units shall be from the first day of January to the thirty-first day of December in each year.

### 13.3 LAND AND PROPERTY

All land, buildings and other property acquired by the General Assembly, National Executive Council, Executive Committee, the Advisory Board, a Regional Committee or any branch of the NETWORK shall be vested in the NETWORK, and shall be managed by such branch or committee of the NETWORK, as the National Executive Council may determine.

### 13.4 RELATIONS WITH GOVERNMENT AND OTHER ORGANISATIONS

- a) It shall be the duty of the NETWORK to cooperate with Central Government authorities, and other civil society organizations engaged in work similar to that of the NETWORK, but on the condition that the NETWORK retains administrative control over its own funds, personnel and materials so that its independence and integrity in accordance with objectives and functions are maintained, and its privileges and status are not put in jeopardy.
- b) The NETWORK and any branch thereof shall not, except for purposes of consultation, become a member of any organization other than being a civil society organization.
- c) The National Executive Council may authorize regular and specified services to be administered on the basis that those who are able and willing should contribute toward the expenses of such services and may also authorize the acceptance of grants in aid from government and local authorities for the cost of specified services undertaken at their request.
- d) All formal communications with the Government shall be effected by the National Secretariat through the Advisory Board.

**13.5 APPEALS FOR FUNDS AND OTHER MEDIA PUBLICATIONS**

- a) No member or employee of the NETWORK, either alone or in association with any other person shall issue any public appeal or take part in any public activity, with the objective of raising funds for the NETWORK, without having obtained the consent in writing of the National Executive Council or of the appropriate Regional Committee
- b) No member or employee of the NETWORK shall make any statement to the Press or broadcast any communication concerning the NETWORK, without the consent in writing of the Advisory Board or an Officer appointed on behalf of the Advisory Board.
- c) The provisions of this Article shall not apply to reports or notice of annual meetings, inspection, reviews, lectures or other local activities of a branch of the Network.

**13.6 FUND RAISING ACTIVITIES**

- a) The National Executive Council may appeal to the public for funds and carry out such other local activities as may yield funds to the NETWORK.
- b) The National Executive Council may delegate its functions under this article to a sub-committee of the Advisory Board and may call on Regional Committees and any other members or associate of the Network to assist in fund raising activities.
- c) Proceeds of activities carried on locally by a Regional Committee or subsidiary unit thereof may be retained in the funds of that committee or unit unless the National Executive Council otherwise directs.

### 13.7 BANK ACCOUNTS

- a. All monies received by the NETWORK or any branch thereof shall be paid into such bank account as the National Executive Council may direct.
- b. A bank account shall not be opened or operated except in accordance with a resolution passed by the appropriate Executive Committee as the case may be. There shall be four (4) signatories to the account namely:
  - i. President
  - ii. Treasurer
  - iii. Executive Secretary
  - iv. Accounts and Finance Manager
- c. The President shall be the principal and mandatory signatory to all cheques of the Network in addition to either one of the other three signatories.
- d. At the Regional level the chairman shall be the principal and mandatory signatory of the Network's account in addition to either one of the following;
  - i. Treasurer
  - ii. Secretary

### 13.8 INVESTMENT OF FUNDS

Any monies held by the NETWORK or a Regional Committee, branch or subsidiary unit, which is in excess of reasonably current requirements, may be invested in any short term government securities. Investment shall be centralized. Any Regional Committee intending to invest shall obtain the permission of the National Executive Council.

### 13.9 EXPENDITURE OF FUNDS

- a) The expenditure of the NETWORK shall be in accordance with an annual budget prepared under the supervision of the

Treasurer, considered by the Finance Committee and approved by the National Executive Council or the General Assembly.

- b) Where funds are available the National Executive Council may authorize the continuation of expenditure on salaries and other recurrent items between the end of one financial year and approval of the budget for the next year and may also authorize the expenditure on such items in excess of that provided for in the annual budget, where the Advisory Board is satisfied that the additional expenditure is unavoidable and that the work of the Network will suffer if it is not authorized immediately.

### **13.10 VACANCIES IN COMMITTEES**

Any committee may act notwithstanding vacancies in its membership and the accidental omission to give notice of a committee meeting to any of the members, and the non receipt by a member of a notice shall not invalidate anything done at the meeting.

## **ARTICLE 14.**

### **RESOLUTIONS OF DISPUTES**

- a) Disputes shall be resolved through the following approach  
(i) mediation, (ii) conciliation and (iii) arbitration.

### **14.1 DISSOLUTION OF THE NETWORK, DISPOSAL OF ASSETS AND LIABILITIES**

- a) GHANET may be dissolved by special resolutions supported by two-third (2/3) of all members in good standing at an annual general meeting or at a meeting specially convened for that purpose.
- b) The property of GHANET shall be transferred or maintained by a resolution of a general assembly meeting, prior to its dissolution.
- c) All the liabilities of the Network shall be settled as and when they arise;
- d) In the event that the Network stands dissolved, all the

outstanding liabilities shall be settled first prior to the Network deciding on how it should deal with the remaining assets.

## ARTICLE 15

### 15.1 AMENDMENTS OF CONSTITUTION

Once adopted, no part of this constitution of GHANET may be modified, altered, repealed nor any addition(s) made thereto unless and until:

- a) Due notice of the proposed modification, alteration, repeal or addition(s) shall have been sent to the Secretary of the NEC not less than ninety (90) days before the Annual General Meeting
- b) The Secretary of the NEC shall in turn circulate the proposal to all the members in writing at least thirty (30) working days prior to the date of a meeting to be called for the above purpose
- c) A proposal to amend any provisions of these Articles shall not be carried unless it is approved by at least two-thirds of the votes of members present and voting.
- d) Where on any matter, whether arising out of these Articles or otherwise, there is no provision express or by necessary implication of these Articles or of Regulations made thereunder which deals with the matter, the Executive Committee may, subject to the approval of the National Executive Council, deal with the matter in such manner as it deems fit.

## ARTICLE 16

### 16.1 INTERPRETATION OF THE CONSTITUTION

The responsibility of the interpretation of the terms of the Constitution of GHANET or any matters arising in connection therewith shall be vested in the NEC; decision on such a matter shall be passed by two-thirds (2/3) majority of members present and voting and shall be final and binding on all members thereof.

## 6.2 DEFINITIONS


- (a) "GHANET" has the same meaning assigned to it as in Article 1.
- (b) "By-Law" means an instrument/regulations or enactment made under power conferred by this constitution to the National Executive Council and shall for all intent and purpose be consistent with the provision(s) of this constitution.
- (c) "Arbitration/Disciplinary Committee means Council chosen by the general assembly members who are not members of the National Executive Council but are mandated with the powers to adjudicate all cases of impropriety and, misconduct of electoral complaints.
- (d) "Committee" refers to a group of network members appointed or elected by the General Assembly, NEC or Regional Networks with clear mandate spelt out by the constitution or by-laws.
- (e) "Emergency meetings" means crucial gatherings held outside the scheduled meetings.
- (f) "Good standing" refers to individual(s), institutions or organizations who pay their dues, donations or levies regularly and are committed to the cause of the network
- (g) "Members" means individual(s), institutions or an organization that is/are registered member(s) of GHANET.

## ARTICLE 17

### 17.1 PROMULGATION

This constitution comes into effect, this 4th day of May, 2011.

Signed in the presence of Witness



Member



PRESIDENT, GHANET



Member