



Constitution of the Ayiwa Danquah Memorial Foundation LBG

1. The name of the Foundation shall be “AYIWA DANQUAH MEMORIAL FOUNDATION LBG”

The registered office shall be located in Kumasi, with authority to establish branches as deemed necessary.

2. Vision and objectives:

To empower individuals through accessible and quality education; fostering an environment where every child feels valued and encouraged to explore their unique talents.

- To provide scholarships and bursaries to our financially challenged children to reach their full potential and pursue their dreams
- To build an innovative school environment at MISKL – Modern International School Kumasi Ltd- where knowledge and empathy thrives.

The purposes of the Foundation are:

- Mobilizing resources for educational opportunities
- Ensuring child safety

Supporting school community-led initiatives including:

- Providing scholarships and prizes to pupils within the school community
- provisions for supporting extracurricular activities
- Fundraising Strategies to Advance Education Initiatives whereby producing life-long learners who can participate in and be productive in the global world, while embodying the core values of MISKL—Empathy, Care for Health, Respect for the Environment, and Critical Thinking for the 21st Century

3- INTERPRETATION

In these Bylaws, unless the context otherwise requires:

“Act” means Foundation Act, F.A, 2025, as would be amended from time to time;

“Directors” means Board of Directors of MISKL

“Board” means the Foundation Executive Members acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Foundation and exercising the powers of the Foundation;

“Foundation” means the Ayiwa Danquah Memorial Foundation LBG abbreviated as Afia Ayiwa; and

“Past Pupils Association” means the Global Past Pupil/Student & Past Staff/ Teachers’ Executive Board persons, and for the time being comprising of old pupils.

Except where otherwise provided, the definitions in the Act apply to these Bylaws.

In the event of any conflict between these Bylaws and the Act or the regulations under the Act, the Act or such regulations, as the case may be, shall prevail.

In the event of any conflict between these Bylaws and any Policies, procedure or resolution duly passed by the Foundation, the terms of these Bylaws shall prevail.

4-MEMBERSHIP

The members of the Foundation shall be the Board of School Trustees of MISKL and those persons who serve from time to time as the directors of MISKL and Board of Governors of MISKL;

A person shall cease to be a member of the Foundation upon ceasing to be a director of the Foundation or a Board of School Trustees of MISKL;

Every member must uphold and comply **with the Act, Constitution, Bylaws, Policies** and any other rules or policies of the Foundation, as amended from time to time.

Membership shall be open to past pupils staff or individuals and organizations committed to advancing education.

5- MEETING OF MEMBERS

General meetings of the Foundation shall be held at such time and place, in accordance with the Act, as the directors and /or Foundation Executives shall decide.

The first annual general meeting of the Foundation shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at

least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

The directors or Foundation Executive may, whenever they think necessary, convene an extraordinary general meeting.

Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Meetings may be held in hybrid format allowing both in person and virtual participation.

5.1-PROCEEDINGS AT GENERAL MEETINGS

Special Business

Special business is all business at an extraordinary general meeting, except the adoption of rules of order,

And all business that is transacted at an annual general meeting, except

- (i) the adoption of rules of order;
- (ii) the consideration of the financial statements.
- (iii) the report of the directors;
- (iv) the report of the auditor, if any;
- (v) the election of foundation executives
- (vi) the appointment of the auditor, if required; and
- (vii) such other business as, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

6- Quorum

A quorum for a general meeting is seven (7) members.

No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

6.1-Chair

The President of the Foundation, the Vice-President, or, in the absence of both, one of the Directors present shall preside as chairperson of a general meeting.

If at a general meeting there is no President, Vice-President, or other director present within 15 minutes after the time appointed for holding the meeting, or the President and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.

6.2 Adjournment

The chair of a general meeting may, or if so directed by the members in good standing at the meeting by Ordinary Resolution, must, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

Except as provided in these **Bylaws**, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

6.3- Voting

A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the **Act or these Bylaws** to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.

A member in good standing present at a meeting of members is entitled to one vote.

Voting is by show of hands, unless the members otherwise decide.

6.4-Voting by proxy is not permitted.

A member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Foundation.

In case of equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution shall not pass.

6.5-Minutes

Minutes of a general meeting shall be kept and taken by the secretary of the Foundation. If the secretary of the Foundation is not present at a general meeting, any person in attendance may be appointed by the Board or President to act as the secretary in taking minutes for such general meeting. Minutes shall be signed by the chairperson of the Meeting and the Secretary after approval at the next succeeding meeting.

7-FOUNDER/ SUBSCRIBER

Angela Pinamang Adomako, the sole subscriber shall be the owner of the Foundation

8- DIRECTORS

A section of the Board of Directors (BOD) of Modern International School Kumasi Ltd (MISKL) which limited functional role shall be the Directors of the Foundation namely:

- Albert Adomakoh (Mr.)
- Barbara Agyei Gyasi (Mrs.)
- Angela Pinamang Adomako (Mrs.)

Terms of Office for Directors

Shall be liaison between Board and MISKL

Any two (2) could represent the BOD at a general meeting

The Directors shall have limited advisory functional roles as would be defined by Board to the foundation; however, the Board shall manage, or supervise the management of, the affairs and business of the Foundation in accordance with the Constitution and shall be authorized to exercise all such powers and do all such acts and things as the Foundation may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Foundation in general meeting, but subject, nevertheless, to the provisions of: all laws affecting the Foundation;

Hereto , the Board may make such rules and regulations for the conduct of their affairs and the affairs of the Foundation as they deem desirable provided that such rules and regulations are not inconsistent with these Bylaws or the Act.

No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Foundation.

Directors' Meetings

The directors may meet together regularly, at least on a quarterly basis, at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone, telephone conference call, and audio/visual telecommunications.

-The directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the directors then in office. directors participating by telephone or telephone conference call shall be considered part of the quorum.

9-THE FOUNDATION EXECUTIVE BOARD (Board)

9.1- DUTIES AND POWERS OF FOUNDATION EXECUTIVE

Members of the Foundation Executive Board shall act honestly and in good faith and in the best interests of the Foundation; and exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a board member.

Board shall, on behalf of the Foundation, file all financial and other reports that have to be filed after the annual meeting as required by the Act and Income Tax Act or other laws.

9.2-The Foundation Secretary on behalf of the Foundation, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

all money received and disbursed by the Foundation and the manner in respect of which the receipt and disbursement took place; every asset and liability of the Foundation; and every other transaction affecting the financial position of the Foundation.

The directors may invest the assets of the Foundation as the directors in their absolute discretion consider advisable and shall not be limited to those investments authorized by law for trustees.

9.3- Board members, as appointed or retained shall have authority and shall perform the duties prescribed or delegated by the Directors.

9.4- The Executive of the Foundation shall be as follows:

-Chief Executive Director

- President;

- Vice-President;

- Secretary;

- Treasurer or Finance Officer; and

-Managing Director;

9.5- Tenure of Board

Members may hold a position for a one (2) year term, which may be renewed up to three (2) times. Notwithstanding, the term of the Office of President shall be a two (2) year term, which may be renewed up to three (3) times.

9.5 (a) The President, must preside at all meetings of the Foundation.

9.6- The President, shall be the Chief Executive Officer of the Foundation and shall supervise the other officers in the execution of their duties such as

- conducting the correspondence of the Foundation;
- issuing notices of meetings of the Foundation;
- keeping minutes of all meetings of the Foundation;
- having custody of all records and documents of the Foundation;
- having custody of the common seal of the Foundation;
- maintaining the register of members;
- keeping the financial records, including books of account, necessary to comply
- with the Act; and
- rendering financial statements to the directors, members and others when required.

9.7 - Managing Team – separate section of the Board to comprise of and to take instructions as would be directed by the managing director

- Managing Director
 - Media Team
 - Accounts
 - Admin Staff

9.8- RESTRICTED ACTIVITIES

- Engaging in For Profit Business

- The Foundation is not permitted to engage in any business-like commercial activity or otherwise make any investments for purposes of earning a profit.

-Notwithstanding the foregoing, the Foundation is permitted to engage in commercial activity and pursue, seek or obtain funding or other capital provided such activity or funding is performed or used, respectively, for purposes that are consistent with the Constitution, the Bylaws and the Policies of the Foundation, provided that none of the purposes is to earn profit.

10-OLD PUPILS AND TEACHERS ASSOCIATION The Old Pupils Association shall be the sponsors of the Foundation.

The Board may request meetings with the Global Old Pupils Executives as would be Deemed necessary.

The Board may delegate authority to committees consisting of such persons as they Think fit and may name as committee.

A committee formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the board or directors.

Subject to directions of the directors, each committee shall determine its own procedure.

The members of the committee may meet and adjourn as they think proper

11- FINANCES- Source of FUNDS and Distributions of Income

11.1-The Foundation shall secure funds through donations and fundraising activities.

11.2-. Financial records shall be maintained and audited annually.

11.3- No part of the Foundation's earnings shall benefit any private individual.

11.4 -The Foundation shall not be permitted to distribute or make available any of its net income, in cash or in kind, to any member.

11.5-Notwithstanding the foregoing, the Foundation is permitted to remunerate any member who is employed by, or provides services to, the Foundation at or below fair market value for such employment or services, as may be applicable. The Foundation may also reimburse the expenses of members that are incurred during the activities of the Foundation.

12- AUDITOR

This part applies only if the Foundation is required or has resolved to have an auditor.

The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

At each annual general meeting the Foundation must appoint an auditor to hold office until the auditor is re-elected, or a successor is elected at the next annual general meeting.

An auditor may be removed by ordinary resolution.

An auditor must be promptly informed in writing of the auditor's appointment or removal.

A director or employee of the Foundation must not be its auditor.

The auditor may attend general meetings.

13-AMENDMENT

This Constitution and Bylaws shall not be altered, amended or added to unless by a Special Resolution passed by the members present at a general meeting.

For amendments a two-thirds majority vote of the Board shall be required.

Proposed amendments shall be circulated at least once every eighteen months (18) before voting.

14- NOTICES TO MEMBERS

Notice may be given to a member personally, by email or other electronic means. A notice sent by email or other electronic means is deemed to have been given on the day that the notice is sent.

15- WINDING-UP OR DISSOLUTION

Upon the winding-up or dissolution of the Foundation, the assets remaining after the payment of:

all costs, charges and expenses properly incurred in the winding-up, including the

remuneration of a liquidator; and any other debts of the Foundation, shall be distributed to Modern International School Kumasi Ltd (MISKL).

Motto/ Slogan: Higher Ground ... I'm pressing on ...