

THE CONSTITUTION

OF

**AKATAKYIE USA, INC.
(OPOKU WARE ALUMNI ASSOCIATION)
IN THE UNITED STATES OF AMERICA**



ADOPTED BY MEMBERS OF AKATAKYIE USA, INC.

AT THE

2013 ANNUAL MEETING IN ALEXANDRIA, VA

AUGUST 31, 2013

*Adopted on the 31st day of August Two Thousand and Thirteen in The Year of Our Lord
By the Members of AKATAKYIE USA (Opoku Ware Old Boys Association in the United States of America) at its
2013 Annual General Meeting in Alexandria, VA. Amended on the 4th day of July Two Thousand and Fifteen in The
Year of Our Lord By Members of the Same Organization at its 2015 Annual General Meeting in Manassas, VA; on the
3rd day of September Two Thousand and Sixteen in the Year of Our Lord By Members at the 2016 Annual General
Meeting in Dallas, TX; and on the 30th day of August Two Thousand and Twenty in the Year of Our Lord by Members
voting electronically in the United States of America.*

FOREWORD

This Constitution shall be the legal authority, framework and basis for governing the affairs of AKATAKYIE USA. All Executives, Trustees and Members assigned to execute any function or work on behalf of the Association shall operate under the authority of this Constitution. No person shall have the authority to violate, abuse or misuse any article, sub-article or clause of the Constitution for any purpose whatsoever. In the pursuant of the stated goals of the Constitution, any violation, abuse or misuse of any article, sub-article and/or clause shall be dealt with according to the requirements and statutes of the Constitution. Wherever and whenever it is needed, sections of articles, sub-articles and clauses may be amended appropriately to promote the Association on the path towards fulfilling the aims of the Association.

The aims of AKATAKYIE USA are to:

- (i) Promote the wellbeing of our Alma Mater;
- (ii) Promote the wellbeing of all AKATAKYIE through effective networking and dialogue;
- (iii) Provide a harmonious environment for friendships to flourish among all AKATAKYIE of different generations;
- (iv) Foster unity and understanding among AKATAKYIE in operating on behalf of our Alma Mater; and
- (v) Provide a forum for discussing issues pertaining to the welfare of our Alma Mater.

ARTICLE I: Preamble.

We, the old students of Opoku Ware School, meeting in the City of Atlanta, in the State of Georgia, USA, at our Second Ordinary Session of our Assembly, on August 31, 2003:

HAVING DEVOTED the full session of our meeting to deliberate democratically, frankly, solemnly, and extensively on a broad-spectrum of issues affecting us and our esteemed Alma Mater and RECOGNIZING that there is steadily a growing number of past students of Opoku Ware School in the United States;

NOTING with concern that with this increasing number of Akatakyie, the greater need to form a cohesive organization that will coordinate, articulate, and aggregate the issues affecting us and our Alma Mater is urgently necessary;

BEARING IN MIND the daunting challenges faced by our Alma Mater in terms of marshalling resources to provide the finest education possible in this increasingly complex age;

AWARE that responding to these challenges requires, among other things, sustained collective effort and will of an exceptional nature from all Akatakyie wherever they may be;

AFFIRMING the importance of the education and enrichment bestowed upon us by our Alma Mater, and CONVINCED that such education will be beneficial to future generations of Akatakyie;

ALSO RECOGNIZING the need to assist our Alma Mater in providing for future generations of Akatakyie and also in maintaining its esteemed reputation in secondary school education in Ghana;

To these ends, we Akatakyie in the United States finally wish to state clearly and specifically the common desire of the aforementioned consent to promulgate this constitution through which we hope to accomplish our various objectives.

ARTICLE II: Name.

The name of our organization shall be AKATAKYIE USA, INC. Our slogan shall be DEUS LUX SCIENTIAE.

ARTICLE III: Membership.

Membership of the organization shall be open to all persons who have attended Opoku Ware School and also to all friends of Opoku Ware School, teaching and non-teaching staff who are residents of the United States. Membership shall be organized as follows:

- (i) Affiliate Member
- (ii) Student Member
- (iii) Member
- (iv) Member in Good Standing

However, voting on any issue before the association shall be restricted to members in good standing. A “Member in Good Standing (MIGS)” is defined as one who has paid the association dues for the previous consecutive two years leading up to the current annual meeting. Any Member who is “Not in Good Standing” shall be allowed to rectify that by paying the arrears of Association dues owed (retroactively up to two (2) previous years’ dues) to bring said Member into “Good Standing” at any time leading up to the current annual meeting.”

In addition, any member who contributes the following amounts to AKATAKYIE USA in any fundraising drive shall be eligible for consideration as a MIGS for the specified durations from the date of contribution or as stipulated by the National Executives Committee. (i) \$2,000 - \$4,999 (3 Years); (ii) \$5,000 - \$9,999 (5 Years); and (iii) \$10,000 - \$14,999 (10 Years). Proxy voting shall be organized for non-attending members in good standing.

ARTICLE IV: The Executive Committee.

The Executive Committee shall comprise the following:

- The President,
- The Vice-President,
- The Secretary,
- The Treasurer,
- The Financial Secretary,
- The Public Relations Officers,
- The Presidents of Local Chapters,
- The Legal Advisors (non-voting members), and

All persons designated by the President and/or the Executives to undertake any ad-hoc tasks (may attend meetings only by invitation from the President and/or Executives shall be non-voting members).

ARTICLE V: The President

The President shall:

- (i) Chair all meetings of the Executive Committee and the Annual General Meeting;
- (ii) Be the Chief Executive Officer of the organization;
- (iii) See to the efficient running of AKATAKYIE USA and to the adherence to the provisions of the constitution; and
- (iv) Represent the organization’s interest in all forums as agreed to by the Executives.

ARTICLE VI: The Vice-President.

The Vice-President shall:

- (i) In the absence of the President, chair meetings of the organization and of the Executive Committee; and
- (ii) Perform such other duties as deemed necessary and are assigned to him by the President under the constitution and its bylaws or delegated to him by the Executive Committee.

ARTICLE VII: The Secretary

The Secretary shall:

- (i) Be responsible for the recording of resolutions and motions that are passed at Ordinary Sessions at Annual Meetings and also at Executive Committee meetings;
- (ii) Keep a true and accurate records of the proceedings of the Executive and General meetings; and
- (iii) Be responsible for the circulation of all documents and correspondence.

ARTICLE VIII: The Treasurer

The Treasurer shall:

- (i) Open and/or maintain an account at a reputable financial institution(s) and lodge therein the organization's funds and be a signatory thereon with the President and the Secretary;
- (ii) Provide to the organization a quarterly report on the status of the organization's finances, and at such other time(s) required by the Executive Committee;
- (iii) Present written reports at all annual general meetings;
- (iv) Keep an accurate record of all financial transactions;
- (v) Keep an inventory of all the property of the organization;
- (vi) Arrange for payments of all debts as approved by the Executive Committee; and
- (vii) Inform specific members should they be indebted to the organization due to non-payment of contributions or any other financial commitment they have with the organization.

ARTICLE IX: The Financial Secretary

The Financial Secretary shall:

- (i) Act as Vice Treasurer;
- (ii) Prepare annual budgets, financial statements; and
- (iii) Provide feedback to donors on all donations)

ARTICLE X: The Public Relations Officers

Two Public Relations Officers shall be appointed, and they shall:

- (i) Promote and co-ordinate the involvement of Akatakyie in the organization;
- (ii) Co-ordinate the organization's publicity and public relations programs; and
- (iii) Be responsible for protocol, ushering and invitations to the organization's functions.

ARTICLE XI: The Legal Advisors (non-members of the Executive Committee)

- (i) The Legal Advisors shall be responsible for ensuring that all transactions and conduct of the organization are in compliance with provisions in this constitution, and also with the laws of the state of incorporation; and
- (ii) Be the legal counselors to the Executive Committee and the Organization in any case of embezzlement and/or any misconduct that impugns the organization's reputation.

ARTICLE XII: The Returning Officer (non-members of the Executive Committee)

Akatakyie, in a general meeting, shall appoint a member in good standing to be the Returning Officer with appropriate assistants deemed necessary by the National Executive Committee. The Returning Officer shall be disqualified from voting or being a candidate in elections and shall not be a member of the Executive Committee. The Returning Officer shall hold office for a period of two years until resignation or removal from office by way of a resolution by members in a general meeting, and shall be responsible for the general direction, supervision, and proper conduct of all elections of officers held during his tenure and in particular is responsible for:

- (i) The notification of elections;
- (ii) The printing, tallying, and custody of ballots;

- (iii) The physical arrangements for voting especially so as to guarantee security and privacy; and
- (iv) The certification of returns and official notification thereof to Akatakyie and such certification shall be final.

The Returning Officer shall retain in his possession, for a period of at least six months after the conduct of any election of officers, all ballots and other documents used for the election.

ARTICLE XIII: Board of Trustees

The President shall nominate at least nine distinguished members, who have contributed significantly and promoted the welfare of the Association, with supporting documents, for consideration by the Executive Committee into the Board of Trustees. The Executive Committee will elect a minimum of five members to serve at any given time. The maximum number of Trustees shall not exceed nine at any given time. Each Trustee shall serve for a tenure of 5 years and may be re-elected to serve another 5-year term. Members of the Board of Trustees shall appoint, from among the current Trustees, a Chairman and a Vice Chairman. The Chairman and the Vice Chairman shall each serve a tenure of 3 years, at the end of which a new leadership will be elected to serve in their capacities. The Chairman and Vice Chairman may also be re-elected for another 3-year term to serve the Board in these capacities at the end of their first tenure.

This Board of Trustees shall be responsible for:

- (i) Leading major fundraising efforts outside the Association;
- (ii) Providing Executives with counsel on capital development and major projects;
- (iii) Rectify mid-term changes in the Executive body; and
- (iv) Advise the Executive on important issues affecting the direction of the Association.
- (v) Work with National Executives to settle all disputes among the Executives and AKATAKYIE USA;
- (vi) Work with National Executives to ensure that the Constitution is strictly adhered to;
- (vii) Work with National Executives to approve and annual budget for AKATAKYIE USA; and
- (viii) Upon the recommendation of National Executives act to replace any National Executive (including Presidents of Local Chapters) who resigns from his position due to any reason;

ARTICLE XIV: Election of Executive Members and Replacement

- (i) Persons seeking or being nominated for national executive positions must have attended Opoku Ware School, be Members-In-Good-Standing, active members of the Association and must have attended two previous annual reunions of the Association, out of the last four, leading to the election year; Persons seeking local chapter executive positions must be Members-In-Good-Standing and active members of the Local Chapter and the Association;
- (ii) All Executive positions are to be filled by election at Ordinary Sessions of our Annual General Meeting. These meetings shall be announced at least two months in advance;
- (iii) Nominations to the Executive Committee may be made by any Okatakyie;
- (iv) New Members of the Executive Committee shall assume office upon confirmation at the Annual General Meeting. The term of office for the Executive Committee shall be for two years;
- (v) If for some unexpected reasons, a vacancy occurs in the Executive Committee subsequent to an Annual Meeting, the president shall nominate a replacement candidate with the advice and consent of the Executive Committee and rectified by the Board of Trustees;
- (vi) Any Executive Committee Member may resign from his position at his own discretion, provided he gives the Executive Committee a two-month notice in advance to enable a replacement candidate to be nominated;

- (vii) A decision to suspend or terminate the services of an Executive Committee Member may be reached only at the general meeting after intensive consultations. This decision shall be communicated to the individual Executive by the Board of Trustees;
- (viii) An Executive Committee may remove an Executive Member by documenting impropriety that will cause harm to the Association and passing a unanimous vote of no confidence. This decision shall be communicated to the individual Executive by the Board of Trustees;
- (ix) In the case of an Executive Committee Member who is persistently absent from Executive Committee meetings, he may be replaced only after the Executive Committee has informed and requested members in a general meeting to decide whether to appoint an acting Executive Committee member to replace the absent Executive Committee member; and
- (x) Books and records will be transferred from the old Executive Committee to the new Executive Committee at dates and times to be designated as convenient for the old and new Executive Committee but shall not exceed 60 days after the elections of the new Executives.

ARTICLE XV: Meetings

- (i) The Executives shall meet at least once a month to discuss and advance the issues of the Association.
- (ii) The Association shall meet once a year for its Annual General Meeting in August-September of every year.
- (iii) The Meetings shall proceed using the Robert's Rules

ARTICLE XVI: Financial Statements and Accountability

- (i) The Treasurer shall publish the current state of financial affairs on the Akatakylie USA's website and present the financial statements of the Associations to the Executive Committee before the annual meetings and later to the members at annual meetings.
- (ii) The Financial Statements of the Association shall be audited annually and the findings shall be reported to the members at its annual meetings.
- (iii) All checks to be issued in the Name of the Association shall be signed by an elected member of The Board of Trustees upon the instruction of the President and/or Treasurer with the approval by the Executive Committee.
- (iv) Any expenditure of \$1,000 or more requires the approval of all the Executives.
- (v) Under no circumstance must the association hold a credit or debit card.
- (vi) No funds must be withdrawn from the Association's account without the use of official Association checks.
- (vii) The Association must not operate an online banking account and/or processing.

ARTICLE XVII: Standing Committees

- (i) Auditing Subcommittee – Responsible for undertaking annual audits and presenting reports to Executives and Members at Annual Meetings
- (ii) Nominating Subcommittee – Responsible for obtaining nominations for various executive positions and subcommittees for due process
- (iii) Capital Development and Projects Subcommittee – Responsible for major fund raising for identified projects, developing project timelines and project executions with timely feedback to the Organization. This subcommittee shall be chaired by the President or his delegate and shall have as a member the Treasurer from the National Executive Committee.
- (v) Membership Subcommittee – Responsible for increasing membership via awareness, Chapter Associations, and other activities. This subcommittee shall be chaired by the Public Relations Officer and shall have as a member the Secretary from the National Executive Committee.
- (vi) Permanent Organizing Subcommittee – Responsible for planning, marketing, promoting and budgeting for Annual Meetings of the Association with guidance from the National Executive Committee. This

subcommittee shall be chaired by the Vice President or a delegate by the executive and shall have as a member the Public Relations Officer from the National Executive Committee.

ARTICLE XVIII: Membership Dues and Contributions

The Executive Committee shall propose appropriate annual membership dues to be voted upon by members at the organization's annual meeting. The membership dues must be paid before or during the annual meetings in that particular year.

ARTICLE XIX: Chapter Societies.

Chapter Societies shall be formally organized, inaugurated and recognized as important facets for progress and expansion by the National Organization. The President and Vice President shall officially inaugurate all Chapters and present them with Certificates of Recognition and Membership in the National Organization.

- (i) Chapter Societies shall promote the local, regional and national interests of AKATAKYIE USA;
- (ii) All Chapter Presidents will become full members of the National Executive Committee with the same voting rights as other executive members. The voting rights of City Chapter Presidents will be effective immediately after the official inauguration of the Chapter by the National President and Vice President of the Association;
- (iii) The leadership of Chapter Societies shall be renewed every two years. Elections of new officers shall follow ARTICLE XIV of this Constitution where appropriate;
- (iv) Local Chapter decisions will be made by the Chapter Executives and Members appropriately;
- (v) Newly elected officers shall be sworn into office by the President of AKATAKYIE USA;
- (vi) Upon resignation or termination of an officer's tenure, the Local Chapter Executives will officially inform the National Executives in writing within 5 days from his official termination date. The Chapter will proceed to replace that Executive with a temporary appointee until election of a new Officer by the Chapter members. Upon the resignation of a President of the Local Chapter, the Vice President of the Local Chapter shall act as President until the election of a new President. The National Executive Committee will act immediately, in consultation with the Board of Trustees and Local Chapter Executives and Members, to elect and install a New President.

ARTICLE XX: Opoku Ware School Endowment

The Opoku Ware School (OWASS) Endowment Fund, created by AKATAKYIE USA, will fund critical projects for academic excellence at OWASS in Kumasi, Ghana. The Endowment Fund will be managed by a Board of Directors in accordance with the "Governing Articles" put in place by AKATAKYIE USA. The Governing Articles define the duties and responsibilities of the Board and its Officers and the legal authority for managing the OWASS Endowment Fund, administering all processes associated with the OWASS Endowment Fund, and the obligations of the Board and its Officers to AKATAKYIE USA for managing the OWASS Endowment Fund.

ARTICLE XXI: The Board of Directors for the Endowment

The Board shall comprise a minimum of twenty (20) and a maximum of hundred (100) elected members by the National Executive Committee (NEC) of AKATAKYIE USA from the rank and file members of AKATAKYIE and other non-AKATAKYIE members. There shall be at least a two-thirds majority of AKATAKYIE on the Board.

The Board of Directors shall

- (i) Raise funding for the Endowment;
- (ii) Invest the endowment in appropriate investment instruments;
- (iii) Provide funding from endowment interests to AKATAKYIE USA for project investments; and
- (iv) Require periodic feedback on the investments in selected project(s)

- (v) The tenure of the Board members shall be renewed by the National Executive Committee of AKATAKYIE USA per ARTICLE 10 of the Governing Articles for the OWASS Endowment Fund.
- (vi) The Board of Directors shall elect Executive Officers to make executive decisions for managing the OWASS Endowment Fund.
- (vii) To ensure an arms-length management of the Endowment Fund, no serving Executive (National or Chapter) or Trustee shall be eligible to serve as an Executive Officer or on any Standing Committee for managing the OWASS Endowment Fund. Ex-Executives and Ex-Trustees may serve as Officers and Members of Standing Committees for the Endowment Fund.
- (viii) The tenure of Executive Officers of the Board shall be renewed by the National Executive Committee of AKATAKYIE USA per ARTICLE 10 of the Governing Articles for the OWASS Endowment Fund.
- (ix) Only the Board is authorized to release funds from the Endowment for OWASS projects. No Executive or Trustee shall be part of any decision to release Endowment Funds for any OWASS project.
- (x) The National Executive Committee of AKATAKYIE USA shall make requests for relevant OWASS project(s) funding to the Board for approval. Upon approval, the Board shall release appropriate level of funding from the annual interests for selected project(s). The funding released shall not reduce the corpus below the original corpus of \$1 million.
- (xi) The funding released in (vii) shall not be redirected to any other OWASS project. Any deviation from the original request must be addressed to the Board with justification and can only be redirected upon the approval by the Board.

ARTICLE XXII: Amendments to the Constitution.

The Constitution may be amended at a special meeting of the organization by motion supported by the majority of Akatakyie present at such a meeting, provided that at least 30-day notice is given before such meeting. Any suggested amendment shall be made by a Member-In-Good-Standing (MIGS) and signed by at least 10 other MIGS. Proposed amendments shall be submitted to the Executive Committee first before they can be formally introduced for consideration by all Akatakyie. This constitution shall be reviewed by the Legal Advisors each year to ensure its accuracy and relevance to the purposes of the organization.

Signed

Okatakyie Samuel Frimpong
Okatakyie Samuel Frimpong (X78)
President

Okatakyie Agbeko Agbenyiga
Okatakyie Agbeko Agbenyiga Olympio (AC44)
Vice President