



GHANA SECURITIES INDUSTRY ASSOCIATION

CONSTITUTION

GHANA SECURITIES INDUSTRY ASSOCIATION

1. The name of the Company is the GHANA SECURITIES INDUSTRY ASSOCIATION (Hereinafter referred to as the “Association” or “GSIA”).
2. The Objects for which the Association is formed are to:
 - (a) Bring together at regular intervals, licensee companies of the Securities and Exchange Commission and other stakeholders in the securities industry and related fields for the mutual exchange of ideas;
 - (b) Sponsor educational programs for the benefit of members;
 - (c) Encourage sound and ethical business practices among members;
 - (d) Enhance the promotion and strengthening of links between companies in the securities industry; and to
 - (e) Promote the collective interest of members of the Association with public / private agencies in Ghana.
3. The income and property of the Association whenever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the immediately preceding regulation and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or of its Governing Council; provided that:
 - (a) Nothing herein contained shall prevent the payment in good faith, of reasonable and proper remuneration to any officer of the Association or to any member of the Association in return for any services actually rendered to the centum per annum on money lent, or reasonable and proper rent for premises let to the Association.
 - (b) No member of the Executive of the Association shall be appointed to any salaried office of the Association or office of the Association paid by fees.
 - (c) No remuneration or other benefit in money or money’s worth shall be given by the Association to any member of the Governing Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises let to the Association.
4. GSIA is a non-profit membership organization.
 - (a) Pursuant to Section 24 of the Companies (Amendment) Act, 2012 (Act 835), the Association has for the furtherance of its authorized objects, all the powers of a natural person of full capacity except in so far as such powers are expressly excluded by these Regulations.
5. The main office of the Association shall be located in Accra.
 - (a) The Association may establish and operate branches or local offices home and abroad including a branch office in the various regions.

6. GSIA shall, with the aim to achieve the objects specified in Article 2, perform the following duties:
 - a. Self-regulatory functions to maintain prudent business practices among members and to ensure investor protection;
 - b. Resolution of disputes arising from business activities of its members when requested by any of the parties concerned;
 - c. Registration and management of all those licensed (see SEC);
 - d. Research and study of related regulations on financial investment services;
 - e. Investor education
 - f. Training on financial investment services
 - g. Duties commissioned by the laws and regulations
 - h. Maintenance and management of the disciplinary records of the executives and employees of its members;
 - i. Job and ethics training for executives and employees of its members;
 - j. Policy recommendations to the government and other related organizations in order to promote the development of the financial investment industry and capital market;
 - k. Business support for its members and promotion of mutual interests;
 - l. Other duties incidental to the duties listed.
7. GSIA shall, when intending to make amendments to its Articles of Association, do so through a resolution in the General Meeting of Members.
8. The Board of directors of the Association shall be known as the Governing Council. The members of the Governing Council will be elected at the first general meeting. The following two members are sponsors of the company:
 - a. Reginald France
 - b. Dr. Sam Mensah
9. The powers of the Governing Council are limited in accordance with Section 202 of the Act.
10. The liability of the members is limited.
11. Each member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while it is a member or within one year after it ceases to be a member, for payment of the debts and liabilities of the Association and the costs of winding up, such amount as may be required not exceeding One Thousand Cedis.
12. If upon the winding up or dissolution of the Association there remains after the discharge of its debts and liabilities any property of the Association, the same shall not be distributed among the members but shall be transferred to some

other company limited by guarantee having objects similar to the objects of the Association or applied to some charitable object, such other company or charity to be determined by ordinary resolution of the members in general meeting prior to the dissolution of the Association.

REGULAR MEMBERS

13. (a) Regular membership status of the Association shall be open to all companies /service providers licensed by the Securities and Exchange Commission including registrars, trustees, custodians and depositories

(b) Regular members shall be represented by the Chief Executive Officers or alternate officials not more than a level below the Chief Executive Officers.

(c) Companies with multiple licences issued by the Securities and Exchange Commission (SEC) shall be required to hold regular membership equal to such number of licences held.

ASSOCIATE MEMBERS

14. (a) The Association in general meeting may resolve by ordinary resolution that the Governing Council may admit to associate membership of the association.

(b) Associate members shall be permitted to take part in such proceedings and functions of the association as the resolution shall prescribe or, in default of prescription, as the Governing Council shall think fit, but shall not have any vote on any resolution at any general meeting of the Association or be counted towards a quorum.

SUCCESSION OF MEMBERSHIP

15. In the case of merger, division or business transfer of member institutions, the retained or newly established companies as a result of the merger or split-off, or the company which acquired the business concerned shall succeed to the membership upon approval by the Board.

RESIGNATION OR EXCLUSION OF MEMBERS

16. Subject in the case of Regular members of the Association to compliance with Section 10, of the Act:

(a) Any regular or associate member may resign his membership by notice in writing to the Governing Council;

(b) The Governing Council may in its discretion exclude from membership of the Association any regular or associate member: -

- (i) If dues payable to the Association by such regular or associate member remains in arrears three months after the due date of each year and the member receives due notification of such arrears; or
- (ii) If in the opinion of the Governing Council the continued membership of such person would be detrimental to the interest of the Association or to the furtherance of its objects.

DUES AND REGISTRATION FEES

17. Institutions that intend to become a member of GSIA shall fill out and submit an application form prescribed by the Association and pay an admission fee.

18. Membership applications shall be approved by the Governing Council of the GSIA.

19. A member whose membership is suspended due to sanctions shall be obliged to pay its membership dues even during the period of such suspension

20. (a) Regular or Associate members shall pay such annual dues as the Governing Council shall determine.

(b) Annual dues shall be due and payable not later than 3 months after the issue of the demand note /invoice or upon admission to membership.

(c) In addition to annual dues, a one-time registration to be determined by the Governing Board annually and approved by members is due and payable by newly admitted members.

(d) Annual dues may differ as between regular and associate members admitted to membership.

CONTINUING EDUCATION

21. Licensed representatives of the Association's membership shall be required to undertake a minimum of ten (10) hours of continuing education including approved real time online courses.

22. Members shall be required to sign, adopt and ratify the Code of Ethics and Standards of Professional Conduct approved by the SEC.

ACCOUNTS AND AUDIT

23. The Governing Council shall cause proper books of account to be kept, and an income and expenditure account and balance sheet to be prepared, audited and circulated in accordance with sections 123 to 133 of the Act.

24. Auditors qualified in accordance with Section 296 of the Act, shall be appointed and their

duties regulated in accordance with Section 134 to 136 of the Act.

GENERAL MEETINGS AND RESOLUTION

25. Annual General Meetings shall be held in accordance with Section 149 of the Act.
26. Extraordinary General Meetings may be convened by the Governing Council whenever they think fit in accordance with Section 150 of the Act and shall be convened on the requisition of regular members in accordance with Section 297 of the Act.
27. Notice of general meetings shall be given in accordance with Section 152 to 159 of the Act and accompanied by any statements required to be circulated therewith in accordance with Section 157 to 159 of the Act.
28. General Meetings may be attended by the persons referred to in Section 160 of the Act and the quorum required shall be as stated in Section 161 of the Act.
29. A member shall be entitled to attend or vote at any general meeting by proxy.
30. (a) General meetings shall be conducted in accordance with Section 166 to 173 of the Act.

(b) The President, or in his absence the Vice-President of the Association, shall preside as President at every general meeting, but if neither is present within five minutes after the time appointed for holding the meeting, members present shall choose one of their number to be President of the meeting.

(c) On a poll being demanded on any resolution at a general meeting, the President of the meeting may direct a ballot, electronically or physically of the regular members in accordance with sub-Section (6), (7) and (8) of Section 170 of the Act and shall so direct if an ordinary resolution to that effect is moved at the meeting and passed on a show of hands or if the resolution concerned is:
 - i. A special resolution, or
 - ii. Any such resolution as is referred to in
 - iii. Regulation 9, 10, 11, 12 or 14 of these Regulations.
31. In accordance with Section 163 of Act 2019, Act 992, a resolution in writing signed electronically or physically by all the members, or by their duly authorised representatives, shall be as valid and effective for all purposes, except as provided by Section 163, as if the name had been passed at a general meeting of the Association duly convened and held, and if described as a special resolution, shall be deemed to be a special resolution with the meaning of the Act and these Regulations.

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

VOTE OF MEMBERS

33. The right to vote is limited to regular members and each regular member shall designate one individual as its voting representative. Each regular member present at any general meeting shall vote on a show of hands or a poll and if a postal ballot is directed, in accordance with Regulation 23 hereof and sub-section (6), (7) and (8) of Section 170 of the Act, each regular member, whether or not present at the meeting shall have one vote.

THE GOVERNING COUNCIL

34. The number of members of the Governing Council, shall not be more than nine regular members to be constituted as follows:

- i. Two representatives of Licensed Fund Managers/Investment Advisors;
- ii. A representative of Licensed Broker-Dealers;
- iii. 2 representatives of Licensed Service Providers (Registrars, Trustees and Custodians);
- iv. A representative each from the Stock Exchange and the Depository and
- v. Up to 2 additional members.

They shall be elected to constitute the Council at the Annual General Meeting of the Association.

35. (a) Members of the Governing Council shall hold office for a maximum of 3 terms; an initial term of two (2) years and shall be eligible for re-election for 2 consecutive terms except for 34 "iv".

(b) A member who has previously served on the council shall be eligible for re-appointment after a term or more of absence.

(a) Election to the Governing Council shall be by secret ballot and shall be conducted in the following manner:

(i) Any regular members wishing to nominate another member or members for election to the Governing Council shall notify the Secretary in writing, at least twenty-one clear days before the date of the annual general meeting of the Association. A retiring member shall be eligible for re-election unless he notifies the Secretary in writing at least twenty-one days before the date of the annual general meeting that he does not wish to stand for re-election.

(ii) If the number of nominees competent for appointment as members of the Governing Council and retiring members offering themselves for re-election exceeds the number of vacancies to be filled, the Secretary shall, at least fourteen days before the date of the annual general meeting, send to each regular member a ballot paper containing a list of the names of such nominees and retiring members offering themselves for re-election requesting him to indicate by means of distinctive mark on the ballot paper the names of the persons

for whom he votes. Each member may vote for one or more persons not exceeding in number the number of vacancies to be filled.

(iii) No ballot paper shall be valid unless returned to the registered officer of the Association not less than twenty-four hours before the time appointed for the annual general meeting and shall inform the President of the meeting of the votes obtained by each candidate. The President shall then announce the names of the successful candidates to the meeting. No ballot paper shall be valid on which votes have been cast in excess of the number of vacancies, and in case of doubt as to the validity of a ballot paper or the voter or the intention of the voter, the decision of the President of the meeting shall be final and conclusive.

(vi) If the number of competent nominees and retiring members offering themselves for re-election does not exceed the number of vacancies, the President of the meeting shall declare the candidates duly elected. If the number so elected is less than the number of vacancies, the remaining vacancies may be filled as casual vacancies.

(b) Any casual vacancy in the number of members of the Governing Council may be filled by the Governing Council or by ordinary resolution of the members in general meeting in accordance with Section 181 of the Act.

36. The persons referred to in Section 182 of the Act shall not be competent to be appointed members of the Governing Council.

37. Membership of the Governing Council shall be vacated in accordance with Section 184 of the Act and any member may be removed from the Governing Council in accordance with Section 185 of the Act.

38. (a) The proceedings of the Governing Council shall be regulated by Section 200 of the Act.

(b) At all meetings of the Governing Council, the President or in his absence the Vice-President if present, shall be President.

39. Minutes of meetings of the Governing Council and of any committees of the Governing Council shall be kept in accordance with Section 202 of the Act.

POWERS AND DUTIES OF THE GOVERNING COUNCIL

40. (a) All affairs and activities of the Association shall be controlled and managed by the Governing Council who shall perform any and all business necessary to enable the Association carry out its objectives including payment of all expenses incurred in the promotion and registering the Association.

(b) Governing Council meetings shall be held once every three months.

(c) Subject to Section 202 of the Act, the Governing Council may exercise all such powers of the

Association, including powers to borrow money and to mortgage or charge its property and to issue debentures as are not by these Regulations required to be exercised by the members in general meetings.

41. In any transaction with the Association or in its behalf and in the exercise of their powers, the members of the Governing Council shall observe the duties and obligations imposed on them by Section 203 of the Act.
42. To the extent permitted by Regulation 3 of these Regulations and subject to compliance with Section 207 of the Act, a member of the Governing Council may enter into a contract with the Association and such contract or any other contract of the Association in which any member of the Governing Council is in any way interested shall not be liable to be avoided, nor shall any member of the Governing Council be liable to account for any profit made thereby by reason of his being a member of the Governing Council or of the fiduciary relationship thereby established.

PRESIDENT AND VICE-PRESIDENT

43. (a) The Governing Council at their first meeting held after each Annual General Meeting, shall elect from their members a President and Vice President of the Association who shall hold office for a maximum of four (4) years; for a term of two (2) years each.

(b) Any vacancy accruing in these offices shall be filled in like manner at the next meeting of the Governing Council held after the occurrence of the vacancy.

SECRETARY AND TREASURER AND OFFICERS

44. (a) The Governing Council shall appoint a full time Executive Secretary who shall also serve as Company Secretary. The Executive Secretary may be an employee of one of their own members or a member of the Association or neither.

(b) If one of their own members is appointed, the office shall be an honorary one without remuneration.

(c) The Governing Council will establish a Secretariat for the Association and appoint officers and staff as may be necessary for the Secretariat.

COMMITTEES

45. (a) The Association shall have permanent standing committees and special ad hoc committees as determined by the Governing Council. The Governing Council shall appoint from its membership, or regular members, or a person outside of the association, who in their opinion is duly qualified as a committee chairman.

(b) The committees shall be made up of a minimum of (6) members and a quorum

shall be formed by a simple majority member.

(c) The terms of reference and duration of all committees shall be as prescribed by the Governing Council and all such committees shall be deemed to be committees of the Governing Council for the purpose of the Act.

STANDING COMMITTEES

1. The following standing committees shall assist the Governing Council in the management of the Association:
 - a. Regulatory and Legislative Affairs Committee
 - b. Education, Training and Public Affairs Committee
 - c. Ethics and Professional Standards Committee
 - d. Fund Managers and Investment Advisors Committee
 - e. Committee of Service Providers
 - f. Broker-Dealers Committee

PROTECTION OF INVESTORS

2. Members of the Association shall conduct their financial investment businesses according to the principles of good faith and make utmost efforts to protect investors.
3. The Governing Council shall appoint an ombudsman to investigate and mediate the fair settlement of complaints lodged against members of the Association.

GLOBAL INVESTMENT PERFORMANCE STANDARDS

4. The GSIA adopts the Global Investment Performance Standards (GIPS) of the CFA Institute, a global not-for-profit association of investment professionals with the mission of leading the investment profession globally by setting the highest standards of ethics, education, and professional excellence. A copy of GIPS is attached under Schedule I.

REGULATORY COMPLIANCE, ETC.

5. All members of the Association shall be obliged to comply with the Articles of Association, the rules and regulations relevant to their duties, and the resolutions and agreed provisions of the General Meetings, the Board and Regulatory and Legislative Affairs Committee.

THE SEAL

6. (a) The Governing Council shall be empowered to adopt a common seal for use by the Executive and shall provide for the safe custody thereof.

(b) The seal shall only be used by the authority of the Governing Council and authorised by the Governing Council in that behalf. Every instrument to which the seal shall be

affixed shall be signed by the President and shall be countersigned by the Secretary or a second member of the Governing Council or by some other person appointed by the Governing Council for the purpose.

SERVICE OF DOCUMENTS

7. Any document may be served by the Association or any regular member, debenture holder or member of the Governing Council in the manner provide by Section 262 of the Act and may be served in like manner on any regular or associate member either personally or at the address supplied by it to the Association for the purpose of service of notices.

INTERPRETATION

8. In the Regulations, unless the context otherwise requires,
 - i. "Act" means the Companies (Amendment) Act, 2012 (Act 835) or any statutory modification or enactment thereof;
 - ii. Words or expressions shall have the same meaning as in the Act.
 - iii. Reference to sections of the Act shall mean such Sections as modified or re-enacted from time to time.

SCHEDULE I
Global Investment Performance Standards

CFA Institute has a long-standing history of and commitment to establishing a broadly accepted ethical standard for calculating and presenting investment performance based on the principles of fair representation and full disclosure. The goals in developing and evolving the Global Investment Performance Standards (GIPS) are to establish them as the recognized standard for calculating and presenting investment performance around the world and for the GIPS standards to become a firm's "passport" to market investment management services globally. As of January 2010, CFA Institute has partnered with organizations in 32 countries that contribute to the development and promotion of the GIPS standards.

GIPS is also available at <http://www.cfapubs.org/doi/pdf/10.2469/ccb.v2010.n5.1>

We, the undersigned are desirous of forming an incorporated company in pursuance of these Regulations and we agree to become members thereof and accept liability in accordance with Regulation 8 of these Regulations.

Names	Addresses	Description of Occupation of Subscribers
-------	-----------	--

- | | | |
|--|-------------------------|--------------------|
| 1.
SEM CAPITAL MANAGEMENT LIMITED
ADVISOR
BY: DR. SAM MENSAH (CEO) | P.O. BOX CT 2069, ACCRA | INVESTMENT |
| 2.
BOULDERS ADVISORS LIMITED
BY: MR. REGINALD FRANCE (CEO) | P.O.BOX CT 3064, ACCRA | INVESTMENT ADVISOR |

Dated the day of 20.....

WITNESS TO THE ABOVE SIGNATURES

NAME: RACHEL GERALDINE VANESSA AJASA

ADDRESS: P. O. BOX CT 2483, CANTONMENTS, ACCRA

OCCUPATION: LAWYER