

## CONSTITUTION of Ghatronic Foundation International

Accra, 2024-03-14

### §1 Name, registered office, financial year

1. **Ghatronic Foundation International** was registered with the Registrar-General's Department Accra-Ghana on 26<sup>th</sup> January 2018. The founding members of the NGO are John Kwasi Afriyie (Kumasi, Ghana) and Charles Owusu Marfo (Accra, Ghana), as well as Ulrike Beck and Wolfgang Theilacker-Beck (Stuttgart, Germany).
2. Ghatronic Foundation International is a Non-Governmental Organization, works selflessly and does not pursue its own economic goals, is politically and denominationally neutral and upholds the principles of ideological tolerance.
3. the website is:  
[www.ghatronic.com](http://www.ghatronic.com)
4. the registered office is:  
356 George Bush Motorway, Awoshie Waterworks, Accra, Ghana  
Digital Address: GA-033-9602, Adoley Ado Street, Ringway Estate, Ablekuma North  
Postal Address: PO BOX AM 282 Amasaman, Accra
5. the financial year is the calendar year
6. Ghatronic Taxpayer Identification Number is TIN: C010290427  
Ghatronic Company Registration Number is Reg. No: CG006382018

### §2 Executive Board and responsibilities

Ghatronic Foundation consists of voluntary executive board members, consultants and voluntary trainers who are currently still in further training.

After several discussions, the four friends decided to establish a Non-Governmental Organization. A seminar school should be set up with the concept of modern digital-technical, future-orientated, competence-based training seminar for multipliers in the vehicle sector.

The founding members are:

#### **Prof. John Kwasi Afriyie**

Chairman, Educational Advisor, Legal Advisor, Financial auditor

#### **Charles Owusu Marfo**

Secretary, Accountant, Head of Finance, Treasurer

#### **Wolfgang Theilacker-Beck**

Technical Advisor, Financial auditor

#### **Ulrike Beck**

Public Relations Advisor, Equal Opportunities Advisor

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#### **GHA**TRONIC Foundation International

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Chairman: John Afriyie: john@ghatronic.com  
Vice Chairman: Evans Addison Ato: rb@ghatronic.com  
Treasurer: Charles Owusu Marfo: com@ghatronic.com  
Advisor: Wolfgang Theilacker-Beck: wtb@ghatronic.com

### **§3 Purpose of the NGO**

The purpose of the NGO is the promotion of competence-based training, especially in African institutions, through ideational, financial, logistical, personnel and material support. The seminars of Ghatronic will offer the participants the opportunity to learn or improve the diagnosis and repair of digital cars. Ghatronic promotes collaboration between the seminar participants and mechanics in the informal sector who may be illiterate or do not speak English.

With this knowledge, the seminar participants can receive sustainable further training, which they can continue to use as multipliers.

The mechanics who have received competence-based training obtain sustainable employment to contribute the economic growth or to maintain existing jobs, also in the informal sector.

So far, there are practically no female mechanics in the car repair sector in Ghana. One point of promotion will be that diagnosis requires more IT knowledge than mechanics, and because of this we will promote that women also register for the seminars.

- The association works selflessly and does not pursue its own economic goals.
- The organs of the association carry out their activities on an honorary basis.
- Funds accruing to the association may only be used for purposes in accordance with the statutes.
- Members shall not receive any share of the profits and, in their capacity as members, shall not receive any other benefits from the Association's funds. This shall also apply in the event of their resignation or the dissolution of the Association.
- No person may be favoured by expenses that are alien to the purpose of the association or by disproportionately high remuneration/expense allowance.

### **§4 All projects must be evaluated against the United Nations Sustainable Development Goals.**

This project resonates with the United Nations Sustainable Development Goals, especially:

Goal 4: Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all

Goal 5: Achieve gender equality and empower all women and girls

Goal 8: Decent Work and Economic Growth

Goal 9: Industry, Innovation, and Infrastructure

Goal 13: Climate Action (Improve education, awareness-raising and human and institutional capacity on climate change mitigation)

Goal 17: Partnerships for the goals (Mobilize additional financial and educational resources)

It has been verified that no new conflicts are caused, there are no conflicts in the purpose of the association. Professionally maintained and repaired vehicles will reduce air pollution, contributing to a cleaner and healthier environment in Ghana's cities. One point at the seminars will be Environmental protection, especially with engine control there are many areas where mistakes can be made (see diesel scandal). For example, we are striving to change engine controls in such a way that defeat devices become ineffective. Professional repairs will reduce waste.

Where possible, electronic engine controls will be optimized to best suit Ghana's climatic conditions, minimizing exhaust emissions.

Ghatronic will campaign for the introduction of unleaded gasoline to ensure the functionality of the catalysis.

After the initial basic training, there will be continuous further training, thus considering further developments of the manufacturers as well as supporting the transformation to electromobility.

**§5 All projects must be evaluated regarding Covid 19 and other existing pandemics.**

The purpose of the NGO complies with the current Covid 19 pandemic containment requirements. Only vaccinated and tested teachers or seminar leaders from Germany will be engaged. Masks will have to be worn during the courses. Disinfectant will be provided. As much as possible will be taught outdoors. If stricter regulations come into force again, the possibilities of online training will be improved. For the first multipliers this will enable the seminars to take place.

**§6 All projects must be evaluated against the Ghatronic Foundation Code of Conduct.**

**§7 Organs of the NGO:**

- General Assembly
- Board of Directors
- Treasurer

**§8 The General Assembly**

1. The General Assembly shall be held at least once a year. It may be held online.
2. The General Assembly shall be chaired by a member of the Executive Board.
3. Resolutions and elections at the meeting shall be recorded in the meeting minutes. The minutes shall be signed by the secretary and the chairperson of the meeting. The General Assembly has a quorum if 2/3 of the members are present.
4. In the event of a lack of quorum, a new General Assembly must be convened with the same agenda within 4 weeks. The reconvened General Assembly shall have a quorum irrespective of the number of members present. Excused absent members may grant a proxy for previously announced voting items, excluded are amendments to the Statutes.
5. Resolutions of the General Assembly shall be decided by a simple majority of the valid votes cast. Abstentions shall not be counted. In the event of a stalemate, the resolution shall be rejected and may be dealt with again.
6. Elections shall be held by secret ballot if requested by a simple majority of the members present.
7. The General Assembly shall deliberate and decide in particular on the following matters
  - a) Election of the members of the Executive Committee
  - b) Election of two auditors
  - c) Receipt of the report on the previous business year.
  - d) Approval of the report and the annual accounts and indemnification of the Executive Committee after the report of the auditors.
  - e) Adoption of resolutions on amendments to the Statutes
8. Requests and petitions may only be dealt with outside the agenda if a quarter of the members present agree to their being dealt with.
9. Requests to amend the Statutes or to dissolve the Association may only be put to the vote if they have been communicated to the members in the invitation to the General Assembly.
10. an extraordinary general meeting may only be convened if at least 1/3 of the members so request. The request must be submitted in writing, stating a reason and the agenda. The statutes and rules of procedure of the regular general meeting shall then apply.

### **§9 Board of Directors**

1. The Executive Committee shall manage the business of the Association.
2. The Executive Committee shall be elected by the General Assembly for a period of two years. The Executive Committee shall be elected by the General Assembly for a period of two years. Re-election is permitted. It shall remain in office until the new Board takes office.
3. The Executive Committee consists of
  - Chairman
  - Secretary
  - Treasurer
4. each member of the Executive Committee shall be entitled to represent the Association individually.
5. The Treasurer manages the Association's assets and handles the financial affairs of the Association together with the Chairman.
6. 3 members of the Executive Committee shall constitute a quorum. Resolutions of the Executive Committee shall be passed by a simple majority of the members present. In the event of a tie, the Chairman shall have the casting vote.
7. The Executive Board shall prepare the budget, the annual report, and the annual accounts.
8. before the end of the term of office, the members of the Executive Board may only be dismissed if the member to be dismissed can be replaced by the election of a new one at the same meeting.
9. in the case of a voluntary resignation of a member of the Board, a replacement may be appointed by the Board. However, the new member of the Board shall require the approval of the next General Assembly.
10. The Board shall meet at least once a year at the invitation of the Chairman(s).
11. The meeting of the Executive Committee shall be minuted and signed by the Secretary and the Chairman.
12. The work of the Executive Committee is voluntary. Expenses may be reimbursed.

### **§10 financial Auditors**

1. the general meeting shall appoint two auditors for a period of 2 years. The auditors, whose reputation is beyond doubt, may belong to the organs of the Executive Committee.
2. the auditor shall be responsible for always auditing the annual accounts and the related financial transactions and documents.

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