

EXPLANATORY NOTES TO PROPOSED AMENDMENTS TO COMPANY'S CONSTITUTION

CLAUSE	OLD PROVISION	NEW PROVISION	JUSTIFICATION
Entire document	'Regulation'	'Clause' or 'Constitution' (depending on the context.	As the terms Company Regulations, Articles of Association and Memorandum of Association have been replaced with 'Constitution', it is apt that the provisions are no longer referred to as 'Regulations' but as 'Clauses'. The term 'Constitution' has also replaced 'Regulation' where a provision makes reference to the entire constitution.
Entire document	Member/Members/Membership	Shareholder/Shareholders/Shareholdership	After listing in 2016, members of the Company have been referred to as Shareholders
Entire document	'Income Surplus'	'Retained Earnings'	Amended to ensure the current/modern term is used
Entire document	Chairman	Chairperson	Amended to ensure inclusivity
Clause 2 – Nature of Company's Business	(f) issuing and administering means of payment including credit cards, travelers' cheques, and bankers' drafts	(f) issuing and administering means of payment including credit cards, travelers' cheques, electronic money and bankers' drafts	Amended to include 'electronic money' as a means of payment, keeping in mind the Bank of Ghana's eCedi initiative.
Clause 2 – Nature of Company's Business	None	(p) any other payment and collection services. (q) bancassurance; and (r) generally, to engage in any permissible activities of banks as provided in the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930) (the "Banking Act"),	Additional paragraphs included to exclude unnecessary limits to the Company's nature of business
Clause 8 -Exclusion of Standard Constitution Provisions	None	The provisions contained in the standard constitution in the Third Schedule to the Companies Act shall not apply except to the extent to which they are repeated or contained in this Constitution.	This is to ensure that the Model Constitution for PLCs provided for in the Companies Act, 2019 (Act 992) do not automatically apply to the Bank, except where such provision has been reproduced in the Constitution

<p>Clause 9 – Alteration of Shares</p>	<p>(3) provide for different classes of shares by attaching to certain of the shares preferred, deferred or other special rights or restrictions whether in regard to dividend, voting, repayment, or otherwise,(but the voting rights of equity shares shall comply with sections 34 and 53 of the Companies Act and the voting rights of preference shares shall comply with sections 34 and 52 of the Companies Act)</p>	<p>(3) provide for different classes of shares by attaching to certain of the shares preferred, deferred or other special rights or restrictions whether in regard to dividend, voting, repayment, or otherwise,(but the voting rights of equity shares shall comply with sections 34 and 53 of the Companies Act and the voting rights of preference shares shall comply with sections 34 and 52 of the Companies Act); and that the voting rights of any such preference shares shall also include the right to vote at any meeting convened for the purpose of reducing capital, or winding up or sanctioning a sale of the undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when dividend on the preference shares are in arrears for more than six (6) months; or</p>	<p>Portion in red font included to comply with Paragraph 31(7) of the GSE Listing Rules ('Listing Rules').</p>
<p>Clause 10 -Issue of Shares</p>	<p>None</p>	<p>(1) Subject to the Banking Act, Companies Act, this Constitution, the Ghana Stock Exchange (“GSE”) Listing Rules, but without limiting any special rights previously conferred on the holders of any existing shares or class of shares, shares in the Company may be issued by the directors and any such shares may be issued with the rights or restrictions that the directors may determine subject to Sections 191 and 192 of the Companies Act, any other provisions of the Companies Act and any ordinary resolution of the Company.</p> <p>(2) The Company shall not issue shares to transfer a controlling interest without the prior approval of shareholders at a general meeting and the approval of the Bank of Ghana. For this purpose, a person is to be treated as having a controlling interest in the Company, if they are interested in shares which entitle them to exercise or control the exercise of more than fifty percent (50%) of the voting power at any general meeting of the Company.</p> <p>(3) Where shares are issued with rights, the rights attaching to shares of a class other than ordinary shares shall be expressed.</p> <p>(4) The Company shall have the power to issue further preference capital ranking equally with or in priority to the</p>	<p>These were inserted as sub-clause 1 to 4. Previous provisions remain, and now continue from sub-clause 5 to 7. Due to the insertion of Clause 8, these provisions are now in Clause 10, not Clause 9.</p> <p>Sub-clause 1 inserted from Section 3 (2) of the Third Schedule of the Companies Act.</p> <p>Sub-clause 2 inserted from Paragraph 31 of the Listing Rules</p> <p>Sub-Clause 8 inserted from Paragraph 31(2) of the Listing Rules</p>

		<p>preference shares already issued, and this shall be stated in addition to subclause 3 of this Clause 10</p> <p>(8) A director may participate in an issuance of shares to employees only if the director holds office in an executive capacity and the shareholders at a general meeting have approved of the specific allotment to be made to that director.</p>	
Clause 11 -Variation of Shareholder Rights	If at any time the shares are divided into different classes, the rights attached to a class may be varied with the written consent of the holders of at least three-fourths of the issued shares of that class or the sanction of a special resolution of the holders of the shares of that class.	If at any time the shares are divided into different classes, the rights attached to a class may be varied with the written consent of the holders of at least seventy-five percent (75%) of the issued shares of that class or the sanction of a special resolution of the holders of the shares of that class.	Three-fourths replaced with 75% for clarity
Clause 13 - Payment of Commission or Brokerage for Subscriptions	The Company may pay commission or brokerage to a person in consideration of that person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in the Company provided that the payment does not exceed ten per centum of the price at which the shares are issued.	The Company may pay commission or brokerage to a person in consideration of that person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in the Company provided that the payment does not exceed ten percent (10%) of the price at which the shares are issued. Such payment may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.	Included to eliminate ambiguity regarding payment of commission or brokerage fee.
Clause 14 - Issue of Certificates for Shares and Debentures	<p>None</p> <p>(3) Notwithstanding anything in this Constitution to the contrary, any shares or debentures of the Company may be held, registered, transferred or charged in uncertificated or dematerialised form.</p>	<p>(1)The Company may in accordance with the Central Securities Depository Act, 2007 (Act 733) (the “Central Securities Depository Act”) issue shares and other securities in uncertificated or dematerialised form and the Board shall pass a resolution to that effect.</p> <p>(3) Notwithstanding anything in this Constitution to the contrary, any shares or debentures of the Company may be held, registered, transferred or charged in uncertificated or dematerialised form and the Company shall accept for registration, transfers in the form approved by the GSE or under the Central Securities Depository Act.</p>	Reference to the issuance of share certificates removed as the Company’s shares are held in the CSD accounts of shareholders.
Clause 15 – When and How a Call May be Made	A call is made at the time when the resolution of the Board authorising the call was passed, and may be required to be paid by instalments.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.	Inserted to ensure clarity

<p>Clause 19 - Effect on Non-Payment of Other Sums</p>	<p>A sum which by the terms of issue of a share becomes payable on application for the shares or on allotment, or at a fixed date shall for the purposes of these Regulations treated as a call duly made and payable on the date on which by the terms of issue the sum becomes payable, and in the case of non-payment the relevant provisions of these Regulations as to payment of interest and expenses, forfeiture, sale or otherwise shall apply as if that sum had become payable by virtue of a call duly made and notified.</p>	<p>A sum which by the terms of issue of a share becomes payable on application for the shares or on allotment, or at a fixed date shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the sum becomes payable, and in the case of non-payment the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture, sale or otherwise shall apply as if that sum had become payable by virtue of a call duly made and notified.</p>	<p>Amended to ensure clarity</p>
<p>Clause 21 - Interest Payable by Company on Loans by Shareholders</p>	<p>If the Company receives, from a shareholder, all or any part of the monies not presently payable or called upon any shares held by the shareholder, the sum shall not be treated as a payment in respect of the shares until the sum becomes due and payable on the shares and, in the meantime, the sum shall be treated as a loan to the Company upon which the Company may pay interest at the yearly rate not exceeding five per centum (5%) <i>per annum</i> as may be agreed between the Board and the shareholder.</p>	<p>If the Company receives, from a shareholder, all or any part of the monies not presently payable or called upon any shares held by the shareholder, the sum shall not be treated as a payment in respect of the shares until the sum becomes due and payable on the shares and, in the meantime, the sum shall be treated as a loan to the Company upon which the Company may pay interest at the yearly rate not exceeding five per centum (unless the Company in general meeting shall otherwise direct) five percent (5%) per annum as may be agreed between the Board and the shareholder.</p>	<p>Inserted to ensure clarity</p>
<p>Clause 22 - Notice for Payment of Calls</p>	<p>If a shareholder fails to pay any call or instalment of a call, including a sum treated as a call under Regulation hereof, the Board may at any time during the time that part of the call or instalment remains unpaid, serve a notice on the shareholder requiring payment of so much of the call or instalment as is unpaid, together with the interest which may have accrued.</p>	<p>If a shareholder fails to pay any call or instalment of a call on the day appointed for payment thereof, including a sum treated as a call under Clause 15 hereof, the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on the shareholder requiring payment of so much of the call or instalment as is unpaid, together with the interest which may have accrued.</p>	<p>Inserted to ensure clarity</p>
<p>Clause 24 – Effect of Non-Payment</p>	<p>If the requirements of any such notice as aforesaid are not complied with, any share in</p>	<p>If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has</p>	<p>Inserted to ensure clarity</p>

	respect of which the notice has been given may, at any time, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.	been given may, at any time thereafter , before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. All dividends and bonuses declared in respect of the forfeited share but not actually paid shall be included in the forfeiture.	
Clause 27 - Effect of Statutory Declaration by Director or Company Secretary	A statutory declaration in writing that the declarant is a director or the secretary of the company and that a share in the Company has been duly forfeited on the date stated in the declaration is conclusive evidence of the facts stated in the declaration as against a person claiming to be entitled to the share.	A statutory declaration in writing that the declarant is a director or the company secretary and that a share in the Company has been duly forfeited on the date stated in the declaration shall be conclusive evidence of the facts stated in the declaration as against all persons claiming to be entitled to the share.	Inserted to ensure clarity
Clause 28 - Lien	None	(3) The Company's lien on shares and dividends declared in respect of such shares shall be restricted to unpaid calls and instalments upon the specific shares in respect of which moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay in respect of the shares of a shareholder or deceased shareholder.	Amended in line with the Companies Act 2019
Clause 32 – Powers of Directors in Respect of Transfer of Shares	(1)The Board may decline to register: b) the transfer of a share to a person who is an infant or to a person found by a court of competent jurisdiction in Ghana to be a lunatic or of unsound mind; or	(1) The Board may, in its absolute discretion and without assigning any reason therefore , decline to register: ... b) the transfer of a share to a person who is an infant or to a person found by a court of competent jurisdiction in Ghana (or any relevant jurisdiction) to be a lunatic or of unsound mind; or c) any transfer of a share on which the Company has a lien.	Inserted to ensure clarity
Clause 37 – Restrictions on declaration of Dividends	None	A dividend shall not be paid unless: c) after adequate provision for bad and doubtful debts has been made to the satisfaction of the Bank of Ghana.	Inserted to ensure compliance with Section 35 (1) of the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930)
Clause 39 – Provision for	None	(2)The Company shall maintain a statutory Reserve Fund and shall out of its net profits each year and before any dividend is	

Depreciation; Reserve Fund		declared, transfer to the statutory Reserve Fund the proportion of such profits laid down in Section 34 of the Banking Act.	
Clause 44 – Unclaimed Dividends	None	Any unclaimed dividend shall be dealt with by the Company in accordance with section 73 of the Companies Act.	Included in line with the Companies Act 2019
Clause 45 – Capitalisation Issues and Non- Cash Dividends	The Company, upon the recommendation of the Board, may exercise the powers conferred by section 77 of the Companies Act:	The Company in general meeting , upon the recommendation of the Board, may exercise the powers conferred by section 77 of the Companies Act:	Inserted to ensure clarity
Clause 47 – Keeping of Books of Accounts	None	2) The directors at a date not later than eighteen (18) months after the incorporation of the Company and subsequently at least once in every calendar year shall lay before the Company in a general meeting a profit and loss account, for the period, in the case of the first account, since the incorporation of the Company, and in any other case since the preceding account, made up to a date not earlier than the date of the meeting by more than nine (9) months provided however that for the purposes of the GSE and in compliance with the GSE Listing Rules thereof the interval between the close of a financial year of the Company and the issue of the audited accounts relating to the said year shall not exceed six (6) months.	Subclause 2 inserted in line with the Companies Act 2019
Clause 48 - Auditors	None	2) Clause 48(1) notwithstanding, an auditor shall hold office for a term of not more than six (6) years and is eligible for reappointment after a cooling off period of not less than five (5) years.	Subclause 2 inserted to comply with the Companies Act 2019
Clause 52 – Notice of Meetings	None	2) Notwithstanding anything in section 52 of the Companies Act, preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports, and balance sheets, and attending general meetings of the Company.	Subclause 2 inserted in compliance with the Companies Act 2019

<p>Clause 53 – Persons Entitled to Attend General Meeting</p>	<p>Meetings may be attended by the persons referred to in accordance with paragraph 7 of the Eight Schedule to the Companies Act</p>	<ol style="list-style-type: none">1) Meetings may be attended by the following persons entitled to attend a general meeting of the company in accordance with paragraph 7 of the Eighth Schedule to the Companies Act:<ol style="list-style-type: none">(a) each shareholder of the Company;(b) each director of the Company;(c) the Company Secretary; and(d) each auditor for the time being of the Company.2) Clause 53(1) notwithstanding, a shareholder is not entitled to attend unless the calls or other sums presently payable by that shareholder in respect of shares in the Company have been paid.3) Clause 62 and Clause 53(1) notwithstanding, a shareholder who is a holder of preference shares only, is not entitled to attend a general meeting if the right to do so is validly suspended in accordance with section 52 of the Companies Act.4) The chairperson of the meeting may permit persons not listed in Clause 53(1) to attend a general meeting.	<p>Amended to ensure clarity and conformity with the Eight Schedule of the Companies Act.</p>
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<p>Clause 54 – Quorum for General Meetings</p>	<p>The quorum required for a general meeting shall be in paragraph 8 of the Eighth Schedule to the Companies Act .</p>	<p>1)The quorum required for a general meeting shall in accordance with paragraph 8 of the Eighth Schedule to the Companies Act be:</p> <p>a) Where the Company has only one (1) shareholder, by that shareholder being present in person or, where proxies are allowed, by proxy;</p> <p>b) in any other case, by two (2) shareholders present in person or, where proxies are allowed, by proxy, or one shareholder so present holding shares representing more than fifty percent (50%) of the total voting rights of the shareholders having a right to vote at the meeting.</p> <p>c) If a quorum is not present within half an hour after the time appointed for the meeting, then the meeting if convened on the requisition of shareholders in accordance with sections 299 and 324 of the Companies Act, shall be dissolved, and in any other case, shall stand adjourned to the same day, in the next week, at the same time and place or to any other day, place and time that the directors may determine.</p> <p>d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed, the shareholder or shareholders present shall constitute a quorum.</p>	<p>For ease of reference, the provisions of the Eighth Schedule have been inserted, in line with the Model Constitution</p>
<p>Clause 56 - Execution and Deposit of Proxy Instrument</p>	<p>None</p>	<p>(1) An instrument appointing a proxy shall be deemed to be duly signed if it purports to be signed by the appointer or where the appointer is a body corporate, if it purports to bear the common seal of the appointer or to be signed on behalf of the appointer by one of its directors.</p> <p>(2) Any such instrument shall be deposited at the registered office of the Company or such other place within</p>	<p>Included to ensure a clear process is provided for by the Constitution</p>

		Ghana as specified in the notice convening the meeting before the commencement of the meeting.	
Clause 58 – Proceedings of Meetings	General meetings of the Company may be held anywhere in Ghana by physical face-to-face meetings and/or virtually/by electronic means	<p>(1) General meetings of the Company may be by physical participation or virtual participation to include telephonic or electronic or other online communication means (“virtual meeting”) or by a combination of physical participation and virtual participation (“hybrid meeting”) and a shareholder who establishes a virtual communication link to a virtual or hybrid meeting in the manner prescribed in the notice convening the meeting shall be deemed to be present at that meeting.</p> <p>(2) Where the meeting is a virtual or hybrid meeting, voting shall be in accordance with the procedures for voting as described in the notice convening the meeting.</p>	Amended to make clearer and in line with SEC Guidelines on holding of Electronic/Virtual AGMs
Clause 60 -Minutes of General Meetings	None	<p>(1) A company shall cause minutes of the proceedings of general meetings shall and meetings of a class of shareholders to be entered in a book or books or electronic record kept in accordance with section 166 of the Companies Act for the purpose.</p> <p>(2) A minute of the proceedings of general meetings and meetings of a class of shareholders if purporting to be signed by the chairperson of the meeting at which the proceedings took place or of the next succeeding meeting, is sufficient evidence that the proceedings was duly held, convened and conducted, until the contrary is proven.</p>	Inserted in line with Section 166 of the Companies Act
Clause 65 – Appointment of Directors	The appointment of directors shall be regulated by sections 172, 325 and 326 of the Companies.	(1) The appointment of directors shall be regulated by sections 172, 325 and 326 of the Companies Act and shall be subject to the approval of the Bank of Ghana in accordance with the Banking Act.	Portion highlighted red included as Directors must be approved by the Bank of Ghana
Clause 66 – Competence of Directors	None	2) The office of director shall become vacant where a director becomes of unsound mind or bankrupt during their term of office.	Inserted from the Companies Act 2019
Clause 72 – Proceedings at Directors Meetings	(1)Notwithstanding section 188(1)(h) of the Companies Act, the chairman of a meeting of the Board shall not have a casting vote in the case of an equality of votes.	2) The directors of the Company shall meet at least once every quarter and in each financial year hold at least four (4) Board meetings, which for the avoidance of doubt can be arranged and conducted via teleconference.	Amended in line with Section 188(h) of the Companies Act and Section 5(1)d of the SEC Code

		<p>3) Issues or questions arising at any meeting shall be decided by a majority of votes of the Directors present. In the case of equality of votes, the Chairman shall have a second or casting vote.</p> <p>(5) The quorum for Board meetings shall be two-thirds (2/3) of the total number of directors which shall in the event of a fraction of the number of directors, be rounded-off to the nearest whole number and shall comprise a majority of non-executive directors.</p>	
Clause 73 – Minutes of Meetings of Directors	Minutes of meetings of the Board and of a committee of the Board shall be kept in accordance with section 188 of the Companies Act	<p>Minutes of meetings of the Board and of a committee of the Board shall be kept in accordance with section 188 of the Companies Act as follows:</p> <p>(a) minutes of the proceedings of meetings of the directors and a committee of directors shall be entered in a book or books and electronic record kept for the purpose;</p> <p>(b) a minute book or electronic record kept under subclause (a), shall be signed by the chairperson of the meeting at which the proceedings took place or of the next succeeding meeting, and the signed minutes shall be evidence of the proceedings and until the contrary is proved, the meeting is duly convened, held and conducted and the appointments of directors are valid.</p>	To avoid ambiguity, the provisions of the Companies Act 2019 have been inserted
Clause 74 – Powers of the Board	None (?)	<p>The borrowing powers of the Board shall be limited as follows:</p> <p>the Directors shall not, without the sanction of a general meeting of the Company, borrow or raise any sum of money upon the security of debentures or debenture stock or upon the security of a mortgage or charge upon the undertaking or property of the Company which shall make the amount so borrowed or raised by the Company and any permitted subsidiary companies (exclusive of intercompany borrowing) and then outstanding exceed eight times the</p>	Inserted from Rule 35 of the GSE Listing Rules

		amount of the stated capital, but no lender or other person dealing with the company shall be concerned to see or require whether this limit is observed. Nothing herein contained shall limit the power of the Company to receive monies for any amount on current or deposit account or loan otherwise than upon which security as aforesaid.	
Clause 75 – Conflict of Duty and Interest	None	2) A director or a person connected to a director shall not deal in the shares of the Company at a time when the Company purchases its own shares or when the person who has been given the financial assistance purchases the Company's shares .	Inserted from rule 76(2) of the GSE Listing Rules
Clause 76 – Disclosure of Interest	None	<p>(1) A person shall, before assuming office as a director of the Company declare to the Board and the Bank of Ghana:</p> <p>(a) the professional interest of that person or office that person holds as manager, director, trustee or by any other designation;</p> <p>(b) the investment or business interest of that person in a firm, company or institution as a significant shareholder, director, partner, proprietor or guarantor with a view to prevent a conflict of interest with the duties or interests of that person as a director of the Company.</p> <p>(2) A director of the Company who has an interest that is likely to create a conflict of interest between that director and the Company including but not limited to a proposed credit facility to be given to a person by the Company, or a contract/transaction that is proposed to be entered into with any other person shall declare the nature and the extent of that interest to the Board and cause that interest to be entered in the Company's Interests Register.</p> <p>(3) The disclosure of an interest in accordance with Clause 76(2) to the Board shall be either at a meeting or by written notice given to the Board immediately after becoming aware of the fact of that interest.</p>	Inserted to ensure alignment with the Banking Act, the BoG Corporate Governance Code and other related BoG Directives on disclosure of interest

		<p>(4) All directors shall provide an annual declaration of the interests and offices held and declare to the Board, any material change in business interest or holding of an office when that change occurs.</p> <p>(5) A declaration under Clause 76(3) shall form part of the proceedings of the meeting of the Board.</p> <p>(6) A proposal in which a director has an interest shall be considered and determined by the Board.</p>	
Clause 77- Contracts in which Directors are Interested	(1) Subject to compliance with section 194 of the Companies Act, and section 59 of the Banking Act a director may enter into a contract with the Company and the contract or any other contract of the Company in which a director is in any way interested shall not be liable to be avoided nor shall a director be liable to account for a profit made pursuant to that contract by reason of the director holding the office of director or of the fiduciary relationship established in respect of the contract.	<p>(1) Subject to compliance with section 194 of the Companies Act, and section 59 of the Banking Act a director may enter into a contract with the Company and the contract or any other contract of the Company in which a director is in any way interested shall not be liable to be avoided nor shall a director be liable to account for a profit made pursuant to that contract by reason of the director holding the office of director or of the fiduciary relationship established in respect of the contract.</p> <p>(2) A director who is any way, whether directly or indirectly, materially interested in any contract or proposed contract entered into or to be entered into by or on behalf of the Company shall declare the extent of their interest at a meeting of the Board.</p> <p>(3) The declaration in Clause 77(2) shall be made at the meeting of the Board at which the question of entering into the contract is taken into consideration or at the first available meeting of the Board after the director becomes so interested.</p> <p>(4) A director shall neither be present nor vote in respect of a contract, proposed contract or an arrangement at a meeting in which that director has a direct or indirect material interest, including a proposed credit facility or be counted in the quorum required for that business.</p>	Portion highlighted red inserted from the Companies Act 2019
Clause 86 – Service of Documents	None	(1) A document may be served on the Company by leaving it or sending it by post to the Head Office of the Company or by sending it to the official electronic mail address of the Company.	Amended to include reference to electronic mail, which is now an accepted medium of communication