



URSB

UGANDA REGISTRATION
SERVICES BUREAU

22 MAR 2023

N Catherine

Namuli Catherine Mugerwa
REGISTRAR

THE REPUBLIC OF UGANDA
THE NON-GOVERNMENTAL ORGNISATIONS ACT, 2016

THE CONSTITUTION OF
PILMIVA FOUNDATION LIMITED

Approved by the PFL Members

Prepared by:
Sakwa Advocates
Impala House 3rd Floor
P.O. Box 34500
Kampala



22 MAR 2023



 Namuli Catherine Mugerwa
 REGISTRAR


CLIENT COPY

Contents

1. Name of the Organization.....	3
2. Registered Office	3
3. Objectives of the Organization	3
4. Membership	3
5. The Board	4
6. Powers of the Board.....	5
7. Termination of Membership	6
8. Meetings	7
9. Annual General Meeting:.....	7
10. Board Meeting	7
11. Finance.....	8
12. Dissolution and Winding Up	8
13. Amendment.....	9
14. This Constitution.....	9
15. Particulars of Members.....	9

THE REPUBLIC OF UGANDA

THE CONSTITUTION



OF

PILMIVA FOUNDATION LIMITED

1. Name of the Organization

The name of the Organization is Pilmiva Foundation Limited (PF).

2. Registered Office

The registered physical location of the Organization will be situated in Kampala District, P. O. Box 2787 Kampala, Uganda.

3. Objectives of the Organization

The objects for which the Organization is established are:

- a) To facilitate and educate vulnerable and disadvantaged children who show potential for learning and making a career, but who have no financial means to realize their potential to do so.
- b) As far as resources allow, meet the physical, mental, emotional and spiritual needs of vulnerable children by providing them with love, care, guidance and an education so that they can grow to be valued members of society with a promising future.
- c) To inculcate in the beneficiaries of the company's activities, to the extent that they are capable, a spirit of generosity towards others who are equally unfortunate.
- d) To develop and conduct trainings, courses, seminars, retreats among others, for both the children and instructors in order to support the children spiritually, intellectually, materially, economically and socially.
- e) To raise resources through charitable funding to fulfil the organization's objectives and also to use and apply the resources of the organization acquired, derived towards the fulfilment of the objectives of the organization.
- f) To work in conjunction with any local, national or international bodies, departments, or ministries for the development and care of children and youths from poor families in Uganda.
- g) the company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.

4. Membership

- a) The Founding Members of the Organization are:
 - i. Kyambadde Simon Peter Muwambo
 - ii. Safari Eugene
 - iii. Ssenyonjo Moses Kiyimba
- b) The Founding Members may invite persons, individuals and/or groups who have demonstrated interest in the vision of the organization and are prepared to operate under



the company values subject to approval by the General assembly. The categories of membership shall be:

- i. Founding Members
 - ii. Ordinary members
 - iii. Associate Members
 - iv. Other members as shall be agreed upon
- c) The subscribers to this Constitution shall be the Founding Members of the organization and shall cease to be members through voluntarily resignation, if the organization is voluntarily wound up or if it ceases to exist or death. In case of death of a Founding Member, the Members may invite his heir or legal representative to become a Member of the company.
- d) The Founding Members shall be life members.
- e) The subsequent Members of the organization may cease to be members through voluntarily resignation, if the organization is voluntarily wound up or if it ceases to exist or death.
- f) The Founding Members shall have power to appoint initial Directors. The other members shall appoint the subsequent directors in accordance with the Memorandum and Articles of Association and the Constitution.
- g) The organization shall cease to exist where the number of members drops to less than two members
- h) There may be other members referred to as Affiliate or Associate members who shall not have any voting rights

5. The Board

- a) The organization's corporate authority and executive powers shall be vested in the Board comprised of a maximum of five (5) persons.
- b) The Board shall be composed of persons elected from the founding members and any other persons.
- c) The Board shall be composed of the Chairperson, and other board members, Treasurer and Secretary.
- d) The members of the Board may be referred to as Directors.
- e) The Founder Members shall be life Board members.
- f) The Board shall be comprised of the persons as shall be appointed by the Founder Members.
- g) The Board shall be accountable for the performance and affairs of the company, and in the performance of its duties shall act in good faith, with due diligence and care and in the interests of the company.

22 MAR 2023



 Namuli Catherine Mugerwa
 REGISTRAR


CLIENT COPY

- h) The Board's authority may be delegated to management and board committees but the Board shall retain the responsibility at all times.
- i) The Board shall have the responsibility of providing strategic direction; develop and insure compliance with the goal, vision, core values and methodology for accomplishing the strategy in compliance with laws and regulations.
- j) All Board members shall provide their curriculum vitae on appointment.
- k) The Board shall have a board charter setting out its responsibilities
- l) The number of the directors shall be a maximum of five (5) and a minimum of three (3).
- m) The Secretary shall be an ex-official member of the board.

6. Powers of the Board

- a) The business of the Organization shall be managed by the Board exercising all such powers of the organization that are conferred by this Constitution and with unrestricted power to act on behalf of the administrative body of the Organization.
- b) The Board's authority may be delegated to management and board committees but the Board shall retain the responsibility at all times.
- c) The involvement and commitment of Directors is evidenced by regular Board and Committee meeting attendance, preparation, and active participation in setting goals and requiring performance in the interest of Members.
- d) In performance of its duties, the Board shall maintain effective working relationships with Management and the Members.
- e) In particular, and without derogation from the generality of the immediately preceding paragraph, the Board shall have power among others to:
 - i. Preparing a Work Plan and an Organizational Structure for the Organization.
 - ii. To create or approve the creation of administrative and other posts necessary for the affairs of the Organization.
 - iii. To appoint an auditor and determine the budget of the organization, approve the final accounts and business of the Organization, approve any projects intended to generate funds for the organization and to approve the supplementary or additional estimates of revenue and expenditure of the organization.
 - iv. To approve the Organization annual estimates of the revenue and recurrent and capital expenditure including supplementary thereto.
 - v. To formulate, share, promulgate or otherwise enforce any policies, rules, regulations and bye-laws including staff, finance, administrative policies for the better carrying out the provisions of this Constitution.
 - vi. To appoint, discipline, transfer and terminate the appointment of senior staff of the Organization and members of other subcommittees, of the Organization.
 - vii. To administer the property and finances of the Organization: enter into or approve any agreement, loans, mortgages, charges or borrow money. All





- cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
- viii. To delegate any or all of its powers, duties and functions to any person, committee, or body of persons whether nominated directly or indirectly by the directors, for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the directors, for such period and subject to such conditions as they may think fit.
 - ix. Every director present at any meeting of directors or committee of directors shall sign his or her name in a book to be kept for that purpose.
 - x. The directors shall cause minutes to be made in books provided for the purpose of all appointments of officers made by the directors; of the names of the directors present at each meeting of the directors and of any committee of the directors; of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.
 - f) Have board charter setting out the responsibilities.
 - g) The organization shall organize an orientation programme to introduce new directors to the organization and to brief the directors on their fiduciary duties.

7. Termination of Membership

- a) Any member or Director of the Organization shall have their membership terminated or be liable for removal from office by the Board in accordance with the provisions in the Articles of Association and where the member or director:
 - i. becomes of unsound mind or
 - ii. conducts oneself in a manner unbefitting of a member of the Organisation or
 - iii. becomes prohibited from being a director by reason of any order made under the laws of Uganda or
 - iv. abandons or neglects duties and obligations of the Organization or
 - v. is removed by Founding Members, or in the case of elected directors, is removed by a simple majority vote of other directors
 - vi. commits a criminal offence, which in the opinion of the Board and members tarnishes the public image of the organization.
 - vii. becomes incapable of performing his/her duties by any other reason not mentioned in the Articles of Association of this Constitution.
- b) Subject to the Articles of Association, board member shall vacate office by:
 - i. resigns his or her office by notice in writing to the organization

22 MAR 2023



 Namuli Catherine Mugerwa
 REGISTRAR


CLIENT COPY

- ii. at the expiration of their term of service. Board members are elected to serve no more than 2 terms of 3 years each.
- iii. being removed by resolution of the general assembly/meeting
- iv. death

8. Meetings

The Members and the Board may convene its meetings for the dispatch of business, adjourn, and otherwise regulate their meetings, from time to time as they think fit and in accordance with this Constitution.

9. Annual General Meeting:

- a) Once in every year, the Members shall convene an Annual General Meeting (AGM) of the Organization for the purpose of presenting the accounts of the Organization, a report of the activities during the preceding year and to transact such other business as the members may think fit.
- b) The secretary shall, on the requisition of a Chairman, give not less than 14 days' notice in writing of every general meeting to the members and other officers of the Organization, the day and hour of such meeting. The members, other officers of the Organization and such donors and other persons, if any, as the Chairperson may in his/her discretion invite thereto shall be entitled to attend an Annual General Meeting. No person other than the voting members shall have power to vote on any question which may arise for determination at such meeting.
- c) A quorum for a duly called AGM must be attended by a simple majority of the members for business transactions to take place and motions to pass.
- d) Questions arising at a meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.

10. Board Meeting

- a) The board shall meet at least twice a year at an agreed upon time and place.
- b) The secretary shall, on the requisition of a Chairman, give not less than 14 days' notice in writing of every Board member and other officers of the Organization, the day and hour of such meeting. The other officers of the Organization and such donors and other persons, if any, as the Chairperson may in his/her discretion invite thereto shall be entitled to attend a Board meeting. No person other than the voting members shall have power to vote on any question which may arise for determination at such meeting.
- c) A quorum for a duly called Board meeting shall be attended by a simple majority of the Board members for business transactions to take place and motions to pass.



22 MAR 2023



 Namuli Catherine Mugerwa
 REGISTRAR


CLIENT COPY

- d) Questions arising at a meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.
- e) A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, is valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Email, conference calls or other electronic agreements are valid and effectual as if it had been passed at a meeting of the directors.

11. Finance

- a) The Organization shall derive its finances from: Member registration and subscription, donations, grants and contributions from members, Organizations, grants, sponsorships which finances shall be used only on the activities of the Organization.
- b) The directors shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- c) The directors shall from time to time cause to be prepared and to be laid before the Organization in a general meeting profit and loss accounts, balance sheets, group accounts, if any, and reports as referred to in those sections.
- d) A copy of every balance sheet including every document required by law to be annexed to it which is to be laid before the Organization in a general meeting, together with a copy of the auditor's report, shall, not less than twenty-one days before the date of the meeting be sent to every member, and every holder of debentures of, the company.
- e) Sources of funding shall be through grants, donations, contribution from members, fundraising and any other lawful methods and sources which the directors shall think fit for the promotion of the Organization objectives. The Organization shall not accept funds from any source that may bring into doubt the principles of integrity.
- f) Appoint Auditors whose duties shall be regulated in accordance with the International Standards of Auditing and the laws of Uganda.

12. Dissolution and Winding Up

- a) The Board may recommend and the members can by simple majority resolve to dissolve or pass a resolution for winding up the Organization.
- b) The Organization shall cease to exist where the number of members reduces to less than one member.
- c) If, upon winding up or dissolution of the Organization there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Organization, but shall be given or transferred to some other institution or institutions having objects similar to the objects



22 MAR 2023



 Namuli Catherine Mugerwa
 REGISTRAR

of the organization, to be determined by the Founding Members of the Organization at or before the time of dissolution.

13. Amendment

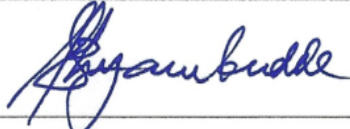
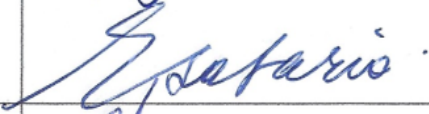

This Constitution shall not be amended and/or altered without written consent of a simple majority of the members of the Organisation.

14. This Constitution

This Constitution shall be guided by and shall work in tandem with the Memorandum and Articles of Association of Pilmiva Foundation Limited.

15. Particulars of Members

In witness whereof, we, the undersigned being the Founding Members of the Organisation, do hereby subscribe our names addresses and signatures to the Constitution.

Name and postal address	Signature of Member
Kyambadde Simon Peter Muwambo P.O. Box 2787, Kampala Catholic Priest	
Safari Eugene P.O. Box 2787, Kampala Catholic Priest	
Ssenyonjo Moses Kiyimba P.O. Box 2787, Kampala Administrator	



URSB
 UGANDA REGISTRATION
 SERVICES BUREAU
22 MAR 2023
N Catherine
 Namuli Catherine Mugerwa
 REGISTRAR

Dated at Kampala this 13th day of March, 2023.....

Witness to the above signatures

Signature: *Angella*.....
 Name: NAMUGENYI ANGELLA
 Postal Address: C/O. ST. AUGUSTINE'S NSAMBYA P.O BOX 7588
 Occupation: SECRETARY.....

