

**CERTIFIED TRUE COPY**

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

COMPANY LIMITED BY GUARANTEE



AND

NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PILMIVA FOUNDATION LIMITED.

INCORPORATED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ 2020.

*Drawn and Filed by:-*

*Tibugwisa & Co. Advocates,  
Plot 33 Lumumba Avenue,  
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P.O Box 2787,  
Kampala.*

**THE REPUBLIC OF UGANDA**  
**THE COMPANIES ACT, 2012,**  
**COMPANY LIMITED BY GUARANTEE**  
**AND**  
**NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**PILMIVA FOUNDATION LIMITED**

1. The name of the organisation is: **PILMIVA FOUNDATION LIMITED**
2. The principal registered office of the organisation shall be situated in the Republic of Uganda.
3. The objects for which the organisation 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 others in order to support the children spiritually, intellectually, materially, economically and socially.
- e. To raise resources through charitable funding to fulfill the organisation' s objectives and also to use and apply the resources of the organisation acquired, derived towards the fulfillment of the objectives of the organisation.
- 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. To seek and establish regional, national and international affiliations and membership with other bodies and organisations having similar objectives as herein outlined.
- h. To receive subscription and donations of all kinds of property, real and personal, movable and immovable that may be given or be bequeathed to the organisation, whether subject to any special trust or not.
- i. To own, purchase, take or lease or by any lawful means acquire any moveable or immovable property and any building, machinery, engines, plants, stock of things whatsoever for use and benefit of the organisation's beneficiaries.
- j. To provide for delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated directly or indirectly to advance the values, welfare of the members.

- k. To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objectives.
  - l. To do all such other activities as may be incidental or conducive to the attainment of the above objects or any of them and always to abide with the norms and amendment of our Constitution.
4. To attain these objects or any of them the organisation shall have power to take any action authorised by law, including but not limited to all or any of the following:
- a. To raise, collect and receive funds, in cash or in kind, from persons in Uganda or abroad, by donation or gift to the organisation, or in other ways, including the levying of subscriptions and other charges;
  - b. To acquire by purchase, exchange, lease, grant or otherwise movable or immovable property of all kinds or any interest therein or rights there over;
  - c. To pay, disburse, or make available the monies or assets of the organisation in such manner and in such amounts as may be deemed expedient;
  - d. To construct, maintain and alter any buildings or works necessary or convenient for the purposes for the organisation;
  - e. To establish Trusts, or any other entity or arrangements as may be necessary to carry out the objects of the organisation.
  - f. To buy, subscribe for, or otherwise acquire and hold shares, bonds debentures, and securities of any other organisation;
  - g. To invest and deal with the monies of the organisation not immediately required, upon such securities as may from time to time be determined;
  - h. To borrow or raise and secure the repayment of money in such manner as the organisation shall think fit, and in particular by overdraft or loan from bankers and others, or by issue of debentures charged upon or

secured by a conveyance to trustees or otherwise of all or any part of the undertaking, property and assets of the organisation, both present and future, and by passing mortgage for registration with the proper authorities;

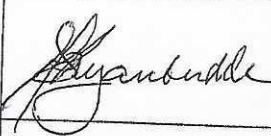
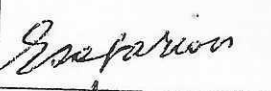
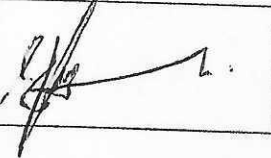
- i. To open and operate banking accounts and to make, draw, accept, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable and transferable instruments;
  - j. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the organisation;
  - k. To enter any arrangement with any government or authority, national, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the organisation's objects or any of them;
  - l. To undertake and execute any trusts, the undertaking whereof may seem desirable and either gratuitously or otherwise; and to guarantee the performance of any contract or obligation of any person or persons associations or corporation.
  - m. To enter into contracts of all kinds as may seem expedient for the purposes of the organisation;
  - n. To pay all expenses of and incidental to the registration and the promotion of the organisation;
  - o. To do all or any of the above things in any part of the world, and as principals, agents, trustees, or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
5. The Liability of the members of the Organisation is limited.
6. Every member of the Organisation undertakes to contribute to the assets of the Organisation in the event of its being wound up while he/she is a Member or within one year afterwards, for payment of the debts and liabilities of the Organisation contracted before he/she ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the

contributories among themselves, such amount as may be required not exceeding **UGX 100,000 (Uganda Shillings One Hundred Thousand)**.

7. The Organisation is nonprofit making and is formed for promoting among other charitable and social purposes. The income and property of the Organisation from whosoever the same may have been derived shall be applied solely and exclusively towards the promotion and furtherance of the objects of the Organisation as set forth in this Constitution, and no portion of such income or property shall be paid, made over or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever, by way of profit to the members of the Organisation or any of them; provided, however, that nothing herein contained shall prohibit or prevent the payment in good faith of reasonable terms, or the payment of reasonable or proper rent, for any premises used or let, or any motor vehicle, machinery, equipment or other rule or thing hired, by the Organisation from any member.
8. If, upon winding up or dissolution of the Organisation 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 Organisation, but be given or transferred to some other institution or institutions having objects similar to the objects of the Organisation, to be determined by the Founding Members of the Organisation at or before the time of dissolution.



We, the several persons whose names, addresses and occupations are subscribed to the Memorandum of Association are desirous of being formed into an organization in pursuance of these objectives.

SUBSCRIBER	OCCUPATION	ADDRESS	SIGNATURE
1. Kyambadde Simon Peter Muwambo	Catholic Priest	P.O BOX 2787 KAMPALA	
2. Safari Eugene	Catholic Priest	P.O BOX 2787 KAMPALA	
3. Ssenyonjo Moses Kiyimba	Administrator, St. Mary's College Lugazi	P.O BOX 2787 KAMPALA	

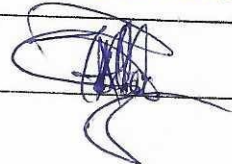
Dated at Kampala this \_\_\_\_\_ day of \_\_\_\_\_ 2020

**WITNESS TO THE ABOVE SIGNATURES**

Signature: \_\_\_\_\_

Name in full: ABIO PATIENCE TEDDY  
LLB. MUK PGD LDC

Occupation: Advocate

Postal address: 

**THE REPUBLIC OF UGANDA**  
**THE COMPANIES ACT, 2012**  
**COMPANY LIMITED BY GUARANTEE**  
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**ARTICLES OF ASSOCIATION**  
**OF**  
**PILMIVA FOUNDATION LIMITED.**

1. The Organisation adopts Regulations in Table C of the Companies Act, 2012, and shall apply except in so far as they are in conflict with the Articles herein contained.

**INTERPRETATION**

2. In these Articles, unless otherwise the context requires;
  - a. "Act" shall where the context so permits, mean the Companies Act.
  - b. "Seal" means the common seal of the organisation.
  - c. "Secretary" means any person appointed to perform the duties of the secretary of the organisation.
3. Unless the context otherwise requires, words of expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Organisation.
4. Herein the term, Members of the Organisation, shall mean Founding Members; and such other members as may from time to time be admitted to the ordinary membership of the organisation by the board.



## **MEMBERSHIP**

5. The number of members with which the organisation proposes to be registered is 3 members, but the directors may from time to time register an increase of members.
6. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the organisation.
7. The members shall consist of those persons who shall be currently subscribing to the organisation's Memorandum of Association and shall be limited by guarantee as per guarantee limits respectively prescribed.
8. Founding Members of the organisation shall be the subscribers to these articles.
9. Associate Members of the organisation shall be the subscribers to the Articles of Association other than the Founder Members, and such other persons as the Directors shall admit to membership under these articles. Associate Members shall not be limited by the guarantee or entered on the list of members to be registered at the Uganda Registration Services Bureau.

## **GENERAL MEETING**

10. The organisation shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.
11. Not more than fifteen months shall lapse between the date of one annual general meeting of the organisation and that of the next.
12. So long as the organisation holds its first annual general meeting within eighteen months after its incorporation, it need not hold it in the year after its incorporation or in the following year.
13. The annual general meeting shall be held at such time and place as the directors shall appoint.
14. All general meetings other than annual general meetings shall be called extraordinary general meetings.

15. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 141 of the Act.
16. If at any time there are not within Uganda, sufficient directors capable of acting to form a quorum, any director or any two members of the organisation may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

#### **NOTICE OF ANNUAL GENERAL MEETING.**

17. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing.
18. The notice shall be exclusive of the day on which it is served or taken to be served and of the day for which it is given, and shall specify the place, the date and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in the manner mentioned in this article or in any other manner, if any, prescribed by the organisation in general meeting, to such persons as are, under the articles of the organisation, entitled to receive such notices from the organisation.
19. Notice of every general meeting shall be given in any manner herein before authorized to:
  - a) Every Member of the organisation except those Members who have not supplied to the organisation an address for the giving of notice to them;
  - b) Every person being a personal representative or a trustee in bankruptcy of a Member of the organisation where the Member but for his or her death or bankruptcy would be entitled to receive notice of the meeting; and;
  - c) No other person shall be entitled to receive notice of general meetings.
20. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

21. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
22. No business shall be transacted at any general meeting unless a quorum of Members of the organisation is present at the time when the meeting proceeds to business; save as herein otherwise provided a majority of the Members of the organisation at the time of the general meeting present in person, shall be a quorum.
23. If within a half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the organisation, shall be dissolved; in any other case it shall stand adjourned for thirty (30) days, at the same time and place, or to such other day (not less than seven days from the original meeting date) and at such other time and place as the Directors may determine. Timely notice of the adjournment, and of the date, time and place of the adjourned meeting, shall be given to all those entitled to receive notice hereunder.
24. The Chair of the Board of Directors shall preside at any general meeting. In his/her absence, the Vice chair shall serve as the chair who if also absent the Directors present shall elect one of their number to be Chair of the meeting
25. At any general meeting a resolution put to the vote of the meeting shall be decided by poll.
26. Except as provided in these Articles regarding resolutions in writing, a poll shall be taken in such a manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting.
27. In the case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.
28. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the organisation for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the organisation duly convened and held.

## VOTES OF MEMBERS

29. Every Member of the organisation shall have one vote.
30. Votes shall be cast personally.
31. A member of unsound mind in respect of whose estate a manager has been appointed under the law relating to the administration of estates of persons of unsound mind, may vote, whether by a show of hands or on a poll, by his or her manager, and the manager may, on a poll, vote by proxy.
32. A member is not entitled to vote at a general meeting unless all moneys immediately payable by him or her to the organisation have been paid.
33. On a poll, votes may be given either personally or by proxy.
34. (1) The instrument appointing a proxy shall be in writing signed by the appointer or of his or her attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or signed by an officer or attorney duly authorised.  
(2) A proxy need not be a member of the organisation.
35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised certified copy of that power or authority shall be deposited at the registered office of the organisation or at such other place within Uganda as is specified for that purpose in the notice convening the meeting, not being less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not being less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
36. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances admit—  
  
“Pilmiva Foundation Limited. I/We ....., of ....., being a member/members of the above-named organisation, appoint ....., of ..... or failing him as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the organisation to be held on the ..... day

of....., 20....., and at any adjournment of the meeting.... day of  
....., 20.....”

37. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near to it as circumstances admit—

“Pilmiva Foundation Limited I/We ....., of....., being a member/members of the above-named organisation, appoint....., of ..... or failing him, ....., of .....as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the organisation to be held on the ..... day of ....., 20....., and at any adjournment of the meeting.

Signed this ..... Day of ....., 20.....”

This form is to be used \*in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he/she thinks fit.

*\*Strike out whichever is not desired.*”

38. The instrument appointing a proxy shall be taken to confer authority to demand or join in demanding a poll.
39. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or previous insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of the death, insanity or revocation has been received by the organisation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **CORPORATIONS, ETC., ACTING BY REPRESENTATIVE**

40. Any corporation, association or other organisation that is a Member of the organisation may by resolution of its Directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the organisation, and the person so authorized shall be entitled to exercise the same powers on behalf of the organisation which he or she represents as that organisation could exercise if it were an individual Member of the organisation.



## **DIRECTORS**

41. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them.
42. The remuneration of the directors shall be determined by the organisation in a general meeting.
43. The remuneration of the directors shall be taken to accrue from day to day.
44. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the organisation or in connection with the business of the organisation.

## **BORROWING POWERS OF DIRECTORS.**

45. The directors may exercise all the powers of the organisation to borrow money, and to mortgage or charge its undertaking and property, or any part of it, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the organisation or of any third party.

## **POWERS AND DUTIES OF DIRECTORS**

46. (1). The Directors may from time to time and at any time by power of attorney appoint any organisation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the organisation.  
  
(2). This may be done for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.
47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the organisation shall be signed, drawn,



accepted, endorsed, or otherwise executed, in the manner the Directors shall from time to time by resolution decide.

48. The Directors shall cause minutes to be made in books provided for the purpose:
- a) Of all appointments of officers made by them.
  - b) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
  - c) Of all resolutions and proceedings at all meetings of the organisation, of the Board of Directors, and of committees of Directors.
49. The office of a Director shall be vacant if the Director-
- a) Without the consent of the Board of Directors holds any view of profit under the organisation; or
  - b) Becomes prohibited from being a Director by reason of any order made under the laws of Uganda; or
  - c) Resigns his office by notice in writing to the organisation; or
  - d) Is directly or indirectly interested in any contract with the organisation and fails to declare the nature of his interest in manner required by the Act; or
  - e) Dies; or
  - f) Is removed by Founding Members or (in the case of elected Directors) is removed by a simple majority vote of other Directors.

### **APPOINTMENT AND ROTATION OF DIRECTORS**

50. Elected Directors shall serve for a renewable term of three (3) years.
51. At any time, up to 60% of the seats on the Board of Directors shall be filled by Directors appointed by the Founding Members. Such appointments shall be in writing, signed by a duly authorized representative of the appointing power. An appointed Director shall serve until he/she resigns by written notice to the organisation, or he/she is removed by the appointing power.

52. Except as provided in regulations regarding Directors appointed by Founding Members, and regulations regarding the Chief Executive Officer, Directors shall be elected at the annual general meeting by the affirmative vote of a majority of the Members of the organisation present in person.
53. The Board of Directors shall have power at any time, and from time to time, to elect by majority any person to be a Director, either to fill a casual vacancy in the office of elected Director or as an addition to the existing elected Directors, but so that the total number of elected Directors shall not at any time exceed the number fixed in accordance with these articles.
54. The Board of Directors may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any elected Director before the expiration of his/her period of office notwithstanding anything in these Articles or in any agreement between the organisation and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him/her and the organisation.
55. The person elected to fill such a vacancy shall be subject to retirement at the same time as if he/she had become a Director on the day on which the Director in whose place he/she is taking was last elected a Director.

### PROCEEDINGS OF DIRECTORS

56. Subject to the requirements of the Act and these Articles, the Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of the Directors present and voting. In case of a tie, the Executive Director shall have a second or casting vote.
57. At the request of a simple majority of Directors, the CEO and secretary **must** summon a meeting. Notice in writing of a meeting of Directors shall be sent to each Director by any means reasonably calculated to reach him/her at least five (5) days prior to the date of the scheduled meeting, unless emergency circumstances require a shorter notice period.
58. The quorum necessary for the transaction of the business of the Directors shall be a majority of the Directors then in office.

59. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the minimum number of Directors, the continuing Directors (or Director) may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Organisation, but for no other purpose.
60. To the fullest extent permitted by law, meetings of the Board, or of any committee thereof, may be conducted, in whole or in part, by telephone or other appropriate electronic means of communication, provided, however, that the Directors attending by such electronic means are able to hear all of the other Directors, have access to substantially the same information as the other Directors, and are otherwise able to participate effectively in the proceedings. Attendance by such means shall be considered attendance in person.
61. The Founding Members shall appoint a Director to serve as Chair. The Chair shall preside over meetings of the Board of Directors. In his/her absence, his designate shall serve as Chair, who if also absent the Directors present shall elect one of their number to be Chair of the meeting.
62. The Directors may delegate any of their powers to committees consisting of such Directors as they think fit, and any committee so formed shall in the exercise of the powers so delegated conform to any articles that may be imposed on it by the Directors.
- a) A committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair is not present within twenty minutes after the time appointed for holding the same, the committee members present may choose one of their numbers to be chair of the meeting.
  - b) A committee may meet and adjourn as it thinks proper. Questions arising at any committee meeting shall be determined by a majority of votes of the members present. In the case of an equality of votes, the chair shall not have a second or casting vote.
63. All acts done by a meeting of the Directors or of a committee of Directors or any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

64. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

### **THE CHIEF EXECUTIVE OFFICER**

65. The Directors shall appoint a Chief Executive officer, upon the recommendation of the Founding Members, upon such terms and at such remuneration and conditions to be determined by the Board of Directors.
66. The Chief Executive Officer of the organisation shall exercise such powers and perform such acts as may be required for the proper conduct of the business of the organisation, subject to the job description authorised by the Board.
67. The Chief Executive Officer shall have charge and custody of, and be responsible for, all funds and securities of the organisation, receive and give receipts for moneys due and payable to the organisation from any source whatsoever, deposit all such money in the name of the organisation in such banks, trust companies or other depositories as shall be selected by the Board, and in general perform all duties incident to the office of Executive Director and such other duties as from time to time may be assigned to him by the Board.
68. Upon appointment, the Chief Executive Officer shall become a member of the Board of Directors with full voting rights, and shall remain a director during his or her term of office.

### **THE SECRETARY**

69. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
70. A provision of the Act or these Articles requiring or authorizing a thing to be done by a Director and the Secretary shall not be satisfied by its being done by the same person acting both as Director and as, or in place of, the secretary.

### **THE SEAL**

71. The Organisation shall have a seal of which words "PILMIVA FOUNDATION LIMITED" shall form part. The Directors shall provide for the safe custody of the seal which shall only be used by the authority of the

Directors or of a committee of the Directors authorized by the Directors on their behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director, or by some other person appointed by the Directors for the purpose.

## ACCOUNTS

72. The Directors shall cause proper books of account to be kept with respect to-
- a) all sums of money received and expended by the Organisation and the matters in respect of which the receipt and expenditure take place;
  - b) all sales and purchases of goods by the organisation; and
  - c) the assets and liabilities of the organisation.
73. Proper books shall not be deemed to be kept if they are not kept in such books of account as are necessary to give a true and fair view of the state of the organisation's affairs and to explain its transactions.
74. The books of account shall be kept at the registered office of the organisation, or, subject to the Act, at such other place or places, as the Directors think fit, and shall always be open to the inspection of the Directors.
75. The Directors shall from time to time, but at least once a year, in accordance with the Act, cause to be prepared and to be laid before the organisation in general meeting such profit and loss accounts, balance sheets, group accounts, if any, and Program reports .
76. A copy of every balance sheet (including every document required by law to be annexed thereto) that is to be laid before the Members of the organisation in general meeting must be made available for every Member of the organisation attending the meeting

## AUDIT

77. Auditors shall be appointed and their duties regulated in accordance with the Act.

## NOTICES

78. Notice may be given by the organisation to Members of the organisation either personally or, if in writing, by telefax, e-mail, phone text, or any other means reasonably



calculated to reach him/her in an expeditious manner. Notice shall be given by post only if other notice in writing is impractical under the circumstances.

79. Notice shall be sent to the Member of the organisation's phone number, e-mail address or other address registered with the organisation, or (if he/she has no such registered numbers or addresses) to him/her at the number address, if any, supplied by him/her to the organisation for the giving of notice.
80. Where notice is sent by telefax or e-mail, or phone text, service of the notice shall be deemed to be effected at the time of dispatch, provided that there is written confirmation of delivery: Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice.

### **INDEMNIFICATION**

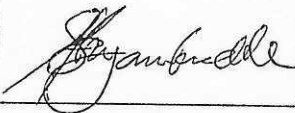


81. To the fullest extent permitted by law, Officials the organisation shall be indemnified by the funds of the organisation against all liability incurred by them in that capacity in defending and proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 398 of the Act in which relief is granted by the court.
82. Officials of the organisation shall not be personally liable for the debts, liabilities, or other obligations of the organisation.

### **ARBITRATION**

83. If and when any differences shall arise between the organisation and any Officials of the organisation or their respective representatives touching the construction of any articles herein contained or any act or anything made or done or omitted or in regard to the rights and liabilities arising hereunder, or arising out of the relation existing between the parties by reason of these regulations or the Act, such differences may be resolved by arbitration in Uganda, before a single Arbitrator appointed in accordance with the Arbitration and Conciliation Act.
84. Except as may otherwise be specified under provisions of law, these Articles, or any of them, may be altered, amended, or repealed and new Articles adopted by approval of the Board of Directors.



We, the several persons whose names, addresses and occupations are subscribed to the Memorandum of Association are desirous of being formed into an organization in pursuance of these objectives.

SUBSCRIBER	OCCUPATION	ADDRESS	SIGNATURE
1. Kyambadde Simon Peter Muwambo	Catholic Priest		
2. Safari Eugene	Catholic Priest		
3. Ssenyonjo Moses Kiyimba	Administrator, St. Mary's College Lugazi		

Dated at Kampala this \_\_\_\_\_ day of \_\_\_\_\_ 2020

**WITNESS TO THE ABOVE SIGNATURES**

Signature: \_\_\_\_\_

Name in full: ABIO PATIENCE TEDDY  
LLB. MUK PGD LDC

Occupation: Advocate

Postal address: 

***Drawn & filed by:***  
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*Plot 33 Lumumba Avenue,*  
*2<sup>nd</sup> Floor Interservice Tower,*  
*P.O Box 2787,*  
*Kampala.*