THE REPUBLIC OF UGANDA

THE COMPANIES ACT (CAP 110)

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

AFRICAN COMMUNITY TEAM SUPPORT (ACTS)

A COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

Incorporated this............ day of .................................. 2009

Drawn by:

The Directors of:

AFRICAN COMMUNITY TEAMS SUPPORT (ACTS)

P O Box 1924 Mbale, Uganda
MEMORANDUM OF ASSOCIATION OF AFRICAN COMMUNITY TEAM SUPPORT (ACTS)

1- The name of the company is African Community Team Support (LTD).
2- The registered office of the company shall be situated in the Republic of Uganda.
3- The members subscribed to this Memorandum of Association are coming together in pursuance of the following:

**Vision:** “Empowered, healthy and peaceful people”

**And Mission** “Provide support, linkages and/or opportunities for individuals and/or groups to enhance their empowerment, health and rights enjoyment.

In furtherance of the above mentioned vision and mission, the objectives for which the company is established are:

a. To increase the literacy rates among the vulnerable communities.
b. To initiate development projects for income-generation.
c. To promote healthy living and encourage healthy seeking behaviors among communities.
d. To promote justice, human rights observance and rehabilitation of victims.
e. To engage in conflict resolution and peace building in Uganda.

4- The liability of the members is limited as follows:

Every member of the company undertakes to contribute to the assets of the company in the event of it being wound up while as a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before they ceased to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as required not exceeding shillings one hundred thousand (100,000=) only.

5- Any income and property of the company shall solely be used for the promotion and furtherance of the objectives herein and the vision and mission of the company and no portion thereof shall be paid, directly or indirectly, to any member or company official or any other person or organization as dividends, bonus or profit.

6- Nothing in clause 5 of this memorandum shall prevent the payment, in good faith, of reasonable and proper remuneration of any officer of the company or individual in return for actual services rendered to the company.
7- In case the company winds up or gets dissolved, and after paying all debts and liabilities, any assets remaining shall not be distributed among the members of the company but shall be given to another institution having similar objectives and which shall prohibit the distribution of its income and property amongst its members at or before dissolution.

8- No addition, alterations or amendment shall be made to this memorandum for the time being in force unless the amendment/alteration has been passed by 2/3 majority of members present at the General Assembly.

We the several persons whose names, addresses and descriptions are hereunto subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

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Dated this……………. Day of …………………. 2009.
Witness to the above signatures

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THE REPUBLIC OF UGANDA
THE COMPANIES ACT (CAP 110)
ARTICLES OF ASSOCIATION OF
AFRICAN COMMUNITY TEAM SUPPORT (ACTS)

A COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

INTERPRETATION

1. In these Articles, unless the context requires “ACT” MEANS The Companies Act (CAP 110) and every statutory modification or re-enactment thereof the time being in force.

“Board” means Board of Directors

“The Company” shall mean AFRICAN COMMUNITY TEAM SUPPORT (ACTS) Ltd

“The Seal” shall mean the common seal of the company

“Month” shall mean the calendar month

“Year” means the calendar year

Words and expressions defined in the Act shall, if not consistent with the subject or context, bear the same meaning in these Articles. Words importing the singular number shall include the plural and the words importing persons shall include firms and bodies corporate; the word “member” in respect of firms and bodies corporate shall include the properly accredited representative of the member. Words importing masculine gender shall include feminine gender and vice-versa.

2. The Articles will be constructed with reference to the Companies Act (CAP 110) and terms used in these Articles have the same respective meaning as they have when used in the Act.

3. The Association is established for the purpose expressed in the Memorandum of Association.

4.0 Membership:

The membership of the Association shall consist of the following categories:

4.1.1. Ordinary members

4.1.2. Honorary members

4.2.1. Ordinary membership shall be for individuals subscribed to ACTS.

4.2.2. Honorary membership shall be for persons who have made outstanding contributions to the suffering and/or vulnerable communities, and such persons shall have been proposed by the Board and approved by the General Assembly.

4.3. Membership and Annual subscription fees are subject to review by the Board from time to time.

4.4. Membership shall be only after paying the membership and annual subscription fees.

4.5. A member must be of good reputation/integrity and shall fill and sign a form on becoming a member.
5.0 Rights and duties of members:

5.1. All members shall be registered
5.2. All members shall enjoy the facilities and opportunities of ACTS in accordance with the rules and regulations governing the use of such facilities and opportunities.
5.3. All ordinary members shall pay registration fees and annual subscription as shall be fixed and reviewed from time to time by the Board and approved by the General Assembly.
5.4. Honorary members and employees of ACTS shall not be voted in offices of ACTS but are entitled to attend and deliberate in the General Assembly.
5.5. All ordinary members are entitled to vote and be voted into the offices of ACTS.
5.6. Elected officials shall serve for a maximum of two terms, each of three years.
5.7. All members shall attend meetings regularly and shall actively participate in the activities of ACTS at various levels and capacities as duty may call upon.
5.8. Any member of ACTS may come up with a project under its auspices and which is in line with the objectives of the company. Such a project shall be sanctioned by the board before its commencement and shall follow the regulations and guidelines of the company.
5.9. All members shall abide by this Articles of Association and any subsequent amendments.

6.0 Termination of membership:

6.1. A member shall cease to be a member of ACTS under any of the following conditions.
6.1.1. If a member persistently violates any clauses of this Articles of Association.
6.1.2. If a member engages in activities that are prejudicial, immoral and or is involved in corruption related activities.
6.1.3. If a member tarnishes the name of other members in a manner that is likely to affect the objectives, conduct, reputation, integrity, values, policies and management of ACTS.
6.1.4. If a member fails to account for resources at his/her disposal.
6.1.5. If a member fails to pay annual subscription for a period to be determined by the Board and approved by the General Assembly.
6.2. A member whose membership has been duly terminated shall have his/her name removed from the Register of members.
6.3. In the event where such a member has any legal obligation with ACTS, such a member is liable for legal proceedings even after termination of his/her membership.
6. The Annual General Assembly may readmit a member whose membership has been terminated in accordance with the conditions laid down in the code of conduct of ACTS.
7.0 Organs of ACTS

7.1. The organs of ACTS shall include the following:

7.1.1. General Assembly
7.1.2. Board of Directors
7.1.3. Programs Management Unit
7.1.4. Constituted committees

8.0 Functions and duties of the General Assembly

8.1. Shall be the supreme authority of ACTS

8.2. The General Assembly shall be called for the following purposes

8.2.1. To deliberate and vote on all issues on the agenda
8.2.2. To elect, suspend and or remove members of the Board of Directors where necessary
8.2.3. To receive and approve reports for previous year and likewise work plan and budget for the New Year
8.2.4. To appoint Auditors and approve audit reports of ACTS
8.2.5. To receive and confirm the minutes of the previous General Assembly with amendments where necessary
8.2.6. To pass the Articles of association and make amendments when necessary
8.2.7. To review and appraise activities and operations of ACTS
8.2.8. To determine general policies for the fulfillment of ACTS objectives.

9.0 Functions and duties of the Board of Directors

9.1. The Board of ACTS shall consist of the following:

9.1.1. The chairperson
9.1.2. The vice chairperson
9.1.3. The secretary
9.1.4. The treasurer
9.1.5. One committee member

9.2. The Board shall be responsible to the General Assembly

9.3. The Board shall perform the following functions:

9.3.1. To prepare and present detailed plans and budget forecasts to the General Assembly
9.3.2. To prepare and present Annual Reports and Audited Accounts of ACTS to the General Assembly
9.3.3. To recruit and make appointments to such staff as will be required by the company
9.3.4. Formulate policies and set priority areas for ACTS
9.3.5. Mobilize resources for the effective and efficient running of the activities of ACTS
9.3.6. Supervise, discipline and suspend or terminate services of management staff of ACTS
10.0 Functions of the chairperson

10.1. He/she shall be the honorary head and chief volunteer of ACTS
10.2. He/she shall be a signatory of the Accounts and other policy documents of ACTS
10.3. He/she shall preside over Board meetings
10.4. He/she shall present the state of affairs report to the General Assembly
10.5. Shall provide leadership to the Board and guide and mediate Board actions with respect to organizational priorities and governance concerns.
10.6. Appoint the chairpersons of committees in consultation with other Board members
10.7. Shall attend committee meetings where need be as an ex-officio
10.8. Reviews the progress of the company in consultation with the chief executive officer
10.9. Plays a leading role in fundraising activities
10.10. Monitors financial planning and financial reports
10.11. Formally appoints and evaluates the performance of the chief executive officer and informally evaluates the effectiveness of Board members
10.12. Reports to the General Assembly
10.13. Performs any other responsibilities assigned by the General Assembly

11.0 Functions of the Vice chairperson

11.1. Shall report to the chairperson
11.2. Shall assist and deputize the chairperson as and when necessary
11.3. Shall perform any other functions/duties that shall be assigned to him/her by the chairperson board and/or the General Assembly

12.0 Functions of the Secretary

12.1. This shall always be the chief executive officer of ACTS and shall report to the chairperson
12.2. Shall ensure minutes of Board meetings are taken and maintains records of the Board and ensure effective management of ACTS records.
12.3. Ensures smooth, timely and effective communication between ACTS and partners
12.4. Shall perform any other duties that shall be assigned to him or her by the chairperson, the board and the general assembly.
13.0 Functions of the Treasurer
13.1. Shall report to the chairperson
13.2. Shall be in charge of administration of the finances of ACTS
13.3. Shall monitor and supervise preparation and keeping of books of accounts and financial statements.
13.4. Shall ensure development and board review of financial policies and procedures
13.5. Shall be part of the finance committee and give guidance and direction to the Board on issues concerning finance.
13.6. Shall present Annual Budget to the Board for consideration and the General Assembly for Approval.
13.7. Shall be a signatory to the Accounts and financial documents of ACTS
13.8. Shall perform any other functions as shall be assigned to him/her by the chairperson, board and or the General Assembly

14.0 Functions of the committee member
14.1. Shall report to the Executive Committee of the Board
14.2. Regularly attend and participate in Board and important related meetings
14.3. Participate actively in committee meetings and chair committee meetings when elected as committee chairperson
14.4. Participate in fundraising for ACTS
14.5. Perform any other duties assigned by the chairperson, the board and the General Assembly.

15.0 Functions of the Program Management unit
15.1. The program management unit shall be run by professionals employed by ACTS and shall perform the following functions:
15.1.1. It shall be the central administrative headquarters of ACTS.
15.1.2. It shall be responsible for the implementation of ACTS projects/programs and the day to day running of ACTS affairs.
15.1.3. Shall report to the Board
15.1.4. Shall perform other functions as shall be assigned by the Board and the General Assembly
15. The functions of the various officers of the Program Management Unit shall be spelt out in the Human Resource and Financial Policies of ACTS.
16.0 Functions of constituted committees

16.1. These shall be constituted to perform specific tasks as shall be assigned by the Board of directors or the General Assembly.

17.0 Election to office

17.1. General Assembly

17.1.1. Members be shall be represented in person to the General Assembly

17.2. There shall be no minimum educational requirement to be elected into the Board. However, a person qualified for election into the Board must have adequate education and experience that shall measure to the tasks that shall be performed by the Board.

18.0 Terms of office

18.1. The term of office for the Board shall be three (3) years

18.2. In line with section 5.6 of this articles of association, persons serving in the Board can be re-elected into the same position for one more term (2 terms, each of 3 years) serving a total of four (6) years.

18.3. A person who has served two terms in any position on the board shall not be eligible for re-election in any office.

18.4. In the case of the chairperson, he/she shall not be elected to another position during the second term other than the post he/she is holding as it is the highest position and in any case should be voted out as shall be determined by the General Assembly.

19.0 Voting procedure

19.1. Only paid up members of ACTS shall be eligible to vote.

19.2. Elections shall be presided over by a returning officer appointed before the conduct of the elections by the General Assembly from among non voting members and such persons must be of high integrity.

19.3. The Program Management Unit under instructions of the board shall announce vacancies in the Board. In the case of end of term for a given board, the chairperson shall dissolve the Board, hence creating vacancies for elections.

19.4. The returning officer shall call for nominations to a declared vacant post and up to three (3) nominations shall be accepted where a person shall nominate and two second the candidate.

19.5. The nominee shall show willingness to serve in the position and shall be allowed to campaign for a period of time to be determined by the returning officer.

19.6. Voting shall be by secret ballot

19.7. There shall in whatsoever the case may be, no any voting by proxy and or nomination in absentia.

19.8. One is declared winner by considering a simple majority
19.9. In case of vote tying, the voting shall be repeated instantly until the post is filled.
19.10. In the event where a person is nominated with no competitor, the returning officer shall declare such a person unanimously elected after the closure of nomination.

**20.0 Termination of membership to the Board**

20.1. If a person resigns from the position

20.2. If found to be of unsound mind and or ill health and upon recommendation of a qualified medical practitioner.

20.3. If found doing activities that bring ACTS to disrepute and refusing to adhere to disciplinary actions.

20.4. If deemed necessary for one to stand down in public interest.

20.5. In the event of death

**21.0 Meetings**

21.1. ACTS shall have the following meetings

21.1.1. Annual General Assembly that shall be held once a year in such a time and place that shall be decided by the Board in consultation with the Program Management Unit.

21.1.2. Extra-ordinary General Assembly that shall be called any time of the year to address specific issues that shall need quick action and approval of the General Assembly.

21.1.3. Board meetings

21.1.4. Committee meetings

21.1.5. Staff meetings

21.2. The quorum for the Annual General Meeting shall be 2/3 of representatives who confirm participation both in written and physical appearance while for Extra-ordinary General Assembly 1/3 of the people present shall constitute a quorum.

21.3. The quorum for the Board and committee meetings shall be 2/3 of participants in physical appearance.

21.4. It is expected that staff meetings are compulsory and therefore full participation is encouraged unless under special circumstances.

21.5. The Board shall hold meetings on quarterly basis. However, they shall convene at any time to streamline management issues in order to steer ACTS in the right direction when the need arises.

21.6. The staff shall conduct meetings regularly so as to plan, report, evaluate and lay strategies for better performances. Such meetings shall be conducted monthly and weekly and at anytime the chief executive officer may so wish to, as circumstances may dictate upon.

21.7. On request, the Board may conduct a joint Board/Staff meeting or any member of Board or staff may attend a meeting of the other organ/body.
22.0 Proceedings from meetings

22.1. Proceedings from all meetings conducted by the various organs of ACTS shall be recorded in a format designed by ACTS and filed at the headquarters of ACTS through the secretary of the Board.

22.2. Such minutes shall be circulated to persons/members and other stakeholders entitled to access to them by the secretary.

22.3. No information considered confidential from a meeting shall be released unless such information is declassified and considered useful for public consumption.

23.0 Finance

23.1. The financial year of ACTS shall run from 1st January to 31st December each calendar year

23.2. The Treasurer shall ensure that proper accounts of the company finance are kept, and present the same to the Board. The Board shall then authorize the Treasurer to present a duly audited balance sheet by a recognized audit firm to the Annual General Assembly.

23.3. The Board may open or close bank accounts in the name of the company and decide in what manner such bank accounts will be operated in consultation with the General Assembly.

23.4. The finance of the company shall come from the following sources:

23.4.1. Membership and annual subscription fees.

23.4.2. Donations from the public, individuals, local national and international organizations.

23.4.3. Fundraising activities

23.4.4. Grants from local and central government of the Republic of Uganda for delivery of services on its behalf.

23.4.5. Any other source that is lawful and approved by the Board and General Assembly

24.0 Benefits

24.1. The Board and the Program Management Unit shall ensure that benefits accrue to the membership of ACTS in form of improved service delivery.

24.2. ACTS shall ensure that the capacity of members is enhanced in order to engage competently in team work and programs therein.

24.3. ACTS shall provide information to members and commit human and financial resources to implement projects initiated in communities.

24.4. ACTS shall pay such allowances to members/persons for giving service to the company as shall be determined by the Board and approved by the General Assembly from time to time.

24.5. Any other benefits that shall be lawful and consistent with this Articles of Association
25.0 Seal
25.1. The company shall have a seal that will be in the custody of the treasurer.
25.2. The seal shall not be affixed to any certificate, deeds or any document except with the express written authority of the board
25.3. Such deeds or documents shall after the seal has been affixed be signed by any two of the following
25.3.1. The chairperson
25.3.2. The vice chairperson or secretary in the absence of the chairperson
25.3.3. The treasurer in case of financial documents
25.3.4. The Executive officer of ACTS (mandatory)

25.0 Bye-laws
25.1. The Human Resource Committee shall from time to time make bye-laws to govern the conduct and management of affairs of ACTS.
25.2. Such bye-laws shall be in form of code of conduct, administrative instructions, operational manuals and guidelines, rules and regulations.
25.3. The Human Resource Committee may from time to time repeal, alter or amend the bye-laws.
25.4. Such repeal, alterations or amendment shall be published and distributed to all members.
25.5. The Board shall authorize the implementation of such bye-laws immediately it deems necessary until the General Assembly decides contrary.

26.0 Oath
26.1. The company shall have oath of allegiance to be taken by the Board and the management unit.
26.2. The oaths shall be taken in the General Assembly.
26.3. Any breach of the oath will lead to serious repercussions on the individual implicated subject to disciplinary committee decision.

27.0 Amendment of the Articles of Association
27.1. Any representative or Board member may initiate such amendments by notifying the chief executive officer in writing at least two months before the Annual General meeting giving details of the proposed amendments.
27.2. The chief executive officer shall circulate copies of the same to the Board and all the members of ACTS
27.3. A special meeting shall be convened by the Board to discuss the proposed amendments and forwarded to the General Assembly
27.4. The General Assembly shall consider the merits of the amendments and may approve or may not approve the amendments and its decision is final.

28.0 Dissolution

28.1. The company shall stand dissolved by a resolution of 2/3 majority of members of the General Assembly after at least three meetings for the purpose.
28.2. Such dissolution motion shall be communicated to the program management unit who will cause to be circulated to the board, members and partners this motion and convene meetings to debate upon.
28.3. In the event where a resolution to dissolve the company is passed by 2/3 majority of all the members within the three consecutive meetings with intervals of not less than two months, it shall stand dissolved.

We the several persons whose names, addresses and descriptions are hereunto subscribed are desirous of being formed into a company in pursuance of this Articles of Association.

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