

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF THE
MALARIA FREE UGANDA
A
PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF THE
MALARIA FREE UGANDA
A PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

1. The name of the company is “MALARIA FREE UGANDA”.
2. The registered office of the company will be situated in the Republic of Uganda.
3. The company has articles of association.
4. The charitable objects for which the company is established are to achieve a malaria-free Uganda by—
 - (a) advocating for malaria control and elimination to be strategic priorities across all sectors nationally, subnationally, and at the community level;
 - (b) promoting public awareness of the causes, risks, prevention, and treatment of malaria;
 - (c) mobilising action, in-kind goods, and financial donations to support the implementation of the national malaria strategic plan; and
 - (d) doing all such other things as are incidental or conducive to the attainment of those objects.
5. The liability of the members is limited.
6. Every member of the company undertakes to contribute to the assets of the company if it is being wound up while he or she is a member, or within one (1) year afterwards, for payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding ten thousand (10 000) thousand shillings.
7. Upon the winding up of the company, any remaining assets of will be transferred to a similar, non-profit or charitable organisation.

WE, the several persons whose names and addresses are subscribed, desire to be formed into a company under this memorandum of association.

N°	Names, postal addresses and occupations of the subscribers	Amount of Guarantee	Signature
1.			
2.			
3.			
4.			

Dated day of, 2020.

Witness to the above signatures Signature

ARTICLES OF ASSOCIATION OF THE
MALARIA FREE UGANDA
A PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

PART I – INTERPRETATION & OBJECTS

1. Interpretation.

(1) In these Articles—

“Act” means the Companies Act, No. 1 of 2012;

“association” means the company formed under this memorandum and articles of association;

“National Council” means the general meeting of the members;

“national malaria strategic plan” means the strategic plan developed by the National Malaria Control Division of the Ministry of Health and updated from time to time for malaria control and elimination in the Republic of Uganda;

“seal” means the common seal of the association;

“Secretary” means the person elected by the National Council to perform the duties of the secretary of the association.

(2) Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

(3) Words importing persons shall include bodies corporate and words importing gender shall include all genders.

(4) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these articles become binding on the association.

(5) Headings are provided for convenience only and shall not affect the construction or interpretation of these Articles.

2. Charitable object.

(1) The charitable object of the association is to achieve a malaria-free Uganda.

(2) To achieve this charitable object, the association will—

- (a) advocate for malaria control and elimination to be strategic priorities across all sectors nationally, subnationally, and at the community level;
- (b) promote public awareness of the causes, risks, prevention, and treatment of malaria;
- (c) mobilise action, in-kind goods, and financial donations to support the implementation of the national malaria strategic plan; and
- (d) do all such other things as are incidental or conducive to the attainment of the charitable object.

3. Charitable use of capital.

(1) All income received by the association will be applied towards the promotion of the its object.

(2) No dividends shall be made to the members of association.

(3) Upon the winding up of the association, any remaining assets shall be distributed to one or more similar charitable organisations.

PART II – MEMBERS

4. Number of members. The number of members with which the association proposes to be registered is fifty (50), but the directors may from time to time register an increase of members.

5. Members. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be the members of the association.

6. Qualifications for membership. Except as provided in these Articles, the directors shall determine the qualifications and process for becoming a member and removing members.

7. Termination of membership.

- (1) A member's membership terminates upon—
 - (a) written resignation submitted to the association;
 - (b) incapacity, death, bankruptcy, or winding up of the member in the case of a corporate member;
 - (c) winding up of the association;
 - (d) special resolution of the Board or the members terminating the member's membership on the basis of—
 - (i) inability or failure to meet the qualifications of being a member;
 - (ii) misconduct or misbehaviour;
 - (iii) failure to attend three (3) consecutive meetings of the National Council without reasonable excuse.

(2) Termination under Subarticle (1) does not terminate any liabilities owed by the association to the terminated member or owed by the terminated member to the association.

8. Register of members.

(1) Upon admission to the membership, each member shall be recorded in the register of members, including the date of admission and any amount guaranteed.

(2) Upon termination from the membership, the register shall be updated to reflect the termination of the member and the date of termination.

9. Corporate members. A corporation which is a member of the fund may, by resolution of its directors or other governing body, authorise the person it thinks fit to act as its representative and the person authorised is entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the fund.

10. Honorary members.

(1) The Board of Directors may admit honorary members to the National Council upon such terms and conditions as it sees fit, subject to this Article.

(2) Honorary members may attend meetings of the National Council, but do not have a vote and are not entitled to receive notice of meetings of the National Council.

(3) Honourary members shall not be recorded in the register of members.

PART III – THE NATIONAL COUNCIL

6. **The National Council.** The general meeting of the members shall be known as the National Council and the association's members may attend and vote.

MEETINGS OF THE NATIONAL COUNCIL

7. **Annual meeting.**

(1) The National Council shall hold an annual meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.

(2) Not more than fifteen (15) months shall elapse between the date of one annual meeting of the National Council and that of the next.

(3) The annual meeting shall be held at such time and place as the directors shall appoint.

8. **Extraordinary meetings.**

(1) All other meetings of the National Council other than the annual meeting shall be called extraordinary meetings.

(2) The directors may convene an extraordinary meeting of the National Council whenever they think fit or upon the requisition of the members or, in default, by such requisitionists, as provided by Section 141 of the Act.

(3) 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 association may convene an extraordinary meeting of the National Council in the same manner as nearly as possible as that in which meetings may be convened by the directors.

9. **Procedures of the National Council.** Subject to these Articles and the Act, the National Council shall determine its own procedure.

10. **Quorum.**

(1) A quorum of at least three (3) members must be in attendance for the National Council to transact any business.

(2) Members may attend and are considered to be in attendance for a quorum if they are present in person or via telephone or comparable telecommunication service.

(3) If at any time the total number of members is less than the number required for a quorum, the member or members may act as a quorum solely for the purpose of increasing the number of members.

11. **Proxy.** Members may not attend meetings of the National Council by proxy.

12. **Adjournments.**

(1) The members at any meeting of the National Council at which a quorum is constituted may adjourn the meeting from time to time and from place to place.

(2) No new business shall be transacted at any adjourned meeting of the National Council other than the unfinished business of the adjourned meeting.

13. **Absence of required quorum.**

(1) If a quorum is not constituted within half an hour from the time appointed for a meeting of the National Council, the meeting shall stand adjourned to the same day, time and place of the following week, unless determined otherwise.

(2) If a quorum is not constituted within half an hour from the time appointed for an adjourned meeting of the National Council, the members in attendance shall constitute a quorum.

14. **Resolutions and voting.**

(1) Each resolution put to a vote during a meeting of the National Council shall be decided by a poll of the members in attendance and the results recorded in the minutes of the meeting.

(2) Each member shall have one vote.

(3) A majority vote of the members in attendance shall be the resolution of the National Council.

(4) In case of a tie, the presiding member at the meeting shall have a second or casting vote.

15. **Special business.** All business that is transacted by the National Council shall be taken to be special, except—

(a) the consideration of the accounts and financial statements of the association;

(b) the reports of the standing committees and auditor;

- (c) the election of directors; and
- (d) the appointment of the standing committees.

16. **Resolutions outside of meetings.** Subject to the Act, a resolution in writing signed by all the members shall be as valid and effective as if it had been resolved at a meeting of the National Council duly convened and held.

NOTICE OF MEETINGS OF THE NATIONAL COUNCIL

17. **Notice of National Council meeting.** All meetings of the National Council shall be called by at least twenty-one (21) days' written notice to the members.

18. **Notice of an adjourned meeting.** If a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting; otherwise, it shall not be necessary to give notice of the adjournment or of the business to be transacted at an adjourned meeting.

19. **Exception to notice requirements.** A meeting of the National Council shall be taken to have been duly called, despite being called by a shorter notice than that specified in this Article, if it is agreed—

- (a) in the case of the annual meeting, by all the members; and
- (b) in the case of any other meeting, by a majority of all the members.

SUBCOMMITTEES OF THE NATIONAL COUNCIL

20. **Subcommittees.**

(1) The National Council may establish *ad hoc* subcommittees to undertake activities necessary to fulfil the objects of the association, as well as the process for selecting the members to serve on the subcommittees.

(2) Each committee shall determine its own procedure, except that—

- (a) each must meet at least once each quarter to discharge its responsibilities; and
- (b) a quorum of three committee members is required to transact business.

(3) Each committee formed under Subarticle (1) shall in the exercise of the powers delegated conform to any terms and conditions determined by the directors and submit a written update to the annual meeting of the National Council.

PART IV – BOARD OF DIRECTORS

21. **General.** The day-to-day affairs of the association shall be managed by the Board of Directors elected by the National Council.

22. **Composition of the Board of Directors.** The National Council may fix the number of directors, but the number may not be less than three (3).

23. **Powers of the directors.**

(1) The business of the association shall be managed by the directors, who may pay all expenses incurred in promoting and registering the association, and may exercise all such powers of the association as are not, by the Act or by these articles, required to be exercised by the National Council, subject to the Act or to these articles and to such regulations not, being inconsistent with the Act or these articles, as may be prescribed by the association in a general meeting of the National Council.

(2) Regulations made by the National Council shall not invalidate any prior act of the directors which would have been valid if regulations had not been made.

24. **Powers of attorney.**

(1) The directors may from time to time and at any time by power of attorney, appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the association for such purposes and with such powers, authorities and discretions 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.

(2) Any powers of attorney referred to in Subarticle (1) may contain such provisions for the protection and convenience of persons dealing with any of the attorneys as the directors may think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

ELECTION, TERMINATION AND RESIGNATION OF DIRECTORS

25. **Election of the directors.**

(1) The names of the first directors shall be determined in writing by a majority of the subscribers of the Memorandum of Association.

(2) All other directors shall be elected by the National Council by ordinary resolution.

(3) Directors are eligible for re-election.

26. Qualification of directors.

(1) Other than existing directors, no person shall be elected director unless he has submitted prior written notice of his willingness to serve as a director.

(2) Directors need not be members of the association.

(3) Directors shall have a reputation for fiscal responsibility, qualifications necessary to discharge their duties efficiently and effectively, and no history of bankruptcy or crimes of dishonesty or moral turpitude.

27. **Term of office.** Each director shall hold office for a period not exceeding two (2) years and on such terms and conditions as the National Council sees fit.

28. Disqualification of directors.

(1) The office of director shall be vacated where the director—

(a) holds any other office of profit under the association;

(b) becomes bankrupt or makes an arrangement or composition with his creditors generally;

(c) becomes prohibited from being a director by reason of any order made under section 200 of the Act;

(d) becomes of unsound mind;

(e) resigns his office by notice in writing to the association;

(f) ceases to be a director by virtue of section 195 of the Act; or

(g) is directly or indirectly interested in any contract with the association and fails to declare the nature of his interest in the manner required by section 218 of the Act.

(2) Vacation under Subarticle (1) shall be without prejudice to any claim that director may have for damages for breach of any contract of service between him and the association.

29. Vacancies.

(1) The National Council by ordinary resolution or directors by majority vote may at any time appoint a person to be a director to fill any vacancy on the Board of Directors.

(2) A director appointed under Subarticle (1) shall hold office only until the next annual meeting of the National Council, and shall then be eligible for re-election.

MEETINGS OF THE BOARD OF DIRECTORS

30. **Procedures.** Subject to these Articles, the Board shall determine its own procedure.

31. **Quorum.**

(1) A quorum of three (3) directors must be in attendance for the Board of Directors to conduct any business.

(2) Notwithstanding Subarticle (1), if the number of directors is less than the number required for a quorum, the director or directors may act only to increase the number of directors to the number required for a quorum or to summon a general meeting of the fund.

(3) Directors may attend meetings in person or via telephone or similar two-way telecommunications service and shall be considered in attendance for the purpose of determining a quorum.

(4) The directors may act despite any vacancy.

32. **Notice.** It is not necessary to give notice of a meeting of directors to any director who is for the time being absent from Uganda.

33. **Requisition for a meeting.** A director may request, and the Secretary on the requisition of a director shall summon, a meeting of the directors.

34. **Voting and resolutions of the Board of Directors.**

(1) Questions arising before the Board shall be decided by a majority vote of the directors in attendance.

(2) Each director shall have one (1) vote.

(3) Where there is an equality of votes, the presiding director shall have a second or casting vote.

35. **Resolutions outside of meetings.** 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.

CHAIRPERSON, SECRETARY AND TREASURER

36. **Selection.** The directors shall appoint from among their number a Chairperson, Treasurer, and Secretary.

37. **Removal.** The Chairperson, Treasurer and Secretary shall fulfil the roles and responsibilities of these positions so long as they are directors or until they are replaced by the directors.

38. **Separate positions.** The positions of Chairperson, Treasurer and Secretary shall be filled by different directors and a provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the Secretary.

39. **Roles and responsibilities.**

(1) The Chairperson shall be responsible for—

- (a) convening meetings of the National Council including appointing the date, time and place;
- (b) presiding at meetings of the National Council;
- (c) presiding at meetings of the Board of Directors; and
- (d) overseeing the day-to-day operations of the Secretariat.

(2) The Secretary shall be responsible for—

- (a) sending notice and required documents for meetings of the directors and the National Council;
- (b) documenting the business and resolutions of the National Council and the directors;
- (c) maintaining the register of members;
- (d) overseeing the audit process;
- (e) certifying required filings; and
- (f) overseeing compliance with the Act, these Articles, and the procedures of the Board of Directors and National Council.

(3) The Treasurer shall be responsible for—

- (a) preparing and submitting the annual budget of the association to, and for the approval of, the annual meeting of the National Council;

- (b) preparing and submitting annual financial statements of the association to the annual meeting of the National Council in accordance with the Act; and
- (c) preparing and publishing quarterly financial statements of the association.

(4) The National Council or Board of Directors may specify additional terms of reference for the roles specified in this Article.

40. **Vacancies.** If at any time any the Chairperson, Secretary or Treasurer position is vacant, the directors may fill the vacancy from among their numbers.

41. **Absence.** If the Chairperson, Secretary, or Treasurer is absent at the appointed time for a meeting of the National Council or the Board of Directors and a quorum is constituted, the members or directors in attendance may select a member or director to fulfil the duties of the absent Chairperson, Secretary, or Treasurer for the duration of the meeting or until the absent individual is in attendance.

SUBCOMMITTEES OF THE BOARD

42. **Subcommittees of the Board.**

(1) The directors may delegate any of their powers to committees consisting of such directors as they think fit.

(2) A committee formed under Subarticle (1) shall in the exercise of the powers delegated conform to any conditions determined by the directors and shall submit written minutes to the Board at each meeting.

(3) The Board may override any decision made by a subcommittee by a simple majority vote or resolution signed by half of the directors.

PART V – SECRETARIAT

43. **Secretariat.** The Board of Directors may establish an administrative Secretariat to support the day-to-day operations of the Board of Directors, the National Council and any subcommittees.

44. **Staffing.** The Board of Directors shall have the power to hire and terminate staff for the Secretariat and the members of the Association shall undertake to provide staff to the Secretariat.

PART VI – FINANCIAL RECORDS AND POLICIES

FINANCIAL RECORDS

45. **Duty to keep proper books.**

(1) The Board of Directors shall cause proper books of account to be kept with respect to—

- (a) all sums of money received and expended by the association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchase of goods and services by the association; and
- (c) the assets and liabilities of the association.

(2) Proper books shall not be deemed to be kept if there are no such books of accounts as are necessary to give a true and fair view of the state of the association's affairs and to explain its transactions.

46. **Location of the books.** The books of account shall be kept at the registered office of the association, or subject to section 154 (3) of the Act, at such place or places as the directors think fit, and shall always be open to the inspection by the directors.

47. **Access to the books.**

(1) The directors shall determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the association or any of them shall be open to inspection by members who are not directors.

(2) A member who is not a director does not have a right to inspect any account or book or document of the fund except where conferred by law or authorised by the Board of Directors or by the National Council.

48. **Submission to the National Council.**

(1) The directors shall from time to time in accordance with sections 154, 156, and 164 of the Act, cause to be prepared and to be laid before the National Council profit and loss accounts, balance sheets, group accounts, if any, and reports referred to in those sections.

(2) A copy of every balance sheet including every document required by law to be annexed to it which is to be laid before the National Council, together with a copy of the auditor's report, shall, not less than twenty-one (21) days before the date of the meeting be sent to every member, and every holder of debentures of, the association.

(3) This Article does not require a copy of the documents referred to in Subarticle (1) to be sent to any person of whose address the association is not aware or to more than one of the joint holders of any debentures.

49. **Cheques.** All cheques, promissory notes, drafts, bills or exchange and other negotiable instruments, and all receipts for monies paid to the fund, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the National Council or directors shall from time to time determine by resolution.

MEETING MINUTES

50. **Meeting minutes.**

(1) The directors shall cause minutes to be made in books provided for the purpose—

- (a) of all appointments of officers made by the directors;
- (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 of the National Council and of the directors, and of subcommittees of the directors.

(2) Every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

THE SEAL

51. **The seal.**

(1) The directors shall provide for the safe custody of the seal.

(2) The seal may only be used by the authority of the directors or of a committee of the directors authorised by the directors for that purpose.

(3) Every instrument to which the seal is affixed shall be signed by the Chairperson and Secretary or by some other person appointed by the directors for the purpose.

REMUNERATION OF DIRECTORS & MEMBERS

52. Prohibition on remuneration.

(1) Members shall receive no remuneration for their service on the National Council, on the Board of Directors, or any of its committee.

(2) Members may be paid all reasonable travelling, accommodation, and other expenses properly incurred by them in connection with the discharge of their responsibilities, subject to any policies adopted by the National Council or Board of Directors.

CODE OF CONDUCT

53. Code of conduct. The directors shall maintain a code of conduct for the association, including—

- (a) a requirement that members must disclose and not participate in any matter before the National Council, the directors, or any subcommittee if they, their family, or a close acquaintance has a financial interest in the matter;
- (b) if a member or director votes on any matter before the National Council or Board of Directors or any subcommittee, his vote shall not count;
- (c) a prohibition on members, staff members, contractors, and other agents using their position or association with the association to seek personal gain or otherwise engage in corrupt or unlawful acts; and
- (d) requirements for reporting violations of the code of conduct.

AUDIT

54. Auditors. Auditors shall be appointed and their duties regulated in accordance with sections 167 to 170 of the Act.

VALIDITY OF ACTS DESPITE DEFECTS

55. Validity of acts despite defects. All acts done by the National Council or the Board of Directors are valid notwithstanding that it is afterwards discovered that there was some defect in a person's membership or qualifications as director.

NOTICE

56. **Notice.**

(1) Notice of every meeting of the National Council shall be given in any manner authorised in Article 67 to—

- (a) every member except those members who have no registered address within Uganda and who have not supplied to the fund any address within Uganda for the giving of notices to them;
- (b) every person who is a personal representative or a trustee in bankruptcy of a member where the member but for his or her death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the association.

(2) A person not mentioned in Subarticle (1) is not entitled to receive notices of general meetings.

57. **Timing of notice.** When calculating the number of days required for any notice made under these Articles—

- (a) excludes the day that the notice is sent and the day of the meeting; and
- (b) includes three (3) extra days if notice is sent by letter.

58. **Content of notice.** Any notice provided under these Articles may be provided by letter, facsimile, electronic mail, or any other form approved by the National Council and shall specify the place, date and hour of any meeting and the general nature of any special business that may be transacted.

PART VII – WINDING UP

59. **Process for winding up.**

(1) If two-thirds of members or two-thirds of the directors vote by special resolution to wind up the association—

- (d) the association may not conduct any other business except to wind up;
- (e) the Board shall—
 - (i) settle all outstanding liabilities;

(ii) dismiss all officers and employees of the Secretariat except as necessary to close the books and otherwise support the winding down; and

(iii) appoint an auditor to complete a final audit of the association.

(2) Upon receipt of the final report from the auditor appointed in Subarticle (1), the Board shall—

(a) resolve any outstanding matters identified by the auditor; and then

(b) terminate the membership of all members and resign.

60. Transfer of remaining assets. Upon the winding up of the association, all remaining financial resources and assets of the association shall be transferred to a similar non-profit or charitable organisation.

WE, the several persons whose names and addresses are subscribed, desire to be formed into a association under these Articles of Association.

N°	Names, postal addresses and occupations of the subscribers	Signature
1.		
2.		
3.		
4.		
5.		

Dated day of, 2020.

Witness to the above signatures Signature