

FORM B



Regulation form 5 (2)

1377

Registration Number:
INDR139501162NB

THE REPUBLIC OF UGANDA

THE NON-GOVERNMENTAL ORGANISATIONS ACT, 2016

CERTIFICATE OF REGISTRATION

I CERTIFY that:

.....
SUPPORT FOR HOUSE HOLD & AID FOR RURAL EDUCATION (SHARE), (An Indigenous NGO), of File No,
MIA/NB/2018/08/1162, P.O. BOX 99, PALLISA

..... has been registered with National Bureau for Non-Governmental Organisations.

Dated at Kampala, this day of AUGUST 20..... 18

02ND



Okello Stephen

.....
Executive Director,
National Bureau for Non-Governmental Organisations

FORM E

Permit Number: **1611**
INDP0001162NB

Regulation form 7(5)



THE REPUBLIC OF UGANDA
THE NON-GOVERNMENTAL ORGANISATIONS ACT, 2016
PERMIT TO OPERATE AN ORGANISATION

I HEREBY CERTIFY

that **SUPPORT FOR HOUSE HOLD & AID FOR RURAL EDUCATION (SHARE), (An Indigenous NGO), of File No. MIA/NB/2018/08/1162, P.O. BOX 99, PALLISA** has this **02ND** **AUGUST** **2018** been issued with a permit to operate in Uganda under the Non-Governmental Organisations Act.

This permit is subject to the following conditions-

- a) The Organisation shall carry out its activities in the fields of fighting poverty & improving quality of life; providing quality education to OVCs and scholastic materials; skills development for self reliance; rehabilitation and counselling services to war affected communities and street children.
- b) The Organisation shall operate Countrywide.
- c) The staffing of the organisation must conform to Section 45 of the NGO Act 2016

This permit shall be valid for **60 months** from the date of issue.

Okello Stephen

Executive Director,
National Bureau for Non-Governmental Organisations

Certificate issued on: 19-07-2018 11:05 , No: BR5-INCC-1-18/40818



Registration No: 80020001133471



THE REPUBLIC OF UGANDA
THE COMPANIES ACT

Certificate of Incorporation

(Under section 18(3) of the Companies Act 2012)

I CERTIFY that SUPPORT FOR HOUSEHOLD & AID FOR RURAL EDUCATION (SHARE) LIMITED (Limited by Guarantee) has this day been incorporated with Limited Liability.

Dated at Kampala, this 19th day of July the year 2018.

UGANDA REGISTRATION
SERVICES BUREAU



Marion

Signature: TUGUMISIRIZE MARION

Registrar of Companies

Printed on 11:07:25 19-07-2018

TIN No.1000027427

VAT 26506-W

POSTA UGANDA



GENERAL RECEIPT

AC 183

OFFICE OF TRANSACTIONS PALLISA Area Code No. 50706

Received from SHARES - NGO.

PAL No. 593860
2
26 JUL 2018

(Payee's copy)

Shillings / Dollars / Pounds (in words)

SEVEN HUNDRED THIRTY TWO THOUSAND
SEVEN HUNDRED SHILLINGS ONLY

Shs. AMOUNT
(in figures)

12 700

Being payment for

WEST DEPOSIT FOR BOX 99
PALLISA

Signature of officer receiving payment

Day 26 Month 07 Year 2018

Cash / Cheque No.

TIN No.1000027427

VAT 26506-W

POSTA UGANDA



GENERAL RECEIPT

AC 183

OFFICE OF TRANSACTIONS PALLISA Area Code No. 50706

Received from SHARE NON-GOVTAL ORGANISATION
(SUPPORT FOR HOUSEHOLD AID FOR RURAL EDUCATION)

Shillings / Dollars / Pounds (in words)

FIFTY ONE THOUSAND
SHILLINGS ONLY

PAL No. 59402
2
27 JUL 2018

(Payee's copy)

Shs. AMOUNT
(in figures)

51 000

Being payment for

BOX RENTAL FEE FOR BOX 99,
PALLISA

Signature of officer receiving payment

Day 27 Month 07 Year 2018

Cash / Cheque No.

FILED THIS 19 DAY OF 07 2018

CERTIFIED TRUE COPY

FEES PAID 20,000 RECEIPT No. 219000219257 of 18/7/2018

Company Form 20



Reg 26(2)

THE REPUBLIC OF UGANDA

REGISTRAR OF COMPANIES KAMPALA

THE COMPANIES ACT NOTIFICATION OF APPOINTMENT OF DIRECTOR AND SECRETARY OF COMPANY

(Under section 192(4) of the Act).

Name of Company: SUPPORT FOR HOUSEHOLD & AID FOR RURAL EDUCATION (SHARE) LIMITED

Presented by: THE DIRECTORS

TO: THE REGISTRAR OF COMPANIES.

TAKE NOTE that the person/ persons whose particulars are provided below has/ have been appointed as director/ directors/ secretary of the above named company with effect from the 19th day of July the year 2018

(a) PARTICULARS OF DIRECTORS -INDIVIDUALS

Names (First Name and surname)	Date of Birth	Address	Nationality	Occupation	Other Directorships
OLUPOT CHARLES	24/4/1975	P.O box 99, Palisa	UGANDAN	Social Worker	—
ONORIA MOSES	22/11/1976	"	UGANDAN	Social Worker	—

(b) PARTICULARS OF CORPORATE DIRECTORS

Corporate Name	Registered or Principal Office	Postal Address

(c) PARTICULARS OF THE PERSON(S) WHO IS SECRETARY
PARTICULARS OF INDIVIDUAL SECRETARY

Names (first name and surname)*	Residential and postal address
ONORIA MOSES	P.O Box 99, Pallisa

*state any former first and surnames

PARTICULARS OF CORPORATE SECRETARY

Corporate Name	Registered Office

Dated the 19th day of July the year 2018

Signed: [Signature]
Director

Signed: [Signature]
Secretary

THE REPUBLIC OF UGANDA
THE COMPANIES ACT OF 2012
COMPANY LIMITED BY GUARANTEE

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
SUPPORT FOR HOUSEHOLD & AID FOR RURAL EDUCATION
(SHARE) LIMITED

Incorporated this¹⁹.....day of⁰⁷..... 2018

DRAWN AND FILED BY:
Phleb Associated Advocates,
PLOT 26, Buganda Road,
3rd Floor, Park Royal Building,
P.O Box 27946,
Kampala

FILED THIS 19 DAY OF 07 2018


FEE PAID 80,000 RECEIPT No. 2190000 219257 of 18107/2018

CERTIFIED TRUE COPY

THE COMPANIES ACT
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION

OF

SUPPORT FOR HOUSEHOLD & AID FOR RURAL EDUCATION
(SHARE) LIMITED


TUGUMISIRIZE MARION

REGISTRAR OF COMPANIES
KAMPALA

PREAMBLE

SHARE- is a grassroots non profit organization based in Pallisa, Uganda. The emphasis is on educating children who are unable to afford a decent education by constructing a school, getting financial assistance, and gaining a school sponsorship for them to get an education and be guided by mentors in the process. These children live with disadvantaged minds and fear (no hope) e.g. forced into early marriages, dying of hunger, eat from dust bins, do not have opportunity to go to school.

Challenge

Overall is poverty contributing to too many children not able to continue with education? The problem is lack of adequate support, structures setup to address such problem. (Education of needy and poor rural Orphaned and Vulnerable Children) The first beneficiaries will be children (OVC's) to have a school to go to.

Solution

The focus is on addressing problems that hinder these children from accessing quality education, health care and other support services. We believe that we can only help families improve their condition of living by providing educational opportunities to their children. E.g. - help bring education to this community by building a school/ classrooms that will be key to educating generations of children, - help educate children, bring them opportunity where there was none.

Long-term Impact

To provide children with solid education that gives them opportunity to break out of poverty. To break the cycle of 'No Hope' and create the cycle of 'Real Hope'. To gradually decrease the number of those in poverty and empower those being educated. Pipe Dream- Goal: To see this program be successful in the target area and then identify more children.

1. The name of the Company is **SUPPORT FOR HOUSEHOLD & AID FOR RURAL EDUCATION (SHARE) LIMITED**
2. The registered office of the company shall be situated in the Republic of Uganda.
3. The objects for which the company is registered are:

MAIN OBJECTIVES

- a. To help fight poverty and improve the quality of life.
- b. To provide quality education to orphans and vulnerable children in the target villages by building schools/ classrooms that will be key to educating generations of children.
- c. To provide sponsored education to orphans and vulnerable children.
- d. To support widows, elderly, disabled persons and child headed families.
- e. To provide opportunities for youth through skills for self-reliance.
- f. To support war affected children and street children through rehabilitation and counseling
- g. To carry out such activities and functions as may be deemed necessary by the organization's management for furtherance and realization of the interests and objectives of the organization.

**OBJECTIVES ANCILLARY OR INCIDENTAL TO THE
ATTAINMENT OF MAIN OBJECTIVES**

- a) To carry on any processes which may seem to the Directors of the Company capable of being conveniently carried on in connection with the above objects or any of them or calculated directly or indirectly to enhance the value or to render profitable any of the Company's property, rights or interests.
 - b) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
 - c) To establish linkages through networking and partnership with district, national and international bodies who share the same interest to reach to attain our objective.
 - d) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- 4) The liability of the members is limited.
 - 5) Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he 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.
 - 6) The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly whether by way of dividend, bonus, distribution or profits, or otherwise howsoever to the members of the Company provided that nothing herein shall prevent payment in good faith of remuneration to any officer or servant of the Company, or to any member in return for any services rendered to the Company, or prevent the payment of interest on monies lent to the Company or proper rent for any premises demised or let by any member to the Company, but so that no remuneration in money or money's worth shall be given to any Director.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.



.....
OLUPOT CHARLES
Director, Support for Household & Aid for Rural Education (SHARE)
Uganda



.....
ONORIA MOSES
Director, Support for Household & Aid for Rural Education (SHARE)
Uganda



.....
AWICO FRANCIS
Member, Support for Household & Aid for Rural Education (SHARE)
Uganda

Signed at Palisa this ^{18th} day of ^{July}..... 2018

BEFORE:

Signature: 

Name:

Address:



**THE COMPANIES ACT OF 2012
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION**

**OF
SUPPORT FOR HOUSEHOLD & AID FOR RURAL EDUCATION
(SHARE) LIMITED**

PRELIMINARY

The regulations contained in Table "C" of the first schedule to the Companies Act, shall apply to the company subject to the modifications and special provisions herein contained.

**ARTICLES OF ASSOCIATION OF COMPANY LIMITED BY
GUARANTEE NOT HAVING A SHARE CAPITAL**

Interpretation

1. In these articles:—

"The Act" means the Companies Act of 2012 as amended.

"The Directors" means the directors for the time being of the company or the directors present at a meeting of the board of directors and includes any person occupying the position of director by whatever name called;

"Secretary" means any person appointed to perform the duties of the secretary of the company;

"The seal" means the common seal of the company;

"The office" means the registered office for the time being of the company.

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

Unless the contrary intention appears, words or 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 company.

MEMBERS

2. The number of members with which the company proposes to be registered is 2, but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

4. All general meetings of the company shall be held in the State.
5. Subject to paragraph (2), the company 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; and not more than 15 months shall elapse between the date of one annual general meeting of the company and that of the next.
(2) So long as the company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to article 4, the annual general meeting shall be held at such time and at such place in the State as the directors shall appoint.
6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. 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. If at any time there are not within the State sufficient directors capable of acting to form a quorum, any director or any two members of the company 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 GENERAL MEETINGS

8. Subject to the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the articles of the company, entitled to receive such notices from the company.
9. 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

10. 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 declaring a dividend, 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, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.
11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and

place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

13. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
14. If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
15. The chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—
 - a. by the chairman; or
 - b. by at least three members present in person or by proxy; or
 - c. by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the

number or proportion of the votes recorded in favour of or against such resolution.

THE DEMAND FOR A POLL MAY BE WITHDRAWN.

17. Except as provided in article 19, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
19. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
20. Subject to the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES OF MEMBERS

21. Every member shall have one vote.
22. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.

23. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the company have been paid.

24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

25. Votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointed or of his attorney duly authorised in writing, or, if the appointed is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

27. The instrument appointing a proxy and the Power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 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 less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit—

"
Limited.
I/We,.....
of.....
.....
in the County of
being a member/members of the above-named company, hereby
appoint.....
of.....or
failing him,.....
of.....
as my/our proxy to vote of me/us on my/our behalf at the (annual or extra-ordinary, as

the case may be) general meeting of the company to be held on day of
..... and at any adjournment thereof.

Signed this..... day of.....

This form is to be used * the resolution. Unless otherwise instructed, the
proxy will vote as he thinks fit.

29. The instrument appointing a proxy shall be deemed to confer
authority to demand or join in demanding a poll.

30. A vote given in accordance with the terms of an instrument of
proxy shall be valid notwithstanding the previous death or 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 such
death, insanity or revocation as aforesaid is received by the
company at the office before the commencement of the meeting or
adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

31. Any body corporate which is a member of the company may by
resolution of its directors or other governing body authorise such
person as it thinks fit to act as its representative at any meeting of
the company, and the person so authorised shall be entitled to
exercise the same powers on behalf of the body corporate which he
represents as that body corporate could exercise if it were an
individual member of the company.

DIRECTORS

32. 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.

33. The remuneration of the directors shall from time to time be
determined by the company in general meeting. Such remuneration
shall be deemed to accrue from day to day. The directors may 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
company or in connection with the business of the company.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

35. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not by the Act or by these articles required to be exercised by the company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the company in general meeting; but no direction given by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.
36. 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 company 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, 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 authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the directors shall from time to time by resolution determine.

38. 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 at all meetings of the company, and of the directors and of committees of directors.

Disqualification of Directors

39. The office of director shall be vacated if the director—
- a. without the consent of the company in general meeting holds any other office or place of profit under the company; or
 - b. is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - c. becomes prohibited from being a director by reason of any order made under the Act; or
 - d. becomes of unsound mind; or
 - e. resigns his office by notice in writing to the company; or
 - f. is convicted of an indictable offence unless the directors otherwise determine; or
 - g. is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

VOTING ON CONTRACTS

40. A director may vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

41. At the first annual general meeting of the company, all the directors shall retire from office and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
42. The directors to retire in every year shall be those who have been longest in office since the last election, but as between persons

who became directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

43. A retiring director shall be eligible for re-election.
44. The company, at the meeting at which a director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the election of such director has been put to the meeting and lost.
45. No person other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for election to the office of director at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
46. The company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
47. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these articles. Any director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
48. The company may by ordinary resolution of which extended notice has been given in accordance with the Act remove any director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the company 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 and the company.

49. The company may by ordinary resolution appoint another person in place of a director removed from office under article 48. Without prejudice to the powers of the directors under article 47, the company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS

50. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State is for the time being absent from the State.
51. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
52. The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum 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 company, but for no other purpose.
53. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

54. The directors may delegate any of their powers to committees consisting of such member or members of the board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.
55. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their members to be chairman of the meeting.
56. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
57. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is 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.
58. 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 as if it had been passed at a meeting of the directors duly convened and held.

SECRETARY

59. The secretary shall be appointed by the directors for such term and at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
60. 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.

THE SEAL

61. The seal shall be used only by the authority of the directors or of a committee of directors authorised by the directors in that 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

62. The directors shall cause proper books of account to be kept relating to-
- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the company; and
 - (c) the assets and liabilities of the company.
63. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.
64. The books of account shall be kept at the office or, subject to the Act, at such other place as the directors think fit, and shall at all reasonable times be open to the inspection of the directors.
65. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.
66. The directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the company such profit and loss accounts, balance sheets, group accounts and reports as are required by the Act to be prepared and laid before the annual general meeting of the company.

67. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the company together with a copy of the directors' report and auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

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

NOTICES

69. A notice may be given by the company to any member either personally or by sending it by post to him to his registered address. 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, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

70. Notice of every general meeting shall be given in any manner hereinbefore authorised to—

- a. every member;.
- b. every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and.
- c. the auditor for the time being of the company.

No other person shall be entitled to receive notices of general meetings.

DISSOLUTION

71. The organisation may be wound up at any time on recommendation by the Board of Directors and if agreed by two-

thirds (2/3) of the members present and voting at any General Meeting.

72. In the event of winding up, any assets remaining after all debts have been paid shall be used exclusively for charitable purposes or given to another charity group with similar objectives.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Articles of Association.

.....
OLUPOT CHARLES
Director, Support for Household & Aid for Rural Education (SHARE)
Uganda

.....
ONORIA MOSES
Director, Support for Household & Aid for Rural Education (SHARE)
Uganda

.....
AWICO FRANCIS
Member, Support for Household & Aid for Rural Education (SHARE)
Uganda

Signed at Palisa this ^{18th} day of ^{July} 2018

BEFORE:

Signature:

Name:

Address:

