

## **MEMORANDUM & ARTICLES OF ASSOCIATION KYAZINAM FOUNDATION**

**(A Company Limited by Guarantee – Registered under URSB)**

### **1. NAME:**

The name of the Company is **KYAZINAM FOUNDATION**.

### **2. REGISTERED OFFICE:**

The registered office shall be situated in Uganda, Mukono District.

### **3. OBJECTS:**

The principal objects are:

- (a) To provide education, vocational training, and life skills to vulnerable children and single mothers in Uganda.
- (b) To offer scholarships, mentorship programs, and community support initiatives.
- (c) To raise funds, partner with organizations, and advocate for child welfare and gender equity.

The Company is non-profit—any income or profit shall be applied solely to these objects; no dividends to members.

### **4. LIABILITY:**

The liability of the members is limited to the amount (if any) unpaid on the shares they hold—each member guarantees Shs.500, 000 UGX if the Company is wound up.

### **5. MEMBERS:**

(a) Initial members:

1. Chairperson: Kyazike Jane Namulwa,
2. Secretary General: Wakooli Julius,

3. Treasurer: Namulwa Harriet.

(b) Admission: By resolution of the Board—new members must support the objects.

(c) Cessation: Resignation, death, or removal by Board vote (2/3 majority).

## **6. DIRECTORS / BOARD:**

(a) Minimum: Three (3) directors—Initial Members

(b) Appointment: By members at AGM or by Board co-option (ratified next meeting).

(c) Powers: Manage all affairs, open accounts, hire staff, and enter contracts— subject to these Articles.

(d) Meetings: At least quarterly; quorum 2/3. Chair elected yearly.

(e) No director receives salary—only reasonable expenses reimbursed.

## **7. GENERAL MEETINGS:**

(a) AGM: Within six months of financial year-end—approve accounts, elect directors, appoint auditor.

(b) Extraordinary: Called by Board or 10% of members.

(c) Notice: 14 days. Quorum: 50% of members. Voting: One vote per member; simple majority unless stated.

## **8. ACCOUNTS & AUDIT:**

(a) Financial year: 1 July to 30 June.

(b) Keep proper books—annual audit by independent auditor.

(c) Accounts presented at AGM.

**9. SEAL:**

The Company seal (if any) shall be affixed only by Board resolution and countersigned by two directors.

**10. DISSOLUTION:**

If dissolved, after settling debts:

- Assets go to another charitable organization with similar objects (approved by members or court).
- No distribution to members.

**11. ALTERATION:**

These Articles may be altered by special resolution (75% vote) at a general meeting—subject to URSB approval.

**12. INDEMNITY:**

Directors, officers, and members indemnified against losses unless caused by willful default or fraud.

DATED at Mutungo this day of 1 September 2023

SIGNATURE: Kyazike Jane Namulwa

Witnessed by: Akama Meshack Onderi

