THE COMPANIES ACT 2012

*****

MEMORANDUM AND ARTICLES
OF ASSOCIATION
OF
ELIEZAH FOUNDATION INITIATIVE UGANDA
LIMITED

*****

A COMPANY LIMITED BY GUARANTEE
AND WITHOUT SHARE CAPITAL

Incorporated this 27th Day of September 2018

DRAWN BY:
THE DIRECTORS
ELIEZAH FOUNDATION INITIATIVE UGANDA
P. O. Box 29510 Kampala, Uganda
Tel: 256 392 175 789
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1. MEMORANDUM OF ASSOCIATION

i. **Definition:**
The name of The Association is: Eliezah Foundation Initiative Uganda limited.

ii. **Location:**
The registered Head Office of The Organization shall be situated in the Republic of Uganda.

iii. **The Association:**
Eliezah Foundation Initiative Uganda is a not-for-profit civil society initiative set up in 2005 as a response to the Women Development needs of poor communities in Uganda. The Organisation exists to promote an accepting nurturing conducive environment and to advocate for a supportive, protective and progressing effective service delivery system, through the provision of services, advocacy for better Women services delivery systems, and Accessibility.

iv. **Subscriptions:**
The members subscribed to this Memorandum of Association are coming together in pursuance of the following

a. **The Aim**

   The association aims to identify, advocate and subsequently assist Women and girls by providing them with a link to resources, Gender Equality Services, equal Opportunity, psychological, economical and physical support.

b. **The Mission**

   The mission of Eliezah Foundation Initiative Uganda is to advocate for the rights of women and girls throughout Uganda and the World at large by engaging communities in reacting to issues of Gender Based Violence, Gender Equality, Equality and HIV
c. **The Objectives**

*Eliezah Foundation Initiative Uganda’s objectives are:*

i. **Advocate for, Support and encourage an environment that supports accessibility of equal treatment for All women in Uganda.**

ii. **Building Capacity Of Women, Role Players, policy makers and monarch on issue of Gender, Gender Equality and HIV**

2. **RESERVATIONS**

i. **Rights reserved**

   *In order to achieve the above objects the association shall have the following powers:*

   a. **To receive and administer gifts, grants and other contributions for the work of the objects of The Organization.**

   b. **To collect, purchase, clear, forward, store, transport, deliver, distribute and donate all kinds of items, supplies, equipment, materials and goods of all kinds for the use in ancillary activities which may in The Organization’s opinion be conveniently carried on in conjunction with the aforementioned objects.**

   c. **To establish, equip, furnish, staff, administer, manage and run support and rehabilitation centers, schools, institutions, training centers and such other facilities expedient to the furtherance of the objects of The Organization.**

   d. **To initiate, support, supply, administer, promote, assist and finance community groups, organizations, projects and programs concerned with human rights, development, women’s health, and democracy work, training, and education, recreation centers and to mobilize target groups and constituencies to participate in these activities.**

   e. **To adopt such means of making known the activities and services of The Organization and to print, publish and distribute any pamphlets, articles, newsletters, newspapers, periodicals, books or leaflets that The Organization may see expedient and in particular by circular, by advertising in the press, on radio the web or television and by granting prizes, rewards, concerts, shows and exhibitions.**

   f. **To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of The Organization in the shape of endowments, donations, annual subscriptions or otherwise participate in such other things as have for their object the raising of money for the purpose of The Organization and benefit to children, youth, women and other people.**

   g. **To establish Eliezah Foundation Initiative Uganda offices in different countries on different continents for the purpose of supporting target groups, as well as raising funds for such Projects as will be planned to meet identified needs.**
h. To receive donations, subscriptions, legacies and gifts of all kinds for the promotion of its objects, and to apply the same and all profits and income derived there and from any other sources of income for the objects of The Organization, and to apply capital as well as income in forwarding the same, provided that the members shall not take any permanent trading activity in raising funds for the objects of The Organization.

i. To reject donations, subscriptions, legacies and gifts of all kinds that may falsely be made apparently for the promotion of its objects yet otherwise compromising the objects of The Organization.

j. To employ advisors, coordinators, administrators and others designations to perform such duties as the need arises for proper administration of The Organization at such reasonable salaries and on such reasonable terms as to notice and otherwise as the members may think fit and to provide for the payment of such pensions and superannuating for such pensions as may be reasonable and necessary. To dismiss advisors, coordinators, administrators and other designations as need may arise for proper administration of The Organization.

k. To purchase or take on lease or by any other means acquire any movable or immovable property in and outside Uganda for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any building, machinery, engines, plant, live or dead stock or things whatsoever.

l. To purchase, take on lease or in exchange, hire, receive as gifts or otherwise acquire any immovable or movable property and any rights or privileges whether directly or indirectly necessary for the uses and purposes of The Organization.

m. To construct, maintain and alter any buildings or erections and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodation.

n. To borrow money to such consents as are required by law whether or not on the security of the donor’s fund or any part of it with power to charge any part of the capital or income with the repayment of the money so borrowed.

o. To enter or refuse entry into any arrangement with the government or other authorities, municipal, local, or international corporations, companies, firms or persons that may seem conducive to the attainment of the objects of The Organization.

p. The Organization shall have the freedom to locate the place of operations of The Organization in the Republic of Uganda and elsewhere.

q. To sell, mortgage, let or exchange any property or funds belonging to The Organization subject to such consents as may be required by law.

r. To invest The Organization’s money in the purchase of or at interest on the security of such stocks, funds, shares, securities or other investments or property of whatever nature and wherever situated as the executive in their discretion think fit to the intent that the executives shall have the same full and unrestricted powers of investing and transposing investments as if they were beneficially entitled to The Organization’s fund, only in as long as authority is given by not less than the agreed quorum as per the attached articles of Organization of the trust.
s. To make regulations from time to time for the administration of The Organization and for the management and conduct of the members’ business including the summoning and Chairpersonship of meetings and number of members required to constitute a quorum, the deposit of money at bank and the custody of deeds securities and documents.

t. To liaise, work, support, research, plan, implement, monitor and evaluate Projects with existing organizations in and outside Uganda to further the objectives of The Organization.

u. The income and property of The Organization when so ever derived shall be applied towards the promotion of the objects of The Organization and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever, by way of profit to the members of The Organization PROVIDED that nothing herein contained shall prevent the payment of interest on money borrowed or rent for any property leased or hired and authorized professional services received from any member of The Organization.

ii. Liability
The liability of the members is limited. Every member of The Organization undertakes to contribute to the assets of The Organization in event of the same being wound up while s/he is a member, or within two months after s/he ceases to be a member, for payment of the debts and liabilities of The Organization contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves such amount as may be required not exceeding Uganda shs. 200,000/= (two hundred thousand shillings only).

iii. Dissolution
If upon winding up or dissolution of The Organization there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other society or organization or organizations having objectives similar to the objectives of The Organization and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on The Organization under or by virtue of Clause 1(iv) hereof, such societies or organizations to be determined by the members of The Organization at or before the time of dissolution.

iv. Declaration:
We, the Directors whose names, addresses and descriptions are hereto appointed and given full authority to endorse, activate and are therefore desirous of being formed into an Organization in pursuance of this Memorandum of Understanding and we respectively agree to take full responsibility of the activities and purposes of The Organization.
1. Busonga Eliezah Titus  
P. O. Box 29510 Kampala, Uganda  
EM: ed@efiuug.org

2. Janet Nansamba  
Kampala Uganda  
EM: sg@efiuug.org

DATED this 27th Day of SEPTEMBER 2018

WITNESS TO THE ABOVE SIGNATURES:-
The Companies Act
Articles of Association
OF
Eliezah Foundation Initiative Uganda Limited

3. ARTICLES OF ASSOCIATION

i. **INTERPRETATION:**

   a. In these Articles the words standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof if not inconsistent with the subject or context.

<table>
<thead>
<tr>
<th>The Act:</th>
<th>The Companies Act</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Articles:</td>
<td>These Articles of Association as now framed or as from time to time altered by special resolution.</td>
</tr>
<tr>
<td>The Association:</td>
<td>The above named Association</td>
</tr>
<tr>
<td>The Executive:</td>
<td>The executive for the time being of the association or the members of the Executive present at a duly convened meeting of the Executive at which a quorum is present.</td>
</tr>
<tr>
<td>The office:</td>
<td>The registered office of The Association.</td>
</tr>
<tr>
<td>The Seal:</td>
<td>The common seal of The association.</td>
</tr>
<tr>
<td>The Register:</td>
<td>The Register of members of The association.</td>
</tr>
<tr>
<td>Month, Year:</td>
<td>Calendar month or year</td>
</tr>
<tr>
<td>In writing:</td>
<td>Written or produced by a substitute for writing, or party written or so produced.</td>
</tr>
</tbody>
</table>

   b. Words importing the singular number only shall include the plural number and vice-versa.

c. The expression “Chairperson” shall include a nominee of the Annual General Meeting duly appointed by the board of Directors for the time being discharging the duties of the Chairperson.

d. The expression “The Executive Secretary” shall include a Assistant executive officer and any person appointed by the Board of Directors to perform any of the duties of the Executive Secretary.

e. Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context bear the same meanings in these Articles.
ii. **OWNERSHIP OF THE ASSOCIATION**
   a. The Association will be under the direct and indisputable ownership, responsibility, guidance and leadership of the Board of Directors of The association or the transferred board of Directors on passing on. All articles herein contained shall be adhered to by all members of The association.
   
b. All Members of the Board of Directors are founding members of the association thus reserve the right of admission to the board of directors committee.

iii. **PAYMENT TO MEMBERS:**
   a. The association shall have a Human resource Policy to streamline Payments and categories.
   
b. No member of The association shall be entitled to receive any profit from the funds of The Organization unless recruitment of service. Devoting the whole or part of her/his time to the service of The association is permissible.

iv. **MEMBERSHIP OF THE ASSOCIATION**
   a. Any person of integrity and credibility showing interest and commitment to the objectives of The association may on application be admitted as a member.
   
b. There shall be four forms of membership: The executive members, The honorary members, The Full Members and The Part time membership.
   
c. The founder member(s) shall be the owners of the organisation and shall be responsible for the assets of the organisation, and ensure the funding and smooth running of the organisation. They shall also be responsible for the steering of the organisation and to ensure that the organisation stays focused on the vision. The Annual General Meeting can Vote two (2) Members to join the Board Of Directors.
   
d. Honorary membership is automatic membership given to anyone who makes a contribution to Eliezah Foundation Initiative Uganda (EFI). These will receive a onetime correspondence from Eliezah Foundation Initiative Uganda (EFI) where they can further be encouraged to either become full members or part timers or both.
   
e. Full Members shall be required to fill in an application form of consent, and shall be required to attend office full time and contribute to needs of organisation. These will include volunteers, staff and all admissions that tick the fulltime box.
   
f. In order to become a partner, one must be a Full Member. Partners in the mission will be required to make a minimum monthly contribution of 1,000,000/=.
   
g. The founder members of The Organization shall be subscribers to the Memorandum and Articles of Organization of The Organization; they will occupy the board of Directors of Organisation though otherwise the number of the members shall be limited to 5.
   
h. The number of members of The Organization shall not be less than 3 and The Organization may from time to time by ordinary resolution increase or reduce its members.
i. The provision of section 112 of the Nongovernment Organisation Act shall be observed by The Organization and every member of The Organization shall sign the register on becoming a member.

j. Every member of The Organization shall be subject to the provision of these Articles in relation to her/his membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to her/his becoming a member.

k. A member of The Organization may at anytime by notice in writing to The Organization resign her/his membership and the name of a member so resigning shall forthwith be removed from the register and s/he shall thereupon cease to be a member of The Organization, but s/he may be readmitted to membership only by the board of directors of the organisation. The Organization shall also remove from the register the name of any member who shall die and whose death shall be proved to the satisfaction of The Organization or who shall become bankrupt or of unsound mind or who shall be found guilty of behavior or conduct that may lower the reputation of The Organization or for any other sufficient cause satisfactory to the board of directors.

v. **ANNUAL GENERAL MEETING OF MEMBERS:**

   a. The Organization shall hold a General meeting of members in every calendar year as its Annual General Meeting (AGM) at such time and place as may be determined by the Executive and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

   b. The Annual General Meeting shall constitute the council which will be responsible for the overall policy of The Organization.

   c. All General Meetings of members, other than Annual General Meetings, shall be called Extra-Ordinary General Meetings.

   d. The Executive may whenever it thinks fit convene an Extra-Ordinary General Meeting (EOGM) and Extra-Ordinary General Meetings shall also be convened on the requisition of members of The Organization representing not less than one quarter of the total voting rights of all members, or in default may be convened by such requisition as provided by Section 132 of the Act.

   e. Any requisition made by members of The Organization shall state the objects of the meeting proposed to be called and shall be signed by the members making it and deposited at the office in person by an appointed member having attended the requisition meeting as required by Section 132 of the Act. No business shall take place unless this is adhered to, and no business shall be transacted at the Extra-Ordinary General Meeting convened by any such requisition other than that for which the meeting has been expressly convened.

vi. **NOTICE TO ANNUAL GENERAL MEETINGS**

   a. Twenty one days (21) notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a special resolution and 14 days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be
served and of the day on which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of the business shall be given in a manner herein after mentioned to all members of The Organization and to the Auditors, but with the consent of all the members having the right to attend and vote at the meeting, a meeting may be convened by such notice as they may think fit.

b. The accidental omission to give notice of an Annual General Meeting or the non-receipt of notice of it shall not invalidate the proceedings at the meeting (else a fitting administrative reason can cause reschedule of the AGM).

vii. PROCEEDINGS AT THE ANNUAL GENERAL MEETING

a. All business shall be deemed special that is transacted at an Annual General Meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Executive and of the Auditors, and the appointment of and the fixing of the remuneration of the Auditors.

b. No business shall be transacted in any Annual General Meeting unless a quorum is present, only then may the meeting proceed to business. Save as herein otherwise provided, a quorum shall be 60% of the total membership.

c. If within 30 minutes from the time appointed for the meeting, a quorum is not present at the meeting, if convened on 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 and if at such adjourned meeting a quorum is not present within 30 minutes from the time appointed for holding the meeting, the members present shall be a quorum.

d. The Chairperson of the Executive or her/his nominee shall preside at every Annual General Meeting and meeting of the Executive and if there be no such Chairperson or her/his nominee, at any meeting within 30 minutes, after the time appointed for holding it then the meeting shall automatically adjourn to such other date as shall thereafter be determined.

e. The Chairperson 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 which might lawfully have been transacted at the meeting from which adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. It shall then not be necessary to give notice of an adjournment or of the business to be transacted.

f. A member of The Organization shall be entitled to record her/his vote by proxy.

g. The instrument appointing a proxy shall be in writing under the hand of the appointer or her/his attorney duly authorized in writing. A proxy need not be a member of The Organization.

h. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.
I ........................................................................................................ of ........................................................ appoint
........................................................................................................ to vote for and on my behalf at the (*Annual or Extra-Ordinary or adjourned, as the case may be) General meeting of The Organization to be held on the .......... day of ............... 20 .......... and at every adjournment thereof.

SIGNED (SIGNATURE) this ................................ day of ........................................... 20................ “This form is to be used in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.” *Strike out whichever is not desired*.

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

viii. **THE BOARD OF DIRECTORS**

a. The board of Directors shall be the decision making organ of the Organisation and shall execute orders to the executive as may deem fit to expend resources for activities in line with this Constitution.

b. The board of directors will also include the founding members of the Organisation or their replacements and those members elected by the Annual General Meeting to join the Board of Directors.

c. Unless and until otherwise determined by the Annual General Meeting, the Board of Directors shall consist of 5 entities as follow

- The Chairperson
- The Secretary
- The Senior Non-Executive Director
- The Director of finance and Administration
- The Chief Executive Director

d. All Positions below the Director General are elective at the Annual General Meeting.

e. The Chief Executive Director reserves a right of admission of any member to the board of director.

f. All positions on the board of directors that are below the Chief Executive Director are evaluated to determine performance of the members of the board of Directors.

g. Members of the two elective positions may be re-elected by the honorary committee at the annual general meeting or at the Extra Ordinary meeting.
h. The elected members to the board of directors are valid in office for 24 months.

i. The above offices may have up to 3 officers assisting them to execute the roles of their offices i.e.

- The Personal Assistant to execute special activities for the member
- The Secretary to execute station activities for the member
- The driver to execute movement activities for the member

j. The members of board of directors shall whenever necessary hold separate Special meetings, and shall after which hold joint meetings to inform the executive committee for planning and implementation purposes.

ix. **ROLES OF BOARD OF DIRECTORS**

a. Overall Role of the Board of Directors is to execute directives to the Executive committee through advising on possible direction and making decisions on a series of activities proposed. The Quorum Of the Board Of Directors Is One quarter.

b. Dissolution of the organisation and protection of organisational assets.

c. **The Chairperson:**

01. **Definition:** Head of the Organisation, the Initial Founder or replacement of the initial founder of the organisation.

02. **Duties:** Participating in all Organisational field and office activities, Fundraising for the organisation, guiding on track progression of processes of the organisation, executing all activities on demand under the mandate, causing proper accounting and reporting processes, representing the organisation at diaspora, supporting capacity enhancement of members of the organisation, ordering and approving resolutions, official approval of execution, and elimination of processes of the organisation. He shall hold 4 votes.

d. **The Secretary:**

01. **Definition:** The Assigned Member of the board of Directors appointed by the Chief Executive Officer from the founder members to execute designated board of director’s work for the organisation.

02. **Duties:** Participate in the implementation and execution of organisation work, fundraise for the organisation, execute all orders of the board of directors, guide the organisation on processes of operations, Direct the operations of the organisation and protect the interests of community at the board of directors.

e. **The Senior Independent Non-Executive Director**
01. **Definition:** Head of all departments at EFI, the Assigned Member of the board of Directors appointed by the General assembly and asserted by the Chief Executive Director from the founder members to execute policy, planning and Gender programs of the organisation.

02. **Duties:** Participate in the implementation and execution of organisation work, fundraise for the organisation, execute all orders of the board of directors, guide the organisation on policy development, Direct the Gender and policy operations of the organisation and protect the interests of community at the national level, coordinate public and private partnerships work with that of the organisation, coordinate/enforce supportive national policies and advice on operations within the organisation.

f. **The Director of Finance and Administration:**

01. **Definition:** Head of the Finance Department of the organisation, the Assigned Member of the board of Directors appointed by the annual general meeting and confirmed by board of director to execute finance and administrative work of the organisation.

02. **Duties:** Direct in the implementation and execution of organisation resources, fundraise for the organisation, execute all orders of the board of directors, guide the organisation on finance and administration procedures, Direct the operations of the organisation and protect the interests of community at the national level.

g. **The Chief Executive Director:**

01. **Definition:** Head of the legal Services Committee of the organisation. Elected Judge of the Disciplinary and Judicial Services Committee.

02. **Duties:** Direct, Protect and provide advice on legal protection. Chair Legal Meetings for BODs.

x. **THE EXECUTIVE COMMITTEE**

a. The Executive shall be the supreme management organ of The Organization and shall expend the funds of The Organization released by the board of directors in such manner as it may deem fit in accordance with the Memorandum and Articles of Organization of The Organization and in accordance with the provisions of the constitution of the Republic of Uganda, the Company’s Act Or any statutory modifications thereof for the time being in force.

b. Unless and until otherwise determined by the Annual General Meeting the Executive Committee shall consist of 4 positions as follows:

01. Executive Secretary
02. Assistant Director Of Gender
03. Assistant Director Of Human Resource
04. Assistant Director Of Community services
c. The Executive Committee shall be in office for a period of four (4) years after which bidding for positions shall be announced. Members of the outgoing Executive may be re-elected to the proceeding Executive.

d. The chairperson of the Organisation MUST be appointed by the elected committee and approved by the Board of Directors to execute duties of the Executive committee.

e. There shall be an evaluation of the performance of members of the Executive at every Annual General Meeting and action shall be taken against any member found lacking.

f. The office of the member of the executive shall be vacated: -

01. Upon the expiry of the period of time for which s/he has been appointed.

02. Upon expiry of the period of contract.

03. If by notice in writing served to The Organization s/he resigns her/his office giving three months' notice in the minimum in which case the incumbent shall hand over all instruments of The Organization at an agreed place and time so arranged to the Board of Directors.

04. If s/he becomes of unsound mind or if s/he is for any reason unable to perform duties whether from infirmity of mind or otherwise.

05. If a relieving order is made against her/him or s/he makes any arrangement or composition with her/his creditors or

06. If s/he ceases to hold office under any provision of the Act or.

07. If s/he is removed from office by an instrument in writing signed by a majority of members of the General Assembly and or the removal justified by the board of directors.

08. For any other sufficient cause executed by the board of directors.

g. Unless otherwise agreed, some members of the Executive shall not be entitled to any remuneration subject to the provisions of Article 4 of the Articles of Organization. Such members may be paid part of traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the executive or Annual General Meetings of The Organization or in connection with the business of The Organization.

h. Contract Members of the Executive shall be paid salary for the time of contract as may be determined by the Executive committee and approved by the board of directors.

i. All directors of the organisation shall be heads of departments and all managers of the organisation shall be heads of divisions and shall have relevant offices and officers below them.

xi. **ROLES OF THE EXECUTIVE**

a. The overall role of the Executive is to execute and explore objectives of the organisation to
the best of their knowledge to support beneficiaries of the organisation.

b. To defend, protect and preserve professionalism during the implementation of these programs under this constitution.

c. **The Executive Secretary:**
The operations Manager of the organisation and lead implementing officer for the executive

01. **Definition:** The Executive Secretary of the organisation

02. **Duties:** To oversee day to day technical operations of the organisation, execute and cause files and records, manage projects and cause research, plan and schedule meetings, prepare reports and presentations, organize travel and visitors arrangements, cause work within professionalism, cause and chair meetings of the executive

d. **The Assistant Director Of Gender:**
The Gender Officer of the organisation and Lead Technical personnel.

01. **Definition:** The Gender representative of the Organisation work force and community to the board of Directors.

02. **Duties:** Cause security, treatment and care for members from community, account for required and expended resources per quarter, report on the state of Gender services to the board of directors, participate in planning and budgeting for Gender services at the organisation, implement the national action plan guidelines as provided by Ministry of gender and by the Director general of the organisation, cause research and surveys if necessary and ensure quality standards in service provision on behalf of the Director General.

e. **The Assistant Director Of Human Resource:**
The head of staff and recruitment at the organisation.

01. **Definition:** The Officer in charge of staff administration, designation and recruitment, the Internal Monitoring and evaluation Officer

02. **Duties:** recruit, train and dispense staff to required departments and regions accordingly on behalf of the Director General.

f. **The Assistant Director Of Community Services:**
Head of the Emergency Response division of the organisation and officer in charge of Monitoring and evaluation.

01. **Definition:** External Monitoring and Evaluation officer of the organisation.

02. **Duties:** responsible for community welfare, Nursing and Social Work administration, Victims monitoring and evaluation, Community gender information.

xii. **STAFF AND VOLUNTEERS**
a. The Organization shall hire a full time and part time staff or equivalent that will be responsible for the day-to-day activities of the Organization as may deem fit under the
Finance and Administration Policy of the organisation.

b. Trustworthiness and professionalism shall be the key criteria for staff to be hired. Job descriptions, powers and functions for each employee will always be attached to letters of appointment before new staff may commence work.

c. Volunteers shall be allowed to carry out work of the organisation through a process. Applications for volunteers are designed for special activities of the organisation and shall be reviewed by relevant departments/divisions and approved by the Executive Secretary on recommendation from the relevant department.

xiii. **DONOR RELATION**

a. The organisation appoints the Chief Executive Director as the lead Accounting officer to represent the organisation at the Donors levels. The commitment for accountability is guaranteed to donor agencies.

b. The Organization will ensure full accountability and transparency to its donors and benefactors.

c. The said accountability will advise donors and supporters of The Organization regarding the flow and utilization of resources.

d. Donor agencies can forward names of employee for an exchange program as may be organized by the organisation

xiv. **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

a. The Executive may meet together for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes.

b. In case of an equality of votes, the chairperson shall have a second casting vote.

c. The quorum necessary for the transaction of business of the Executive shall be 60% executive membership of the Executive personally present.

d. The Executive Secretary, may at any time summon a meeting of the Executive by notice served upon the several members of the Executive. Notice of a meeting of the Executive shall be given to a member at his address in the register or at such other address, whether in Uganda, East Africa or not as he may from time to time furnish to The Organization for the purpose or at the office.

e. A meeting of the Executive at which a quorum is present shall be competent to exercise all the authorities, powers, and discretion, which by or under these Articles are vested in the Executive generally.

f. The Executive may from time to time delegate any of its powers, authorities and discretion’s (other than the power to borrow) to Committees consisting of such member(s) of the Executive or other persons as it thinks fit and any Committee so formed shall in the exercise of the powers so delegated
conform to any regulations imposed on it by the Executive. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Executive as far as applicable and so far as they shall not be superseded by any regulations made by the organisation.

g. All Acts bonafide done by any meeting of the Executive or any Committee of the Executive or by any person acting as a member of the Executive, anything notwithstanding or affecting her/his appointment or continuance in office, shall be as valid as if such person had been duly appointed or continued in office and was not disqualified to be such a member or holder of office by the board of directors.

xvi. THE SEAL OF THE ORGANISATION

a. The Seal of The Organization shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and Executive and in the presence of a member of the Executive and of the Chief Executive Director who shall sign every instrument to which the seal shall be so fixed in their presence, and in favor of any purchaser or person bonafide dealing with The Organization. Such signatures shall be conclusive evidence of the fact that the seal has been properly fixed.

b. The Seal of the organisation is held under the board of directors. Accompanying documents should have a board of director’s stamp.

xvi. FUNDRAISING

a. The Organization through its Executive Committee may seek for financial assistance from individuals, business establishments, government departments, NGOs both local and international and other well wishers for purposes of enhancing the objectives of The Organization.

b. The Funds raised must be accounted for and utilized as budgeted for to allow execution of article 09 and 13 of this constitution.

xvii. FINANCE & ACCOUNTABILITY

a. The Organisation Shall have and maintain a department of Finance and administration to maintain all books of accounts and together with the Board of directors shall cause books of accounts to be kept with respect to:

01. All sums of money received and expended by The Organization and the matters in respect of which receipt and expenditure take place.

02. All exchanges, transactions and purchases of goods by The Organization; and

03. The assets and liabilities of the company.

b. The Organization shall operate a current bank account. All Organization funds shall be banked on The Organization account within 2 working day of receipt.
c. The Organization shall maintain and update all necessary books of account which shall be under overall responsibility of the Director of finance who shall be hired to manage the day-to-day financial and administrative operations and activities of The Organization.

d. The signatories to The Organization account shall be undersigned by the Chief Executive Director, or else the executive if voted so. These should be either one party or three.

e. Two signatories (if assigned by Executive Director) may sign a cheque for withdrawal of funds (They must be registered with the bank in such case).

f. Income and property of The Organization shall solely be applied towards the promotion of the objectives of The Organization as set forth in the articles herein contained and no part thereof shall be paid, transferred directly by way of dividends, bonus or otherwise by way of profit to members of The Organization

xviii. FINANCIAL AUDITING

a. At least once every year the accounts of The Organization shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

b. The Executive Audit Committee shall bid or inform special qualified auditing firms on the intension to Audit books of accounts of the organisation within six (6) months before the year end.

c. Sixty (60) days shall be awarded for the recruitment process of external auditors and a committee shall select the best two bidders to forward to the board of directors for approval.

d. The board of directors shall then approve the best audit firm to take on the audit process of the organisation.

e. Internal audits shall be a monthly process undersigned by the department of finance and administration.

xix. REPORTING

a. The Organisation shall operate a division of information and Communication under the Department of Community Service to issue information to and from other departments and public.

b. The activity reports shall be available at the department’s achieves and or hardcopy shelves

c. The organisation shall operate online information services as may deem fit.

d. Quarterly reports shall be prepared and submitted to all stakeholders and shall be open to public scrutiny and discussions.

e. Reports shall include accounts, periodic financial reports, activities of different workers and volunteers, periodic achievements and/or failures and any other issues that will be
considered important to The Organization and its membership.

xx. RESEARCH AND DEVELOPMENT
   a. The organisation shall have a division of research and development under the directorate of Medical Services to support the implementation of valid activities that are evidence based.
   b. The division of research and development shall ensure administration safety and development.
   c. The Division of research shall report on misconduct, unprofessionalism, social justice, Gender and general organisation activities impact to heads of departments, board of directors and the Annual General Assembly.
   d. Any individual from the organisation, community or beneficiary can cause the department to investigate a matter of action within twenty five (25) days of reporting such matter to the Director of finance and administration.

xxi. COMMUNITY SERVICES & DEVELOPMENT
   a. The Organisation will focus on activities that enhance the capacity and development of Community.
   b. The Organisation shall operate a department of Community Services to support direct services for development of human and people’s rights on gender.
   c. The department of community Services will operate activities that enhance gender services delivery and non-discrimination

xxii. COMMUNITY GENDER ISSUES
   a. The Organisation shall focus on improving the lives of Women, girls and Children in communities.
   b. The organisation shall operate a department of Gender Services to deal with cases of general gender Issues.
   c. The organisation shall focus on gender development and support.
   d. The department of Gender Services shall work with other service providers in delivering Gender Based services

xxiii. COMMUNITY PARTICIPATION
   a. The Organisation encourages community participation and shall encourage community inclusion in planning and budgeting.
   b. The Organisation shall operate a division of Community Welfare and advocacy Under the department of Community Services. It shall manage all groups that may arise from community to react or support implementation of objectives.

xxiv. DISCIPLINE
   a. Members of The Organization shall be expected to conduct themselves with high level of discipline.
b. The organisation shall operate a Judicial Services Forum under the board of directors and it shall regulate the bodies below

01. The disciplinary committee
02. The appeals committee

c. The responsibilities and functions of these committees shall be stipulated in disciplinary code of the organisation

d. The members of the judicial bodies shall belong to any other bodies or organ of the organisation except for the judge who shall be the legal representative of the Organisation

e. The Organization executive committee shall be free to restrain co-operation or assistance to any member who shall intentionally and persistently refuse to co-operate with The Organization, or who shall be seen to be working for the downfall of The Organization. Such a member shall receive sufficient written warning from the judicial bodies and Executive Committee after which necessary action shall be taken.

xxv. NOTICES

a. A notice or other document may be served by The Organization upon any member of the Organization either personally or by sending it through the post in a pre-paid mail addressed to her/him at her/his address in the register or at such other address, whether in Uganda, East Africa or not as s/he may from time to time furnish to The Organization for the purpose.

b. A notice if served by post shall be deemed to have been served at the time at which it would be delivered in the ordinary course of post, and in proving service of a notice it shall be sufficient to prove that the mail containing it was properly addressed and put into the Post Office as a pre-paid mail.

xxvi. AMENDMENTS

a. In the event that these Articles of Organization do not cover or include direction(s) for some operation or organisation which was not seen during their formulation the Articles of Organization may be revised in an Annual General Meeting attended by not less than 75% of the membership. If urgent action is required with such operation, the Chief Executive Director shall consult board of directors and make final decision, however;

b. The Assembly shall have power to amend this Constitution in the following manner

01. The proposals shall be put in writing to the Executive Secretary by a member of the board of directors and supported by all other members of the board of directors

02. All committees shall receive and circulate the proposal to their respective groups at least 60 days before the seating of the Extra or ordinary General Assembly called with intent to the amending of the Constitution and supported by at least 3 other committees.
To pass the amendment the proposal for amendment must be supported by a third (¾) of the members in attendance of the General Assembly.

**xxvii. ARBITRATION**

a. The organisation shall set up an arbitration Tribunal, which deals with all internal disputes between members Officials and donor agents that do not fall under the jurisdiction of its judicial bodies

b. There shall be an arbitration tribunal of at least 3 people two of whom are agreed upon by the parties to the dispute and the third appointed by the 2 arbitrators agreed upon.

c. Where the parties fail to agree the Chief Executive Director shall appoint an arbitrator. The decision of the arbitrator appointed shall be final.

d. The Judicial Services Forum shall make the rules or procedure for the Arbitration and the Chief Executive Director MUST Approve such rules and procedures.

**xxviii. JURISDICTION**

a. The organisation, its members, volunteers, and officials will not take any organisational administration related matter to Ordinary courts of law. Any dispute shall be submitted to the jurisdiction of Elieza Foundation Initiative Uganda.

b. The Arbitrators appointed under Article 23 shall have jurisdiction on internal disputes, i.e. between parties belonging to the organisation. The judicial services forum shall have jurisdiction on international disputes between parties belonging to different memberships.

**xxix. COURT ARBITRATION**

a. If the organisation or the Nongovernment Organisation Secretariat cannot solve disputes, any members may seek the courts of law in the republic of Uganda for guidance.

**xxx. FINANCIAL PERIOD**

a. The financial period of EFI shall be one year starting from June 1st every year and ends on May 30th of the following year.

b. The Chief Executive Director shall be responsible for drawing up of the annual consolidated accounts of the organisation.

**xxxi. AUTHORIZED SIGNATORY**

a. We the directors whose names, postal addresses and descriptions are hereto attached have been appointed and given full authority to endorse, to activate and are therefore desirous of being formed into an Organization in pursuance of this Memorandum of Understanding and respectively agree to take full responsibility of the activities and purposes of The Organization. As follow up, this memorandum will delete all articles before it and from here to be followed, adhered and adjourned to only in presence and agree of me or my board members.
### NAMES, POSTAL ADDRESSES AND OCCUPATIONS

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Company Name</th>
<th>Postal Address</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Busonga Eliezah Titus</td>
<td>Chief Executive Director</td>
<td>Eliezah Foundation Initiative Uganda Ltd</td>
<td>P. O. Box 29510 Kampala</td>
<td></td>
</tr>
<tr>
<td>Janet Nansamba</td>
<td>Secretary General</td>
<td>Eliezah Foundation Initiative Uganda Ltd</td>
<td>P. O. Box 29510 Kampala</td>
<td></td>
</tr>
</tbody>
</table>

**b. WITNESSED BY:**