

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
UGANDA AIDS ACTION FUND

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THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF UGANDA AIDS ACTION FUND

1. **Name of Company**

The name of the Company is **Uganda Aids Action Fund** called in this document "the Company".

2. **Registered Office**

The registered office of the Company will be in England and Wales.

3. **Objects of the Company**

3.1 The objects of the Company are:-

- (a) To advance and promote public education and research in the field of health and communicable disease.
- (b) To provide for the relief of persons suffering from AIDS anywhere in the world but in particular Uganda and where appropriate to rehabilitate such persons who have undergone medical treatment or otherwise require nursing care and regular specialist medical attention and to relieve poverty, distress and sickness among such persons and their families.
- (c) To promote research into causes, detection, prevention and treatment of AIDS and to disseminate the results of such research for the benefit of the public.
- (d) To provide relief and where appropriate rehabilitation of persons who are suffering or recovering from AIDS and who have undergone medical treatment or who otherwise require nursing care and regular specialist medical attention.

4. What the Company may do

4.1 The Company may do anything lawful that may be necessary in order to promote its Objects, including the use of the following powers:-

- (a) to build up an efficient information service for the community and to provide advice and resources to the community on AIDS;
- (b) to liaise with other interested national and international organisations working and dealing with AIDS and other health hazards in Uganda and elsewhere;
- (c) to establish where necessary local branches (whether autonomous or not);
- (d) to construct alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land which the Company may need for its Objets;
- (e) to employ and pay nay employers, officers, servants and professional or other advisers;
- (f) subject to any consents required by law to raise funds and borrow moneys invite and receive contributions or grants or enter into contracts seek subscriptions or raise monies in any other way;
- (g) subject to any consent required by law to buy, take on lease, sell lease or otherwise dispose of, hire charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity;
- (h) to promote, encourage or undertake study or research and disseminate the results of such;
- (i) to produce, print and publish anything in written, oral, visual or electronic media in furtherance of the objects;
- (j) to provide or procure the provision of services training

consultancy advice support counselling and guidance in furtherance of the objects or any of them;

- (k) to promote and advertise the Company's activities;
- (l) to invest any money that the Company does not immediately need in any investments, securities or properties;
- (m) to undertake any charitable trust or any charitable agency business which may promote the Company's Objects;
- (n) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands and other dependants;
- (o) to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Company or the trade is temporary and ancillary to the carrying out of the objects of the company;
- (p) to establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the objects of the Company through trading and to establish the same either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local authorities and to finance the same if the Members of the Executive Committee see fit by way of loan or share subscription on commercial terms provided that the Company shall seek professional legal advice before financing such companies;
- (q) to establish support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own;
- (r) to purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which the Company is authorised to join, and perform any of their engagements;
- (s) to transfer any of the Company's property, assets, liabilities and

engagements to any of the charities, institutions, societies or associations with which the Company is authorised to join;

- (t) to open and operate banking accounts and other banking facilities;
- (u) to enter into any arrangements with any governments, authorities or any person, company or association necessary to promote any of the Company's Objects;
- (v) to insure any risks arising from the company's activities;
- (w) to insure the Executive Committee against the costs of a successful defence to a criminal prosecution brought against them as Executive Committee members or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Executive Committee members concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- (x) to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commissioners;
- (y) to pay all the expenses and costs of establishing this Company;
- (z) to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:-
 - (i) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services Act 1986;
 - (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;
 - (iii) the Managers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in

particular to report every transaction carried out by the Managers of the Company within 14 days and report regularly on the performance of investments managed by them;

- (iv) the Company shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;
 - (v) the Company shall be bound to review the arrangements for delegation at intervals but so that any failure by the Company to undertake such reviews shall not invalidate the delegation;
 - (vi) the Company shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers;
- (aa) to permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such.

5. Use of income and property

- 5.1 The income and property of the Company shall be applied solely towards the promotion of its objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the charity and no member of the Executive Committee may be appointed to any office of the charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company except as shown below under 'Allowed Payments'.

6. Allowed Payments

6.1 The Company may pay:-

- (a) Reasonable and proper payment to any officer or servant of the Company who is not a member of its Executive Committee for any services to the Company.
- (b) Reasonable and proper remuneration to a member of the Executive Committee for services actually rendered to the Company including the usual professional charges for services provided or business done by any member of the Executive Committee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or her firm instructed by the Company to act in a professional capacity on its behalf, PROVIDED THAT:-
 - (i) the number of members of the Executive Committee so remunerated shall not exceed a minority of the quorum of the members of the Executive Committee;
 - (ii) such member of the Executive Committee shall be absent from all meetings at which the terms and conditions of his or her employment with the Company are discussed;
 - (iii) such member of the Executive Committee shall not vote on any resolution relating to his or her employment;
 - (iv) the other members of the Executive Committee are satisfied that his employment, or that of his or her firm, is both necessary and expedient in the interests of the Company.
- (c) Interest on the money lent by any member of the Company or its Executive Committee. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater.
- (d) Reasonable out-of-pocket expenses to any member of the Executive Committee.
- (e) Reasonable and proper payment to a company of which a member of the Executive Committee holds not more than a

hundredth of the capital.

- (f) Reasonable and proper rent of premises demised or let by any member of the Company or its Executive Committee.
- (g) All reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in this Memorandum.
- (h) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the Company or the Executive Committee shall be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give a benefit to that member.

7. Alterations to this Memorandum

- 7.1 No alterations to this Memorandum may be made which would cause the Company to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, 21 clear days' notice of it must be given, and 75% of those voting must be in favour of it. Such a resolution may be passed on less notice if 95% of the total number of members having the right to vote agree.
- 7.2 Alterations may only be made to the objects of the Company or any clause of this memorandum or articles which directs or restricts the way monies or the property of the Company may be used with the Charity Commission's prior written consent.
- 7.3 The Charity Commission and the Companies Registrar must be informed of alterations and all future copies of the Memorandum issued must contain the alteration.

8. Limited Liability

- 8.1 The liability of the members is limited.

9. **Guarantee by Members of the Company**

9.1 Every member of the Company agrees to contribute to the Company £1 or any smaller amount required if:-

- (a) The Company is wound-up while he or she is a member or within a year afterwards; and
- (b) The Company has debts and liabilities which it cannot meet out of its assets.

10. **Winding-up of the Company**

10.1 If the Company is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Company. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar Objects to those of the Company and must prohibit the distribution of its income and property among its members to an extent at least as great as that required by this Memorandum of Association.

10.2 The institutions will be chosen by the members of the Company at or before the time when the Company is wound-up or dissolved and if that cannot be done then the property shall be given to some other charity or charitable object.

11. **Subscribers**

We, the people whose names, addresses and descriptions are written below, wish to form into a company with this Memorandum of Association.

Signatures, addresses and occupations of Subscribers

Dated this day of 2000

Witness to the above signatures

Name

Address

Occupation

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF UGANDA AIDS ACTION FUND

1. Meaning of Words

1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 and as amended by subsequent Acts
The Company	Uganda Aids Action Fund
The Articles	These Articles of Association
The Executive Committee	The Executive Committee of the Company whose members are the directors of the Company and as such are charity trustees
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form

1.3 Words in the singular form include the plural and vice versa.

1.4 The words "person" or "people" include corporations.

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Company will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6 Headings are not part of the Memorandum or Articles.

2. The Constitution of the Company; Rights of Inspection by Members

2.1 The Company is established for the Objects shown in the Memorandum of Association.

2.2 A copy of the Memorandum and Articles and any rules the Executive Committee make must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Executive Committee.

3. Members

3.1 The number of members of the Company is unlimited.

3.2 The Company must keep at the Office a register of members showing their name, address and date of membership.

3.3 The register is available for inspection.

4. Membership

4.1 Membership is open to the following:-

4.2 Individual Members

(a) The Subscribers

- (b) Anyone aged 18 or over that the Executive Committee decides to admit to membership.

4.3 Corporate Members

Corporate Members are the organisations whom the Executive Committee decides to admit to membership.

- 4.4 When an Organisation becomes a Corporate Member it must give a copy of its constitution (if any) to the Company.

- 4.5 Each Corporate Member has the right to appoint one representative. At any time by giving notice in writing to the Company, the Corporate Member can cancel the appointment of its representative and appoint another instead. The Corporate Member must confirm the name of its representative at the Company's request. The representative has the right to attend and to vote at general meetings of the Company and any vote given shall be valid unless prior to the vote the Company receives written notice ending the representative's authority.

- 4.6 Corporate Members stop being members in the same way as Individual Members stop being members.

4.7 Junior members

Junior membership shall be open to those under the age of 18 who are interested in furthering the work of the Company. Junior members have no voting rights.

4.8 Honorary patrons

Honorary patrons may be appointed at the discretion of the Executive Committee. Honorary patrons have no voting rights.

5. **No transfer of Membership**

- 5.1 None of the rights of any member of the Company may be transferred or transmitted to any other person.

6. **Ending of Membership**

- 6.1 A member stops being a member of the Company if:-
- (a) the member resigns from membership by giving notice in writing to the Company.
 - (b) membership is ended under Article 7.
 - (c) the member's subscription (if any) remains unpaid six months after it is due and the Executive Committee resolves to end that person's membership.
- 6.2 However, the Executive Committee may make a resolution allowing anyone no longer eligible for membership to remain a member on such terms as it thinks fit.

7. Removal from Membership

- 7.1 The Executive Committee may suspend the rights of any member by giving him or her notice in writing of the suspension.
- 7.2 Within 28 days of receiving that notice the member can send or give an appeal in writing to the Company against the suspension. If no appeal is received, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Executive Committee. The member has the right to be heard at the meeting. The meeting must either confirm the suspension, in which case the person is out of membership, or lift the suspension.

8. General Meetings

- 8.1 Each year, the Company must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. The first annual general meeting must be held within 18 months of the incorporation of the Company after which not more than 15 months must pass between one annual general meeting and the next.

9. Extraordinary General Meetings

- 9.1 All general meetings except annual general meetings are called

extraordinary general meetings.

10. Calling of Extraordinary General Meetings

10.1 The Executive Committee may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if three members or 5% of the members of the Company request it.

11. Notice of General Meetings

11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of the Company must be called by giving at least 14 clear days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it

11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed:-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at it; or
- (b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Company members who have voting rights.

12. Ordinary and Special Business at General Meetings

12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the members of the Executive Committee and Auditors, the election of members of the Executive Committee in place of those retiring, the appointment of Auditors, and the fixing of

the payments to the Auditors.

13. Quorum

13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is one third of the membership unless shown differently below.

14. Adjournment if no Quorum

14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to another day, time and place as the Executive Committee may decide.

14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

15. Chairperson

15.1 The Chairperson (if any) of the Executive Committee must preside as Chairperson at every general meeting of the Company. If there is no Chairperson, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the members of the Executive Committee present must elect one of their number to be Chairperson of the meeting.

16. Election of Chairperson by Members

16.1 If at any meeting no member of the Executive Committee is willing to act as Chairperson or if no member of the Executive Committee is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be Chairperson of the meeting.

17. Adjournment of the Meeting

17.1 The Chairperson may, with the consent of any meeting at which a

quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

17.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

18. Voting on Resolutions

18.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the Chairperson or at least two members who are present. Proxy votes are allowed.

19. Declaration of Chairperson is Final

19.1 Unless a poll is demanded, the Chairperson's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

19.2 The demand for a poll may be withdrawn.

20. When a poll is taken

20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken whenever the Chairperson says so. Business which is not the subject of a poll may be dealt with before or during the poll.

20.2 The Chairperson will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

21. Voting and Speaking

21.1 Every member has one vote including the Chairperson. If the votes are level, the Chairperson has a casting vote.

21.2 A member of the Executive Committee shall have the same rights to attend and speak as a member even if he or she is not a member.

22. **Written Agreement to Resolution**

22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in writing;
- (b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend general meetings;
- (c) it may consist of two or more documents in identical form signed by members.

23. **Management by members of the Executive Committee**

23.1 The business of the Company is managed by the Executive Committee. They may pay all the expenses of promoting and registering the Company. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company. But the members of the Executive Committee are at all times governed first by the Act, second by the Memorandum and Articles, and third by any regulations that a general meeting may prescribe.

23.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one which invalidates any prior act of the members of the Executive Committee which would otherwise have been valid.

24. **Powers of the Executive Committee**

24.1 The Executive Committee may subject to such consents as the law

requires use all the powers of the company to:

- (a) borrow money;
- (b) mortgage or charge its property or any part of it;
- (c) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or any charitable third party;
- (d) resolve pursuant to the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy.

25. Payment of Subscriptions

25.1 All members must pay the subscriptions that the Executive Committee may decide from time to time.

26. Cheques and Bills etc

26.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall indicate the name of the Company in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Executive Committee decides from time to time and cheques shall be signed by two Executive Committee members unless the Executive Committee otherwise decides.

27. Indemnity of members of the Executive Committee

27.1 In the management of the affairs of the Company no member of the Executive Committee shall be liable for any loss to the property of the Company arising by reason of improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof

or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

27.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Executive Committee may otherwise be entitled every member of the Executive Committee or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

28. Payment of reasonable expenses to members of the Executive Committee

28.1 The members of the Executive Committee may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company but shall not be paid any other remuneration save as permitted in the memorandum of association.

29. The Keeping of Minutes

29.1 The Executive Committee must have minutes entered in the minute books:-

- (a) of all appointments of officers by the Executive Committee;
- (b) of the names of the members of the Executive Committee present at each of its meetings and of any committee of the members of the Executive Committee;
- (c) of all resolutions and proceedings at all meetings of:
 - (i) The Company;
 - (ii) The Executive Committee;

(iii) Subcommittees of the Executive Committee.

30. The Make-up of the Executive Committee

30.1 The first Executive Committee consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Company is formed or appointed by them. They hold office until the first annual general meeting. After that, the Executive Committee consists of:-

- (a) not less than four no more than eleven persons elected by individual and corporate members no members shall be elected unless they receive 25% of all of the votes of those present and voting at the annual general meeting
- (b) not more than three additional members co-opted at any time by the Executive Committee.

30.2 Not less than one month prior to the annual general meeting, the Company Secretary shall write to members seeking nominations for elected positions. No-one may stand unless a written notice nominating them is received by the Company Secretary at least 10 clear days prior to the AGM. Voting elections shall be by secret ballot at the AGM.

31. Retirement of members of the Executive Committee

31.1 At each annual general meeting one-third of the Executive Committee both elected and co-opted shall retire but all are eligible for re-election. Those longest in office since co-option or election shall retire first. In the case of an equality period of service in default of agreement between the members, those to be retired shall be selected by lot.

32. Change in Make-up and Number of the Executive Committee

32.1 The make-up and number of the Executive Committee may be varied but not reduced below three. Variation can only be by an ordinary resolution approved by a general meeting by a majority vote of the members present at the meeting.

33. Notification of Change of members of the Executive Committee to the Registrar of Companies

33.1 All appointments, retirements or removals of directors must be notified to the Registrar of Companies.

34. Filling vacancies in the membership of the Executive Committee and Co-option

34.1 The Executive Committee can appoint anyone to fill a vacancy in the membership of the Executive Committee. They will hold office until the next annual general meeting. The Executive Committee may also co-opt up to five additional persons onto the Committee at any one time. They will be eligible for re-election and may vote at meetings of the Executive Committee.

35. Ending of Executive Committee Membership

35.1 A member of the Executive Committee must cease to be a member if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes barred from membership of the Executive Committee because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (d) resigns the office by notice in writing to the Company but only if at least two members of the Executive Committee will remain in office when the resignation takes effect; or
- (e) is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or

(f) is removed from office.

36. Removal of a member of the Executive Committee by a General Meeting

36.1 A general meeting of the Company may remove any member of the Executive Committee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and the member may say.

36.2 Removal can take place only by the Company passing an ordinary resolution saying so. At least 28 days' notice must be given to the Company and at least 21 days' notice to the membership. Once the Company receives such notice it must immediately send a copy to the member of the Executive Committee concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting.

37. Removal of a member of the Executive Committee by the Executive Committee

37.1 If a member of the Executive Committee fails to attend three consecutive meetings of the Executive Committee, the Executive Committee may resolve that he or she be removed from the Executive Committee. The member must be given at least 7 days' notice in writing of the resolution.

38. Meetings of the Executive Committee

38.1 The Executive Committee may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

38.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal, the Chairperson has a casting vote.

38.3 A member of the Executive Committee may, and the Secretary if requested by a member of the Executive Committee must, summon a meeting of the members of the Executive Committee.

38.4 Notice of a meeting need not be given to any member of the Executive Committee who is out of the United Kingdom.

39. Officers of the Executive Committee

39.1 The Executive Committee may elect a Chairperson, Secretary, Treasurer and any other officers that it wishes.

39.2 The Chairperson and other named officers of the Company shall hold office until the conclusion of the Annual General Meeting of the Company next after their election but shall be eligible for re-election provided that no officer shall hold a specific office for more than six consecutive years. On the expiration of such period two further years must elapse before any former officer shall be eligible for re-election.

40. Quorum of the Executive Committee

40.1 A general meeting of the Company must fix the quorum necessary for business to be done at a Executive Committee meeting. The quorum must be at least a third of the membership of the Executive Committee subject to a minimum of three.

41. Vacancies on the Executive Committee

41.1 The Executive Committee may act despite any vacancy on the committee. But if the number of members falls below the quorum, it may act only to summon a general meeting of the Company.

42. A Resolution may be Approved by Signature Without a Meeting

42.1 A resolution in writing signed by all the members of the Executive Committee or any sub-committee is as valid as if it had been passed at a properly held meeting of the Executive Committee or sub-committee. The resolution may consist of several documents in the same form signed by one or more members of the Executive Committee or sub-committee.

43. Validity of Acts Done at Meetings

43.1 It may be discovered that there was some defect in the appointment of

a member of the Executive Committee or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Executive Committee is as valid as if there were no defects or disqualification.

44. Delegation of Executive Committee Powers to Sub-Committees

44.1 The Executive Committee may delegate the administration of any of its powers to Committees consisting of two or more of its members. A sub-committee must conform to any regulations that the Executive Committee imposes on it.

44.2 The members of the Executive Committee on the sub-committee may (unless the Executive Committee directs otherwise) co-opt any person or people to serve on the sub-committee.

44.3 All acts and proceedings of the sub-committee must be reported to the Executive Committee as soon as possible.

45. Chairperson of Sub-Committees

45.1 A sub-committee may elect a Chairperson of its meetings if the Executive Committee does not nominate one.

45.2 If at any meeting the sub-committee's Chairperson is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be Chairperson of the meeting.

46. Meetings of Sub-Committees

46.1 A sub-committee may meet and adjourn whenever it chooses.

46.2 Questions at the meeting must be decided by a majority of votes of the members present.

46.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be given to all members of the Executive Committee.

LOCAL BRANCHES

47. The Executive Committee shall have power to establish local branches for the furtherance of the Objects. Each branch so established shall comply with and be subject to the following regulations:-
- 47.1 The branch shall act in pursuance of the Objects and any relevant policies of the Company and shall be subject to such conditions as may from time to time be laid down by the Executive Committee.
- 47.2 The title of the branch shall be subject to the prior approval of the Executive Committee. No branch shall be entitled to use the expression Uganda Aids Action Fund in its title unless at least one member of the branch's governing body is a full member of the Company.
- 47.3 The branch will be deemed to have adopted the model rules for branches as prescribed from time to time by the Executive Committee unless it has with the prior approval of the Executive Committee adopted other rules.
- 47.4 The branch may publish literature solely in the name of the branch for local purposes but such literature shall not contain any statement contrary to the objects of the Company.
- 47.5 Representation of whatever kind to other bodies and/or individuals may only be made by the branch through or with the prior approval of the Executive Committee.
- 47.6 All legacies bequeathed to the Company shall be received by the Treasurer or other appropriate officer of the Company but subject to any special trusts by which such legacies may be affected the Executive Committee shall have the power to direct that any legacy or the income therefrom shall be paid to a particular branch.
- 47.7 The branch may be empowered by the Executive Committee to receive donations and any money received or raised by it may be expended by the branch in its area solely for the furtherance of the said objects. The branch shall make returns to the Company in such form as may from time to time be determined by the Executive Committee.

47.8 Subject to these and any other regulations the branch may generally manage its own affairs and shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Company or that of the Executive Committee or of any individual member of the Executive Committee.

COMPANY SECRETARY

48. Appointment and Removal of the Company Secretary

48.1 The members of the Executive Committee appoint the Company Secretary. They decide his or her period of office, pay (if not a member of the Executive Committee) and conditions of service. They may also remove the Company Secretary.

49. Actions of Directors and Company Secretary

49.1 The Act says that some actions must be taken both by a member of the Executive Committee (a Director) and by the Company Secretary. If one person is both a member of the Executive Committee and the Company Secretary, it is not enough for him or her to do the action first as a Executive Committee member and then as Company Secretary.

50. The Seal

50.1 If the Company shall decide to use a Company Seal the Executive Committee must provide safe custody of the Seal.

50.2 The Seal may only be used as the authority of the Executive Committee or of a sub-committee authorised by the Executive Committee to use it.

50.3 Everything to which the Seal is affixed must be:-

- (a) signed by a member of the Executive Committee; and
- (b) countersigned by the Company Secretary or by a second member of the Executive Committee or by some other person appointed by the Executive Committee for that purpose.

ACCOUNTS

51. Proper Accounts must be Kept

51.1 The Executive Committee must have proper books of account kept in accordance with the law. In particular, the books of account must show:-

- (a) all amounts received and spent by the Company, and for what;
- (b) all sales and purchases by the Company;
- (c) the assets and liabilities of the Company.

51.2 The books of account must give a true and fair view of the state of the Company's affairs and explain its transactions. Otherwise they are not proper books of account.

52. Books must be Kept at the Office

52.1 The books of account must be kept at the Registered Office of the Company or at other places decided by the Executive Committee. The books of account must always be open to inspection by members of the Executive Committee.

53. Inspection of Books

53.1 The Executive Committee must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Executive Committee. A member who is not on the Executive Committee may only have the right to inspect a book of account or document of the Company if the right is given by law or authorised by the Executive Committee or a general meeting.

54. Income and Expenditure Account and Balance Sheets

54.1 The Executive Committee must, for each accounting reference period, put before a general meeting of the Company:-

- (a) any statement of financial activities and income and

expenditure accounts;

- (b) a report by the Executive Committee on the state of the Company as required by the law;
- (c) a balance sheet; and
- (d) such other reports statements or accounts as are from time to time required by law.

54.2 The Executive Committee must file with the Companies Registrar the annual returns that are required.

55. Copies for Members

55.1 Certain documents must be sent to members of the Company at least 21 days before the date of the general meeting. These documents are:-

- (a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Company at the general meeting;
- (b) a copy of any report from Reporting Accountants or Auditors; and
- (c) a copy of the report of the members of the Executive Committee.

55.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Company does not know.

56. Appointment of Reporting Accountants or Auditors

56.1 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or assets from time to time makes this legal requirement.

57. Service of Notices

57.1 The Company may give notice to any member either personally or by delivering it or sending it by ordinary post to his or her registered

address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Company for that purpose. If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post.

58. Accidental Omission of Notice

58.1 Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

59. Who is Entitled to Notice of General Meetings

59.1 Notice of every general meeting must be given to:-

- (a) every Member (except those members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom);
- (b) Reporting Accountants or Auditor of the Company;
- (c) all members of the Executive Committee; and
- (d) all those with rights of nomination to the Executive Committee (if any).

59.2 No-one else is entitled to receive notice of general meetings.

60. Alteration of the Articles

60.1 The Company may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of members of which 21 days notice has been given of the intention to pass a special resolution and at which 75% of those voting must be in favour of. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree.

60.2 No alteration may be made to an article which directs or restricts the way monies or property of the Company may be used without the Charity Commission's prior written approval.

61. Dissolution of the Company

61.1 The Executive Committee or a general meeting may decide at any time to dissolve the Company. The Company shall then call a meeting of all members and those entitled to notice of general meetings.

61.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.

Signatures, addresses and occupations of subscribers

Dated this day of 2000

Witness to the above signatures:

Name

Address

Occupation

