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The Republic of Uganda

THE COMPANIES ACT (NO.1 of 2012)

URSB  
UGANDA REGISTRATION  
SERVICES BUREAU  
19 MAR 2019  
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REGISTRAR

MEMORANDUM AND ARTICLES of ASSOCIATION

STAMPS ACT  
Duty Chargeable  
Paid.....50,000  
Under No.....

OF

SCODEF DEVELOPMENT LTD

(SCODEF)

LIMITED BY GUARANTEE

AND

HAVING NO SHARE CAPITAL

Incorporated this 19<sup>th</sup> day of March 2019 At Kampala.

Drawn by  
Members  
P.O. Box 21727,  
Kampala

**THE COMPANIES ACT, (NO.1 OF 2012)**

**THE MEMORANDUM of ASSOCIATION  
OF  
SCODEF DEVELOPMENT LTD**

**LIMITED BY GUARANTEE ANDHAVING NO SHARE CAPITAL**

The name of the Association shall be **SCODEF DEVELOPMENT LTD.  
(SCODEF)**

- A.** The registered Officer of the association shall be situated in the Republic of Uganda.
- B.** The objects for which the association is established are;
- 1) To promote and encourage the girl child education, create awareness of its significances and fight early girl marriages.
  - 2) To address and resolve grievances and conflicts amongst people and other stake holders, even at the grass root level.
  - 3) To engage with people and carry on nonpolitical and nonsectarian activities based on love and nonviolence with the object of improving the conditions of health in **liaison with health institutions**, set up health clubs, education and training of people about primary health care.
  - 4) To create a crime free society through community sensitization about law and order, crime and punishment, fairness and mutual understanding.
  - 5) To mobilize and guarantee funds for the association to help children within the community who are needy to facilitate their education and vocational training for self-sustainability.

- 6) To support livestock farming with the government in implementation of its programs and policies to realize its goals and objectives.
- 7) To sensitize and disseminate health education about HIV/AIDS and other health risks that may affect people.
- 8) To establish schools or vocational centers/ schemes where **orphans and other vulnerable children** are looked after in the line with Government and other charitable organizations dealing with the same objectives.
- 9) To support livestock farming belonging to OVCs among the families with OVCs in order to create opportunity for income this shall facilitate their needs and educational scholastics in line with the government in implementation of its Programs and policies to realize its goals and objectives.
- 10) To promote practices and work plans that solves the problem of lack sanitary facilities.
- 11) To contribute on solving the problem of unemployment by setting up income training workshops that inspires people to create opportunity for employment.
- 12) To put promote human dignity by putting measures that solve the problem of lack of clothes which greatly undermine peoples' dignity by encouraging people and children to care for their families and set up projects on the intended need and for the same purpose and provide clothes where necessary.
- 13) To cater for feminine necessities like sanitary pads to girl child especially in schools as a tool to fight early school drop
- 14) To promote education by setting up schemes for catering education programs and scholastic materials for school children.

- 15) To fight hunger among communities by promoting agriculture for both export production and subsistence.
- 16) To encourage refuse management at household level or every individual to develop a habit of recycle waste by making it in a way that people should support the initiative of recycling and choose to buy such products which can be done so.
- 17) To sensitize people about dispose of the hazardous waste products such as lid element without following the guidelines attached which has contaminated the Environment.
- 18) A forestation, To greatly encourage, sensitize, support and focus on a forestation to restore the Environmental balances in all forms and put other strategic measures of planting trees.
- 19) To support laws that fight Environment pollution and degradation from any state or any Government whether National or of foreign and to promote international laws that Govern Environment and to advocate for the restoration of Natural forests.
- 20) To allocate and detect places when National vegetation could have been and put Measures for Restoration in all ways possible for the attainment of these objectives.
- 21) To make people be aware of the impacts of Global warming on economic, social and other aspects of life and nature by educating people to live a sustainable life.
- 22) To make people concerned about small and big problems that affect Ecosystems and those that are drastically changing the landscape that they already know. And, to address the problem of Pollution which affect people and Environment.
- 23) To address the problem of pollution and the Pollutants e.g. water pollution, air pollution and land degradation.

- 24) To contribute on reduction of global warming that led to rising in temperature of oceans and earth surface causing melting of polar ice caps rise in sea levels and floods.
- 25) To contribute on reduction of Green House Gases which is responsible for Global warming and Climate change through making efforts to shift to renewable sources of energy like solar, Wind, Biogas and Geothermal Energy from Fossil fuel.
- 26) To address the problems of nuclear waste disposal of Garbage and dumping them into oceans by developed countries notoriously and less developed countries as well as educating people about nuclear wastes that has tremendous health hazard associated with it.
- 27) To discourage the burning of harmful fossil that release harmful gases by industries.
- 28) To discourage deforestation and work to preserve the natural forests in different parts of the globe by working together with Government authorities dealing in the same objectives.
- 29) To do all what is possible and sensitize people to feel concerned about the Environment and put in practice whatever can be done to help in the keeping the Environment in respect the National and international laws.
- 30) To build and promote the formation of community based organization for people and women groups as well as child focused organizations to promote development projects and Health.
- 31) To unite and work together for the development of our area and the County as well through poverty eradication, rapid industrialization and promoting sustainable economic growth and social welfare.

- 32) To promote agro-processing and the development of rural small scale industries in the line with Government policy on industrial development.
- 33) To avail credit fund and facilities education for poor People who register with **Support for Community Development Foundation** Ltd project from rural.
- 34) To receive **grants**, organize **fundraisings** and **solicit** funds from within and outside this country in all ways permitted by the laws of our country or any states whether of foreign or of domicile so as to facilitate the generation of income and avail resources to fulfill the objectives of this organization.
- 35) To start agro processing schemes intended to encourage the people be involved in modern agriculture and to provide market to farmers for their agriculture outputs in Uganda.
- 36) To sensitize the people about Livestock farming in their rural localities in line with intention of increasing dairy products for export.
- 37) To establish and promote regular contracts among the members for furthering all or any objectives of the association and to discuss and find solutions to common problems facing the members in connection with their engagement and Generally to carry on activities which the association may consider incidental to its aims or beneficial to the Members.
- 38) To be sole representative Members and Mouth piece in day to day dealings with the Government or other Organizations and generally to guard and protect the interests of members jointly as an organized group and individuals.
- 39) To promote the spirit of mutual Cooperation among the Members and the international Community through exchange of ideas experience, talent and available opportunities for the benefit of the Members and the association.

- 40) To keep and maintain a fund for the Members whereby financial relief can be available to them during times of financial hardships or any unforeseen mishaps.
- 41) To save, lend and advance money, to the Members and touch persons on such terms as may seem expedient and in particular to customers and others having dealing with the association and to give guarantees or become security for any such person or Members.
- 42) To mobilize, organize unite and promote Cooperation among the Members of the association by borrowing or raising Money among the Members in such manner as the Association shall think fit and to ensure that repayment of any money borrowed, raised by and among the Association Members.
- 43) To Coordinate and work hand in hand with all the association members in raising money, funds or deposits or loans and pay on demand all the money due to the Members of the Association.
- 44) To work together among the members of the association to invest any money of the association not immediately required for the purpose of the business of the association in such investments and such Manner as may be required by the association.
- 45) To protect the interest of the Members generally without losing the goals of the Association and to do such other things as are connected with above objectives or conducting to the attainment thereof or lively in any respect be advantageous to the association.
- 46) To Endeavour as far as possible to preserve the association and to have better and excellent standards of living among Members.

- 47) To establish and strengthen partnerships and networks with institutions whose agenda are in line with the association of good life in Communities.
- 48) To establish a Savings scheme where members who wish to be part of it shall be saving a certain amount of money as shall be determined by Members in General meeting and at the end of every Month to draw and one lucky Members shall part with the entire Monthly savings until all Members in the savings pool benefit from the same arrangement.
- 49) To take steps by personal, verbal, written from time to time be deemed expedient for the purpose of producing contribution to the funds of the Organization in the shape of the donations, annual subscriptions and otherwise.
- 50) To procure the organization to be registered and recognized in any other states and by any foreign Country or place.
- 51) To spend as required and accordingly account for the expenditures which are relevant to the organization objectives.
- 52) To develop professional and Leadership Skills and to develop knowledge and understanding of the needs, problems and opportunities in the Community worldwide.
- 53) To promote international understanding and good will towards all the people in the World and to **partner** with other organizations from within and outside the country with the similar objectives.
- 54) To promote and take on projects that respond to the Social, Physical, vocational and educational needs of the members.
- 55) To create a better future for young people and work towards a Society where they are empowered to develop their

potential and Creativity as dynamic and responsible members of their respective societies.

- 56) To promote/coordinate continuous learning needs through training and experience sharing of Members about good life Community Management practices.
- 57) To promote Public awareness regarding the importance of the tailoring industry in the National Poverty alleviation Program and economic Development.
- 58) To stand-in good working relationship with institutions/agencies operating with Support for community development Foundation in Development Programs.
- 59) To act as a lobby group initiating amendments in existing Laws and regulations in order to restore the Environment in Uganda.
- 60) To act as link between the Public and other professional bodies both nationally and internationally especially with regard to well-being of people.
- 61) To arbitrate between members and all stakeholders on the genuine Matters relating to development establishment and maintenance.
- 62) Promotion of the understanding of interface between international public policy and National policies and its relevance to sustainable Development.
- 63) Promotion of national, regional and international policies that support sustainable utilization of resources in dependent communities.
- 64) Promotion of transparency and Accountability in formulation and implementation of national policies, policy process and programs.

- 65) Responding to modern opportunities and challenges approach towards realization of sustainable development based upon Community felt needs.
- 66) To promote establishment of institutions for training in exploitation and safe use of resources.
- 67) To conduct development related to research, publish, disseminate and participate in related local and international meetings and conferences.
- 68) To help assist, protect, advise and generally care for the Ugandan people between ages 18 – 35 years such that they grow up into a productive Group.
- 69) To foster and promote the standards of people in Uganda through Education and material provision for essentials of life.
- 70) To rejuvenate our traditional values of care for people and other people and to endeavor to place the people in line with modern society ideology of integrating them into the society's socialization process.
- 71) To operate establish engage in and carry out such activities projects schemes and programs for the advancement and furtherance of people and aid them in all ways possible.
- 72) To receive and administer gifts, offerings, grants and other contributions for the work of helping people and by rehabilitation, development and doing other ancillary activities.
- 73) To encourage people and homes of destitute children to set up projects like carpentry, agricultural and livestock farming geared to assisting People.
- 74) To initiate and sustain activities to accomplish those purposes which are particularly designed to bear love for the people by means of religious activities without discrimination, social work and rehabilitation.

- 75) To encourage adoption and fostering of people and promoting family life as a nucleus for stability in the world.
- 76) To encourage and provide the means to improve the upbringing of people and minimize incidences of juvenile delinquency.
- 77) To help destitute people by enlightening them about their roles and equipping them with skills for economic empowerment.
- 78) To initiate, support, supply, administer, promote, assist and finance institutions and development of people.
- 79) To sensitize Uganda parents to look after themselves and their people efficiently and provide support concerted therewith where possible.
- 80) To influence the public attitude concerning the philosophy of love, care and protection of all people and environment in the world.
- 81) To purchase, take lease or otherwise acquire lands, and properties for these objectives.
- 82) To establish such centers of operation as the organization may deem necessary for its purposes and objectives.
- 83) To strengthen and encourage national and international groups with the same aims of caring for people to carry out their programs.
- 84) To encourage voluntary and charitable organizations both local and international to engage in activities those are carried out to achieve the aims of the declaration of rights of the people of United Nations. (UN)

- 85) To voluntarily assist in the planning, implementation and evaluation of projects identified as necessary by the organization at the local, regional and, or international levels.

To do all things legally necessary, expedient and/or appropriate for the accomplishment of any of the objectives and/or purposes herein set forth.

The income and property of the Association when so ever derived, shall be applied solely towards the promotion of the objects of the association as set forth in this Memorandum; and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, or otherwise howsoever by way of profit, to the members of the association provided that nothing herein shall prevent payment of interest at a rate not exceeding twenty percent per annum on money lent, or reasonable and proper rent for premises demised or let by any Member to the Association so that no Member of the Board of Directors of governing body of the Association shall be appointed to any salaried office of the association or any office of the association paid fees, and that no remuneration or other benefit in Money or money's worth shall be given by the association to any member of such board of governing body except repayment out of pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Association.

### **The Liability of the Members is limited by Guarantee.**

Every Member of the association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he/she is a member, or within 1 (one) year afterwards, for payment of the debts and liabilities of the association contracted before the time at which he/she ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributions amongst themselves, such amount as may be required not less than shs. **20,000=** (twenty thousand shillings) and not exceeding shs**100,000=** (one hundred thousand shillings only)

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association but shall be given or transferred to some other institution or institutions, having objectives similar to the objectives of this association 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 Association at or before the time of dissolution it there of by such judge of the high Court of justice as may have or acquired jurisdiction in the matter, and is so far as affect cannot be given to the aforesaid provisions then to some charitable objectives.



True accounts shall be kept of the sums of money received and expended by the association, and the Matter in respect of which such receipt and expenditure takes place, and the property, credits, and liabilities of the association, and objective of any reasonable restrictions as to the time and Manner of the inspecting the same that may be imposed in accordance with the regulations of the association for the time being, shall open to the inspection of members, once at least in every year. The account of the association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors. To have and exercise all powers necessary or convenient to affect any or all the purposes for which the Association is established and organized.

AND it is hereby declared that the objects of the Association as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objectives of the Association and shall not be in any way, by reference to any other paragraph or the order in which the same occur or the name of the Association

If upon winding up or dissolution of the Association, there remains after satisfaction of all assets, debts and liabilities, any property whatsoever, the same shall be distributed to the members of the association equally.

**Subscribers**

We the several Members, whose names and address are hereby subscribed, are of this day, formed into **Support For Community Development Foundation Ltd**, by this **Memorandum** of Association and do solemnly commit ourselves to the objects of this association/organization and spirit of working together under this document as the constitution of Support For Community Development Foundation Ltd and hereby giving in our signatures set opposite our respective names here under.

Names, Description and Postal Address	Signature of subscribers
Jennifer Abaho Muheesi P.O. Box 21727 Kampala Social worker	
Mathew Buzarwa P.O. Box 21727 Kampala Business Executive	
Nondi Wilson P.O. Box 21727 Kampala Business Executive	nondi

Dated this 15<sup>th</sup> day of 03 2019 At Kampala.

NAME IN FULL  
OCCUPATION  
POSTAL ADDRESS  
SIGNATURE And the Seal

WITNESSED BY:  
I. WILKIRIZE Arthur  
Business Executive  
698 mbarara



**The Republic of Uganda**  
**THE COMPANIES ACT ( No. 1 OF 2012 )**

**ARTICLES of ASSOCIATION  
OF  
SCODEF DEVELOPMENT LTD  
(SCODEF)  
LIMITED BY GUARANTEE  
And  
HAVING NO SHARE CAPITAL**

**Article 1: Interpretation**

In these Articles the following words and phrases shall have the meanings ascribed to them respectively viz:-

**“The Act”** The Companies Act (No. 1 of 2012) including any statutory modification or re-enactment of it, for the time being in force.

**“SCODEF DEVELOPMENT LTD”** means the organisation or Company.

**“Seal”** means the common seal of the company.

**“Secretary”** means any person appointed to perform the duties of the secretary of the company.

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

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

**Members.**

3. The number of members with which the company proposes to be registered is five hundred, but the directors may from time to time register an increase of members.

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

### **General meetings.**

5. (i) The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.

(ii) Not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

(iii) So long as the company holds its first annual general meeting within eighteen months after its incorporation, it need not hold it in the year after its incorporation or in the following year.

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

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. (i) The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitioner, as provided by section 141 of the Act.

(ii) If at any time there are not within Uganda sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

### **Notice of general meetings.**

8. (i) An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing.

(ii) The notice shall be exclusive of the day on which it is served or taken to be served and of the day for which it is given, and shall specify the place, the date and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in the manner mentioned in this article or in any other manner, if any, prescribed by the company in general meeting, to such persons as are, under the articles of the company, entitled to receive such notices from the company.

(iii) A meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be taken to have been duly called if it is agreed—

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at the meeting; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Proceedings at general meeting.**

9. All business that is transacted at an extraordinary general meeting, and also at an annual general meeting, with the exception of declaring dividends, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors shall be taken to be special.

10. (i) Business shall not be transacted at a general meeting unless a quorum of members is constituted at the time when the meeting proceeds to business.

(ii) Except otherwise provided in these articles, three members present in person shall be a quorum.

11. (i) Where within half an hour from the time appointed for the meeting a quorum is not constituted, the meeting, if convened upon the requisition of members, shall be dissolved.

(ii) In any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.

(iii) Where at the adjourned meeting a quorum is not constituted within half an hour from the time appointed for the meeting the members present shall constitute a quorum.

12. (i) The chairperson of the board of directors shall preside at every general meeting of the company.

(ii) If there is no chairperson, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairperson of the meeting.

13. Where at any meeting no director is willing to act as chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be chairperson of the meeting.

14. (i) The chairperson may, with the consent of any meeting at which a quorum is constituted and shall if directed by the meeting, adjourn the meeting from time to time and from place to place, but business shall not be transacted at any adjourned meeting other than the business left un-finished at the meeting from which the adjournment took place.

(ii) When 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.

(iii) Except as provided for in this article, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except otherwise is provided in this article.

15. (i) At a general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands—

- (a) By the chairperson; or
  - (b) By at least three members present in person or by proxy; or
  - (c) By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (ii) Unless a poll is demanded as referred to in subsection (1) a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **The demand for a poll may be withdrawn.**

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether by a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.

18. (1) A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately.

(ii) A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. Subject to the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings or being corporations by their duly authorised representatives shall be as valid and effective as if it had been passed at a general meeting of the company duly convened and held.

### **Votes of members.**

20. Every member has one vote.

21. A member of unsound mind in respect of whose estate a manager has been appointed under the law relating to the administration of estates of persons of unsound mind, may vote, whether by a show of hands or on a poll, by his or her manager, and the manager may, on a poll, vote by proxy.

22. A member is not entitled to vote at a general meeting unless all moneys immediately payable by him or her to the company have been paid.

23. On a poll votes may be given either personally or by proxy.

24. (i) The instrument appointing a proxy shall be in writing signed by the appointer or of his or her attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or signed by an officer or attorney duly authorised.

(ii) A proxy need not be a member of the company.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within Uganda as is specified for that purpose in the notice convening the meeting, not being less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not being less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances admit—

I/We ....., of ....., being a member/members of the above-named company, appoint ....., of ..... or failing him as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the company to be held on the

..... Day of ..... 20..... and at any adjournment of the meeting.

Signed this ..... day of ..... 20.....

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near to it as circumstances admit—

I/We ....., of ....., being a member/members of the above-named company, appoint

....., of ..... or failing him, ....., of

.....as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the

Company to be held on the ..... Day of ....., 20....., and at any adjournment of the meeting.

Signed 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/she thinks fit.

\*Strike out whichever is not desired.”

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

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or previous insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of the death, insanity or revocation has been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **Corporations acting by representatives at meetings.**

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

## **DIRECTORS.**

31. The number of the Directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

32. (i) The remuneration of the directors shall be determined by the company in a general meeting.

(ii) The remuneration of the directors shall be taken to accrue from day to day.

(iii) The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

## **BORROWING POWERS.**

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

## **POWERS AND DUTIES OF DIRECTORS.**

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

(ii) Regulations made by the company in a general meeting shall not invalidate any prior act of the directors which would have been valid if regulations had not been made.

35. (1) The directors may from time to time and at any time by power of attorney, appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to

be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the directors under these articles and for such period and subject to such conditions as they may think fit.

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

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

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

(a) Of all appointments of officers made by the directors;

(b) Of the names of the directors present at each meeting of the directors and of any committee of the directors;

(c) Of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors,

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

#### **DISQUALIFICATION OF DIRECTORS.**

38. The office of director shall be vacated where the director—

(a) Without the consent of the company in a general meeting holds any other office of profit under the company;

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

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

(d) Becomes of unsound mind;

(e) Resigns his or her office by notice in writing to the company;

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

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

(ii) A director shall not vote in respect of any contract in which he is interested or any matter arising out of it, and if he or she does so vote his or her vote shall not be counted.

### **ROTATION OF DIRECTORS.**

39. At the first annual general meeting of the company all the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

40. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall unless they otherwise agree among themselves be determined by lot.

41. A retiring director shall be eligible for re-election.

42. The company may at the meeting at which a director retires in the manner described in articles 39 and 40, fill the vacated office by electing a person to that office, and in default the retiring director shall, if offering himself or herself for re-election, be taken to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that director has been put to the meeting and lost.

43. A person other than a director retiring at the meeting shall not unless recommended by the directors be eligible for election to the office of director at any general meeting unless, not less than three or not more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the company a notice in writing, signed by a member duly qualified to attend and vote at the meeting for which that notice is given, of his or her intention to propose that person for election, and also notice in writing signed by that person of his or her willingness to be elected.

44. The company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

45. (i) The directors may at any time, appoint a person to be a director, either to fill a temporary vacancy or as an addition to the existing directors, but so that the total number of directors shall not any time exceed the number fixed in accordance with these articles.

(ii) A director appointed under sub article (1) shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at that meeting.

46. (i) The company may by ordinary resolution, of which special notice has been given in accordance with section 149 of the Act, remove any director before the expiration of his or her period of office notwithstanding anything in these articles or in any agreement between the company and that director.

(2) A removal under sub article (i) shall be without prejudice to any claim that director may have for damages for breach of any contract of service between him or her and the company.

47. (i) The company may by ordinary resolution, appoint another person in place of a director removed from office under article 46.

(ii) Without prejudice to the powers of the directors under article 45, the company in a general meeting may appoint a person to be a director either to fill a casual vacancy or as an additional director.

(iii) The person appointed to fill the vacancy shall be subject to retirement at the same time as if he or she had become a director on the day on which the director in whose place he or she is appointed was last elected a director.

#### **Proceedings of directors.**

48. (i) The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit.

(ii) Questions arising at a meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.

(iii) A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

(iv) It is not necessary to give notice of a meeting of directors to any director for the time being absent from Uganda.

49. The quorum necessary for the transaction of the business of the directors may be fixed by the directors if not fixed the quorum is two.

50. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or under to the articles of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to the number, or of summoning a general meeting of the company, but for no other purpose.

51. The directors may elect a chairperson of their meetings and determine the period for which he or she is to hold office; but, if no chairperson is elected, or if at a meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairperson of the meeting.

52. (i) The directors may delegate any of their powers to committee consisting of such a member or members of their body as they think fit.

(ii) A committee formed under sub article (1) shall in the exercise of the powers delegated conform to any regulations that may be imposed on it by the directors.

53. (i) A committee may elect a chairperson of its meetings.

(ii) If no chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.

54. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at a meeting shall be determined by majority of votes of the members present, and where there is an equality of votes the chairperson shall have a second or casting vote.

55. All acts done by a meeting of the directors or of a committee of directors, or by a person acting as a director, are notwithstanding that it is afterwards discovered that there was some defect in the appointment of that director or person acting as director, or that they or any of them were disqualified, are as valid as if every such person had been duly appointed and was qualified to be a director.

56. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, is valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

### **Secretary.**

57. (i) The secretary shall be appointed by the directors on such terms and conditions determined by the directors.

(ii) A secretary appointed under sub article (1) may be removed by the directors.

58. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of the secretary.

### **The seal.**

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

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

(iii) Every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

### **Accounts.**

60. (i) The directors shall cause proper books of accounts to be kept with respect to— (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;  
(b) All sales and purchases of goods by the company; and  
(d) The assets and liabilities of the company.  
(ii) Proper books shall not be taken to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

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

62. (i) The directors shall determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to inspection by members who are not directors.  
(ii) A member who is not a director does not have a right to inspect any account or book or document of the company except where conferred by law or authorised by the directors or by the company in general meeting.

63. The directors shall from time to time in accordance with sections 154, 156, and 164 of the Act, cause to be prepared and to be laid before the company in a general meeting profit and loss accounts, balance sheets, group accounts, if any, and reports as referred to in those sections.

64. (i) A copy of every balance sheet including every document required by law to be annexed to it which is to be laid before the company in a general meeting, together with a copy of the auditor's report, shall, not less than twenty-one days before the date of the meeting be sent to every member, and every holder of debentures of, the company.  
(ii) This article does not require a copy of the documents referred to in sub article (1) to be sent to any person of whose address the

company is not aware or to more than one of the joint holders of any debentures.

**Audit.**

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

**Notice.**

66. (i) A notice may be given by the company to any member either personally or by sending it to the member or to the members registered address, or if he or she has no registered address within Uganda to the address, if any, within Uganda supplied by him or her to the company for the giving of notice to him or her.

(ii) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing it is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

67. (i) Notice of every general meeting shall be given in any manner authorised in article 66 to—

(a) every member except those members who have no registered address within Uganda and who have not supplied to the company any address within Uganda for the giving of notices to them;

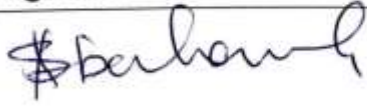

(b) Every person who is a personal representative or a trustee in bankruptcy of a member where the member but for his or her death or bankruptcy would be entitled to receive notice of the Meeting; and

(c) The auditor for the time being of the company.

(ii) A person not mentioned in sub article (1) is not entitled to receive notices of general meetings.

**Subscribers**

We the several Members, whose names and address are hereby subscribed, are of this day, formed into **Support for community development Foundation Ltd**, by these **Article of Association** and do solemnly commit ourselves to the objects of this association/ organization and spirit of working together under this document as the constitution of Support for community development Foundation Ltd and hereby putting in our signatures set opposite our respective names here under.

Names, Description and Postal Address	Signature of subscribers
Jennifer Abaho Muheesi P.O. Box 21727 Kampala Social worker	
Mathew Buzarwa P.O. Box 21727 Kampala Business Executive	
Nondi Wilson P.O. Box 21727 Kampala Business Executive	nondi

Dated this 15<sup>th</sup> day of 03 2019..... At Kampala

**WITNESSED BY:**

NAME IN FULL

OCCUPATION

POSTAL ADDRESS

SIGNATURE and the Seal .....

Turkirize Arther

Business executive

698 mbarara



SIGNATURE and the Seal .....

**CERTIFIED TRUE COPY**

Certificate issued on: 11-01-2019 15:04 , No: BRS-INCC-1-19/89001



Registration No: **80020001695644**



THE REPUBLIC OF UGANDA  
THE COMPANIES ACT

# Certificate of Incorporation

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

**URSB**  
UGANDA REGISTRATION SERVICES BUREAU

**19 MAR 2019**

*Tumwine*  
Tumwine  
**REGISTRAR**

I CERTIFY that SCODEF DEVELOPMENT LIMITED ( Limited by Guarantee ) has this day been incorporated with Limited Liability.

Dated at Kampala, this 19th day of March the year 2019.



Signature: **TUMWINE CLARA**

*Registrar of Companies*