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16/11/17




THE REPUBLIC OF UGANDA

THE COMPANIES ACT No 1 of 2012

A PRIVATE COMPANY LIMITED BY GUARANTEE

REGISTRAR OF COMPANIES WITHOUT SHARE CAPITAL
KAMPALA

CERTIFIED TRUE COPY


TIMWINE ANITA MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

LIVE IN GREEN LIVE IN WEALTH YOUTH INITIATIVE LIMITED

Incorporated this.....day of.....2017

DRAWN BY:
THE DIRECTOR
P.O.BOX
KAMPALA,
UGANDA.

THE REPUBLIC OF UGANDA
THE COMPANY ACT NO.1 (2012)
COMPANY LIMITED BY GUARANTEE
WITHOUT SHARE CAPITAL
MEMORANDUM

OF

LIVE IN GREEN LIVE IN WEALTH YOUTH INITIATIVE LIMITED

1. The name of the Company shall be: **LIVE IN GREEN LIVE IN WEALTH YOUTH INITIATIVE LIMITED**
2. The registered office of the company shall be based in the Republic of Uganda
3. The objectives for which the company is established are:-
 - 3.0 Eradication of poverty, food insecurity and fostering high quality life for the people while safeguarding long-term environmental sustainability
 - 3.1 To initiate and promote youth livelihood projects
 - 3.2 To provide technical support to enable the youth establish income generating activities
 - 3.3 To provide the youth with entrepreneurship and life skills as an integral part of their livelihood
 - 3.4 To provide youth with relevant knowledge and information for attitudinal change (positive mind set change).
 - 3.5 To promote awareness among the people of the value and importance of planting trees (including fruit tree and tree lots) for different purposes; how to raise and tend tree seedlings and ways of integrating trees into modern farming systems
 - 3.6 To enhance capacity of farmers to apply appropriate technologies and sustainable farming practices (including: composting, soil and water conservation, integrated pest management, environmentally sustainable application of agrochemicals, etc.)
 - 3.7 To engage the women and youth especially the school dropouts to acquire practical skills in Entrepreneurship and environmental management
 - 3.8 To reduce economic risks, caused due to the natural hazards

- 3.9 To build capacities of the targeted communities in identification, production, financing and marketing of potential agricultural and non-agricultural products, including micro-enterprises
- 3.10 To promote community-based organizations, undertaking collective production and marketing techniques for long-term sustainability.
- 3.11 To create an enabling environment for young people to get empowered by providing the tools necessary for their development
- 3.12 To engage youth to take a leadership role in organizing community based activities that promote positive lifestyles and care for environment
- 3.13 Reduce unemployment rates among youth/ people, and improve their career prospects
- 3.14 To assist people to acquire the necessary tools and equipment (e.g. spray pumps, watering cans etc.) and establish proper farm infrastructure, including post-harvest and storage facilities and transportation means.
- 3.15 To mobilize and assist people to organize themselves into Farmers' groups and a Community Association to manage and sustain the activities initiated under the projects and take advantage of the economies of scale in purchase of farm inputs; processing, transportation and marketing of agricultural produce; increase their market share and facilitate better access to credit and other financial services.
- 3.16 To promote afforestation and reforestation programs in the country
- 3.17 To offer extension services to beneficiaries
- 3.18 To encourage forestry sustainable development
- 3.19 To provide high viable tree and agricultural seeds to local and potential farmers
- 3.20 To conserve and protect nature and biodiversity
- 3.21 To obtain loans from banks, financial institutions and financial assistance from donors and NGOs- make the same available to members in form of revolving fund for development activities.
- 3.22 To co-operate with other Organizations for the purpose of development of Live in Green Live in Wealth Youth Initiative, Sharing and exchange of information with other Companies, NGOs and International Humanitarian agencies on issues of Environment and youth livelihood development.



4. The income and property of the Entity shall be applied solely towards the promotion of the objects of the Entity as set forth in this Memorandum of Association and no portion there shall be paid or transferred directly by way of dividend, bonus or otherwise however howsoever, by way of profit to members of the Entity.

5. The liability of the members is limited by guarantee

Every member of the Entity undertakes to contribute to the assets of the Entity in the event of the same being wound up while he/she is a member or within one year in the after he/she ceases to be a member, for payment of the debts and liabilities of the Entity contracted before he/she ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contribution among themselves such amount not exceeding 50,000/= (fifty thousand Uganda shillings).

6. If upon winding up or dissolution of the Entity there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other Entity Or Association having objects similar to the objects of the Entity and which shall prohibit the distribution of its or their income and property among its members.

We, the several persons whose names, addresses and descriptions are hereunto subscribed are desirous of being formed into an Entity in pursuance of this Memorandum of Association.

S/n	NAME, POSTAL ADDRESS OF SUBSCRIBERS	SIGNATURE OF SUBSCRIBERS
1	MR. SOLOMON BHAGHABHONERANO P.O.BOX 24230 KAMPALA	
2	MR. MUBEEKE AMUZA C/O P.O.BOX 7062 KAMPALA	

DATED AT KAMPALA, THIS Day of2017

WITNESS TO THE ABOVE SIGNATURES:

Signature:

Name in Full:

Occupation:

Postal Address:



THE REPUBLIC OF UGANDA
COMPANY LIMITED BY GUARANTEE
WITHOUT SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF

LIVE IN GREEN LIVE IN WEALTH YOUTH INITIATIVE

Article I:

1. APPLICATION OF TABLE "C"

The regulations in Table "C" in the First Schedule to the Companies Act Cap. 110 shall apply to the Entity in so far as the same are not varied by or reproduced in these articles.

Article II:

2. INTERPRETATION

In these articles if not inconsistent with the subject or objects the words standing in the first column of the following Table shall bear the meanings set opposite them respectively in the second column thereof.

WORDS:

MEANINGS:

The Act

The Companies Act Cap. No. 1/ 2012

The Entity

Live in Green Live in Wealth Youth Initiative
(LGLWYI)

These Articles

These Articles of Association as originally framed or as
from time to time altered by special resolution

The office

~~The~~ registered office of the Entity

The Seal

The Common Seal of the Entity

Save as aforesaid any words or expressions defined in the statutes shall bear the same meaning in the articles. The words importing the singular shall include the plural, words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

ARTICLE III:

3.0 HEADQUARTERS OF THE ENTITY

The Entity shall establish and maintain a permanent address in Uganda, Kampala which shall be the headquarters of the Entity.

3.1 STATION OF OPERATION

The Organization shall mainly operate within Uganda but shall operate in other countries as/ and when the need arises.

ARTICLE IV:

4.0 MEMBERSHIP

Membership of the Organization shall be of four categories:

(a) FULL MEMBERSHIP.

Shall be open to all sympathizers of the Organization and such other individuals who shall be interested in alleviating social and environmental problems of the globe

(b) AFFLIATE MEMBERSHIP

Shall be open to all properly registered Organization and voluntary social/ environmental agencies engaged in alleviating social and environmental problems in Uganda and the world

(c) ASSOCIATE MEMBERSHIP

Shall be open to all individuals, Associations, Organizations and voluntary social/ environmental agencies in or outside the country

(d) HONORARY MEMBERSHIP.

Shall be composed of founder members of the Organization, and restricted to individuals with outstanding contributions to the Organization, such persons shall be nominated by the executive committee and ratified by the board of Trustees.

4.1. RIGHTS AND OBLIGATIONS.

(a) Full Members shall:-

- i. Participate fully in the proceedings and activities of the Organization.
- ii. Elect or be elected to any organ of the Organization.
- iii. Make use of the facilities of the Organization as shall be prescribed from time to time by the executive committee.
- iv. Express their opinions in any proper manner.
- v. Meet their financial obligations as shall be determined from time to time by the board of Trustees.
- vi. Be elected or nominated as representative in any of the Organization's understandings.
- vii. Be registered in the register of the Organization.
- viii. Demand that those elected in position of responsibility, report back to the community and give good reasons for all their actions, decisions and activities.
- ix. Be tolerant and accept other people's divergent views.
- x. Vote out corrupt people before the end of their term of office.

(b) ASSOCIATE MEMBERSHIP.

Associate members shall: -

- i. Participate fully in the proceeding and activities of the Organization, and shall have voting rights.
- ii. Express their opinions in any appropriate manner.
- iii. Meet their financial obligations to the Organization as shall be determined from time to time by the Board of Trustees.
- iv. Abide by the letter and spirit of this constitution.

4.3 WITHDRAWAL OF MEMBERSHIP.

(a) The organization may by a resolution of the Board of Trustees require a member to temporally or permanently withdraw from membership, if the conduct of such a member damages the dignity and reputation of the Organization, and deemed averse to the smooth running of the Organization.

(b) A member who fails to meet his/her/ its financial obligation one-year after it is due shall have his membership terminated and his/her/ its name struck of the register of the members of the

Organization. The executive committee shall have powers to reinstate such a one on payment of the outstanding dues.

(c) A member may resign after giving a one month written notice to the chairman of the executive committee.

(d) Save as otherwise stated in this constitution, all members whose membership is terminated shall have the right to appeal in the Board of Trustees meeting through the standing committee on discipline and arbitration.

ARTICLE V:

5.0 ORGANIZATION STRUCTURE OF LIVE IN GREEN LIVE IN WEALTH YOUTH INITIATIVE (LGLWYI)

The organs of Live in Green Live in Wealth Organization shall be as follows:

- 1- The Executive Committee.
- 2- The Board of Trustees.
- 3- Disciplinary and Arbitration Committee.

THE EXECUTIVE COMMITTEE

5.1 (a) The Executive Committee shall be composed of the: -

- i. Chairperson
- ii. Vice- Chairperson
- iii. Secretary
- iv. Finance

(b) Function and powers of the Executive Committee shall be: -

- i. Bear collective responsibility on all matters discussed and agreed upon
- ii. Be responsible for the day to day running of the Organization.
- iii. Implement the decision of the Board of trustees.
- iv. Determine the number of representatives to any function of the Organization.
- v. Co-ordinate and control the action of all lower organs of the Organization.
- vi. Have powers to call emergency meetings of the Board of Trustees.
- vii. Have powers to co-opt any person that may be required for specific purposes.
- viii. Have the power to dismiss any member who will be working, has worked and will work against the aims and objectives of this Organization.

(c) THE CHAIRPERSON SHALL: -

- i. Be the executive head of the Organization.
- ii. Be an ex-officio member of all committees of the Organization.
- iii. Preside over meetings of the Organization at any level except the Disciplinary and arbitration meetings.
- iv. Have a casting vote during Executive meetings.
- v. Be a signatory to financial transaction of the Organization at any level.
- vi. Have power to make emergency decision on behalf of the Organization in extra- ordinary circumstances when he cannot in any way consult the Executive Committee, provided such decision remain subject to approval by Executive Committee in their meeting.
- vii. In the event of a written notice of the temporary absence of a member of the Executive Committee, he shall delegate duties of such absent member(s) to another member(s) of the executive.

(d) THE VICE CHAIRPERSON SHALL

- i. Deputize for the Chairperson. Or act as Chairperson when the chairperson is absent.
- ii. Be an -officio member of all Committees of the Organization.
- iii. Carry out any such duties as shall be assigned from time to time by the Chairperson and/
Or Executive Committee

(e) GENERAL SECRETARY SHALL

- i. Be the secretary to the Executive Committee, Board of Trustees, and the Disciplinary and-Arbitration committee, and shall record and keep proceedings of the said committee meetings.
- ii. In consultation with the Chairperson, shall draw up and publish the Agenda for meetings of the Executive Committee and the Board of Trustees.
- iii. Be signatory to all financial transactions of the Organization.
- iv. Receive all correspondence of the Organization and reply as appropriate.
- v. Keep an up- to- date register of all members and documentation of all activities of the Organization committee.
- vi. Be an ex-officio member of all the Organization's committees.

- vii. Compile annual reports and provide information on the state of the Organization from time to time and whenever required to do so.
- viii. Collect and disseminate information for the publication of the aims and objectives of the Organization.

(f) THE FINANCE SHALL:-

- i. Keep all the financial records and accounts of the Organization.
- ii. Receive all subscriptions, donations and grants to the Organization.
- iii. Be the chief custodian of the Organization's property and establishments.
- iv. Draw up the budget and present a monthly financial statement, income and expenditure accounts and be able to provide the same within 72 hours of request by the Executive committee.
- v. Draw up an annual accounts and balance sheet.
- vi. Be principle signatory to the Organization's account and other financial transactions.

5.2 BOARD OF TRUSTEES:

(a) There shall be a Board of Trustees composed of the executive members who shall be the: -

- i. Chairperson
- ii. Vice chairperson
- iii. Secretary
- iv. Finance
- v. And the other five Board members appointed by the Executive Committee.
- vi. The tenure of office of appointed trustees shall be for a period not exceeding five years.
- vii. A trustee may be eligible for re-appointment on the expiration of his/her term of office.
- viii. Any vacancy occurring by resignation, disability or death among members of the Board of Trustees shall be filled on temporary basis by any of the honorary members.

5.3 FUNCTIONS AND POWERS OF BOARD OF TRUSTEES

- i. All buildings, immovable properties and all investments and securities shall vest in Board of Trustees.
- ii. The trustees shall channel all incomes received from property vested in the Board to the Treasurer.

- iii. The Board of trustees shall be consulted by the donor agencies on all matters pertaining to investment and securities.
- iv. The trustees shall have a seal inscribed "**BOARD OF TRUSTEES OF LIVE IN GREEN LIVE IN WEALTH YOUTH INITIATIVE**", such seal shall be in the Custody of Chairperson of the Board of Trustees.
- v. The seal shall be used on exclusive matters as shall be determined from time to time by the Board of Trustees and the Executive Committee.

5.4 STEERING COMMITTEE

- i. After the expiry of five years a steering committee shall be formed and will comprise of honorary members.
- ii. The steering Committee shall be expressly charged with the duties of reviving organs of the Organization and to appoint the other five members of the Board of trustees.

5.5 ORGANIZATIONAL BRANCH

- a. There shall be established branches of the Organization in other Locations of Uganda depending on the availability of resources.
- b. Branch Organization shall be properly registered by the Executive Committee before commencement of any transactions.
- c. Branches shall be free to adopt their by-laws, provided that their aims and objectives conform to the letter and spirit of this constitution.
- d. Where the branch and the main office conflict, this constitution shall prevail.
- e. The branch shall only implement activities as directed by main office.

ARTICLE: VI

6.0 DISCIPLINARY AND ARBITRATION COMMITTEE

There shall be established a Disciplinary and Arbitration Committee, which shall be composed of:-

- a. A chairperson appointed by the Executive Committee.
- b. The chairperson of the Executive Committee.
- c. The vice chairperson of the Executive Committee.

- d. The Secretary of the Executive Committee as it's secretary.
- e. A representative of the board of Trustees.
- f. Representatives of the workers in the Organization as shall be determined from time to time by the Executive Committee.

6.1 POWERS.

The disciplinary and Arbitration Committee shall have power to investigate all cases of impeachment and cases of indiscipline among members at all levels, and shall recommend appropriate action to be taken by higher organs of the Organization. Approval of such recommendations shall require votes of two-third majority of the members present.

ARTICLE: VII

7.0 APPOINTMENT AND TERMINATION OF OFFICE

Appointment of other Board Members

- i. Save as otherwise provided for in this constitution, the power to appoint other Board members shall vest in the Executives.
- ii. Any post occurring by resignation, disability, or death among members of the Executive Committee shall be filled by any the Honorary member appointed by Executives.
- iii. Recruitment of Management, staff and workers shall be vested in-the Board of Trustees.
- iv. In case of disability or Death of any of the Honorary Member, the Organization shall under take to assist the family.

7.1 Branch Elections.

- a. Save as otherwise provided for in this constitution:
- b. Elections to the Branch Executive Committee shall be held at the Branch of general election.
- c. Nomination shall be proposed and seconded by different persons each on Election Day.
- d. A representative of the representative of the Executive Committee shall supervise election.
- e. The Executive Committee shall determine the methods of all election from time to time.
- f. The term of office shall be a period not exceeding three years.

7.2 TERMINATION OF OFFICE

(a) Resignation.

- i. A member of the executive Committee shall do so by tendering his resignation to the entire Executive committee and Board of trustees after giving a one month written notice.
- ii. In the event of the Treasurer resigning before his term of office has expired, the said Treasurer shall hand over a signed financial statement to the Chairman Board of Trustees for approval of the Board.

7.3 SUSPENSION AND DISMISSAL

- a. The Executive Committee shall have the powers to suspend any of the five other members of the Board of Trustees provided the decision is approved by two-thirds majority votes of the members of the Board and the suspended member shall resign his/her position.
- b. The Executive Committee shall have the powers to temporarily suspend any of their members pending approval of the Board of Trustees for the Suspension/dismissal of the said member.
- c. The Chairperson of the Executive Committee in consultation with the Executive committee shall appoint another person to assume the position of the suspended member.

ARTICLE VIII

FINANCES

8.0 Sources of Revenue

The Organization's source of revenue shall be from: -

- a. Membership and subscription fee as shall be determined from time to time by the Executive Committee.
- b. Donations, Grants, bequest and/or trusts.
- c. Interest and profits from the Organization's property and capital.
- d. Any other legal entitlement to the Organization.
- e. Any other source 'or means approved by the Executive Committee and the Board of Trustees.

8.1 SUPERVISION OF FUNDS:

Save as otherwise provided for in this constitution: -

- a. The Executive committee shall appoint and report to the Board of Trustees the Organization's Banker.
- b. The Finance shall deposit all monies and/or cheques with the aforesaid bank as soon as possible and shall only keep in his possession a limited amount of cash as shall be determined by the Executive Committee from time to time.
- c. The authority to expend and withdraw the Organization's funds shall rest with the signatories.
- d. The Finance shall issue receipt(s) in the name of the Organization, whenever he/she receives money due to the Organization.
- e. The insurance of the Organization shall run from January 1st to December 31st.

8.2 AUDITING:

Save as otherwise provided for in this constitution: -

- a. An auditor shall be appointed by the Board of Trustees and the accounts of the Organization shall be audited at least once a year.
- b. The audited account and balance sheet shall be signed by the signatories before presentation to the Board of Trustees.

ARTICLE: IX

MEETINGS:

9.0 GENERAL MEETING

- a. Board meetings shall be at least three times a year.
- b. Executive committee meetings shall be twice a month.
- c. The standing Committee and other Committees set up as per the provision of this constitution shall meet as deemed fit.
- d. Emergency meetings shall be summoned by the chairperson as and when the circumstances demands.
- e. Save as determined by the executive, all meetings shall be held at the Headquarters of the Organization.

- f. District officials, Institution representative and other dignitaries shall be called for meetings as may be deemed fit.
- g. The power to call all meetings shall vest in the Chairperson and the Secretary.

9.1 NOTICE OF THE MEETINGS.

Notice of all meetings and correspondence shall be dully signed and all members shall be given at least: -

- a. Seven days-notice for ordinary Board meetings and one day for emergency Board meetings.
- b. Three day days' notice for ordinary Executive committee meetings.
- c. The notice of the meeting shall contain the agenda time, and place for the meeting.

9.2 QUORUM

- a. The Executive committee meetings shall take place when (3/4) three quarters of the total membership of the Committee is realized.
- b. The quorum of other meetings of the Organization shall be two- thirds of the total expected members before transaction of business.

9.3 WAITING TIME

- a. A waiting period of up to thirty minutes shall be allowed after which a meeting of the board of trustees or executive committee shall be adjourned if quorum is not realized.

9.4 VOTING POWERS:

- a. The person presiding at any meeting of the Organization shall have a deliberative vote in common with the members present, and in case of an equality of votes shall in addition have a casting vote.
- b. In event of the voting being equally divided for and against, the chairperson may give his casting vote. If he does not give it, a motion or amendment shall be taken as voting not held and a fresh voting sanctioned.

ARTICLE: X

10.0 INSPECTION OF ACCOUNTS AND REGISTER OF MEMBERS.

The book of Accounts and all documents relating thereto and register of all members of the Organization, shall be availed for inspection at the headquarters of the Organization by any appointed representative of the Organization's branches, on giving not less than fourteen days (14) notice in writing to the Executive Secretary.

ARTICLE: XI

11.0 SEAL:

The Executive Committee shall provide the Seal bearing the name of the Organization, which shall only be used by the authority of the Executive Committee, on all official documents and every instrument to which the Seal shall be affixed and the document/instrument sealed shall be signed by the Chairperson, Vice Chairperson or Finance and counter signed by the secretary or any other person among its members authorized by the Executive Committee.

ARTICLE: XII

12.0 DISSOLUTION

1. The Organization may only be dissolved by Resolution of the general meeting of the Organization provided that such resolution is passed by not less than (3/4) three quarters of the members present at a general meeting, of which at least six months written notice has been given, specifying proposal of the dissolution.
2. In the event of dissolution, the assets of the Organization remaining after discharging of all liabilities shall be disposed of by the Executive Committee or Board of Trustees in such a manner as the general meeting may by ordinary resolution determine.

ARTICLE XIII:

13.0 IDEMNITY:

The chairperson, Vice Chairperson, Secretary and Finance, agent, auditor and other officers of the Organization shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal or any other act or acts done by him for and on behalf of the Organization.

ARTICLE: XIV

14.0 AMENDMENT OF THE CONSTITUTION:

Amendment of the constitution (to all or any of the fore going articles) may be made from time to time by resolution of the general meeting of the Organization;

Provided that: -

- a. Such resolution is passed by not less than three quarters (3/4) of members present and voting at a General Meeting.
- b. Ninety (90) days clear notice has been given specifying the nature of amendment(s) proposed; and
- c. A quorum is realized.

ARTICLE: XV

15.0 STANDING ORDERS

The executive committee shall from time to time propose standing orders, which shall be subject to approval by the Board of Trustees.



ARTICLE: XVI

16.0 INTEPRETATION

The Executive Committee shall have the final power to interpret the provision of this constitution, which interpretation shall be final and binding on the members.

“Our environment, Our need”

We, the several persons whose names, addresses and descriptions are hereunto subscribed are desirous of being formed into an Entity in pursuance of this Memorandum of Association.

S/n	NAME, POSTAL ADDRESS OF SUBSCRIBERS	SIGNATURE OF SUBSCRIBERS
1	MR. SOLOMON BHAGHABHONERANO P.O.BOX 24230 KAMPALA	
2	MR. MUBEEKE AMUZA C/O P.O.BOX 7062 KAMPALA	

DATED AT KAMPALA, THIS Day of2017

WITNESS TO THE ABOVE SIGNATURES:

Signature:
 Name in Full:
 Occupation:
 Postal Address:

