

THE REPUBLIC OF UGANDA

THE COMPANIES ACT 1

2012

CERTIFIED TRUE COPY

APRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF



BARNABAS LEGACY CHILDREN'S DREAM FOUNDATION LTD

INCORPORATED THIS.....DAY OF .....2020

THE REPUBLIC OF UGANDA  
THE COMPANIES ACT 1- 2012  
PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION

OF

**BARNABAS LEGACY CHILDREN'S DREAM FOUNDATION LTD**

(A Company Limited by Guarantee)

1. The name of this company is **BARNABAS LEGACY CHILDREN'S DREAM FOUNDATION LTD**, and in this document; it is organized as a ministry foundation.
2. The registered office of **BARNABAS LEGACY CHILDREN'S DREAM FOUNDATION LTD** shall be situated in the Republic of Uganda. The areas of operation shall be within Uganda and other parts of the world.
3. The objectives for which this ministry is established are:
  - a) To undertake training workshops, courses, seminars, meetings and other forms for mutual benefits to children and their parents, members, supporters, donors, stakeholders and the general public.
  - b) To inspire community children and mobilize resources to strengthen local communities where the organization operates, making a massive positive impact that leaves a lasting impression.
  - c) To establish and maintain successful Christ centered schools, early childhood learning programs, daycare centers, kindergartens and/or orphanages either directly or through partnership with local communities and groups with in, and outside Uganda.
  - d) To engage in rightful opportunities and activities that can align with all local communities, and bring development through children learning, wellness and empowerment.

- e) To provide access to scholarships or other means, to provide opportunities for under-privileged children including youth, young adults with leadership potential to access vocational training or otherwise further their education
- f) To serve and invest in the community children as good stewards; and to honor all the intentions of donations to meet current and future community needs, through holding ourselves to the highest standards of ethics, integrity, service and fiduciary responsibility.
- g) To ensure equity, and offer focus primarily; but not exclusively on people who are the most vulnerable in our communities: for example; the widows, orphans, and most needy children; and giving hope to the hopeless & raising a God Fearing Generation.
- h) To glorify God by offering sincere love, joy and care to children, and loving as Jesus loves. As a foundation called together to reflect God's love, grace and truth we want to honor God by offering our help and support to all people in the community, and do everything out of God's love.
- i) To establish vocational, technical and business training programs and health center facilities for communities for the benefit of needy children and other members of society among others in efforts to eliminate poverty, illiteracy and diseases.
- j) To receive in-kind donations from both individuals and entities from Uganda And throughout the world, and then either use them internally to accomplish the CBO's purposes, or further redistribute them for use in identified projects in our partnering communities.
- k) To unite all children and to raise them on the foundation of fearing God through churches' programs, loving & caring brotherly Fellowships, Mentorship and Conference programs.

- l) To work in close partnership with private voluntary organizations, indigenous organizations, educational and training institutions, businesses, churches and charities as well as other agencies including fundraising by way of grants, product sales, contributions and donations from foundations and other donors worldwide.
- m) To constitute a permanent organization for investing in the specifically the children's population of Uganda and other parts of the world by way of strategic alliances to share the love of God and approaches for resources accessibility to fight poverty through provision of needed credit facilities, productive inventories, capacity building of grassroots producers as well as marketing the products worldwide through fair trade and alternative business establishments while ensuring that financial and material benefits thereof shall be widely distributed amongst participants and not resulting in the enrichment of only a few persons.
- n) To support women in Buikwe District in their fight against poverty while developing local cultural economic and social identities with ventures economic and otherwise, that seek to and are designed to improve the living conditions of individuals, member groups, families and participating communities.
- o) To respond to the needs of entrepreneurship groups, associations, clubs and entities whose focus are on self-help and self-reliance with proven viable business ideas of social relevance whose goods may comfortably be marketed in the global alternative trading marketplaces, including but not limited to handicrafts, arts, cultural items, but also garments, gift and specialties products, foodstuffs whose outcomes yield more economic independence and greater responsibility for the beneficiaries and stakeholders.
- p) To undertake comprehensive programs of protecting, support and care for under-privileged children and youth orphans and other vulnerable

children/youth by way of direct intervention, mobilization, advocacy and promotion, documentation, research, assessment, monitoring and evaluating including collaboration and linkages in respect of education sponsorship, shelter, food, clothing, bedding, medicines as well as create secure environment for their safety and upbringing in society in line with Uganda's national standards.

- q) To promote joint ventures, expand business, cultural, institutional technological and industrial relations and cultivate better understanding between and among persons, entities and communities in Uganda and those in other countries particularly in the united states of America.
- r) To provide primarily short-term and a few longer term volunteers to our partnering CBOS and communities which can help these entities with on-going and longer term sustainable projects to help overcome poverty.
- s) To encourage, conduct and learn other activities related to children's wellbeing and to disseminate the results of such studies, research in various fields of economic activities as well as prepare publications and multi-media resources useful to entrepreneurship development technical and humanitarian cooperation between partners and the organization.
- t) To procure and hold any needed assets for running the children's care and support programs including land and vehicles, which are needed to conduct our CBO activities.
- u) To provide primarily short-term and a few longer term volunteers to our partnering CBOS and communities which can help these entities with on-going and longer term sustainable projects to help overcome poverty, and thus be able to support their children and families at large.
- v) To import donated items and other items crucial to our programs and to benefit our community partners, such as medicines, medical supplies, vitamins, food, computers and high technology equipment, solar equipment, and similar equipment.

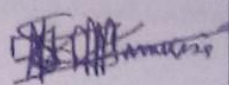
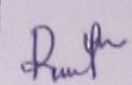
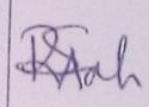
- w) To advance these and allied objectives and make them known to the public by way of all kinds of communication including print media like books, newsletters, brochures, pamphlets, leaflets, booklets as well as electronic and social media, including radio, television broadcasting films, video recordings, slides, blogging, web site promotion, as well as internal technology, plus cultural aspects such as drama, festivals, parades and other forms of popular campaigns to pass the message across.
- x) To do any and all such other things as are conducive and necessary to attain any or all the above as may be decided upon by the organization's executive committee and the board of directors from time to time. The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all.

**AND IT IS HEREBY DECLARED** that in time interpretation of this clause, the meaning of any of the company's objects shall not be restricted by references to any other object or by the juxtaposition of two or more objects, or by reference to the name of the foundation and that in the event of any ambiguity, this clause shall be constructed in such a way as to widen and not restrict the company's powers

4. **THE LIABILITY OF MEMBERS IS BY GUARANTEE.**
5. Every member of the foundation shall under take to contribute to the assets of the foundation in the event of its being wound up while he or she is a member, or within one year afterwards, for payment of the debts and liabilities of the foundation contracted before he ceases to be a member and the cost, charges and expenses of winding up, and for the adjustment of rights of contributors among themselves such amount as may be required, not exceeding Uganda shillings 5,000 only.
6. The income and property where so derived from shall be applied solely towards the promotion of the objects of the association as forth in the memorandum of association and no portion thereof shall be paid or howsoever by way of profit, to the members of the foundation provided that nothing herein shall prevent any payment.
7. Membership in this ministry organization shall consist of founding and individual members and communities of operation. Founding members shall be all those persons who have contributed to the establishment of this ministry. Individual households shall be but not limited to all the children/youths and their caregivers registered as beneficiaries of the organization. An honorary member shall be one that the ministry executive has contacted and has become a member of this ministry due to his/her expertise, ability, love, position or knowledge in child and youth related issues. Communities of operation shall be those sub counties where the individual households reside.
8. For individual households, every aspiring member/household shall fill an organization form pending approval by the organization committee.
9. The income and property of this ministry whenever got from, shall be applied solely towards the promotion of the objectives of the ministry and no portion thereof shall be paid or transferred directly or indirectly ,by way of dividends, bonus or otherwise however by way of profit to the members of the ministry.

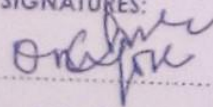
10. Provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration of any officer or servant of the ministry, or any member of the ministry, in return for any services actually rendered to the ministry, nor prevent the payment of proper rent for premises demised or let by any member of the ministry.
11. If upon the winding up or dissolution of the ministry there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the ministry, but shall be given or transferred to some other institution or institutions, having objectives similar to the objectives of the ministry, 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 is imposed on the ministry under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the ministry at or before the dissolution, and if and so far as effect cannot be given to such provision then to some charitable ministry.



NAMES, POSTAL ADDRESS & OCCUPATIONS OF SUBSCRIBERS	DESIGNATION	CONTACT	SIGNATURE
MR. WAMALA STEVEN P.O.BOX 1652 JINJA MECHANICAL ENGINEER	DIRECTOR	0777623896	
MR. SSEGANE ROBERT P.O.BOX 2174 JINJA TEACHER	DIRECTOR	0788822506	
MS. AKELLO RACHAEL JEMIMAH P.O.BOX 156 JINJA ACCOUNTANT	SECRETARY	0785559414	

Dated at Kampala this..... Day of.....2020.

WITNESS TO THE ABOVE SIGNATURES:

Signature:.....  


Names (in full):..... MR. ONYOK NIXSON

Postal Address:..... 1652, JINJA

Occupation:..... ENGINEER

THE COMPANIES ACT 1- 2012  
PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
BARNABAS LEGACY CHILDREN'S DREAM FOUNDATION LTD  
(A Company Limited by Guarantee)

PRELIMINARY

1. The regulations contained in table a in the first schedule to the companies act shall apply to the company except in so far as the articles do not provide or unless expressly incorporated herein.

**INTERPRETATION**

2. In these articles; the words standing in the first column of the table next herein after contained shall bear the meaning set opposite to them respectively in the second column thereof, if not consistent with the subject or context.

### WORDS

- a) The Act
- b) The Statutes
- c) The Articles  
Regulations
- d) The office
- e) The seal
- f) The board
- g) Child  
years
- h) Orphan
- i) Vulnerable Child
- j) Poverty  
their full God intended potential.

### MEANING

- the Companies Act 1- 2012
- the Companies Act and Every Other Act
- the Articles of Association and the
- the registered office of the company
- the common seal of the company
- the board of director for the time being
- shall be any person below the age of 18
- Is a Child who has lost one or both parents
- Is a girl or boy who is in a risky situation.
- A situation in which one is unable to reach

Word importing the singular number only shall include the plural number and vice versa.

Words importing persons shall include corporations.

### **MEMBERS**

3. Members shall be categorized as: Founder Members, Ordinary Members, Partners and Donors.
4. A register of members shall be kept up to date by secretary and it shall be kept in his custody.
5. Communities of operation shall be those sub counties / divisions where the individual households reside.

6. The original members of the ministry shall consist of subscribers to this memorandum and shall naturally exist and will have the supreme power over all ministry programs and will be the director general
7. Every member shall have a right to express his/her opinion, conscience and ideas subject to the provisions of this memorandum of understanding. Every member shall abide with the constitution, rules and regulations of this ministry, and shall be expected to participate fully in the proceedings and activities of the ministry.
8. Every member of the ministry has a right to elect and be elected to any committee of the ministry, and shall have a right to be selected or nominated as a representative in any undertakings on the behalf of the ministry. Every member of the organization has got a justifiable access to services provided by the ministry, and shall have equal rights to formulating and designing proposals for research or project development provided their intension and procedure is prior shared and agreed upon by the ministry committee.
9. The ministry shall own property like land, vehicle, house etc. Such property shall otherwise be in ministry names and shall not be tampered with without the notice of the board members.
10. Membership for this ministry shall cease in case a member does the following:
  - a) Fails to attend four (4) consecutive meetings without reasonable cause
  - b) If a member dies.
  - c) *Voluntarily resigns from the ministry organization in writing.*
  - d) *Has been found to be of a bad conductor not co-operative to the ministry organization purpose and values or when ones behavior is likely to tarnish or jeopardize the service delivery of this ministry*
  - e) An honorary member shall cease to be a member upon a resolution of the ministry by the Board Executive.



## MANAGEMENT

11. The ministry shall be managed by the following organs:-The General Assembly/ Executive Board, Committee members, Staff and The patron.
12. The Executive Board shall be the supreme body of the ministry organization as structured in Article 8. It shall bear collective responsibility in all matters discussed and agreed upon. It shall approve or disapprove policies suggested by committee members above. At the end of the executive committee's term of office, the same shall constitute to elect new office bearers.
13. The Board/committee shall consist of seven members who shall include the executive director, chairperson, vice chairperson, secretary, treasurer and three committee members.

## DUTIES AND FUNCTIONS OF THE EXECUTIVE COMMITTEE/BOARD MEMBERS

14. Chairperson
  - a) Shall be executive head of the meeting.
  - b) Shall be responsible and answerable for activities and functions of the ministry.
  - c) Shall be the one to cause the general secretary to convene board meetings, annual general meetings and any other meeting as may be provided for in this constitution.
  - d) Shall have the right to adjourn a meeting or put the same to vote.
  - e) Shall be signatory to the organization in external meetings.
  - f) Shall have a cast vote on conclusion issues.
  - g) Delegate responsible to any Executive Committee members where necessary provided that the delegated official has the ability to perform as required.
  - h) Shall be signatory to the ministry account.

#### 15. Director

- a) The Director shall perform the duties of the chairperson during his/her absence when contacted.
- b) Shall perform such duties as may be assigned by the executive committee.
- c) Shall be signatory to the ministry account.
- d) The first directors shall be TWO subscribers and shall be the Director Generals of this Ministry. All other directors shall therefore be on contract basis.

#### 16. Secretary

- a) Shall take accurate record of minutes of all meetings, read minutes of previous minute meetings and keep record of all approved minutes.
- b) In consultation with the chairperson, shall issue all notes of all meetings as may be provided for in this constitution.
- c) Keep all information regarding the ministry organization from non-members unless for professional purpose.
- d) Shall perform any other duties as may be assigned by the chairperson executive committee.

In case of any sale, he/she oversees the process and writes a report for future reference and acknowledgement by the ministry.

#### 17. The Treasurer

- a) Generally manage or cause to manage financial affairs of the organization ministry in a competent manner.
- b) Ensure the safe keeping of the ministry organization's money and assets
- c) Ensures that all payments and expenditures by him/her are duly authorized and receipted for.
- d) Shall be signatory to the account.

- e) Prepare and present periodic and annual financial reports to the board and general assembly.
- f) Advise the board from time to time with regards to financial position and prospects of the organization as to the adequacy or safeguards against fraud and embezzlement.
- g) Prepare and present monthly proper financial reports voucher income and expenditures.

#### 18. Committee Members

- (b) Will be charged with the duty of mobilizing beneficiaries in participating in the activities of the organization.
- (c) Lobby and promote credibility and good image of the ministry organization.

#### **ELECTION OF THE EXECUTIVE COMMITTEE**

- 19. All members of the organization executive committee shall be elected by the founding members at the initiation of the organization or by the beneficiaries' general assembly in subsequent elections.
- 20. Election shall be by show of hands or any method which may be decided upon by the Executive Board.
- 21. Results of the elections shall be declared by simple majority.

#### **TERM IN OFFICE**

- 22. The executive committee members shall hold office for a term of seven (7) years thereafter is eligible for re-election. However, an executive member shall cease to hold office during the term of office if he/she:-
  - a) Fails to abide by the responsibilities of an Executive committee member.
  - b) Death of the Executive committee member.
  - c) Suffers from a disability that incapacitates his/her ability to perform.
  - d) By written notice to the chairperson to resign from office.



- e) Is removed from office by resolution of the organization in a general meeting.
- f) Is declared bankrupt.
- g) In the event of all office bearers wishing to resign the chairperson shall convene an emergency general meeting to elect other executive committee members.

23. The chairperson shall take custody of the seal. The official documents shall be authenticated by the ministry organization chairperson or any other person delegated to do so.

#### MEETINGS

24. The ministry shall hold annual general meetings, committee meetings, staff meetings and any other as may be necessary for the smooth running of the ministry organization.

25. Annual general meeting

- a) The general meeting shall be the supreme authority and shall be held once a year in addition to the meetings in that year provided that not more than 20 months shall elapse between the dates of the annual general meeting.
- b) For an annual general meeting, fourteen a (14) days' notice in writing by the Secretary under guidance of the Director clearly specifying the place, the day and the time of the meeting to be held.
- c) Quorum for all general meetings shall be at least a half ( $\frac{1}{2}$ ) of the registered members.
- d) In case the first hour of the appointed time elapses when quorum is not realized the meeting shall be adjourned to another date as shall be agreed upon by the members present.

- e) If a quorum is not realized the 2<sup>nd</sup> tie in the first hour, the meeting shall proceed provided that chairperson or vice chairperson is present. At the end of a term of office the general assembly shall constitute into an electoral college to elect new office bearers.

#### 26. Community meetings

- a) These will take place once every two months.
- b) Quorum for these meetings shall be at least a half ( $\frac{1}{2}$ ) of the committee provided that the chairperson or vice person is present.
- c) Unless for specific reasons, venue for committee meetings shall be at the Head office of the organization.
- d) A seven day written notice shall be given by the secretary for such a meeting to take place.

#### 27. Staff

- a) The Chairperson shall be responsible for setting up the ministry organization staff structure and hiring the required staff and he shall be the head of staff.
- b) Staff shall monitor the day to day running activities of the ministry organization.
- c) Every staff shall monitor the day to day performance as per their job description.
- d) Every staff shall be subjected to a six month appraisal or as may be decided upon by the executive.
- e) Both the staff and executive committee shall have the duty to observe labor laws as per the Uganda labor Act.

#### 28. Staff meeting

- a) Shall be at least once in every month.

- b) The Chairperson or Director shall have the power to determine when and where the meeting shall take place.
- c) The Chairperson or Director shall only be called upon for specific issues and clarification of certain matters concerning the ministry organization.

#### 29. Extra-ordinary meetings

- a) These shall take place when need arises within the working operations of the ministry organization.

### QUORUM

30. The Executive meetings shall have quorum of  $\frac{2}{3}$  of its members. The General Meetings shall have quorum of  $\frac{3}{4}$  of its fully paid up members. The staff meetings shall have quorum of  $\frac{1}{2}$  of all the acting staff members of their ministry organization.

### BORROWING POWERS

31. The director may exercise all the powers of the ministry to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debit, liability or obligation of the ministry of any third party.

### FUNDS AND ASSETS OF THE MINISTRY

#### FUNDS

32. The ministry organization shall have powers to obtain or receive its finances from:-
- a) Fundraising, auction or sale of its property or service.
  - b) Engaging in income generating projects.

- c) Grants and donations from communities, churches, CBOs, Government and friends abroad and in Uganda.
- d) Any other source in accordance with the objectives of the ministry organization provided such sources shall be approved by the Executive Committee of the organization.

### 33. Managing finances

- a) The ministry organization shall maintain a bank account in a reputable bank.
- b) Proper books of accounts shall be kept at head office by the Accountant of the ministry organization.
- c) All payments made and other related financial matters will be denoted by preparing a receipt and shall be governed by the financial regulations developed by the members of the board.
- d) The ministry organization Chairperson shall be a principle and mandatory signatory to the organization account.
- e) In case of any cash withdraw, the above chairperson and any one other principal signatory shall transact the withdrawal.
- f) In a situation where a group of youths or household is mobilized to engage in any income generating activity as a group, the organization shall give technical advice. However, sharing of dividends shall be the group's responsibility.

### AUDIT

- 34. The executive committee on behalf of the ministry organization shall have power to appoint an auditor or firm of auditors who shall have the right to access the books of accounts and vouchers of the organization so as to give an opinion on the financial performance of the ministry organization.

## **REGULATIONS**

35. The board shall put in place managerial structures and formulate regulations relating to procedures and other matters as may be necessary for the implementation of this constitution as well as for accomplishment of the organization tasks.

## **DISCIPLINES**

36. Each member of the "ministry organization" shall at all times:-

- a) Behave in a responsible manner and use his or her best skills and endeavor to promote the aims and objectives of the organization.
- b) Show the at most good faith to others in all matters relating to the "ministry organization".
- c) Not engage in any act(s) of indiscipline and in particular the following: -  
Using abusive or obscene language among the members and staff,  
Showing disrespect towards the Executive Board of Directors or members of the "organization" and Violating the rules and regulations of the organization that may from time to time be put place for the proper and effective running of the "ministry organization".

## **AFFILIATIONS**

37. The ministry shall have power to affiliate with other bodies and friends within or outside Uganda having similar objectives. Such affiliation shall first require prior consent and approval of the Executive committee.

## **SUPREMACY**

38. The articles herein shall be the supreme law governing the organs of the ministry organization and members of the organization shall be required to consult it from time to time. No member shall be above this supreme law i.e. the constitution.

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39. The articles herein shall be the supreme law governing the organs of the ministry organization and members of the organization shall be required to consult it from time to time. No member shall be above this supreme law i.e. the constitution.

### **AMENDMENTS**

40. No addition, alteration or amendment shall be made to or in this constitution for the time being unless the proposed amendment has been discussed by the executive committee and communicated to all beneficiaries at least 60 days before the general meeting at which the proposed amendment shall be re-discussed and passed.

### **WINDING UP**

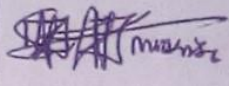
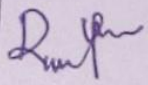
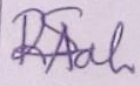
41. If the ministry shall be wound up, the liquidator may, in the sanction of an extra ordinary resolution of the contributories divide amongst the contributories in specie, the whole part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidators, with like Sanction, shall think fit.
42. This ministry shall not be dissolved except by a resolution passed by 2/3 of the registered members. Upon dissolution, the general assembly shall donate assets of the dissolved program to other sister foundation charities running at other locations

### **INDEMNITY**

43. Every director, managing director, manager, officer and auditor of the ministry shall be indemnified out of the funds of the ministry against all liability incurred by him as such director, manager or auditor in defending any proceedings whether civil or criminal in which judgment is given in his/her favor or in which he/she is acquitted

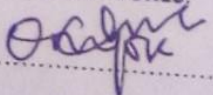
construction of any of the articles herein contained or any act or thing made or done , or omitted in regard to the rights and liabilities arising under these articles , or arising out of the relation existing between these presents of the Act such difference shall forthwith be referred to a single arbitrator if the parties to the difference or deadlock shall agree whose decision shall be final and of the same effect as a resolution passed by all the members of the ministry.

We, the several persons whose names, addresses and descriptions are hereunto subscribed are desirous of being formed into a company limited by guarantee in pursuance of these articles of association.

NAMES, POSTAL ADDRESS & OCCUPATIONS OF SUBSCRIBERS	DESIGNATION	CONTACT	SIGNATURE
MR. WAMALA STEVEN P.O.BOX 1652 JINJA MECHANICAL ENGINEER	DIRECTOR	0777623896	
MR. SSEGANE ROBERT P.O.BOX 2174 JINJA TEACHER	DIRECTOR	0788822506	
MS. AKELLO RACHAEL JEMIMAH P.O.BOX 156 JINJA ACCOUNTANT	SECRETARY	0785559414	

Dated at Kampala this.....Day of.....2020.

WITNESS TO THE ABOVE SIGNATURES:

Signature: 

Names (in full): MR. ONYOK NIXSON

Postal Address: 1652, JINJA

Occupation: ENGINEER