

CERTIFIED TRUE COPY

FILED THIS 22 DAY OF 5 2017

FEES PAID 80000 RECEIPT No. 217000 3286872 9

12.6.17

THE REPUBLIC OF UGANDA  
THE COMPANIES ACT 1 OF 2012

MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF



*[Signature]*  
KARWANI RONALD DYLAN  
REGISTRAR OF COMPANIES  
KAMPALA

GTG INTERNATIONAL ORGANISATION LIMITED  
A COMPANY LIMITED BY GUARANTEE WITHOUT  
SHARE CAPITAL

Incorporated this 22<sup>nd</sup> day of June 2017

Drawn by:

The Directors of:

GTG INTERNATIONAL ORGANISATION

P O Box 21007 Kampala, Uganda

**THE REPUBLIC OF UGANDA  
THE COMPANIES ACT 1 OF 2012  
COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION OF GTG INTERNATIONAL ORGANISATION**

---

- 1- The name of the organisation is GTG INTERNATIONAL ORGANISATION (LTD).
- 2- The registered office of the organisation shall be situated in the Republic of Uganda or any other country and location in due course of global collaboration and expansion as Directors may deem fit.
- 3- The members subscribed to this Memorandum of Association are coming together in pursuance of the following;

**Vision:**

*“A global leading agent for positive integration of marginalized groups for successful living and sustainable development”*

**And Mission:**

*“Remodeling lives and celebrating changed lives of integrated and empowered individuals among vulnerable and marginalized groups for sustainable development in different communities across Uganda, Africa and beyond” .*

In furtherance of the above mentioned vision and mission, the objectives for which the organisation is established are to:

- a) Advocate good practice for sustainable livelihood and social development;
- b) Advocate good healthcare practice and active involvement of stakeholders and others towards effective solution for all ages;
- c) Stimulate and facilitate learning through effective skills training and empowerment;
- d) Strengthen capacity through strategic leadership and recognize achievement at different levels of development.

**4- The liability of the members is limited as follows:**

Every member of the organisation undertakes to contribute to the assets of the organisation in the event of it being wound up while as a member or within one year afterwards, for payment of the debts and liabilities of the organisation contracted before they ceased to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as required or may not exceed shillings one hundred thousand (100,000/=) only.

5- Any income and property of the organisation shall solely be used for the promotion and furtherance of the objectives herein and the vision and mission of the organisation and no portion thereof shall be paid, directly or indirectly, to any member or organisation official or any other person or organization as dividends, bonus or profit.



6- Nothing in clause 5 of this memorandum shall prevent the payment, in good faith, of reasonable and proper remuneration of any officer of the organisation or individual in return for actual services rendered to the organisation.

7- In case the organisation winds up or gets dissolved, and after paying all debts and liabilities, any assets remaining shall not be distributed among the members of the organisation but shall be given to another institution having similar objectives and which shall prohibit the distribution of its income and property amongst its members at or before dissolution.

8- No addition, alterations or amendment shall be made to this memorandum for the time being in force unless the amendment/alteration has been passed by 2/3 majority of members present at the General Assembly.

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

No.	Name	Organization/Address	Title	Signature
1.	OKURUT CHARLES	C/O GTG	Chairperson	
2.	OGIRE VICTOR	C/O GTG	V/Chairperson	
3.	AKELLO ESTHER ODONGO	C/O GTG	Secretary	
4.	OKURUT AGNES	C/O GTG	Treasurer	
5.	ERIC KIGGE	C/O GTG	Member	
6.	WAMBOGA ISAAC	C/O GTG	Member	
7.	CHARLES MUKIIBI	C/O GTG	Member	

Dated this.....14<sup>th</sup>..... Day of ..... June..... 2017.

Witness to the above signatures

Name..... OKURUT CHARLES  
Title/Occupation..... CHAIRMAN /FD  
Address..... C/O.GTG  
Signature.....



**THE REPUBLIC OF UGANDA  
THE COMPANIES ACT 1 OF 2012**

**ARTICLES OF ASSOCIATION OF  
GTG INTERNATIONAL ORGANISATION LIMITED**

**A COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL  
INTERPRETATION**

1. In these Articles, unless the context requires “ACT” MEANS The Companies ACT 1 OF 2012 and every statutory modification or re-enactment thereof the time being in force.

“Board” means Board of Directors

“The Company / Organisation” shall mean GTG INTERNATIONAL ORGANISATION LIMITED (GTG) “The Seal” shall mean the common seal of the organisation

“Month” shall mean the calendar month

“Year” means the calendar year

Words and expressions defined in the Act shall, if not consistent with the subject or context, bear the same meaning in these Articles. Words importing the singular number shall include the plural and the words importing persons shall include firms and bodies corporate;

The word “member” shall mean an individual, a group, an organization in respect of firms and bodies corporate shall include the properly accredited representative of the member.

Words importing masculine gender shall include feminine gender and vice-versa.

2. The Articles will be constructed with reference to the Companies ACT 1 OF 2012 and terms used in these Articles have the same respective meaning as they have when used in the Act.

3. The Association is established for the purpose expressed in the Memorandum of Association.

#### **4.0 Membership:**

The membership of the Organisation shall consist of the following categories:

4.1.1. Ordinary members

4.1.2. Honorary members

4.2.1. Ordinary membership shall be for individuals subscribed to GTG.

4.2.2. Honorary membership shall be exclusive to founding directors and other persons who have made outstanding contributions to the organization’s interests whilst fulfilling our vision and mission in relation to suffering and/or vulnerable communities, and such persons shall have been proposed by the Board and approved by the General Assembly.

4.3. Membership and Annual subscription fees are subject to review by the Board from time to time.

4.4. Membership shall be only after paying the membership and annual subscription fees.

4.5. A member must be of good reputation/integrity and shall fill and sign a form on becoming a member.



## **5.0 Rights and duties of members:**

- 5.1. All members shall be registered
- 5.2. All members shall enjoy the facilities and opportunities of GTG in accordance with the rules and regulations governing the use of such facilities and opportunities.
- 5.3. All ordinary members shall pay registration fees and annual subscription as shall be fixed and reviewed from time to time by the Board and approved by the General Assembly.
- 5.4. Honorary members and employees of GTG shall not be voted in offices of GTG but are entitled to attend and deliberate in the General Assembly.
- 5.5. All ordinary members are entitled to vote and be voted into the offices of GTG.
- 5.6. Elected officials shall serve for a maximum of two terms, each of the three years or exceptionally appointed to further serve indefinitely on merit by the board, with consent of the General Assembly.
- 5.7. All members shall attend meetings regularly and shall actively participate in the activities of GTG at various levels, geographical locations and capacities as duty may call upon.
- 5.8. Any member of GTG may come up with a project under its auspices and which is in line with the objectives of the Organisation. Such a project or programme shall be sanctioned by the board before its commencement and shall follow the regulations and guidelines of the organisation.
- 5.9. All members shall abide by this Articles of Association and any subsequent amendments.

## **6.0 Termination of membership:**

- 6.1. A member shall cease to be a member of GTG under any of the following conditions;
  - 6.1.1. If a member persistently violates any clauses of this Articles of Association.
  - 6.1.2. If a member engages in activities that are prejudicial, immoral and or is involved in corruption related activities.
  - 6.1.3. If a member tarnishes the name of other members in a manner that is likely to affect the objectives, conduct, reputation, integrity, values, policies and management of GTG.
  - 6.1.4. If a member fails to account for the organisation's entrusted resources at his/her disposal.
  - 6.1.5. If a member fails to pay annual subscription for a period to be determined by the Board and approved by the General Assembly.
- 6.2. A member whose membership has been duly terminated shall have his/her name removed from the Register of members.
- 6.3. In the event where such a member has any legal obligation with GTG, such a member is liable for legal proceedings even after termination of his/her membership.
- 6.4. The Annual General Assembly may re-admit a member whose membership has been terminated in accordance with the conditions laid down in the code of conduct of GTG.



## **7.0 Organs of GTG**

7.1. The organs of GTG shall include the following:

- 7.1.1. General Assembly
- 7.1.2. Board of Directors
- 7.1.3. Programs Management Unit
- 7.1.4. Constituted committees

## **8.0 Functions and duties of the General Assembly**

- 8.1. Shall be the supreme authority of GTG
- 8.2. The General Assembly shall be called for the following purposes
  - 8.2.1. To deliberate and vote on all issues on the agenda
  - 8.2.2. To elect, suspend and or remove the voted members of the Board of Directors where necessary.
  - 8.2.3. To receive and review reports, work-plans and budgets for previous year activities and likewise for the NewFISCAL Year.
  - 8.2.4. To appoint internal Auditors and approve periodic audit reports of GTG, prior to certified external annual audits.
  - 8.2.5. To receive and confirm the minutes of the previous General Assembly with amendments where necessary
  - 8.2.6. To pass the Articles of association and make amendments when necessary
  - 8.2.7. To review and appraise activities and operations of GTG
  - 8.2.8. To determine general policies for the fulfillment of GTG objectives.

## **9.0 Functions and duties of the Board of Directors**

The Board of Directors of GTG shall consist;

- 9.0.1 The Founding Directors (FD)
- 9.0.2 Executive Directors (ED) voted by the GA or appointed by FDs
- 9.0.3. Managing Directors (MD) voted by the GA or appointed by FDs

**Duties of the Directors shall be as follows;**

### **The Founding Directors (FD)**

- 9.0.1.1 Oversee the entire operations of the organization at Global, National & Community (GNC) levels, whilst liaising with partners and stakeholders across public and private sector collaborations.
- 9.0.1.2 To endorse and submit annual audited reports, work-plans and budgets to government and respective stakeholders each financial year.
- 9.0.1.3 Any other duties related to funding and wellbeing of the organization from time to time.



## **Executive Directors (ED)**

9.0.2.1 Oversee delegated programme operations of the organization at national, regional and community level.

9.0.2.2 Sanction financial transactions (Bank Account signatories) and submit executive reports to Founding Directors for final submission to respective stakeholders.

9.0.2.3 Any other duties assigned by FDs and the GA as it may deem fit.

## **Managing Directors (MD)**

9.0.3.1 Manage delegated program areas, human resource and related operations across existing projects and activities at regional level.

9.0.3.2 Approve and streamline operations, budget related controls, costs and expenses for respective projects.

9.0.3.3 Identify potential donors and resourceful partnerships across the private and public sector.

9.0.3.4 Receive and delegate resources and responsibilities accordingly for effective utilization and accountability from appointed projects management teams and executive committees at community level.

9.0.3.4 Any other duties assigned by the FDs, EDs and the GA as it may deem fit.

## **9.1. The Community Member (CM) Board of GTG shall consist of the following:**

9.1.1. The chairperson

9.1.2. The vice chairperson

9.1.3. The secretary

9.1.4. The treasurer

9.1.5. The Coordinator/ other committee members as appointed by the GA

9.2. The CM Board shall be responsible to the General Assembly

9.3. The CM Board shall perform the following functions:

9.3.1. To prepare and present detailed plans and budget forecasts to the General Assembly

9.3.2. To prepare and present Annual Reports and Audited Accounts of GTG to the General Assembly

9.3.3. To recruit and make appointments to such staff as will be required by the organisation

9.3.4. Formulate policies and set priority areas for GTG

9.3.5. Mobilize resources for the effective and efficient running of the activities of GTG

9.3.6. Supervise, discipline and suspend or terminate services of management staff of GTG

## **10.0 Functions of the chairperson**

10.1. He/she shall be the honorary head and chief volunteer of GTG

10.2. He/she shall be a signatory of the Accounts and other policy documents of GTG

10.3. He/she shall preside over Board meetings

- 10.4. He/she shall present the state of affairs report to the General Assembly
- 10.5. Shall provide leadership to the Board and guide and mediate Board actions with respect to organizational priorities and governance concerns.
- 10.6. Appoint the chairpersons of committees in consultation with other Board members
- 10.7. Shall attend committee meetings where need be as an ex-officio
- 10.8. Reviews the progress of the organisation in consultation with the chief executive officer
- 10.9. Plays a leading role in fundraising activities
- 10.10. Monitors financial planning and financial reports
- 10.11. Formally appoints and evaluates the performance of the chief executive officer and informally evaluates the effectiveness of Board members
- 10.12. Reports to the General Assembly
- 10.13. Performs any other responsibilities assigned by the General Assembly

### **11.0 Functions of the Vice chairperson**

- 11.1. Shall report to the chairperson
- 11.2. Shall assist and deputize the chairperson as and when necessary
- 11.3. Shall perform any other functions/duties that shall be assigned to him/her by the chairperson board and/or the General Assembly

### **12.0 Functions of the Secretary**

- 12.1. This shall always be the chief executive officer of GTG and shall report to the chairperson
- 12.2. Shall ensure minutes of Board meetings are taken and maintains records of the Board and ensure effective management of GTG records.
- 12.3. Ensures smooth, timely and effective communication between GTG and partners
- 12.4 Shall perform any other duties that shall be assigned to him or her by the chairperson, the board and the general assembly.

### **13.0 Functions of the Treasurer**

- 13.1. Shall report to the chairperson
- 13.2. Shall be in charge of administration of the finances of GTG
- 13.3. Shall monitor and supervise preparation and keeping of books of accounts and financial statements.
- 13.4. Shall ensure development and board review of financial policies and procedures
- 13.5. Shall be part of the finance committee and give guidance and direction to the Board on issues concerning finance.
- 13.6. Shall present Annual Budget to the Board for consideration and the General Assembly for Approval.
- 13.7. Shall be a signatory to the Accounts and financial documents of GTG
- 13.8. Shall perform any other functions as shall be assigned to him/her by the chairperson, board and the General Assembly



#### **14.0 Functions of the committee member**

- 14.1. Shall report to the Executive Committee of the Board
- 14.2. Regularly attend and participate in Board and important related meetings
- 14.3. Participate actively in committee meetings and chair committee meetings when elected as committee chairperson
- 14.4. Participate in fundraising for GTG
- 14.5. Perform any other duties assigned by the chairperson, the board and the General Assembly.

#### **15.0 Functions of the Program Management unit**

- 15.1. The program management unit shall be run by professionals employed by GTG and shall perform the following functions:
  - 15.1.1. It shall be the central administrative headquarters of GTG.
  - 15.1.2. It shall be responsible for the implementation of GTG projects/programs and the day to day running of GTG affairs.
  - 15.1.3. Shall report to the Board
  - 15.1.4. Shall perform other functions as shall be assigned by the Board and the General Assembly
- 15. The functions of the various officers of the Program Management Unit shall be spelt out in the Human Resource and Financial Policies of GTG.

#### **16.0 Functions of constituted committees**

- 16.1. These shall be constituted to perform specific tasks as shall be assigned by the Board of directors or the General Assembly.

#### **17.0 Election to office**

- 17.1. 0. General Assembly
  - 17.1.1. Members shall be represented in person to the General Assembly
  - 17.2.2. There shall be no minimum educational requirement to be elected into the Board. However, a person qualified for election into the Board must have adequate education and experience that shall measure to the tasks that shall be performed by the Board.

#### **18.0 Terms of office**

- 18.1. The term of office for the Board shall be three (3) years
- 18.2. In line with section 5.6 of this articles of association, persons serving in the Board can be reelected into the same position for one more term (2 terms, each of 3 years) serving a total of six (6) years or exceptionally appointed to further serve indefinitely on merit by the board, with consent of the General Assembly.
- 18.3. A person who has served two terms in any position on the board shall not be eligible for reelection in any office.
- 18.4. In the case of the chairperson, he/she shall not be elected to another position during the second term other than the post he/she is holding as it is the highest position and in any case should be voted out as shall be determined by the General Assembly.



## **19.0 Voting procedure**

- 19.1. Only paid up members of GTG shall be eligible to vote.
- 19.2. Elections shall be presided over by a returning officer appointed before the conduct of the elections by the General Assembly from among non-voting members and such persons must be of high integrity.
- 19.3. The Program Management Unit under instructions of the board shall announce vacancies in the Board. In the case of end of term for a given board, the chairperson shall dissolve the Board, hence creating vacancies for elections.
- 19.4. The returning officer shall call for nominations to a declared vacant post and up to three (3) nominations shall be accepted where a person shall nominate and two second the candidate.
- 19.5. The nominee shall show willingness to serve in the position and shall be allowed to campaign for a period of time to be determined by the returning officer.
- 19.6. Voting shall be by secret ballot
- 19.7. There shall in whatsoever the case may be, no any voting by proxy and or nomination in absentia.
- 19.8. One is declared winner by considering a simple majority
- 19.9. In case of vote tying, the voting shall be repeated instantly until the post is filled.
- 19.10. In the event where a person is nominated with no competitor, the returning officer shall declare such a person unanimously elected after the closure of nomination.

## **20.0 Termination of membership to the Board**

- 20.1. If a person resigns from the position
- 20.2. If found to be of unsound mind and or ill health and upon recommendation of a qualified medical practitioner.
- 20.3. If found doing activities that bring GTG to disrepute and refusing to adhere to disciplinary actions.
- 20.4. If deemed necessary for one to stand down in public interest.
- 20.5. In the event of death

## **21.0 Meetings**

- 21.1. GTG shall have the following meetings
  - 21.1.1. Annual General Assembly that shall be held once a year in such a time and place that shall be decided by the Board in consultation with the Program Management Unit.
  - 21.1.2. Extra-ordinary General Assembly that shall be called any time of the year to address specific issues that shall need quick action and approval of the General Assembly.
  - 21.1.3. Board meetings
  - 21.1.4. Committee meetings
  - 21.1.5. Staff meetings
- 21.2. The quorum for the Annual General Meeting shall be  $\frac{2}{3}$  of representatives who confirm participation both in written and physical appearance while for Extra-ordinary General Assembly  $\frac{1}{3}$



of the people present shall constitute a quorum.

21.3. The quorum for the Board and committee meetings shall be 2/3 of participants in physical appearance.

21.4. It is expected that staff meetings are compulsory and therefore full participation is encouraged unless under special circumstances.

21.5. The Board shall hold meetings on quarterly basis. However, they shall convene at any time to streamline management issues in order to steer GTG in the right direction when the need arises.

21.6. The staff shall conduct meetings regularly so as to plan, report, evaluate and lay strategies for better performances. Such meetings shall be conducted monthly and weekly and at any time the chief executive officer may so wish to, as circumstances may dictate upon.

21.7. On request, the Board may conduct a joint Board/Staff meeting or any member of Board or staff may attend a meeting of the other organ/body.

## **22.0 Proceedings from meetings**

22.1. Proceedings from all meetings conducted by the various organs of GTG shall be recorded in a format designed by GTG and filed at the headquarters of GTG through the secretary of the Board.

22.2. Such minutes shall be circulated to persons/members and other stakeholders entitled to access to them by the secretary.

22.3. No information considered confidential from a meeting shall be released unless such information is declassified and considered useful for public consumption.

## **23.0 Finance**

23.1. The financial year of GTG shall run from 1<sup>st</sup> May to 31<sup>st</sup> April each calendar year

23.2. The Treasurer shall ensure that proper accounts of the organisation finance are kept, and present the same to the Board. The Board shall then authorize the Treasurer to present a duly audited balance sheet by a recognized audit firm to the Annual General Assembly.

23.3. The Board may open or close bank accounts in the name of the organisation and decide in what manner such bank accounts will be operated in consultation with the General Assembly.

23.4. The finance of the organisation shall come from the following sources:

23.4.1. Membership and annual subscription fees.

23.4.2. Donations from the public, individuals, local national and international organizations.

23.4.3. Fundraising activities

23.4.4. Grants from local and central government of the Republic of Uganda for delivery of services on its behalf.

23.4.5. Any other source that is lawful and approved by the Board and General Assembly

## **24.0 Benefits**

24.1. The Board and the Program Management Unit shall ensure that benefits accrue to the membership of GTG in form of improved service delivery.

24.2. GTG shall ensure that the capacity of members is enhanced in order to engage competently in team work and programs therein.

24.3. GTG shall provide information to members and commit human and financial resources to implement projects initiated in communities.

24.4. GTG shall pay such allowances to members/persons for giving service to the organisation as



shall be determined by the Board and approved by the General Assembly from time to time.

24.5. Any other benefits that shall be lawful and consistent with this Articles of Association

## **25.0 Seal**

25.1. The organisation shall have a seal that will be in the custody of the treasurer.

25.2. The seal shall not be affixed to any certificate, deeds or any document except with the express written authority of the board

25.3. Such deeds or documents shall after the seal has been affixed be signed by any two of the following;

25.3.1. The chairperson

25.3.2. The vice chairperson or secretary in the absence of the chairperson

25.3.3. The treasurer in case of financial documents

25.3.4. The Executive officer of GTG (mandatory)

## **25.0 Bye-laws**

25.1. The Human Resource Committee shall from time to time make bye-laws to govern the conduct and management of affairs of GTG.

25.2. Such bye-laws shall be in form of code of conduct, administrative instructions, operational manuals and guidelines, rules and regulations.

25.3. The Human Resource Committee may from time to time repeal, alter or amend the bye-laws.

25.4. Such repeal, alterations or amendment shall be published and distributed to all members.

25.5. The Board shall authorize the implementation of such bye-laws immediately it deems necessary until the General Assembly decides contrary.

## **26. 0. Oath**

26.1. The organisation shall have oath of allegiance to be taken by the Board and the management unit.

26.2. The oaths shall be taken in the General Assembly.

26.3. Any breach of the oath will lead to serious repercussions on the individual implicated subject to disciplinary committee decision.

## **27. 0. Amendment of the Articles of Association**

27.1. Any representative or Board member may initiate such amendments by notifying the chief executive officer in writing at least two months before the Annual General meeting giving details of the proposed amendments.

27.2. The chief executive officer shall circulate copies of the same to the Board and all the members of GTG

27.3. A special meeting shall be convened by the Board to discuss the proposed amendments and forwarded to the General Assembly

27.4. The General Assembly shall consider the merits of the amendments and may approve or may not approve the amendments and its decision is final.

## **28.0 Dissolution**

28.1. The organisation shall stand dissolved by a resolution of 2/3 majority of members of the



General

Assembly after at least three meetings for the purpose.

28.2. Such dissolution motion shall be communicated to the program management unit who will cause

to be circulated to the board, members and partners this motion and convene meetings to debate upon.

28.3. In the event where a resolution to dissolve the organisation is passed by 2/3 majority of all the members within the three consecutive meetings with intervals of not less than two months, it shall stand dissolved.

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

No.	Name	Organization/Address	Title	Signature
1.	OKURUT CHARLES	C/O GTG	Chairperson	
2.	OGIRE VICTOR	C/O GTG	V/Chairperson	
3.	AKELLO ESTHER ODONGO	C/O GTG	Secretary	
4.	OKURUT AGNES	C/O GTG	Treasurer	
5.	ERIC KIGGE	C/O GTG	Member	
6.	WAMBOGA ISAAC	C/O GTG	Member	
7.	CHARLES MUKIIBI	C/O GTG	Member	

Dated this.....14<sup>th</sup>..... Day of .....June..... 2017.

Witness to the above signatures

Name..... OKURUT CHARLES .....

Title/Occupation..... CHAIRMAN /FD .....

Address..... C/O.GTG .....

Signature.....

