

UBSB-6739

**THE COMPANIES ACT 2012
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

OF

**UGANDA PROFESSIONAL DRIVERS' NETWORK
(UPDN) LIMITED [By Guarantee]**

Incorporated this day of, 2018

DRAWN BY:

***Executive members
P.O. Box 24249
Kampala***

FILED THIS 3rd DAY OF Jul. 2018

FEES PAID 80,000 RECEIPT No. 21900000 23353

3rd - July - 2018

THE REPUBLIC OF UGANDA

THE COMPANIES ACT 2012

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION



Nalukwago Rachea
NALUKWAGO RACHEA

OF
UGANDA PROFESSIONAL DRIVERS' NETWORK (UPDN) LIMITED

1. The name of the company is **UGANDA PROFESSIONAL DRIVERS' NETWORK (UPDN) LIMITED**
2. The registered office shall be situated in Uganda
3. The objects for which the company is established are:
 - (a) To promote and facilitate initiatives aimed at improving knowledge, skills, ethos and that foster professionalism in the driving industry.
 - (b) To initiate and promote initiatives aimed at improving the health and wellness and drivers and their families.
 - (c) To initiate and support financial schemes for economic self-sustenance and welfare of drivers.
 - (d) To initiate or organize campaigns or participate in activities intended to safe guard the interests of drivers, the safety, efficiency and effectiveness of the road transport industry.
 - (e) To sensitize communities and other stakeholder on issues of road safety and protection of road infrastructure for the greater good of our country.
 - (f) To promote and support initiatives, programs and activities aimed at environmental conservation and mitigation of environment pollution occasioned by the automobile industry.
 - (g) To organize or engage in fundraising drivers locally and internationally in order to secure a sound financial base for the organization and to generate or receive funds and other resources for the furtherance of the above objectives.

REGISTRAR OF COMPANIES
KAMPALA

1. The income and property wheresoever derived shall be applied solely towards the promotion of the objects of the company as set forth in the Memorandum of Association and also any portion thereof may be paid, transferred directly or indirectly to any member or employee of the company in return for any services actually rendered to the company. If upon the winding up or dissolution of the company, there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall be given or transferred to some other institution or institutions having similar objects to the objects of the company.
2. Article 2 of the certificate of Incorporation is hereby amended to read as follows:
 - a) To foster the provision of access for every person to services through the exchange of information, ideas and experience.
 - b) To promote public awareness of options by means of news items, publications, lectures, exhibits, and conferences and through collaboration with allied groups.
 - c) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, for the pecuniary profit or financial gain of its members, directors or officers.
3. THE LIABILITY OF THE MEMBERS IS BY GUARANTEE:
4. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses on winding up, and for the adjustments of the rights of the contributors among themselves, such amount as may be required, not exceeding 50,000/- shillings.


 NALUKWAGO RACHEAL

profit to the Members of the Organisation or any of them; provided, however, that nothing herein contained shall prohibit or prevent the payment in good faith of reasonable and proper compensation to any Officer or Servant of the Organisation or any services actually rendered to the Organisation, not prohibit or prevent the payment of interest at a reasonable or proper rent, for any premises used or let, or any motor vehicle, machinery, equipment or other article or thing hired, by the Organisation from any Member.


7. If, upon winding up or dissolution of the Organisation 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 Organisation, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Organisation, to be determined by the Founding Members of the Organisation at or before the time of dissolution.

We, the several persons whose names, addresses and occupations are subscribed are desirous of being formed into an Organisation in pursuance of the Memorandum of Association.

1. Subscriber Name: OMONGO NDUGU

Postal Address: c/o Box 160, APAC

Occupation: Teacher

Signature: 

2. Subscriber Name: CHARLES FOEUN

Postal Address: 12593 KLa

Occupation: JOURNALIST

Signature: 



3. Subscriber Name: OPAK DANIEH

Postal Address: c/o BOX 160, APAC

Occupation: ~~RECONSTRUCTION~~

Signature: 

4. Subscriber Name: BRIAN OMIND

Postal Address: P.O. BOX 7283 SOROTI

Occupation: ACCOUNTANT

Signature:

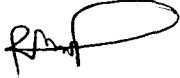


5. Subscriber Name: LUKAGA ABBEY

Postal Address: C/O KOB APAC

Occupation: DRIVER

Signature:



6. Subscriber Name: Kyomukunda Richard

Postal Address: C/O 17371

Occupation: Driver

Signature:

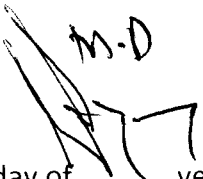


7. Subscriber Name: DR. JOSEPH BAGUMA

Postal Address: PLOT 221 BOFANDA RD

Occupation: M.D PUBLIC HEALTH

Signature:



DATED this.....day of.....year of.....

WITNESS to the above Signatures:

SIGNATURE: _____

NAME IN FULL: _____

POSTAL ADDRESS: _____

OCCUPATION _____



FILED THIS 3rd DAY OF Jul. 2018

FEES PAID 80,000 RECEIPT No. 2190000023353

3rd July - 2018

REPUBLIC OF UGANDA
THE COMPANIES ACT CAP. 2012
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF

UGANDA PROFESSIONAL DRIVERS' NETWORK (UPDN) LIMITED



INTERPRETATION

1. In these articles-

"Act" means the common Act of the company

"Seal" means the Company's seal

"Secretary" means any person appointed to perform the duties of the Secretary of the company

REGISTRAR OF COMPANIES
KAMPALA

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

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 thereof in force at the date at which these articles become binding on the company.

MEMBERS

2. A register of members shall be kept up to date by Secretary and it shall be kept in his custody

GENERAL MEETING

3. There shall be a general meeting of all members and it shall be the supreme body of the company.

DIRECTORS

4. The first directors shall be full subscribers to the Memorandum of Association or their representatives.

5. The general meeting may from time to time increase or reduce the number of directors as it is deemed fit.

6. The directors shall be paid 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.

FEES AND SUBSCRIPTION

7. The general meeting may from time to time prescribe an application fee, entrance fee, annual and other subscriptions payable by members.
8. If a member fails to pay any annual fee or any other subscription within a set period as shall be decided upon by the general meeting, the general meeting may take such action against such a member as it may deem fit.

POWERS AND DUTIES OF DIRECTORS:

9. The business of the company shall be managed by the Executive, who may pay all expenses incurred in promoting and registering 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 Act or these articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
10. All cheques, drafts, and all receipts for money paid to or by 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.
11. The directors shall cause minutes to be made in books provided for the purpose
 - a) Of all appointments of officers made by 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 at the company, and of the directors, and of committees of directors, and every present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

12. Disqualification of Directors:

The office of director shall be vacated if the director:-

- a) Becomes prohibited from being a director reason of any order made under section 189 of the Act or

0authorized by the general assembly, and every instrument to which the seal shall be affixed shall be signed by a director and shall countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS

13. The directors shall cause proper books of account to be kept with respect to :-

- a) All sums of money received and expenditure by the company and the matters in respect of which the receipt and expenditure takes place.
- b) The assets and liabilities of the company. Proper books shall not be deemed to be kept if there are not such books of account as are necessary to give a true fair view of the state of the company/s affairs and to explain its transactions.

14. The books of account shall be kept at the registered office of the company or at such other place or places as the directors think, and it shall always be open to the inspection of the director.

15. The members shall from time to time determine whether and to what 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 the inspection of members not being members, and no member (not being a member) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorized by the members or by the company in general meeting.

AUDIT

16. The accounts of the company shall be authorized by an auditor or Auditors appointed by the General meeting.

17. The Auditor report together with the Balance Sheet of the company shall be laid before the Annual General meeting for discussion and copies of the same shall be made available to the members together with the notices for the meeting.

18. 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; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in following year. The annual general meeting shall be held at such time and place as the members shall appoint.

19. All general meetings other than annual general meetings shall be called extraordinary general meeting.

20. The Members 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 requisitions, as provided by section 132 of the Act. If at any time there are not within Uganda sufficient members capable may convene an extraordinary general meeting.

NOTICE OF MEETINGS:

21. a) Notice generally for any meeting shall specify the date, time and place, and where practicable the Agenda or main purpose of the meeting.

b) Notice of meetings may be both written and/or published by mass media.

c) Notice of the general meeting shall be given not less than 14 days before the meeting.

d) Notice of any other meeting may be shorter depending on the urgency

e) Non-receipt of notice by any person entitled to receive it shall not invalidate any proceeding or deliberations of any meeting at which a quorum was realised.

QUORUM FOR MEETINGS:

22. a) The quorum for the general meeting whether ordinary or extraordinary shall be half of the members.

b) The quorum for the executive committee shall be realised by the presence of 5 members.

c) The quorum for the committee shall be a quarter of the total membership of the sub-committee.

d) No quorum is required for study sessions, workshops, and seminars or for social or cultural organised by the Association.

PROCEDURE AT MEETINGS:

23. No business shall be transacted at any general meeting unless a quorum of members is present when the meeting proceeds to business.

24. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place as the members may determine, and if at the adjourned meeting a quorum is not present shall be a quorum.

25. The chairman, if any, of the board of members shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members present shall elect one of their member to be chairman of the meeting.

26. If at any meeting no members put a vote at any meeting shall be conducted on the basis of one man vote, whether by show of hands or by secret ballot and shall except where otherwise specified, be determined by a simple majority of the members present and voting.

In any case of equality or tie of votes. Except where otherwise specified, the chairman of the meeting shall have a second or casting vote. No voting by proxy shall be permitted.

INDEMNITY:

Every Member, Managing Member, Agent, Auditor, Secretary and other officer for the time being of the company shall indemnify the assets of the company against any liability incurred by him defending any proceedings, whether civil or criminal. In which judgment given in his favour or in which is acquitted or in connection with any application under 405 of the Act in which relief is granted to him by the court.

WINDING UP

If the company shall be wound-up, the Liquidator may, with the sanction of an Extraordinary Resolution of the contributories divide amongst the contributories in specie, the whole or any part of the assets of the Company and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidators, with like sanction, shall think fit.

ARBITRATION


If and whenever any difference shall arise between the Company and any of the members of their respective representatives, touching the construction of any of the articles herein contained or any act or thing made or done, or omitted or in regard to the rights and liabilities arising hereunder, or arising out of the relation existing between the parties by reason of these presents or of the Act such difference shall forthwith be referred to a single Arbitrator if the parties to the difference or deadlock shall agree upon whose decision shall be final and of the same effect as a resolution passed by all the members of the Company.


All disputes arising out of or in connection with the organisation at any time or in connection with the interpretation of the Constitution which shall not be settled within the organisation but shall be referred to two arbitrators under the Arbitration Act of the Laws of Uganda or any statutory modification thereto.


DECLARATION:


We the persons whose names, signatories and addresses are listed here under, hereby enact and adopt this constitution of UPDN this.....Day of.....the year of (our Lord).....


SIGNATURES:

1. Name: OMONGO NDUGU
Address: c/o Box 160, APAC.
Signature: 


2. Name: CHARLES FOEUN
Address: 12093 K6
Signature: 


3. Name: BRIAN OMIMO
Address: % 7283 SOROJI
Signature: 

4. Name: OPAK DANIEL
Address: C/O 160 APAC
Signature: 

5. Name: LUWAGA ABBEY
Address: C/O 160 APAC
Signature: 



6. Name: KIRORUKURU Richard
Address: C/O 17371 K/M
Signature: 

7. Name: DR. JOSEPH BAGUMA
Address: PLOT 221 BYGANDA RD
Signature: 

WITNESS to the above Signatures: SIGNATURE: _____

NAME IN FULL: _____

POSTAL ADDRESS: _____

OCCUPATION: _____

