

# **ENTEBBE SAILING CLUB**

## **ARTICLES OF ASSOCIATION**

### **THE RULES**

**(AS AT MAY 2011)**

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ARTICLES OF ASSOCIATION  
(THE RULES)

MEMORANDUM OF ASSOCIATION

## **1 GENERAL**

### **1.1 Objects**

The purposes for which the Entebbe Sailing Club Limited (hereinafter referred to as the Club) is established are set out in the Memorandum of Association.

### **1.2 Club Flags**

The Ensign of the Club shall be a Black and White Fish Eagle on a contrasting background. The Commodore's, Flag shall be a swallow-tailed flag bearing the emblem of the Club Ensign.

## **2 MEMBERSHIP**

### **2.1 First Members**

The first Members of the Club shall be:

- (a) The signatories to the Memorandum of Association and these rules.
- (b) Every person who, at the date of incorporation of the Company, was a Member of the un-incorporated Club known as Entebbe Sailing Club, irrespective of the type of. class of membership in the said Club enjoyed by such person

### **2.2 Membership Numbers**

Total membership shall not exceed 250 Members. 25 per cent of the membership should be registered boat owners. For the purpose of this rule, **Family Members** will count as one Member.

Absent **Life Members** shall be temporarily removed from the membership list for the purpose of calculating quorum at Club meetings.

### **2.3 Class of Members**

2.3.1 Membership of the Club falls under' one of the following classifications:

- a) Family Member (see clause 2.3.2);
- b) Single Member (see clause 2.3.3);
- c) Honorary Member (see clause 2.3.4);
- d) Temporary Member (see clause 2.3.5);
- e) Up-Country Member (see clause 2.3.6);
- f) Reciprocating Member (see clause 2.3.7);
- g) Life Member (see clause 2.3.8);

h) Patron (see clause 2.3.9)

### 2.3.2 Family Members

These are Members accepted by the Committee and who have paid their current annual subscription and entry fees. The Membership shall extend to the spouse (and children under the age of eighteen years). The spouse of a Family Member shall be considered to be a voting member for the purpose of these Rules. Children under a Family Membership shall not have voting rights. Children of subscribing and fully paid-up Family Members, on attaining the age of 18 years, regardless of whether in full-time education or employed, may transfer their membership upon payment of the annual subscription only, provided this is done before attaining their nineteenth birthday.

These are Members accepted by the Committee and who have paid their current annual subscription and entry fee.

### 2.3.3 Honorary Members

The Committee may elect Honorary Members such as distinguished persons or such persons who have rendered good service to the Club, as the Committee thinks fit and for such period as the Committee may determine, subject to confirmation at the following AGM. Honorary Members may not serve on any Committee or vote at a General Meeting.

### 2.3.4 Temporary Members

Any person being introduced by a Family/Single Member with the consent of a Member of the Committee may become a Temporary Member for a period of, not exceeding three months in any one calendar year upon payment of the appropriate subscription. Temporary Members may not serve on any Committee or vote at a General Meeting.

### 2.3.5 Up-Country Members

These are Members otherwise eligible to be Family/ Single Members but who live more than 75miles, from Entebbe

### 2.3.6 Reciprocating Members

Qualifying Members of a Club with which the Committee may agree to reciprocate shall be entitled to use the Club for such periods and under such' conditions as the Committee may from time to time determine. A Reciprocating Member shall enter his name, address and Club, together with date of arrival and departure, in the Visitor's Book provided. For the purpose of conforming with regulations governing visiting Non-Members and reciprocity with other Clubs,

Entebbe Sailing Club does not recognize co-ownership of boats jointly between a Member or Members of Entebbe Sailing Club where the other shareholder(s) is/are not a Member or Members of Entebbe Sailing Club.

### 2.3.7 Life Members

Members wishing to apply for Life Membership should make a written application to the Committee, accompanied by the appropriate fee (ten times the annual subscription prevailing at the date of application, and depending on the status of the applicant, i.e. single, family, up-country, etc. If the applicant is unsuccessful, the fee will be returned in full: Applicants must have had at least five years of continuous membership of the Club.

The Committee will review and vote on the application at the next Committee meeting and the applicant will be informed of the decision within two months of application. Acceptance will be made by a majority decision of the Committee.

If a Life Member's status changes from Single to Family Membership, the spouse of the Life Member has the option of paying 10 times the prevailing Single Membership annual subscription (together with the joining fee) to become a Life Member, without having to satisfy the qualification requirements. Alternatively, the spouse of the Life Member can join as an ordinary Single Member For those who have more than one spouse, the Family Life Membership fee is payable in respect of each spouse qualified and wishing to become a Life member.

Life Members have the same voting rights as ordinary Members.

### 2.3.8 Patron

Patron(s) may be elected by the Club at a General Meeting and shall hold office until death, resignation' or permanent departure from the country.

Patrons may not serve on any Committee or vote at a General Meeting.

## 2.4 **Privileges of Members**

### 2.4.1 General

All Members are entitled to all privileges of the Club subject to any restrictions referred to in these Rules, that is to say; Honorary Members, Temporary Members, Reciprocating Members and Patron(s) may not serve on any Committee or vote at a General Meeting.

#### 2.4.2 Introduction of Guests

Any Member may introduce *bona-fide* guests to the Club premises only for an aggregate period not exceeding four visits during anyone calendar year by entry of such name and address by the introducer In a book provided for that purpose in the Club House. Failure to comply with this Rule renders the Member at fault liable to a fine prescribed by the Committee. The Member introducing a guest shall be personally responsible for, and shall pay, all dues payable to the Club in respect of such a guest. The Committee may restrict the privilege of introducing guests, either generally or in respect of any particular Member otherwise entitled to introduce such guests.

### 2.5 **Procedure for Application for Membership**

#### 2.5.1 Membership Form

Application for Membership shall be made using the Membership Form. All appropriate address and contact details shall be supplied. The applicant shall get the endorsement of a PROPOSER and a SECONDER, each of whom shall be a fully paid up Member of at least two years standing.

The applicant shall be introduced to a committee member who will sign the application form which will be posted on the notice board. This shall remain on the notice board for a minimum period of 14 days.

#### 2.5.2 Committee Approval

Providing that all conditions stated in clauses 2.5.1 and 2.5.2 have been met, the Committee shall consider the Application for Membership at their next scheduled meeting. The Application shall be successful if four Committee Members endorse the Membership Form. If the application fails to get the endorsement of four Committee Members, the applicant shall fail to get elected. A period of at least 12 months shall elapse before the applicant may reapply for Membership.

#### 2.5.3 Preferential Treatment of Applications from Boat Owners

In the event that the Club is over-subscribed, boatowning or part-boat owning applicants shall receive preferential consideration for Membership election by the Committee.

#### 2.5.4 Notifying the Members

Once an application has been approved, the Membership Secretary shall publish

the new member's details in the next Monthly Newsletter, and also put their details on the Club notice board for public information

#### 2.5.5 Notifying the Applicant

On approval or rejection of the application, the Membership Secretary shall notify the applicant as soon as possible. If the application was successful, the applicant will pay the full joining fee and the appropriate part of the Annual Subscription and Boat Mooring fees (if applicable). The Membership Secretary shall then issue the applicant with a Membership Card, and a copy of the Memorandum of Association and Rules.

### 2.6 **Defaulting Members**

#### 2.6.1 Bad Debt

All debts due to the Club in the form of entrance fees, subscriptions, storage fees or any other debt shall be paid one month after they are due. Should any account remain unpaid for a period of one month after presentation, the Membership Secretary shall take steps to notify the defaulting Member by letter or email. If the account remains unpaid within one month after the date of the letter, the defaulter's name shall be posted on the Club notice board and in the Monthly Newsletter, and a late payment penalty equivalent to 10% of the value of the debt shall be payable. If the account remains unpaid within one month of such posting, the defaulter will cease to be a Member of the Club unless the Committee receives a satisfactory explanation as to the reason for the default, and provided that any outstanding debts are settled to the satisfaction of the Committee.

No Member shall be elected as an Officer of the Club, or as a Member of the Committee, nor shall be able to attend or vote at any General Meeting of the Club, until his dues have been paid in full.

#### 2.6.2 Misconduct leading to Suspension and/or Expulsion

If any member is charged with such conduct as, in the opinion of the Committee, is unbecoming of a Member, or that is injurious to the welfare and interest of the Club, the Member shall be invited to attend a Committee meeting and give an explanation of such behavior.

If after inquiry, the Committee find that the member is guilty of such conduct, the Member may be cautioned or suspended for such period as the Committee may determine, or may be expelled, provided that the following procedures are followed.

- (a) No member shall be expelled unless a resolution for expulsion is passed by majority of two-thirds of the Members of the Committee voting at the meeting.
- (b) No member shall be suspended unless a resolution for suspension is passed by a majority of the Members of the Committee voting at the meeting.
- (c) No resolution for the expulsion or suspension of a Member shall be final until after the lapse of a period of 14 clear days from the date of the resolution, during which period, a notice stating the decision of the Committee shall be posted on the Club notice board.
- (d) Any Member so expelled or suspended shall have the right to appeal to a Special General Meeting of the Club unless he has not availed himself of the opportunity of attending the meeting of the Committee.
- (e) Notice of appeal must be given to the Honorary Secretary within 14 days from the date of the posting of the resolution, and the Honorary Secretary shall forthwith summon a Special General Meeting to be held within 12 days thereafter.

No resolution for the expulsion or suspension of a Member shall take effect unless the resolution is upheld by a majority at such a Special General Meeting.

A Member, who under these Rules is expelled, shall forfeit all rights and claims upon the Club and its property.

### 2.6.3 Resignation of Members

A member may resign at any time upon giving written notice to the Honorary Secretary but such resignation shall only take effect after the Member has paid all sums due to the Club and the resignation has been accepted by the Committee. Any Member absent from the country for a period exceeding 6 months, without advising the Honorary Secretary shall be deemed to have resigned without due notice, and shall forfeit any automatic right to rejoin the Club.

Any Member, who has resigned from the Club in writing, and who was fully paid-up and with voting rights at the time of departure, may re-join the Club at a later date without being required to go through formal joining procedures (as specified in clause 2.5), and without needing to pay the Joining Fee.

### 3 DIRECTION OF THE CLUB

#### 3.1 Election of Officers and Committee Members

All affairs of the Club shall be directed by a Committee, which shall comprise at least **six** elected Members. The Officers of the Committee shall comprise, as a minimum, Commodore, Vice Commodore, Secretary and Treasurer. Co-opted Members can be included into the Committee as deemed necessary.

The following activities are strictly and solely the responsibility of the Committee:

- the signing of all legally binding documents (such as loans, debentures);
- the making of all decisions (including investments, policies, strategies, etc.);
- the management of all Club finances;
- all other duties and responsibilities as outlined in the attached Memorandum of Association.

The procedure governing election to the Committee shall be as follows.

- (a) The Officers of the Club and Members of the Committee shall be elected at the Annual General Meeting, and shall hold office until the succeeding Annual General Meeting, when they shall retire.

Any such Officers and Members shall be eligible for reelection if desired.

- (b) The outgoing Committee shall nominate candidates for Officers and Committee for the following year at a Committee Meeting to be held at least **one month** prior to the Annual General Meeting. In addition, Ordinary Club Members may nominate candidates up to **one week** before such a Committee Meeting by submitting their nominations to the Honorary Secretary.

- (c) **Thirty clear days** before the Annual General Meeting, a proposal sheet shall be exhibited on the Club notice board. Any Member entitled to vote may propose any other Member eligible to stand as a candidate for election by entering thereon his or her name together with the names of the Proposer and Seconder. The proposal sheet shall be closed and removed by the Honorary Secretary **seven** days before the meeting.

- (d) The Honorary Secretary shall immediately publish all such nominations by posting them on the Club notice board **seven** days before the Annual General Meeting.

- (e) Whilst it is preferred that advance notice be received of all nominations, the Chairman shall, nevertheless, offer members at the Annual General Meeting one further opportunity' to add to the list of nominations.
- (f) If there are more nominations received than there are vacancies to be filled, secret elections shall take place at the Annual General Meeting by - ballot. Otherwise, the Chairman shall declare the nominated Members to be elected.

## 3.2 **Conduct of all Committee Meetings**

### 3.2.1 Chair

The Commodore or, in his absence, the Vice Commodore shall be Chairman of all Committee Meetings.

### 3.2.2 Quorum

A quorum for a Committee meeting shall be **four** elected Committee Members, including either the Commodore or Vice Commodore.

### 3.2.3 Voting

In the case of an equal casting of votes, the Chairman shall have a second and casting vote. No resolution shall be carried unless both of the following apply: at least **four** elected members of the Committee vote thereon;

- a majority of elected members of the Committee pass the resolution.
- no proxy vote shall be allowed at any Club meeting.

### 3.2.4 Frequency of Meeting

The Committee shall hold a meeting **once** in every month. A Special Committee Meeting may be convened at any time on the request of the Commodore or any two Members of the Committee.

### 3.2.5 Vacant Office

Should a Member of the Committee leave Uganda, or be absent from three consecutive meetings of the Committee (without apology), the Committee shall have the right to declare that such a Member has vacated office.

### 3.2.6 Filling Vacancies on the Committee

Apart from the posts of Commodore, Secretary and Treasurer, which must be re-appointed by means of a Special General Meeting; the Committee shall have the

power to appoint from amongst all full Members of the Club to fill a casual vacancy on the Committee. If, for any reason, the number of Members of the Committee is reduced to less **than** four, the remaining Members or Member shall constitute a quorum for the purposes only of filling the vacancies, and on such vacancies being filled, the Committee so constituted shall as soon as possible thereafter call a General Meeting of the Club to confirm or alter such appointments and to carry other business.

### 3.2.7 Bye-Laws

The Committee shall have the power to make, alter and rescind such Bye-Laws as they may from time to time deem necessary, expedient or convenient for the proper conduct, management and welfare of the Club. All Bye-Laws and Regulations made by the Committee under this Rule shall be binding unless and until revoked by the Committee or by a resolution of a General Meeting of the Club.

## 4 **ANNUAL AND SPECIAL GENERAL MEETINGS**

### 4.1 **Dates of Annual General Meeting and Special General Meetings**

4.1.1 An **Annual General Meeting** of the Members of the Club shall ordinarily be held during the month of January in each year of the purpose of receiving and passing the Accounts of the preceding year, of electing the Committee, and for the transaction of such other business as may be specified in the notice or of which notice shall have been given.

4.1.2 **Special General Meeting** of the Members of the Club may be called at any time by the Committee or on the receipt by the Honorary Secretary of a request to convene such a meeting in writing, signed by not less than 25 per cent of Members having full voting rights.

### 4.2 **Notice Periods of General Meetings and of Resolutions**

4.2.1 Notice of every Annual General Meeting shall be given by posting the same on the Club notice board **not less than 30 days** prior to the date of the meeting.

4.2.2 Any Special General Meeting shall require **14 days** prior notice. All such notices shall specify the nature of the business to be transacted.

4.2.3 Any Member desiring to propose a resolution upon any subject other than those specified in the AGM notice referred to in clause 4.2.1, and with the exception of those resolutions referred to in clause 4.2.4, shall give **14 days'** notice of the same in writing to the Honorary Secretary. The Honorary Secretary shall ensure that any resolution so received shall be exhibited on the Club notice board not less than **14 days** prior to the date of the meeting.

- 4.2.4 Where any Member desires to propose a resolution that would alter or amend the Memorandum of Association and / or the Articles of the Association of the Club, then not less than **14 days** notice in writing of such resolution shall be required.
- 4.2.5 A copy of the notice of every General Meeting and of every resolution of which notice has been given shall be sent to every Member at least **14 days** prior to the date of the date of the meeting.
- 4.2.6 A copy of the Balance Sheet and Account shall be sent to every Member at least **14 days** before the Annual General Meeting.

### **4.3 Quorum for General Meetings**

- 4.3.1 A quorum for all General Meetings shall be 25 percent of Family/Single Members, excluding any Officer or Member of the Committee.
- 4.3.2 If, half-an-hour after the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same place and time. If, at the adjourned meeting, a quorum is not present within half-an-hour from the time appointed for the meeting, the Members present shall form a quorum.

### **4.4 Chairman at General Meetings**

At all General Meetings, the chair will be taken by the Commodore or, in his absence, by the ViceCommodore or, in the absence of both, by a Member elected by the meeting. In the event of equality of votes, the Chairman shall have, in addition to a deliberating vote, a second and casting vote

### **4.5 Business at a General Meeting**

- 4.5.1 Business of an Annual General Meeting  
Business of an AGM shall be as follows.

- (a) The Minutes of the previous Annual General Meeting, and of any Special General Meetings held in the interim, shall be read, unless they have been previously circulated among the Members, in which case they shall be deemed to have been read. The Minutes shall also be confirmed as a true and accurate record of events.
- (b) Any Matters Arising from the Minutes shall be dealt with.
- (c) The Annual Report of the Committee shall be heard.

- (d) The Audited Accounts and Balance Sheet shall be received and passed.
- (e) Officers, Members of the Committee, and Auditor (all for the forthcoming year) shall be elected.
- (f) Any Honorary Members shall be confirmed in their positions.
- (g) Any Bye-Laws created during the year shall be confirmed.
- (h) Any other business (of which due notice shall have been given) shall be discussed. Where such due notice has not been given, discussion of any other business shall be allowed only with the permission of the Chairman.

#### 4.5.2 Business at a Special General Meeting

The business of a Special General Meeting shall be such business as may be contained in the instructions of the Committee or the requisitions of the Members. **No other business** shall be discussed thereat.

#### **4.6 Voting at General Meetings**

Except as otherwise expressly provided in these Rules (e.g. see clause 7), every decision or resolution of a General Meeting shall be by the majority of those present and voting thereat. At Annual General Meetings or Special General Meetings, registered boat owners shall have four votes. Where two or more persons own a boat (but not more than three) the four votes will be divided in the proportion of ownership. Fractions of votes shall be discounted. No proxy votes shall be allowed at any Club meeting.

#### **5 SIGNING OF DOCUMENTS**

All documents required to be signed on behalf of the Club (see also clause 3.1) shall be sufficiently so signed when they are signed by either the Commodore or the Vice commodore, and counter-signed by the Honorary Secretary. All documents so signed shall be binding on the Club and all Members thereof.

#### **6 ALTERATION OF THE RULES OF THE CLUB**

The Rules of the Club may be added to, repealed or amended, only by resolution at any Annual General Meeting or Special General Meeting called for the purpose. No such resolution shall be deemed to have been passed unless it has been carried by a majority of two-thirds of the Members eligible to vote at such Meetings.

Any Member wishing to propose an alteration to the Rules at an Annual General Meeting must give notice in writing of such proposed alteration to the Honorary

Secretary **14 days** before the meeting and a copy of such notice shall be posted on the Club notice board.

## **7 BORROWING POWERS**

Subject to the previous sanction given by a resolution passed by a majority of 75 per cent of the Members of the Club entitled to vote, voting at a General Meeting specially called for that purpose, the Committee of the Club shall have the right from time to time to raise or borrow such sums of money for the purpose of the Club and in such manner as the resolution authorizing the same shall direct. Any sum or sums so borrowed may be secured by the Committee by the issue of debentures by the Club and/or by mortgage or charge on the immovable property of the Club, or otherwise. All members of the Club whether voting or not, and all persons becoming Members of the Club after the passing of any such resolution, shall be deemed to have assented to the same as if they voted in favour of such resolutions.

The Committee shall exercise such powers and all such things as may be exercised or done by the Club, save such as are by these Rules or any Act of Parliament for the time being in force, required to be done by the Club in General Meeting, subject nevertheless to the provisions under Companies Act. All acts done by the authority of the Committee, or of any sub-committee thereof, in good faith and with the authority expressed or implied by the Club, shall be deemed to be the acts of the Club and the individual Members during the time he or she is a Member of the Club, and for a period of one year from the date he or she ceases to be a Member of the Club.

## **8 CREDIT FACILITIES**

The Committee may, at any time, restrict or suspend credit facilities in respect of any Member for such period as the Committee thinks fit.

## **9 SUGGESTIONS AND COMPLAINTS**

Suggestions and complaints from Members shall be addressed either to the Honorary Secretary or the Sub-Committee Chairman concerned.

## **10 THE SEAL**

The Committee shall provide for the safe custody of the Seal with the company's Advocates or Bank. It shall be used only on the authority of the Committee. Every instrument to which the seal shall be affixed shall be signed by the Commodore or Vice Commodore, and shall be countersigned by the Secretary.

## **11 COMMERCIAL ACTIVITIES**

There shall be no commercial activities running out of the Club premises.

## **12 APPLICATION OF THE COMPANIES ACT (CAP 85)**

These Rules shall be construed with reference to the Companies Act CAP 85 and terms used in these Rules shall be taken as having the same respective meanings as they have when used in the Act.

Any case arising which is not provided by these Rules, or Bye-Laws made there under, shall be referred to the Committee for decision.

We, the several persons whose names, occupations and postal addresses are hereto subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association.

### **NAMES, OCCUPATIONS AND POSTAL ADDRESSES OF SUBSCRIBERS**

D. H. Bowser (Director)  
P. O. Box 1657  
Kampala

A. R. De Melto (Director)  
P. O. Box 1546  
Kampala

J. J. Thompson (Director)  
P. O. Box 734  
Kampala

S. Rawal (Director)  
P. O. Box 355  
Kampala

**THE COMPANIES ACT CAP85  
COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION (RULES)  
OF  
ENTEBBE SAILING CLUB LIMITED**

1. The name of the company is "Entebbe Sailing Club Limited".
2. The registered office of the Company will be situated In Uganda.
3. The objects for which the Company is established are:
  - (a) To acquire and take over or otherwise receive all or any part of the assets and liabilities of the present un-incorporated club known as Entebbe Sailing Club;
  - (b) To promote, encourage and safeguard the interest of amateur' boat sailing and racing in Uganda and, in particular, of its Members and for these purposes; (c) To afford facilities for sailing and boating on Lake Victoria and encourage social intercourse among members of the Club;
  - (c) To establish, maintain and conduct a Sailing Club for the accommodation of members of, the Club and their friends and generally to afford to them all the usual privileges, advantages, conveniences and accommodation *at'* a Club;
  - (d) To make representations to, and cooperate with, any such government or authorities on all matters relating to boat racing laws and regulations concerning boat safety;
  - (e) To inspect and approve members' boats and provide members with information relating to garage boat repairers and the like;
  - (f) To purchase or otherwise acquire either for an estate in fee simple or for any. lease estate, whether immediate, or reversionary, and whether vested or contingent, any. lands, tenements and hereditaments of any tenure, whether subject to any charges or encumbrances and to hold or sell, let alienate, mortgage, charge or otherwise deal with all or any such land tenements or Hereditament and upon such land acquired to carry on the activities aforementioned;
  - (g) To perform services of all kinds for any reciprocating sailing dub or organization or for any association having objects similar to those of the company or any company, firm or person carrying or proposing to carry on any activities within the

objects of the company;

- (h) To borrow and raise money for purposes of the company in such manner and upon 'such security (if any) as the company may think fit including in particular by mortgage or charge upon, undertaking or all or any of the real and personal property (present and future) of the company, or by the creation and issue or debentures, stock or other obligation and securities of any description;
- (i) To undertake and execute any charitable trusts which may seem directly or indirectly conducive to any of the objects of the company; PROVIDED that in case the company shall, take or hold any property which may be subject to any such trusts, the company shall only deal with and invest the same in the manner allowed by law having regard to such trusts;
- (j) To invest and vary the investment of the monies of the company not immediately required for its purpose in or upon such investments, security or property as may be thought fit, subject nevertheless to such conditions and consents (if any) as may from time to time to be imposed or required by law;
- (k) To lend money to, or grant to, or provide credit or financial accommodation to any club, person or any company or association in any case, in which such lending,' grant or, provision is considered, likely directly to further any of the objects of the club;
- (l) To, establish and support, and to aid the establishment and support of any other company formed for all any of the objects of this company;
- (m) From time to time to amalgamate with any company, institution or society having objects similar to those 'of the company or any of them to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such body; to transfer all or any of the property, assets liabilities and engagements of this company to any such body;
- (n) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company or which the company shall consider to preliminary;
- (o) To draw, accept and make and to endorse, discount and negotiate bills or exchange and promissory notes and other negotiable instruments.
- (p) To add all such other things as are incidental or conducive to the attainment of the above objects or any of them.

**The liability of the Members is limited.**

Every Member of the company undertakes to contribute to the assets of the company in

the event of the company being wound up whiles/he is a Member or within one year after s/he ceases to be a Member, for payment of the debts and liabilities of the company contracted before s/he ceases to be a Member and the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributories among themselves such amount as may be required not exceeding one hundred - shillings. If upon winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid or distributed among the Members of the company.

We, the several persons whose names, occupations and postal addresses are hereto subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

### **NAMES, OCCUPATIONS AND POSTAL ADDRESSES OF SUBSCRIBERS**

Peter Bowser (Director)  
P. O. Box 1657  
Kampala

Tony Cockrayne  
  
Kampala

Subash. Rawal (Director)  
P. O. Box 355  
Kampala

**DATED THIS FOURTH DAY OF May 2011**