

FILED THIS 07 DAY OF 02 2016

FEES PAID 80,000/= RECEIPT No. 20001651486 of 29/01/2016

THE REPUBLIC OF UGANDA

THE COMPANIES ACT 1 OF 2012

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

 TUMWINE ANITA
MEMORANDUM AND ARTICLES

CERTIFIED TRUE COPY

OF

REGISTRAR OF COMPANIES
KAMPALA

ASSOCIATION

OF

UGANDA GREEN CRESCENT SOCIETY LIMITED

DRAWN BY:

M/s. Lwere, Lwanyaga and Company
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Kampala

**THE REPUBLIC OF UGANDA
THE COMPANIES ACT 1 OF 2012
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
“UGANDA GREEN CRESCENT SOCIETY LIMITED”**

1. The name of the organisation is **“UGANDA GREEN CRESCENT SOCIETY LIMITED”**
2. The registered office shall be situated in Uganda.
3. The objects for which the organisation is established are:
 - (a) To struggle against all hazardous addiction habits such as alcoholism, narcotic drug addiction, gambling, prostitution, sexual activities, pornography addiction, internet and technology addiction as well as other addictions that influence the youth and adult populations negatively by impairing their physical and mental health. The Uganda Green Crescent Society exists to contribute to raising up and supporting generations of people committed to the socio-economic development of our country in line with our national motto **For God and my Country**.
 - (b) To create awareness and to motivate power sources within the population to combat addictions. In all circumstances the Society will help the needy, indigent people and promote respect and protection of human dignity. The Uganda Green Crescent Society will therefore contribute to increasing the capacity of the population in their struggle against addictions.
 - (c) To collaborate with national, international, public, private, government and non-governmental institutions to jointly work together on issues of addictions.
 - (d) To provide all sorts of knowledge, documents and publications; to establish a documentation center; to publish newspapers, magazines, journals, and books; to announce work and activities; and to publish work and briefing bulletins; for the purpose of informing members, potential members and the public at large about issues related to addictions.
 - (e) To campaign to raise funds and collect donations at home and abroad.
 - (f) To build and operate financial, commercial and industrial enterprises so as to get needed revenue for realization of the objectives of the Society.
 - (g) To sell, buy, rent movable and immovable properties required for the Society activities and establish ownership over immovable properties.
 - (h) To participate in international activities, being affiliated with Societies or organizations abroad and executing joint projects with those organizations.

- (i) To receive aid in cash and in kind from private or public institutions and organizations and to provide aid to private or public institutions and organizations in cash and in kind.
- (j) To help in rehabilitation and treatment of those with tobacco, alcohol and drug addictions, supporting their families, protecting their children and aiding their children's education.
- (k) To open branches and representative agencies.
- (l) To take steps in combating tobacco, alcohol and drug addictions and any kind of bad habits so as to make sure that all kinds of protective precautions and decisions are undertaken.
- (m) To set up clubs for primary schools, secondary schools and tertiary institutions.
- (n) To publish scientific articles related to addictions.
- (o) To prepare Green Crescent reports to inform government officials, media and the public.
- (p) To build treatment centers to break bad habits.
- (q) To promote good human relations.
- (r) To employ permanent or temporary staff to be assigned to work with other Charities and Societies on matters regarding treatment and rehabilitation centers of tobacco, alcohol and drug addictions.
- (s) To rent or build offices for branches.
- (t) To provide financial support to branches concerning the Green Crescent activities.
- (u) To help to recruit scientists, artists and celebrities for young people and adult populations.
- (v) To generate regular funds for the Green Crescent by getting in contact with the relevant supportive authorities and well wishers.
- (w) To cooperate with health institutions pertaining to the objectives of the Green Crescent.
- (x) To award research scholarships to students who could contribute to research and publication on the matter of struggling against addictions

4 THE LIABILITY OF THE MEMBERS IS BY GUARANTEE:

- 5 Every member of the Organisation undertakes to contribute to the assets of the Organisation 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 Organisation contracted before he ceases to be a member, and the costs charges and expresses or winding up, and for the adjustments of the rights of the contributors among themselves, and a membership of not less than Shs. 1000= (Shillings one thousand only).

**NAME OF SUBSCRIBERS
AND POSTAL ADDRESS**

SIGNATURES

1. Professor Magid Kagimu
President,
Uganda Green Crescent Society,
P.O.Box 2773,
Kampala, Uganda.
2. Dr Kalinaki Abubakar
Secretary General
Uganda Green Crescent Society,
P.O.Box 2773,
Kampala, Uganda.
3. Dr Anwar Kakeeto
Director for Finance
Uganda Green Crescent Society,
P.O.Box 2773,
Kampala, Uganda.



DATED THIS 28th DAY OF JANUARY 2016

WITNESS TO ABOVE SIGNATURE:

NAME IN FULL KYAGULANYI SADATI

SIGNATURE 

POSTAL ADDRESS P.O BOX 31338

OCCUPATION LAWYER

THE REPUBLIC OF UGANDA
THE COMPANIES ACT 1 OF 2012
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
UGANDA GREEN CRESCENT SOCIETY LIMITED

1. The Regulations contained in Table "B" of the Company Act shall apply to this company in so far as the same are not varied by/ but reproduced in the Articles of Association.

INTERPRETATION

2. In these Articles unless there be in the context anything inconsistent therewith;

- | | | |
|-----------------|---|--|
| "The Company" | - | Shall mean the above-named company, |
| "The Act" | - | Shall mean the Companies Act and every other Act incorporated therewith, or any Act or Acts substituted therefore; and in case of any such substitution the references in these presents to the provisions of the Act shall read and construed as references to the provisions substituted therefore in the new Act or Acts, |
| "The Board" | - | Shall mean the Board of the Executive Committed of the company appointed pursuant to the provisions of these presents, |
| "The Directors" | - | Shall mean a person appointed to the Board of Executive committee pursuant to the provisions of these presents, |
| "The Secretary" | - | Shall mean any person appointed to perform the duties of the Secretary of the company, |
| "Month" | - | Shall mean calendar month. |

Words and expressions defined in the Companies Act shall except as hereinbefore provided, have the meanings thereby assigned to them.

Words importing the singular number shall include the plural and vice versa.

Words importing the masculine gender include the feminine.

Words importing persons shall include bodies corporate, and associations as are hereinafter defined.

ARTICLES

Article 1: The Title of the Society, its Registered Office, Definitions and Corporate Identity

(1) **Title:** The title of the Society is "Uganda Green Crescent Society".

(2) **Registered office:** The registered office of the Society shall be situated in Uganda.

(3) **Definitions:**

The following terms in this Constitution shall mean:

- i. **Society:** Uganda Green Crescent Society.
- ii. **National General Assembly:** The highest decision-making body of the Society.
- iii. **National Executive Committee:** Elected by the National General Assembly and acts on behalf of the National General Assembly between the meetings of this organ.
- iv. **Branch:** Established by the National General Assembly or the National Executive Committee acting on behalf of the National General Assembly.
- v. **Registered Office:** Place of management in Uganda where activities of the Society are carried out.
- vi. **President:** Elected by the National General Assembly and is the Chairman of the National Executive Committee and National General Assembly.
- vii. **Vice President:** National Executive Committee member who performs the duties delegated by the President and is responsible for those duties and represents the Society in the absence of the President.
- viii. **Secretary-General:** National Executive Committee member who is responsible for documenting processes and decisions of the National General Assembly and the National Executive Committee
- ix. **Director for Finance:** National Executive Committee member who manages the financial status of the Society by keeping records and evaluating the Society's income and expenditure properly and is responsible for keeping proper books of accounts.
- x. **Branch General Assembly:** The highest decision making body of the Branch.
- xi. **Branch Executive Committee:** Elected by the Branch General Assembly and is responsible for directing and managing of the Branch activities.
- xii. **Branch Chairman:** Elected by the Branch General Assembly.
- xiii. **Branch Secretary:** The Branch Executive Committee member, who is responsible for documenting processes and decisions of the Branch General Assembly and the Branch Executive Committee
- xiv. **Branch Treasurer:** Branch Executive Committee member who manages the financial status of the Branch by keeping records and evaluating the Society's income and expenditure properly and is responsible for keeping proper books of accounts .
- xv. **General Assembly Delegate:** Elected by the Branch General Assembly who is entitled to vote at the General Assembly of the Society.
- xvi. **He/Him/His:** Applies to both male and female gender.

(4) **Corporate Identity**

- (a) The logo of the Uganda Green Crescent Society shall be the green crescent on a white background whose edges are directed to the right. The Corporate Identity Regulations, governing procedures and principles concerning use of the logo in instruments such as the flag or badge, shall be prepared by the National Executive Committee.

- (b) The Society whose full name is "Uganda Green Crescent Society" shall also use "Green Crescent", "Uganda Green Crescent" and "The Green Crescent" as short names.
- (c) The Society shall be registered as a company limited by guarantee not having a share capital. It will also be registered as a non-governmental organization and a Trusteeship.
- (d) The liability of members is limited by guarantee.
- (e) The founder members who are also the guarantors have each undertaken to contribute Shs. 100,000/= (shillings one hundred thousand only) as the guarantee maximum set at the commencement of this company. The founder members are:

National Executive Committee:

- | | | |
|-----------------------------|---|-----------------------------|
| 1. Professor Magid Kagimu | - | President |
| 2. Dr. Jaffer Balyejjusa | - | Vice President |
| 3. Dr. Kalinaki Abubakar | - | Secretary General |
| 4. Sister Faridah Nanziri | - | Deputy Secretary General |
| 5. Dr. Anwar Kakeeto | - | Director for Finance |
| 6. Sister Rashidah Nabukalu | - | Deputy Director for Finance |
| 7. Mr. Ayub Twaha | - | Committee Member |
| 8. Mr. Moustapha Mukasa | - | Committee Member |
| 9. Mr. Sakka Mustafa | - | Committee Member |
| 10. Sheikh Lubowa Ali | - | Committee Member |
| 11. Mr. Magoba Kassim | - | Committee Member |

Board of Trustees:

1. President of the Uganda Green Crescent Society
2. Vice President of the Uganda Green Crescent Society
3. Secretary General of the Uganda Green Crescent Society
4. Director for Finance of the Uganda Green Crescent Society
5. Dr. Hafsa Lukwata
6. Dr. Fatuma Namusoke
7. Dr. Jamiru Mugalu
8. Sister Halima Mayanja
9. Sister Safina Musene
10. Dr. Hakim Sendagire
11. Dr. Nasser Kakembo
12. Dr. Yusuf Walakira
13. Mr. Yasin Mukiibi

Disciplinary Committee

- | | | |
|---------------------------|---|-----------|
| 1. Dr. Badru Nsereko | - | Chairman |
| 2. Ms. Joweria Bagonza | - | Secretary |
| 3. Immam Kasozi | - | Member |
| 4. Hajat Hadija Nabukenya | - | Member |
| 5. Mr. Mustafa Ajuga | - | Member |

- (f) The founder National Executive Committee, Board of Trustees and Disciplinary Committee shall serve in their respective offices for a period of five years with effect from the date this constitution comes into effect and they shall be eligible for re-election.
- (g) The Society shall operate within the framework of the Ministry of Health Policy.

Article 2: Core Values and Principles of the Society

The core values and principles of the Society are as follows:

- (1) **Struggling for Human Dignity:** The aim of the Green Crescent is to ensure the protection of human health against risk factors causing addictions. In all its activities, the Green Crescent supports mutual understanding, fellowship, friendship, cooperation and permanent peace among individuals. It endeavors to relieve and to prevent human pain anywhere arising from addictions within national and international communities.
- (2) **Non-Discrimination:** The Green Crescent does not discriminate based on race, age, gender, religion, disability, marital status or political affiliation. By prioritizing the most urgent community requirements, it focuses on relieving human pain arising from addictions within the communities.
- (3) **Independence:** The Uganda Green Crescent Society is an independent non-governmental organization. As a supporter of public authorities in human affairs, the Uganda Green Crescent Society is subject to national and international agreements duly enacted within the laws of the Republic of Uganda. In this context, the Society has the autonomy to make agreements with national and international partners related to its field of specialization for the good of the communities it serves in line with the laws of the Republic of Uganda.
- (4) **Charity Organization:** The Green Crescent is a voluntary charity organization which does not regard profit and personal benefits as a priority in its activities. The income and property of the Uganda Green Crescent Society shall be applied solely towards the promotion of the objectives and ideals of the Society and no portion thereof shall be paid, transferred by way of profit, bonus or dividends. However, nothing contained in this clause shall prevent the payment of remuneration to servants and employees of the Society.
- (5) **Public Health promoter:** The Green Crescent is a voluntary non-governmental organization which builds programs to fight against all kinds of addiction risk factors, particularly, tobacco, alcohol, and drug addictions, within its corporate capacity and from a public health perspective.
- (6) **Scientific Understanding:** The Green Crescent adopts evidence-based research, analysis and interventions regarding behavior reinforcement and behavior change during the various phases of fighting against addictions, protection and prevention of addictions, and therapy and treatment of addictions.
- (7) **Globalization:** The Green Crescent has an equal status and shares equal responsibilities and duties like similar foreign national societies in the field of combating addictions. The Green Crescent therefore adopts the following principles: participating with other global organizations to fight against addictions on a worldwide basis as partners of such organizations; evaluating

issues on a global scale and working accordingly; functioning as a global partner and being influential and highly regarded by other global organizations. The operations of the society shall be carried out in Uganda and elsewhere in the global village in partnership with organizations with similar objectives.

- (8) **Sense of Community:** The Green Crescent intends to create awareness of the public health importance of addictions at every stage from the community to the individual.

Article 3: Membership Process: Definition of membership, Becoming a Member, Resigning from Membership

(1) Ordinary and Honorary Membership

- (1) The Uganda Green Crescent has two kinds of memberships. These are: ordinary membership and honorary membership.
- (2) The ordinary members include those whose membership has been finalized and their membership has been approved by Branch Executive Committee and who have been approved for membership by National Executive Committee.
- (3) Honorary Membership includes voluntary membership recommended by any ordinary member from among persons who support the Society materially and morally. Honorary Members may attend the General Assembly. However, they have no right to elect and be elected. The criteria for granting honorary membership are stipulated by the National Executive Committee
- (4) Regardless of membership, persons who make significant contributions to the ideals of the Society may be awarded with the Green Crescent Medal by the decree of the National Executive committee.

- (2) **Ordinary membership:** Upon adopting the principles, values, objectives and working ethics of the Society and having read and understood the Society's constitution and having by no means any addiction to tobacco, alcohol and drugs and combating against such addictions, any person shall become an ordinary member of the Society provided that he fulfils the following commitment: **"As long as I stay as a member, I solemnly pledge on my honor and life not to use tobacco, alcohol or drugs and to propagate the Society's ideals."**; provided he pays the annual membership fee and provided he completes a special form which binds him to the objectives and obligations of the Society.

(3) Duties and Responsibilities of the Green Crescent Members

The duties and responsibilities of the Green Crescent members shall be as follows:

- a) Members shall pay membership fees to the Branch Executive Committees of their affiliated branches.
- b) In line with the values of the Green Crescent, members shall realize the objectives of the Society by participating in affiliated branch activities.
- c) Members shall participate in all kinds of promotion and donation activities and other campaigns in accordance with the objectives of the Green Crescent and in compliance with the Green Crescent principles.
- d) Members shall attend meetings and activities of their branch bodies, and fulfill duties delegated to them.
- e) Members shall fulfill delegated tasks regarding activities that are ongoing in the Society and complete hand-over and take over processes properly during resignation.

f) With respect to activities on addictions covering the Green Crescent's area of responsibilities, members shall inform the authorized body of the Green Crescent about their opinions on local issues. Members shall be in solidarity with local people.

g) Members shall mobilize beloved and trusted people's support for the Green Crescent.

h) Members shall contribute to the income realization of the Green Crescent.

i) Members shall join the training activities arranged by the Green Crescent when invited. They shall be prudent and careful in maintaining the dignity and vitality of the Green Crescent. Being loyal to the Green Crescent, they shall avoid attitudes and behaviors and written and oral statements which are incompatible with the material and spiritual personality of the Green Crescent.

j) Members shall pay membership fees in the year that the membership fee is due.

(4) Rights of the Green Crescent Members

The Green Crescent Member shall have the following rights:

- a) Be a candidate for elections of the Green Crescent governing bodies.
- b) Vote in elections of the Society and exercise the right to vote.
- c) Be a candidate during elections of Branch leadership.
- d) Attend meetings, activities of the Society and affiliated units as a member and declare his thoughts and opinions.
- e) Demand information about the Society.

(5) Application for Membership and Registration

- (1) A person, who would like to be a member, applies directly to the Branch Executive Committee on the basis of his place of residence by completing and signing the application form in triplicate.
- (2) Membership application documents must be fully completed and the commitment declaration signed. The applicant is required to deliver completed documents. If not delivered, the application is deemed invalid.
- (3) The information on the membership application form is registered in the membership application book.
- (4) The Branch Executive Committee examines the applicants in the application book and informs applicants about the result within 4 months.
- (5) The Branch Executive Committee holds open files and books regarding membership for branch members.
- (6) The application has to be approved by the National Executive Committee.

(6) Place for Membership

It is not allowed for one to be a member in more than one branch. Members are free to exercise their rights to elect and be elected in the Branch General Assembly only in their Affiliated Branch. They may also be elected as delegates of their affiliated branch to the National General Assembly.

(7) Identity Card

The Green Crescent identity card shall be issued by the National Executive Committee of the Green Crescent. The Branches Executive Committees shall hand over membership forms to the National Executive Committee who will issue the identity cards to the branch members. It is mandatory for members to show the Green Crescent identity card for all their activities related to the Society.

(8) Resignation from Membership

The records of members who present their resignation from the Green Crescent in the prescribed form should be notified to the National Executive Committee by their Affiliated Branch.

(9) Cancelling Membership and Termination of Membership

This will occur in the event of following considerations related to the member:

- a) Presenting wrong information on the application document.
- b) Not having acceptable qualities as indicated by related laws and the Constitution which may not have been foreseen during registration for membership,
- c) Violating the written commitment which was signed during the membership process
- d) Acting against the Constitution
- e) Harming the dignity of the Green Crescent
- f) Acting contrary to fundamental principles, objectives and ethical codes of the Green Crescent
- g) Burdening the Green Crescent with responsibility and debt without getting any authority from authorized bodies of the Green Crescent
- h) With-holding payment of annual subscription fee within one year in-spite of a written notification.

The National Executive Committee shall arrange a file for investigation and the file shall be delivered to the National Disciplinary Committee. The Disciplinary Committee shall examine the file with respect to procedures and principles stated in the Regulation of Discipline and declare its verdict to the National Executive Committee.

- i) The membership shall be terminated in the event of death and permanent loss of mental capacity.
- j) Those who resign or whose membership is terminated from the Society shall not claim benefits and assets of the Society.

Article 4: Corporate Governance Compliance

The Green Crescent serves within the boundaries of ethical values pertaining to international Governance compliances and the following codes:

- a) **Transparency:** The Green Crescent shall ensure that sufficient, exact and comparative information on financial and economical issues is clearly defined and made available to the concerned stakeholders.
- b) **Accountability:** The Green Crescent shall define clearly rules and responsibilities concerning governance and shall adopt principles of transparency and openness to the public along with social awareness.
- c) **Responsibility:** The Green Crescent shall ensure conformity of its activities and services with fundamental principles of the Society, national and international charters, and internal corporate regulations, social and ethical values.

- d) **Justice and Equal Treatment:** The Green Crescent shall adopt in all its services, behaviors that are equal and unbiased to all persons.

Article 5: Governing organs

There shall be six governing organs of the Society.

- 1) National General Assembly
- 2) National Executive Committee
- 3) Board of Trustees
- 4) Disciplinary Committee
- 5) Branch General Assembly
- 6) Branch Executive Committee.

Article 6: National General Assembly

- (1) **Powers:** The National General Assembly is the supreme body of the Green Crescent and shall meet regularly every year in the Annual General Meeting.
- (2) **Composition:** The General Assembly is composed of:
 - a) The National Executive Committee members - 11 members.
 - b) Branch Executive Committee members - 3 members namely Branch Chairman, Branch Secretary, Branch Treasurer.
 - c) Delegates chosen by the Branch General Assembly in compliance with the National Executive Committee guidance. - 2 members.
 - d) Board of Trustees – 13 members
- (3) **Quorum:** The quorum for meetings of the National General Assembly is half of the total delegates number.
- (4) **Procedures for Ordinary meetings of the National General Assembly**
 - (1) The National Executive Committee shall define the date, time, agenda, place and procedures of the National General Assembly. The President of the National Executive Committee shall call the meetings through written letters or radio and TV announcements or e-mail and sms or on Society's website giving at least a 30-days' notice to the members. The President of the National Executive Committee shall chair the meetings of the National General Assembly.
- (5) **Procedure for Extraordinary meetings of the National General Assembly:**
 - a) There shall be extraordinary meetings called by the President with members notified at least 21 days prior to the meeting.
 - b) The Extraordinary meetings of the National General Assembly shall follow the same procedures pertaining to the ordinary meetings of the National General Assembly.
 - c) In extraordinary meetings, only the required subject matter for the meeting shall be handled and no extra item shall be added to the agenda.

(6) Duties and Powers of the National General Assembly:

(1) The National General Assembly is the top governing body of the Society and is responsible for guiding the general management of the Green Crescent and determining its operating policies. The duties of the National General Assembly are as follows:

- a) Electing the top organs of the Society, namely, the National Executive Committee, the Board of Trustees and the Disciplinary Committee.
- b) Amending the Constitution of the Society.
- c) Receiving the reports of the National Executive Committee, Board of Trustees and Disciplinary Committee.
- d) Approving the budgets prepared by the National Executive Committee.
- e) Opening new branches and authorizing the National Executive Committee to close those that are unable to work for various reasons.
- f) In line with the objectives and the policies of the Green Crescent, authorizing the National Executive Committee to effect the final-disposal of the immovable assets.
- g) Authorizing the National Executive Committee to establish foundations.
- h) Terminating the Society.
- i) Determining the annual membership fee of the Society.

Article 7: The National Executive Committee

- (1) The National Executive Committee shall consist of 11 members as follows: President, Vice President, Secretary General, Deputy Secretary General, Director for Finance, Deputy Director for Finance and five committee members. The members of the National Executive Committee shall be elected by the National General Assembly and serve five year terms.
- (2) Meetings of the National Executive Committee shall take place at least every three months and from time to time as need arises. The quorum for meetings of the National Executive Committee shall be half the members which translates to 6 members.
- (3) To be elected to the position of member of the National Executive Committee one must have a minimum qualification of a University degree, be of sound mind, free from conviction of offences by courts of law, upright in character, and respectable in the community with a proven record of leadership and selfless service to the community. The President and Vice President shall have a minimum age of 40 years and a Master's degree from a recognized University.
- (4) The President shall Chair all the meetings of the National Executive Committee and National General Assembly.
- (5) A member who is elected to the National Executive Committee shall cease to be a member of the Branch Executive Committee and shall hand over his Branch responsibilities to the Branch Executive Committee.
- (6) Duties and Powers of the National Executive Committee.
 - (a) The National Executive Committee is accountable to the National General Assembly of the Green Crescent. Under this responsibility, it shall ensure that all operations of the Green Crescent, in line with its objectives, are conducted in accordance with the national and international agreements in effect, the resolutions of the National General Assembly, the Constitution and the codes of practice of the Green Crescent.

- (b) It shall plan and prepare all kinds of operations in line with the objectives of the Green Crescent and it shall perform these operations in accordance with the resolutions of the General Assembly.
- (c) It shall ensure that the operations of the Green Crescent are performed by the responsible service units.
- (d) It shall conduct national and international resource-mobilization activities for the services and the operations, in accordance with the objectives and the targets of the Green Crescent.
- (e) It shall perform the actions defined in the Constitution about the cancellation of the memberships for those who attempt to do harm to the Green Crescent.
- (f) It shall set up and delegate its duties to commissions or committees or individuals to help in the work of the Green Crescent, in line with the plans and strategies of the Society. These committees or individuals may be from the Green Crescent's members and employees or the outside volunteers.
- (g) It shall follow up and arrange for audit of the National General Assembly approved budget and the approved budgets of the Branches.
- (h) It shall approve ordinary membership and honorary membership.
- (i) It shall make the overall budget of the Green Crescent for approval by the National General Assembly during the Annual General Meeting.
- (j) It shall prepare the regulations defining the codes of practice for the execution of the operations of the Green Crescent.
- (k) It shall decide on the conditional donations and legacies of any kind after investigation.
- (l) It shall effect disposal of the movable and immovable properties in line with the objectives and the policies of the Green Crescent after approval by the National General Assembly.
- (m) It shall supervise all the service units of the Green Crescent and ensure that audits take place and that precautions essential to improve performance are implemented.
- (n) It shall appoint the employees of the Green Crescent, the External Auditor and the Legal Advisor.
- (o) It shall decide on the opening of new branches and closing those that are unable to operate for any reason with approval by the National General Assembly.
- (p) It shall decide on the opening of firms, education and training centers, entering into cooperation, opening health facilities, rehabilitation centers and any social and revenue-generating facilities in line with the Society's objectives. It shall approve establishing these types of services by the branches within the framework of the related regulations and the defined codes.
- (q) It shall have full powers to act on behalf of the National General Assembly between the meetings of that body but subject to subsequent approval by the National General Assembly.

Article 8: Powers and Duties of the President, Secretary General, Director for Finance and their Deputies.

A. The President:

1. The President is the top representative, leader and accounting officer of the Green Crescent with the following duties and the powers:

- a) The President shall represent and be the human face of the Green Crescent before public offices, the courts, international relations and any operations and actions within its business scope. The tenure of the President is five years and he may be re-elected.
- b) The President is the representative of unity, fairness, justice and objectiveness of the Green Crescent.
- c) The President shall perform the duties delegated by the National General Assembly and the National Executive Committee. The President has powers to make urgent decisions on behalf of the Green Crescent but must inform the National Executive Committee within 3 months.
- d) The President may delegate his or her powers to any member of the National Executive Committee. In such cases, the authorized member shall answer for the action he has taken.
- e) The President shall call and chair all meetings of the National Executive Committee and National General Assembly.
- f) The President shall be the overall supervisor of all the Green Crescent service units.
- g) The President may delegate the Vice President as proxy in the event that a genuine reason occurs. The Vice President shall perform the duties he is delegated to undertake with full authority and shall be accountable for his actions.
- h) The President, the Secretary General and the Director for Finance make up the Central Executive Committee of the Green Crescent.

2. In the event that the President resigns or the post of the President falls vacant for any reason, an extraordinary meeting of the National General Assembly shall be convened by the Vice President within three months at the latest for purposes of electing a new President. Before the election of the President, the Vice President shall perform the duties of the President.

B. The Secretary General:

The Secretary General of the Society shall be responsible for:

1. Keeping records of the affairs of the Society
2. Organizing meetings of the National General Assembly and National Executive Committee including preparing the agenda and recording the minutes.
3. Registration of members of the Society.

C. The Director for Finance:

The Director for Finance of the Society shall:

1. Be responsible for the financial records of the society
2. Be responsible for maintaining proper books of Accounts showing:
 - a) Income and Expenditure
 - b) Assets and liabilities of the Society
 - c) Tax statements (if any)

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Society's financial affairs and to explain its transactions.

3. Receive, acknowledge and bank the revenue from members, other individuals and organizations and fund generating enterprises of the society or cause these activities to be done.
4. Prepare or cause to be prepared Statements of Accounts of the Society's financial affairs and present the same to the National Executive Committee and the National General Assembly.

5. Prepare or cause to be prepared the Annual Budget for the Society subject to approval by the National General Assembly.

D. Vice President, Deputy Secretary General and Deputy Director for Finance,

The above members of the National Executive Committee shall work hand in hand with their corresponding officers and take over their duties in case of absence, impeachment, or vacation of office until the National General Assembly takes the final decision on the matter.

Article 9: The Board of Trustees

There shall be a Board of Trustees elected by the National General Assembly consisting of 13 members.

- a) The Board of Trustees shall be the top governing organ entrusted with the custodianship, protection and preservation of the property of the Green Crescent and shall have full powers to act on behalf of the National General Assembly in matters related to the property of the Society between the meetings of that body but subject to subsequent approval by the National General Assembly.
- b) In particular and without derogation from generality of the immediately preceding paragraph the Board of Trustees will be responsible for:
 - i. Approval of loans and mortgages from banks and other financial institutions.
 - ii. Approval of the sale and disposal of the property of the Society.
 - iii. Registration of the property of the Society.
 - iv. Ensuring continuity in the fulfillment of the policy and objectives of the Society.
 - v. Advising on the policy of the Society.
- c) The Board of Trustees shall meet from time to time as need may arise but at least twice a year.
- d) The Chairman and Secretary of the Board of Trustees shall be elected by members of the Board among themselves and shall serve a five year term. The maximum terms in office of these officers will not exceed two 5-year terms and these terms must not be consecutive. The outgoing Chairman and Secretary shall conduct the elections for the new office bearers. Voting shall be by secret ballot and the winner shall be determined by simple majority. The Chairman shall have an original and casting votes.
- e) The outgoing Chairman and the outgoing Secretary of the Board shall be ex-officio members of the Board of Trustees for the following 5 years.
- f) The quorum for meetings of the Board shall be three quarters of the members. Resolutions and decisions passed in a meeting must be endorsed by three quarters of the members of the Board before they become effective.
- g) The Chairman shall call and chair all meetings of the Board and in his absence members of the Board shall elect a Chairman for that meeting.
- h) The Secretary of the Board shall:
 - i) Keep all records of the affairs of the Board
 - ii) Organize meetings of the Board.
- i) The qualifications of the future Trustees are:
 1. The President of the Green Crescent Society
 2. Secretary General of the Green Crescent Society

3. Director for Finance of the Green Crescent Society
 4. The Vice President of the Green Crescent Society
 5. Any ordinary member of the Society elected to the Board of Trustees by the National General Assembly.
- j) The new Trustees not on the National Executive Committee of the Society shall hold office for 5 years and shall be eligible for re-election.
 - k) The new Trustees who are on the National Executive Committee of the Green Crescent Society shall remain members of the Board of Trustees as long as they remain in those offices.
 - l) Any Trustee may vacate his office in any manner provided under article 12(iii) of the constitution of the Society.
 - m) Any Trustee may be removed from his office in any manner provided in article 12(ii) and article 13 of the constitution of the Society.
 - n) The mode of appointing new Trustees is by electing a new National Executive Committee four of whom form the new Trustees automatically, namely the President, Secretary General, Director for Finance and Vice President. Any other vacant posts on the Board of Trustees shall be filled by the National General Assembly through elections of qualified members of the Society.

Article 10: The Disciplinary Committee

- (1) The Disciplinary Committee shall be accountable to the National General Assembly.
- (2) The Disciplinary Committee shall consist of its Chairman, Secretary and three other members all elected by the National General Assembly and they shall serve five year terms. It shall include graduates who are experienced in financial, administrative, legal, social and psychological issues.
- (3) The duties and Powers of the Disciplinary Committee shall be as follows:
 - (a) It shall determine the processes of official investigation of cases of indiscipline, including questioning and hearing the witnesses and examining the evidence.
 - (b) It shall receive the defense statement of the accused member or the employee concerned.
 - (c) It shall determine the type of disciplinary sanctions and how to apply the sanctions for any action. The outcome of investigation and defense shall be finally approved by the National General Assembly.
 - (d) The Disciplinary Committee shall advise the National Executive Committee regarding matters of discipline of members of the Society. It shall advise on the disciplinary procedures in the branches and service units of the Society.
 - (e) The Disciplinary Committee shall have powers to summon any member of the Society to assist in investigating cases of indiscipline.
 - (f) Cases of indiscipline shall be referred to the Disciplinary Committee by the National Executive Committee.
 - (g) If a member of the Society conducts himself in an unbecoming manner, his case shall be referred to the Disciplinary Committee to advise on what action to be taken against him and this may include advising that he forfeits his membership.
 - (h) If the case of indiscipline involves a member of the National Executive Committee the Disciplinary Committee shall advise on what action to be taken against him and this may include advising that an impeachment be initiated against him.

- (i) The Disciplinary Committee shall arbitrate in cases of conflicts in the Society, brought to their attention by the National Executive Committee.
- (j) The Disciplinary Committee shall meet from time to time as need arises but at least twice a year.

Article 11: Branch Establishment

- (1) The Branches of the Green Crescent Society shall be established and operate after the approval of the National General Assembly. The branch shall start operating as a legal entity after submitting the required documents to the National Executive Committee and getting an approval letter of recognition from it.

- (2) The required documents shall be determined by the National Executive Committee.

(3) Organization of Branches

- (1) The organization of the branches shall consist of the Branch General Assembly and the Branch Executive Committee.

(A) Branch General Assembly

- i. The Branch General Assembly is the top decision-making body of the branch and shall consist of the members registered with the Branch who have the qualifications mentioned in the related articles of this Constitution.
- ii. The Branch General Assembly shall meet on the dates determined by the Branch Executive Committee. Only those who have paid the annual membership fee shall have the right to attend the Branch General Assembly.
- iii. The procedures for the ordinary meetings and extraordinary meetings shall be the same as the procedures for the National General Assembly.
- iv. The responsibilities and power of the Branch General Assembly shall be as follows:
 - a) The Branch General Assembly shall approve the branch action plans which are made in line with the objectives and strategic plan of the Green Crescent.
 - b) It shall receive the reports of the Branch Executive Committee.
 - c) It shall send the working reports and financial reports of the branch to the National Executive Committee after each meeting.
 - d) It shall elect the Branch Executive Committee of seven people which shall consist of: Branch Chairman, Branch Secretary, Branch Treasurer and four Committee members. These shall serve five year terms and are eligible for re-election.
 - e) It shall elect the delegates that go for the National General Assembly meetings.

(B) Branch Executive Committee

- (1) It shall consist of seven members elected by the Branch General Assembly.
- (2) To be eligible for election, the member should have a minimum of a diploma in a recognized specialty.
- (3) The Branch Executive Committee shall send copies of the minutes of their meetings to the National executive Committee.
- (4) The Branch Executive Committee shall meet at least once every three months.
- (5) The Branch Executive Committee shall perform any tasks given to it by the National Executive Committee regarding national and international projects and operations.

National and international operations and relations of the Branch shall be subject to the approval of the National Executive Committee.

- (6) The Branch Executive Committee shall be responsible for the accountability of payments made to the branch.
- (7) The members of the Branch Executive Committee shall be personally responsible for any harm to the branch due to their own personal neglect or deliberate operations and actions that cause disrepute to the Green Crescent.
- (8) The Branch Executive Committee shall be responsible for organizing the meetings of the Branch General Assembly.
- (9) The duties, power and responsibilities of the Branch Executive Committee shall be as follows:
 - a) To operate in accordance with the objectives of the Green Crescent, to spread its principles, to advertise the Green Crescent, to maintain and increase the prestige of the Society before the public,
 - b) To make working reports, financial reports, work plans and budget to be submitted for approval by the Branch General Assembly.
 - c) To conduct and manage all its operations in line with the Constitution, the Regulations of the Branches and all other codes of practice published by National Executive Committee,
 - d) To recruit volunteers to the branch and to train the volunteers within the Regulation of the Volunteers,
 - e) To manage the service units of the Society affiliated to the branch,
 - f) To train and organize the volunteers about the issues in which the Green Crescent operates,
 - g) To work for the increase of the number of volunteers and members of the branch,
 - h) To join any operations which are conducted by the National Executive Committee within or outside the borders of its own operation area after the approval of the National Executive Committee,
 - i) To maintain and manage any movable and immovable properties of the Green Crescent within the related regulations,
 - j) To mobilize local resources to be used to improve the power and reach of the Society
 - k) To maintain, keep and protect any valuable papers, invoices, books and records and inventory stocks of the Green Crescent,
 - l) To call the Branch General Assembly for ordinary and extraordinary meetings and to determine the agenda of the meetings,
 - m) To propose names to the National Executive Committee for granting any honorary membership, medallion or letter of appreciation to those who contribute to the development of the Branch and provide material and spiritual benefit to the branch,
 - n) To ensure members pay the annual subscription fee on time.
 - o) To perform any tasks given by the National Executive Committee related to the objectives and operations of the Green Crescent.

(C) The Branch Chairman

- (1) The Branch Chairman shall be elected by secret ballot by the Branch General Assembly along with the Branch Executive Committee. He shall represent the Branch where it is located. He shall chair all meetings of the Branch Executive Committee and Branch General Assembly.
- (2) The Branch Chairman shall be the overall supervisor of the Green Crescent service units in the branch in accordance with the regulations, to ensure efficiency and success in the Society's work in line with guidance from the National Executive Committee.
- (3) The Branch Chairman shall perform similar functions of the President but localized at the Branch level.

(D) The Branch Secretary and Branch Treasurer

These officers will perform similar duties of the Secretary General and Director for Finance but localized at the Society Branch.

Article 12: Qualifications, Disqualification and Vacation of office for Society top leaders

i. Qualification for any office on the National Executive Committee, Board of Trustees, and Disciplinary Committee.

To be considered for any office on the National Executive Committee, Board of Trustees and Disciplinary Committee a person must have the following qualifications:

- a) An ordinary member of the Society
- b) A University degree from a recognized University in the academic establishment and a Master's degree in case of President and Vice President.
- c) A respectable person within the community with a proven record of leadership roles.
- d) Free from offences under the National and International Laws.

ii. Disqualification of a member of the National Executive Committee, Board of Trustees, and Disciplinary Committee.

An official of the National Executive Committee, Board of Trustees or Disciplinary Committee shall be liable for removal by the National General Assembly for any of the following reasons:

- a) If he becomes physically and or mentally incapable of performing his duties.
- b) If he conducts himself in a manner unbefitting his office
- c) If he violates the ethics of the society.

iii. Vacation of office by members of the National Executive Committee, Board of Trustees and Disciplinary Committee.

Members of the National Executive Committee, Board of Trustees and Disciplinary Committee shall vacate the office upon the expiry of their term of office and an individual member shall vacate if he:

- a) Resigns in writing by giving thirty days notice addressed to the President or Vice President of the Society in case of President and hands over his responsibilities to another official.
- b) Is removed by the National General Assembly.
- c) Dies

Article 13: Impeachment of a member of the National Executive Committee, Board of Trustees or Disciplinary Committee.

- i. An impeachment shall be initiated by a petition signed by at least half of the ordinary members of the National General Assembly.
- ii. Where the impeachment is against the President, the petition shall be addressed to the Chairman Disciplinary Committee.
- iii. In any other case affecting other officers the petition shall be addressed to the President.
- iv. On receipt of the petition, the President or the Chairman Disciplinary Committee as the case may be shall send a copy thereof to the person sought to be impeached for a reply.
- v. An Extra-ordinary meeting of the National General Assembly shall be convened within one month after delivery of the copy of the petition to the person sought to be impeached.
- vi. The National General Assembly, shall make the final decision on the person sought to be impeached and if it is decided to remove the person from office then bye-elections shall be held to fill the vacant post.

Article 14: Elections of the organs of the Society.

- a) Elections for the National Executive Committee, Board of Trustees and Disciplinary Committee shall be done by the National General Assembly.
- b) The National General Assembly during its sitting immediately before elections shall elect the Returning Officer who will in turn co-opt four people to assist him in conducting the elections.
- c) Upon the election of the Returning Officer, those in positions due for elections shall be deemed to have vacated their positions.
- d) The Returning Officer shall be the Chairman of the National General Assembly until elections are completed and he shall then hand over to the newly elected President.
- e) The Returning Officer shall have power to entertain any complaints or disputes arising out of the elections and his decision thereon shall be final provided it is not challenged by more than one half of the ordinary members present.
- f) The Returning Officer and his four assistants shall have no original vote.
- g) The winner shall be determined by a simple majority. In the case where the two top candidates have an equal number of votes the voting shall be repeated and if the result is still the same the Returning Officer and his four assistants shall have the casting votes to determine the winner.
- h) Voting shall be by secret ballot and only ordinary members shall have original voting rights.
- i) Votes shall be counted in the presence of the National General Assembly.
- j) All nominations shall be by a show of hands. Each nomination shall have to be seconded by another ordinary member. Fresh nominations shall be considered for every post and all nominations for the five committee members shall be voted on at once. The nominated candidate shall show proof of his qualifications to the Returning Officer in a format satisfactory to the Returning Officer before confirming his nomination.

- k) After the elections there shall be a handing over ceremony conducted by the Returning Officer at which the newly elected officers shall take an oath binding them to the Constitution. The Returning Officer shall then hand over the Chairmanship of the National General Assembly to the newly elected President at the same sitting.

Article 15: Financial Provisions

- a) The financial year of the Society shall run from 1st January to 31st December of the calendar year.

- b) Incomes of the Green Crescent

The incomes of the Green Crescent shall come from the following sources:

- i. The annual membership fee from members.
- ii. The income from movable and immovable property of the Green Crescent.
- iii. Incomes obtained from all sorts of sales of publications, meetings, festivals, exhibitions, competitions, shows, congresses, conferences, symposia, panels, projects, seminars, trainings, social activities and any such activities.
- iv. Fixed donation box where it is considered necessary or portable donation box or incomes obtained from such sources.
- v. Donations and aid granted by government, foundations, local governments, municipalities, village budget and other organizations.
- vi. Other donations, including those from wills
- vii. Incomes of operations owned by the Green Crescent.
- viii. Incomes allocated to the Green Crescent in accordance with laws and practices by government, local governments, municipalities and other formal and private institutions.
- ix. Incomes from partnerships to be formed by the Uganda Green Crescent with institutions which contribute to the objectives and activities of Uganda Green Crescent and incomes to be obtained from companies, education institutions, locals residents and commercial enterprises.
- x. Income from external support agencies as donations and incomes from other international donations.
- xi. In-kind and pecuniary donations within the Society guidelines.
- xii. Other incomes within the law and in line with the objectives of the Green Crescent.
- xiii. Donations from members and well-wishers.
- xiv. Grants from government and non-governmental organizations.
- xv. Fund generating projects of the Society
- xvi. Any other incomes obtained within the law and Society constitutional guidelines.

- c) The Society shall open and operate such Bank accounts in such Banks as the National Executive Committee shall decide from time to time.

- d) Cheques for transactions of business of the Society shall be signed by any two of the President, Secretary General and Director for Finance. The National Executive Committee shall delegate this duty to the Branch Executive Committee as well as other Society service unit leaders and provide guidelines on opening bank accounts and the signatories to those accounts.
- e) All instructions concerning the Society's funds shall be in writing.
- f) The accounts of the Society and all its organs shall be audited annually by a firm of qualified external auditors nominated by the National Executive Committee subject to approval by the National General Assembly.

Article 16: General Provisions

- a) This Constitution may be amended at a meeting of the National General Assembly by a resolution supported by the vote of at least three quarters of all the ordinary members of the Society.
- b) Where it is intended to amend the Constitution the notice convening the meeting shall state that fact and the general nature of the proposed amendment.
- c) The Common Seal of the Society shall be in such a form as shall be determined by the National Executive Committee and shall be kept under the custody of the Secretary General.
- d) The Common Seal shall be affixed to important documents of the Society and shall be impressed and attested by the President and the Secretary General.
- e) There shall be a part time Legal Advisor to the Society who shall be appointed by the National Executive Committee from amongst the Practicing Lawyers of Uganda.
- f) The Legal Advisor shall advise the Society on all Legal matters but the Society shall be free to seek legal advice elsewhere.
- g) The official language of communication of the Society shall be English.
- h) The Society shall not be dissolved except by a resolution at a National General Assembly meeting of the Society passed by at least three quarters $\frac{3}{4}$ of the total membership of the National General Assembly convened in accordance with the provisions of this Constitution concerning the convening of the National General Assembly.
- i) If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property or money whatsoever, the same shall be left with the outgoing Board of Trustees as caretakers and the Board will identify or initiate the establishment of some other institution or institutions having objectives similar to the objectives of the Society to whom the property will be transferred within a period of 10 years.

DECLARATION:

WE the undersigned being the founder President, Secretary General and Director for Finance of the Society **DO HEREBY DECLARE THAT THIS CONSTITUTION** is the approved Constitution of the Uganda Green Crescent Society on this 27th day of January, 2016..

**NAME OF SUBSCRIBERS
AND POSTAL ADDRESS**

SIGNATURES

1. Professor Magid Kagimu
President,
Uganda Green Crescent Society,
P.O.Box 2773,
Kampala, Uganda.



2. Dr Kalinaki Abubakar
Secretary General
Uganda Green Crescent Society,
P.O.Box 2773,
Kampala, Uganda.



3. Dr Anwar Kakeeto
Director for Finance
Uganda Green Crescent Society,
P.O.Box 2773,
Kampala, Uganda.



DATED THIS 28th DAY OF JANUARY 2016

WITNESS TO ABOVE SIGNATURE:

NAME IN FULL KYAGULAMI SADDAT

SIGNATURE 

POSTAL ADDRESS P O BOX 31338 KAMPALA

OCCUPATION LAWYER



THE REPUBLIC OF UGANDA

Certificate of Incorporation

(Under section 18(3) of the companies Act 2012)

UGANDA GREEN CRESCENT SOCIETY LIMITED (BY GUARANTEE)

I CERTIFY that

has this day been incorporated with Limited Liability.

Dated at Kampala, this 01 day of

FEBRUARY the year 2016

TUMWINE ANITA

Registrar of Companies

215748