

**THE COMPANIES ACT**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING**  
**A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

**INTERNET SOCIETY UGANDA CHAPTER (ISOC) LIMITED**

1. The undersigned persons do hereby form a Company under the laws of Uganda.
2. The name of the Company is **INTERNET SOCIETY UGANDA CHAPTER (ISOC) LIMITED** (hereinafter "the Company").
3. The registered office of the Company shall be situated in Uganda and such other places as the General Assembly may determine from time to time.
4. The purposes for which the Company is formed are:
  - (i) To foster the promotion, open development, evolution, and use of the Internet for the benefit of all for not for profit purposes in urban and rural communities in Uganda.
  - (ii) In pursuit of the Company's mission and purpose, the Company shall:
    - a) Promote open development of standards, protocols, administration, and the technical infrastructure of the Internet in Uganda.
    - b) Promote consumer awareness on internet related issues.
    - c) Promote and advocate for pro-user, pro-people policy development.
    - d) Support ICT education in Uganda wherever the need exists
    - e) Promote professional development and build a community to foster participation and leadership in areas important to the evolution of the Internet.
    - f) Provide reliable information about the Internet.
    - g) Create, promote and provide forums for discussion of issues that affect Internet evolution, development and use in technical, commercial, societal, and other contexts.

- h) Foster an environment for partnerships, cooperation, community, and a culture that enables self-governance to work.
  - i) Serve as a focal point for cooperative efforts to promote the Internet as a positive tool to benefit all people throughout Uganda.
  - j) Provide management and coordination for on-strategy initiatives and outreach efforts in humanitarian, educational, societal, and other contexts.
  - k) Carryout any other related activity (ies) as provided for in these objects with a resolution of not less than  $\frac{3}{4}$  of registered members.
- (iii) To serve persons and communities who live or work in Uganda.
  - (iv) To carry out advocacy and Public Relations in relation to all the objectives stipulated herein.
  - (v) To educate the Ugandan public, through public outreach and use of internet and its application in the developing world.
  - (vi) To set up and maintain a resource centre where information, facts and practices can be stored as a repository for the education of the general Ugandan public.
  - (vii) To apply for, receive and distribute grants, contributions, and funds from governmental, foundations and individual sources to be used in internet related programs for the benefit of the general Ugandan public.
  - (viii) To take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Company without limitations; except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Association, the by-laws of the Company, or any laws applicable thereto.
  - (ix) To construct, maintain and alter any houses, buildings or works necessary or convenient for the purpose of the Company.
  - (x) To take such steps by postal or written approach, public meetings or otherwise as from time to time be deemed expedient for the purposes of procuring contribution to the funds of the Company in the form of annual subscription or otherwise.

- (xi) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Company.
- (xii) To take any gist of property, whether subject to any special trust or not, for anyone or more of the objects of the Company.
- (xiii) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or part of the property of the Company.
- (xiv) To borrow and raise money in such manner as the Company may deem fit.
- (xv) To undertake and execute any trusts or any agency or other business which may seem directly or indirectly conducive to any of the objectives of the Company.
- (xvi) To form, promote or amalgamate with any Company, institutions, societies or associations which have similar objects to those of the Company.
- (xvii) To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for pecuniary profit or financial gain of its directors or officers except as permitted under the laws of Uganda.
- (xviii) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- (xix) The liability of the members of the Company is not to exceed a sum of Shs.50, 000 (fifty thousand Uganda shillings only)
- (xx) Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he/she is a member or wishing one year afterwards for the payment of the debts and liabilities of the Company contracted before he/she ceases to be a member and expenses of winding up and for the adjustment of the rights of the contribution among the members, such amount as may be required shall not exceed Uganda Shs.100, 000

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**ARTICLES OF ASSOCIATION**

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**ARTICLE 1: MEMBERSHIP**

- 1.1 All members of the Company shall also be members of the Internet Society.
- 1.2 Members of the Company shall be registered and shall possess a registration/membership card.
- 1.3 Eligibility to membership shall be open to all persons who are 18 years and above living within Uganda.
- 1.4 Membership fee shall be determined by the member's council.
- 1.5 Membership shall be based on individual or/and institutional/organization/company
- 1.6 Institutional or organization membership shall mean any registered entity that wishes to be part of the chapter, her staff excluded. Staff of a given institution shall be eligible to be members but not representatives of the same institution.
- 1.7 Institutions or organization shall pay both membership and subscription fee, determined by the executive council.
- 1.8 Students shall be eligible for membership upon payment of a fee not exceeding 75% of the regular membership fees and upon presentation of student ID.

**ARTICLE 2: ADMISSION OF NEW MEMBERS**

- 2.1 Every candidate for admission as a member of the Company shall be proposed by a member and seconded by another member. Except for members considered for admission in the period to December, 31, 2013. Both the proposing and seconding members must have been members of the Company for a period not less than one year.
- 2.2 Every application for membership shall be in writing and on such form or forms as may from time to time be prescribed by the Board of Directors of the name and particulars of the applicant.

- 2.3 The General Assembly shall decide on all applications for admission to membership provided that no candidates' application for membership shall be dealt with by the General Assembly until a period of 30 days shall have elapsed from the date of the Secretary's notification to the General Assembly of the said application. The name of any member admitted to the Company shall be notified to the Secretary by the Chairman of the General Assembly in writing whereupon the Secretary shall record the name of such new member in the Register of Members.
- 2.4 The Secretary shall notify each member on his or her admission and shall send to each member so admitted a copy of the Memorandum and Articles of Association.
- 2.5 Any candidate who fails to be admitted shall not again be eligible for admission until after the expiration of one year from the date of his rejection. The General Assembly reserves the right not to give an explanation for refusing to admit a candidate.
- 2.6 Members of the Company shall be registered in a book containing such particulars as the General Assembly shall state and the book shall be known as the "Register of Members". The life of the General Assembly shall not exceed three years.
- 2.7 The Register of Members shall be kept up-to-date by the Secretary General and it shall be in his/her custody.

### **ARTICLE 3: FEES AND SUBSCRIPTIONS**

- 3.1 The General Assembly may from time to time prescribe an application fee, entrance fee, annual and other subscriptions payable by members, and the General Assembly may provide either generally or in respect of any particular member or members for the payment of the annual and other subscriptions by instalments.
- 3.2 If any member shall fail to pay any annual or other subscription or any instalments thereof within a period which may from time to time be set by the General Assembly, the General Assembly may take such actions against the member as it deems fit. These actions may include terminating membership, without prejudice to other options.

### **ARTICLE 4: CESSATION OF MEMBERSHIP**

- 4.1 A member shall cease to be a member of the Company if:
  - a) He/she resigns at any time upon giving written notice to the Secretary but such resignation shall not take effect until after it has been approved by the Board.
  - b) He/she is dismissed by a resolution of the General Assembly passed by two-thirds majority of those present and voting on resolution; provided

that the member whose expulsion is proposed shall not, if a member of the Board, vote on any resolution having reference to such proposal, provided further that the member whose expulsion is proposed shall be given a chance to appear and defend himself/herself before the Executive Committee, but if he/she does not appear after being duly notified the Executive Committee shall proceed with and conclude the matter. A member who, under the Articles is dismissed shall forfeit all rights and claims upon the company and its property saving such rights and claims as he or she may have as a holder of a debenture or debentures in the company.

- c) He dies.
- d) He is declared bankrupt
- e) He becomes of unsound mind.
- f) He defaults in paying his subscription for a period of three months when the same is due for payment whether the same is demanded or not.

## **ARTICLE 5: ORGANISATIONAL STRUCTURE OF THE COMPANY**

- 5.1 The organisational structure of the Company shall comprise of the Executive Committee and other sub-committees as may be established from time to time by the Executive Committee.

## **ARTICLE 6: THE GENERAL ASSEMBLY**

- 6.1 There shall be a body to be known as the General Assembly, consisting of all the members of the Association. The General Assembly shall perform the following roles:
- a) It shall be the supreme decision – making body of the Company.
  - b) It shall deliberate and formulate policy for the Company.
  - c) It shall make final decisions on any matter pertaining to the Company.
  - d) It shall do any other thing deemed to be in the interest of the Company.
  - e) It shall through election, put in place or return office bearers to any posts in the Executive Committee.

## **ARTICLE 7: EXECUTIVE COMMITTEE**

7.1 There shall be a body to be known as the Executive Committee comprising of:

- (i) President;
- (ii) Vice President;
- (iii) Secretary General;
- (iv) Treasurer;
- (v) Secretary for Gender & disability;

7.2 The business of the Company shall be managed by the Executive Committee which may exercise all such powers to do all such acts and things as may be exercised or done by the Company, and are not hereby or by Statute expressly directed or required to be exercised or done by the Company in General Assembly but subject to any regulations from time to time made by the Company in the General Meeting provided that no such regulation shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

7.3 Nomination of members to serve on the Executive Committee shall be made on the date of the Annual General Meeting and all such nominations must be seconded by at least two members of the Company.

7.4 The quorum of the Company shall be more than 2/3 of the Executive.

#### **ARTICLE 8: DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE**

8.1 The Executive Committee shall perform the following roles:

- a) Implementing the functions and policies that govern the Company.
- b) Formulation and reviewing of the policies that govern the Company.
- c) Translating the members' needs into priorities for action.
- d) Formulating work plans, budgets and accounts of the Company.
- e) Implementation of the Company's programs in general by the Executive Committee itself or through committees that the Executive Committee may designate accordingly.

#### **ARTICLE 9: REMOVAL FROM OFFICE A MEMBER OF THE EXECUTIVE COMMITTEE**

9.1 A member of the Executive Committee shall be removed from office if he/she:

- a) Becomes a lunatic, or becomes of unsound mind, physically incapacitated resigns or Dies.

- b) Is unable or considered incapable of performing his/her duties by the General Assembly.
  - c) Absents himself/herself from three consecutive meetings without justifiable reasons in the opinion of the Executive Committee.
- 9.2 The Executive Committee shall have power to fill any vacant position on the Executive Committee from time to time until the next meeting of the General Assembly. PROVIDED that if any person dies within the first 3 months of the year the Executive shall convene a meeting for that purpose of replacing such person.

## **ARTICLE 10: COMMITTEES**

- 10.1 The Executive Committee may appoint two or more persons from among its own numbers to serve as special and standing committees (including an executive committee, a nominating committee, a research committee, a finance committee, advisory committee, an ethics and disciplinary committee and a compensation review committee), such as the Executive Committee may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Executive Committee. Individuals who are not Executive Committee members may also be allowed to serve on such committees. All members of such committees shall serve at the pleasure of the Executive Committee. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law. Unless otherwise provided in the resolution of the Executive Committee designating a committee or in rules that the Committee subsequently adopts, a majority of the committee members shall be necessary and sufficient to constitute a quorum for the transaction of business of the committee, and the act of a majority of the committee members present and voting at a duly constituted meeting of the committee shall be the act of the committee. Other rules governing procedures for meetings of any committee of the Committee shall be established by the Executive Committee, or in the absence thereof, by the committee itself. All committees shall act by making recommendations to the Executive Committee for consideration.

## **ARTICLE 11: DUTIES OF THE EXECUTIVE COMMITTEE MEMBERS**

### **11.1 The President**

The President shall:

- a) Be the principal officer and is responsible for leading the Company and managing its activities in accordance with the policies and procedures of the Internet Society and these articles.
- b) Work with other officers to develop long-range plans and to set priorities for the Company.
- c) Works with Company members and officers to develop an annual operating plan, which includes an annual budget.
- d) Plan, schedule, and preside over the Company business meetings.



- e) Call special meetings when needed.
- f) Together with the Executive Committee, the President shall appoint all members of committees of this Company and all Committee chairmen.
- g) Oversee the Company operations to make sure essential tasks are getting done.
- h) Serve as the Company's primary contact with the Internet Society.
- i) Act as the spokesperson for the Company.

### **11.2 The Vice President**

The Vice President shall:

- a) Preside at meetings in the absence of the President.
- b) Perform other duties shall be determined by the Executive Committee.

### **11.3 The Secretary General**

The Secretary General shall:

- a) Keep the minutes of all the Company and Executive Committee meetings.
- b) Provide necessary document to ISOC stakeholders including an annual activity report and an annual financial report to ISOC Headquarters required by ISOC Policies include: (Document 94-253), officer information.
- c) Prepare an annual Company Report for presentation to the Company at the Annual Election Meeting.
- d) Prepare the Company's Activity Report and submit it to ISOC stakeholders
- e) Notify ISOC stakeholders of any changes in the elected officers of the Company.
- f) Submit any proposed amendment to the Vice President of Uganda chapters for approval.

### **11.4 The Treasurer General**

The Treasurer General shall

- a) Be in charge of chapter finances including,
  - (i) Collecting dues, pay all bills, and maintain the Company's financial records.
  - (ii) Preparing the Company's Annual Financial Report for presentation.

- (iii) Preparing and complete and submission of the Annual Financial Report to ISOC Headquarters.

## ARTICLE 12: MEETINGS

- 12.1 The Company shall hold meetings only in places that are open and accessible to all members of the Society.
- 12.2 Meetings shall be held as organized, planned and arranged by the Secretary General together with the Corporate Affairs committees
- 12.3 The schedule and purpose of the meetings shall be determined by the Executive Committee.
- 12.4 The Annual Business meeting shall be held at the last meeting of the program
- 12.5 Notices of the place and time of all meetings shall be distributed to all members at least one week prior to any meeting, by Internet mail or by oral, telegraphic, or other written notice, duly served on or mailed
- 12.6 An Annual General Meeting (AGM) of the Company shall be held within three months after the end of each fiscal year of the Company.
- 12.7 One (1) month's notice is required for an *Annual General Meeting*. The notice must specify the date, place and time of the meeting and, in the case of special business, the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the Executive Committee to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any annual general meeting.
- 12.8 At the annual general meeting of the Company the following items of business shall be dealt with and shall be deemed *ordinary* business:
  - a. Minutes of the previous annual general meeting
  - b. Consideration of the annual report of the directors and other reports
  - c. Consideration of the annual financial report of the Society and, if required by these by-laws, the appointment of auditors for the ensuing year.
  - d. Election of directors and new officers
  - e. Special Resolutions (e.g. changes in articles)

All other types of business transacted at an ordinary general, annual general or special general meeting of the members shall be deemed *special* business.

- 12.9 No business shall be transacted at any members' meeting of the Chapter unless a quorum of members is present at the commencement of business and such quorum shall consist of **80%** of the Chapter members
- 12.10 If, within one-half hour from the time appointed for a members' meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In all other case it shall stand adjourned to such time and place as a majority of the members then present shall direct. At such adjourned meetings the members present shall constitute quorum only for the purpose of winding up the Society.
- 12.11 The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those members present, shall preside as President at members' meetings.
- 12.12 At a members' meeting the President shall have a vote as any other member. In the case of an equality of votes, the motion shall be lost.
- 12.13 The President may, with the consent of the meeting, adjourn any meeting at any time and no business shall be transacted at any adjourned meeting.
- 12.14 At any members meeting, unless a poll is demanded by at least three members, a declaration by the President that a motion or resolution has been carried and the entry in the minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of, or against, such a resolution. If a poll is demanded it shall be held by show of hands or by secret ballot as the President may prescribe and the result of such a poll shall then be deemed to be the will of the Company.

### **ARTICLE 13: ELECTION OF OFFICE BEARERS**

- 13.1 The election of office bearers shall be held every after two (2) years.
- 13.2 The term of office shall be determined by the General Assembly. However, an elected member shall not hold office more than two terms in a particular position.
- 13.3 An elections committee shall be inaugurated by the Executive Committee together with standing committees and shall be in-charge of the election process.
- 13.4 The duties of the election committees shall be communicated in a transparent and clear manner to all members using affordable and convenient means
- 13.5 Every member shall have one vote and there shall be proxy voting.

## **ARTICLE 14: FINANCE**

- 14.1 The Treasurer General of the Company shall be in charge of all finances of the Company. The Treasurer General shall keep true and correct account of all moneys received and expenses by the Company and shall receive and give receipts for all payments, donations and other monies received by the Company and deposit all moneys received to the credit of the Company in a bank.
- 14.2 All moneys of the Company deposited in a bank shall be drawn there from by cheque bearing the signatures of any two persons appointed in that behalf by resolution of the Executive Committee.

## **ARTICLE 15: AUDIT**

- 15.1 The accounts of the Company shall be audited by an auditor or auditors appointed by the Executive Committee.
- 15.2 The Auditors shall have free access at all times to all records, documents, books, accounts and vouchers of the Company and shall be entitled to demand from any officer or official of the Company such information and explanation as may be necessary for the performance of the duties of auditing.
- 15.3 The Auditor's report together with the Balance Sheet of the Company shall be laid before the Annual General Meeting for discussion.

## **ARTICLE 16: REPEAL AND AMENDMENT OF THE ARTICLES AND VOTING PROCEDURES**

- 16.1 These Articles of Association of the Company may be repealed, replaced, amended, modified, enlarged, abridged or added to from time to time by Special Resolution passed by a 3/4 majority of the members present and voting in a General Meeting provided within 21 days notice of such a meeting and resolution shall have been given to the members.
- 16.1 All proposed changes to these Company articles shall have been approved by the Executive Committee in presence of the President of the Company before being presented to the Company membership for a vote.
- 16.2 No official business of the Company shall be conducted unless a quorum of the members of the Company is present.
- 16.3 A quorum shall mean any minimum number of members present and are required to commence any official business of the Company.
- 16.4 The Executive Committee shall be elected by a majority votes.
- 16.6 All elections or voting shall be by either lining up or secret ballot

16.7 Election of the Executive Committee shall be by lining up

16.8 Amendment of voting procedures shall be made by the General Assembly

#### **ARTICLE 17: BORROWING POWERS**

17.1 The Company through the Executive Committee has power to borrow and lease, mortgage or charge all or part of the property of the Company for the purposes of raising money in order to carry out the objects of the Company.

#### **ARTICLE 18: SEAL**

18.1 The Company shall have a seal of such make, fashion and design as the Executive Committee shall decide upon. The seal shall be in custody of the Co-ordinator and shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of the co-ordinator and the Secretary General or a member of the Executive Committee so authorised by the Executive Committee and the officers present shall sign every instrument to which the seal of the Company is affixed in their presence.

#### **ARTICLE 16: DISSOLUTION OF THE COMPANY**

16.1 Dissolution of the Company by consent of the members, and shall consist of unanimous agreement of all its officers together with a majority vote at a meeting that is well publicized in not less than four means of communications (media), where applicable by phone, email, website, news papers, radio and television

16.2 Should this Company be dissolved, its assets shall be transferred to an organization that is well stipulated and decided on by the last General Assembly with the advice of the Executive Committee.

#### **ARTICLE 17: INDEMNITY**

17.1 All acts done by the authority of the Board or of any sub-committee thereof in good faith and with the authority expressed or implied of the Company shall be deemed to be the acts of the Company and every member of the Board of the Company shall be indemnified by the Company for any cost, losses and expenses which they incur or become liable to by reason of any curtail entered into or thing done by any of them as members of the Board of the Company in anyway in the discharge of their duties.