**MEMORANDUM OF ASSOCIATION OF THE KNIGHTS INCORPORATION**

1. NAME

The name of the organization is “THE KNIGHTS INCORPORATION”

1. REGISTERED OFFICE

The registered office of the Incorporation is situated in Uganda

1. PURPOSE OF THE INCORPORATION

* Linking members of various backgrounds who would like to identify under the knights’ banner.
* Running projects, programs and businesses that facilitate the day-to-day operations of the Incorporation.
* Grooming, empowering and connecting young leaders, entrepreneurs and big dreamers in this country.

1. POWERS OF THE INCORPORATION

* Encouraging and developing a spirit of commitment by individuals, federations, partnerships, corporate bodies and other groups willing to assist the Incorporation achieve its goals.
* Promoting and carrying out research, surveys and investigations in developing initiatives, projects and programs.
* Employing, contracting with, training and paying such staff as are considered appropriate for proper conduct of the activities of the Incorporation.
* Taking such steps as may be deemed fit and appropriate for the purpose of raising funds for the activities of the foundation.
* Accepting subscriptions, grants, donations, gifts and endowments of all kinds either absolutely or conditionally in trust.
* Opening, operating and managing bank and other accounts and to invest any funds which are not immediately required for activities of the Incorporation in such investments as may be considered appropriate.

1. LIMIT OF LIABILITY

The liability of the members is limited

1. VISION

Becoming the leading brains behind great innovations

1. MISSION

Establishing grand enterprises and stabilizing young innovations through networking, business partnerships, job creation and career development.

1. CORE VALUES

* Unity
* Integrity
* Career development
* Innovation
* Networking and diversity

We, the subscribers to this Memorandum of Association wish to be formed into a limited Incorporation pursuant to this memorandum.

1. Gizamba Calvin Board Chairman
2. Ssemakula Allan Vice Chairman
3. Okwii Jesse Secretary
4. Tusiime Rogers Treasurer
5. Lubega Markmartin Board member
6. Nsubuga Isaac Board member
7. Lugero Rodney Board member
8. Mwayi Stuart Chief Executive Officer

**ARTICLES OF ASSOCIATION OF THE KNIGHTS INCORPORATION**

The Articles of Association provide the administrative constitution of the Incorporation, establishing its membership, providing for meetings of members, establishing its board and management, providing for meetings of the board and confirming ancillary matters.

The Incorporation is established to achieve the Purposes expressed in the Memorandum.

**GENERAL STRUCTURE OF THE INCORPORATION**

The structure of the Incorporation comprises:

(a) Members - who have the right to attend the AGM (and any General Meeting) and have important powers under these Articles and the Companies Act, particularly in electing people to serve as Board members and taking decisions in relation to any changes to these Articles

(b) Board of Directors - who hold regular meetings between each AGM, set the strategy and policy of the Incorporation, generally control and supervise the activities of the Incorporation and, in particular, are responsible for monitoring its financial position and, where there are no employees or managers appointed, are responsible also for the day-to-day management of the Incorporation.

(c) Management- who are in charge of the daily activities of the incorporation and ensure that the incorporation is smoothly running. Also execute and effect decisions made by the board.

**MEMBERSHIP**

The members of the Incorporation shall consist of the Subscribers. Membership shall be open to any individual aged 18 or over who is interested in supporting the Incorporations goals.

(a) The management shall maintain a Register of Members, setting out all relevant details of each member.

(b) The Register of Members is open to all members of the Incorporation.

(c) The Register of Members is open on application to non-members of the Incorporation, provided that the applicant provides: (i) the applicant’s name and address; (ii) the purpose for which the information is to be used; and (iii) whether the information will be disclosed to any other person and, if so, the name

and address of that other person and the purpose for which the information is to be used by that other person. The Incorporation must within 5 working days either supply the information, subject to the data protection rights of its members. Where the information is provided, the Incorporation may charge a fee for providing the information.

**APPLICATION FOR MEMBERSHIP**

Any individual who wishes to become a member of the Incorporation must sign a written application for membership in the form prescribed, if any, by the Board from time to time. The Board shall consider such applications for membership promptly and shall inform each applicant whether he, she or it has been successful and, where relevant, in which category of membership he, she or it shall belong, the decision of the Board in these respects being final. The Board may, at its discretion, refuse to admit any individual to membership, except for reasons of gender, sexuality, race, religion or politics. A successful application for membership will not become effective until payment of the appropriate annual membership subscription has been received.

**MEMBERSHIP SUBSCRIPTIONS**

Members shall be required to pay the appropriate annual membership subscription, if any.

The members may at any or each AGM fix any annual subscriptions (and, if relevant, different rates thereof for different categories). Only those members who have paid their current subscription (where these are fixed) are entitled to take part in and vote at any General Meeting.

If the membership subscription payable by any member remains outstanding for more than three calendar months after the date on which it fell due (and providing the member in question has been given at least one written reminder), the Board may expel that member from membership.

An individual who ceases (for whatever reason) to be a member shall not be entitled to any refund of membership subscription.

**CESSATION OF MEMBERSHIP**

Any member may no longer serve as such in any one or more of the following events:

(a) if by not less than 7 days’ prior notice in writing to the Incorporation he, she or it resigns his, her or its membership; or

(b) if he or she becomes insolvent or apparently insolvent or makes any arrangement or composition with his or her creditors generally; or

(c) if a resolution that a member be expelled is passed by a majority of at least 75% of the members present and voting at a General Meeting, of which not less than 14 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Board Members, all members and the Chief Executive Officer and also to the member whose removal is in question, such member being entitled to be heard at that meeting; or

(d) if he or she dies.

Membership is neither transferable nor assignable to any other individual or organization.

**GENERAL MEETINGS (Meetings of Members)**

The Board shall convene one General Meeting as an Annual General Meeting in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that it be held within 18 months after the date of incorporation of the Incorporation. Thereafter, not more than 15 months shall elapse between one AGM and the holding of the next. The AGM does not need to be held exclusively in one place, provided that, where two or more members are not in the same place as each other, they are all able to communicate together and vote thereat.

The business of each AGM shall include:

(a) the report by the Chief Executive Officer on the activities of the Incorporation;

(b) the election of board members after their term in office expires;

(c) the fixing of annual subscriptions;

(d) approval of the annual accounts of the Incorporation;

Any Board member may convene a General Meeting whenever he or she thinks fit. The Board must convene a General Meeting within 28 days of a valid requisition. To be valid, such requisition must:

be signed by not less than 10% of the members;

(ii) clearly state the objects of the meeting;

The requisition may consist of several documents in like form each signed by one or more requisitionists.

(c) Any such meeting convened in terms of this Article shall not be an AGM

(a) 14 clear days’ notice at the least shall be given of every AGM and other General Meeting.

(b) The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the specific nature of that business.

(c) The notice shall be sent, to all members and to such persons as are under these Articles or under the Companies Act entitled to receive such notices.

(d) With the consent of not less than 90% of the members having the right to attend and vote thereat, a General Meeting may be convened by such shorter notice as they may think fit in the circumstances.

(e) The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any members, or persons entitled to receive notice thereof, shall not invalidate any resolution passed at or proceedings of any AGM or General Meeting.

**CHAIRMAN OF GENERAL MEETINGS**

The Chairman of the Incorporation, whom failing Vice-Chairman of the Incorporation, shall act chair each General Meeting. If neither the Board chair nor the Vice is present and willing to chair the meeting within 15 minutes after the time at which the General Meeting in question was due to commence, the Board members present shall elect from among themselves the person who will chair that meeting.

**QUORUM AT GENERAL MEETINGS**

The quorum for a General Meeting shall be 20% of the members, present in person or by proxy. No business shall be dealt with at any General Meeting, other than the appointment of the person to chair the meeting, unless a quorum is present. If a quorum is not present within 15 minutes after the time at which the General Meeting was due to commence - or if, during a General Meeting, a quorum ceases to be present - the General Meeting shall stand adjourned to such time and place as may be fixed by the person chairing the meeting

**VOTING AT GENERAL MEETINGS**

The person chairing the meeting shall endeavor to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.

1. Each member of the Incorporation is able to attend and speak at any General Meeting and shall have one vote, to be exercised in person or by proxy
2. In the event of an equal number of votes for and against any resolution, the person chairing the meeting shall have a casting vote as well as any deliberative vote.

Where a Board member does not have to be, or cannot be, a member of the Incorporation, he or she may attend and speak at any General Meeting, but in those circumstances may not vote thereat. He or she may however act as a proxy for a member. The person chairing the meeting may permit any other person or persons to attend a General Meeting who otherwise has no right to do so, as an observer or observers. In that event, it shall be at the discretion of the person chairing the meeting whether any such observer may be invited to speak thereat.

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the person chairing the meeting whose decision shall be final and conclusive.

A resolution put to the vote at any General Meeting shall be decided verbally or on a show of hands, as appropriate, unless a secret ballot is demanded in the following terms:

(a) such demand must be made either by the person chairing the meeting, or by two or more members having the right to vote on the resolution;

(b) such demand may be made at any time prior to a show of hands on that resolution, or immediately after the result of a show of hands on that resolution is declared;

(c) a demand for a secret ballot may be withdrawn by its proposers prior to the secret ballot taking place, provided that the person chairing the meeting consents to the withdrawal; and

(d) the secret ballot shall be conducted in such a manner as the person chairing the meeting may direct, and the person chairing the meeting shall appoint and instruct tellers, who may cast their own personal votes if members and the result shall be declared by the person chairing the meeting at the same meeting at which the ballot is taken.

At any General Meeting a resolution put to the vote of the meeting shall be voted upon by a simple majority of the members who are present and voting thereon, except for decisions relating to any of the following Special Resolutions, which shall require to be decided upon by not less than 75% of the members present and voting thereon, namely:

1. to alter the name of the Incorporation; or
2. to amend the Incorporation’s objectives; or
3. to amend these Articles; or
4. to wind up the Incorporation; or
5. to amend the maximum number of Board members; or
6. to purchase or sell any heritable property owned by the Incorporation or any of its subsidiaries and to purchase any heritable property wherever situated; or
7. to form, acquire or dispose of any subsidiary; or
8. to acquire or dispose, whether by the Incorporation or by any of its subsidiaries, of any shares of any other company or the participation or cessation of participation by the Incorporation or by any of its subsidiaries in any formal trust or joint venture; or
9. to create or issue or allow to come into being any mortgage, security, charge or other encumbrance upon any part or parts of the property or assets of the Incorporation or to obtain any advance or credit in any form other than normal trade credit, or to create or issue by any subsidiary of any debenture or loan stock; or
10. to grant any guarantee or indemnity to any party, other than any wholly-owned subsidiary of the Incorporation; or
11. all other Special Resolutions. An ordinary resolution to be proposed at a General Meeting may be amended if:

(a) written notice of the proposed amendment is received by the Incorporation from a member entitled to vote thereat not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting; and

(b) the proposed amendment does not, in the reasonable opinion of the person chairing the meeting, materially alter the scope of the resolution.

A Special Resolution to be proposed at a General Meeting may be amended if:

1. the person chairing the meeting proposes the amendment at the General Meeting at which the Special Resolution is to be proposed; and
2. the amendment does not go beyond what is necessary to correct a grammatical, interpretative or other non-substantive error in the Special Resolution.

If the person chairing the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the error of the person chairing the meeting does not invalidate the vote on that resolution

Ordinary and Special Resolutions may be passed in writing, rather than at a General Meeting, if the provisions of this Article are followed.

(b) An ordinary resolution in writing signed by or on behalf of a simple majority of all the members shall be as valid and effective as if the same had been passed at a General Meeting of the Incorporation duly convened and held, provided that the provisions of this Article are followed.

(c) A Special Resolution in writing signed by or on behalf of not less than 75% of all the members shall be as valid and effective as if the same had been passed at a General Meeting of the Incorporation duly convened and held, provided that the provisions of this Article are followed.

(d) Written resolutions may not be used either for the removal of a Board member prior to the expiration of his or her term of office,

(e) Any written resolution must be issued in hard copy (by hand or by post) or in electronic form (by fax or e-mail), or by means of a website at the same time, to all members on the Circulation Date (that is, the date on which copies of the written resolution are sent to the members).

(f) Where such a written resolution is proposed by the Board, it must include the following express statements:

(i) an explanation to the eligible members how to signify their agreement to the resolution;

(ii) how it can be sent back by them, and whether in hard copy (by hand or by post) and/or in electronic form (by fax or by e-mail)

1. clarification that a failure to reply will be deemed to be a vote against the resolution in question; and
2. the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date).

(g) Where such a written resolution is proposed by members, the following shall apply:

(i) The resolution must be requested by not less than 5% of the members (“the members’ request”).

(ii) The members’ request may be made in hard copy (by hand or by post) or in electronic form (by fax or by e-mail).

(iii) The member’s request must identify the resolution to be put to members. The Board can reject this if it is, in its opinion, either frivolous, vexatious, defamatory of any person or would be ineffective (whether by reason of inconsistency with any enactment or these Articles or otherwise).

(iv) The members’ request can include an accompanying statement (not exceeding 1,000 words) which they can require the Incorporation to issue with the written resolution to all members.

1. Within 21 days, the Incorporation must circulate the resolution and any accompanying statement with the express statements.
2. The Incorporation may charge a reasonable fee to the requesting members to cover its costs of circulation of the members’ request.

(h) Any such written resolution may consist of several documents in the same form, each signed by or on behalf of one or more members.

(i) Once a member has signed and returned a written resolution in agreement thereto, his or her agreement is irrevocable.

**THE BOARD OF DIRECTORS**

The strategy and affairs of the Incorporation shall be directed by a Board of Directors appointed in terms below. The Board may exercise all such powers of the Incorporation, and do on behalf of the Incorporation all acts as may be exercised and done by the Incorporation, other than those required to be exercised or done by the members in General Meeting, and subject always to these Articles and to the provisions of the Companies Act. The members may, by Special Resolution, direct the Board to take, or to refrain from taking, specified action, but no such Special Resolution shall invalidate anything which the Board may have done prior to the passing of such Special Resolution.

The Board may delegate any of its powers to any sub-committee, or persons or person, by such means, to such an extent and on such terms and conditions as it thinks fit, and may at any time revoke such delegation, in whole or in part, or alter such terms and conditions. If the Board so specifies, any such delegation may authorize further delegation of the Board’s powers by any sub-committee or persons or person to whom they are delegated.

(b) In the case of delegation to any one or more sub-committees, each shall consist of not less than one Board member and such other person or persons as the Board thinks fit or which it delegates to the committee to appoint with the approval of the Board. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be amended or superseded by any specific regulations made by the Board for all or any sub-committees. A sub-committee may invite or allow any person to attend and speak, but not to vote, at any of its meetings. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all its members

The number of Board members shall be not less than three, unless otherwise determined by special resolution at a General Meeting (but not retrospectively), not more than eight.

1. The Board may act notwithstanding any vacancy in it, but where the number of board members falls below the minimum number specified in this Article, it may only do so for the purpose of appointing sufficient board members to match or exceed that minimum.

**ELECTION OF BOARD**

The term of the board will be five years of service.

The Board shall remain in office until the AGM of the Incorporation, at which time each board member on the Board shall retire after five years of service.

Composition of Board

The Board shall comprise:

(a)The elected Chairman

(b) Up to six individual persons elected as board members by the Incorporation members; and

(c) The Chief Executive Officer who is ex-officio to the board.

At the AGM, the members shall elect up to six Elected board members.

At each subsequent AGM after five years, all of the Elected Board members shall retire from office. A retiring Elected board member shall retain office until the close or adjournment of the meeting. A retiring Board member shall be eligible for re-election after the next one term of office, but no board member can serve more than one consecutive term of office, without at least one term out of office before being eligible again.

The Chairman or the Vice-Chairman can serve only one term

(d)Nomination of any Elected board member shall be in writing by not less than any two members. The nominee, who must be a member, shall confirm his or her willingness to act as an Elected board member if elected and if required shall provide a statement to explain the nominee’s suitability. All nominations to be valid must be delivered to the Incorporation not less than seven days prior to the date of the AGM in question.

(e) Election of any Elected board member shall be by vote of the members, each member having one vote for the vacancies in the Elected board members on the Board.

The Board may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Board member elected in terms of Article, from or after the date of such retiral or deemed retiral until the next AGM

**RETIRAL OF BOARD MEMBERS**

Any board member must cease to be a Board member in any one or more of the following events: (a) if he or she is prohibited from being a Board member by virtue of disqualification as an Incorporation member or

(b) if he or she is considered by the Board to have been in serious or persistent breach of the duties of the board, such Board member being entitled to be heard prior to the Board taking a decision; or (c) if he or she holds any office of profit or is employed by the Incorporation except the Chief Executive or

(d) if he or she has a significant conflict of interest which the Board considers has and is likely to continue to undermine his or her ability to act impartially as a Board member; or

(e) if he or she becomes incapable for medical reasons of fulfilling the duties of his or her office and such incapacity, as certified if necessary by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification; or

(f) if he or she is absent (without permission) from more than three consecutive meetings of the Board, and the Board resolves to remove him or her from office; or

(g) if by notice in writing to the Office he or she resigns his or her office.

**CHAIRMAN AND VICE-CHAIRMAN**

The board Chairman elected shall assume office immediately after swearing in at the AGM

The Board Chair shall as soon as practicable immediately the AGM appoint the Vice-Chairman of the Incorporation from the Board members elected

**PERSONAL INTERESTS**

Any Board member and/or employee who has a personal interest in any prospective or actual contract or other arrangement with the Incorporation must declare that interest either generally to the Board or specifically at any relevant meeting of the Incorporation. A personal interest includes the following interests: (a) those of the Board member or employee in question; and

(b) those of his or her partner or close relative; and

(c) those of any business associate; and

(d) those of any firm of which he or she is a partner or employee; and

(e) those of any limited company of which he or she is a director, employee or shareholder of more than 5% of the equity; and

Whenever a Board member finds that there is a personal interest, he or she has a duty to declare this to the Board meeting in question. In that event, the Board member in question cannot partake in discussions or decisions relating to such matter.

(b) It shall be for the person chairing the meeting in question to determine whether the Board member in question should be required to be absent during that particular element of the meeting. In terms, where a Board member leaves, or is required to leave, the meeting in question, he or she no longer forms part of the quorum thereat.

(c) The Board may at any time resolve, but without taking a specific vote on the matter, to authorize any Board member to continue acting where a real or potential conflict of interest exists in relation to a personal interest of that Board member, but where it considers that the interests of the Incorporation have not been nor are likely to be prejudiced as a result. The Board member in question cannot be considered as part of the quorum for that part of any Board meeting giving consideration to this authorization.

The Board may resolve at any time to require all Board members, employees and contractors to deliver a Notice of Relevant Interests to the Registered Office (or elsewhere as it may determine), as they arise and at least annually. In that event, the Board shall determine from time to time what additional interests to those that have been already declared, if any, shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained.

(b) If existing, the Register of Interests shall be open for inspection by both the Board and members of the Incorporation and, with the express prior written approval of the Board member or employee concerned, by members of the public.

**QUORUM AT BOARD MEETINGS**

(a) The quorum for Board meetings shall be not less than 50% of all the elected Board members. No business shall be dealt with at a Board meeting unless a quorum is present.

(b) A Board member shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.

**MEETINGS OF THE BOARD OF BOARD MEMBERS**

(a) Meetings of the Board may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Board.

(b) Not less than 14 clear days' notice in writing shall be given of any meeting of the Board at which a decision is to be made in relation to any matter requiring to be decided by Special Resolution, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Board meetings shall require not less than 7 days’ prior notice, unless all Board members agree unanimously in writing to dispense with such notice on any specific occasion.

(c) A Board member may, and on the request of a Board member the Chief Executive Officer shall, at any time, summon a meeting of the Board by notice served upon all Board members, to take place at a reasonably convenient time and date.

The Chairman, whom failing a Vice-Chairman, shall be entitled to chair Board meetings at which he or she shall be present. If at any meeting neither the Chairman nor a Vice-Chairman is present and willing to chair the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Board members may appoint one of the Board members to chair the Board meeting, which failing the meeting shall be adjourned until a time when the Chairman or a Vice-Chairman will be available.

The person chairing the Board meeting shall endeavor to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, on a show of hands only, each Board member present having one vote.

(b) All decisions of the Board shall be by a simple majority at any meeting which is quorate at the time the decision is taken.

(c) The decisions requiring a Special Resolution cannot be taken by the Board members alone, but must be taken by the Incorporation’s members and only thereafter acted upon by the Board as directed by the members.

(d) In the event of an equal number of votes for and against any resolution at a Board meeting, the person chairing the meeting shall have a casting vote as well as a deliberative vote.

The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board.

The Board shall cause minutes to be made of all the proceedings of all General Meetings and of all Board meetings and of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the person chairing such meeting, or by the person chairing the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. The minutes shall be retained for at least 5 years.

All acts bona fide done by any Board meeting, or of any sub-committee, or by any person acting as a Board member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Board member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Board member.

A resolution in writing (whether one single document signed by all or a sufficient majority of the Board members or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed by one or more Board members or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted. No alteration of the Memorandum or Articles and no direction given by Special Resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.

**ANCILLARY REGULATIONS.**

The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to the Memorandum of Association and these Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to members.

**CHIEF EXECUTIVE OFFICER, MINUTE SECRETARY AND TREASURER**

The Board may appoint a Chief Executive Officer for a contract term of four years and upon such conditions as it may think fit. The Chief Executive Officer may be removed by the Board at any time, subject to the terms of any prevailing contract.

The Board Chair may appoint a Minute Secretary from the members of the board, for such term and upon such conditions as he may think fit. The Minute Secretary may be removed by the Board Chair at any time, subject to the terms of any prevailing contract.

The Board Chair may appoint a Treasurer from within the board members for such term and upon such conditions as he may think fit. The Treasurer may be removed by the Board Chair at any time, subject to the terms of any prevailing contract.

**FINANCES**

The banking account or accounts of the Incorporation shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time determine.

All cheques and other negotiable instruments, and all receipts for monies paid to the Incorporation, shall be signed, drawn, accepted or otherwise executed by the Chief Executive, Head of Finance and Treasure respectively in such manner as the Board shall from time to time by resolution determine.

The Board shall ensure that all funds and assets of the Incorporation are applied towards achieving the Incorporation’s objectives.

**ACCOUNTS**

The Board shall cause accounting records to be kept in accordance with the requirements of the Companies Act and other relevant regulations.

The accounting records shall be maintained by the Head of Finance and overseen by the Chief Executive Officer, or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board shall think fit and shall always be open to the inspection of the Board members. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Incorporation or any of them shall be open to the inspection of the members of the Incorporation. Once at least in every year, or as otherwise provided for by the Companies Act, the accounts of the Incorporation shall be examined, to confirm that they provide a fair and accurate view, to be assessed by an independent auditor, who shall be appointed by the Board

(a) At each AGM, the Treasure shall present members the accounts for the period since the last preceding accounting reference date

(b) The accounts shall be accompanied by proper reports of the Board and the independent auditor. (c) Copies of such accounts shall, not less than 14 clear days before the date of the General Meeting at which they fall to be approved, be available for inspection on the website of the Incorporation (with all members, Board members, the Chief Executive Officer and the independent auditor being made aware that they are so available for inspection there).

**NOTICES**

A notice may be served by the Incorporation upon any member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such member at his or her or its registered address as appearing in the Register of Members.

Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise dispatched.

A member present at any meeting of the Incorporation shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

The business of the Incorporation and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by fax or e-mail or other appropriate electronic means (except where a member specifically requests all such correspondence and notification by post) or otherwise if publicized on the website of the Incorporation where the Incorporation has advised each member of this and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the Internet.

**INDEMNITY**

Subject to the terms of the Companies Act and without prejudice to any other indemnity, the Board members, or member of any sub-committee, the Chief Executive Officer, Treasurer and all employees of the Incorporation shall be indemnified out of the funds of the Incorporation against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Incorporation and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.

**ALTERATION OF MEMORANDUM & ARTICLES OF ASSOCIATION**

Subject to terms, no alteration in the Memorandum and/or these Articles may at any time be made unless by the decision of 75% of the members present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.