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# THE REPUBLIC OF UGANDA

## THE CONSTITUTION

### OF THE

## UGANDA SCHOOLS RUGBY ASSOCIATION

Drawn gratis by:

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## THE CONSTITUTION OF UGANDA SCHOOLS RUGBY ASSOCIATION


 Preamble:  
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WE THE MEMBERS OF THE UGANDA SCHOOLS RUGBY ASSOCIATION

APPRECIATING the various roles played by stakeholders in developing the game of rugby in schools;

MINDFUL of the need to form an Association to facilitate and share experiences in development of the sport;

RECOGNIZING the need to promote the game of Rugby in schools and provide the best practices in governing the Association

DO HEREBY in this Annual General Meeting solemnly adopt, enact and give to ourselves and our posterity, this Amended Constitution of the Uganda Schools Rugby Association this .....day of .....2015

**ARTICLE 1 NAME**

The name of the Association organization shall be the Uganda Schools Rugby Association (hereinafter referred to as USRA).

**ARTICLE 2 OBJECTIVES**

The Objectives of the USRA shall be:

- a. Principally to provide facilities and avenues for rugby and generally to promote, encourage and facilitate die playing of rugby and amongst the community
- b. To affiliate to the Uganda Rugby Union (hereinafter referred to as URU) through membership;
- c. To comply with and uphold the rules and regulations of the Constituent Body, the URU and the IRB as amended from time to time and the rules and regulations of any Body to which the URU is affiliated
- d. To provide regular opportunities for members to engage in competitive and non-competitive rugby within such national, regional or local competitions, tournaments and festivals as may be available and appropriate to age and ability;
- e. To promote and hold (either alone or jointly with other associations, Associations or persons), matches, competitions and meetings and any other events, for the playing of Rugby;
- f. To make rules, regulations, bye-laws and standing orders concerning the operation of the Association including without limitation regulations concerning disciplinary procedures that may be taken against the members;
- g. to discipline the members where permitted by its Rules and to refer its members to be disciplined by the URU or the Constituent Body (as appropriate) where so required by the rules and regulations of the URU or the Constituent Body (as the case may be);
- h. To undertake and execute charitable trusts relating to the activities of the Association;



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- i. To make donations or offer support to rugby associations which are charities or community amateur sports Association; and
- j. To provide regular rugby related trainings, to safeguard correct coaching and traditions and to support the development of an appropriate coaching infrastructure.
- k. To foster and control the Game so as to support the mental and physical development of boys and girls.
- l. To provide opportunities for members, guests and visitors to enjoy the social side of the game both through informal events and formal functions.
- m. to publicise the activities of the Association and the achievements of individuals and teams, and to develop such other marketing approaches as may sustain and increase the numbers of members, players, volunteers and spectators.
- n. to obtain funding for the activities of the Association by collecting entrance fees, membership subscriptions, and match fees, by obtaining sponsorship and other available funding from within and outside Uganda through grants, gifts, endowments, loans, fund raising activities, to finance the activities of USRA;
- o. To foster the development of members as players, coaches, referees and individuals
- p. To do all such other things as shall be conducive to further the Objects and the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated.

**ARTICLE 3****AFFILIATION**

USRA recognizes the Uganda Rugby Union and will abide by all regulations made by the URU.

**Article 4****MEMBERSHIP**

1. The membership of USRA shall be open to all schools in Uganda playing rugby in all its forms.
2. Every Member and any participating school shall pay membership fees and participation fees as determined by the Annual General Meeting from time to time.
3. Every playing member of USRA or team shall pay playing fees for participation in USRA matches and competitions as may be deemed necessary by the Executive Committee.
4. Membership and playing fees shall be payable on a date set by the Executive Committee. A Member Association that does not pay its fees within the time prescribed shall not be eligible to participate in any USRA activities
5. USRA shall have 3 types of members namely Members, Associate Members and Honorary Members;
6. The Executive Committee shall have the power to appoint Honorary Member;

**Applications for membership**

7. The subscribers to this Constitution as at the date abovementioned are admitted to membership and shall be the members of the Association.
8. No person shall become a member of the Association unless:



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- a. that person has completed an application for membership in a form approved by the Executive Committee, and
- b. The Executive Committee has approved the application.

the avoidance of doubt membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and interests of the Association and no person shall be denied membership of the Association on the grounds of race, ethnic origin, creed, colour, age, disability, gender, occupation, religion, political or other beliefs. A person may appeal against such decision by notifying the Executive Committee who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting. For the purposes of registration the number of members is declared to be unlimited.

9. A person shall not be entitled to any privileges of the Association until two days have passed since application for membership was submitted, whether or not it is admitted as a member before those two days have lapsed.
10. The Executive Committee may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members provided that the Executive Committee shall use its best endeavours to ensure that the fees set by it do not preclude open membership of the Association.

#### Conditions of membership

11. All members shall be subject to the Rules of the Association, URU and IRB as set from time to time.
12. The members shall pay any entrance fees and annual subscription (*participation fees*) set by the Executive Committee. Any member whose subscription fee is more than one month in arrears shall be deemed to have resigned its membership of the Association.

#### Termination of membership

13. It shall be the duty of the Executive Committee, if at any time it shall be of the opinion that the interests of the Association so require, by notice in hard copy form sent to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of its resignation, or if at any time after receipt of the notice requesting it to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Executive Committee or such sub-committee to which it has delegated its powers.
14. The Executive Committee or sub-committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in its defence either verbally or in hard copy form, and it shall not be required to withdraw from membership unless a majority of the Executive Committee members or sub-committee members present and voting



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shall, after receiving the statement in its defence, vote for its expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. The Executive Committee may exclude the member from the Association's premises until the meeting considering its/his/her expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Association's premises to attend that meeting (if it is held at them) for the purpose of making its/his/her representations. A person may appeal against such decision by notifying the Executive Committee who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting.

15. A member may withdraw from membership of the Association by giving seven clear days' notice to the Association in writing.

16. A membership terminates automatically when that person ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.
17. Membership is not transferable.
18. Any person ceasing to be a member forfeits all rights in relation to and claims upon the Association, its property and its funds and has no right to the return of any part of its/his/her subscription.

#### MEMBERSHIP DUES:

19. Every Member, save Associate and Honorary members, shall pay a registration fee and an annual subscription fee that shall be determined by the Executive Committee.

#### Annual subscription:

20. The Executive Committee of USRA shall have the power to regulate and make alteration on membership fees and annual subscriptions BUT with prior notice given to the members.

#### ARTICLE 5 EXECUTIVE COMMITTEE'S POWERS AND RESPONSIBILITIES

21. Subject to these Articles and any Rules made pursuant to them, the Executive Committee shall be responsible for the management of the Association's business, for which purpose it may exercise all the powers of the Association.
22. Subject to these Articles, the Executive Committee may delegate any of the powers which are conferred on it under these Articles:
  - a. to such person or committee;
  - b. by such means (including by power of attorney);
  - c. to such an extent;
  - d. in relation to such matters or territories; and
  - e. on such terms and conditions;
23. All acts and proceedings delegated shall be reported to the Executive Committee in due course.



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The Executive Committee may revoke any delegation in whole or part, or alter its terms and conditions.

### DECISION-MAKING BY Executive committee

15 Any decision of the Executive Committee must be either a majority decision or a decision taken in accordance with the Articles herein.

#### Unanimous decisions

26. A decision of the Executive Committee is taken in accordance with this Article when all eligible Executive Committee member indicate to each other by any means that they share a common view on a matter.
27. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Executive Committee member or to which each eligible Executive Committee member has otherwise indicated agreement in writing.
28. References in this Article to eligible Executive Committee member are to Executive Committee members who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Executive Committee.
29. A decision may not be taken in accordance with this Article if the eligible Executive Committee member would not have formed a quorum at such a meeting.

#### Calling a meeting of the Executive Committee

30. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least [three] such meetings shall be held in each year.
31. Any Executive Committee member may call a meeting of the Executive Committee by giving notice of the meeting to the Executive Committee member or by directing the Secretary to give such notice.
32. Notice of any meeting of the Executive Committee must indicate its proposed date and time and where it is to take place; and
33. If it is anticipated that Executive Committee members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
34. Notice of a meeting of the Executive Committee must be given to each Executive Committee member, but need not be in writing. An Executive Committee member who is absent from Uganda shall be entitled to notice of a meeting if he/she has provided a valid email address.

#### Composition of the Executive Committee and Quorum

35. At a meeting of the Executive Committee, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.



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36. The quorum for meetings of the Executive Committee may be fixed from time to time by a decision of the Executive Committee member, but it must never be less than half of the committee.
37. Subject to Articles herein, the Executive Committee may act notwithstanding any vacancy in their body.
38. If the total number of members for the time being is less than the quorum required, the Executive Committee members must not take any decision other than a decision:
  - a. to fill a casual vacancy arising among the Executive Committee member in accordance these Articles; or
  - b. to call a general meeting so as to enable the members to fill a casual vacancy arising among the Executive Committee]; or
  - c. To admit members to the Association.

#### Chairing of meetings of the Executive Committee

39. The Chairperson shall be Chairperson of the Executive Committee. The Chairperson shall preside as Chairperson at all meetings of the Executive Committee at which he/she shall be present.
40. If at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or he/she is not willing to preside, the members of the Executive Committee present shall choose one of their number to be Chairperson of that meeting.

#### Casting vote

41. If the numbers of votes for and against a proposal are equal, the Chairperson or other Executive Committee member chairing the meeting of the Executive Committee has a casting vote.
42. None of the Articles shall apply to give a casting vote to the Chairperson or other Executive Committee member chairing the meeting (as appropriate) if, in accordance with these Articles, the Chairperson or other Executive Committee member is not to be counted as participating in the decision-making process for quorum or voting purposes.

#### Conflicts of interest

43. If a proposed decision of the Executive Committee is concerned with an actual or proposed transaction or arrangement with the Association in which an Executive Committee member is interested, that Executive Committee member is not to be counted as participating in the decision-making process for quorum or voting purposes.

For the purposes of this Article, references to proposed decisions and decision-making processes include any meeting of the Executive Committee or part of a meeting of the Executive Committee.

44. Subject to these Articles, if a question arises at a meeting of the Executive Committee or of a committee of the Executive Committee as to the right of an Executive Committee member to participate in the meeting (or part of the meeting) for voting or



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quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairperson of the meeting whose ruling in relation to any Executive Committee member other than him/herself is to be final and conclusive.

45. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairperson, the question is to be decided by a decision of the Executive Committee member at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
46. An Executive Committee member may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Association only where such matter has been authorised by the Executive Committee in accordance with the best practices.

#### Records of decisions to be kept

47. The Executive Committee must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Executive Committee and by the Association at general meeting.
48. Any such records, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
49. Any such records shall be circulated to all members of the Executive Committee.

#### Executive Committee's discretion to make further rules

50. The Executive Committee shall have the power to make, vary and revoke the Rules including, but not limited to, Rules:
  - a. setting out different categories of membership of the Association;
  - b. setting the criteria for admission to membership of the Association for the different categories of members;
  - c. creating regulations, standing orders and/or bye-laws for the better administration of the Association and to regulate the function, role and operation of committees to assist the Executive Committee in the better administration of the Association;
  - d. setting or adopting such other regulations or policies, including for example equity policies, as the Executive Committee thinks fit; and
  - e. in relation to licensable activities of the Association,

Provided that nothing in those Rules shall prejudice the Association's status and provided that the said Rules shall be consistent with the Constitution.

#### APPOINTMENT OF EXECUTIVE COMMITTEE

51. The number of Executive Committee shall be not less than nine.
52. The members of the Executive Committee shall be:

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- a. The Chairperson;
- b. The Vice Chairperson;
- c. The Secretary;
- d. The Treasurer;
- e. Representative Schools North
- f. Representative Schools South
- g. Representative Schools East
- h. Representative Schools West
- i. Representative Women
- j. up to two or such number as the Executive Committee shall from time to time decide Elected Executive Committee members; and
- k. Such other persons as the Executive Committee may from time to time in its sole discretion coopt to the Executive Committee, provided that the total number of Executive Committee members at any one time shall not exceed the maximum number fixed by these Articles. Coopted Executive Committee members shall be entitled to vote at the meetings of the Executive Committee.

53. The Executive Committee may at its discretion award honoraria to such persons as it deems fit.
54. All acts carried out in good faith at any meeting of the Executive Committee or of any subcommittee, or by any person acting as a Executive Committee member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

#### TERMINATION OF EXECUTIVE COMMITTEE MEMBERS' APPOINTMENT

55. Any member of the Executive Committee or the entire Executive Committee may be removed from office for gross negligence, dishonesty or conduct likely to bring the Association and/ or the game of rugby into disrepute.
56. A person shall cease to be an Executive Committee member of the Association as soon as:
- a. That person ceases to be an active teacher in any school/institution.
  - b. that person shall without sufficient reason for more than three consecutive Executive Committee meetings have been absent without permission of the Executive Committee and all other members of the Executive Committee resolve that his/her office be vacated;
  - c. that person is requested to resign by all the other members of the Executive Committee acting together; or
  - d. Notification is received by the Association by the said Executive Committee member of his/her resignation from office, and such resignation has taken effect in accordance with its terms.
57. An Executive Committee Member who is removed from office as a member of the Executive Committee for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.



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58. The removal of a member of the Executive or the entire Executive Committee, shall be by the passing of a vote of no confidence at a Special General Meeting called by the Executive Committee or requisitioned for by two thirds of the paid up Members. A majority vote shall be required to pass the vote of no confidence.
59. The Executive Committee may by two-thirds majority vote suspend any of its members, sought to be removed from office, pending the Special General Meeting
60. Upon the passing of a vote of no confidence, the Special General Meeting shall appoint persons to fill the vacant positions thereby created in an interim capacity until the next Annual General Meeting

### COMMITTEES

61. The Association shall have the following Committees appointed by the Executive Committee
- Finance Committee
  - Disciplinary Committee
  - Any other Committees for purposes of furthering the interest of the Association
62. Committees to which the Executive Committee delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Executive Committee.
63. The Executive Committee may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.
64. The quorum for meetings of any sub-committee formed pursuant to the provisions of ~~the~~ the Articles shall be half of the number of its members.

### ARTICLE 6

### FINANCIAL PROVISIONS

65. The Finance Committee is responsible for all general financial matters and, in particular
- establish budgeting and administration controls in line with standard business practices;
  - prepare and submit accounts for auditing by appointed external auditors;
  - recommend the level of Membership and playing fees;
  - receive the annual audited report of Uganda Schools Rugby Association;
  - to consider and recommend on matters referred to it;
66. The membership of the Finance Committee shall include: the Chairperson, the Treasurer, Secretary and two members nominated by the Executive Committee.
67. The Treasurer shall keep the accounts of the income and expenditure of the Association and record of the assets and liabilities of the Association and shall prepare at the end of each financial year a statement of accounts and balance sheet. The Treasurer shall present the audited accounts and annual budget for the next financial year to the Annual General Meeting.



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68. A copy of the audited accounts and the budget shall be sent to each Member with the notice of the Annual General Meeting at which the said accounts are to be considered.
69. The funds of the Association may only be used for the purposes of promoting, fostering, encouraging and development of the game of rugby in Uganda.
70. All Association funds shall be banked upon receipt as a policy except in emergency situations as determined by the joint consensus of the Treasurer and the Secretary.
71. All cheques issued by the Association shall be signed by the Chairman and the Treasurer or, in the absence of either, the Vice-Chairman may sign in place of the absent official.
72. The financial year of the Association shall end on 31<sup>st</sup> December.
73. The auditors of the Association shall be appointed at the Annual General Meeting.
74. The Association may, with approval of two thirds majority of the Executive Committee, borrow money from a financial institution for the running of its activities provided that:
- i. The funds are borrowed to fund activities that have been provided for in that particular year's budget.
  - ii. The transaction receives prior support of two thirds of Executive Committee members and consent of the Chairmen's forum.
  - iii. The repayment period does not exceed one year;
  - iv. The interest rate is reasonable and within the range of market rates.
  - v. The Treasurer is provided appropriate notice of intent to borrow and in turn provides an opinion on the same for consideration of the Executive Committee when passing a decision to borrow.
75. The Association may also borrow on terms not covered by the above provisions (e.g. long term), however, any such borrowing must meet with the approval of two thirds of the General Meeting.

### APPOINTMENTS AND ELECTED POSITIONS

76. The elected positions shall be Chairperson, Vice Chairperson, Secretary, Treasurer,
77. At the Annual General Meeting in 2015 and at the Annual General Meeting every second year thereafter, the aforementioned office bearers shall retire but is eligible for re-appointment in accordance with these Articles.
78. The election for the respective offices shall be conducted in accordance with these Articles
79. A member so appointed shall hold office for a 4 (four) year term but is eligible for re-election.
80. A person not being a registered teaching staff by MOES shall not be eligible for election to any office of the Executive Committee.  
 For a member to contest for the post of chairman, he/she shall have served on Excom before for the purpose of continuity.
81. No member School/Institution shall have more than one of the members of its teaching staff on the executive Committee.

### Elections

82. Any Voting Member may nominate another member to be the Chairperson, Vice-Chairperson, Secretary or an Elected Executive Committee member.
83. Any person nominated as a member of the Executive Committee must be a Voting Member of not less than 4 years standing.



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- Any nomination must be made on the form prescribed from time to time by the Secretary. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than (30) days prior to the Annual General Meeting.
86. If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting as directed by the Executive Committee.
87. The results of any such election must be announced at the annual general meeting by the executive committee.

The presiding officer shall be the URU CEO or any other member of the URU Excom

### Nominations

88. Nominations for office bearers shall be received at least 7 days before Annual General Meeting at which the election is to be held. The Executive Committee and the Member schools may make the nominations.

### Casual Vacancies

89. A casual vacancy arising among the offices of Chairperson, Vice-Chairperson, Secretary or the Elected Executive Committee member, shall be filled by the Executive Committee provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

### ORGANISATION OF GENERAL MEETINGS

#### Annual General Meetings

90. The Association shall hold a general meeting before the commencement playing season or as soon as practicable thereafter but not later than 31<sup>st</sup> December at such place as may be determined by the Executive Committee and shall specify the meeting as such in the notices calling it.
91. The Secretary shall give Members at least 28 days' notice in writing of the date, time and place of the Annual General Meeting. The notice shall be accompanied by the agenda, a copy of the Report of the Committee, and a copy of the audited accounts and budget. The notice of the Annual General Meeting shall be advertised in an English daily, within a fortnight in advance of the meeting.
92. The annual general meeting shall be held for the following purposes:
- To receive from the Executive Committee the Association's accounts;
  - To receive from the Executive Committee a report of the activities of the Association since the previous annual general meeting;
  - To appoint the Association's auditors;
  - To announce the election (as appropriate) of the [Chairperson], [Vice-Chairperson], (Secretary), (Treasurer), and the Elected Executive Committee member to be appointed in accordance with these Articles; and
  - To transact such other business as may be brought before it ((including without limitation the appointment of Life Members (in recognition of outstanding contribution or long service to the Association)



Quorum

93. No business other than the appointment of the Chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
94. A quorum of the General Meeting shall be 50% of the Executive Committee plus at least half of the representatives of the paid up Members.
95. If at any General Meeting a quorum is not attained within 45 minutes, the meeting shall be adjourned to a date thirty (30) days later.
96. Notice in writing of such adjourned meeting shall be sent to all member clubs not less than 14 days before the date thereof. If at such adjourned meeting a quorum is not attained within 30 minutes, the persons present and entitled to vote shall institute a quorum.
97. Decisions of a general meeting shall be determined by consensus or failing that, by simple majority vote. The persons entitled to vote shall be the members of the Executive Committee and a representative from each paid up Member.
98. Voting shall be by secret ballot unless otherwise determined by 75% of the members present and entitled to vote. In event of a tie, the Chairman shall have a casting vote. Voting by proxy shall not be allowed.

Chairing general meetings

99. The Chairperson shall chair general meetings if present and willing to do so. If the Chairperson shall be absent, or if at any meeting he/she is not present within fifteen minutes after the time appointed for holding the same, the Vice-Chairperson shall preside. If the Vice-Chairperson is not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start:
  - a. The Executive Committee members present, or
  - b. If no Executive Committee members are present, the meeting must appoint an Executive Committee member or member to chair the meeting, and the appointment of the Chairperson of the meeting must be the first business of the meeting.
  - c. The person chairing a meeting in accordance with this article is referred to as "the Chairperson of the meeting".

Attendance and speaking by Executive Committee members and non-members

100. Executive Committee members may attend and speak at general meetings, whether or not they are members.
101. The Chairperson of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.

Adjournment

102. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairperson of the meeting must adjourn it.

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**103.** The Chairperson of the meeting may adjourn a general meeting at which a quorum is present if:

- d. the meeting consents to an adjournment, or
- e. it appears to the Chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

**104.** The Chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.

**105.** When adjourning a general meeting, the Chairperson of the meeting must:

- f. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Executive Committee, and
- g. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

**106.** If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least seven clear days' notice of it, excluding the day of the adjourned meeting and the day on which the notice is given:

- h. to the same persons to whom notice of the Association's general meetings is required to be given, and
- i. containing the same information which such notice is required to contain.

**107.** No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting [*insert (not less than 2)*] Voting Members shall be a quorum.

## VOTING AT GENERAL MEETINGS

### Voting: General

**108.** Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.

**109.** A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

### Errors and disputes

**110.** No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

**111.** Any such objection must be referred to the Chairperson of the meeting whose decision is final.

### Poll votes

**112.** A poll on a resolution may be demanded:

- a. in advance of the general meeting where it is to be put to the vote, or
- b. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.



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113. A poll may be demanded by:

- the Chairperson of the meeting;
- the Executive Committee; or
- Five or more members present in person having the right to vote on the resolution or, if less, a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution.

114. A demand for a poll may be withdrawn if:

- the poll has not yet been taken, and
- the Chairperson of the meeting consents to the withdrawal.

115. Polls shall be taken as the Chairperson directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

116. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

117. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### Amendments to resolutions

118. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairperson of the meeting may determine), and
- the proposed amendment does not, in the reasonable opinion of the Chairperson of the meeting, materially alter the scope of the resolution.

119. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- the Chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and



b. the amendment does not go beyond what is necessary to correct grammatical or other non-substantive error in the resolution.

CLIENT COPY

120. With the consent of the Chairperson of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

121. If the Chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairperson's error does not invalidate the vote on that resolution.

## AMENDMENT OF THE CONSTITUTION

122. The Constitution of the Association may be amended or repealed at a Special General Meeting upon twenty one days' notice in writing of the amendment be given to the Executive Committee and to all Members. The amendment of the Constitution shall require a two-thirds majority.

## INDEMNITY

123. Every officer of the Association and every member of any Committee of the Association, his/her executors and administrators, shall be entitled to be indemnified out of the assets of the Association from and against action, claims, demands, costs, losses, damages and expenses which he may incur on account of any obligation undertaken by him on behalf of the Association in such capacity provided such obligation was not incurred by wilful default or neglect.

## DISSOLUTION

124. The Association shall not be dissolved except by a resolution passed at a Special General Meeting by at least 75% of the persons entitled to vote thereat.

125. Upon the passing of a resolution to dissolve the Association, no further action shall be taken by any officer of the Association other than to get in and liquidate any assets of the Association and bring the business of the Association to an orderly close. Subject to the payment of all Association dues the balance of the assets of the Association shall be distributed in such manner as maybe resolved by the last general meeting.

## TRANSITIONAL PROVISIONS

126. Notwithstanding anything in this constitution, the office bearers existing imminently before the coming into force of this constitution shall continue in force until the election of new office bearers in accordance with this constitution.

127. The elections mentioned above shall be held within 30 days after the promulgation of this constitution.

For the avoidance of doubt it is declared that any office established before the coming into force of this constitution, which is inconsistent with any provision of this constitution, shall continue to exist only until the election of new office bearers under the constitution.

We, the several persons whose names and addresses are subscribed are desirous of being formed into an Association in pursuance of this Constitution



23 JAN 2025



## NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Sseruwagi Martin George  
REGISTRAR

1. ..... OKELEO Dickson Chairperson Dickson 0783562222
2. ..... WATI RICHAEL Ricahel 0766026974
3. ..... Sewaya Ismail Muyingo 07744416871

DATED this ..... day of ..... 2015

WITNESS to the above signatures:

Full Name : WANDERA MICHAEL  
 Occupation : ADVOCATE  
 Address : WANDERA KALANGALA  
 Signature :   
P.O. BOX 6074 KALANGALA

