

**THE REPUBLIC OF UGANDA**

**THE COMPANIES ACT (CAP.110)**

**COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL**

**MEMORANDUM & ARTICLES OF ASSOCIATION**

**OF**

**UGANDA EVALUATION ASSOCIATION**

**Incorporated this..... Day of .....2014**

**Drawn and Filed By:**

NTAMUSI LAW ASSOCIATES

P.O BOX 3300

**Kampala**

**THE REPUBLIC OF UGANDA**  
**COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**UGANDA EVALUATION ASSOCIATION**

- 1.** The name of the Entity is **UGANDA EVALUATION ASSOCIATION**
  
- 2.** The registered office of the Entity shall be situated in the Republic of Uganda.
  
- 3.** The objectives for which the Entity is registered are to; -
  - a. Build capacity for evaluation through formal and informal training, skills exchange, and other avenues that support professional development;
  - b. Create a national network to facilitate sharing and exchange of up-to date literature, methods, procedures and practical evaluation frameworks among evaluators;
  - c. Promote professionalism in evaluation by defining standards and guidelines to evaluation practice;
  - d. Initiate an inter-exchange scheme, constant sharing of ideas from other evaluation institutions both regional and international;
  - e. Support and encourage global networking and collaboration of UEA and its members, promote the sharing of resources for mutual progress of the Association;
  - f. Build capacity for individuals, firms and organizations in Monitoring and Evaluation skills;
  - g. Foster links with civil society, government and other partners;
  - h. Develop mechanisms to deal with key development evaluation issues and challenges;
  - i. Promote and foster the inter-disciplinary teaching of professionalism in evaluation by defining standards and guidelines to evaluation practice;
  - j. Develop home grown methodologies and solutions for the study of Africa's evaluation problem;
  - k. Build and maintain links between the Members and UEA by maintaining reliable and up-to-date databases;
  - l. Offer a range of benefits and services to UEA's members;
  - m. Encourage members to network amongst each other, maintain links with faculties, departments, and other relevant institutions;

- n. Act as a forum for members to interact with each other on social, economic and other issues of common interest;
- o. Support fundraising for UEA, whether to benefit general funds or specific projects;
- p. Act as a forum for seeking donations to sponsor critical areas of professional Evaluation skills;
- q. Encourage and carry out advocacy, collaborative research and publication
- r. Develop and explore ways and provide avenues for field placement/internship of members in relevant avenues, to promote practical orientation of members i.e. introduce a work related learning concept;
- s. Carry out team research, and aggressively evolving publications to champion the practicability of the association;
- t. Link development theory, development practice and development research;
- u. Enhance capacity building in the teaching of professional evaluation skills;
- v. Create an avenue for sharing intellectual work e.g. through an annual conference of members and other external well-wishers;
- w. Establish and maintain a website for sharing and disseminating information and a journal where development issues and evaluation materials can be shared;
- x. Publish a magazine that offers a means of expression, knowledge enhancement and networking focusing on political, economic, education, social, art and culture, environmental, human rights, law, business, ethics, management, conflict and peace, health, technology, and other issues/disciplines that relate to evaluation;
- y. Do any other such thing or activity that may be incidental or necessary to the attainment of the above objectives or any of them.

- 4.** The income and property of the Entity whensoever derived shall be applied towards the promotion of the objects of the Entity in the Memorandum of Association and no portion there shall be paid or transferred directly by way of dividend, bonus or otherwise howsoever, by way of profit to members of the Entity.

PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Entity or any other persons in return for services actually rendered to the Entity nor prevent the payment of interest on money borrowed or rent for any property leased or hired from any member of the Entity.

- 5.** The liability of the members is limited by guarantee.

- 6.** Every member of the Entity undertakes to contribute to the assets of the Entity in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Entity contracted before he ceases to be a member, for payment of the debts and

liabilities of the Entity contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contribution among themselves such amount not exceeding twenty thousand shillings.

7. If upon winding up or dissolution of the Entity there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other Entity or association having objects similar to the objects of the Entity and which shall prohibit the distribution of its or their income and property among its members.

**We, the several persons whose names, addresses and descriptions are hereto subscribed are desirous of being formed into a Entity in pursuance of this Memorandum of Association:**

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NAMES, POSTAL ADDRESS AND OCCUPATION    SIGNATURES

- 1.
- 2
- 3
- 4
- 5

-----  
Dated at Kampala this..... Day of ..... 2014

WITNESS TO THE ABOVE SIGNATURES:

Signature:.....

Name in full:.....

Postal Address:.....

Occupation: .....



**THE REPUBLIC OF UGANDA**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE  
CAPITAL**

**ARTICLES OF ASSOCIATION  
OF**

**UGANDA EVALUATION ASSOCIATION (UEA)**

**WORDS**

**MEANING**

The Entity

UEA a Company limited by guarantee

The Act

The Companies Act, cap 110.

These Articles

The Articles of Association as originally formed or as from time to time altered by special resolution.

The Office

The Registered Office for the time being of the Entity

**Article 1.** Except as aforesaid any word or expressions defined in the statutes shall bear same meaning in the articles

Any branch or kind of business which the Entity is either expressly or by implication authorized to undertake by the Directors at such time or times as they shall think fit and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually fit expedient not to commence or proceed with such branch of business.

The office shall be at such places in Uganda, as the Directors shall from time to time appoint.

## **ARTICLE 2. DEMOCRATIC NON-PARTISAN, NON-SECRETARIAN PRINCIPLES:**

- a. The Entity shall be based on democratic principles, which empower and encourage the active participation of all members in the activities of the Entity.
- b. All members of the Entity shall have access to leadership positions at all levels subject to these Articles of Association.
- c. Every effort shall be made to integrate all members of the Entity while at the same time recognizing the existence of their ethnic, religious, ideological, political and cultural diversity.
- d. For avoidance of any doubt the Entity shall be non-partisan, non-political, non-religious, non-sectarian in the carrying out of its objectives.

## **ARTICLE 3. MEMBERSHIP:**

- a. Membership shall consist of such a number of members as shall be determined by the Executive Committee.
- b. Membership shall be open to persons who are qualified, scholars or practitioners in the monitoring and evaluation field.
- c. Persons who do not fall in these categories but are interested in joining the entity shall be considered for eligibility on a case by case basis.
- d. Membership shall be by application in writing or online to the Executive Committee.
- e. There shall be a Disciplinary Committee of the Entity, duly appointed by the Annual General Meeting with powers to discipline members for misconduct under the provisions of these Articles of Association.
- F. The committee shall be composed of 3 members – one representative from the CSOs, 1 representative from a Government institution and 1 representative from a private sector institution.

## **ARTICLE 4. RIGHTS AND DUTIES OF MEMBERS**

Every member of the Entity shall have the following rights and obligations.

- a. Pay the Membership fee at point admission as prescribed from time to time by the Annual General Meeting.
- b. Pay the annual subscription fee as prescribed from time to time by the Executive Committee.
- c. Take part in decision making in the form provided by these Articles.
- d. Fully paid up members have full voting rights at the AGM and access all the benefits and privileges of the entity.
- c. Protect the name and good image of the Entity in whichever capacity and place.
- d. Be eligible to be nominated, elected and or appointed to any office of the Entity unless expressly declines or banned as herein provided.
- e. Every member shall pay a subscription fee to be determined by the Executive
- f. Every member shall be entitled to a membership card.

**4.0. 1** Any member whose subscription is in arrears at the date of the next Annual General Meeting shall cease to be entitled to the privileges of membership of the Entity.

## **ARTICLE 5 BOARDS OF TRUSTEES (BOT)**

- a. The Board of Trustees shall have power and control over the Executive Committee of UEA, including power to remove and/ or discipline officers.
- b. There shall be a Board of Trustees composed of 7 (seven) members of high integrity comprised of the following:

1 member from the private sector

1 member from the academia

1 member from the Development partners

1 member from the Public sector

1 member from the civil society

2 members from the evaluation community

## **5.2 Election of Board of Trustees Members.**

5.2.1 Election of Board members shall take place at the Annual General Meeting.

5.2.2 Elections for the Board members shall be conducted using secret ballot.

5.2.3 Except as otherwise provided, any person who desires to be elected to the Board shall, upon a call made by the Returning Officer, be nominated by one full member and seconded by another full member of the Association, and then and be voted upon save for any nomination that is declined by the nominee.

5.2.4 The Board shall have the right to co-opt any member, but no person so co-opted shall have a right to vote.

## **5.3. The following shall be the duties of the Board.**

5.3.1 The Board of Trustees shall be the supreme policy making body of Entity

5.2.2 The Board of Trustees shall coordinate the implementation of Entity policies as may be prescribed by the AGM.

5.3.3 The Board of Trustees shall hold in trustee all properties of the Entity

## **5.4. Term of office.**

5.4.1 The Board of Trustee members shall hold office for a term of 2 years and shall be eligible for nomination to only two terms of office.

## **ARTICLE 6 EXECUTIVE COMMITTEE**

a. The Entity shall have an Executive Committee which shall be elected by the Annual General Meeting every after two years and members shall not hold the same office for more than two terms. Each term is two years.

b. The Executive shall consist:

i) The President

ii) The Vice President

iii) The General Secretary

iv) Treasurer

iv) Three committee members

#### **Article 7: ELECTION OF EXECUTIVE COMMITTEE**

The members of the Executive shall be elected as follows;

- a. For office bearers each member shall nominate not more than candidates.
- b. Each nominee shall be seconded by at least one member.
- c. Voting shall be by secret ballot and the candidate with the highest number of votes shall hold the office for which the voting was conducted.
- d. If for any office, only one name is dully nominated, then, the nominated candidate shall be elected unopposed.
- e. The Executive Committee then elected shall co-opt the three members of the Entity to be members of the Executive Committee.

#### **ARTICLE 8: FUNCTIONS AND POWERS OF THE EXECUTIVE**

- a. The Executive Committee shall conduct the affairs of the Entity in accordance with policies that may be adopted by the Entity from time to time.
- b. The Executive Committee shall meet after every General meeting to discuss and implement decisions made at the General meeting.
- c. The President shall convene a meeting of the Executive Committee or the Vice President and if neither is able to, the one third of the members of the Executive may cause the convening of the meeting chaired by the General Secretary.
- d. One third of the Executive members shall form quorum of any meeting of the Executive Committee.
- e. In implementing its work, the Executive Committee may seek the advice or assistance of any person or organization.

#### **Article 9: PRESIDENT**

- a. The President shall preside over all meetings of the Entity
- b. The Vice-President shall deputize in the absence of the President and or when called upon to assist the President.

- c. Shall guide management and decision making on a day to day basis for the entity.

#### **Article 10: GENERAL SECRETARY**

The General Secretary shall:-

- a. Notify and call members to the Annual General Meetings, Executive meetings and any other meetings of the entity.
- b. Keep a record of all matters concerning the Entity including a register of members, minutes of the Executive Committee meetings, General and Extra ordinary General meetings.
- c. Communicate key decisions of the Executive Committee to members and gather feedback for informing the work of the Executive Committee.
- e. The General Secretary of shall be assisted by the assistant General Secretary where and when needed.

#### **Article 11: TREASURER**

The Treasurer shall be responsible for the finances of the Entity and shall:-

- a. Ensure proper books of accounts for the Entity are kept.
- b. Cause books of accounts to be audited by an auditor appointed by the previous Annual General Meeting before the next Annual General Meetings.

#### **Article 12: COMMITTEE MEMBERS**

- a. Committee members shall be members of the Executive Committee.
- b. Assist any of the office bearers when ever special skills or additional manpower are required for a particular purpose for the benefit of the Entity.

#### **Article 13: SUB –COMMITTEES**

- a. The Executive may from time to time form such sub-committees to deal with such affairs, as it may deem necessary.

#### **ARTICLE 14: FOUNDER MEMBERS**

- a. The UEA founder members shall be exempted from payment of annual subscription fees.

- b. The UEA have lifelong voting rights at the Annual General Meeting and other meetings of the entity.

#### **Article 15 THE DISCIPLINARY COMMITTEE**

- a. The Board of Trustees shall be disciplinary committee of the Entity
- b. The disciplinary committee shall hear all complaints brought against any member of the Entity.

#### **Article 16: SALARIED STAFF:**

- a. There shall be a salaried staff of the Entity appointed by the Executive Committee including but not limited to technical staff and such other members of staff as may be necessary for the discharge of the objectives of the Entity.
- b. They shall be paid such salary, allowances and or emoluments and shall be provided with facilities as may be determined by the Executive Committee.
- c. The Executive Committee shall determine the manner of appointment, dismissal, terms and conditions of services of such salaried staff.
- d. The Salaried staff will man the Secretariat of the UEA, and manage day to day administrative work of the entity.
- d. All such salaried staff of the Entity shall be responsible and answerable to the Executive Committee.

#### **Article 17: QUALIFICATIONS FOR OFFICE**

Any person shall not qualify to hold office unless he fulfills the following conditions.

- a. Fully registered as a member of the Entity and paid up.
- b. Active in the activities of the Entity
- c. Not declared bankrupt
- d. Ready to volunteer service to the Entity
- e. Of sound mind

## **Article 18: GENERAL MEETINGS**

- a. The Entity shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and specify the meetings as such in the notices calling the meeting and not more than 15 months shall lapse between the date of any one Annual General Meeting of the Entity and that of the next.
- b. The Annual General Meeting shall be held at such time and place as the Executive Committee shall determine.
- c. The Executive Committee may call an Extra-ordinary General Meeting when ever necessary.
- d. The Executive Committee shall Convene an Extra -ordinary General Meeting of the members of the Entity.
- e. One third of the membership of the Entity shall form a quorum.

## **Article 19: NOTICES OF ANNUAL GENERAL MEETING**

- a. Two weeks agenda shall be given for the Annual General Meeting and One week for the Executive Meeting in writing or online.

## **Article 20: PROCEDURE OF MEETINGS**

- a. At the Annual General Meeting of the Entity the Agenda shall include:
  - i) Reading of minutes of the previous Annual General Meeting
  - ii) President's report
  - iii) Treasurer's report and presentation of Audited accounts
  - iv) Matters arising
  - v) Progame for the year
  - vi) Election of the Executive Committee if due
  - vii) Approve the Auditor who will provide services for 2 consecutive years.

b. At any other meeting other than the Annual General Meeting, the matters for which the meeting was called shall be stated in the Agenda.

c. Where a member has a suggestion or any matter for discussion, s/he shall state it well in advance so that the matter is included on the agenda.

d. Decisions at meetings of the Entity shall be by consensus, when such a consensus is not generated then by vote.

e. At any General Meeting or Extra- ordinary General Meeting save for the amendment of the Memorandum and Articles of Association of the Entity and vote of no confidence, decisions shall be decided by majority of members by show of hands as demanded by.

i) The President

ii) One third of members present

f. Unless a poll be so demanded by the general meeting, the President shall move a resolution as how the hands have been carried on Unanimously or by particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Entity shall be conclusive evidence of that fact with or without proof of the number for or against such a resolution.

g. The demand for a poll may be withdrawn any time.

h. Except as provided above, if a poll is dully demanded it shall be taken in such manner, as the President of the poll shall deem to be the resolution of the meeting at which the poll was demanded.

i. In the case of equality of the votes whether on a show of hands or an a poll, the President of the meeting at which the show of hands takes place at which the poll is demanded shall be entitled to a second casting vote.

j. Every member shall have one vote.

k. The President or in his absence, the Vice-President shall preside over any meeting. In the absence of either of them, the General Secretary shall preside over the meeting.

l. No business shall be transacted at any General meeting unless a quorum of members is present at the time when the meeting proceeds to business.

m. The President or any person presiding with the consent of the meeting may adjourn any meeting to the same day in the next week at the same time and place or to such other day and at such other time and place as the executive may determine.

## **Article 21: REMOVAL OF OFFICE BEARERS FROM OFFICE**

a. The President or any member of the Executive may be removed from office by the Entity by a resolution supported by two thirds of all members of the Entity on any of the following grounds.

- i) Abuse office
- ii) Incompetence
- iii) Corruption
- iv) Misconduct
- v) Physical or mental incapacity

b. Any member of the Executive committee shall cease being an office bearer on the following grounds.

- i) Resign
- ii) Vote of no- confidence supported by two thirds of all the members passed against him/her under the provision of these Articles.
- iii) Consecutively fails to attend Executive Committee meetings for a period exceeding six months without reasonable cause for such failure.

c. In case of removal, the affected member of the Executive Committees shall be entitled to be heard.

## **ARTICLE 22: FINANCIAL YEAR**

- a. The financial year of the Entity shall be a period of twelve months beginning on the 1<sup>st</sup> day of January each year and ending on 31<sup>st</sup> December of that year.

## **ARTICLE 23: FUNDS OF THE ENTITY**

Funds of the Entity shall come from:

- a. Membership and annual subscription fees

Donations from the public, national and international organizations.

- b. Investment of the Entity.
- c. Fundraising activities
- d. Donations from members collected from passing the basket around the Entity meetings.
- e. Donations from any persons affiliated to the Entity or government.
- f. Any other service agreed upon by the Executive Committee.

#### **ARTICLE 24. ACCOUNTS**

- a. The Executive Committee shall cause proper books of Accounts to be kept by the treasurer with respect to.
  - i) Sums of money received and expended by the Entity and the matters in respect of which the receipts and expenditure take place.
  - ii) All sales and purchase of goods by the Entity.
  - iii) The assets and liabilities of the Entity.
  - iv) The books of accounts shall be kept by the treasurer and shall be examined by the Executive Committee at any meeting when they wish to.

#### **Article 25: FINANCES.**

- a. The Executive Committee shall prepare and obtain the approval of the Annual General Meeting for an annual budget.
- b. Where any money has been received by any member on behalf of the Entity the member shall diligently and with out delay hand over the money to the Treasurer who shall pay it into the bank account of the Entity in a manner approved by the Executive Committee.
- c. All funds of the organization shall be used for the purpose of the organization in a manner approved by the Executive Committee.
- d. All withdrawal from the Entity's bank account shall be made by office bearers authorized by the Executive Committee to act for the Entity in that behalf.

f. The Executive Committee shall authorize an amount of money in cash to be held by Treasurer to meet the expenses of the organization and the Treasurer shall account to the executive committee for the use of such money by producing legitimate receipts and or reasonable explanations in the absence of which he/she shall repay the money expended by him.

g. Any member of the Entity may on giving reasonable notice to the General Secretary demand to see books of the Entity.

i. The Entity shall have a bank account with any bank as deemed appropriate by the Executive Committee.

j. The Executive Committee shall decide upon which of it's office bearer shall operate the bank account and in the manner in which bank account shall be operated.

#### **Article 26. AUDIT**

All proper books of accounts shall be audited at least once a year or as often as executive will deem necessary by the auditors appointed by the General meeting for that purpose.

#### **Article 27: AMENDMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION.**

These Articles may be amended in whole or in part by way of addition, variation or repeal at least by 2/3 majorities of all members present and voting in a general meeting or Extra ordinary general meeting called for that purpose.

#### **ARTICLE 28; RULES AND REGULATIONS.**

a. The Executive Committee may make rules and regulations for the smooth running of special functions of the Entity but with in the power granted to the Executive Committee by these Articles of Association provided such rules and regulations are not inconsistent with provisions of the Memorandum and Articles of Association of the Entity and for avoidance of any doubt such rules and regulations shall be null and void to the extent of their inconsistency.

b. Such rules and regulations shall be approved by Annual General meeting.

#### **ARTICLE 29: SEAL**

The Executive Committee shall provide for safe custody of the seal which shall only be used with the authority of the Executive Committee and every instrument to which the seal shall be affixed shall be signed by an office bearer and shall be countersigned by

the General Secretary or by some other member of the Executive appointed by the committee for the purpose.

**ARTICLE 30: DISSOLUTION OF THE ENTITY:**

The Entity may be wound up voluntarily once its aims and objectives have been achieved. A three fourths <sup>3</sup>/<sub>4</sub> majority vote of the members shall be required for the Resolution for Voluntary winding up of the Entity to be passed.

**Article 31: MISCELLANNEOUS.**

- a. There shall be a motto of the Entity to be decided upon by the Executive Committee for approval of the General meeting and may be amended by way of addition variation and /or repeal from time to time.

We, the several persons whose names, addresses and descriptions are hereto subscribed are desirous of being formed into a Entity in pursuance of these Articles of Association:

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NAMES, POSTAL ADDRESS AND  
OCCUPATION

SIGNATURES

- 1.**
- 2
- 3
- 4
- 5

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Dated at Kampala this..... Day of ..... 2014

WITNESS TO THE ABOVE SIGNATURES:

Signature:.....

Name in full:.....

Postal Address:.....

Occupation: .....