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THE REPUBLIC OF UGANDA
THE COMPANIES ACT 2012
COMPANY LIMITED BY SHARES

AMMENDED MEMORANDUM AND
ARTICLES OF ASSOCIATION
OF
ROYAL WELDING WIRES UGANDA LTD

Incorporated at Kampala on this ...*15*...day of ...*feb*.....2021

Drawn by

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AMMENDED MEMORANDUM OF ASSOCIATION
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ROYAL WELDING WIRES UGANDA LTD

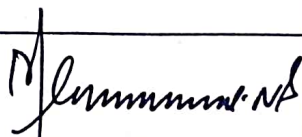
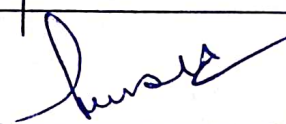
1. The name of the company is “ROYAL WELDING WIRES UGANDA LTD”
2. The registered office of the company shall be situated in Uganda.
3. The objects for which the company is established are;
 - a) To carry on the business of importing and trade of electrodes and allied welding materials either as wholesalers, retailers, distributors and warehousemen or otherwise.
 - b) To carry on business as owners, managers, operators, contractors of welding material & equipment packaging and assembly workshops, services or works;
 - c) To carry on the business as manufacturers, designers, importers, exporters, transporters, buyers, sellers, (whether wholesale or retail) storekeepers, warehousemen, distributors, and suppliers of and dealers in goods and articles of every description (whether consumable or otherwise) and whether for domestic, industrial, commercial, agricultural use or otherwise;
 - d) To carry on any other business which seem to the Company’s Directors capable of being conveniently or profitably carried out on in connection with the business or calculated directly or indirectly to enhance the value or render more profitable any of the Company’s assets;
 - e) To carry on the business as manufacturers, designers, importers, exporters, transporters, buyers, sellers, (whether wholesale or retail) storekeepers, warehousemen, distributors, and suppliers of and dealers in goods and articles of every description (whether consumable or otherwise) and whether for domestic, industrial, commercial, health or agricultural use;
 - f) To carry on the business as developers, consultants, owners and/or operators of health centers, restaurants, cafes, recreation facilities, health clubs, schools, and all allied activities
 - g) To carry on any other business which seems to the Company’s Directors capable of being conveniently or profitably carried out on in connection with that business or calculated directly or indirectly to enhance the value or render more profitable any of the Company’s assets.
 - h) To do all such other things which may seem to the Company’s Directors to be incidental or conducive to the attainment of the objects; and without prejudice to the generality of the foregoing the Company shall have power:
 - i) To carry on its business alone or in association with any or more persons (whether natural or legal) or by any one or more subsidiary companies.

- j) To acquire by any lawful means or take on lease or in exchange, hire or by any other means, any lands or other property, or any estate or interest in any lands, buildings, waterways, roads, railways, bridges, aircrafts, vessels, vehicles, machinery, engines, live and dead stock, easements, rights, patents, designs, patent rights, trademarks, protections and concessions, licenses, stock in trade, and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Company
- k) To borrow, raise, or secure the payment of money in such manner as the Company shall deem fit and in particular to issue debentures, debenture stock, bonds, obligations and securities of all kinds and to charge and secure the same by trust deed or otherwise on the undertaking of the Company or upon any specific property or rights, present or future, of the Company including its un called capital or by any other means whatsoever.
- l) To guarantee, support, or secure whether by mortgaging or charging all or any part of the undertaking, property or assets both present and future, and uncalled capital of the Company or for the performance and discharge of any contract, obligation or liability of the Company or any person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any Company which is for the time being the holding Company or a subsidiary of the holding Company
- m) To pay or remunerate any person, firm, or Company for rendering services for and on behalf of the Company and to pay any costs, charges, or expenses incurred or sustained by or in connection with the formation of this Company and either by cash payments or by allotment to him or them of shares or securities of the Company credited as fully paid up or otherwise.
- n) To open and operate bank accounts in Uganda and any other country.
- o) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- p) To draw, make, accept, endorse, discount, negotiate and issue promissory notes, bills of exchange, warrants, bills of lading and other negotiable and transferable instruments.
- q) To develop, improve, manage, cultivate, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- r) To provide for the welfare of persons employed or previously employed in or holding office under the Company and to grant allowances, gratuities, bonuses or other payments to officers, ex- officers, employees and ex- employees, or the dependants or connections of such persons; to contribute to pensions or social security funds or schemes for the benefit of persons aforesaid; to form, subscribe to or support any charitable, benevolent, religious or other institution and to instigate and maintain any club or other establishment calculated to advance the interests of the Company or its officers, ex-officers, employees, ex- employees, or dependants or connections.

- s) To enter into and carry into effect any arrangement with any person, firm, Company or government or government body or authority that may seem conducive to the companies' objective and to apply for, promote, and to obtain from any person, firm, Company, government, or government body or authority any contracts, concessions, privileges, charters, decrees, and rights which the Company may think is desirable and to carry out and exercise and comply with the same.
 - t) To act as agents, brokers, and as trustees for any person, firm, or Company and to establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's business.
 - u) To purchase or otherwise acquire and undertake all or part of the business, property, goodwill, assets, liabilities, and transactions of any person, firm, or Company carrying on any business which this Company is authorized to carry on.
 - v) To undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform, and fulfill and on such terms as the Company may determine.
 - w) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in whatever form and on such terms as the Company may determine
 - x) To establish, promote or otherwise assist any Company and to promote or otherwise assist any person or firm for the purpose of acquiring all or any of the properties and or liabilities or for furthering any objects of this Company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary, advantageous or useful to the Company.
 - y) To subscribe for, accept, deal in, purchase or sell or otherwise acquire, deal in, redeem, dispose of or hold shares or other interests in or securities of any Company carrying on or proposing to carry on any business within the objects of this Company or carrying on any business capable of being on so as to benefit this Company.
 - z) To distribute among members as may be resolved, any assets of the Company and in particular, any shares, debentures, or securities, of other companies, belonging to this Company or of which this Company may have the power of disposing.
 - aa) To carry on its business in any part of the world and to procure the Company to be registered or recognized in any part of the world.
4. The word 'Company', except where used in respect of this Company, shall be deemed to include any body of persons whether incorporated or not and whether domiciled in Uganda or not.
 5. The liability of the Members is limited.
 6. The share capital of the Company is **UGX 5,000,000** (Uganda shillings five million) divided into 100 shares of **UGX. 50,000/=** (Uganda Shillings fifty thousand) each with power to increase or decrease the share capital. The capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the Company's regulations may be varied so far as may be necessary to give effect to any such preference, restriction or other term

7. It is hereby expressly declared that each sub clause of this memorandum of association shall be construed independently of the other sub clauses hereof and that none of the objects mentioned in any sub clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub clause. Provided always that the provisions of this clause shall be subject to the Company obtaining where necessary for the purpose of carrying any of its objects into effect such license, permit or authority as may be required by the law.

We, the persons whose names and addresses and description are hereunto subscribed are desirous of being formed into a company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the capital set opposite respective names;

Names, addresses & occupations of subscribers	Number of shares taken by each subscriber	Signatures of subscribers
MOHAMMED NAJMUDDIN BHARMAL KAMPALA BUSINESS	99	
MUSTAFA HASHIM KAMPALA BUSINESS	01	
Total shares taken	100	

Dated at Kampala thisday of2021

WITNESS TO THE ABOVE SIGNATURES

Signature:


Name in full: **NICHOLAS KATUSHABE**

Postal Address: **PO BOX 7344, KAMPALA**

Occupation: **CONSULTANT**

THE REPUBLIC OF UGANDA
THE COMPANIES ACT 2012
COMPANY LIMITED BY SHARES
AMMENDED ARTICLES OF ASSOCIATION
OF
ROYAL WELDING WIRES UGANDA LTD

PRELIMINARY

The regulations contained in Table "A" in the first schedule to the Companies Act of 2012 (Such Table being hereinafter called Table "A") shall apply to the Company in so far as they are applicable to a private company subject to modifications and special provisions herein contained. In case of any conflict between the provisions herein contained and the incorporated articles of Table "A" the provisions herein contained shall prevail.

1. In these regulations-

"The Act" means the Companies Act;

"The Seal" means the Common Seal of the Company.

"Secretary" means any person appointed to perform the duties of the secretary for the company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these regulations become binding on the company.

Shares, Share Capital and variation of rights.

2. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to any restraints for the time being imposed by law, any share in the Company may be issued with such preferred, inferred or other special rights or such restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by special Resolution determine.
3. Subject to section 68 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
4. (1) Where at any time the share capital is divided into different classes of shares,
the rights attached to any class unless otherwise provided by the terms of issue of the shares of that class may, whether or not the company is being wound up, be varied with the consent in writing of the holders of seventy five percent of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class.

- (2) To very separate general meeting referred to in sub regulation (1) the provisions of these Regulations relating to general meetings shall apply, but the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of the shares of the class present in person or by proxy may demand a poll.
5. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be taken to be varied by the creation or issue of further shares ranking *pari-passu* with those shares;
6. (1) The company may exercise the powers of paying commissions conferred by section 62 of the Act, except that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and the rate of the commission shall not exceed the rate of ten percent of the price at which the commission is paid are issued or an amount equal to ten percent of such price, as the case may be;
- (2) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way or partly in the other.
- (3) The company may on any issue of shares pay such brokerage as may be lawful.
7. Except as required by law, a person shall not be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize even when having notice of it any equitable, contingent, future of partial interest in any share or any interest in any fractional part of a share or except only as by these Regulations or by law otherwise provided any other rights in respect of any share except an absolute right to the entirety of the share in the registered holder.
8. (1) Every person whose name is entered as a number in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer or within such other period as the conditions of the issue shall provide one certificate each for all of his or her shares upon payment of such fee as the directors shall from time to time determine.
- (2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up on the shares.
- (3) In respect of a share held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders is sufficient delivery to all the holders.
9. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of a fee determined by the directors and such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses of the company of investigating evidence as the directors think fit.
10. The company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its holding company nor shall the company make a loan for a purpose on the security of its shares or those of its holding company, but nothing in this regulation shall prohibit transactions mentioned in section 63 (2) of the Act.

Lien

11. (1) The company shall have a first and paramount lien on every share which is not being a fully paid share for all monies, whether immediately payable or not called or payable at a fixed time in respect of that share.
(2) The company shall also have a first and paramount lien on all share's other than fully paid share's standing registered in the name of a single person for all monies immediately payable by him or her or his or her estate to the company.

(3) The director's may at any time declare any share to be wholly or in part exempt from the provision of this regulation.

(4) The company's lien, if any, on a share shall extend to all dividends payable on the share.
12. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but a sale shall not be made unless a sum in respect of which the lien exists is immediately payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is immediately payable, has been given to the registered holder for the time being of the share, or the person entitled to the share by reason of his or her death or insolvency.
13. (1) To give effect to the sale, the directors may authorize a person to transfer the shares sold to the purchaser of the shares.

(2) The purchaser shall be registered as the holder of the shares comprised in the transfer, and he or she shall not be bound to see to the application of the purchase money, nor shall his or her title to the shares be effected by any irregularity or invalidity in the proceedings in reference to the sale.
14. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is immediately payable, and the residue, if any, shall subject to a similar lien for sums not immediately payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.

Calls on Shares;

15. (1) The directors may from time to time make calls upon the members in respect of it, all or may monies unpaid on their shares, whether on account of the nominal value of the shares or by way of premium and not by the conditions of allotment of the shares made payable at fixed times.

(2) A call shall not exceed one-fourth of the nominal value of the share or be payable less than one month from the date fixed for the payment of the last preceding call.

(3) Each member shall subject to receiving at least fourteen days' notice specifying the time and place of payment pay to the company at the time and place specified the amount called on his or her shares.

(4) A call may be revoked or postponed as the directors may determine.
16. A call shall be taken to have been made at the time when the resolution of directors authorizing the call was passed and may be required to be paid by installments.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of the share.

18. If a sum called in respect of a share is not paid before or on the day appointed for its payment, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment of the sum to the time of actual payment at such rate not exceeding five percent per year as the directors may determine, but the directors may waive payment of such interest wholly or in part.
19. (1) A sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of a the share or by way of premium, shall for the purposes of these Regulations be taken to be a call duly made and payable on the date on which by the terms of issue it becomes payable.

(2) In case of non-payment all the relevant provisions of these Regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum referred to in sub-regulation (1) had become payable by virtue of a call duly made and notified
20. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
21. The directors may, if they think fit, receive from any member willing to advance in respect of it, all or any part of the monies uncalled and unpaid upon any shares held by him or her, and upon all or any of the monies advanced may until it would, but for that advance, become payable pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct six percent per year, as may be agreed upon between the directors and the member paying but sum in advance.

Transfer of shares

22. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be taken to remain a holder of the share until the name of the transferee is entered in the register of members in respect of the share.
23. Subject to such of the restrictions of these Regulations as may be applicable, any member may transfer all or any of his or her shares by instrument in writing in any usual or common form any other form which the directors may approve.
24. The directors may in their absolute discretion and without assigning any reason for it, decline to register any transfer of a share whether, or not it is a fully- paid share.
25. The directors may also decline to recognize any instrument of transfer unless-
 - a) A certain fee determined by the directors from time to time is paid to the company in respect of the instrument;
 - b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
 - c) The instrument of transfer is in respect of only one class of share.
26. Where the directors refuse to register a transfer, they shall within sixty days after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
27. The registration of transfer may be suspended at such times and for such periods as the directors may from time to time determine, except that the registration shall not be suspended for more than thirty days in a year.

28. The company shall be entitled to charge a fee determined by the company on the registration of every probate, letter of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.

Transmission shares

29. (1) In case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the personal representative of the deceased where he or she was a sole holder, shall be the only persons recognized by the company as having any title to his or her interest.
- (2) Nothing in this regulation shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him or her interest in the shares.
30. Any persons becoming entitled to a share in consequences of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject to these Regulations, elect either to be registered himself or herself as holder of the share or to have some person nominated by him or her registered as the transferee of the share, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his or her death or bankruptcy.
31. (1) Where the person entitled under regulation 30 elects to be registered himself or herself, he or she shall deliver or send to the company a notice in writing signed by him or her stating that he or she so elects.
- (2) Where he or she elects to have another person registered, he or she shall testify his or her election by executing to that person a transfer of the share.
- (3) All the imitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to a notice or transfer under this regulation if the death or bankruptcy of the member had not occurred and the notice or transfer were a notice or transfer signed by that member.
32. (1) Where a person becomes entitled to a share by reason of the death or bankruptcy of the holder that person is entitled to the same dividends and other advantages to which he or she would be entitled if he or she were the registered holder of the share, except; that he or she shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.
- (2) The directors may at any time give notice requiring a person referred to in regulation 31 elect either to be registered himself or herself or transfer the share, and if the notice is not complied with within ninety days, the directors may withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been compiled.

Forfeiture of shares

33. Where a member fails to pay any call or installment of a call on the day appointed for payment of the call, the directors may, at any time after that when any part of the call or installment remains unpaid, serve a notice on him or her requiring payment of so much of the call or installment as is unpaid, together with any interest may have accrued.

34. The notice shall name a further day not earlier than the expiration of fourteen days from the date of service of the notice on or before which the payment required by the notice is to be made, and shall state that if the payment is not made at or before the time appointed, the share in respect of which the call was made will be liable to be forfeited.
35. Where the requirements of the notice referred to in regulation 34 are not complied with, any share in respect of which the notice has been given any at any time, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.
36. A forfeited share may be sold or otherwise disposed of on terms and in a manner the directors think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the directors think fit.
37. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all monies which, at the date of forfeiture, were payable by him or her to the company in respect of the shares, but this or her liability shall cease when the company receives payment in full of all those monies in respect of the shares.
38. (1) A statutory declaration stating that the declarant is a director or the secretary of the company, and that a share the company has been duly forfeited on a date stated in the statutory declaration, shall be conclusive evidence of the facts stated as against all persons claiming to be entitled to the share.

(2) The company may receive the consideration, if any, given for the share of the company, and that a share or disposition of it and may execute a transfer of the share in favor of the person whom the share is sold or disposed of; and he or she shall upon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his or her title to the share be effected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
39. The provisions of these Regulations as to forfeiture shall apply in the case of nonpayment of a sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if it had been payable by virtue of a call duly made and notified.

Conversion of shares into stock;

40. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any paid-up shares into stock, reconvert any stock into paid-up shares of any denomination.
41. The holders of stock may transfer the stock, or any part of it, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near to it as circumstances admit; and the directors may from time to time fix the minimum amount of stock transferable but so that the minimum shall not exceed the nominal amount of the shares from which the stock arose.
42. (1) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose.

(2) A privilege or advantage other than participation in the dividends and profits of the company and in the assets on insolvency shall not be conferred by an amount of

stock which would not, if existing in shares, have conferred that privilege or advantage.

43. The regulation of the company applicable to paid-up shares apply to stock, and the words, "share" and "shareholder" in those Regulations shall include "stock" and "stockholder".

Alteration of capital

44. The company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
45. Subject to section 71, a company may by ordinary resolution-
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - (b) Subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of the association;
 - (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

General meetings

47. (1) The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as an annual general meeting in notices calling it.
- (2) Not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of next year.
- (3) So long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or the following year.
- (4) The annual general meeting shall be held at such time and place as the directors shall appoint.
48. All general meetings other than annual general meetings shall be called extraordinary general meetings.
49. (1) The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 141 of the Act.
- (2) If at any time there are not within Uganda sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

Notice of general meetings

50. (1) every general meeting shall be called by at least twenty-one days' notice in writing.

- (2) The notice shall be exclusive of the day on which it is served or taken to be and of the day for the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in a manner described by the company in general meeting, to such persons are, under the regulations of the company, entitled to receive such notices from the company.
- (3) A meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in sub-regulation I, be taken to have been duly called if it is so agreed.
 - (a) In case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) In case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety five percent in nominal value of the shares giving that right.

51. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to received notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

52. All business that is transacted at an extra ordinary general meeting and at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors shall be taken to be special.
53.
 - (1) Business shall not be transacted at a general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - (2) Except as otherwise provided in these Regulations, two members present in person or by proxy shall be a quorum.
54.
 - (1) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned 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 directors may determine.
 - (2) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
55.
 - (1) The Chairperson of the board of directors shall preside at every general meeting of the company.
 - (2) If there is no chairperson, or if he or she is not present within fifteen minutes after the time appointed for holding of the meeting, or is unwilling to act, the directors present shall elect one of their members to be chairperson of the meeting.
56. If at any meeting no director is willing to act as a chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be chairperson of the meeting.

57. (1) The chairperson may, with the consent of any meeting at which a quorum is present and shall, if directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (2) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting;
- (3) Except as provided in this regulation, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting;
58. (1) Subject to the Act, a resolution in writing signed by all members for the time being entitled to receive notice and to attend and vote at general meetings or being corporations by their duly authorized representatives shall be as valid and effective as if it had been passed at a general meeting of the company duly convened and held.
- (2) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or on the declaration of the result of the show of hands demanded-
- (a) by the chairperson
- (b) by at least three members present in person or by proxy;
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members holding shares in the shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.
- (3) Unless a poll is demanded under sub-regulation (1), a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.
- (4) A demand for a poll may be withdrawn.
59. Except as provided in regulation 61, if a poll is duly demanded it shall be taken in a manner directed by the chairperson, and the result of the poll shall be taken to be the resolution of the meeting at which the poll is demanded.
60. Where the votes are equal, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote..
61. (1) A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately.
- (2) A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll is demanded may be proceeded with pending the taking of the poll.

- 62. Subject to any rights or restrictions for the time being attached to any class of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he or she is the holder.
- 63. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for that purpose, seniority shall be determined by the order in which the names stand in the register of the members.
- 64. A member of unsound mind in respect of whose estate a manager has been appointed under the law relating to the administration of estates of persons of unsound mind may vote, whether on a show of hands or on a poll, by his or her manager may, on a poll, vote by proxy.
- 65. A member is not entitled to vote at any general meeting unless all calls or other sums immediately payable by him or her in respect of shares in the company have been paid.
- 66.(1) A member is not entitled to vote at any general meeting unless at the meeting or that the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (2) An objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
- 67. On a poll votes may be given either personally or by proxy.
- 68. (1) The instrument appointing a proxy shall be in writing signed by the appointer or his or her attorney duly authorized in writing, or, if the appointer is a corporation, either under seal, or signed by an officer or attorney duly authorized.
- (2) A proxy need not be a member of the company.
- 69. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a naturally certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within Uganda as is specified for that purpose in the notice convening the meeting, not being less than forty-eight hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not being less than twenty-four hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 70. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances admit-

.....*Limited.*
I/We.....of.....
*being a member/members of the above-named company,*
appoint.....of,or failing him/her as my/our
proxy for me/us on my/our behalf at the [annual or extraordinary, as the case may
be] general meeting of the company to be held on the.....day
of.....20.....and at any adjournment of that meeting.

Signed this.....day of.....20.....

71. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form as near to it as circumstances admit-

.....Limited

I/We.....of.....

being a member/members of the above-named company, appoint.....of.....or failing him/her.....of.....as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the company to be held on the.....day of.....20.....and at any adjournment of that meeting.

Signed this.....day.....20.....

This form is to be used in favor of/against the resolution. *Unless otherwise instructed, the proxy will vote as he/she thinks fit.

*Strike out whichever is not desired.

72. The instrument appointing a proxy shall be taken to confer authority to demand or join in demanding a poll.

73. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principle or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, if no intimation in writing of the death, insanity, revocation or transfer has been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Corporations acting by representatives at meetings

74. A corporation which is a member of the company may by resolution of its directors or other governing body authorize a person it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person authorized is entitled to exercise the same powers on behalf of the corporation could exercise if it were an individual member of the company.

Directors

75. The number of directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of the association or a majority of them and until the determination the signatories of the Memorandum of Association shall be the first director's.

76. (1) The remuneration of the directors shall from time to time be determined by the company in general meeting.

(2) The remuneration shall be taken to accrue from day to day.

(3) The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

77. *The shareholding qualification for directors may be fixed by the company in general meeting, and unless and until so fixed no qualification is required.*
78. *A director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him or her as a director or officer of, or from his or her interest in, that other company unless the company otherwise directs.*

Borrowing powers

79. (1) *The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part of it, and to issue debenture, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party; except that the amount for the time being remaining discharged of moneys borrowed or secured by the directors apart from temporary loans obtained from the company's bankers in the ordinary course of business shall not any time, without the previous approval of the company in general meeting, exceed the nominal amount of the share capital of the company for the time being issued, but a lender or other person dealing with the company shall not be concerned to see or inquire whether the limit is observed.*

(2) *A debt incurred or security given in excess of the limit referred to in sub regulation (1) is not invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit imposed by sub regulation (1) had been or was as a result exceeded.*

Powers and duties of directors

80. (1) *The businesses of the company shall be managed by the directors who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Act or by these regulations, required to be exercised by the company in general meeting subject to these regulations and to the provisions of the Act and to such, being not inconsistent with these Regulations or with the Act, as may be prescribed by the company in general meeting.*

(2) *A regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.*

81. (1) *The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of person, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purpose and with such powers, authorizes and discretions not exceeding those vested in or exercisable by the directors under these regulations and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience persons dealing with any such attorney as the directors may think fit.*

(2) *The power of attorney referred to in subsection (1) may contain such provisions and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.*

82. *The company may exercise the powers conferred by section 59 of the Act with regard to having an official seal for use abroad, and those powers shall be vested in the directors.*

83. The company may exercise the powers conferred upon the company by sections 130 to 133 (both inclusive) of the Act with regard to the keeping of a branch register, and the directors may subject to the provisions of these sections; make and vary such regulations as they may think fit respecting the keeping of the branch register
84. (1) A director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the company shall declare the nature of his or her interest at a meeting of the directors in accordance with section 225 of the Act.
- (2) A director shall not vote in respect of any contract of arrangement to which he or she is interested, and if he or she does so, his or her vote shall not be counted, nor shall he or she be counted in the quorum present at the meeting.
- (3) But neither of the prohibitions referred to in sub-regulations (2) shall apply to-
- (a) any arrangement for giving any director any security or indemnity in respect of money lent by him or her to or obligation undertaken by him or her for the benefit of the company;
- (b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which the director himself or herself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.
- (c) Any contract by a director to subscribe for or underwrite shares or debentures of the company; or
- (d) any contract or arrangement with any other company in which he or she is interested only as an officer of the company or as holder of shares or other securities, and those prohibition's may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the company in general meeting.
- (4) A director may hold any other or place of profit under the company other than the office of auditor in conjunction with his or her office of such period and on terms as to remuneration and otherwise as the directors may determine and a director or intending director shall not be disqualified by his or her office from contracting with the company either with regard to his or her tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director contracting or being so interested liable to account to the company for any profit realized by the contract or arrangement by reason of that director holding that office or of the fiduciary relation thus established.
- (5) A director, notwithstanding his or her interest, may be counted in the quorum present at a meeting at which he or she or any other director is appointed to hold any such office or place of profit under the company or at which the terms of any such appointment are arranged and he or she may vote on any such appointment or arrangement other than his or her own appointment or arrangement of their terms.
- (6) A director may act by himself or herself or his other firm in professional capacity for the company, and he or her firm shall be entitled to

remuneration for professional services as if he were not a director, but nothing in this regulations shall authorize a director or his or her firm to act as auditor.

85. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, otherwise executed, as the case maybe, in such manner as the directors shall from time to time by resolution determine.
86. The directors shall cause minutes to be made in books provided for the purpose-
- (a) of all appointments of officers made by the directors;
 - (b) Of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceeding at all meetings of the company, and of the directors, and of committees of directors, and every director present at a meeting of directors or committee of directors shall sign his or her name in a book to be kept for that purpose
87. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the company or to his or her widow or dependants and make contributions to fund and pay premiums for the purchase or provision of the gratuity, pension or allowance

Disqualifications of directors

88. The office of director shall be vacated if the director-
- a) Ceases to be a director by virtue of section 195 of the Act; or
 - b) Becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - c) Becomes prohibited from being a director by reason of any order made under section 201 of the Act; or
 - d) Becomes of sound mind; or
 - e) Resigns his/her office by notice in writing to the company; or
 - f) is for more than six months absent without permission of the directors from meetings of the directors held during that period.

Rotation of directors

89. At the first annual general meeting of the company all the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
90. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become directors on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot.
91. A retiring director shall be eligible for re-election.

92. The company at the meeting at which a directors retired in the manner provide in regulations 89 and 90 may fill the vacant office by electing a person to that office, and in default the retiring director shall if offering himself or herself for re-election be taken to have been re-elected, unless at that meeting it is expressly resolved not to fill that vacant office or unless a resolution for the re-election for that director has been put to the meeting and lost.
93. A person other than a director retiring at the meeting is not unless recommended by the directors eligible for election to the office of director at any general meeting unless not less than three or more than twenty-one days before the date appointed for the meeting there has been left at the registered office of the company notice in writing signed by a member duly qualified to attend and vote at the meeting for which the notice is given, of his or her intention to propose that person for election, and also a notice in writing signed by that person of his or her willingness to be elected.
94. The company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
95. (1) The directors may at any time, temporarily, appoint a person to be a director, either to fill a casual vacancy or as an addition to the existing directors; but the total number of directors shall not at any time exceed the number fixed in accordance with these regulations.
- (2) A director appointed under sub-regulation under (1) shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that moment.
96. (1) The company may by ordinary resolution, of which special notice has been given in accordance with section 149 of the Act, remove any director before the expiration of his or her period of office notwithstanding anything in these Regulation or in any agreement between the company and the director.
- (2) A removal under this regulation shall be without prejudice to any claim the director may have for damages for breach of any contract of service between him or her and the company.
97. (1) The company may by ordinary resolution, appoint another person in Place of a director removed from office under regulation 96.
- (2) Without prejudice to the powers of the directors under regulation 95, the company in general meeting may appoint any person to be a director either to fill a temporary vacancy or as an additional director.
- (3) A person appointed in place of a director removed or to fill that vacancy shall be subject to retirement at the same time as if he or she had become a director on the day on which the directors in whose place he or she is appointed.

Proceedings of directors

98. (1) The directors may meet together for the dispatch of business, adjourn, Otherwise regulate their meetings, as they think fit.
- (2) Questions arising at a meeting shall be decided by a majority of votes.

- (3) Where there is an equality of votes, the chairperson shall have a second or casting vote.
 - (4) A director may and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
 - (5) It is not necessary to give notice of a meeting of directors to any director for the time being absent from Uganda.
99. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and if not fixed the quorum is two.
100. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or under the regulations of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.
101. The directors may elect a chairperson of their meetings and determine the period for which he or she is to hold office; but if no chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be a chairperson of the meeting.
102. (1) the directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit;
- (2) A committee formed under sub-regulation (1) shall, in the exercise of the powers delegated conform to any regulations that may be imposed on it by the directors.
103. A committee may elect a chairperson of its meetings; but if no chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
104. (1) A committee may meet and adjourn as it thinks fit.
- (2) Questions arising at a meeting shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairperson shall have a second or casting vote.
105. All acts done by a meeting of the directors or of a committee or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of that director or person acting as director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
106. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, is valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

Managing Director

107. (1) The directors may from time to time appoint one or more of their fellow directors body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke the appointment.

- (2) A director appointed under sub-regulation (1) shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of directors, but his or her appointment shall be automatically determined if he or she ceases from any cause to be a director.

108. A managing director shall receive such remuneration whether by way of salary, commission, or participation in profit's, or partly in one way and partly in another as the directors may determine.

109. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of those powers.

Secretary

110. (1) The secretary shall be appointed by the directors on such terms and conditions as they may think fit.

(2) A secretary appointed under sub-regulation (1) may be removed by the directors.

111. A person shall not be appointed or hold office as secretary who is-

- (a) the sole director of the company; or
- (b) a corporation the sole director of which is the sole director of the company; or
- (c) The sole director of a corporation which is the sole director of the company.

112. A provision of the Act or these Regulations requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

The seal

113. (1) the directors shall provide for the safe custody of the seal.

(2) The seal may only be used by the authority of the directors or of a committee of the directors authorized by the directors for the purpose.

(3) Every instrument to which the seal is fixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

Dividends and reserve

114. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

115. The director may pay to the member such interim dividends as appear to the directors to be justified by the profits of the company

116. A dividend shall not be paid otherwise than out of profits.

117. (1) The directors may, before recommending a dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending that application may, at the

discretion of the directors, either be employed in the business of the company, or be invested in such investments, other than shares of the company as the directors may from time to time think fit.

(2) The directors may also without placing it to reserve carry forward any profits which they may think prudent not to divide.

118. (1) Subject to the rights of persons, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of all calls shall be treated for the purposes of this regulation as paid on the share.

(2) All dividends shall be appointed and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly.

119. The directors may deduct from any dividend payable to any member all sums of money, if any; immediately payable by him to the company on account of calls otherwise in relation to the shares of the company.

120. (1) A general meeting declaring a dividend or bonus may by resolution direct payment of the dividend or bonus wholly or partly by distribution of specific assets and in a particular of paid up shares, debentures or debenture stock of any other company to or in any one or more of those ways.

(2) The directors shall give effect to the resolution under sub-regulation (1).

(3) Where a difficulty arises in regard to that distribution, the directors may settle it as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of those specific assets or any part of it and may determine that cash payments shall be made to any members upon the basis of the value so fixed in order to adjust the rights of all parties, and may vest any of those specific assets in trustees as the directors may consider expedient.

121. (1) Any dividend, interest or other moneys payable in cash in respect of the shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct.

(2) Every cheque or warrant referred to in sub-regulation (1) shall be made payable to the order of the person to whom it is sent.

(3) Any one of the two or more joint holders may give effectual receipts for any dividend, bonuses or other moneys payable in respect of the shares held by them as joint holders.

122. A dividend shall not bear interest against the company.

Accounts

123. (1) The directors shall cause proper books of account to be kept with respect to-

(a) All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;

- (b) All sales and purchases of goods by the company; and
 - (c) The assets and liabilities of the company.
- (2) Proper books shall not be taken to be kept under these regulations if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affair and to explain its transactions.
124. The books of account shall be kept at the registered office of the company; or, subject to section 154 (3) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection by the directors.
125. (1) The directors shall determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to inspection by members who are not directors.
- (2) A member who is not a director does not have any right to inspect any account or book or document of the company except where conferred by law or authorized by the directors or by the company in general meeting.
126. The directors shall in accordance with sections 151, 156 and 163 of the Act, cause to be laid before the company in a general meeting such profit and loss accounts, balance sheets, group accounts, if any, and reports as are referred to in those sections.
127. (1) A copy of every balance sheet including every document required by law to be annexed to the balance sheet which is to be laid before the company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting, be sent to every member, and every holder of debentures, the company and to every person registered under regulation 31.
- (2) This regulation does not require a copy of the documents referred to in sub-regulation (1) to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

Capitalization of profits

128. (1) The company in general meeting may, upon the recommendation of the directors, resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution.
- (2) Where a company has resolved under sub-regulation (1), the sum resolved to be capitalized shall be set free for distribution among the members who would have been entitled to it if distributed by way of dividend and in the same proportions on condition that it is not paid in cash but is applied either in or towards paying up any amounts for the time being unpaid on any shares held by those members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and among those members in those proportions, or partly in the one way and partly in the other, and the directors shall give effect to the resolution.
- (3) A share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully-paid bonus shares.

Implementation of resolution under regulation 128

129. (1) Where a resolution is passed as described in regulation 128, the directors shall-

- (a) Make all appropriations and applications of the undivided profits resolved by resolved by the resolution to be capitalized.
 - (b) Make all allotments and issues of fully-paid shares or debentures, if any; and
 - (c) Do all acts and things required to give effect to the resolution.
- (2) For the purposes of regulation (1), the directors shall have full powers-
- a) To issue fractional certificates;
 - b) To pay in cash or otherwise as they think fit for the case of Shares or debentures becoming distributable in fractions;
 - c) To authorize any person to enter on behalf of all the members entitled to them into an agreement with the company providing-
 - i. For the allotment to them respectively, credited as fully paid-up of any further shares or debentures to which they may be entitled upon the capitalization.
 - ii. As the case may require for the payment up by the company on their behalf, by the application to them of their respective proportions of the profits resolved to be capitalized; of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (3) An agreement made under subsection (2) (c) shall be effective and binding on all the members referred to in that subsection.

Audit

130. Auditors shall be appointed and their duties regulated in accordance with sections 167 to 170 of the Act.

Notices

131. (1) A notice may be given by the company to any member either personally or by sending it by post to him or her or to his or her registered address within Uganda supplied by him or her to the company for the giving of notice to him or her.
- (2) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of seventy-two hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
132. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
133. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of

the deceased, or trustee of the bankrupt, or by similar by person's claiming to be entitled, or until the address has been supplied by giving the notice in any manner in which it might have been given if the death or bankruptcy had not occurred.

134. (1) Notice of every general meeting shall be given in any manner authorized in regulation 131 to 133 to-
- (a) Every member except those members who having no registered address within Uganda have not supplied to the company an address within Uganda for the giving of notices;
 - (b) Every person upon whom the ownership of a share devolves by reason of his or her being a personal representative or a trustee in bankruptcy of a member where the member but for his or her death or bankruptcy would be entitled to receive notice of the meeting; and.
 - (c) The auditor for the time being of the company.
- (2) No other person other than those specified in the sub-regulation (1) are entitled to receive notices of general meetings.

Insolvency

135. (1) Where the company is declared insolvent, the liquidator may, with the approval of a special resolution of the company and any other approval required by the Act, divide among the members in specie or kind the whole or any part of the assets of the company whether they consist of property of the same kind or not and may, for that purpose set such value as he or she thinks fair upon any property to be divided and may determine how the division shall be carried out as between the members or different classes of members.
- (2) The liquidator may, with the approval referred to in sub-regulation (1), vest the whole or any part of the assets in trustees upon such trust for the benefit of the contributories as the liquidator, with the approval, thinks fit, but a member shall not be compelled to accept shares or other securities on which there is any liability.

Indemnity

136. Every director, managing director, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favor or in which he or she is acquitted or in connection with any application under section 285 of the Act in which relief is granted to him or her by the court.

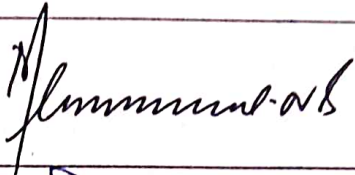
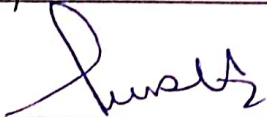
Transfer of shares

137. The company is a private company and accordingly;
- (a) The right to transfer shares is restricted in a manner prescribed in Part II of Table A of the Companies Act.
 - (b) The number of members of the company exclusive of persons who are exclusive in the employment of the company and of persons who having been formerly in the employment were while in that employment and have continued after the company is limited to fifty, except that were two

or more persons hold one or more shares in the company jointly, they shall for the purpose of this regulation be treated as a single member.

- (c) An invitation to the public to subscribe for the shares or debentures of the company is prohibited.
- (d) The company does not have the power to issue share warrants to bearer.

We, the several persons whose names and addresses and descriptions are hereunto subscribed wish to form a Company in pursuance of this Articles of Association.

Names, addresses & occupations of subscribers	Signatures of subscribers
MOHAMMED NAJMUDDIN BHARMAL KAMPALA BUSINESS	
MUSTAFA HASHIM KAMPALA BUSINESS	

Dated at Kampala thisday of2021.

WITNESS TO THE ABOVE SIGNATURES

Signature: 

Name in full: **NICHOLAS KATUSHABE**

Postal Address: **PO BOX 7344, KAMPALA**

Occupation: **CONSULTANT**