

THE REPUBLIC OF UGANDA

THE COMPANIES ACT (CAP.110)

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

THE COMMUNITY BASED
REHABILITATION (CBR) AFRICA
NETWORK LIMITED

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THE REPUBLIC OF UGANDA

THE COMPANIES ACT CAP 110

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF COMPANY OF THE COMMUNITY BASED REHABILITATION

(CBR) AFRICA NETWORK LIMITED

1. The name of the company is "**THE COMMUNITY BASED REHABILITATION AFRICA NETWORK LIMITED**".
2. The registered office of the Company will be situated in Uganda.
3. The main objectives are:
 - (a) To collect and collate information about disability services from all African countries.
 - (b) To facilitate the development of record keeping and writing skills' culture for the purpose of documenting community initiatives and good practice,
 - (c) To facilitate the capacity of CBR workers, to communicate their experiences between themselves and with other practitioners.
 - (d) To make information on CBR services accessible in electronic (Internet, audio and video) and other forms (print, pictorial and Braille)
 - (e) To organise regular fora, including regional conferences, to promote CBR as a developing field and advance the inclusion and empowerment of persons with disabilities in the community.

- (f) Generally to purchase, acquire, develop, take on lease or in exchange, hire or otherwise acquire any property, moveable or immovable and any rights or privileges which the company may think necessary or convenient.
- (h) To borrow or raise money and secure or discharge any debt or obligation of the company in such a manner as may be thought fit, and in particular by mortgage of or charge upon the undertaking and all or any of the real and personal property present and future of the company by the creation and issue of debentures, stock or other obligations or securities of any description.
- (i) To invest any moneys of the company not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature as may be thought fit and to vary the investment thereof in such manner as may from time to time be determined.
- (j) To establish and support or aid in the establishment or support of any charitable companies, institutions, organisations, or trusts and to subscribe or guarantee money for charitable purposes in any way connected with the object of the company and which are calculated to further its object.
- (k) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (l) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuating funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the company and the spouses, widows, and families and dependants of any such persons.

- (m) To do all such other things as are incidental or conducive to the attainment of the object of the company.
4. The income and property of the company when so ever derived shall be applied solely towards the promotion of the object of the company as set forth in this Memorandum of Company, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit to the members of the company. Provided that nothing herein shall prevent the payment in good faith or remuneration to any officers or servants of the company or to any member of the company.
5. THE LIABILITY OF THE MEMBERS IS LIMITED.
6. Executive Committee members of the company undertakes to contribute to the assets of the company in the event of the company being wound up while he is a member or within one year after he ceases to be a member for the payment of the debts and liabilities of the company contracted before he ceases to be a member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as shall be required not exceeding USD (\$) 55.
7. Every member shall exercise due diligence and use his professional skills and knowledge to alert the company to issues of impropriety
8. If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the company but shall be given or transferred to some

other institution or institutions having objects similar to the object of the company at or before the time of dissolution thereof

THE ARTICLES OF ASSOCIATION

OF

THE COMMUNITY BASED REHABILITATION
AFRICA NETWORK (CAN)

January 2005

THE COMMUNITY BASED REHABILITATION (CBR) AFRICA NETWORK (CAN)

PREAMBLE

During the 1970s Community Based Rehabilitation (CBR) began to be recognised and developed as a strategy to support and include persons with disabilities (PWDs) in their local communities. Since then many projects and programmes have been initiated and developed. Their descriptions are as different as the communities and countries in which the concept is practised. In 2001 a conference on CBR was held at the Uganda National Institute of Special Education (UNISE), Kampala. The conference focused on the importance of participation. As an important outcome of this conference, four action points were identified. These were (1) to initiate the formation of national CBR Associations; (2) to improve the capacity for sharing information about good CBR practice-, (3) to review CBR training programmes in order to promote their synchronisation; and (4) to organise regular CBR conferences in Africa, starting with one in 2004. In order to achieve these areas of action, it was decided that a CBR information network was required and key players were identified to form a Steering Committee. At its first meeting in June 2002 at the COMBRA offices in Kampala, Uganda, the Steering Committee adopted the name "CBR Africa Network" (CAN).

ARTICLE 1: DEFINITIONS AND INTERPRETATION

Whenever used in these Articles, the following terms and words shall have the following meanings:

- 1.1 "COMMUNITY BASED REHABILITATION" shall mean activities geared towards enabling, empowering and including persons with disabilities in their communities, as measured against the ten criteria developed at the Kampala CBR Conference in 2001.

1.2 "DISABILITY" shall mean difficulties resulting from impairment in performing daily activities, leading to a failure to participate like other people in the community.

1.3 "FUND" means money contributed to or appropriated by CAN for a specific purpose.

1.4 "BY LAWS" shall mean the by-laws of CAN adopted pursuant to these Articles of Association

1.5 "NETWORK" shall also mean the CBR Africa Network (CAN).

ARTICLE 2: NAME AND SYMBOLS

2.1 Name of the Network

The name of the Network shall be "**THE COMMUNITY BASED REHABILITATION (CBR) AFRICA NETWORK**", in short, **CAN**.

2.2 Registered Office

The registered office of CAN shall be located, Faculty of Special Needs Education, Kyambogo University Kampala, Uganda.

2.3 Patrons

CAN shall have any number of patrons as it deems fit. The patrons shall be Honorary members of the Executive Committee and shall be selected by the Executive Committee and presented to the General Meeting. They will serve for a term of three years and can be re-elected for another term (six years in total).

2.4 Financial Year

The Financial Year of CAN shall begin on 1st Day of January and end on the 31st Day of December every year.

2.5 Common Seal

The device of the common seal shall have **CBR AFRICA NETWORK** inscribed along the inner edges of the device with its short form "CAN". The seal shall not be affixed to any instrument except with the authority of the Executive Committee and in the presence of the Chairperson and any other member of the Executive Committee, and the said Chairperson and member shall sign every instrument to which the seal shall be so affixed in their presence.

2.6 Logo (Emblem) of CAN

The logo of CAN will depict the values of sharing of information in Africa and shall have the following elements:

- (i) Inscription of AfriCAN;
- (ii) Oblique lines representing information flow; and
- (iii) Different colours to represent knowledge and information.

2.8 Official Languages

The official languages of CAN will be English; however other languages may be used when interpreters are available. The vision is to make the organization bi-lingual (French and English).

ARTICLE 3: OBJECTS

CAN will mobilise financial resources from both internal and external sources for the following objects:

3.1 General Aims

CAN is Company limited by Guarantee which aims to facilitate the sharing of information about community based services for persons with disabilities and their families in African countries. It was established to support CBR initiatives and to document good practice.

3.2 Specific Objectives

The specific objectives of CAN shall, therefore, be:

- 3.2.1 To collect and collate information about disability services from all African countries.
- 3.2.2 To facilitate the development of record keeping and writing skills' culture for the purpose of documenting community initiatives and good practice;
- 3.2.3 To facilitate the capacity of CBR workers, to communicate their experiences between themselves and with other practitioners.
- 3.2.4 To make information on CBR services accessible in electronic (Internet, audio and video) and other forms (print, pictorial and Braille).

- 3.2.5 To organise regular fora, including regional conferences, to promote CBR as a developing field and advance the inclusion and empowerment of persons with disabilities in the community.

ARTICLE 4: POWERS OF CAN

CAN shall have powers to do the following:

- 4.1 To raise funds or secure the payment of monies to CAN for the purpose of furthering its objectives.
- 4.2 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 4.3 To invest and deal with funds of the Network in such manner that will be determined by the Executive Committee.
- 4.4 The income and property of CAN shall be applied solely towards the promotion of the objectives of the organisation.
- 4.5 To invest in Information and Communication Technology (ICT) and other media to promote the aims and objectives of the Network.

4.6 To do all such other things as are incidental or conducive to the furtherance of any or several objective(s) of the Network.

ARTICLE 5: THE NETWORK USERS

5.1. The use of the network will be open to any individual, group and institution interested in sharing information on disability services in Africa. People attending the African CBR conference will automatically become users of CAN.

5.2. There shall be no user fees and information shall be given without condition.

ARTICLE 6: FOUNDER MEMBERS

6.1 The Founder Members of the Network shall be those persons who participated in the establishment and launching of the Network at the 2001 CBR Conference held at UNISE in Kampala Uganda and the subsequent initial planning meetings held in 27th - 28th June 2002 at Community Based Rehabilitation Alliance (COMBRA) in Kampala and in 17th – 18th October 2002 at Lenana Hotel in Nairobi.

6.2 The Founder Members of the Association shall be Life Members obliged to uphold and portray the Mission, Vision, Objectives and Values of the Network as stated in these Articles of Association.

ARTICLE 7: GENERAL ASSEMBLY.

7.1 The General Assembly shall be comprised of the participants attending the CAN Pan-African CBR conference. This conference shall be held at least once every three years, at a convenient venue selected by the Executive Committee.

7.2 The Agenda of every General Meeting shall include the following items:

- (a) A report of the Executive Committee for the previous period;
- (b) An annual report from the secretariat will be presented and ratified by the meeting
- (c) A financial report (combining the three financial reports and a tri-annual/ 3 year annual report from the Executive Committee) and balance sheets of the previous period and the budget for the ensuing period;
- (d) Appointing an Auditor,
- (e) Elections;
- (f) Any other business.

7.3 The Chairperson shall preside over meetings of the General Assembly. In the absence of the Chairperson, the Deputy Chairperson shall take the chair. In the absence of both the Chairperson and their deputy, the ordinary members present shall elect one member among themselves to act as Chairperson for that meeting. The election of a person other than the Chairperson or Deputy Chairperson to chair a General Assembly shall be conducted by the Secretary.

7.4 The General Assembly shall have the power to change any part of the Constitution of the CAN, based on previously submitted changes by the CAN users to the Executive Committee, by the decision of two thirds of members eligible to vote present at the meeting

7.5 The General Assembly shall elect members of the Executive Committee who can establish sub committees, as it deems necessary.

- 7.6 Resolutions of the General Assembly shall be by simple majority of the members present. With the exception of an amendment ' to the Constitution, which requires two thirds of the members present, as provided for in Article 6.4 above.
- 7.7 The Executive Committee may whenever it thinks fit convene an Extra Ordinary General Assembly.
- 7.8 At least sixty days' notice should be given in writing before every Annual General Assembly specifying the place, the day and the hour of the meeting and the agenda.
- 7.9 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice of it shall not invalidate the proceedings at that meeting.
- 7.10 No business shall be transacted at any General Assembly unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be 50 % of members present at the general meeting.
- 7.11 If within twelve (12) hours from the time appointed for the assembly a quorum is not raised, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such other day and at such other time and place as the executive committee may determine, and if at the adjourned meeting a quorum is not present within twelve hours from the time appointed for the meeting, the members present shall be a quorum.

ARTICLE 8: THE EXECUTIVE COMMITTEE.

8.1. Officers

The Executive Committee will be constituted of 9 members including the Ex Officio Member (Executive Director, CAN)

Office bearers include:

- (a) The Chairperson
- (b) The Deputy Chairperson
- (c) The Secretary
- (d) The Treasurer

The remaining four shall be members to the Executive Committee

8.2. Election of the Executive Committee

The General Assembly shall follow the following procedure for electing the Executive Committee members:

- (a) The outgoing Executive Committee shall select the Returning Officer.
- (b) The Executive Committee will select two of its members who will remain on the committee until the next General Assembly. These members shall exclude representatives from the country who is hosting the secretariat (presently Uganda). The general assembly will be told which members have been selected to remain.
- (c) Each country represented by participants at the conference, excluding the countries represented by the retained members and the country hosting the secretariat, shall nominate a potential candidate for the incoming Executive committee

- (d) These potential candidates will meet and vote for four countries excluding the two countries represented by the on-going members
- (e) The six countries with the most votes shall form the Executive Committee together with the two continuing members.
- (f) In case there are less than six countries elected, those with most votes will have two members on the Executive Committee, provided the number does not exceed six;
- (g) The Executive Committee shall select a treasurer from the country hosting the Secretariat
- (h) Participants at the General Assembly from outside Africa shall not have voting rights.

8.3. The Executive Committee shall serve a three-year term and it shall be eligible for re-election but for not more than a total of two (2) consecutive terms.

8.4. The Executive Committee will elect its Chairperson, Deputy Chairperson, Secretary, Vice Secretary and Treasurer from amongst the elected members.

8.5. The Executive Committee shall be responsible for directing all activities of the Network and performing any other functions. The Executive Committee may, in its discretion, constitute any committee(s) to deal with any matter if it is in its opinion expedient to do so. Each committee shall regulate its own business within the ambits of this Constitution and report to the Executive Committee.

- 8.7. The Executive Committee shall have powers to co-opt a maximum of three additional ex-officio members at its discretion provided at any single time the Committee does not exceed 12 members.
- 8.8. The Executive Committee shall prepare CAN's budget and present Audited Accounts, Strategic Plans and Implementation reports to the General Assembly every three years.
- 8.9. The Executive Committee shall employ CAN staff.
- 8.10. Employees of CAN are not eligible to hold any elected leadership positions of CAN.
- 8.11. The Executive Committee shall formulate, review and recommend guidelines and administrative by-laws to the General Assembly for approval and adoption.
- 8.12. The Executive Committee shall review reports prepared by the secretariat for submission to the General Assembly.
- 8.13. The Executive Committee shall meet at least once every year and shall adopt rules and regulations appropriate for the conduct of its business.
- 8.14. Executive Committee decisions between meetings shall be made by consensus through e-mail or any other agreed and convenient means. An Extra Ordinary Meeting shall be held as and when the need arises.

- 8.15. The Executive Committee shall cause minutes to be made of all proceedings of the General Assembly Meetings of CAN and of meetings of the Executive Committee and any committee and such minutes, when signed by the Chairperson and Secretary of the meeting to which they relate, shall be conclusive evidence of the decisions/resolutions therein stated.
- 8.16. Members of the Executive Committee and staff shall not be entitled to any remuneration for their role on the Executive Committee, but shall be reimbursed by show of receipts for any expenses incurred in the course of carrying out their duties and functions for CAN previously agreed on by the Executive Committee.
- 8.17. The decisions of the Executive Committee, shall generally be made by consensus, but when decisions cannot be made by this process, shall be by simple majority. If necessary the Chairperson shall have a second and casting vote in addition to his/her deliberative vote.
- 8.18. The quorum of the Executive Committee meetings shall be four (4) members.
- 8.19. The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body, provided always that in case the members of the Executive Committee shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the

Executive Committee for the purpose of admitting persons to membership of the company or of summoning a general assembly, but not for any other purposes.

- 8.20. A resolution in writing signed by all the members for the time being of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive committee duly convened and held.

8.21 Vacancies

- (a) Employees of CAN are not eligible to hold any elected leadership positions of CAN.
- (b) In the event of the post of an office bearer falling vacant any time before the expiry of the respective term of office, the Executive Committee would have power to elect a member of the Executive Committee until the next General Assembly.
- (c) In circumstances as described in (b) above the Executive Committee would also have - power to identify an additional temporary member of the Executive Committee.

8.22 Resignation from and Termination of office bearers.

- (a) A member of the Executive Committee shall cease to hold office if they do not attend three consecutive meetings without good reason.
- (b) Any office bearer who decides to resign from their position shall be required to notify the Executive Committee in writing, giving reasons for the decision.
- (c) An office bearer may be asked by the committee to resign from their position if there is any observed clash of interest between their position and other activities.

8.23. **Leaders' Responsibilities**

(a) **The Executive Director.**

There shall be an Executive Director appointed by the Executive Committee on such terms as shall be effected.

(b) **The Chairperson**

The Chairperson shall be the Chief Spokesperson and Chief Executive of CAN. They shall preside over all meetings of the Executive Committee and General Assembly. They shall also perform all other duties as may be prescribed by the General Meeting and any other activities, which normally pertain to that office.

(c) **The Deputy Chairperson**

The Deputy Chairperson shall assist the Chairperson in executing their duties. They shall perform all duties of the Chairperson in the absence, vacancy or incapacity to act of the chairperson.

(d) **The Secretary**

The Secretary shall oversee the implementation of all activities the Executive Committee and the Annual General Meeting and shall act as Secretary to the Executive Committee and the General Meeting.

(e) **The Treasurer**

The Treasurer shall supervise the accounts of and shall be responsible for all activities pertaining to, income, expenditure and assets of the organisation. They shall be answerable to the Executive Committee and the General Assembly.

8.1.4. All Leaders

(a) All leaders shall work for CAN as volunteers unless if hired as Consultants and shall perform any duty assigned to them by the Executive Committee and/or the General Assembly.

(b) Upon completion of one's term or resignation from office, any leader shall be obliged to hand over any funds, equipment and/or documentation belonging to CAN to the Chairperson or Secretary.

8.1.5. Filling Vacant Positions

(a) Should the position of the Chairperson fall vacant, the Deputy Chairperson shall act in that position until the next General Meeting, when new office bearers will be elected.

(b) Should the positions of the Deputy Chairperson, Secretary and Treasurer fall vacant, the Executive Committee shall appoint one of its member who shall act in that position until the next Annual General Meeting.

(c) Other positions falling vacant may be filled by the Executive Committee.

ARTICLE 9: MANAGEMENT OF CAN

9.1 Employees of CAN

CAN shall employ an Executive Director and/or a Co-ordinator, Finance and Administrative Officer, Research & Documentation Officer and any other workers depending on its financial situation.

9.1.1 The Executive Director

There shall be an Executive Director, appointed by the Executive Committee on such terms as shall deem fit. They shall be an ex-officio member of the Executive Committee and shall oversee and co-ordinate the implementation of CAN's work plans and budgets. The Executive Director shall have the right and responsibility to monitor audits, accounts and implementations and advise the Executive Committee accordingly. He or she shall also be in charge of personnel matters and be responsible for all the property of CAN.

9.1.2 The CAN Co-ordinator

The CAN Co-ordinator shall be responsible to the Executive Committee through the Executive Director. They shall be responsible for the management of day-to-day activities of CAN and shall be the head of all employees, in addition to their responsibility for all assets of CAN on behalf of the Executive Committee.

9.1.3 Short Term Contracts

CAN shall offer contracts to individual and groups of professionals for specific tasks as and when the need shall arise. These shall be paid or voluntary.

ARTICLE 10: ASSETS, INCOME AND EXPENDITURE

10.1 Income of the Network

In accordance with this Constitution, the sources of revenue for the CAN shall be:

- (a) Grants, donations and ex-gratia contributions to the Network;

- (b) Management fees for projects; and
- (c) Any other funds lawfully received by the Network.

10.2 Annual Budget

(a) At least three months before commencement of each financial year, the Treasurer shall prepare the Annual Budget for submission to the Executive Committee. This shall consist of estimates of revenue and expenditure of the Network for next financial year.

(b) The Executive Committee shall, before commencement of each financial year, consider and approve, subject to modifications and amendments, as it may consider appropriate, the Annual Budget. Three months salary costs will be retained in order to discharge responsibilities to staff.

(c) Each Annual Budget shall separately show resources from:

- (i) Income derived from grants, gifts and donations.
- (ii) Management fees from projects.
- (iii) Any other income.

(d) The Annual Budget shall also indicate distinctly the current and capital expenditure to be charged against income.

10.3 Use of CAN's Assets

- (a) All monies and other assets belonging to CAN shall be used in line with the objectives set out in this Constitution.
- (b) For any expenditure, there shall be approval according to laid down procedures.
- (c) For any expenditure, there shall exist and be preserved substantive supporting documents to that effect.
- (d) All expenditure of the Network shall be approved annually by the Executive Committee.

10.4 Financial Books and Accounts

- (a) Without in any way contravening the provisions of this Constitution the financial accounts, cash and other assets of the Network shall be kept at the registered office of the CAN or any other such place as shall be directed by the Executive Committee and they shall be kept in accordance with strict financial procedures and controls.
- (b) Within three months after the close of each fiscal year, auditing shall be made of the books of accounts of the Network by a qualified and experienced and/or registered, practising Auditor who is recognised by the National Board of Accountants and Auditors (NBAA) or its equivalent depending on the hosting country.
- (c) A copy of the balance sheet including every document required by law to be annexed together with a copy of the Auditor's Report shall be circulated to every member of the General Assembly and posted on the Notice Board at the registered office of the Network not less than twenty-one (21) days. The auditor's reports shall be presented to the General Assembly.

- (d) The External Auditor, who shall not be a member of the CAN, shall be appointed at the General Assembly and shall hold office until the following General Assembly.
- (e) Financial imbursements must be authorised by the Executive Committee and be seen to reflect the desires of the General Assembly.
- (f) The Executive Committee shall identify a bank in which CAN shall open accounts and operate in its own name. CAN shall have two initial signatories to sign its cheques. These individuals shall be appointed by the Executive Committee, but must be based in the country hosting CAN offices.
- (g) Any cheque for CAN's Bank Account shall be signed by two of up to four signatories. The signatories shall include the Co-ordinator and Treasurer and two other signatories as appointed by the executive committee. For purposes of financial control the country hosting CAN should have a representative on the Executive Committee.
- (h) The Treasurer on behalf of CAN, shall oversee and pay out all monies and funds, shall present the Income and Expenditure Report at every sitting of the Executive Committee and General Meeting.
- (i) The Executive Committee shall have the power to suspend any office bearer who misappropriates CAN's funds, property or renders false accounts.

ARTICLE 11: AMENDMENT OF THE ARTICLES OF ASSOCIATIONS

The Articles may be amended or altered by two thirds (2/3) majority votes of all members present at a duly constituted General Meeting. The amendment of the Articles shall be proposed

through the Executive Committee and all proposed amendments shall be sent to the members together with the agenda before the general assembly.

ARTICLE 12: TRANSITIONAL PROVISIONS

- 12.1 Persons present at the first General Meeting called to adopt the Articles of Association and launch the Network shall be eligible to be its founder members.
- 12.2 The Executive Committee may, subject to the provisions of these Articles of Association, make such rules as may be necessary for the promotion of the objectives of, and regulations on the affairs of, the Network which shall, when approved by the General Assembly, be binding on all members of the Network.

ARTICLE 13: DISSOLUTION OF CAN

- 13.1 CAN may be dissolved by resolution passed to that effect by two thirds (2/3) vote of all members present at an Extra-Ordinary General Meeting called specifically for that purpose.
- 13.2 Where the resolution is passed, that General Meeting shall **appoint** a person or persons to be the liquidator(s) and shall make provisions for the final adoption of the CAN's assets and liabilities.
- 13.3 In the event that CAN is dissolved, all liabilities legally due by CAN shall be fully discharged and any surplus thereupon remaining shall be held in trust for any non-profit

organisation, institution or individuals which, in the opinion of the Executive Committee, may stand possessed or transferred to.