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REGISTRAR OF COMPANIES  
KAMPALA

**THE REPUBLIC OF UGANDA**

**THE COMPANIES ACT, NO 1 OF 2012**

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

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**UGANDA MARKETERS SOCIETY LIMITED.**

**INCORPORATED THIS 18<sup>th</sup> DAY OF, 09 2015**

**DRAWN BY:**

**M/S KAFEERO & CO. ADVOCATES,  
PLOT 37/39, WILLIAM STREET,  
HOTEL EQUATORIA, LEVEL 3,  
SUITE NO. 477,  
P.O. BOX 72943,  
KAMPALA-UGANDA.**



## THE REPUBLIC OF UGANDA

### THE COMPANIES ACT NO.1 OF 2012

#### PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

#### MEMORANDUM OF ASSOCIATION

#### OF UGANDA MARKETERS SOCIETY LIMITED

1. The Name of the Company is "**UGANDA MARKETERS SOCIETY LIMITED**".
2. The Registered office of the Company shall be situated in the Republic of Uganda.
3. The objects for which the Company is established are:
  - a) To protect, support and safeguard the character and interest of
    - (i) Current and former marketing practitioners or professionals;
    - (ii) Persons who are teaching or studying any branch of marketing and;
    - (iii) Persons approved by the council of the Society from time to time who are engaged in any activity allied or ancillary to marketing or calculated or intended to be used in connection therewith ;
  - b) To promote and protect marketing research based on sample surveys and other recognized research techniques;
  - c) To promote and protect marketing techniques;
  - d) To promote and protect the interests of those who use or purchase the services or products of the services of members of the profession;
  - e) To protect the interests of those respondents, who supply information in marketing research studies;

- f) To foster scientific study and research in the fields of marketing, social and communication decision-making;
- g) To foster research into and to improve the methods and techniques of marketing research and marketing techniques;
  
- h) To contribute to the improvement of the teaching of marketing;
- i) To encourage and uphold sound, honest practices; to keep marketing practices on a high ethical plane and to assist in the maintenance of high standards in the profession;
- j) To facilitate setting up a robust and stringent certification and accreditation process for marketing to ensure consistency and acceptability of standards.
- k) To take or assist in taking any proceedings (legal or otherwise) to maintain high standards of professional marketing practice in all branches of marketing and any Related Activity;
- l) To advise, assist and provide services for, and to procure the provision of advice, assistance and services for, members of the Company or Society ("Members") or those eligible to be Members (whether for reward or not) with regard to any matter affecting in any way (whether directly or indirectly) their professional character, professional interests or professional affairs, including, but without limitation, risk management, quality management and educational or financial services;
- m) To improve the awareness, image and salience of marketing, amongst the general public, and all those engaged in the fields of marketing, social and communication decision-making;
- n) To conduct and assist in dispute resolution procedures (whether between a Member or a person eligible to be a Member and a person who is not a Member or otherwise) and to receive and pay remuneration in respect of any such procedures;
- o) To establish standards of accomplishment as the necessary qualification for membership of the Company;
- p) To provide or organise or assist in the provision of qualifying and other examinations for persons engaged or wishing to become engaged in the profession and by providing teachers and examiners for this purpose;
- q) To provide for, furnish or give awards and prizes for marketing techniques or research and other contributions of a high standard in the fields of marketing and marketing research;
- r) To provide for, furnish or give awards, prizes and scholarships for candidates at examinations;

- s) To publish and distribute text books, pamphlets, journals or other material relating to marketing and marketing research, and provide or assist in any other way for the collection and dissemination of information on marketing and marketing research;
- t) To procure and encourage the publication of articles, books, reviews and other contributions relating to marketing and marketing research;
- u) To provide or organise or assist in the provision and organisation of meetings, discussions, lectures, courses, seminars, conventions and conferences concerned with marketing and marketing research;
- v) To identify the skill development needs of the Marketing and Marketing research, review international trends of marketing and marketing skill development and identify marketing skill gaps and technology
- w) To liaise with other bodies or organisations in the fields of marketing, marketing research or related fields;
- x) To conduct or sponsor (either alone or in conjunction with any other person or body) investigations, inquiries or research into any matters affecting the profession;
- y) To collaborate or affiliate with any other organisation, society or association having objects altogether or in part similar to the objects of the Company;
- z) To support or oppose legislation or other measures affecting the profession and to take all such steps as may seem expedient for altering and improving any existing laws, customs or usages affecting the profession;
- aa) To represent the profession in its relations with Governments, associations and other official and unofficial bodies in all matters affecting the profession or the interests of those engaged therein;
- bb) To retain, employ and remunerate scientific, professional, skilled or technical advisers or workers in connection with any of the objects of the Company;
- cc) To make and enforce in such manner as may be convenient, a Code of Conduct, by-laws, rules and regulations as to the conduct of members of the Company and for the regulation of transactions between members of the Company and others; and
- dd) To institute or carry out all or any of the following ancillary objects insofar as these may be necessary for the attainment of the objects of the Company;
- ee) To purchase, to hire, to erect, or otherwise to acquire any movable or immovable property which may be deemed necessary or convenient of the

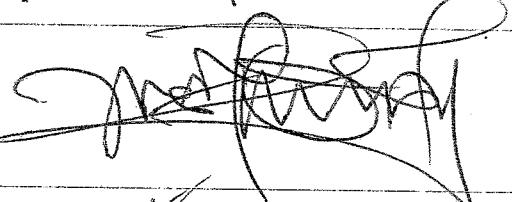
housing of the Company's offices, or for any of its aims and objects, and to sell or transfer such property;

- ff) To sell, manage, let or hire, mortgage, deal with or otherwise dispose of all or any part of the Company's property or assets;
- gg) To have an account with a banking institution as defined in the Financial Institutions Act no.2 of 2004, as amended;
- hh) To borrow or to raise money either upon credit, or secured by any means, including mortgage of the Company's property or by overdraft from its bankers;
- ii) To invest monies of the Company not immediately required for any of its objects in such a manner as may from time to time be determined, provided that the interest, increment or profit from such investments shall be applied to the furtherance of all the herein provided objects or any of them;
- jj) To accept any gift, endowment or bequest made to or for the Company, and to carry out any trust allotted to any such gift, endowment or bequest;
- kk) To determine an entrance fee, to levy annual subscriptions on members of the Company and to raise funds for the purpose of carrying out the principles and objects of the Company; and
- ll) To do all such other lawful things as are in the opinion of the Chairmans' Council necessary, proper or advisable for the advancement generally of the interests of the Company or the profession, or which are incidental or conducive to the attainment of all the above aims and objects or any of them.

#### **4. THE LIABILITY OF THE MEMBERS IS LIMITED**

Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he or she is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding UGX 500,000/= Five Hundred Thousand Uganda shillings.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this memorandum of association.

NAMES, OCCUPATION & ADDRESS OF SUBSCRIBER	SIGNATURE OF SUBSCRIBER
ALEX NDHURA P.O.BOX 2542, KAMPALA	
NABBANJA JULIAN SSENTAMU P.O.BOX 6748, KAMPALA	
PAMELA ABONO P.O.BOX 2542, KAMPALA	
PHILLIP OUCOR P.O.BOX 2542, KAMPALA	
GATEJA BOSCO P.O.BOX 2542, KAMPALA	

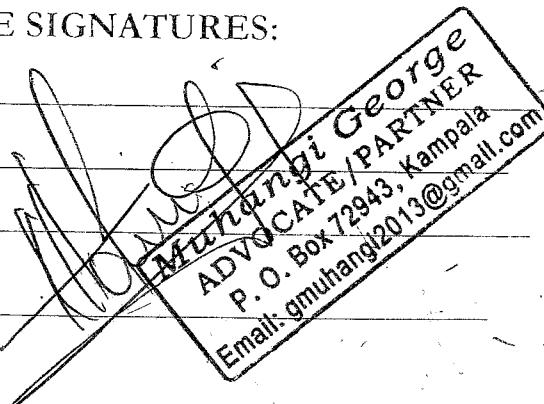
DATED AT KAMPALA THIS 16<sup>th</sup> DAY OF Sept, 2015

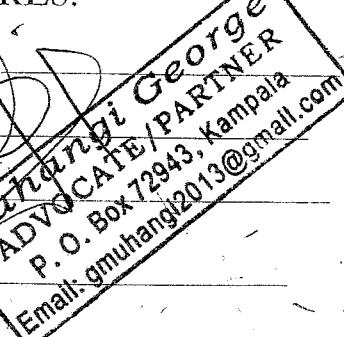
WITNESS TO THE ABOVE SIGNATURES:

NAMES IN FULL: MUHANGI George

OCCUPATION: ADVOCATE / PARTNER

POSTAL ADDRESS: P. O. Box 72943, Kampala

SIGNATURE: 





## THE REPUBLIC OF UGANDA

### THE COMPANIES ACT NO.1 OF 2012

#### PRIVATE COMPANY LIMITED BY GUARANTEE A NOT HAVING SHARE CAPITAL

#### ARTICLES OF ASSOCIATION

#### OF UGANDA MARKETERS SOCIETY LIMITED INTERPRETATION.

1. In these Articles, unless there is anything in the subject or context inconsistent therewith:-

“These Articles” means the Articles of Association of Uganda Marketers Society

“Board of Directors” means the board of Directors of Uganda Marketers Society for the time being.

“Chairman” means the Chairman for the time being of Uganda Marketers Society.

“Corporate Member” means a member of Uganda Marketers Society that is admitted as a corporate member in accordance with the provisions of these Articles.

“Corporate Representative” means a representative nominated by a Corporate Member in accordance with the provisions of these Articles.

“Fellow Member” means a member of Uganda Marketers Society that is admitted as a Fellow Member in accordance with the provisions of these Articles.

“Founding Members” means the subscribers and witness to these Articles.

“General Meeting” means a General Meeting of the members of Uganda Marketers Society whether annual or extraordinary.

“LIMITED Individual Member” means a member of Uganda Marketers Society that is admitted as an individual member in accordance with the provisions of these Articles.

“Members” and “membership” respectively mean the members and membership of Uganda Marketers Society.

“Month” means calendar month.

“the Act” means the Companies Act No.1 of 2012 or any statutory amendment or reenactment thereof.

“Register” means the Register of Members to be kept pursuant to the Act.

“Registered Office” means the registered office for the time being of Uganda Marketers Society.

“Seal” means the Common Seal of Uganda Marketers Society.

“Secretary” means the company secretary of Uganda Marketers Society for the time being.

“Treasurer” means the Honorary Treasurer of Uganda Marketers Society for the time being.

“Vice Chairman” means the Vice Chairman for the time being of Uganda Marketers Society.

“Year” means year from the 1st January to the 31st December inclusive.

Expressions referring to writing shall, unless the contrary intention appears be construed as including references to printing, lithograph, photography, and other modes of representation or reproduction of words in a visible form.

These Articles shall be construed with reference to the provisions of the Act and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Act.

Words importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender and the neuter gender.

### **Purpose**

2. Uganda Marketers Society is established for the purpose expressed in the Memorandum of Association.

### **Number of Members**

3. The number of members of Uganda Marketers Society is declared to be a minimum of 3 and a maximum of 100.

### **Classes of membership**

4. Any natural person holding a qualification or entitlement approved by the Board of Directors who is for the time being practising, teaching or studying marketing or any person approved by the Board of Directors, who is engaged in any Related Activity, is eligible to be a member. Membership of Uganda Marketers Society shall consist of the following classes of members:-

- (a) Founding Members;
- (b) Fellow Members;
- (c) Individual Members; and

(d) Corporate Members.

**Founding Members**

5. Each founder member of Uganda Marketers Society shall be deemed admitted as a Founding Member. A Founding Member have no right or privilege other than the right to associate and publicize him or herself as having contributed in founding the Society.

**Corporate Members**

6. Any company, corporation or trust with registered office, branch office or presence in Uganda may apply to the Board of Directors for admission as a Corporate Member. On admission, a Corporate Member shall pay an annual subscription fee as determined from time to time by the Board of Directors. A maximum of three representatives (Each a "Corporate Representative", and collectively "Corporate Representatives") on an annual basis can be nominated by each Corporate Member. A Corporate Member shall be entitled to all privileges and subject to all the duties of a member of Uganda Marketers Society save and except that it and its Corporate Representatives shall have no entitlement to receive notices of or attend certain meetings reserved for the Board of Directors, Founding Members, Fellow Members and/or invited guests only. Each Corporate Member shall have 1 vote.

**Individual Members**

7. Any individual may apply to the Board of Directors for admission as an Individual Member. On admission, an Individual Member shall pay an annual subscription fee as determined from time to time by the Board of Directors. An Individual Member shall be entitled to all privileges and subject to all the duties of a member of Uganda Marketers Society save and except that he shall have no entitlement to receive notices of or attend certain meetings reserved for the Board of Directors, Founding Members, Fellow Members and/or invited guests only. Each Individual Member shall have 1 vote.

**Fellow Members**

8. Any Individual Member or Corporate Member (represented by one of the Corporate Representatives) may apply to the Board of Directors for admission as Fellow Member. A Founding Member shall automatically qualify as a Fellow Member. Uganda Marketers Society shall have a total of not less than 3 and not more than 12 Fellow Members. A Fellow Member shall be entitled to run for election for a Director seat on the Board of Directors or to be appointed as member of the Uganda Marketers Society's sub-committees. Fellow Members shall not have voting right in addition to his or its capacity as Individual Member or Corporate Member.

**Admission of Members**

9. Every application for membership shall be made in writing, signed by the candidate and shall be in form in English as the Board of Directors may from time to time prescribes. Any individual shall be eligible to apply for admission to the Board

of Directors as Individual Member and the Board of Directors has absolute discretion in adopting, reviewing and amending the criteria for admission.

Any company or corporation shall be eligible to apply for admission as Corporate Member if the applicant or its majority or major shareholder has directly or indirectly through any other corporation(s) all applications shall be accompanied by a referral letter from a current Member of Uganda Marketers Society, except those who have submitted a form named.

10. All application for membership may be approved or rejected by the Board of Directors or a subcommittee designated by the Board of Directors. The Board of Directors and/or the designated subcommittee shall have absolute discretion in approving or rejecting any application for membership without giving any reason. On the admission of a member, the fact shall be notified to him in writing and a copy of the Memorandum and Articles of Association and the by-laws, and a bill for the current year's annual fee shall be forwarded to him.

11. If at any time after election of a candidate it is discovered that he or she has been admitted under any misapprehension or if any material information as to his antecedents has been withheld the Board of Directors shall after inquiry and notice to the person so admitted, have power to erase his name from the list of members and he or she shall thereupon cease to be a member.

#### **Membership Subscription**

12. The initial and/or annual subscription payable by the members of the Association shall be such sum or sums as shall from time to time be determined by the Board of Directors for each class (and/or subclass) or classes (and/or sub-classes) of membership.

13. Members changing their address for correspondence shall give due notices to the Secretary and furnish him with an address to which notice and letters may be sent. All notices and letters sent by post or otherwise to such address (in default of notice of change of address) shall be considered as duly received by the member.

14. The annual subscription of any member admitted on or after 1 January of any year shall be paid. No voting member whose subscription is in arrear shall have any right of voting at any General Meeting.

15. In the event of any newly admitted member failing to pay his entrance fee within one month from the date of his admission, the Board of Directors may at their discretion erase his name from the Register of Members unless he shall have justified the reason of delay to the satisfaction of the Board of Directors.

#### **Members' Rights**

16. No member shall participate in or be entitled to any of the facilities, functions or benefits of Uganda Marketers Society until he shall have paid his initial and annual subscription, as applicable, and satisfied any other claim Uganda Marketers Society has against him.

17. Subject to Article 11 above, all members shall be entitled to the following rights and privileges and fulfill the following obligations:-

- (a) to participate in the activities sponsored by Uganda Marketers Society to which such members are invited;
- (b) to abide by the constitution and regulations of Uganda Marketers Society; and
- (c) to pay applicable membership fees.

18. The rights and privileges of a member shall be personal to himself and shall not be transferable by his own act or operation of law and shall cease upon death, bankruptcy, insolvency, or upon resignation or ceasing from any cause to be a member under the provisions of these Articles. Any person which shall by any means cease to be a member shall nevertheless remain liable for and shall pay to Uganda Marketers Society all monies which at the time of his ceasing to be or resigning as a member shall be due from him to Uganda Marketers Society.

#### **Resignation, Expulsion and Cessation of Membership**

19. Any member may resign from membership by giving notice in writing to the Secretary which notice shall take effect on the last day of the calendar month in which the notice is given. Such members may be considered for re-admission as members upon a new application being submitted in accordance with these Articles.

20. The Secretary or such other person as the Board of Directors shall appoint may terminate the membership of any member who is more than 1 month overdue in his annual subscription. Such members may be considered for re-admission as members upon a new application being submitted in accordance with these Articles.

21. If any member commits a material breach of any of these Articles or By-laws of Uganda Marketers Society or if his conduct shall, in the opinion of the Board of Directors be injurious to the character or interests of, or otherwise prejudicial to Uganda Marketers Society or be derogatory to such members' position in society, a meeting of the Board of Directors shall be specially summoned to consider the case and may make the decision to expel members if the Board of Directors agree on that course.

22. Any member who shall be convicted of an indictable offence or be adjudged bankrupt, or who compounds with his creditors or becomes of unsound mind, or (in case of a Corporate Member) a winding up order is made in respect of such member, shall, if the Board of Directors considers it expedient or desirable, cease to be a member and shall forfeit all claims upon any property of Uganda Marketers Society, but it shall be lawful for the Board of Directors after inquiry to restore his name to

the Register of Members upon such terms as the Board of Directors may in its sole and absolute discretion think fit.

23. No person ceasing to be a member of Uganda Marketers Society shall have any right or claim against Uganda Marketers Society or its property or funds.

#### **Patrons and Honorary Advisors**

24. The Board of Directors may invite any individual or individuals whether members or non-members to become Patron or Honorary Advisor of Uganda Marketers Society. An Honorary Advisor shall not make payment of any fee or subscription. A Patron is required to patronize Uganda Marketers Society a one-off fee as determined by the Board of Directors. Both Patrons and Honorary Advisors shall be entitled to all privileges of a member of Uganda Marketers Society save and except that he shall have no voting right and no entitlement to receive notices of or attend meetings. Any person who has accepted the office of a Patron or Honorary Advisor may relinquish it at any time, upon written notice being given to the Board of Directors.

#### **General Meetings**

25. A General Meeting shall be held once in every year at such time (not being more than 15 months after the holding of the last preceding General Meeting) and place as may be prescribed by Uganda Marketers Society in General Meeting and if no other time or place is prescribed a General Meeting shall be held at such time and place as the Directors may from time to time determine. General Meetings held under this Article shall be called Annual General Meetings. General Meetings other than the Annual Meetings shall be called Extraordinary General Meetings. Provided that so long as the Company holds its First Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

26. The Board of Directors may whenever they think fit convene an Extraordinary General Meeting; an Extraordinary General Meeting shall also be convened on the requisition of no not less than half of the Fellow Members or, in default, may be convened by such requisitions as provided.

#### **Notice of General Meetings**

27. Subject to the provisions in the Ordinance relating to special resolutions, 21 days' notice at the least (exclusive of the day on which the notice is served but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting. Notice posted on the website of Uganda Marketers Society shall constitute proper notice to all members.

28. The actual omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

#### **Proceedings at General Meetings**

29. Unless otherwise required by the provisions of the Act, all business shall be deemed ordinary that is transacted at an Extraordinary General Meeting, and also all that is transacted at an annual General Meeting.

30. Meetings may be held in Uganda or at such other place or places in the world as the Board of Directors shall from time to time by resolution determine. The quorum for the transaction of business at any General Meeting shall be 5 Members entitled to vote at a General Meeting present in person.

31. A resolution in writing signed by no less than 50% of all Members entitled to vote at a General Meeting and annexed or attached to the General Meetings Minute Book shall be as valid and effective as a resolution passed at a meeting duly convened. The signature of any member may be given by his Attorney or Proxy. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more Members.

32. If within 60 minutes 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, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall be a quorum.

33. The Chairman and in his absence the Vice-Chairman shall preside as chairman at every General Meeting of Uganda Marketers Society. If at any meeting neither the Chairman nor the Vice-Chairman shall be present within 30 minutes after the time appointed for holding the meeting, one of the members of the Board of Directors shall preside or if no Board of Directors member be present or willing to take the chair, the members present shall choose one of their number to be Chairman.

34. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so 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. When a meeting is adjourned for 10 days or more, 7 days' notice of the adjourned meeting shall be given; save as aforesaid ~~it~~ shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

35. 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 ~~or~~ the declaration of the result of the show of hands) demanded by at least 2 members present in person, and entitled to vote and, unless a poll is so demanded, a declaration by the Chairman 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 of proceedings of

Uganda Marketers Society, shall be conclusive evidence of the fact, without proof, of the number or proportion of the votes recorded in favor of or against that resolution.

36. If a poll is duly demanded it shall be taken in such a manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

38. A poll demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such times as the Chairman of the meeting directs.

#### **Votes of Members**

39. Every Corporate Member and Individual Member shall have one vote. A Corporate Member may by resolution of its directors or other governing body authorize one of the Corporate Representatives it has appointed to act as its representative to attend and vote at any General Meeting of Uganda Marketers Society. For the avoidance of doubt, an Individual Member or Corporate Member who is also a Founding Member, shall have one vote only.

40. An instrument appointing a proxy may be in the following form or any other form which the Board of Directors approves:-

"I hereby appoint of as my proxy to vote for me and on my behalf at the (annual or Extraordinary as the case may be) General Meeting of Uganda Marketers Society to be held on the day of and at any adjournment thereof. SIGNED this day of "

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

#### **The Board of Directors**

12. Fellow Members shall be elected at the Annual General Meeting to the Board of Directors for a term of 2 years. Members of the Board of Directors may stand for re-election upon expiry of their term of office. Those elected shall vote amongst themselves to reach consensus on who shall fill the following positions:-

(a) the Chairman of Uganda Marketers Society, who shall act as the chief representative of Uganda Marketers Society in all its external affairs and shall have full executive powers in conducting the business of Uganda Marketers Society. Subject to his availability, the Chairman shall normally sign all papers in the name of Uganda Marketers Society and preside at all annual General Meetings, Extraordinary General Meetings, and Board of Directors meetings;

(b) the Vice-Chairman of Uganda Marketers Society, who shall assist the Chairman in the dispatch of all business and affairs of Uganda Marketers Society, and in case of the Chairman being absent for any reason, the Vice-Chairman shall deputise for the Chairman;

- (c) the Treasurer of Uganda Marketers Society, who shall be responsible for: (A) the collection of all subscriptions, donations, or other monies due to Uganda Marketers Society and the payment of the same into the Bank Account (as defined below); (B) the making of any disbursement in the sum not exceeding UGX 5,000,000/= and in the event that any disbursement exceeds the sum of UGX. 10,000,000/= he shall not settle the same without the prior approval of the Board of Directors;
- (d) the preparation of the statement of accounts and balance sheet for the auditors and for scrutiny at the annual General Meetings; and
- (e) the keeping of accounts and vouchers, with a statement in such form as the Board of Directors may from time to time determine; and
- (f) the Secretary of Uganda Marketers Society, who shall be responsible for the general conduct of the correspondence and business of Uganda Marketers Society, the drafting of agenda, minutes of the proceedings of all meetings of Uganda Marketers Society and circulations amongst Members, and the keeping of all books, documents, records and papers.

#### **Powers and Duties of the Board of Directors**

43. The business of Uganda Marketers Society shall be managed by the Board of Directors who may exercise all such powers of Uganda Marketers Society as are not by the Ordinance or by these Articles, required to be exercised by Uganda Marketers Society in General Meeting subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Uganda Marketers Society in General Meeting; but no regulation made by Uganda Marketers Society in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

44. All entrance fees shall be set aside as a special reserve fund, and the same shall not be applied for any purpose except with the consent of the members of Uganda Marketers Society in a General Meeting. The Board of Directors may set aside out of any surplus of income of Uganda Marketers Society sums as they think proper as a general reserve fund for repairing, improving and maintaining or adding of facilities, furniture, fixtures, buildings and for such other purposes and they shall, in their absolute discretion, think conducive to the interest of Uganda Marketers Society.

45. Uganda Marketers Society shall have a Board of Directors of not more than 12 members to be elected at the Annual General Meeting. The Chairman, the Vice-Chairman, the Treasurer and the Secretary shall be elected out of elected Directors.

46. No member of the Board of Directors may serve as Chairman of Uganda Marketers Society continuously for a period exceeding 4 years. Each retiring Chairman shall upon retirement automatically become an "ex-officio" of the Board of Directors in recognition of their contribution to and for advancing the cause of

Uganda Marketers Society. Such ex-officio member shall be invited to the Board of Directors Meetings and General Meetings of Uganda Marketers Society and can attend as observer without voting power.

47. The Board of Directors may exercise all the powers of Uganda Marketers Society to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) of Uganda Marketers Society and to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of Uganda Marketers Society or of any third party. Debentures, bonds and other securities of Uganda Marketers Society may be made assignable free from any equities between Uganda Marketers Society and the person to whom the same may be issued, and may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of Uganda Marketers Society.

48. The Board of Directors shall cause minutes to be made in books provided for that purpose:-

- (a) of all appointments of sub-committees made by the Board of Directors;
- (b) of the names of the members present at each meeting of the Board of Directors and of all subcommittees; and
- (c) of all resolutions and proceedings at all meetings of Uganda Marketers Society and of the Board of Directors or subcommittee and every Board of Directors member present at any meeting of the Board of Directors shall sign his name in a book to be kept for that purpose.

49. The Board of Directors may subject to these Articles, from time to time, make, add to, alter and repeals By-laws for the regulation of Uganda Marketers Society, its officers and servants or the members and visitors thereof or any section thereof and as to the use and enjoyment of Uganda Marketers Society or the grounds or any part thereof. Any such alteration, addition or repeal thereof shall be binding provided the sanction of two/thirds of the Board of Directors has been obtained thereto. They shall be posted in Uganda Marketers Society house or website for one week and shall be entered in a book to be kept for the purpose and such book shall be open to the inspection of all members.

50. The Board of Directors shall have the power to appoint and remove all servants of Uganda Marketers Society and to fix the amount of their remuneration. In the case of emergency, the Secretary shall have power to deal with the same but he shall obtain the confirmation of the Board of Directors thereto at the next meeting of the Board of Directors.

51. The Treasurer shall receive all entrance fees (if any), subscriptions, amounts of members' bills and all other monies coming to Uganda Marketers Society and the receipt of the Treasurer shall be the only sufficient discharge, and the Treasurer shall

pay into a bank account or bank accounts ("Bank Account") to be opened and maintained with all monies received by him. Arrangements in relation to the operation of bank accounts and approval of expenses shall be determined from time to time by the Board of Directors, provided that the consent of the Chairman and Treasurer must be sought.

52. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for monies paid to Uganda Marketers Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board of Directors shall from time to time determine.

#### **Vacation of Office and Disqualification of Board of Directors Members**

53. The office of a member of the Board of Directors shall be vacated if such member:-

- (a) without the consent of Uganda Marketers Society in General Meeting holds any other office of profit under Uganda Marketers Society; or
- (b) becomes prohibited from being a member of the Board of Directors by reason of any order made
- (c) under the provisions of the Act; or
- (d) becomes bankrupt; or
- (e) is found lunatic or becomes of unsound mind; or
- (f) resigns office by notice in writing to Uganda Marketers Society; or
- (g) is directly or indirectly interested in any contract with Uganda Marketers Society and fails to declare the nature of his interest in manner required by Section of the Act.

A member of the Board of Directors shall not vote in respect of any contract in which he is personally interested or any matter arising thereof, and if he does so vote, his vote shall not be counted.

#### **Proceedings of the Board of Directors and Subcommittees.**

54. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Three members of the Board of Directors may and the Secretary on the requisition of such members shall at any time convene a meeting of the Board of Directors.

55. The quorum necessary for the transacting of the business of the Board of Directors shall be 40% or 3, whichever is higher, of the total number of Directors.

56. The continuing members of the Board of 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 pursuant to the regulations of Uganda Marketers Society as the necessary quorum of members, the continuing members of the Board of Directors may act for the purpose of increasing the number of Board of Directors to that

number, or of summoning a General Meeting of Uganda Marketers Society, but for no other purpose.

57. The Chairman shall and in his absence the Vice-Chairman preside as chairman at every meeting of the Board of Directors, but if at any meeting neither the chairman nor the Vice-Chairmen are present within 15 minutes after the time appointed for holding the same, the Board of Directors members present shall choose one of their numbers to be chairman of the meeting.

58. The Board of Directors may delegate any of their powers to sub-committee consisting of not less than 2 members of their body if they think fit, provided that the chairman of such sub-committee shall also be a member of the Board of Directors; any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Board of Directors. Any such sub-committee may co-opt any Fellow Member of Uganda Marketers Society, not being a member of the Board of Directors, to be a member of the sub-committee, but such co-opted member shall not be entitled to attend any meeting of the Board of Directors.

59. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at a meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their numbers to be chairman of the meeting.

60. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

61. All acts done by any meeting of the Board of Directors, or of a sub-committee, or by any person acting as a member of such Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors or persons acting as aforesaid, 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 member of such Board of Directors.

### Staff and Advisers

62. The Board of Directors shall be entitled to employ staff of HKBAN on such terms and remuneration as the Board of Directors shall think fit. The Board of Directors shall likewise be entitled to engage professional or expert advisers, including those already serving as officers and honorary advisors of Uganda Marketers Society, on such terms and remuneration as the Board of Directors shall think fit.

### The Seal

63. The Seal of Uganda Marketers Society shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of the Chairman or any member of the Board of Directors, and the Chairman or the member of the Board of Directors as aforesaid shall sign every instrument to which the Seal of Uganda Marketers Society is so fixed in their presence.

#### Accounts

64. The Board of Directors shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by Uganda Marketers Society and the matters in respect of which the receipt and expenditure take place;
- (b) all sales and purchases of goods by Uganda Marketers Society; and
- (c) the assets and liabilities of Uganda Marketers Society.

65. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of Uganda Marketers Society's affairs and to explain its transactions.

66. The books of account shall be kept at the registered office of Uganda Marketers Society, or subject to provisions in the Act at such other place or places as the Board of Directors think fit and shall always be open to the inspection of the Board of Directors.

67. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of Uganda Marketers Society or any of them shall be open to the inspection of members not being members of the Board of Directors, and no member (not being a member of the Board of Directors) shall have any right of inspecting any account or book or document of Uganda Marketers Society except as conferred by statute or authorised by the Board of Directors or by Uganda Marketers Society in General Meeting.

68. The Board of Directors shall, from time to time in accordance with the Act, cause to be prepared and to be laid before Uganda Marketers Society in General Meeting an income and expenditure account and balance sheet made up to the 31st day of December in each year and signed by the chairman or the Vice-Chairman, the Treasurer and the Secretary.

69. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before Uganda Marketers Society in General Meeting together with a copy of the auditor's report shall not less than 21 days before the date of the meeting be sent to all members entitled to receive notices of General Meetings of Uganda Marketers Society provided that this article shall not require a copy of those documents to be sent to any member of whose address Uganda Marketers Society is not aware.

### Audit

70. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. Notice

71. Unless otherwise required by the provisions of the Act all books and documents kept by Uganda Marketers Society and all notices given by Uganda Marketers Society shall be in the English language.

72. Subject to the provisions in the Act relating to special resolutions, 21 days' notice at the least(exclusive of the day on which the notice is served but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in such manner as may be prescribed by the Board of Directors, to such Members as are, under these Articles, entitled to receive such notices from Uganda Marketers Society, Members having resolutions to bring forward must give notice in writing to the Secretary of their intention to do so and of the matters to be proposed. It shall, however, be competent for any member to bring forward, without notice, any matter on any subject connected with Uganda Marketers Society, provided that such matter be in the form of a recommendation to the Board of Directors.

73. A notice of meeting and other notices may be given by Uganda Marketers Society to any member by announcement on the website of Uganda Marketers Society. Such notice shall be deemed to have been received by the member at the expiration of 24 hours from the time when it shall have been so first announced.

### Indemnity

74. Every member of the Board of Directors or other officer or servant of Uganda Marketers Society shall be indemnified by Uganda Marketers Society against, and it shall be the duty of the Board of Directors out of the funds of Uganda Marketers Society to pay, all costs, losses and expenses which any such member of the Board of Directors, officer or servant may incur or become liable for by any reason of any contract entered into, or act or deed done by him as such member of the Board of Directors, officer or servant or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of Uganda Marketers Society and have priority as between the members over all other claims.

### By-laws

75. The Board of Directors shall have power from time to time to make such By-Laws as may be necessary for the furtherance of the purposes for which Uganda Marketers Society is established and for regulating the nomination and election of members of the Board of Directors for the orderly and efficient conduct of their own proceedings, and of the proceedings of General Meetings of Uganda Marketers Society, the appointment of their own meetings, the conduct of arbitrations, and the regulation of the various sub-Board of Directors of Uganda Marketers Society, and

for carrying on the general business of Uganda Marketers Society provided they are not repugnant to or inconsistent with the terms of the Memorandum of Association of these Articles. The Board of Directors may at any time and from time to time revoke or alter any of the said By-Laws provided always that any By-Laws may be set aside or varied by a resolution of a General Meeting of Uganda Marketers Society.

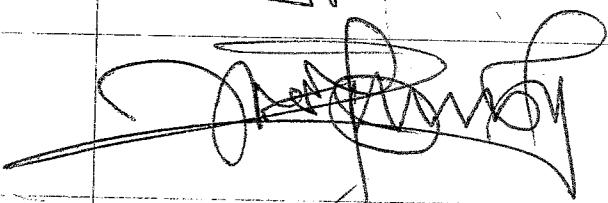
### **Interpretation**

76. Any question as to the interpretation of the Articles and any By-law shall be left to the Board of Directors whose decision on any point shall be final and all matters not specially provided for by the Articles shall be left to the decision of the Board of Directors.

### **Winding up**

77. The provisions of the Act relating to the winding up or dissolution of a Company shall have effect and be observed as if the same were repeated in these Articles.

WE, the several persons whose names and postal addresses are hereto subscribed are desirous of being formed into a Company in pursuance of this Articles of Association.

NAMES, OCCUPATION & ADDRESS OF SUBSCRIBER	SIGNATURE OF SUBSCRIBER
ALEX NDHURA P.O.BOX 2542, KAMPALA	
NABBANJA JULIAN SSENTAMU P.O.BOX 6748, KAMPALA	
PAMELA ABONO P.O.BOX 2542, KAMPALA	
PHILLIP OUCOR P.O.BOX 2542, KAMPALA	
GATEJA BOSCO P.O.BOX 2542, KAMPALA	

DATED AT KAMPALA THIS 16 <sup>th</sup> DAY OF SEPT, 2015

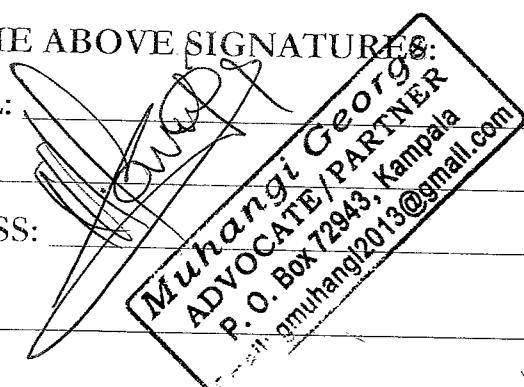
WITNESS TO THE ABOVE SIGNATURES:

NAMES IN FULL:

OCCUPATION:

POSTAL ADDRESS:

SIGNATURE:



## SCHEDULE

No.	Membership grade	Requirements	Member Benefits	Proposed annual Fee (UGX)
1.	Fellow	<ul style="list-style-type: none"> <li>• 5 years post certified status with evidence of growing the marketing profession or</li> <li>• Evidence of annual association membership payment of 5 years, mentoring young marketets and 1 publication in an international journal or a peer reviewed book by an international body.</li> </ul>	<ul style="list-style-type: none"> <li>• Access with Fellow club exclusive events.</li> <li>• Access to Association monthly magazine issue</li> <li>• Free access to consultancy helpline(PR,Legal, Advertising and promotions)</li> <li>• Online CPD</li> <li>• Discounted rates for selected premium sports utility</li> </ul>	<ul style="list-style-type: none"> <li>• 500,000/-</li> </ul>
2.	Certified	<ul style="list-style-type: none"> <li>• Full Chartered Status/</li> <li>• Or 7 years verifiable evidence of practice in Marketing in addition to applying and passing of a third party interview assessment with at least 60% mark</li> <li>• Or have successfully completed an equivalent professional marketing qualification</li> </ul>	<ul style="list-style-type: none"> <li>• Free access to consultancy helpline(PR,Legal, Advertising and promotions)</li> <li>• Access to Association monthly magazine issue</li> <li>• Online CPD</li> <li>• Access to events at discounted rates</li> <li>• Access to job information</li> </ul>	<ul style="list-style-type: none"> <li>• 250,000/-</li> </ul>

		e.g AMA (to be discussed) or	opportunities available in the Association databank.	
3.	Graduate	<p>Completed a Bachelor's or Diploma course in marketing</p> <p>Or A Bachelor's in Business studies, Business Commerce, Business Administration or Masters (Marketing) or Doctorate Degree/PhD with a bias in Marketing but do not possess a professional qualification</p> <p>And with less than 5 years in Marketing practice</p>	<ul style="list-style-type: none"> <li>Access to Association's intern club services for advertising and promotions at a subsidized rate.</li> <li>Access to Association monthly magazine issue</li> <li>Access to events at discounted rates</li> <li>Access to job information opportunities available in the Association databank.</li> <li>Access to Association's intern club services for advertising and promotions at a subsidized rate.</li> </ul>	• 200,000/-
4.	Affiliate	<p>Studying members with evidence of pursuing the following marketing courses at the time of application:</p> <p>Registered and pursuing CIM or its equivalent</p> <p>Or A bachelor's in Business studies, Business</p>	<ul style="list-style-type: none"> <li>Receive e-updates containing local, regional and global marketing news, opportunities and events in the world of marketing</li> <li>Access to Association monthly magazine issue</li> </ul>	• 50,000/-

	Commerce, Business Administration or Masters (Marketing) or Doctorate Degree/PhD with a bias in Marketing	<ul style="list-style-type: none"> <li>• Attend events at subsidized fees</li> </ul>	
5. Corporate	An organization with clear Marketing structures that shows evidence of being Marketing oriented	<ul style="list-style-type: none"> <li>• Access to Association's intern club services for advertising and promotions at a subsidized rates</li> <li>• Attend events at subsidized rates.</li> <li>• Benefit from regulation of members in practice</li> <li>• Benefit and participate in the development of marketing standards.</li> <li>• Access quarterly position on marketing practice issue.</li> </ul>	1,500,000/-
6. Associate	Individuals who have strong interest in Marketing in Uganda and not satisfying the other categories of hereinafter mentioned members.	<ul style="list-style-type: none"> <li>• Access to Association quarterly magazine issue</li> <li>• Attend events at subsidized fees</li> </ul>	100,000/-