

Memorandum & Articles of Association

Article 1: NAME

1:1 NAME

The name of the organisation shall be **Soil Health & Climate Action Network**; registered with relevant authorities as **Soil Health & Climate Action Network (SHCAN) Ltd**, hereafter referred to as the “SHCAN or the Organisation”. The Organisation shall be registered with the Uganda Registration Services Bureau, the National Bureau for NGOs under the Ministry of Internal Affairs and at the district level under the District Community Development Office.

1.2 LOCATION

The Organisation shall have its head office within the Albertine Region of Uganda; the Postal address shall be P.O. Box 490940, Hoima. Upon resolution by the Subscribers, it may move its headquarters to any place in Uganda as well as create branch offices as it shall deem necessary for the implementation of its activities and the achievement of its goals

Article 2: OBJECTIVES

2:1 VISION

A sustainable world where healthy soils and resilient farms support life for generations

2:2 MISSION

To foster food security, climate change resilience and sustainable livelihoods among smallholder farmers in Uganda.

2:3 MAIN OBJECTIVE

To help smallholder farmers grow their way out of extreme poverty by promoting sustainable agriculture, climate resilience, and sustainable livelihoods empowerment.

2:4 SPECIFIC OBJECTIVES

The Organisation shall have the following specific objects:

- a) To improve Soil Health by developing programs that restore and maintain soil fertility and productivity through sustainable and regenerative agricultural practices.
- b) To promote climate resilience by equipping smallholder farmers with resources and knowledge to adapt to and mitigate climate change impacts and enhance long-term food security.
- c) Support women and youth in agriculture by empowering them with financial, technical, and leadership skills to strengthen their roles in sustainable agriculture.
- d) Increase agroecological practices in rural communities by encouraging biodiversity-friendly farming practices, such as crop rotation, organic farming, and natural pest management.
- e) Enhance community livelihoods through facilitating income-generating initiatives, improving access to markets, and developing infrastructure for community resilience and self-sufficiency.

Article 3: MEMBERSHIP AND GOVERNANCE

3:1 MEMBERSHIP

Membership is open to persons or institutions who subscribe to this constitution and such other persons as the Board of Directors may from time to time admit members, not less than 3 persons shall be members of the organisation, provided that a member shall cease to be a member if:

- a) He gives one month's notice in writing to the Board of Directors about their intention to resign from membership. Upon the expiry of such notice, he shall cease to be a member, but his liability to contribute to the funds of the organisation in the event of its being wound up or dissolved shall continue for one year from the expiry of such notice b at an extraordinary General Meeting of the Organisation specially convened and at which he has been given a

reasonable opportunity of attending and being heard. A founder member will, in such a case, be active in the organisation's activities but shall remain a life member of the Organisation.

- b) Membership shall be voluntary, but dependent on the level of involvement in fulfilling the Organisation's objectives.

3:1 CATEGORIES OF MEMBERSHIP

- **Full membership:** open to all persons who meet the eligibility criteria as laid down in section 3.1 of this constitution
- **Associate Membership:** non-profit institutions active in development, which do not meet the Full membership eligibility criteria as laid down in section 3.1 of this constitution
- **Honorary membership:** An individual who has made a unique, seminal contribution to the field of social work is eligible for election to Honorary Membership. The number of Honorary Members cannot exceed one (1) in a calendar year. Under extraordinary circumstances, the Board of Directors may exceed the normal yearly limitation. Election required the unanimous vote of the Board of Directors. A Member of the Organisation may nominate someone to the status of Honorary Membership by sending a brief (no longer than one page) advocacy statement to discuss the candidate to the Chairman Board of Directors.
- **Trustees:** these are the founding members of the organisation.

3:2 RIGHTS AND DUTIES OF MEMBERS

FULL MEMBERS:

- i) Attend the General Meeting and participate fully, where possible, and by recommending the Organisation as much as possible
- ii) Pay registration and annual subscription fees of 10,000 UGX
- iii) Explore Accounts of the Organisation
- iv) Vote and stand for electable positions within the Organisation
- v) Attend training programs organised by the Organisation

ASSOCIATE AND HONORARY MEMBERS:

- i) Attend the General Meeting
- ii) Participate fully where possible and by recommending the Organisation
- iii) Explore Accounts of the Organisation
- iv) Access to information regarding new sources of funding
- v) Exemption of provincial registration fees
- vi) Act as ambassadors to the Organisation

3:3 NUMBERS OF BOARD MEMBERS AND COMMUNITY COMMITTEE

Until otherwise varied by a special resolution passed at a General Meeting, the Board of Directors and the Community Committee shall consist of;

1. Chairperson
2. Vice Chairperson
3. General Secretary
4. Vice General Secretary
5. Treasurer
6. Members

The organisation shall at the General Meeting elect from its members Delegates who shall serve for a period of two years and shall be eligible for re-election.

If the Chairman, during his term of office, should cease to be a member of the Organisation, resign from office or die, the directors shall elect one of their members to hold office until the next General Meeting, when a new Chairman shall be elected. The same procedure shall apply to the other electable positions on the Community Committee.

Provided that the Chief Executive Officer (CEO) may serve as the General Secretary, and even where the CEO shall not be the General Secretary, he shall be a member of the Board ex-officio.

The Board of Directors shall be the policy-making organ of the Organisation. The Board of Directors shall work to improve communication channels in the Organisation, shall stabilise and increase funding, shall develop and monitor a five-year plan of the Organisation and may restructure committees to ensure effective and efficient functioning.

The minimum number of Board Members shall be three (3) while the maximum shall be nine (9).

3:4 OTHER APPOINTMENTS TO THE BOARD

The Board may from time to time and at any time appoint any member of the organization, in case of vacancy, or by way of addition, to the board; provided that the prescribed maximum is not thereby exceeded and provided also that the proposal to appoint any new member of the board under this section shall be set out in a formal resolution forming of the notice convening the Board meeting.

3:5 DUTIES OF OFFICE BEARERS/OFFICIALS

The chairperson shall chair all meetings. He shall provide general guidelines related to the affairs of the organisation/ the respective committee. In his absence, the Vice-chairman shall chair the meeting.

General Secretary shall;

- a) Keep minutes of the meetings of the Board of Directors and the General Meeting
- b) Carry out all correspondence and publicity on behalf of the Organisation.
- c) Arrange for meetings of the organisation/committee on the instructions of the Board of Directors/ CEO, respectively, in
- d) Special circumstances, on the instructions of the General Meeting

The Treasurer shall, in general, ensure that proper accounting procedures are adhered to, and shall;

- a) Keep on a proper accounting basis all the financial records of the Organisation/ Committee;
- b) Open a bank account(s) on the advice of the Board and ensure that all drawings from the account(s) are countersigned by the General Secretary and either the ED or his/her deputy;
- c) Provide reports on the financial statement of the Organisation/ Committee and audited accounts.

3:7 REMOVALS OF BOARD MEMBERS OTHER THAN OFFICIALS

The Board may by resolution remove elected members of their body from office, but if such a member should be aggrieved at his removal he may appeal at a General Meeting to be called for this purpose. In the meantime, he shall cease to act as a member of the Board and to hold any other office under the Organization, and members for the time being of the board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by this constitution, that numbers shall be the quorum for the purpose of filling up vacancies in their body and of summoning a General Meeting meeting, but not for any other purpose. Provided also that the Board may co-opt any person to advise the Board in any capacity which the Board shall think fit.

3:8 THE MANAGEMENT STRUCTURE

There shall be the office of the Chief Executive Officer (CEO), who shall be the head of the Secretariat. He shall be an employee of the Organisation and his office shall fall under the Secretariat, whose terms of service shall be determined by the Board. He/She shall;

- a) Manage the day-to-day affairs of the organisation
- b) Legally represent the Organisation and generally act on behalf of the organisation
- b) Keep complete and up-to-date records of the organisation's affairs;
- c) Convene meetings of the Executive Committee as well as the General Assembly
- d) Propose an agenda in collaboration with the Executive Committee

- e) Present all legal deeds, contracts and other documents that generally engage the responsibility of the Organisation to the Board for approval
- f) Oversee and ensure the good and responsible use and maintenance of the organisation's property
- g) Approve the payment of all bills at the secretariat.
- h) Do all such acts as may be necessary for the efficient running of the organisation's affairs;

The CEO shall have other officers who will help him/her in the management and implementation of the activities of the Organisation. He/She may recruit volunteers who will serve for no more than six months, in accordance with the Human Resource Manual. The period of volunteering can be extended for no more than two terms.

Article 4: MEETINGS AND QUORUMS

4:1 PROCEEDINGS OF THE BOARD

The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be not less than half the number of members of the Board for the time being. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the chairman shall have a casting or second vote.

4:2 CALLING OF MEETINGS

(a) Normal Meetings

All normal meetings of the Board/ Committee shall be summoned by the General Secretary, acting in consultation with the Chairman, by giving at least 14 days' notice accompanied by the proposed agenda.

(b) Requisitioned Meetings

A member of the Board/ Committee may request a meeting, and on the request of at least two (2) members of the Board, the General Secretary shall at any time summon a meeting of the Board by at least 21 days of notice served upon the several members of the Board, with an indication of the proposed agenda.

4:3 DISQUALIFICATION OF MEMBERS OF THE BOARD/ COMMITTEE

The office of a member of the board/ Committee shall be vacated:

- i.) If a receiving order is made against him or he makes an arrangement or composition with his creditors;
- ii.) If he becomes of unsound mind;
- iii.) If he fails to attend the meetings of the Board/ Committee for a period of six months, except by special leave approved by the Board/ Committee;
- iv.) If by notice in writing to the organisation he resigns his office;
- v.) If he is removed from office by a resolution duly passed under this constitution.

4:4 THE GENERAL MEETINGS

1. The organisation shall in each year hold at least one General Meeting at a community level, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than twelve (12) months shall elapse between the date of one General Meeting of the Organisation and that of the next. The General Meetings shall be held at such time and place as the Board shall appoint.
2. The General Meetings shall be called ordinary General Meetings and all others shall be called extraordinary General Meetings.

4:5 MANNER OF CONVENING EXTRAORDINARY GENERAL MEETING

1. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting
2. The Committee should sit every quarter

3. The Board shall also, on the requisition of not less than one-third of the members of the organisation, proceed to convene an extraordinary General Meeting, provided that the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office.

4:6 NOTICES OF GENERAL MEETINGS

Twenty-one (21) days' notice at least (exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour the meeting of the Organization shall, notwithstanding that it is called by shorter notice than that specified in the constitution, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote provided also that the accidental omission to give notice to or the non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting.

4:7 PROCEEDINGS AT GENERAL MEETINGS

1. All Business shall be deemed special that is transacted at an extraordinary General Meeting and also all that is transacted at an ordinary General Meeting with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the elections of the board, appointment of auditors, and the fixing of the remuneration of the Auditors. Provided that no business shall be transacted at any General Assembly unless a quorum of members is present at the time when the meeting proceeds to business members present in person or by proxy shall continue to constitute a quorum.
2. If within one 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, and 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 such adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall then be dissolved.
3. The Chairman, or in his absence the Vice-chairman of the Board, if present, shall preside at every General Assembly. If there is no such Chairman or Vice Chairman, or if at any meeting neither is present within 15 minutes after the time appointed for holding the meeting, the members present shall designate one of their members to be Chairman of the meeting.
4. The chairman of any meeting at which a quorum is present may, with the consent of 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. When such adjournment extends to more than 30 days from the original scheduled date of the meeting, notice of the adjourned meeting shall be given as in the case of an original meeting.

4:8 VOTING AT GENERAL ASSEMBLY

1. Every member shall have one vote, provided that when any matter affecting a member personally comes before the meeting, although he may be present at it, he shall not be entitled to vote on the question and the Chairman may require him to withdraw during the discussion, and he shall in the case withdraw accordingly.
2. On a poll, votes will be cast in person; therefore, members not present are not entitled to vote.
3. At any General Assembly, a resolution put to the vote of the meeting shall be decided by a show of hands or by ballot as may be deemed appropriate by the members present.
Only fully paid members are entitled to a vote.
4. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

Article 5: FUNDS AND RESOURCES UTILISATION

5.1 APPLICATION OF FUNDS AND ASSETS

The funds and assets of the Organization shall be applied solely towards the promotion of the objects of the Organization as set forth in this constitution; and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift bonus or otherwise by way of profit to

the members of the Organization provided that nothing herein shall prevent, good faith, of reasonable and proper remuneration to any officer or servant of the Organization or any member or the Organization, in return for any services actually rendered to the Organization, or prevent the payment of interest at a rate not exceeding current bank rates on money lent or reasonable and proper rent for premises demised or let by any member to the Organization.

5.2 ACCOUNTS

1. It shall be the role of the Treasurer to cause the accounts to be kept and in particular as regards;
 - a. The sums of money received and expended by the Organisation and the matters in respect of which such receipts and expenditures take place;
 - b. The assets and liabilities of the organisation
2. The books of accounts shall be kept at the office or at such other places as the Board thinks fit, and shall always be open to the inspection of the members of the Board during business hours.
3. At the General Assembly every year, the Board shall lay before the members present a proper income and expenditure account for the period since the last preceding account made up to a date more than nine (9) months before such a meeting.
4. A proper Balance sheet as of the date on which the income-expenditure account is made up shall be prepared every year, and laid before the members present at the General Assembly. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors.
5. Copies of the income and expenditure account, balance sheet and reports, all of which shall be framed in accordance with any statutory requirements for the time being in force, and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one (21) clear days before the date of the General Assembly be sent to the Auditors and to all other persons entitled to receive notices, of such meetings in the prescribed manner.

5.3 AUDITORS

1. The Organisation shall at each General Assembly appoint an Auditor or Auditors to hold office until the next General Assembly, provided that a member of the Board or other officer of the Organisation shall not qualify to be appointed Auditor of the Organisation.
2. The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.
3. The remuneration of the Auditors of the Organisation shall be fixed at the General Assembly, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board.
4. Every Auditor of the Organisation shall have the right to see all relevant vouchers and shall be entitled to access at all times to the books and accounts he requires from the Board
5. The Auditors shall make a report to the members of the accounts examined by them and on every balance sheet laid before the Organisation at its General Assembly during their tenure of office, and the report shall state:
 - i.) Whether or not they have obtained all the information and explanations they required, and
 - ii.) Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the organisation's affairs.

5.4 INSPECTION OF BOOKS OF ACCOUNTS AND LIST OF MEMBERS OF THE ORGANISATION

The books of accounts and all documents relating thereto and a list of members of the Organization shall be available for inspection at the office by any member of the Organization on giving not less than seven (7) days notice in writing to the Organization, provided that the books of account and all documents relating thereto and list of members shall always be open for inspection by members of the Board during business hours.

5.5 FINANCIAL YEAR

The financial year of the Organisation shall begin on the first day of January and end on the last day of December of every year or at such other time as the Board may determine from time to time.

Article 6: ARBITRATION CLAUSE

6.1 ARBITRATION

Save where by this Constitution the decision of the Board is made final if at any time hereafter any dispute difference or question shall arise between the Founders, Members, Board or other persons or their personal representatives or any of them respectively touching the construction meaning or effect of this Constitution or any cause or thing therein contained or the rights or liabilities of the said parties respectively or any of them under this Constitution or otherwise howsoever in relation to the Constitution then every such dispute or question shall be referred to arbitration by a single arbitrator appointed by agreement between the parties and in default of such agreement by the Chairman for the time being in accordance with and subject to the provisions of the Arbitration and Conciliation Act, 2000 of the laws of Uganda or any statutory modification or re-enactment thereof for the time being in force.

Article 7: AMENDMENTS TO THE CONSTITUTION

7.1 AMENDMENTS

Subject to the provisions of Regulation of the NGO Regulations, the Organization may by special resolution pass modify or repeal this constitution or adopt a new constitution or change the name of the Organization, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of income, property and assets of the Organization to the members.

Article 8: DISSOLUTION AND DISPOSAL OF PROPERTY

8.1 DISSOLUTION

The Organisation shall not be dissolved or wound up except by a resolution passed at a General Assembly of the members by votes of two-thirds of the members present. The quorum at the meeting shall be at least 50% (Fifty per cent) of all members of the Organisation. If no quorum is obtained, the proposal to dissolve or wind up the Organisation shall be submitted to a further General Assembly, which shall be held one month later. Notice of this meeting shall be given to all members of the Organisation at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

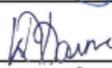
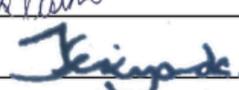
The Organisation will not be dissolved without prior consent in writing to the NGO Board, obtained upon a written application addressed to the Executive Director of the NGO Board and signed by three of the officials of the Organisation.

Upon dissolution of the organisation, its remaining assets shall be distributed to another organisation (s) with similar objectives. Such organisations are to be determined by the members of the organisation at or before dissolution.

8.2 MEMBERS' CONTRIBUTION TO ASSETS ON WINDING UP

Every member of the Organization undertakes to contribute to the assets of the Organization in the event of its being dissolved or wound up while he is a member, or within one year of his ceasing to a member, for payment of the debts and liabilities of the Organization contracted before he ceases to be a member, and the cost, charges and expenses of dissolution or winding up and for the adjustment of the rights of the contributors amongst themselves, such sum as may be required not exceeding the sum of shillings One Hundred Thousand shillings (10,000 UGX).

Founding Subscribers:

MUHUMUZA NOLBERT RONNIE Business Man	
MWEBESA GILBERT JIMMY Engineer	
NAMUSISI OLIVER Administrator	
AJUNA PATRICK KINYATA Agriculturalist	
TUHAIRWE WINNIE Business Woman	
TUHAISE JUDITH Psychologist	

Dated this 26 February, 2025, in Hoima, Uganda.