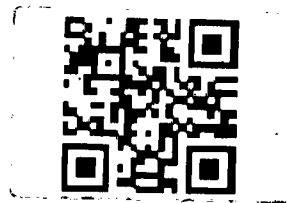


THE COMPANIES ACT  
(Chapter 85, of the Laws of UGANDA)

PRIVATE COMPANY LIMITED BY SHARES



*MEMORANDUM  
and  
ARTICLES OF ASSOCIATION  
of*

**ACCLAIM AFRICA LIMITED**

Incorporated this

                      
day of  
                    

1995

MUGERWA AND MATOVU  
ADVOCATES  
P. O. BOX 7166  
KAMPALA

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ACLAIM AFRICA LIMITED

REGISTRAR OF COMPANIES

KAMPALA

BEN TURYASINGURA  
10.000/2  
10.000/2

1. The **Name** of the Company is "**ACLAIM AFRICA LIMITED**", (being short for: Associated Consultants in Leadership and in Management in Africa).
2. The **Registered Office** of the Company will be situate in Uganda.
3. The **Mission** for which the Company is established is: "In obedience to God's call, we aim to develop people from all walks of life, especially christians, to be effective leaders and managers for the good of God's Kingdom, their country, their families and themselves".
4. The **Objects** for which the Company is established are:
  - 4.1 To act as a multi-disciplinary consulting and training organisation to enhance the personal development, capacity and effectiveness of individuals from churches, business, government and civil service, non-governmental organisations, and public and private institutions.
  - 4.2 To act as consultants, management and systems auditors, researchers and in related capacities to all areas of activity with regard to financial, administrative, organisational development, management information development and other systems and structures in order to improve effectiveness, profitability, accountability, and stewardship of human, physical, financial and other resources.
  - 4.3 To act as trainers in any or all areas of management, leadership, trusteeship, finance, accounting, banking and any other related capacity through seminars, lectures, conferences, workshops, visits, or any other means to develop greater skills, more knowledge, better attitudes and other improvements especially but not exclusively with regard to integrity, honesty, trustworthiness and effectiveness in all aspects and walks of life, with particular but not exclusive concern for adherence to the christian faith.
  - 4.4 To act as project evaluators, trainers and consultants before, during or after the implementation of any church, business, development, institutional or other projects, and or appraise any of them.

- 4.5 To represent other people and organisations wherever situated with similar or complementary objects to those of the Company.
- 4.6 To assist small, marginal, or any business, institutions, voluntary or any other organisations to enhance their capacity in the fields of leadership, management, finance, information and other systems by training, consulting, and to improve profitability, growth, effectiveness and efficiency for the good of those people involved, and those whom they seek to serve.
- 4.7 To act as agents, representatives, consultants, trainers or in any other capacity for any public or private person, or organisation wherever situated.
- 4.8 To act as authors, publishers and or printers, of books, manuals, pamphlets, or literature on leadership, management, accounting, taxation, or any topic, or subject related to the objects of the company and to join with any person, persons, firm, or company in doing the aforesaid.
- 4.9 To set up, run, and manage training and or consulting centres, schools and other places of learning and development for purposes of achieving the above objects or any of them.
- 4.10 To second appropriate personnel to other organisations requiring stand-in directors, managers, leaders or other personnel.
- 4.11 To co-ordinate, work with or otherwise co-operate with other organisations, bodies and people with similar or complementary objects to those of this Company.
- 4.12 To employ experts or agents to investigate and examine into the condition, prospects, value, character and circumstances of any business, concern or undertaking and generally of any assets, property or rights.
- 4.13 To act as financial agents and to receive moneys on deposit, account current or otherwise, with or without allowances of interest, to negotiate loans of every description and to charge and recover negotiation and procuration fees in connection with all or any such loans.
- 4.14 To give guarantees and carry on and transact every kind of guarantee and counter guarantee business, and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds debenture stock, mortgages, charges, contracts, obligations and securities, and the payment of dividends on and the repayment of the capital of stocks and shares of all kinds and descriptions.
- 4.15 To invest and deal with the moneys of the Company in such manner as the Company may from time to time determine and to lend or advance moneys or give credit to such businesses, organisations or persons and on such terms as may seem expedient.

- 4.16 To purchase or otherwise acquire, develop, improve, sell, dispose of and deal in movable and immovable property of all kinds and in particular lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences, shares, stocks, debentures, debenture stock, securities, concessions, options, book debts and claims, and any interest in movable or immovable property and claims against such property or against any persons or company, and to carry on any business, concern or undertaking so acquired.
- 4.17 To manage, improve, farm, cultivate, maintain, underlet, lease, exchange, sell or otherwise deal with and dispose of all or any parts of the lands, hereditaments, rights, claims, shares and interests and real and personal estates and properties and effects of the Company.
- 4.18 To acquire, develop, improve, build, construct, maintain, alter, enlarge, pull down and remove or replace, let, lease or manage any building, factories, mills, offices, works, roads, railways, tramways, engines, walls, fences, banks, dams, sluice or watercourses; to clear sites for the same, and to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same or to join with others in so doing.
- 4.19 To act as agents and as managers for purposes of dealing in all kinds of lands particularly to acquire, develop, improve, farm, cultivate, maintain, underlet, lease, exchange, sell, or dispose of any lands, estates, and woodlands.
- 4.20 To develop the resources and turn to account the lands, buildings and rights for the time being of the Company in such manner as the Company may think fit, and in particular by clearing, draining, fencing, building, planting, improving, farming, grazing, mining and by dividing the land of the Company into small holdings.
- 4.21 To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- 4.22 To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- 4.23 To do all such other things as are incidental or conducive to the attainment of the above objects.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be only subsidiary to the objects mentioned in any other sub-clause.

AND for the purpose of carrying out the foregoing objects the Company shall have power to:

- (i) To receive moneys, securities and valuables of all kinds on deposit or safe custody.

- (ii) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (iii) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (iv) To take, or otherwise acquire and hold shares in or to amalgamate with any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (v) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (vi) To grant pensions or gratuities to any Directors or employees or ex-Directors or ex-employees of the Company, or the relations, connections or dependants of any such persons, and to establish or support associations, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company.
- (vii) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.

- (viii) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
  - (ix) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
  - (x) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
  - (xi) To obtain any provisional order, or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
  - (xii) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
  - (xiii) To procure the Company to be registered, incorporated or otherwise constituted in any part of the world.
  - (xiv) To distribute any of the property of the Company among the members in specie.
5. The **Values** of the Company shall be those taught in the Bible, including the worth and dignity of every human being, the stewardship of all resources, care for all God's creation, transparency and integrity in all dealings and the pursuit of excellency.
6. The **Liability** of the members is limited.
7. The **Capital** of the Company is Shillings 20,000,000 (Twenty million) divided into 2,000 ordinary shares of Shillings 10,000 each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital into several classes and to attach thereto respectively any preferential or deferred, qualified or special rights, privileges and conditions.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
EDWARD S. GAAMUWA P.O. Box 5319, Kampala. Administrator	One
DATED the <u>Eleventh</u> day of <u>September</u> 1995	
WITNESS to the above signature:- <u>Full</u>	
JOHN CHRISTOPHER MPALAMPA P.O. Box 6293, Kampala. Accountant	One
DATED the <u>Eleventh</u> day of <u>September</u> 1995	
WITNESS to the above signature:- <u>Full</u>	
DAVID ZAC NIRINGIYE P.O. Box 9918, Kampala. Administrator	One
DATED the <u>Eleventh</u> day of <u>September</u> 1995	
WITNESS to the above signature:- <u>Full</u>	
FABIAN NABUGOOMU P.O. Box 9918, Kampala. Statistician	One
DATED the <u>Eleventh</u> day of <u>September</u> 1995	
WITNESS to the above signature:- <u>Full</u>	