

BYLAWS OF THE ACHEST

ARTICLE I REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the ACHEST shall be in the Republic of Uganda.

Section 2. Registered Offices. The ACHEST shall have and continuously maintain a registered office in the Republic of Uganda, as required by the Companies Act (Cap 110) of Uganda, and a registered office and a registered agent in the State of Delaware in the United States of America, as required by the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware").

Section 3. Other Offices. The ACHEST may establish such other offices globally as needed to advance its mission and the purpose.

ARTICLE II PURPOSES

The purposes for which the ACHEST is formed are as set forth in the Memorandum and Articles of Association and Certificate of Incorporation.

ACHEST Mission

ACHEST is an independent *Think Tank* and *Network*. The mission of ACHEST is to promote evidence-based and technically sound policies and strategies that are owned and driven by African people.

To achieve its mission, ACHEST will:

- 1) forge strategic alliances and strategic partnerships, and network with individuals and organizations working in global health within Africa and round the world,
- 2) conduct, working with global partners, policy and strategy oriented research focused on health, and economic and social development of African people,
- 3) promote and advocate for the development of capacity of African professionals and institutions to pursue excellence and to engage as leaders and active change agents in their communities, countries and global arena, and
- 4) communicate strategically with African and global leaders with targeted outreach to civil society, policy makers and professionals.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the ACHEST, which shall supervise and control the business, assets and affairs of the ACHEST, except as otherwise expressly provided by law, the Articles of Incorporation of the ACHEST, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the ACHEST shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the first Board of Directors of the ACHEST shall be composed of no less than 5 nor more than 19 individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Election. The directors shall be elected by the Board of Directors at a meeting of the Board of Directors.

Section 4. Term of Office. Directors shall serve for a term of three years. A director will be eligible to serve a maximum of three successive terms at the discretion of the Board of Directors.

Section 5. System of Staggered Retirement. A system of staggered retirement of one-third directors every year will be implemented beginning the third term of the Board of Directors.

Section 6. Resignation. Any director may resign at any time by giving written notice to the Chair of the board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair of the board.

Section 7. Removal. Any director may be removed from such office by an affirmative vote of two-thirds of all the directors then in office at any regular or special meeting of the Board of Directors called expressly for that purpose.

Section 8. Vacancies. Vacancies shall be filled by majority vote of the remaining directors of the Board of Directors in a meeting of the Board.

Section 9. Regular Meetings. A regular meeting of the Board of Directors of the ACHEST shall be held three times each year, at such time, day and place as shall be designated by the Board of Directors.

At a regular meeting before the end of May every year, the Board of Directors shall

1. review the annual financial statements of the past year,
2. review the audit report of the past year, and select the auditor or auditing firm for the audit of the current fiscal year ending on June 30,

3. discuss, and approve or reject the budget for the next fiscal year or direct the executive director to amend the budget for changes as directed by the board.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 11. Notice. Notice of the time, day and place of a regular meeting of the Board of Directors shall be given at least 14 days prior to the meeting and that of a special meeting of the Board shall be given at least 48 hours prior to the meeting in the manner set forth in Section 12. The purpose for which a special meeting is called shall be stated in the notice.

Section 12. Service of Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer or committee member, such notice shall be given in writing and, delivered by hand or delivered by registered post or courier service to such person at his or her address as it appears on the records of the ACHEST. Such notice shall be deemed to have been given when deposited in the mail or the courier service. Notice may also be given by facsimile or electronic mail, and will be deemed given when received.

Section 13. Quorum. Fifty percent of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors if the Board has even number of directors in office. In case the Board has odd number of directors in office, fifty percent of the directors then in office rounded up to the next whole number shall constitute a quorum.

Section 14. Manner of Taking a Decision. Except as otherwise expressly required by law, the Articles of Incorporation of the ACHEST, or these Bylaws, a decision in the Board of Directors will be taken by the affirmative vote of a majority of the directors present at any meeting at which a quorum is present. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 15. Written Consent In Lieu of a Meeting. The Board may take a decision without a meeting if written consent to the action is granted by at least two-thirds of the directors in office. Such action will be presented for ratification in the next Board of Directors meeting.

Section 16. Teleconference Meeting. A meeting of the Board of Directors may be held by means of a teleconference provided all persons participating in the meeting are able to hear each other. In addition, any one or more directors may participate in an in-person meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 17. Emergency situation. The Executive Director, with concurrence of the Board Chair, may take a decision on behalf of the Board of Directors without a meeting if there is no time for a regular or a special meeting or even a meeting by circulation as described in Section 15. Such action will be presented for ratification in the next Board of Directors meeting.

ARTICLE IV CONFLICT OF INTEREST

Section 1. Conflicts of Interest.

(a) In the event any director has a conflict of interest which might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. The Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include, but shall not be limited to, any transaction by or with the ACHEST in which a director has a direct or indirect personal interest, or any transaction in which a board director is unable to exercise impartial judgment or otherwise act in the best interests of the ACHEST.

(b) No director shall cast a vote, nor take part in the deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the ACHEST. Any director who believes he or she may have such a conflict-of-interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict-of-interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict-of-interest and the recusal of the interested director.

(c) For purposes of these bylaws, "immediate family" includes the following: husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparent, and grandchild.

ARTICLE V EXECUTIVE DIRECTOR

Section 1. Executive Director. There shall be an Executive Director of ACHEST. The Executive Director will be the chief executive officer of the ACHEST.

Section 2. Duties of Executive Director. The Executive Director of ACHEST shall be responsible for

- 1) realization of the mission of the ACHEST,
- 2) leading the staff and managing the organization,
- 3) exercising responsible financial stewardship,
- 4) leading and managing fundraising,

- 5) following the highest ethical standards, and ensuring management accountability for results, and compliance with the law,
- 6) engaging the board in planning process and leading the implementation process,
- 7) developing future leadership of the organization,
- 8) building external relationships and serving as an advocate of the organization,
- 9) ensuring the quality and effectiveness of ACHEST programs, and
- 10) supporting the Board of Directors.

Section 3. Selection of Executive Director. The Executive Director shall be selected by the Board of Directors at a meeting of the Board.

Section 4. Term of Office. The Executive Director shall be appointed for a term of 3 successive terms 5 year terms.

Section 4. Resignation. The Executive Director may resign at any time by giving written notice to the Chair of the Board of Directors. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. The Executive Director of ACHEST may be removed from office by an affirmative vote of two-thirds of all the directors then in office at a regular or a special meeting of the Board of Directors called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors at a meeting of the Board.

Section 7. Powers of Executive Director. The Executive Director shall give active direction and shall have control of the business and affairs of the ACHEST. He or she may sign contracts or other instruments which the Board of Directors has authorized to be executed. The Executive Director shall guide, supervise and control the senior management team and staff of ACHEST.

Section 8. Executive Director to be a Voting Board Member. The Executive Director shall be a member of the Board of Directors and shall have voting power similar to any other director in the Board decision making process.

ARTICLE VI MANAGEMENT

Section 1. Officers. The Executive Director of ACHEST shall appoint Secretary of the Board of Directors, Finance Director, and such other officers as the Executive Director may deem necessary to advance the mission of the ACHEST.

Section 2. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws,

ensure officers and staff keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors, or the Executive Director.

Section 3. Finance Director. The Finance Director shall be responsible for all funds of the ACHEST. The Finance Director shall ensure staff members properly receive and give receipts for moneys due and payable to the ACHEST and deposit all such moneys in the name of the ACHEST in appropriate banks, and in general perform all the duties incident to the office of Finance Director and such other duties as from time to time may be assigned to him or her by the Board of Directors, or the Executive Director.

ARTICLE VII COMMITTEES

Section 1. Committees of Board. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the ACHEST. However, no committee shall have the authority to amend or repeal these Bylaws; elect or remove any officer or director; adopt a plan of merger; or authorize the voluntary dissolution of the ACHEST.

Section 2. Committees. To begin with, the Board of Directors shall designate and appoint three committees, each consisting of two or more directors, as follows.

1. Finance Committee
2. Audit Committee
3. Governance and Ethics Committee

Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. Term of Office. Each member of a committee shall serve for three years, unless the committee is sooner dissolved. A committee member will be eligible to serve a maximum of three successive terms at the discretion of the Board of Directors provided the committee member retains the membership of the Board of Directors at the discretion of the Board.

Section 5. Vacancies. Vacancies in the membership of committees shall be filled by the Board of Directors.

Section 6. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VIII
FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the ACHEST shall be from the first day of July to thirtieth day of June of next year.

ARTICLE IX
INDEMNIFICATION

Unless otherwise prohibited by law, the ACHEST may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the ACHEST for damages arising out of his own gross negligence in the performance of a duty to the ACHEST.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The ACHEST may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the ACHEST would have the power to indemnify the person against that liability under law.

ARTICLE X
AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of all the directors in office at a regular or a special meeting of the Board of Directors. The notice of the meeting shall set forth a summary of the proposed amendments.