

REPUBLIC OF SIERRA LEONE

COMPANIES ACT (NO. 5 OF 2009)

A COMPANY LIMITED BY GUARANTEE
WITHOUT SHARES CAPITAL

MEMORANDUM AND ARTICLES

OF ASSOCIATION

OF

HANDS HELPING HANDS, INC (SL) , LIMITED BY
GUARANTEE

INCORPORATED THIS 5th DAY OF OCTOBER 2022

REPUBLIC OF SIERRA LEONE
THE COMPANIES ACT (NO. 5 OF 2009)
COMPANY LIMITED BY GUARANTEE
WITHOUT SHARES CAPITAL
MEMORANDUM OF ASSOCIATION
OF
HANDS HELPING HANDS INC (SL), LIMITED BY
GUARANTEE

1. The name of the organization is HANDS HELPING HANDS INC (SL), LIMITED BY GUARANTEE
2. The Registered office of the organization will be situated in Freetown.
3. The objectives for which the organization is established are:
 - a) To identify and partner with targeted communities for the purpose of positively contributing to the quality of life of the members participating communities.
 - b) To support communities in overcoming problems that themselves identify by providing access to training, techniques and technological tools.
 - c) To assist community members in the passing these tools and to their families and neighbors and by promoting skills training programs.
 - d) We will design projects with participatory appraisals and assessments. We endeavor to create a staff, most of whom will be community members themselves and work with each community to identify what development difficulties they face and what local resources are available to achieve solutions.
 - e) We will consult with National, Local, Corporate leaders and Traditional leaders when designing projects and utilize long term, sustained community engagement methods to solicit local feedback as our projects progress. We will contract local companies to carry out certain project tasks, (such as the

construction of a community library), thereby enabling local firms earn both experience and the income.

- f) Our tag line "*Community Support through Community*" reflects our commitment to fostering community engagement because we have found that the success of our projects is enhanced by community participation and voluntary adoption. Ultimately, we excel at partnering with communities because we are the local community.
- g) We believe that the local project staff knows how to marry respect for tradition with innovation, effectively demonstrating to communities what actions they can take to improve their lives. We strive be great communicators of new knowledge and skills, but realize the credit for project success should go to our community participants, because they are the ones who drive it.
- h) Sustained engagement maximizes the benefits to local communities and industry, creating synergies and spillover effects to regional development, and expanding investment and economic opportunities across the country. The sustained level of trust, commitment, and transparent partnerships signal to the marketplace stability, clarity, and common goals across partners, and will maximize local, regional, and national benefits
- i) To support and subscribe to any charitable or public projects.
- j) To do engage in such activities which the Organization may consider to be in any way incidental or to be connected with or to be thought conducive to the attainment of the above objectives and/or will be likely to be advantageous to the Organization and the communities we serve.
- k) The Company is organized exclusively for relief, educational, charitable and humanitarian purposes for both men and women who are vulnerable and disadvantaged victims, and acknowledge that after the long civil war most women were left without hope, home and hygiene.
- l) To alleviate hunger and disease among the disadvantaged population.
- m) To heal children from the stress and stigma of being an orphaned, homeless and underprivileged.

- n) To educate children and youth, particularly, the vulnerable ones by engaging them in public health programs; and to undertake activities geared towards providing support for sanitation and clean water and environments.
- o) To empower individuals to become self-reliant and responsible adults.
- p) To recruit orphans and street children to require transitional or interim care.
- q) To rehabilitate women and children through the creation of interim care centers which will provide counseling services, recreation, formal and non-formal education.
- r) To reintegrate and unite children after tracing their families, relatives or foster parents.
- s) To engage in non-profit activities for the relief, rescue, safety, emancipation and support of families affected by natural as well as man-made disasters such as plagues, epidemics, fire, war, serious accidents etc.
- t) To establish, operate and maintain self-supporting training, and development centers in the rural as well as urban areas to help the residents of participant communities.
- u) To demonstrate love to the needy by providing, food, clothing, shelter and to care for the poor, orphans, widows, sick etc.
- v) To establish and maintain such other programs/activities, such as, poverty alleviation services and institutions as may be deemed necessary to fulfill the purposes, functions and objectives set forth herein.
- w) To relieve poverty in target communities by providing food and other basic supplies to individuals in critical in need.
- x) To reach out to meet the needs of children, youths and disabled that are less privileged in societies or who do not have parents so they can continue to learn, train to start work, developing a healthy lifestyle, beginning a family and Exercising citizenship.
- y) To contribute in to the human and socio-economic development of Sierra Leone.

4. SPECIAL CLAUSE - The LIABILITY of the members is LIMITED BY GUARANTEE.

Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before he/she ceases to be member, and the costs, charges and expenses of winding up and for adjustments of the rights of the contributions amongst themselves, such amount as may be required not exceeding One Million Leones.

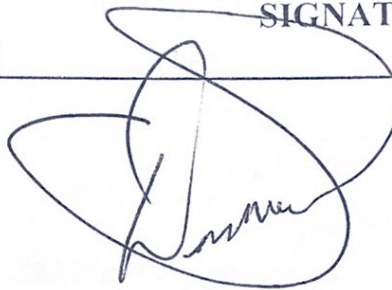
We the persons whose names and address are subscribed are, desirous being formed into a company in pursuance of this Memorandum of association.

**NAMES, ADDRESSE AND
DESCRIPTION OF SUBSCRIBERS**

SIGNATURES

DERRICK CHARLES BULLS

1354 Judge Place
Waukegan Illinois 60085
United States of America
American
Founder/ Executive Director

A large, stylized signature in blue ink, consisting of a large loop at the top and a series of smaller loops and strokes below.

MOHAMED GIBA SEISAY

7 Kalokoh Street
Cobba farm
Jui
Freetown
Sierra Leonean
Director

A signature in blue ink, featuring a large, stylized 'M' and 'S' intertwined.

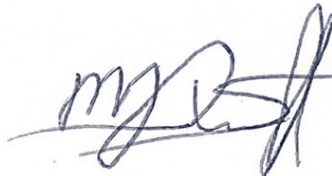
MUMINATU JALLOH

45 Circular Road
Freetown
Sierra Leonean
Director

A signature in blue ink, featuring a large, stylized 'M' and 'J' intertwined.

MAMAH SHERIFF

8Jamboria Street
Off Krootown
Freetown
Director

A signature in blue ink, featuring a large, stylized 'M' and 'S' intertwined.

MUSA NABBIE KAMARA

22 Upper Container Road
Rokel
Freetown
Director

A signature in blue ink, featuring a large, stylized 'M' and 'K' intertwined.

Dated this 8th day of OCTOBER 2022.

Witness to the above signatures:

Name John Colp

Address... 12, Howe Street, Fremont

Occupation..... Clerk

Signature..... [Signature]

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GUARANTEE

PRELIMINARY

1. Subject as hereinafter provided except where inconsistent with these Articles of Association, The Rules contained in the first schedule to the Companies Act No. 5 of 2009 of the laws of Sierra Leone shall apply to the Company.

MEMBERSHIP

2. The following persons shall be members of the Company.
 - (i) The subscribers to the Memorandum and Articles of Association.
 - (ii) The Members of the Board
 - (iii) Such other persons as the Board shall admit to membership
3. Membership of the Company shall be open to Sierra Leoneans, provided always that the total membership of Sierra Leonean, provided always that the total Membership shall be limited to 50, with a minimum of 30%, (i.e. 15 members), being non Sierra Leonean.
4. Members shall from time to time propose names of persons to become members of the Company. Such members shall be proposed and seconded at a General Meeting.
5. The Finance and General Purposes Committee shall keep a list of such names.

6. Whenever there are sufficient vacancies to be filled, the Finance and General Purposes Committee shall recommend to the company annually, at a General Meeting a short list of the names kept by it for election of new members.
7. The notice calling a General Meeting at which election of new members will be held shall be recorded as an item on the agenda.
8. Election of new members shall be by ballot at that General Meeting. If for any reason the ballot is postponed, the notice calling any subsequent meeting at which voting is to take place shall be stated as an item.
9. A person shall be elected as a member of the company if the majority of the members present vote in the candidates favor.
10. Immediately upon the election of a member, the Secretary shall confirm acceptance of his membership and request him or her to remit the amount of his yearly/half yearly subscription as appropriate. If elected after JUNE he shall pay half the annual subscription.
11. Upon payment of his entry fee and subscription he shall become a member of the company.
12. If such a subscription be not paid within one month of the date of request as aforesaid the election of such a member shall be absolutely void unless he can satisfy the company that the delay in payment was due to his absence from Sierra Leone or other sufficient cause.
13. Any member absenting himself from three or more consecutive meetings of the company without good and sufficient reasons for his absence shall automatically cease to be a member of the Company after a month's notice duly given by the chairman of the finance and General purposes Committee. The Secretary shall bring to the notice of the Company at a General Meeting any such member who has absented himself from three consecutive Meetings.

GENERAL MEETING

14. A General Meeting of members will be convened annually.
15. The annual general meeting of the Company shall be held in the month of October in each year for the following purposes:
 - To receive the Audited Financial Statements of the Company for the preceding financial year and the membership status of the Company.
 - To fill the vacancies in the Finance and General Purposes Committee, and appoint auditors for the ensuing year;
 - To pass any resolution, this may be duly submitted to the meeting as hereinafter provided.
16. At least twenty one days before the annual general meeting, notice of that meeting and the business to be transacted thereafter, shall be sent to every member, and no business other than that of which notice has been so given shall be brought forward at such meeting.
17. A quorum at an Annual General Meeting shall be one – third of paid up members.
18. The Finance and General Purposes Committee may, at any time for any special purpose, call a Special General Meeting.. The committee shall also convene a Special General Meeting at the request, in writing, of one third of the members stating the purpose for which the meeting is required.
19. The day to day management of the Company (except as otherwise provided by these rules) shall be deputed to a Finance and General Purposes Committee consisting of not more than five members, who shall each have specific responsibility in different areas.
20. The election of members to fill vacancies in the finance and General Purposes Committee shall be at an annual General Meeting, and shall held by ballot.
21. Every member of the Company shall be entitled to vote for as many candidates as there are vacancies to be filled, and no more.

22. The candidates who shall receive most votes, up to the number of vacancies, shall be declared elected, and in the case of two or more candidates receiving an equal number of votes, the Chairman of the meeting shall have a second or casting vote.
23. The company shall have the power to elect a member to fill a temporary vacancy in the Finance and General Purposes Committee.
24. The election of a member to fill such a temporary vacancy shall be by ballot at the General Meeting of the Company under article 33 hereof.
25. Any member so elected shall retire at the next Annual General Meeting, but shall be eligible for re-election as a member of the Committee at such a meeting.
26. The Committee shall meet at least quarterly, to examine the accounts, and to arrange the affairs of the company.
27. Three members of the Committee shall form a quorum. The Secretary of the Company shall be the secretary to the Committee.
28. All proceedings of the Committee shall be reported on at every General Meeting of the Company.

SECRETARY

There shall be a Secretary (or Secretaries) of the Company who shall be elected by the Annual General Meeting.

ANNUAL SUBSCRIPTION

All annual subscriptions, the quantum of which shall be determined by the Annual General Meeting, shall be paid by not by not later than the 31st day of January each year to the Secretary.

FINANCIAL YEAR

29. The financial year of the Company shall be from the 1st day of January to the 31st day of December in each year.

AUDITORS

30. Annual General Meeting two members of the company not being members of the Finance and General Purposes Committee shall be appointed to serve as Auditors for the ensuing year. The auditors shall complete the Audit of the account of the company not less than twenty one days before the Annual General Meeting.
31. Any vacancy occurring in the office of the auditor during the year shall be filled on appointment by the finance and General Purposes Committee.

BANK ACCOUNT

32. The fund of the company shall be kept at one of the banks in Freetown or any banking institutions as directed by resolution of the board and the name of the account shall be **HANDS HELPING HANDS INC (SL), LIMITED account**.
33. The bank account shall be operated by any two of the three persons of the Finance and General purposes Committee appointed from time to time at a General Meeting.

CHANGE OF NAME

34. Every member of the Company shall communicate to the Secretary any change of address.

AMMENDMENT TO ARTICLES

35. No article of the company shall be replaced, altered, or introduced except:
- A two - thirds majority of the members shall vote in favor of the amendments, and
 - One calendar month's notice of intention to propose any new Article or alteration shall be given to the secretary, who shall send notice of the same to every member at least seven days before the meeting.

36. The quorum for a General Meeting to carry out any Article under Article 60 shall be one third.

SEAL

37. The Company seal shall not be affixed to any instrument except in the presence of a Member of the Finance and General Purposes Committee and the Secretary.

DIRECTORS

38. (a) Until otherwise determined by the Company in General Meeting the number of Directors shall be at least three (3).
- (b) The names of the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association and all subsequent Directors shall be appointed by ordinary resolution of the shareholders.

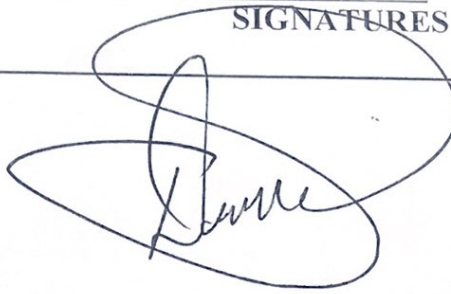
The remuneration of the Directors shall from time to time be determined by the Company in General Meeting, such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

A Director of the company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholders or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in such other company unless the Company otherwise directs.

**NAMES, ADDRESSE AND
DESCRIPTION OF SUBSCRIBERS**

SIGNATURES

DERRICK CHARLES BULLS
1354 Judge Place
Waukegan Illinois 60085
United States of America
American
Founder/ Executive Director

A large, stylized signature of Derrick Charles Bulls, written in black ink, enclosed within a large, loopy oval shape.

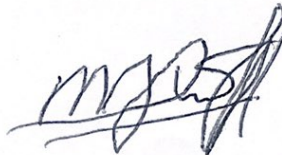
MOHAMED GIBA SEISAY
7 Kalokoh Street
Cobba farm
Jui
Freetown
Sierra Leonean
Director

A signature of Mohamed Giba Seisay, written in black ink, featuring a circular initial and several horizontal strokes.

MUMINATU JALLOH
45 Circular Road
Freetown
Sierra Leonean
Director

A signature of Muminatu Jalloh, written in black ink, consisting of a circular initial followed by a few horizontal strokes.

MAMAH SHERIFF
8Jamboria Street
Off Krootown
Freetown
Director

A signature of Mamah Sheriff, written in black ink, featuring a circular initial and several horizontal strokes.

MUSA NABBIE KAMARA
22 Upper Container Road
Rokel
Freetown
Director

A signature of Musa Nabbie Kamara, written in black ink, featuring a circular initial and several horizontal strokes.

Dated this ²¹ 4 day of OCTOBER 2022.

Witness to the above signatures:

Name John cafe

Address..... 12, Howe Street Seetoun

Occupation..... clerk

Signature..... J. H.