

**THE REPUBLIC OF UGANDA**

**THE COMPANIES ACT  
(CAP 110 of the Laws of Uganda)**

**COMPANY LIMITED BY GUARANTEE**

**WITHOUT SHARE CAPITAL**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**CREATION SDA RELIEF PROJECTS OF  
UGANDA (CSDARPU)**

Incorporated this ..16<sup>th</sup>.. day of .....FEB.....2010

**DRAWN BY:  
THE DIRECTORS  
P.O BOX 207 - KISORO (U)**

**THE REPUBLIC OF UGANDA**

**COMPANIES ACT (CAP. 110)**

**COMPANY LIMITED BY GUARANTEE**

**WITHOUT SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**CREATION SDA RELIEF PROJECTS OF UGANDA (CSDARPU)**

1. The Name of the Company is “**CREATION SDA RELIEF PROJECTS OF UGANDA (CSDARPU).**”
2. The Registered Office of the Company will be situated in the Republic of Uganda.
3. The objectives for which the Company is established are:
  - (a) To bring the good news of salvation in the name of YAHSHUA Messiah (commonly known as Jesus Christ) to the surrounding community where our projects are located.
  - (b) To provide free community social, mental, spiritual, and physical health services to Ugandans in the sphere of our Company’s influence.
  - (c) To research and develop natural health treatment modalities for enhanced effectiveness in the fight against suffering and disease.
  - (d) To research and develop nutritious vegetable and grain produce to optimize public health.
  - (e) To teach natural and holistic health principles via individual counseling, group counseling, academic classes, seminars, lectures, workshops, and symposiums.
  - (f) To provide free Bible Sabbath worship for all interested individuals inclined to observe the Creation Seventh Day.
  - (g) To develop projects and programs that promote the following social and health services:
    - 1) Whole health counseling services including aqua-electro naturopathic treatments provided freely for the sick, and training seminars offered to individuals seeking whole health education. All services are to be offered to Ugandans (or others in need) without cost and without the dispensing of any sort of pharmaceuticals.
    - 2) Strengthen mutual understanding and reconciliation principles among all African peoples and/or foreigners.
    - 3) To target vulnerable children, as well as disadvantaged adults, training them in Biblical life skills that develop Christian character, resulting in a responsible citizenry.
    - 4) To provide the populous with knowledge regarding reproductive health and disease prevention – emphasizing the most dangerous and contagious ones such as HIV/AIDS, malaria, and tuberculosis.
    - 5) To teach adolescents moral, spiritual, and healthful principles in order to encourage and support productive living and longevity.
    - 6) To teach environmental protection principles for the preservation of human and animal health, along with bio-critical natural resources.

- (h) To teach the principles of problem solving from an intellectual and rational Biblical approach, as opposed to emotionalism and irrational mental perspectives.
- (i) To shun all involvement in politics, keeping in mind that Christian graces and ethics are beneficial to both individuals and society at large.
- (j) To advocate peaceful existence among all peoples, while supporting the preservation of individuality in religion.
- (k) To uphold the God-given blessing of the family unit, while advocating the only proper choice for holy matrimony – the sacred union of one man and one woman.
- (l) To educate the populous about the evils of abortion – that is, murder of unborn children.
- (m) To support and teach principles of persuasion rather than measures of force in conflict resolution.
- (n) To spread the knowledge of one Creator God whose name is YAHWEH – the true God of the Bible.
- (o) To remind the populous that they are to have no other gods before their Creator.
- (p) To discourage, through education, all forms of idolatry and witchcraft.
- (q) To educate the spiritually interested about the Bible Sabbath, the memorial of creation, and how it was intended to be a tool for enhancing individual and family health.
- (r) To teach children that there is a special blessing for all who will honor their father and mother.
- (s) To explain to both adults and youth that hating another person is on the same level with murder in God’s eyes. In this way, we seek to teach every person respect for the life that has been given to all people by God.
- (t) To teach that infidelity in marriage brings sadness and sorrow to both the adult family members and the children. In this way we seek to build stronger family units in Ugandan society.
- (u) To educate the people regarding property rights. In this manner all will learn that stealing and cheating only bring sadness and disrespect to the guilty party.
- (v) To teach that lying and bearing false witness are not actions becoming of good citizens. Sharing this information is to enhance trust between family members and neighbors in the community.
- (w) To teach that covetousness always causes discontentment and discontentment disturbs the peace of society. Since the Bible teaches us not to covet, we shall endeavor to educate all community members regarding this principle.
- (x) To promote, encourage, support, and facilitate social development and interaction between and among members of the Association.

- (y) To establish and operate Pre-Primary, Primary, Secondary, and tertiary and High learning Institutions.
  - (z) To establish and operate Dispensaries, Hospitals, Clinics, and any other health facilities that apply natural health modalities.
  - (aa) To partner with the *Creation Seventh Day Adventist Relief Association of Uganda* registered in Kisoro District as a CBO.
  - (bb) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the Association
  - (cc) To initiate, run, build, and operate pre-primary, primary, secondary, technical, and tertiary schools and colleges, natural health education and treatment centers, churches and church houses, and other institutions in support of mental health, physical health, social health, and spiritual health of mankind, promoting prosperity, peace, and development among all nations.
  - (dd) To develop, conduct, and maintain research initiatives for state-of-the-art program and project planning. To seek viable partners and enlist them in the development, training, financial support and investment, and maintenance of all Company projects and programs.
  - (ee) The Company shall carry on any business that directors or officers of the Company think so fit to fulfill humanitarian goals, and/or facilitate good reputation of the Company as expressed within the foregoing objectives.
  - (ff) The above clauses and sub-clauses in this document shall be read independently of one another in so far as they are different from each other.
4. The income and property of the Association whensoever derived shall be applied towards the promotion of the objectives of the Association as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever, by way of profit to the Members of the Association.

**PROVIDED** that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or any other person in return for any services actually rendered to the association nor prevent the payment of interest on money borrowed or rent for any property leased or hired from any members of the association.

**THE LIABILITY OF THE MEMBERS IS LIMITED BY GUARANTEE**

Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceased to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contribution among themselves, such amount as may be required and decided upon by the members in the winding up general meeting.

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other society or organizations having objectives similar to the objectives of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of

clause 4 above, such society or societies or organizations to be determined by the members of the Association at or before the time of dissolution.

We, the several persons whose names, addresses, and descriptions are hereunto subscribed are desirous of being formed into an Organization pursuant of this Memorandum of Association.

NAME, POSTAL ADDRESS AND OCCUPATION OF SUBSCRIBERS	SIGNATURE
<b>1. Walter Ogden McGill III</b> P.O. Box 207 – Kisoro (U) Occupation: Pastor/Project Director	.....SIGNED.....
<b>2. Barbara Lynn Isenburg</b> P.O. Box 207 – Kisoro (U) Occupation: Housewife	.....SIGNED.....
<b>3. Abraham David Henry Dyck</b> P.O. Box 207 – Kisoro (U) Occupation: Pastor/Retired Contractor	.....SIGNED.....
<b>4. Ye Isbell</b> P.O. Box 207 – Kisoro (U) Occupation: Certified Nursing Assistant	.....SIGNED.....

Dated at Kampala this 16th.....day of .....FEB.....2010.

**WITNESS TO THE ABOVE SIGNATURES:**

Signature: .....SIGNED.....

Name in full: .....Provia K.....

Postal address: .....PO BOX 5959.....Kampala.....

Occupation:.....Civil Servant.....

**THE REPUBLIC OF UGANDA**

**THE COMPANIES ACT (CAP. 110)**

**COMPANY LIMITED BY GUARANTEE**

**AND**

**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**CREATION SDA RELIEF PROJECTS OF UGANDA (CSDARPU)**

**I. MEMBERSHIP**

1. Membership to the organization shall be completed by paying a full membership fee of 20,000 UGX to the Chairperson of the Board for processing by the Secretary-treasurer.
2. The Founding Members of the Association have the discretion to approve or disapprove admittance of any new candidate for membership.
3. The Founding Members constitute the Board of Trustees and the Executive Committee at the birth of the Association and may from time to time determine the membership fee and any other subscription(s) to be paid by members.

**II. TERMINATION OF MEMBERSHIP**

Any member may by written notice to the Executive Committee terminate his/her membership to the Association, provided that such member may always apply for readmission to membership.

Any member shall be struck off the register of the membership of the Association who shall not attend three consecutive/Association ordinary meetings, having been notified of such meeting and such absenteeism, disappearance from duty and/or non-attendance being without any reasonable cause in the opinion of the Board.

The Executive Committee may in its absolute discretion terminate the membership to the Association of any person who in the Board's opinion is acting contrary to the interests and/or objectives of the Association or who is omitting to act in the interest and/or in accordance with the objectives of the Association.

The members in an extra ordinary general meeting may terminate the membership to the Association of any person and may restore the membership to the Association of any person whose membership may have been terminated because of violation of Association objectives, and may reject any admission and registration of any person as a member of the Association, provided that any decision under this Article shall be binding only if three quarters of the Association's members are in support thereof.

**III. MEETINGS**

There shall be an Annual General Meeting held in every calendar year. The Board shall continue acting for the Association without retirement as long as they meet the standards set forth in the Company objectives.

The Chairperson of the Board shall convene extraordinary general meetings of the Association on requisition by one third of the membership of the Association, provided that the quorum of such meeting shall be not less than three quarters of the membership of the Association.

The Chairperson of the Board may call any other meetings whenever the Board deems necessary.

Subject to the provisions of Section 118 of the Act relating to special resolutions, seven days at least, exclusive of the day for which notice is given specifying the place, the date and time of the meeting and, in case of special business, the general nature of that business shall be given to all members. The accidental omission to give notice of a meeting by a member shall not invalidate proceedings at any meeting.

At all meetings of the Association for which the required notice has been given, a quorum of members shall be three quarters of the members entitled to attend such meetings.

Every member who is physically present at any other meeting of the Association shall be entitled to one vote only and in unusual circumstances, a member may send a single vote by proxy.

The Chairperson of the Board may be the Chairperson of any other meetings of the Association provided the members should reserve the discretion to elect any other member present at any such meeting to chair the same.

In the case of an equality of votes, whether in a show of hands or a poll, the Chairperson of the meeting at which the show of hands takes place, or at which the poll is taken, shall have a tie-breaking vote.

#### **IV. EXECUTIVE COMMITTEE**

There will be an Executive Committee which shall hold a one-year renewable official term and be composed of the following offices:

- (i) Chairperson/Director: Convenes and orders Association meetings.
- (ii) Vice-chairperson: Represents the Director in his or her absence.
- (iii) Secretary-treasurer: Records minutes of meetings and handles Association funds.
- (iv) Technical advisor: Offers advice and assistance to the other officers of the Board.

#### **V. DUTIES OF THE EXECUTIVE COMMITTEE**

- (i) Policy-making and provision of general guidelines.
- (ii) Overall supervision.
- (iii) Day-to-day management of the Association.
- (iv) Drafting the bylaws of the Association.
- (v) Regulation of the bylaws of the Association.
- (vi) Ensuring ethical, efficient, and accountable utilization of Association assets and resources.
- (vii) Convening periodic meetings for the purpose of administration of the Association.
- (viii) Facilitating and conducting General Meetings of the Association.

#### **VI. FUNDING**

## Sources of Funding:

1. Membership fees.
2. Donations from members, partners, and sponsors.
3. Loans.
4. Grants.
5. Any other sources of funding allowed by the laws of Uganda.

## **VII. FINANCIAL MANAGEMENT**

A true and correct account of funds received or expended shall be kept by the Secretary-treasurer, being a member of the Association and shall be appointed by the members and such person shall receive all donations and other funds and deposit all money to the credit of the Association in a bank account. The Association shall open and maintain bank accounts both in Uganda and any other country as approved by the members and/or by the Executive Committee.

The signatories to the account shall be the Chairperson and Secretary-treasurer jointly. The members of the Association may modify this arrangement by a vote of three quarters of the membership.

## **VIII. AUDITING**

Auditors appointed by the Committee shall audit the accounts of the Association annually. Such audited accounts shall be laid before the members for their examination in the Annual General Meeting.

## **IX. REPEAL AND AMENDMENT OF THE MEMORANDUM AND ARTICLES**

The Memorandum and Articles of Association may be amended, repealed, altered, and/or modified or abandoned by the members in an extra-ordinary general meeting. This requires a special resolution passed by 2/3 majority provided notice is given in accordance with the provisions of the Section 113 of the Act.

## **X. PROVISION FOR BYLAWS**

The Executive Committee may draft certain Bylaws in order to regulate and guide the Association in accordance with this Memorandum and Articles of Association. The Executive Committee may alter or modify said Bylaws in accordance with the principles outlined in the Memorandum, the Articles, and the Bylaws themselves after a three quarters vote in support thereof by the Association members.

## **XI. NOTICES**

The Association may serve upon any member a notice either personally or by sending it through the post in a letter, envelope or wrapper addressed to such member or to his place of residence or postal address. With regard to members whose addresses cannot be obtained as above a notice posted in the registered office of the Association shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted.

## **XII. ASSOCIATION STAMP**

The stamp of the Association shall be in the custody of the Chairperson of the Executive Committee. This stamp shall be affixed to any instrument or documents concerning the Association in the presence of the Chairperson and the Secretary-treasurer. Such officers shall



sign every instrument or document to which the stamp of the Association is affixed in their presence. In the event either of the above-mentioned officers is not available to sign, the signature of the Vice-chairperson shall suffice.

**XIII. DEATH OF AN OFFICER**

Upon the death of any active officer in the Association, the Executive Committee shall convene an extra-ordinary meeting to assign a replacement for the deceased individual.

We the several persons whose names, addresses, and descriptions are hereunto subscribed are desirous of being formed into a Company in pursuance of these Articles of Association.

NAME, POSTAL ADDRESS AND OCCUPATION OF SUBSCRIBERS	SIGNATURE
<p><b>1. Walter Ogden McGill III</b>  P.O. Box 207 – Kisoro (U)  Occupation: Pastor/Project Director</p>	<p>.....SIGNED .....</p>
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<p><b>7. Ye Isbell</b>  P.O. Box 207 – Kisoro (U)  Occupation: Certified Nursing Assistant</p>	<p>.....SIGNED .....</p>

Dated at Kampala this ...16th....day of .....FEB.....2010.

**WITNESS TO THE ABOVE SIGNATURES:**

Signature: .....SIGNED.....

Name in full: .....Provia K.....

Postal address: .....PO BOX 5959.....Kampala.....

Occupation:.....Civil Servant.....