

Moses Bageya,
C/o Covenant Presbyterian Church,
P.O.Box 27259,
Kampala – Uganda.
Mob: 0772-668094

5th December 2009

The Board of Directors,
Presbyterian Church in Uganda,
P.O.Box 31270,
Kampala.

Dear Sirs,

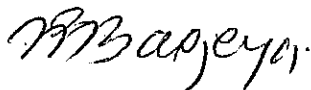
RE: TERMS OF REFERENCE

Praise the lord. On the 18th November 2009, your Office instructed me to do the following:-

- (i) To Re-register PCU as a company limited by guarantee and not having share capital from its present status of unlimited company not having share capital.
- (ii) To study, modify and expand the current PCU Memorandum and Articles of Association to suit the present demands and challenges.

Please find attached hereto, the proposed new Memorandum and Articles of Association for your perusal and comments.

Yours in Christ,



Elder Moses Bageya

Draft

THE REPUBLIC OF UGANDA

IN THE MATTER OF THE COMPANIES ACT, (CAP. 110)

LAWS OF UGANDA

AND

IN THE MATTER OF THE PRESBYTERIAN CHURCH IN UGANDA

RESOLUTION

At a meeting of the Board of Directors of the PRESBYTERIAN CHURCH IN UGANDA duly called and held on 1st December 2009 at the registered office of the church, it was resolved as hereunder: -

- (1) That the Presbyterian Church in Uganda be re-registered as company limited by Guarantee without share capital from its present status of an unlimited company without share capital.
- (2) That this registration shall not affect the rights or liabilities of the church in respect of any debt or obligation incurred, or any contract entered into, by, to, with or on behalf of the church before the registration.

Dated at Kampala this day of 20

The seal of the
Presbyterian Church in Uganda
Affixed in the presence of: -

.....
Rev. Dr. Kefa Sempangi
Chairperson/ Director.

.....
Rev. Edward Kasaija
Director.

.....
Rev. Emmanuel Kiwanuka
Director.

.....
Rev. James Yiga
Secretary/ Director.

DRAWN AND FILED BY:
The Presbyterian Church in Uganda
P.O. Box 31270
Kampala.

Draft

Our Ref: CONF/ PCU/GEN: 001

Date:

The Honorable Minister
Ministry of Justice and Constitutional Affairs
P.O. Box
Kampala

Dear Honorable,

RE: APPLICATION TO BE RESGISTERED AS COMPANY WITH LIMITED LIABILITY, WITHOUT THE ADDITION OF THE WORD "LIMITED" TO THE CHURCH NAME.

This application is made under section 20 (1) of the companies Act (Cap. 110) laws of Uganda.

We are religious association first incorporated on 28th day of January 1981 as an unlimited company without share capital.

However, by a Board Resolution, it has been agreed to re- register the church as a company limited by Guarantee and not having share capital. It was further resolved this registration shall not affect the rights or obligations of the church in respect of any debt or obligation incurred, or any contract entered into, by, to with or on behalf of the church before the registration.

It is against this background that we hereby apply to be granted an exemption licence to be registered without writing the word "limited" at the end of the church's name.

Please find enclosed herewith certified copies of the Certificate of Incorporation, Memorandum and Articles of Association.

Thank you in advance for your co-operation.

Yours faithfully,

.....
Rev. Dr. Kefa Sempangi
Chairperson/ Director.

.....
Rev. Emmanuel Kiwanuka
Director

.....
Rev. Edward Kasaija
Director.

.....
Rev. James Yiga
Secretary/ Director.

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

(Cap. 110 of the Laws of Uganda)

COMPANY LIMITED BY GUARANTEE

AND

NOT HAVING SHARE CAPITAL

**MEMORANDUM AND ARTICLES OF
ASSOCIATION**

OF

**THE PRESBYTERIAN CHURCH
IN UGANDA**

(Re- registration under S. 17 Subsections 1- 2)

First Incorporated on 28th day of January 1981.

Incorporated this day of 20.....

DRAWN BY:

***Angeret & Co. Advocates
6th Floor, Impala House
Plot 13/15 Kimathi Avenue
P.o Box 30004
Tel: 0772- 378 295
Kampala.***

THE COMPANIES ACT
(Cap 110 of the Laws of Uganda)

COMPANY LIMITED BY GUARRANTEE

AND

NOT HAVING SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE PRESBYTERIAN CHURCH IN UGANDA

(Re- registration under S.17 subsections 1- 2)

First incorporated on 28th day of January 1981.

Brief statement of Faith

"We affirm the Holy Bible as the inspired Word of God and as the only basis for our beliefs".

Mission

To promote Christ's truth, holiness and charity for the glory of God.

Vision

To fill the world with people who are continually growing in vital; worship, in theological depth, in true fellowship, in assertive evangelism and in deed of compassion.

1. The name of the Church is **"THE PRESBYTERIAN CHURCH IN UGANDA"**
2. The registered office of the Church shall be situated in Uganda.
3. The objects for which the Church is established are: -

Theology

- (a) To glorify, worship and serve God by obeying the **Great Commandment** (Mathew 22: 36- 40) and the **Great Commission** (Mathew 28: 18- 20).
- (b) To conduct religious services and not limited to the following: -
preaching and teaching of the Word of God, officiate marriages, burials, baptism, praying for the sick.
- (c) To establish and manage, Bible Collages and Seminaries for teaching and training that the men of God may be complete, thoroughly equipped for every good work.
- (d) To prepare and equip pastors, preachers, church planters, evangelists and church leaders for significant positions of leadership in the church and in society.
- (e) To impart a passion for the gospel of grace a zeal for multiplying healthy, Biblical, God - centered and Christ- exalting churches in Uganda and to the ends of the earth..
- (f) To train leaders for spheres of service outside the church (in education, government, business and industry) to skillfully apply the gospel to the opportunities and challenges of Uganda society.
- (g) To create and offer opportunities to persons in theological courses offered through distant education methodologies from relevant theological institutions in any part of the world.
- (h) To provide pre- service and / or in- service theological education for teachers and / or preachers, deacons and lay- persons in Christian education through bible classes, seminars, conferences, correspondence and / or full- time courses.
- (i) To establish linkage and joint programmes with other churches and institutions of similar beliefs within and outside Uganda.

- (j) To undertake the development and organization of resource and service centre in theological education.

Social welfare

- (k) To involve older people (old age) in the development process of their local communities by getting information, advice, knowledge, resources and experiences from them since they are "Living Libraries of Knowledge".
- (l) To provide support, supervision, practical resources as we partner with widows and people with disabilities.
- (m) To operate institutions of charity such as orphanage and street children rehabilitation centers.
- (n) To provide emergency relief care to people in desperate need, and develop ways and means to avoid such disasters in future through building the capacities of local groups.
- (o) To share Christ's message of love with prisoners and the sick through prisons, hospitals and homes out reach programs to bring medical care, counseling, hope and reconciliation.

Primary Health and Medical care

- (p) To establish and operate medical clinics, dispensaries, hospitals, nursing and midwifery training schools.
- (q) To provide sustainable Health care through assisting, co-ordinating, teaching, training communities to free- themselves from diseases, improvements in sanitation, safe water supplies and nutrition.
- (r) To provide information, management, counseling, home based care, treatment, nutrition, social support to HIV/ AIDS patients.
- (s) To give information on how to reduce the risk of mother – to- child transmission for women who know they are HIV/ AIDS positive and provide preventive measures to persons who have tested negative.
- (t) To carry on the business of chemists, pharmacists, druggists, bio-chemical analysis, importers and manufacturers, and dealers in pharmaceutical, medical, industrial cosmetics and other scientific apparatus and materials.

Crops and Animals Farming

- (u) To build farmers capacities by training them in pre- planting, post-harvest, agro- forestry, storage methods, pests and disease management, modern farming methods, use of improved seed varieties which are drought resistant, nutritious and of high yield and agro- processing.
- (v) To increase agricultural productivity, trade capacity and competitiveness through effective community partnerships with business service providers.
- (w) To handle animals and fowls breeding, keep, encourage and train members and communities on how best they can look after domestic animals and fowls.

Environment and Natural Resources

- (x) To conserve and improve the environment and reduce on the rate of Global Warming by mobilizing and teaching communities on how best to use alternative cooking fuels other than the traditional firewood and charcoal, using energy saving stoves and re- a forestation.
- (y) To research and promote technologies appropriate for practical use in developing a number of safe low-cost alternatives for housing, rainwater harvest and other related activities.
- (z) To promote in conjunction with appropriate authority (ies) to disseminate information about the preservation of the environment through education and outreach programs.

To co-ordinate all activities having or likely to have any significant importance on the environment and natural resources.

Secular Education

- (aa) To conduct, manage, co-ordinate and own schools at all levels (i.e Pre- primary, High Schools, Colleges, Business, Technical, Vocational and Universities.

Micro- finance and other development strategies

- (bb) To achieve a sound approach to development involving the local populations at every stage of any project being undertaken, put into account their capacities, local resources available and past experiences.
- (cc) To undertake projects, research, collaborate efforts, social study, provision for financial services, credit services and savings encouragement so as to create development.
- (dd) To initiate collaborative networking, proposals and research with government agencies, religious organizations, Non- Government Organization and Community Based Organizations interested in fighting poverty.
- (ee) To integrate into the rural Ugandan economy and setting experiences of management and other micro credit finance institutions from around the world in order to create indigenous micro institution truly responsive to needs of the Ugandan people.
- (ff) To avail to its members and the poor communities various financial services including access to credit, savings, business, training courses, seminars and workshops so as to create Uganda and among its members a vibrant economic atmosphere.
- (gg) To assist rural Ugandans and members of micro enterprise to become more profitable so as to play a much greater role in Uganda's economic development.

Co-operative societies

- (hh) To organize farmers and encourage them form co-operative societies for easy selling and buying of their products and acquisition of tools and drugs.

Mass Media and Printing

- (ii) To own, manage and operate Christian centered F.M Radio Stations and Television Stations and printing news papers and / or letters.
- (jj) To carry on business of stationers, lithographers, stereotypers, electrotypers, photocopying, engravers, envelope makers, book printers, box maker, or other things found necessary for the purposes of the Church.

Real Estates, Machinery etc

- (kk) To acquire, erect, contract for the erection of or otherwise become possessed of or entitled to houses, shops, bungalows, flats, theatres, hotels and buildings of all kinds or otherwise undertake as contractors or through contractors to renovation, preservation, modification or alteration of existing buildings either on the account of the church or other parties.
- (ll) To purchase, lease, rent or otherwise acquire real properties, estate, building easement or other interests in real estate and to sell, lease or dispose of properties of the church as may be deemed by the Directors on the approval of the **General Assembly**.
- (mm) To import, purchase, acquire or buy motor vehicles of all types for use in the attaining and / or promoting and furtherance of the church's objects.
- (nn) To import, purchase, acquire machinery equipments or gadgets used in brick making, tile making, block making and any other machinery connected therewith.
- (oo) To carry on in any part of the world all or any of the business of contractors, architects, surveyors, decorators, manufacturers of and dealers or workers in cement, stone, sand, gravel, minerals, earth, fuel, hardware and other building requisites, engineers and quarry owners.
- (pp) To borrow for investment, assignment and use and otherwise deal in any company property and money so as to implement the objects of the church.

Women, Youth and Children

- (qq) To identify the needs and concerns of women, youth and children through regular meetings, seminars and other forums. And communicate these needs to the various authorities for necessary action and where possible for church assistance.
- (rr) To act as a linkage between the women, youth and children and other development institutions. These include but not limited to: - Non-Governmental organizations (NGOs) Government organs and other agencies both at local and international levels.
- (ss) To establish and maintain a secretariat office to centrally co-ordinate, monitor and evaluate all church activities both within and outside the country.
- (tt) To do and perform all acts, and things as the Board of Directors may find necessary and suitable for proper use and the furtherance or attainable of any/ or all the purposes and activities of the Church whether or not in conjunction with the ORTHODOX PRESBYTERIAN CHURCH in the U.S.A and / or other Reformed churches world wide.
- (uu) It is **furthermore declared** that each of the specified objects or powers should be deemed independent and not ancillary to one another.

4. The liability of the members is limited.

5. Every member of the church undertakes to contribute to the assets of the Church on the following terms and conditions: -

- (i) in the event of the church being wound- up while he/ she is a member;
- (ii) or within one year afterwards for payment of debts and liabilities of the church contracted before he/ she ceases to be a member;
- (iii) and the costs, charges and expenses of wind- up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding (Ugx 5000/= shillings five thousand only).

We, the several persons whose names, postal addresses and occupations are hereto subscribed are desirous of being formed into a Church in pursuance of this Memorandum of Association.

No.	Names, postal addresses and occupations of subscribers	Signatures of subscribers
1.	Rev. Dr. Kefa Sempangi P.O. Box 31270 Kampala. (Church Minister).	
2.	Rev. Edward Kasaija P.O. Box 31270 Kampala (Church Minister).	
3.	Rev. James Yiga Kasubi- Kampala P.O. Box 31270 Kampala (Church Minister)	
4.	Rev. Emmanuel Kiwanuka Zana- Nfuufu Zone P.O. Box 31270 Kampala. (Church Minister).	

Dated this day of 20

WITNESS OF THE ABOVE SIGNATURES

Name

Signature

Occupation

Postal Address

**THE REPUBLIC OF UGANDA
THE COMPANIES ACT (CAP.110)
COMPANY LIMITED BY GUARANTEE
AND
NOT HAVING SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF**

**THE PRESBYTERIAN CHURCH IN UGANDA
(Non-profit making organization)
(Re- registration under S.17 subsections (1-2)
First incorporated on 28th day of January 1981**

(1). Interpretation

In these articles:-

- (a) "Act" means the companies Act;
- (b) "Seal" means the common seal of the company;
- (c) "Secretary" means any person appointed to perform the duties of the secretary of the company;
- (d) "Articles" means these Articles of Association;
- (e) "In writing" means written, lithographed, printed or in any other mode of representing or reproducing;
- (f) "Church" means The Presbyterian Church in Uganda SAVE as aforesaid any words or expression defined in the Act shall bear the same meaning in these articles.

(2). Operations:

- i) The operations of the church are to be carried on in Uganda.
- ii) The government of the church shall be by elders chosen by members of the congregations, and it shall be that form now held by the (Orthodox) Presbyterian Church in the U.S.A and other Reformed Churches elsewhere, except for such changes as shall be made to reflect local custom and choice.

iii) Income and property of the Church

- a) The income and property of the church whatsoever derived shall be retained to be used for the promotions of the objectives of the Church as set forth in the Memorandum of Association.
- b) No portion there of shall be paid or transferred directly, indirectly by way of bonus, dividends, profit, to any member of the Church.
- c) Nothing herein shall however, prevent the payment of interest at a lawful rate on money lent or property rent for building let by any member to the Church.

Paying Expenses for Board Members/other Persons

- d) Notwithstanding the above provisions, Board Members and other persons are entitled to a refund of reasonable **Out of Pocket** expenses incurred in order to carry out the duties of the church.

Such legitimate expenses may include among others:-

- the reasonable cost of traveling to and from Board Meetings;
 - the reasonable cost of child care whilst attending Board Meetings;
 - the cost of postage and telephone calls while on Church business;
 - communication support, and translating documents;
 - providing special transport , equipment or facilities for Board Member with disability; and
 - reasonable overnight accommodation and subsistence allowance while attending Board Meetings or other essential events.
- e) Claims for expenses should be supported by bills or receipts from third parties except where it is unreasonable to expect this (e.g. where small amounts are claimed).

Remunerations

- f) To remunerate any person, firm or company for service rendered to the Church in either form salaries, allowances, benefits, fees, or commission.

(3). Policy

The Church is hereby established as an independent, autonomous, self-governing, non-political, non-profit making entity, which shall operate as a charitable organization under the Laws of Uganda.

(4) Membership

- (a)** The subscribers to the Memorandum and Articles of Association are the first members of the Church.
- (b)** Thereafter, any other person may become a member of the church on the following terms and conditions:-
 - i)** By making a public profession of faith in Jesus Christ as his/her personal Lord and Savior and undergo baptism in the name of the Father and of the Son and of the Holy Spirit.
 - ii)** The candidate shall express his/her verbal or written desire to unite with the Church on the grounds that an authorized teaching Elder or Pastor shall read and explain a loud, and in public, the teachings of the Church.
 - iii)** The candidate shall also publicly accept and promise to keep and practice the teachings.
 - iv)** Since the Church is an integral part of the worldwide organization, its membership universally, shall accept and observe the adopted practices, doctrine and Church government in each local congregation according to the disposition of the General Assembly.
- (c)** Children born of Christian parents are automatically accepted as non-communicant members of the Church PROVIDED their parents remain Church members.
- (d)** Neither nationality, race, color, sex, nor language shall affect in any way the status of a member

(5) Termination of membership

Members shall be removed from the Church roll and or register for the following reasons:-

- i) Death ;
- ii) Transfer of membership to another church or faith;
- iii) By personal request of the member.

(6) Annual General Meeting

- a) The Church shall in each year hold a General Meeting as its Annual General Meeting. This meeting shall be held prior to the beginning of the calendar year in order to receive and adopt the Church Annual report and budget.
- b) The church may change the dates of the annual or other scheduled Meetings by notifying the members at least 15 days in advance.

(7) Extra Ordinary General Meetings.

All General Meetings other than Annual General Meeting shall be called Extra Ordinary General Meetings and shall specify the meeting as such in the notices calling it.

(8) Board of Directors Meetings

The Board shall meet for the dispatch of business at such times as may be necessary or expedient but at least not less than once in every three months at such place and time as it is deemed fit.

(9) Any Other Meetings

Notwithstanding provisions (6-8) above, the Board may call any other meeting(s) at such place and time as need arises.

(10) Notice of General Meeting

- a) An Annual General Meeting and meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least and specifying the agenda, the place, the date and the hour of meeting.

- b) The accident omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive shall not invalidate the proceedings at that meeting.

(11) Proceedings at General Meeting (General Assembly)

All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting.

Quorum

- i) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. As a start (5) five Presbyteries shall be constituted a quorum but the Board may revise this from time to time as need arises.

No quorum present

- ii) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the official request of members, shall be dissolved.
- iii) In any other case, it shall stand adjourned to the same day in the next week, at the same time and a place, or to such other day and at such other time and place as the Directors may determine.
- iv) And if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

Chairperson

- v) The Chairperson if any, of the Board of Directors shall, preside as chairperson at every General Meeting (General Assembly) of the Church. Or if there is no such Chairperson, or if he shall not be present within fifteen minutes after the time appointed for the holding of

the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the Meeting.

No chairperson present

- vi) If at any Meeting, no Director is willing to act as chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairperson of the meeting.

Consent of any meeting

- vii) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by 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 at the meeting from which the adjournment took place.

Notice of the Adjourned Meeting

- viii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. However, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

Resolutions

- ix) At any General Meeting, a resolution put to the vote of the meeting shall be decided on by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) is thought necessary.
- x) Unless a poll is so demanded, a declaration by chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost. An entry to that effect in the book containing the minutes of proceedings of the Church shall

be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Second or casting vote

- xi) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting a vote.

Votes of members

- xii) Every member in good standing (not on discipline) present at any meeting of the church shall be entitled to **one vote** only there shall be no votes by proxy allowed at any church meeting.

(12) Directors

The following shall be the first Directors:-

- i. Rev. Dr. Kefa Sempangi
- ii. Rev. Edward Kasaija
- iii. Rev. James Yiga
- iv. Rev. Emmanuel Kiwanuka

(13) Powers and Duties of Directors

Subject to the provisions of the Memorandum and Articles of Association or any other law in force the Board's powers and duties shall be:-

- i) To enter into any agreements and or arrangements, with any government authority, person, organization (local or otherwise) that may seem conducive to the church's objectives.
- ii) To obtain from such bodies in 13 (ii) above, rights, privileges and concessions which the Board may think fit and desirable to obtain for the attainment, furtherance and / or promotion of its objects.

- iii) To receive on behalf of the church gifts, donations, grants, Cheques, promissory notes, drafts , bills of exchange and other negotiable instruments, and all receipts for monies paid to the church, shall be signed, drawn, accepted , endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
- iv) To receive on behalf of the General Assembly Church Annual report, budget, and final accounts, approve expenditures the amounts of which shall be fixed by the Board from time to time.
- v) To make general policy guidelines and take all necessary decisions conducive to the fulfillment of the objectives of the Church.

Personnel Manual Policies

- vi) The Board may issue, amend, enlarge, and repeal any Operational Manual(s), Book of Church Order (BCO) and or other guidelines for purposes of governing the conduct of staff and Church members as they may determine by resolution from time to time.
 - (a) After notification, those policies and procedures will form an **integral part of the Bye- Laws** regulating the Relationships existing between the Church and her members as **freely consented to**, by both parties hence may or may not be registered with the Registrar General of Companies.
- vii) To appoint, promote, warn, suspend, demote, terminate and or dismiss Director and or staff (employee) of the Church.

Appointment letters for Pastors and other Church Employees

- a. The chosen pastors shall serve until the relationship is terminated by either their request or that of the church. In either case, at least sixty (60) days notice shall be given unless otherwise mutually agreed.

- b. There shall be a written mutual contract / agreement made between the pastor, employee and the church.

(14) Formation of Presbyteries

- a) For purposes of easy and quick service delivery to the members, any (3) three BUT not exceeding a total number of 10(ten) local/ branch particularized Churches, at anytime, with or without considering their geographical locations may form themselves into a Presbytery.

Note: One Presbytery is made of a minimum of (3) three local particularized churches to a maximum of only (10), ten such churches.

- b) Whereas any church officer holding the office of the moderator, the office of state clerk at any other presbytery is an ex-official , but he can not take on similar office at the same time in another presbytery.

Procedure

- c) The branch churches interested in forming themselves into a presbytery shall seek a written recommendation from their current presbytery to that effect which shall then, together with their application be forwarded to the Board for considerations.
- d) Notwithstanding the above provision, the aforesaid churches may apply directly to the Board giving written reasons why it was not possible to secure the required recommendation from their current Presbytery.
- e) The Board reserves the right to reject and/or accept such application.

Representation in General Meeting or General Assembly

- a) Every Presbytery shall be represented in the General Meeting (General Assembly) by two officers (i.e. the moderator and the stated clerk). Other church members and/or officers may attend and participate in the discussions but shall not vote on any matter at hand since they ought to have voted on the same from their respective Presbyteries.

(15) Contracts by Local Presbyteries and Sessions.

Notwithstanding article 13 (I), Local Presbyteries and Sessions are empowered to make binding agreements with any lawful body in pursuance to any /or all objectives of the Church on the following conditions:-

- i) That such presbyteries and/or sessions disclose such actions in writing accompanied by a copy of the agreements to the Board within a maximum period of one month from the date thereof;
- ii) That they give a monthly progressive report of the said project to the Board;
- iii) That the Board reserves the right either to accept or reject such agreements.
- iv) Failure to comply to these conditions 14 (i-ii) renders the purported contract/ agreement not binding to the church and the officer(s) who is in default shall be liable to church discipline.

(16) Disqualification of Director

The office of Director shall be vacated if the Director:-

- a) without the consent of the Church in General Meeting holds any other office of profit under the church;
- b) becomes bankrupt or makes any arrangements or composition with his creditor generally;
- c) becomes prohibited from being a Director by reason of any order made under section 189 of the Act;
- d) becomes of unsound mind;
- e) resigns his office by notice in writing to the church;
- f) ceases to be a Director by virtue of section 186 of the Act or
- g) is directly or indirectly interested in any contract with the Church and fails to declare the nature of his interest in the manner required by section 200 of the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so his vote shall not be counted.

(17) Rotation of Directors

- i) At the first Annual General Meeting of the Church all the Directors shall retire from office and at every subsequent Annual General Meeting one third will retire.
- ii) The Directors to retire in every year shall be those who have been longest in office since their election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- iii) A retiring Director shall be eligible for reelection

Power to appoint a Director

- iv) The Directors shall have power at any time , and from time to time, to appoint any person to be Director, either to fill a casual vacancy or as an addition to the existing Directors, so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Act.

Tenure of office for the appointed Director

- v) Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for reelection, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

(18) Permanent Director.

- (a) The following first Directors of the Church are hereby expressly excluded from the operation of the clauses relating to the retirement by rotation.

They are:-

- i. Rev. Dr. Kefa Sempangi
- ii. Rev. Edward Kasaija
- iii. Rev. James Yiga
- iv. Rev. Emmanuel Kiwanuka

Removal of permanent Director(s)

(b) Notwithstanding Article 17 (a) clause (i-iv) above, a Director may be removed from office under the provisions of section 185 subsection (1) of the Act.

(19) Secretary

The Secretary shall be appointed by the Directors for such term, at such remuneration and upon conditions as the Board may think fit; and any Secretary so appointed may be removed by them.

Schedule of duties for the Secretary

- i. The secretary shall keep a true record in the English language of the proceedings of all meetings of the Church and of the Board and shall have the official charge of all correspondence.
- ii. All books and records of the church shall be kept up to date and open for inspection by any member at any reasonable time at the office of the church.
- iii. To prepare and send notices of meetings.
- iv. To accept the service of any legal documents which are addressed to the Church.
- v. Any other duties assigned by the Board.

(20) Treasurer

The Treasurer shall be appointed by the Board and his /her powers and duties shall be:-

- i. Generally to manage, or cause to be managed the financial affairs of the Church in a competent manner.
- ii. To collect and receive all monies payable to the Church and to issue a receipt and ensure that a proper record is kept of all monies received and paid by the Church, its assets , liabilities , and its income and expenses.

- iii. To ensure that all payments and expenditure by him are dully authorized and receipted for.
- iv. To produce any cash in hand , books of accounts or other documents to any authorized person.
- v. Within 15 days after the close of each month, the treasure shall prepare and submit to the Board a financial statement showing the state of the church at the end of such month.
- vi. To ensure compliance with all directives of the Board.

(21) Committees

- i. The General Assembly and/or the Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

When chairperson is not present

- ii. A committee may elect a chairperson of its meetings, if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present, may choose one of their number to be chairperson of the meeting.

Questions arising at the meeting

- iii. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by majority of votes of the members present, and in the case of an equality of votes, the chairperson shall have a second or casting vote.

(22) Names of the various committees

- i. Budget and Finance Committee
- ii. Properties Committee
- iii. Missions Committee
- iv. Diaconal Committee
- v. Education and Credentials Committee

vi. **Monitoring and Evaluation Committee**

Other committees shall be created as and when the Board thinks it proper.

(23) Service of documents

A document may be served on the Church upon the Board Secretary or by sending it by registered post to the registered postal address of the Church in Uganda, or by leaving it at the registered office of the Church or by using any acceptable electronic means.

(24) Seal

The church shall adopt and use a metal common seal bearing the words **"Presbyterian Church in Uganda"**

The seal shall be kept securely under lock and key by the secretary.

The seal of the Church shall not be affixed to any document except by the authority of resolution of the Board and in the presence of the Secretary who should counter sign the instrument with a Director or in the absence of the Secretary another Director (second) must sign.

(25) Accounts

The Church shall keep up to date, and in proper business like manner , such account and such books as the Act requires and as the Board may from time to time direct, in particular , it shall keep the following books of accounts:-

- a) all sums of money received and expended by the Church and the matters in respect of which the receipt and expenditure takes places;
- b) all sales and purchases of goods by the Church;
- c) and the assets and liabilities of the Church;
- d) proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Church's affairs and to explain it's transactions.
- e) The books of accounts shall be at the registered office of the Church or, subject to section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

- f) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Church or any of them shall be open to the inspection of members not being Directors.

Balance Sheet

- g) A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Church in the General Meeting, together with a copy of the auditor's report be sent to the members twenty one days before the date of the meeting.

25) Audits

- (i) An auditor or auditors shall be appointed by the Board, but none of the following persons shall be qualified for appointment as auditors:-
- a) A Director or officer of the Church and
 - b) A person who is a partner of or in the employment of the Church.
- (ii) They shall perform the duties imposed upon the auditors as regulated in accordance with sections 159 to 162 of the Act.
- (iii) And for this purpose, they shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Church and shall be entitled to require from the Board and officers such information and explanations as may be necessary for the performance of the duties of the auditors.

(26) Repeal and Amendment of By-Laws

The Memorandum and Articles of Association may by special resolution passed by two third majority vote of the members present in person at a meeting be amended, repealed and/or revised wholly or in part.

(27). Finances and funding

- (i) The finances of the Church shall be derived from collections, voluntary contributions, donations, grants, fundraising and from any such sources as may be approved from time to time by the Board of Directors.

- (a) All the Church funds received from (i) above shall be banked on the church account in a Bank the Board shall by resolution determine. The account shall be called. **'Presbyterian church in Uganda'** the signatories to account shall be decided upon, as the Board shall deem it fit from time to time.

28 Winding up and /or Dissolution

If upon the winding up or dissolution of the of the Church there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall be given or transferred to some other institution or institutions having similar objects to the objects of the Church and like restrictions on the distribution of income and property among members.

No	Names, occupation and Postal address of subscribers	Signature of subscribers
1	Rev. Dr, Kefa Sempangi P.O. BOX 31270- Kampala Church Minister	
2	Rev Edward Kasaijja P.o Box 31270- Kampala (Church Minister)	
3.	Rev. James Yiga Kasubi Kampala P.O Box 31270- Kampala (Church Minister)	
4	Rev. Emmanuel Kiwanuka Zana Nfuufu Zone P.o Box 31270- Kampala (Church Minister)	

Dated this.....day of.....20.....

WITNESS OF THE ABOVE SIGNATURES

Name.....

Signature.....

Occupation.....

Postal Address.....