

CONSTITUTION OF ADVENTIST MERCY INITIATIVE (U) LIMITED

Arrangement of Articles

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CHAPTER I: ORGANISATION NAME, STRUCTURE & POWERS

Article 1. Name of the Organisation

The name of the Organization is Adventist Mercy Initiative (u) Limited.

Article 2. Interpretation of Terms

In this Constitution unless inconsistent with the context:

"Organization" means a legally constituted non-governmental organization as defined under the "non-governmental organizations Act 5 of 2016"

"Member" means an Individual or organization who/which has been admitted to membership of the Organization and whose membership has not been terminated and includes, where the context so requires, the representatives appointed by any such member in terms of section 7;

"Founding Officials" means the first officials of the Organization at registration.

Article 3. Status of the Organization

The Organization shall be an entity corporate with perpetual succession and shall, in its own name be capable of suing and being sued, of purchasing or otherwise acquiring, holding, or alienating property, movable or immovable and of doing any other act or thing which this Constitution requires or permits it to do, or which a body corporate may by law do.

Article 4. Objects

The objects of the Association are:

- a) To provide and improve Access to Health among the Children, the Youth, Men and Women, People with Special Needs (PSNs) living in Uganda as Refugees and/or Internally Displaced Persons through ministering Medical Examination and Treatment, conducting health awareness campaigns, water and sanitation, food and Nutrition, campaign against drug abuse and providing psychosocial services among others.
- b) To proclaim the Everlasting Gospel to all Nations, Kindreds and People through teaching, training and discipling.
- c) To Link African Youths and American Youths globally in Service of God.
- d) To improve livelihoods among the most vulnerable population of the Refugees and/or other Internally Displaced Persons within Uganda and the Host Communities through provision of basic requirements like food, blankets, pieces of clothes, emergency shelter, promoting entrepreneurship skills and sustainable Agriculture etc.
- e) To act as consultants on the plight of children, youth, women and other marginalized groups within Uganda in the Refugee and Host Communities Context.
- f) To provide up to-date Research Findings, Publications and to act as an

Information Resource Centre on the Refugees and other Persons of Concern (POCs) living in Uganda as well as the Host Communities.

- g) To sponsor Christian Education through scholarships to the most vulnerable children and youth within the Organization's area of operation thereby furthering literacy and numeracy within the Refugee and Host Communities.
- h) To provide tailored professional training programs/courses which are geared towards the specific needs of the Refugees or Displaced Persons within Uganda.
- i) To affiliate or associate as the organization may think fit with anybody or organization whether in Uganda or abroad whose interests and/or objects are similar, related or complimentary to those of the organization.
- j) To accept gifts, grants, bequests and donations from any person, body, organization, or government and to utilize such gifts or bequests and donations, in connection with or to further the objects of the organization.
- k) To make rules and regulations for the furtherance of the objects of the organization and the conduct of its affairs.
- l) To create opportunities for employment for all persons including in service so enabling them to make a positive contribution to the society and to develop self-esteem and reliance.
- m) To formulate an appropriate code of conduct and encourage professionalism amongst members.
- n) To purchase or otherwise acquire lands, houses, offices, workshops, buildings, premises and other properties for the purpose it's trade or business.
- o) To enter into partnership or any other arrangement for sharing its union of interest, co-operation, reciprocal concerns in or otherwise with any person or persons, firm or firms, or organization or corporation carrying on or engaged in or about to carry or engage in any business or transaction which may seem to the organization capable of being conveniently carried on in connection with the above and is calculated directly or indirectly to enhance the value of or render profitable any of the organization's property and/or whereby the organization would benefit.
- p) To enter any arrangement with any Government authorities (central, municipal, local or otherwise) or any corporation, companies, or persons that may seem conducive to the organization's objects, or any of them and to obtain from any government authority, corporation, organization or persons any charters, contracts, decrees, rights, privileges and concessions.
- q) To be interested in, promote or undertake the formation and establishment of such institutions, business or companies (industrial, agricultural, trading, manufacturing, or otherwise) capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly to render any of the organization's property or rights for the time being profitable; and also to acquire, promote, and foster, subsidize or acquire interests in any industrial undertaking in any country or countries whatsoever.
- 5. To apply for, purchase, lease or otherwise acquire any license, trademark, designs, easements, concessions, and the like, conferring an exclusive or non-exclusive or

limited information as to any invention which may seem capable of being used for any of the purpose of the organization or the acquisition of which may seem calculated directly or indirectly to benefit the organization and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account the property rights or information so acquired.

- T. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or organization carrying on or proposing to carry on any of the business which this organization is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or organization or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation, or for limiting competition or for mutual assistance with any such person, firm or organization and to give and accept by way of consideration for any of the acts or things aforesaid or property acquired, any share, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- U. To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the organization.
- V. To place or deposit with any banks for any period of time the monies not required for the immediate use of the organization and to invest the same in approved and sound securities and to take or acquire shares and securities in any other organization and to sell and realize such securities when necessary and to lend on real or personal property or approved securities as well as on the organization's policies extinguishing or obtaining the release from any policy, contract or liability.
- W. To borrow, raise or secure the payment of money in such manner as the organization shall think fit and by the issue of debentures or debenture stock, perpetual or otherwise, charged upon any of the organization's property both present and future, including its uncalled capital, and to purchase, retain or pay off any such security.
- X. To secure and guarantee by mortgage, charge, lien, or otherwise, the performance by the organization of any obligation or liability it may undertake.
- Y. To procure the organization to be registered in any territory, place and in any foreign country or place.
 - Z. To remunerate any person, firm or organization rendering services to this organization either by cash payment or allotment to him or them shares or securities of the organization credited as paid up in full or in part or otherwise as may be thought expedient.
 - AA. To make donations to such persons and in such cases and either in cash or other assets as the organization may think directly or indirectly conducive to any of its objects or otherwise expedient.
 - BB. To do anything else which in the opinion of the Executive Committee is capable or conducive to the carrying out of the above and any other

objects of the organization.

- CC. To organize and hold seminars, lectures, courses and workshops for the better understanding of the plight of Children, Women and other marginalized people in Uganda.
- DD. To adopt such means of making known the activities and services of the organization as it may deem expedient, and in particular through printing and publishing of pamphlets, articles, newspapers, periodicals, books or leaflets that the organization may think desirable for the promotion of its objects.
- EE. To apply to any National bodies, international bodies, governments or authorities, public organizations, corporations, companies, or persons for and to accept grants of money and of land, donations, gifts, subscriptions, and other assistance with a view to promoting the objects of the organization.
- FF. To grant donations, gratuities, pensions, allowances, benefits or endowments to any persons (including officers of the organization) who are or shall have been at any time in the employment or service of the organization and the wives, widows, families or dependants or any such persons and to make payments as aforesaid;
- GG. To have and cause the Organization to be registered in accordance with the laws and regulations regarding the Non-Governmental Organizations in Uganda.
- HH. To do all such things as are incidental or maybe thought conducive to the attainment of all or any of the above objectives.
- II. The objects of the Organization are charitable and shall not be profit oriented.

Article 5. Powers of the Organization

- (a) to institute or defend, or to assist in the institutional defense of, any legal proceedings the outcome whereof may affect the interests of the Organization or its Members, or where a matter of principle affecting Members is involved.
- (b) to acquire, either by purchase, lease or otherwise, any property, movable or immovable, corporeal, or incorporeal and to sell, let, mortgage, or otherwise deal with or dispose of any such property.
- (a) to procure services from and contract with all necessary professionals for the conception, implementation, management, and termination of any initiative undertaken under any and or all the objectives set out in the constitution for the time being in force in the Association.
- (e) To borrow or raise upon such terms and on such security as the Organization shall deem fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge or lien upon the whole or any part of the property and assets of the Association, both present and future.
- (e) To draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, cheques, warrants, guarantees and other

negotiable and transferable instruments.

- (f) To remunerate any person, firm, or company for services rendered or to be rendered in assisting the formation or promotion of the Association or the conduct of its business either by payment in cash or other acknowledged settlement of consideration.
- (g) To adopt such means of making known the objects and or activities for the Association as may seem expedient and by advertising in the press or radio, television, or film, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, awards and donations.
- (h) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, clubs and conveniences calculated to benefit members, employees and ex-employees of the Organization or dependents, relations and other connections of such persons, and to grant pensions gratuities and allowances and to make payments towards insurance, pension schemes for the purchase of equity by trustees to be held for their benefit.
- (i) To subscribe or contribute to any charitable, benevolent, or useful object of public character the support of which will in the opinion of the Board Members be beneficial or conducive or incidental to the attainment of the Organization's objects, or increase its repute or popularity among its members, employees, and the public.

PART II: MEMBERSHIP

Article 6 ADMISSION

The organization shall have the following categories of members

- (a) Founder members who shall be the signatories to this Memorandum and Articles of Association.
- (b) Institutional membership which shall be open to any institution of learning in Uganda.
- (c) The organization shall consist of Honorary Fellows, Fellows, Associates, Ordinary Members and Student Members who shall have such qualifications and be elected in such manner and have such rights and privileges as the Articles of Association for the time being of the organization (herein after referred as "the Articles") shall prescribe.
- (d) Organization membership which shall be open to any individual interested or involved in running an organization of women, orphans, people with disabilities, charitable organization and people interested in education or other matters relevant to the advancement of knowledge about Refugees or Internally Displaced Persons and the Host Communities within Uganda.
- (e) Corporate membership which shall be open to any organization or group of persons wishing to donate to The Organization and to take

part in the activities of the Organization and work hand in hand with it.

Article 7: Qualification for Membership

- a) A person shall qualify for membership if:
 - i) He/she is of sound mind
 - ii) He/she is of or above eighteen years of age.
 - iii) He/she subscribes to the objectives of the organization.
- b) A person shall not become a member unless he/she is qualified as prescribed in clause (a) above and has been elected a member of the organization by Executive Committee after applying for such membership according to the procedure to be laid down by the same Committee.
- c) A person or organization eligible for membership shall apply to the Organization in writing on such form as may from time to time be prescribed by the secretariat.
- d) The Executive Committee shall consider and decide on all applications for membership.
- e) The secretariat shall notify each member admitted and provide to such admitted member a copy of the constitution of the organization at his/her own cost.

Article 8. Duties of Members

- (a) Comply with the provisions of this Constitution and the Resolutions of the Executive Committee.
- (b) Promote, develop, implement, and protect the interests of the organization.
- (c) Meet all obligations as shall from time to time be determined by the organization.
- (d) Do such work as shall be assigned to him/her by the Executive Committee.

Article 9 Cessation of Membership.

A person shall cease to be a member of the organization if he/she:

- a) Dies
- b) Resigns
- c) Is certified to be of unsound mind by a recognized medical practitioner.
- d) Is expelled from the organization.
- e) Is in Breach of the Constitution of the Organization in fundamental manner in the opinion of the Executive Committee.
- f) Display of conduct detrimental to the Organization's objectives.

- g) Failure to attend, without prior notice, at least one third (1/3) of the meetings in a year.
- h) The Executive Committee may terminate for good cause the membership of any member in question if she or he has been given two written warnings prior to termination, without compliance.
- i) The Executive Committee shall at its discretion be at liberty to reconsider and readmit any person who had ceased to be a member.

PROVIDED always that a member shall not be expelled unless he/she has been given written warning by the Executive Committee.

Article 10. Registration of Members

The Secretary shall keep a register in which will be recorded in respect of every Member:-

- a) the name and address of the Member.
- a) the name and address of the representative or representatives appointed by the Member in terms of Section 7;
- b) the amount paid by the Member as annual subscription and the periods in which any such payment relates.

Article 11 Voluntary Resignation from Membership.

- a) Any member may resign its membership to the organization.
- b) Any member who wishes to resign from the Organization shall give notice in writing of the intention to do so to the Executive Committee at least one (1) month in advance.
- c) The Executive shall upon receiving such letter of resignation acknowledge receipt thereof in writing to the member and shall if the member in question has no mandatory obligations due to the organization accept the resignation in writing.
- d) A member shall be obliged to meet all its outstanding obligations and liabilities to the entity if any before acceptance of his/her resignation.

Article 12. Re-Admission of Members.

- a) A member who either voluntarily resigned or whose membership was terminated shall reserve the right to apply to the Executive Committee for re-admission to the entity as a member upon expiration of one year.
- b) An application for re-admission to membership shall contain reasonable grounds for re-admission and reiteration of commitment by the respective member to the objectives of the entity and adherence to the constitution.
- c) The Application shall be treated on merit and thereafter the member re-admitted.
- d) A member whose membership is terminated on a record 3(three) times and has applied to be and has been re-admitted on the 3(three) occasions

for whatever reason, shall not be re-admitted as a member of the Organization a fourth (4th) time.

PART III – ORGANS, OFFICE BEARERS, AND OFFICIALS

Article 13 Organs Of The Organization.

The major organs of the organization shall be:

- a) The Board of Directors
- b) The Executive Committee
- c) The General Assembly

BOARD OF DIRECTORS

Article 14. The Chairman Board of Directors.

- a) The Chairman of the Board of Directors shall be elected by the Association at its Annual General Meeting from among the Members of the Organization and shall hold office for the period of five years, provided that the Chairman shall always be eligible for re-election for a subsequent term or terms.
- b) The Chairman shall preside over all Meetings of the Board of Directors and all General Meetings of the Organization at which he is present. The Chairman shall have the same powers as those granted to the Executive Committee under this constitution.
- c) In the event of a conflict between the decision of the Executive Committee and that of the Chairman, the decision of the Chairman shall prevail.
- d) The Chairman shall enforce observance of this Constitution and the Rules and shall generally exercise supervision over the affairs of the Organization.
- e) The Chairman may at any time if he deems fit constitute (and dissolve) an Advisory Board to make recommendations on any matters affecting the Association and its members. The recommendations of the Advisory Board are however not binding on the Chairman or Organization.

Article 15. The Vice-Chairman

- a) A Vice-Chairman shall be elected by the Organization at its Annual General Meeting from among the Members of the Organization and shall hold office for the period of five years, provided that the Vice- Chairman shall always be eligible for re-election.
- b) The Vice-Chairman of the Organization shall be the Executive Director who shall have executive powers for the day-to-day activities of the Organization and shall be the principal officer of the Organization.
- c) The Vice Chairman/Executive Director Shall have the power to preside over all executive committee meetings.
- d) The powers and duties of the Chairman shall, in his absence, be assumed by the Vice-Chairman and, in the absence of both the Chairman and the Vice-Chairman, such person as may be appointed in terms of Article 15 below.

Article 16. Acting Chairman

- a) If at any time the Chairman is unable to exercise his powers and perform his

duties and the Vice-Chairman is unable to assume his powers and duties, the Executive Committee shall appoint from its number an Acting Chairman who shall assume those powers.

- b) An Acting Chairman appointed in terms of sub-section 15 (a) shall cease to exercise the powers and perform the duties of Chairman as soon as the Chairman or Vice-Chairman is able to resume those powers.

Article 17. The Secretary

- a) The Executive Committee shall appoint a Secretary to the Organization on such terms and conditions as it may think fit and the Secretary may be any Member and may be a full-time employee of the Organization.
- b) Notwithstanding anything contained in the terms and conditions referred to in sub-section 16 (a), if in the opinion of the Executive Committee, the Secretary is guilty of neglect of duty, negligence, or misconduct, he/she may be summarily dismissed by the Executive Committee.
- c) The Secretary shall be responsible to the Vice Chairman/ Executive Director for the proper performance of all such duties as may be incumbent upon him/her under this Constitution or by the Rules, or which may be allocated to him by the Vice-Chairman/Executive Director in terms of his contract of service.
- d) The Secretary shall keep a register of the members of the Association. Any member of the Association may inspect the register of members and books of account at any time during reasonable working hours.

Article 18 The Treasurer

- a) The Treasurer shall be elected by the Organization at its Annual General Meeting from among the Members of the Organization and shall hold office for the period of five years, provided that the Treasurer shall always be eligible for re-election.
- b) The Treasurer shall be responsible to the Executive Committee through the Vice Chairman for the proper performance of all such duties as may be incumbent upon him/her under this Constitution or by the Rules, or which may be allocated to him/her by the Vice-Chairman on behalf of the Executive Committee.
- c) The Treasurer shall be responsible for the Organization's record keeping of all financial transactions in its Books of Accounts including but not limited thereto; receipt of all Organization's funds, the safe keeping of all funds received by the Association, the disbursement of all Organization funds.
- d) The Treasurer shall be the Custodian of the Books of Accounts and Audit Reports on behalf of the members of the Organization. Any member of the Organization may inspect the Books of Account or Audit Reports at any time during reasonable working hours.
- e) The Treasurer shall always conduct the affairs of his office in the best interests of the Organization.

PART IV – EXECUTIVE COMMITTEE

Article 19. The Executive Committee

- a) The executive powers and overall management and control of the Organization shall be vested in the Executive Committee.
- b) The Executive Committee shall consist of –
 - (i) the Vice-Chairman/Executive Director
 - (ii) the Secretary.
 - (iii) the Treasurer:
- c) in addition to the provisions of Article 19 (b) one member shall be elected by the Organization at its annual general meeting and such member shall hold office for the period of five (5) years.
- d) Where a member of the Executive Committee dies, resigns or for any other reason is no longer able to serve on the Executive Committee, the Executive Committee may appoint another person from among Members to fill the vacancy thus created and the person so appointed shall hold office for the unexpired portion of the term of office of the original member.
- e) The Secretary of the Executive Committee shall be the Secretary appointed in terms of Article 17. The Secretary shall keep minutes of all meetings of the Executive Committee.
- f) The Executive Committee shall meet at such time as it may determine, but in any case, not less than twice in a calendar year.
- g) The Executive Committee may from time to time appoint such Committees or Sub-Committees as it may think fit and may delegate any of its powers to such Committees or Sub-Committees.
- h) The Executive Committee shall have the power to review any decision or action of a Committee or Sub-Committee, office bearer or official of the Association and to confirm, vary or reverse any such decision or to ratify or, subject to law, to renounce any such decision.
- i) The Executive Committee shall have due regard to the interests of all Members.
- j) Meetings of the Executive Committee and of any Committees or Sub-Committees of the Association shall be held in accordance with the procedures established from time to time by the Executive Committee.
- k) Decisions of the Executive Committee shall be made by a majority vote of those members.

Article 20 Organization Attorney/Advocate.

- a) The organization shall retain a Lawyer/Advocate duly authorized to practice law in Uganda who shall handle all legal matters relating to the organization and his/her remuneration shall be determined by the executive committee from time to time.

THE GENERAL ASSEMBLY

Article 21 Annual General Meeting

The organization shall each year hold a meeting as its Annual General meeting to be known as the “General Assembly” and this shall be specified in the notice calling the same.

- (a) The Secretary General shall circulate the notice of the meeting and the agenda one month before the meeting.

- (b) Determination of any issue at the General Assembly shall be by a simple majority vote of the full members present in person and no proxies shall be allowed.
- (c) The quorum at any General Assembly shall be one half (1/2) of the total full membership of the Organization.
- (d) The Annual General Meeting or General Assembly shall take place at such places and at such times and dates as the Executive Committee may appoint.
- (e) Subject to the provisions of this Constitution, the General Assembly may regulate its own procedure.

Article 22 Extra Ordinary General Assembly.

An Extra-Ordinary meeting of the General Assembly to conduct urgent business may be convened by:

- a) The Executive Committee at its own initiative
- b) Chairman Board of Directors upon a petition to that effect being filed by one third (1/3) of the fully registered members of the organization.
- c) The quorum at an Extra-Ordinary General Meeting shall be one third (1/3) of the fully members of the organization.
- d) Subject to the provisions of this Constitution, the Extra-Ordinary General Assembly may regulate its own procedure.

Article 23 Functions of the General Assembly.

- (a) Receiving and approving reports from the Executive Committee on the activities of the organization for the previous year.
- (b) Receiving annual reports on Projects of the Organization.
- (c) Receiving and approving audited financial reports from the Treasurer.
- (d) Deliberating on any issue which may be raised by members.
- (e) The mandate of the General Assembly shall be upheld by the President and the Executive Committee
- (f) Any other function which is in the interest of the Organization.

Article 24 Attendance of The General Assembly.

The annual General Assembly shall be attended by:

- a) Chairman Board of Directors
- b) Members of the Executive Committee.
- c) Members of the Organization.
- d) Persons and organizations who/which share the same aspirations with and are sympathetic to the aims and objectives of the organization at the invitation of the President **PROVIDED** that this category shall not have a right to vote.

Article 25 Notices of Meetings.

- a) Notice of every annual general meeting and all general meetings shall be given to the members at their registered addresses as appearing in the register at least 30 clear days prior to the date of the meeting. Such notice shall specify the nature of the business to be transacted there at.
- b) Any member desiring to propose a resolution upon any subject other than those specified in the notice mentioned in the last paragraph shall give 14 clear days' notice of the same in writing to the Secretary General Provided that if such a resolution is a special or extra ordinary resolution or one, which would affect the constitution of the organization, then not less than 21 days' notice in writing of such resolution shall be required.
- c) A copy of every notice given as required by the foregoing paragraph shall be sent to every voting member at least 14 days before the annual general meeting.

Article 26 Voting

- a) Each Member shall be entitled to one vote at a General Meeting of the Organization.
- b) If, within fifteen minutes of the time fixed for any General Meeting a Quorum is not present, the meeting shall stand adjourned to the same day of the next week, or, if that day is a public holiday, to the next succeeding day that is not a public holiday. At such adjourned meeting, the members present shall form a quorum.
- c) Every decision of a General Meeting shall be by Resolution passed by majority of the votes of the Members present and voting at such Meeting. Voting shall be by a show of hands or acclamation Provided that in the event the show of hands or acclamation is disputed the matter shall be determined by way of queue voting with the Secretary of the Organization counting the votes and announcing the results. In the absence of the Secretary the Chairman shall appoint a returning officer, which may include the Chairman himself, to tally the queue voting.
- d) Every decision of the Executive Committee and of every Committee or Sub-Committee of the Association shall be by Resolution passed by a majority of the votes of the members present and voting at a meeting of the said Committee or any such Sub-Committee. Voting shall be by a show of hands unless the Chairman or other person presiding considers that any question should be determined by ballot.
- e) No person shall vote by proxy except for the purpose of the election of members to office in the Organization. Any Member wishing to vote at any such election by proxy shall give ten (10) clear days' notice to the Secretary identifying the member who will act as his proxy: Any unreturned proxies at such election shall revert to the Chairman. Provided that the Chairman may for any good and sufficient reason waive the necessity for such notice.
- f) Where any matter is to be determined by vote, every member entitled to vote shall be entitled to cast the votes ascribed to such member provided that the Chairman, Vice-Chairman, or other member presiding at a Meeting of the Executive Committee or any Sub-Committee of the Organization or at a General

Meeting shall have a casting vote in addition to a deliberative vote while so presiding.

PART V – FINANCE

Article 27. Organization Funds

1. The Executive Committee may maintain a fund which shall derive its revenue from –
 - a) Appeals and donations from the development communities.
 - b) Self-reliance programs and projects.
 - c) Social research duties.
 - d) Charity causes.
 - e) Fundraising
 - f) Sister NGOs worldwide or through any other method that is conducive to the attainment of the objects of Adeventist Mercy Initiative (U) Limited
 - g) any other revenue accruing to the Organization.
2. The funds of the Organization may be applied –
 - a) to the payment of administrative expenses of the Association including payment to the management company of the Organization.
 - b) to the acquisition of property on behalf of the Organization.
 - c) to the payment of legal and other professional expenses on behalf of the Organization.
 - d) to such other purposes in the furtherance of the Association's objects as may be determined by the Executive Committee, provided, however, that such funds shall not be used for political purposes: -
 - e) honoraria and\or remuneration to Executive Committee, Organization officials and advisory board.
 - f) To meet any unusual or unexpected expenditure necessarily incurred or to be incurred on behalf of the Association, the Chairman may impose on each member a levy not exceeding in each case, the current annual subscription payable by that member.

Article 28. Banking Account

- a) Bank Account(s) of the organization shall be opened with any Bank, or such other financial institutions as may be decided by the Executive Committee.
- b) Except as may be otherwise authorized by the General Assembly, all documents, contracts, cheques, and negotiable instruments shall be signed by any two of the following persons:
 - I. The Chairman Board of Directors.
 - II. Vice Chairman/Executive Director.
 - III. The Treasurer.
- c) All monies received by a member of the Executive Committee, or other office bearer or official of the Organization on behalf of the Organization, shall be paid as soon as possible into the account referred to in (b).

Article 29. Books of Account

- a) The yearly accounts shall be closed on the 31st December. The accounts shall be audited, printed and copies shall be provided to all the members at least one week prior to the Annual general Meeting.
- b) The Auditor of the Organization shall be appointed at every annual General Meeting to hold office until the next annual general meeting and his appointment, remuneration, rights and duties shall be provided for by the Executive committee.
- c) The organization's books of account shall also be audited by an External Auditor from time to time and all Donors and benefactors shall have access to the said books of accounts at such times as they may desire to inspect them.

Article 30 The Seal

- a) There shall be a seal, the design of which shall be approved by the Executive Committee.
- b) The seal shall be kept by the Secretary of the organization and shall be used to authenticate the official documents of the organization or documents to which the organization is party by its duly authorized officers.

PART VI – GENERAL

Article 31. Dissolution of the Organization

- a) The Organization shall stand dissolved if a motion duly proposed by a full member at a meeting of the General Assembly to that effect is passed by two thirds (2/3) majority of the members present and voting. PROVIDED that the proposal to move such a motion shall have been included in the agenda for the meeting.
- b) In the event of dissolution and after settlement of the liability of the Organization, the General Assembly shall appoint a Caretaker Committee to dispose of the assets of the organization in a manner to be determined by the General Assembly.

Article 32 Dispute Resolution.

- a) Any dispute arising out of the interpretation of this Constitution which cannot be settled by the Executive Committee, or the General Assembly shall be referred to a group of five (5) competent and eminent persons to be appointed by the General Assembly on the recommendation of the Organization's Advocate/Attorney.

Article 33 Amendments to Constitution

- a) A member wishing to propose an amendment to this Constitution shall give notice of such proposal by sending it to the Secretary General of the organization at least two months before the meeting of the General Assembly, giving details of the proposed Amendments.
- b) On receipt of such a proposal, the Secretary General shall circulate copies of the same to all members.

- c) An amendment shall be affected by a majority vote of two thirds (2/3) of the members present and voting.

CONSTITUTION APPROVED BY THE MEMBER ON THE 21ST DAY JULY 2023.