THE REPUBLIC OF UGANDA

**THE COMPANIES ACT 1 OF 2012**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL**

**MEMORANDUM**

#### AND

**ARTICLES OF ASSOCIATION**

**OF**

THE FUTURE IS TODAY FOUNDATION

(FTF)

*Registered this…………………day of…………………… 2017.*

THE REPUBLIC OF UGANDA

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**OF**

THE FUTURE IS TODAY FOUNDATION

(FTF)

1. The name of the Company is *THE FUTURE IS TODAY FOUNDATION (FTF)* hereinafter referred to as the Company.
2. The registered office of the Company will be situated in Kampala, Uganda.

3. Our mission

Our mission at ***THE FUTURE IS TODAY FOUNDATION (FTF)*** is to provide a safe haven for **refugee children** in a loving and nurturing home environment.

**Our goal**

1. Our goal is to provide each child with access to education, medical and mental health services, independent living skills, and all the tools necessary for success.
2. Upon arrival to the home, we guide **refugee children** through the registration process at the UNHCR office in Uganda in order for them to become asylum-seekers and possibly obtain resettlement in a third country.

4. The Objects for which the Company is established are:-

1. To support **refugee children** with physical and emotional wellbeing.
2. To support **refugee children** by offering mental, emotional, and physical health needs.
3. To provide happiness to **refugee children** through providing them with ability to engage and develop socially, physically, spiritually, and emotionally with their peers, family, and community.
4. To facilitate **refugee children** with networking and information sharing:
5. To facilitate a two-way sharing of accurate, honest, age-appropriate, and context-specific information with **refugee children** through channels and structures that are easily accessible.
6. To help refuge children to network in order to share information among themselves.
7. To reinforce **refugee children** as connectors across boundaries which will in turn reinforce and utilize young refugees’ abilities to build connections and relationships across social, cultural, linguistic, political, and other boundaries.
8. Tohelp **refugee children** who arrive in Uganda so that they may initiate the process for registration as refugees and final settlement in Uganda.
9. To enable **refugee children** to access **United Nations High Commissioner for Refugees Protection Officer (UNHCR PO)**
10. To help **refugee children** who do not have other options to get off from the streets where they are vulnerable to prostitution, violence and, in some cases, death.
11. To help **refugee children** get to realize their future and Hope through providing education.
12. To partner with other Non-governmental Organisations and government institutions such as Office of The Prime Minster to better assist in dealing with **refugee children**.
13. To do all such other things as may be deemed necessary, desirable or incidental and conducive to the attainment of the above objectives or any of them.

**AND IT IS HEREBY DECLARED** that in the interpretation of the objects clause, the meaning of the company’s objects shall not be restricted by reference to any object or by the juxtaposition of two or more objects or the name of the company, and the objects specified in each of the paragraphs of this clause shall, unless otherwise provided be regarded as independent objects and be given the widest interpretation possible and in case of ambiguity this clause shall be constructed in such a way as to widen and not to restrict the powers of the company.

**LIABILTIES AND ASSETS OF THE COMPANY**

* 1. The liability of the members is limited.
  2. The profits if any, or other income of the company whatsoever and howsoever acquired shall be applied solely towards the promotion of the objects of the company as set out in this document. The payment of dividends to members of the company is prohibited. Nothing shall prevent the payment in good faith of remuneration to any employee, services provider, agent, consultant, and advisor or to any member of a group or to any person in return for services rendered to the company.
  3. In the case of winding up or ceasing of operations of the company, whatever property remains after satisfaction of all its debts and liabilities whatsoever shall be given or transferred to anybody or institution having wholly or partly similar objects in accordance with the wishes and desires of the bona fide donors or contributories of the company’s funds provided that the managing or controlling organ of the company for the time being exercising such control shall have the power to determine the recipient body/bodies or institutions aforesaid.

We the several persons whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance of this Memorandum of Association.

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Name** | **Description** | **Signature** |
|  | MR. Aime Kalangwa  306 NW 74 Way Plantation Fl 33317 | Chairperson, Executive Director of the Company and Founder |  |
|  | MR. TANDEKA EMMANUEL  M/S PAUL BYARUHANGA ADVOCATES Millennium Plaza  Plot 69 Spring Road Bugolobi  2nd Floor Room 24E-3  P.O.BOX 6491  KAMPALA | Lawyer and Secretary to the board |  |
|  | MRS. MARY JANE BIIRA  WAKISO TOWN COUNCIL, WAKISO DISTRICT | Psychological counselling and a researcher.  Director of Education |  |

All of Kampala, Uganda DATED at Kampala this\_\_\_\_\_\_\_\_\_\_\_\_ day of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2017

**WITNESS TO THE ABOVE SIGNATURES:**

Signature : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name In Full : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Postal Address : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Occupation : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. **MEMBERSHIP OF THE COMPANY**

3.1 The subscribers to the Memorandum and Articles of Association shall be the Members of the Company.

3.2 The members may by resolution of the Annual General Meeting admit other persons to become members of the Company as they may deem fit and appropriate.

3.3 The members may by resolution of the Annual General Meeting admit other persons as associate members by virtue of their interests in promoting the objectives and interests of the Company.

1. **DUTIES AND RIGHTS OF MEMBERS**
   1. Amember of the company shall have the following duties and rights:
      1. Duty to promote the vision, mission and objectives of the company as from time to time set forth.
      2. Duty to defend and protect the assets, property and interests of the company.
      3. Duty to uphold and promote the values of the company and support its programmes designed to achieve its objectives.
      4. The right to participate and vote at the Annual General Meeting of the company.
      5. The right to compete for substantive positions of employment within the company provided that such a member meets the minimum qualification specification for such positions.
2. **ORGANIZATIONAL STRUCTURE AND GOVERNANCE OF THE COMPANY**

The company shall have the following governance structures:

1. Annual General Meeting (AGM)
2. Board of Directors
3. Secretariat
4. **ANNUAL GENERAL MEETING**
   1. There shall be an Annual General Meeting (AGM) comprised of the members of the company and shall be the supreme decision making organ of the Company.
   2. The Annual General Meeting shall meet once every financial year of the company provided that extra ordinary Annual General Meetings may be held at any time during the financial years if deemed necessary by the Chairperson or upon a petition to the Chairpersonby at least 50% of themembers.
   3. The Annual General Meeting shall have the following powers and responsibilities:
      1. Appointment of the board of directors.
      2. Appointment of the executive director based upon the recommendations of the board of directors.
      3. Approval of the strategic and business plan of the company as referred to it by the board of directors by resolution.
      4. Consideration and approval of the annual budget of the company as referred to it by the board of the directors by resolution.
      5. Approval of the audited accounts of the company.
   4. The Annual General Meeting shall adopt rules and procedures governing the conduct of its meetings and the order of business at its meetings.
   5. For the avoidance of doubt, the first Annual General Meeting shall be convened by the founding subscribers and conducted in accordance with the rules agreed upon by the subscribers for the purposes of the first Annual General Meeting.
   6. The officers of the Annual General Meeting shall be the chairperson and the secretary who shall be elected at the Annual General Meeting and shall serve for a period of three years and may be eligible for re-election.
   7. The chairperson of the general assembly shall preside at all Annual General Meetings provided that in the case of absence or incapacity to perform the duty of presiding over the meeting, the Annual General Meeting may elect any other person among its members to chair the AGM.
5. **THE BOARD OF DIRECTORS**
   1. There shall be a Board of Directors of the Company appointed by the Annual General Meeting and not exceeding 7 members or such a number as the Annual General Meeting may from time to time determine by resolution.
   2. The Board shall have a Chairperson and other officials as it may determine from time to time.
   3. The Executive Director of the Company shall be an ex-officio member and Secretary to the Board of Directors.
   4. The Executive Director of the Company shall have the following powers and responsibilities.
      1. Consideration and approval of the organizational structure of the Secretariat.
      2. Consideration and approval of the strategic and business plan of the company to be presented to the Annual General Meeting.
      3. Consideration and approval of the annual budget of the organization to be presented to the Annual General Meeting.
      4. Appointment of auditors of the Company.
      5. Recruitment and approval of all senior staff of the organization other than the Executive Director.
      6. Supporting the fundraising efforts of the Company.
      7. Consideration and approval of the governance instruments of the company including policies governing personnel, finance and other areas of governance and management.
   5. The Board of Directors shall hold not less than 2 meetings every year provide that nothing shall stop the board from holding more meetings as the business of the organization may require.
   6. A member of the Board of Directors shall be appointed for a period of not more than 3 years provided that any member shall be eligible for reappointment.
   7. For the avoidance of doubt, the annual general meeting shall issue the instrument of appointment to the board signed by the Chairperson and the secretary stipulating the duration and period for which such a member has been appointed.
   8. For the avoidance of doubt, the board shall develop and adopt rules and procedures to govern its meetings provided that such rules and procedures shall be presented to the Annual General Meeting for consideration and approval before their entry into force.
6. **THE SECERETARIAT**
   1. There shall be a Secretariat of the Company which shall be responsible for the day to day operations of the company and al its programmes.
   2. The secretariat shall be comprised of the Executive Director and such other officers and persons as the board of directors may determine.
   3. Subject to the Memorandum and Articles of Association and any such other directions issued by the board, the secretariat shall have responsibility for the initiation, design and implementation of CEWIGO’s work programme consistent with the objectives herein set forth.
   4. The executive Director shall be the Head of the secretariat, and as such shall:
      1. Be responsible to the board for the effective governance of **FTF** and all its programmes and activities.
      2. Co-ordinate and supervise all programmes and activities of **FTF** and provide a detailed report of the Secretariat to the board at each of its meetings.
      3. Prepare and submit periodic reports to the board and through the board to the Annual General Meeting.
      4. Be the accounting officer of the company and as such ensure that the assets, funds and all properties of the company aremanaged in accordance with modern principles of management and governance.
      5. Advise the board on the recruitment of staff necessary for the efficient operations of the Secretariat.
      6. Be a principal signatory to all the bank accounts and other financial transactions of the organization.
      7. Undertake any such other responsibilities as the board may direct or as may be required by the nature of the office of the Executive Director.
7. **FINANCIAL PROVISIONS AND RELATED MATTERS**
   1. The financial year of the company shall run from January to December 31.
   2. Without prejudice to paragraph 8, 4, 6, the board shall by resolution determine the signatories to the bank accounts and other financial transactions of the company.
   3. There shall be at least not less than two signatories for the bank accounts and other related transactions of the company.
   4. The board shall ensure the development and adoption of appropriate financial policies and procedures to govern the finances and related financial operations of the company.
8. **TRANSITIONAL PROVISIONS**
9. Upon the adoption of these Memorandum and Articles of Association, all the legitimate decisions taken by the members or the board in accordance with the previous constituting documents shall be deemed to have been taken in conformity with these Memorandum and Articles of Association.
10. **THE SEAL**
    1. The Board of Directors shall provide the seal and its custody and it shall only be used at their authority.
    2. Any official document where the seal of the Company is affixed shall be endorsed by the Executive Director and the Secretary to the board.

**Background of the Future is Today Foundation (FTF)**

**Everyday Hope** has been a project informally operating in Uganda for four years since 2012 in support of Unaccompanied Refugee Minors. Its operations have been with support from the proceeds of a former Unaccompanied Minor who has been resettled to the US. Since its inception….. Unaccompanied Minors have been supported with housing and school fees. The work of the Project as it has been called have been recognized and as a result some funding has been secured to scale up its work. The funding for the upcoming project will provide approximately $25,000 towards building, infrastructure, and set up of operations. With this funding, we strive to provide a safe haven for vulnerable **refugee children** seeking a home to settled in, food and a proper education.

Given the growth of the project, it is required that it gets registered formerly with a new name; ***THE FUTURE IS TODAY FOUNDATION* (FTF)**. The Organization shall support Unaccompanied Refugee Minors below the age of 18. Your support is key to our success and it will enable us to effectively implement our ideas to reach a common goal to help and assist **refugee children** in need.

The purpose of this letter is to request for your recommendation to register the Organization ***THE FUTURE IS TODAY FOUNDATION (FTF)*** with the relevant authorities in Uganda. Attached is the project document, a brief biography about the founder. We look forward to your partnership in our efforts to build a community of **refugee children**.

Sincerely,

***Aime Kalangwa***

Chairperson, Executive Director of the Company and Founder January 26th, 2017

**BACKGROUND OF THE FOUNDER**

***THE FUTURE IS TODAY FOUNDATION***’s vision for this project began with an encounter with former refugee and now US Citizen ***Aime Kalangwa*** in Fort Lauderdale, US. Aime is a former refugee from the Democratic Republic of Congo and he had been living in the United States since 2011. Aime was an asylum seeker living as a refugee in Uganda for three years when he was resettled to the United States and provided with a foster home and an education.

Aime lost his parents when he was 14 years old to rebels who targeted his father. The father was a government soldier and the rebels were seeking confidential government information from him. Aime watched the rebels torture and murder his father before turning to each family member who were killed one by one each passing day. Eventually, he would lose both his parents, three sisters, and five brothers during this time. The family would only survive Aime and his younger brother.

As they fled the village they lived in and walking the jungle for weeks, they made their way to Uganda. Not knowing the language, being sick, hungry, hopeless with no friends and family, they soon became one of the many children that roam around homeless through the city of Kampala. Ultimately, through the help and assistance of an NGO called HIAS and RLP, Aime was lucky enough to learn about the UNHCR and have access to its protection. After three long years, the UNHCR assisted him with the third country resettlement to the US. The unaccompanied minor program of USCCB helped Aime get foster parents in Florida and obtain an education.

Aime’s new life in America only gave rise to more questions regarding his fortune and blessing while never forgetting the ones he left behind. Whether the children who roam the streets homeless, the ones fleeing oppression, the ones who are unlucky enough to be born with HIV, the sick, the hungry, the forgotten, or those who can’t even claim a country as their own, his aim and goal was to someday return to Africa to assist **refugee children** that don’t have a voice or a place to call home.

Upon his return and through his independent work assisting these children, Aime founded a local organization called “***THE FUTURE IS TODAY FOUNDATION* (FTF)**” which will become the conduit for funding and it seeks to assist the **refugee children** arriving in the area.

War and conflict in neighboring countries like Rwanda and the Democratic Republic of Congo and Burundi and South Sudan have caused thousands of people to flee their homes in order to escape violence from armed groups. Many children have lost their parents, family members, possessions, and are forced to seek refuge in countries like Uganda which provide a more stable environment.

However, thousands or those who arrive in Uganda’s urban centers become homeless and subject to abuse by members of the community. This projects seeks to provide **refugee children** with a loving stable environment, an education, and promising future.

We feel that through the refugee process, we can allow this children to access the protection they need as they remain vulnerable to violence, prostitution, and in some cases, death.

Aime has now returned to Africa as an educated man that seeks to empower his own people and whom Project Change is lucky enough to collaborate with. We consider him an asset to our organization for the work that lies ahead for this project. His experience and vision is in line with the goals of our organization and we feel he is our best ambassador to fulfill our mission.

**PROJECT DESCRIPTION**

* ***THE FUTURE IS TODAY FOUNDATION (FTF)*** is looking to provide funding to build schools and homes for **refugee children** seeking shelter in neighboring Uganda. Through education, this project will seek to assist in the process of learning a new language, a new culture, and proper integration into a new community with local support of teachers and potential foster parents.

**Needs**

* Love
* Food
* Safe Environment
* Nourishment
* Shelter
* Counseling Services
* Education
* Medical Assistance
* Foster Parents
* Skill Training

**Challenges**

* **Refugee children** bare the emotional and physical scars of war and loss of family. The support of the community is integral as part of their recovery so they can properly develop socially, physically, and emotionally with their peers, their future families, and the community.

**Financial Objectives**

* To obtain donated land to be able to build housing for girls.
* To obtain donated land to be able to build housing for boys.
* To obtain donated land to be able to build a school for all **refugee children**.
* To obtain assistance of local teachers that can provide a proper education for all **refugee children**.
* ***THE FUTURE IS TODAY FOUNDATION (FTF)***is committed to provide assistance with food, medical care, initial costs for bedding, sheets, mattresses, books, fixed operating expenses for the home such as electricity, telephone, and other needs.
* ***THE FUTURE IS TODAY FOUNDATION (FTF)***will assist with the implementation of projects such as farming of poultry, pigs, and/or vegetables to ensure the home can become self-sustainable in the long run while promoting skill training for the outgoing eldest children in the home.

**Long Term Objectives**

* To integrate **refugee children** into the community as valuable members of society.
* To assist in documenting children with proper birth certificates and/or passports.
* To enable **refugee children** to obtain an education and skill building so they can foresee a brighter future ahead.
* To facilitate **refugee children** with networking and information sharing so they can rely on each other as a source of support in years to come.
* To enable older outgoing **refugee children** to become ambassadors of goodwill for other incoming **refugee children**.
* To encourage the community to engage their own families in all levels of education by witnessing stories of success from the children of our schools.

**PROJECT BUDGET**

The initial budget to launch this project has been set at the amount of $25,000 (to be paid as needed). This amount will cover the building of the structures, initial set up costs, and all financial needs within the first year of operations. This initial budget can be broken down as follows:

* Housing for Girls: $1,200
* Housing for Boys: $1,200
* School Structure (four classrooms): $2,400
* Supplies for School: $500
* Medicaid for 54 children: $2,160
* Food supplies for 54 children for one year: $3,000
* Gas for one year: $600
* Internet for one year: $600
* Telephone for one year: $480
* Beds for 54 children (bunk beds for three): $1,400
* Mattresses for 54 beds: $1,000
* Bedding for 54 beds: $500
* Five computers: Looking for donations
* Vehicle for Transportation: $5,000
* Poultry farm: $2,000
* Pig farm:$500
* Vegetable Farm: $1,000
* Miscellaneous expenses such as mosquito nets, baskets, toiletries, medical kits, etc.: $1,460

**Our Members Partnership from Project Change (USA)**



PRESIDENT/FOUNDER/BOARD MEMBER CHERYL-DENE SPRING

Cheryl-Dene Spring is an attorney, entrepreneur, business owner, and philanthropist in Florida, USA.  Born and raised in South Africa, Cheryl-Dene came to the US at the age of 18 with a keen passion and determination for success. Prior to her journey to America, Cheryl-Dene spent several years in an orphanage and group home for children located in Pretoria.   It is here that she decided to dedicate her life to children placed in similar orphanages.  In 2015, she founded Project Change – a grassroots organization dedicated to women and children who are victims of war and physical/sexual abuse.  Some of the subtle but imperative changes she has implemented are ensuring siblings are not separated, changing the names of orphanages to names that inspire, and ensuring every child has access to education and clean water.  Cheryl-Dene continues to draw on her own life experiences to inspire lasting and sustainable changes.



VICE PRESIDENT/BOARD MEMBER ANNE REINSTEIN

Anne Reinstein, CPA is a tax accountant in private practice South Florida, USA since the year 2000.  Born and raised in Peru, Anne moved to New York City as a teenager in 1990.  Overcoming many struggles along the way as a newly arrived immigrant, eventually she made her way to South Florida making it her home.  Through her life time travels to many third world countries, she has become an advocate for charitable causes that benefit children in the community and abroad.  In addition to her support to local charities and serving as a Board Member on the Jessica June Children’s Cancer Foundation, she works as an animal advocate and she has spent time in India volunteering as an English educator while sponsoring a children’s orphanage in her native Peru.



SECRETARY/BOARD MEMBER DORIAN VINDERINE

Dorian Vinderine was born and raised in Johannesburg, South Africa.  She began her professional career within the hospitality industry in 1983 and has since led positions in both the Indian and Caribbean Oceans.  In 2000, Dorian moved to the United States and has spent the last sixteen years helping with various charities, volunteering at a safe shelter, and looking for a niche to give back.  Dorian has always had a passion and willingness to help those less fortunate whether it be animals or humans.  Her determination and commitment are just two of the many attributes she brings to Project Change.



DIRECTOR OF EDUCATION CARMELA SANCHEZ

Carmela Sanchez brings over 20 years of education experience to Project Change.  Known in the community for her outgoing personality, ability to connect with her students, and teaching ability, Miss Carmela continues to raise the bar in the educational arena.  Graduating from Nova Southeastern University with her Bachelor’s degree in Early Childhood Education, she went on to receive her Directors Credentials and Certification in Special Needs.  Miss Carmela designed a curriculum used by Project Change to help teachers in developing countries teach literacy, math, and science by using their limited resources.  By incorporating a Montessori approach in the third-world classroom, the students help teach and continue to be challenged daily.  Miss Carmela continues to utilize her education and experience to make a difference in the lives of many.