

CONSTITUTION

OF



MWOK
HUMANITARIAN ORGANIZATION
Kampala, Uganda

Incorporated at Kampala this 3rd day of April 2015

Preamble

We, the members of MWOK HUMANITARIAN ORGANIZATION are driven by a vision to create societies resilient to disasters through disaster risk reduction measures. We envision communities that are healthy and productive with meaningful well-being through empowerment to respond to their own needs and challenges that is not threatened by disaster risks due to the local hazards.

Now DO HEREBY Declare, adopt and bind ourselves to this constitution to guide us in matters pertaining to the foresaid Constitution of MWOK HUMANITARIAN ORGANIZATION (“MWOK HO”)

APPROVED BY:

Michael Mawadri
(SECRETARY)

Nyanyumba Richard
(CHAIRMAN)

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CHAPTER I: ORGANIZATION NAME, STRUCTURE & POWERS

Article 1. Name & Offices of the Organization

Name of the Organization & Office	<p>The name of the Organization shall be MWOK Humanitarian Organization.</p> <p>The offices of the organization shall be head quartered in Kampala, for Coordination, with operational / branch offices in Districts, and at other such places approved by the board, and in accordance with the laws of Uganda.</p>
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Article 2. Interpretation of Terms

Interpretation of Terms	<p>In this Constitution unless inconsistent with the context: "Organization" means MWOK Humanitarian Organization.</p> <p>"Code of Conduct" means any code of conduct adopted by the Organization.</p> <p>"Member" means an individual, or corporate members, that 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 Article 7.</p>
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Article 3. Status of MWOK Humanitarian Organization

Status of MWOK HO	<p>The Organization is not for profit national non-governmental organization (NNGO), registered under non-governmental registration act of Uganda.</p> <p>The Organization shall be a <i>universitas</i> 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.</p>
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Article 4. Objectives

Objectives

The objectives of the Organization are:

- i. Support and provide technical leadership in planning and implementation of disaster preparedness and response to local hazards to save lives and build resiliency;*
- ii. Support and strengthening community health and nutrition care systems;*
- iii. Promote and support Food and Nutrition Security interventions ;*
- iv. Promote and support Water, Sanitation and Hygiene (WASH) interventions;*
- v. Technical support to the district local governments, sister NGOs, CBOs, FBOs, etc. on hazard vulnerability capacity analysis (HVCA) and contingency plans.*
- vi. Undertake holistic approach in collaboration with local government and development partners to implement Disaster Risk Reduction (DRR) measures including environmental preservation and indigenous knowledge based on the assessed hazards and vulnerability index;*
- vii. Advocacy programs in support of community health including research, publications, trainings, and campaigns;*
- viii. Economic empowerment of communities through group economic activities;*
- ix. Promoting micro finance and group savings and loans associations;*
- x. Other services related to the ones above, and within the laws of Uganda.*

Article 5. Powers of the Organization

Powers of MWOK Humanitarian Organization

The Organization, acting through its Secretariat and subject to the further provisions of this Constitution shall be empowered –

- i. 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;*

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- ii. *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;*
 - iii. *To procure services from and contract with any and all necessary professionals for the conception, implementation, management and termination of any initiative undertaken under any and or all of the objectives set out in the constitution for the time being in force in the Organization*
 - iv. *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 Organization, both present and future.*
 - v. *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.*
 - vi. *To remunerate any person, firm, or company for services rendered or to be rendered in assisting the formation or promotion of the Organization or the conduct of its business either by payment in cash or other acknowledged settlement of consideration.*
 - vii. *To adopt such means of making known the objects and or activities for the Organization as may seem expedient and in particular 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.*
 - viii. *To establish and support or aid in the establishment and support of Organizations, institutions, funds, trusts, clubs and conveniences calculated to benefit members, employees and ex-employees of MWOK HO 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.*
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- ix. *to subscribe or contribute to any charitable, benevolent, or useful object of public character the support of which will in the opinion of the Executive Committee 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.*
 - x. *to do such other lawful things not inconsistent with the provision of this Constitution as may appear to the Executive Committee, as the case may be, necessary or desirable in furtherance of the Organization's objectives, or in the interests of Members or of the Organization, including to make rules for the better administration of MWOK HO and to provide for the discipline of Members.*

PART II: MEMBERSHIP

Article 6. Application for membership

Application for membership

Membership of the Organization may be granted by the Secretariat;

- i. *To any youth, adult, or organization which, in the opinion of the secretariat, is qualified and suitable for membership.*
 - ii. *It is specifically noted that the denial of membership to any youth, adult, or organization otherwise qualified or any other discrimination on the basis of race, creed or sex, is prohibited.*
 - iii. *Any prospective youth, adult, or organization whose application for membership has been refused shall, upon written request and within thirty days of such request be furnished by the secretariat with written reasons for such refusal.*
 - iv. *Where an application for membership has been refused, the Applicant shall be refunded any fee or subscription paid by it in respect of its application.*
 - v. *Any youth, adult, or organization which has resigned or has been expelled from the Organization, may apply to the Executive Committee for re-admission and the Executive Committee may re-admit such youth, adult, or organization to membership on such terms and conditions, not inconsistent with*
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this Constitution, as may be determined by the Executive Committee.

Article 7. Representation of Members

Representation of Members The members shall appoint 3 members during the Annual General Meeting to sit in the Secretariat.

Article 8. Rights and Duties of Members

Rights and Duties of Members

- i. Every Member shall be deemed to have agreed to be bound by the provisions of this Constitution, the Code of Conduct and any rules made, as amended from time to time.*
- ii. Every member shall pay to the Organization the annual subscription payable by them.*
- iii. Every member shall have the right through his representatives, or directly, to attend and speak at any General Meeting of the Organization and, subject to the provisions of this Constitution and the Rules, to stand for election to the Secretariat.*
- iv. Every member shall have the right to submit proposals for consideration by the Secretariat or General Meeting.*
- v. A member who has been suspended shall cease to be entitled to any of the rights or benefits of membership during the period of his suspension.*

Article 9. Subscription

Subscription

- i. Every Member shall, on being admitted to membership and each year thereafter, pay to the Organization a subscription, the amount of which shall be fixed from time to time by the Secretariat.*
- ii. The annual subscription shall become due and payable on the 1st January or such date as may be determined by the Secretariat each year.*
- iii. The Secretariat may grant to any Member or class of Members exemption in whole or in part from payment of any subscription if, in the opinion of the Secretariat, there are special circumstances that justify the grant of such exemption.*

Article 10. Registration of Members

Registration of Members

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

- i. the name and address of the Member;*
- ii. the name and address of the representative or representatives appointed by the Member;*
- iii. The amount paid by the Member as annual subscription and the periods in which any such payment relates.*

Article 11. Penalties

Penalties

If any Member fails within 14 days of demand in writing by the Secretary, to pay any subscription, fine, or levy which is three months or more in arrears or, in the reasonable opinion of the Secretariat, infringes any of the provisions of this Constitution, or of the Code of Conduct or acts in a manner which is detrimental to the interests of the Organization, the Executive Committee may, after affording such defaulting Member an opportunity to state his case –

- i. expel that Member from the Organization;*
 - ii. or*
 - iii. suspend that Member from the Organization either for a specified period or indefinitely; or*
 - iv. impose upon that Member a fine not exceeding the amount of that Member's current annual subscription for a first infringement and not exceeding double the amount of such Member's current annual subscription for a second or any subsequent infringement; or*
 - v. impose any two or more of the penalties described herein*
 - vi. Where the Secretariat has decided to expel, suspend or fine a Member that Member may appeal to the next ensuing General Meeting. The General Meeting may thereupon confirm, vary or reverse the decision of the secretariat.*
 - vii. Where any letter, advice or notification is required to be served, sent or delivered in terms of this Constitution, service or receipt*
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shall be deemed to have occurred within ten (10) days of dispatch by registered post to the addressee.

Article 12. Termination of Membership

Termination of Membership

A Member may resign by giving three months' notice in writing to the Secretariat.

- i. A Member may be expelled from the Organization in accordance with the provisions of Article 11.*
- ii. Where membership has been terminated as described in this Article- the former member shall not be entitled to be refunded the whole or any part of any subscription paid him; and the Organization may take such legal steps as may be considered necessary or desirable to recover any monies due by such former member to the Organization.*

PART III –BOARD OF DIRECTORS

Article 13. Functions o the board

Functions of the Board

The Board of Directors shall;

- 1. This is the legislative arm of the organization that provide advisory on the plans, budgets and relevant policies for effective and efficient management*
- 2. Advise on the strategic development and future direction of the Organization.*
- 3. Receive, consider and adopt quarterly and annual reports from the secretariat.*
- 4. Formulate and adopt policies for smooth running of the Organization programmes.*
- 5. Convene the Annual General Assembly.*
- 6. Promote and enhance the corporate image of the Organization by maintaining the Organization's credibility and harmonizing its community relations.*
- 7. Recommend personnel policy for recruitment, hiring and contracting the Coordinator/Executive Director and Senior*

- management team members of the Organization.*
- 8. Establish the working secretariat members where necessary.*
 - 9. Formulate the terms of references for the secretariat members.*
 - 10. Receive, consider and adopt reports from working secretariat.*
 - 11. Function as an appeals tribunal on conflicts involving members of the Organization.*
 - 12. Induct the new members of the secretariat into the Organization processes and programmes.*
 - 13. The board shall enforce observance of this Constitution and the Rules and shall generally exercise supervision over the affairs of the Organization where necessary.*
 - 14. In the event of a conflict between the decision of the secretariat and that of the board the decision of the AGM shall prevail.*
 - 15. The Board may at any time it deems fit constitute (and dissolve) an Advisory Board to make recommendations on any matters affecting the Organization and its members.*
 - 16. The recommendations of the Advisory Board are however not binding on the board or the Organization.*
 - 17. Perform any other function that may be referred to it by the Organization's membership.*

Article 14. Guidelines for the Board

- 1. Decisions of the Secretariat shall be arrived at by consensus and where necessary by simple majority.*
- 2. When a member of the board fails to attend three consecutive board meetings without reasonable cause, her/his membership on the board shall cease.*
- 3. The board shall be collectively responsible to the Annual General Assembly and the management of the organization funds.*
- 4. A vacancy on the board shall be filled in a bye - election for the remaining period of the term during the Annual General Assembly provided the Vice Chairperson shall take over all the responsibilities of a Chairperson when the post of the Chairperson falls vacant before the bye election is held.*
- 5. The board has the right to nominate a member on the secretariat to act in a vacant position on the board except for the vacant position of the Chairperson which must be filled by the Vice Chairperson.*

Article 15. Composition of the board

The Chairperson

- i. There shall be a board of directors, composed of the Chairperson, vice Chairperson, and between three to five other directors.*
- ii. the board shall sit at least twice a year, and at such other time as they deem convenient;*
- iii. The Chairperson of the Organization shall be nominated by the current sitting Secretariat members and approved by the Organization at its Annual General Meeting from amongst members of the society with good standing, and capable of being appointed as directors in a commercial company, or financial institution, as per the laws of Uganda.*
- iv. The Chairperson shall hold office for the period of five years, provided that the Chairperson shall always be eligible for re-election for a subsequent term or terms.*
- v. The Founding members of the Organization are however exempt from having to be nominated to be eligible to be approved as Chairperson of the Organization.*
- vi. The Chairperson shall preside at all Meetings of the Board of Directors at which he is present.*

Article 14. The Vice-Chairperson

The Vice-Chairperson

- i. A Vice-Chairperson shall be elected by the Organization at its Annual General Meeting from among the nominated members by the current executive committee;*
- ii. The vice Chairperson shall hold office for the period of five years, provided that the Vice-Chairperson shall always be eligible for re-election.*
- iii. The Founding members of the Organization are however exempt from having to be nominated to be eligible to be elected as Vice-Chairperson of the Organization.*
- iv. The powers and duties of the Chairperson shall, in his absence, be assumed by the Vice-Chairperson and, in the absence of both the Chairperson and the Vice-Chairperson, such person as may be appointed in terms of clause 15.1 below.*

Article 15. Acting Chairperson

- Acting Chairperson**
- i. If at any time the Chairperson is unable to exercise his powers and perform his duties and the Vice-Chairperson is unable to assume his powers and duties, the Executive Committee shall appoint from its number an Acting Chairperson who shall assume those powers.*
 - ii. An Acting Chairperson appointed in terms of sub-Article 15.1 shall cease to exercise the powers and perform the duties of Chairperson as soon as the Chairperson or Vice-Chairperson is able to resume those powers.*

Article 16. The Secretaries

- The Secretary**
- i. The secretaries of the Board shall be the Executive Director.*
 - ii. The Secretary shall take minutes of the minutes, in person, or by delegation.*

Article 17 Other Directors

- Other Directors**
- i. The board shall be constituted of between 2 and four other directors.*
 - i. Their roles shall be as delegated by the chairperson of the board.*

PART IV – SECRETARIAT

Article 18 Secretariat

- The Secretariat**
- I. The organization shall set up a Secretariat as its headquarters.*
 - II. The Secretariat shall be headed by a professional chief executive called executive director.*
 - III. The Secretariat shall have such other necessary staff members approved by the board of directors for the professional running of the Organization.*
 - IV. The executive director and the senior staff members (the Deputy*
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Executive Director and Programs Director; the Finance & Human Resource Director; and 3 nominated members) of the Organization shall constitute the Secretariat committee of the organization.

- V. The Secretariat team shall be responsible for the planning and implementation of all the programmes and activities of the Organization and quarterly reporting to the board.*
- VI. All records of the organization shall be kept at the Secretariat.*
- VII. All property of the Organisation shall be kept at the Secretariat.*
- VIII. The founding members shall be eligible to serve for an unlimited term as secretariat team, provided that he/she shall be subjected to performance reviews by the board of directors;*
- IX. The positions of executive director, deputy executive director, and finance director, shall be advertised, and filled meritoriously.*
- X. The executive powers and overall management and control of the Organization shall be vested in the Secretariat Committee.*

Article 19 General Meetings of the Organization

General Meetings of the Organization

A General Meeting of the Organization, to be called the Annual General Meeting, shall take place once in each calendar year (and not later than eighteen months after the most recent previous Annual general Meeting) for the purposes, inter alia, of electing office bearers (every five years) and of considering and, if deemed fit, adopting the minutes of the previous Annual General Meeting and the financial accounts of the Organization for the immediately preceding year.

The AGM is the supreme decision making organ of the organization. Its function among others shall be to;

- i. Establish the Board of Directors.*
- ii. Approves work plans, budgets, strategic and corporate strategies, budgets and policies.*
- iii. Amend the constitution where necessary.*
- iv. Dissolve the organization in case of chronic dispute and conflict among the founding members and secretariat, and the BOD*

A quorum of at least one third of the members is required for the General Meeting to proceed. Nominations of candidates for election to the offices of Chairperson and Vice-Chairperson and for election to the Secretariat Committee shall be submitted in writing to the Secretary on or before a date to be determined by him prior to every third Annual General Meeting and shall be signed by the Member nominating such candidate/s.

A special General Meeting of the Organization may be called by the Secretary whenever he deems it necessary or desirable.

The Secretary shall dispatch to all Members, written notices of a General Meeting not less than twenty four days prior to the date of such General Meeting. The notice shall specify the date, time and venue of such Annual General Meeting and shall state whether the General Meeting is an Annual General Meeting or a special General Meeting. In the case of a special General Meeting, the notice shall also briefly set out the purpose for which the meeting has been called.

- v. The agenda for any annual general meeting shall consist of the following:*
- vi. Confirmation of the minutes of the previous annual general meeting.*
- vii. Consideration of the accounts*
- viii. Election of the committee members/board members*
- ix. Approval of advisory council members*
- x. Appointment of auditors in accordance*
- xi. Such other matters as the Executive Committee may decide or as to which notice shall have been given in writing by a member or members to the secretary at least four weeks before the date of the meeting*
- xii. Any other business with the approval of the Chairperson*

Article 20. Voting

Voting

- i. Each Member shall be entitled to one vote at a General Meeting of the Organization.*
- ii. 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*

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- acclamation.*
 - iii. *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 Chairperson shall appoint a returning officer, which may include the Chairperson himself, to tally the queue voting.*
 - iv. *Every decision of the Board of Directors, Executive Committee and of every Committee or Sub-Committee of the Organization 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, as the case may be. Voting shall be by a show of hands unless the Chairperson or other person presiding considers that any question should be determined by ballot, when a ballot shall be held in accordance with the provisions of sub-Article 20.3, mutatis mutandis.*
 - v. *No person shall vote by proxy except for the purpose of the election of members to office in the Organization.*
 - vi. *Any Member wishing to vote at any such election by proxy shall give ten (10) clear days notice thereof to the Secretary identifying the member who will act as his proxy: Any unreturned proxies at such election shall revert to the Chairperson.*
 - vii. *Provided that the Chairperson of any meeting, may for any good and sufficient reason, waive the necessity for such notice.*

PART V - FINANCE

Article 21. Organization Funds

Sources and Uses of Organization's Funds

- i. *The Executive Committee may maintain a fund which shall derive its revenue from – annual subscriptions paid by Members; the proceeds of any levy imposed in terms of this Constitution; the proceeds of any fine imposed in terms of this Constitution; any grants or gifts made to the Organization by any person; any interest or increase in value derived from the holding of the assets of the fund in any form whatsoever; and or*

any other revenue accruing to the Organization.

- ii. The funds of the Organization may be applied – to the payment of administrative expenses of the Organization including payment to the management company of the Organization; to the acquisition of property on behalf of the Organization; to the payment of legal and other professional expenses on behalf of the Organization; to such other purposes in the furtherance of the Organizations’ objects as may be determined by the Executive Committee, provided, however, that such funds shall not be used for political purposes; honoraria and\or remuneration to Executive Committee, Organization officials and advisory board.*
- iii. To meet any unusual or unexpected expenditure necessarily incurred or to be incurred on behalf of the Organization, the Chairperson may impose on each member a levy not exceeding in each case, the current annual subscription payable by that member.*

Article 22. Banking Account

Banking Account

- i. The Executive Committee shall open a banking account in the name of MWOK Humanitarian Organization to be operated by a panel of signatories all of whom shall be office bearers of the Organization; the signatures of any one member from such panel of signatories in addition to that of the Chairperson or in his absence any such other member of the panel of signatories and the Treasurer shall be required to effect any withdrawals, payment to a third party or any other transaction connected with the account, except the issue of receipts for monies received on behalf of the Organization and the banking of such monies.*
- ii. 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.*

Article 23. Books of Account

Books of Account & Auditing

- i. The Treasurer shall keep or cause to be kept proper books of account in respect of the funds of the Organization.*
- ii. The Treasurer shall prepare or cause to be prepared a revenue and expenditure account and balance sheet annually, showing the state of the Organization's funds as at 31st December each year.*
- iii. The accounts shall be audited by some impartial and suitably qualified person appointed by the Executive Committee who shall be a person holding a current and valid practicing certificate from the Institute of Certified Public Accountants of Uganda.*
- iv. The audited accounts and balance sheet shall be published to all Members. The books of account and all documents relating thereto and a list of members of the Organization shall be available for inspection at the registered office of the Organization by any officer or member of the Organization on giving not less than seven days notice in writing to the Organization.*
- v. All accounts, supporting vouchers and similar documents and records shall be kept for a period of six years after the close of the financial year to which they refer.*

PART VI- GENERAL

Article 24. Indemnity

Indemnity

- i. All acts done or authorized by the Chairperson, Executive Committee or any Committee or Sub-Committee of the Organization shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of the said Committee or Sub-Committee, as the case may be, or of any person acting as a member thereof, or that any such person was disqualified, be as valid as if the said Committee or Sub-Committee, as the case may be, had been properly appointed and every such person was qualified to be a member thereof.*

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- ii. *Every member of the Executive Committee and of every Committee and Sub-Committee of the Organization and every office bearer, official and servant of the Organization shall be indemnified against all costs, losses, expenses, damages and other consequences of any act sustained by him in execution of his office unless the same shall be incurred or occasioned by his own gross negligence or dishonesty.*

Article 25. Dissolution of the Organization

Dissolution of the Organization

- i. *MWOK Humanitarian Organization may be dissolved by Resolution passed by the affirmative vote of 2/3 or more of members present and voting at a General Meeting of the Organization.*
- ii. *When passing a Resolution as aforesaid, the Meeting shall appoint one or more persons to wind up the affairs of the Organization and to discharge its liabilities and dispose of its assets in such manner as may be determined by the said Meeting.*
- iii. *No dissolution shall be effected without the prior permission in writing of the Non-Governmental Organizations (NGO) Board, as per the law.*

Article 26. Amendments to Constitution and Change of Name

Amendments to Constitution and Change of name

- i. *No amendment to or repeal of this Constitution shall be made unless and until such time as a Resolution supporting such amendment or repeal, as the case may be, has been passed at a General Meeting of the Organization by the affirmative vote of not less than two thirds of the members present and entitled to vote at such Meeting.*
 - ii. *No amendment can however be implemented without the prior consent in writing of the NGO Board, obtained upon application made in writing and signed by three of the office bearers.*
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List and names of the founding members

No	Name
1	Wambuzi Fred
2	Gonza Odeke Elvis
3	Mawadri Micheal
4	Kaptengan David
5	Nanyumba Richard
6	Wamukota Elidadi
7	Cwinyaai Steven