

THE CONSTITUTION FOR KIDS OF LIGHT-UGANDA

2017



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Contents

PREAMBLE	2
ARTICLE 1 NAME.....	3
ARTICLE 2 REGISTERED ADDRESS	3
ARTICLE 3 VISION, MISSION, VALUES, OBJECTIVES AND POWERS.....	3
ARTICLE 5: THE ORGANS OF KIDS of LIGHT -UGANDA (KLU)	5
Article 6 FINANCE	10
ARTICLE 7 SEAL/STAMP.....	11
ARTICLE 8 NOTICES.....	11
ARTICLE 9 INDEMNITY.....	11
ARTICLE 10. AMENDMENTS TO THE CONSTITUTION.....	11
ARTICLE 11 DISSOLUTION.....	12
ARTICLE 13 DECLARATION.....	12

PREAMBLE:

WHEREAS the organization is established and maintained in Alebtong with the aim to promote early childhood development, provide quality education and health to the vulnerable children, adolescents and youth, under the name of: KIDS of LIGHT Uganda (Herein referred to as “KLU”)

WHEREAS it is desirable that KIDS of LIGHT Uganda is created with perpetual succession and that objects be set forth and the powers and duties of the organization be defined;

WHEREAS it is proper that all finances raised and assets held shall be available for the aforesaid purpose and should be vested in the Executives and be administered by them in terms of this Constitution of KIDS OF LIGHT Uganda;

WHEREAS it is desirable to register the organization according to the Laws of the Republic of Uganda;

WHEREAS the organization is to be run by a Board of Trustees;

WHEREAS it is desirable that the organization should have a personality of its own and be administered according to the laws of the Republic of Uganda; and

WHEREAS, it is desirable to register the KIDS of LIGHT Uganda as a nonprofit organization

NOW THEREFORE THESE PRESENT WITNESSES AS FOLLOWS;

ARTICLE I NAME

There shall be established an organization to be known as **KIDS OF LIGHT Uganda** (herein referred to “as KLU”)

ARTICLE 2 REGISTERED ADDRESS.

The registered address of the organization shall be Angetta – Omoro Sub County C/o P.O Box 602, Alebtong, Uganda

ARTICLE 3 VISION, MISSION, VALUES, OBJECTIVES AND POWERS

3.1 THE VISION

"A child nurtured and empowered to live, love and serve the communities”.

3.2 THE MISSION

To identify vulnerable children, equip them in the word of God, protect and develop their potentials to live, Love and Serve communities.

3.3 THE VALUES

- a. Compassion
- b. Accountability
- c. Transparency
- d. Integrity
- e. Innovation
- f. Teamwork

3.4 OBJECTIVES

1. To establish and functionalize a modern Child care center to support education and health of the vulnerable children aged 4-27 years
2. To provide learning Aid and scholastic materials to the identified vulnerable children in schools.
3. To train Children’s teachers and caretakers to enhance their capacity to deliver services to the children.
4. To promote talents and gifts of talented children to live productive lives.
5. To strengthen families of adopted children to enhance their well fare.
6. To undertake and build the capacity of families/individuals for economic and sustainable livelihoods.
7. To support programs that increase access to safe, clean water and basic sanitation for the vulnerable children and their families.
8. To establish a fully equipped modern health unit to provide basic health services and medical care to the vulnerable children and their care givers.
9. To carry out advocacy in the key social domains of health and education.
10. To strengthen collaboration with church institutions, government and development partners to support Vulnerable Children in Alebtong district and the entire country

3.5 POWERS

- i. To hold and use land acquired for the benefit of the organization
- ii. To mobilize resources (to collect, receive, borrow, invest and hold all monies and other assets becoming available to it as a result of any appeal for funds or otherwise donated, granted, bequeathed, inherited or in any other manner made or becoming available in which the Board may in its discretion decide to accept.)
- iii. To promote or carry out /or support research on identified need areas in relation to the organisation response
- iv. To enter into contract to provide services that are necessary for the proper running of the organisation
- v. To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the relevant legislation)
- vi. To set aside funds for special purposes or as reserves against future expenditure
- vii. To insure the property of the organization against any unforeseen risks.
- viii. To do all such other things as are incidental or may be thought conducive for the attainment of the above objectives.

ARTICLE 4 MEMBERSHIPS OF THE KIDS OF LIGHT- UGANDA

4. I ELIGIBILITY FOR MEMBERSHIP

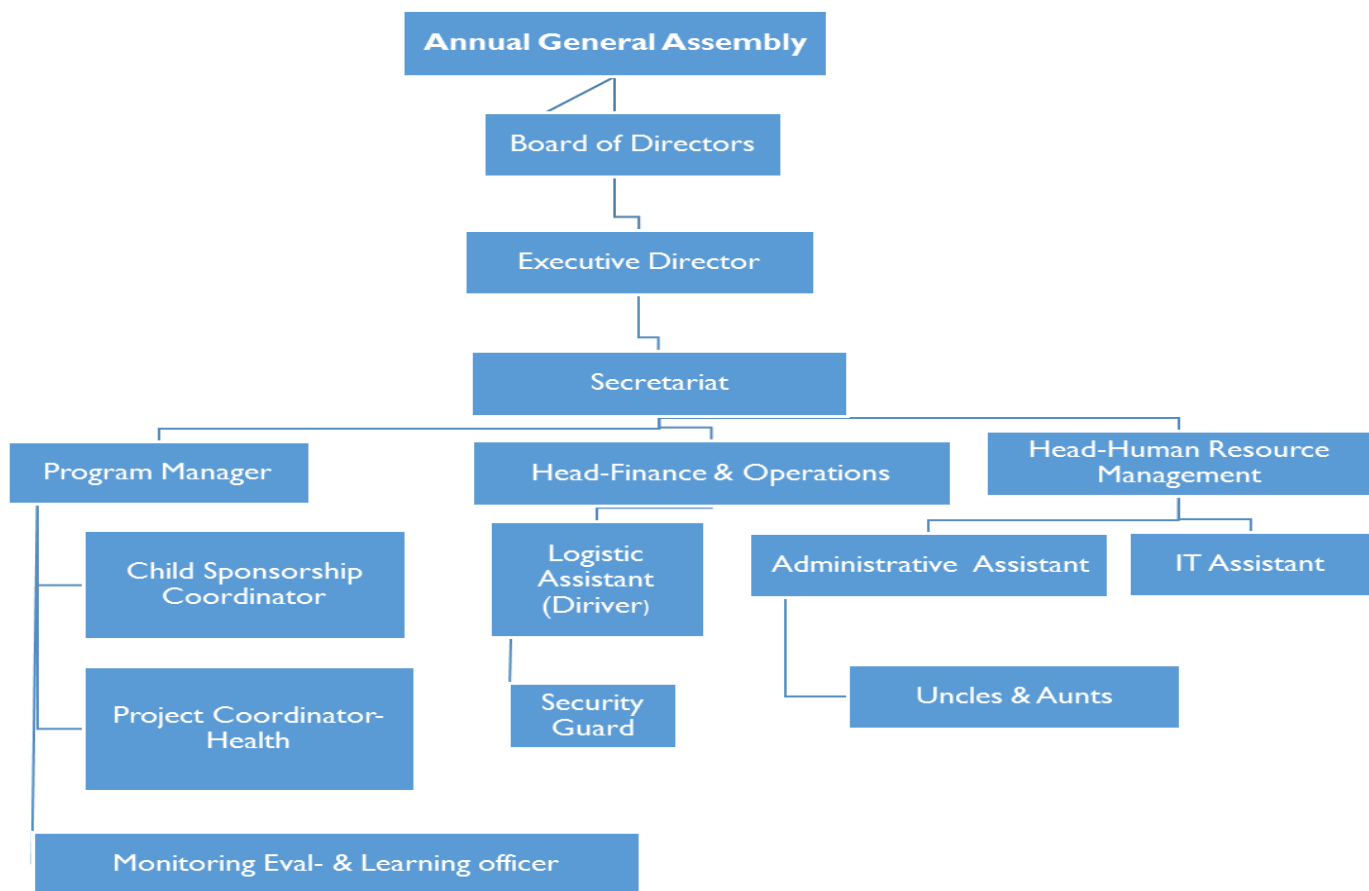
The Membership of the KIDS OF LIGHT UGANDA shall be open to the promoters that subscribe to the objectives of the Organisation.

- a. Membership of **KIDS of LIGHT- UGANDA** is open to any person who is in Uganda and or who is outside Uganda and truly believes in promoting the KIDS of LIGHT- Uganda objectives as prescribed in Article 3(4)
- b. Any person who wishes to become a member of the **KIDS of LIGHT- UGANDA** may apply to the Board, in writing, to do so. The Board shall consider every such application without delay, and if it is satisfied that:
 1. The applicant is eligible under clause 4.I (a) to become a member; and
 2. The application has been duly authorised by the applicant's membership or committee or governing body;
 3. The Board may admit the applicant to membership of KIDS of LIGHT UGANDA, and shall notify the applicant, in writing, of its decision.
 4. An individual shall become a member of KIDS of LIGHT UGANDA with effect from the date of the Board's decision under clause 4.I (b) to admit the individual to membership.

5. A member of **KIDS of LIGHT- UGANDA** may at any time resign from **KIDS of LIGHT- UGANDA** by written notice to the Board. The Person shall cease to be a member of **KIDS of LIGHT- UGANDA** with effect from the date on which the Director receives the written notice.
6. The Board may declare that a person has ceased to be a member of **KIDS of LIGHT UGANDA** if:
 - a. A person has ceased to be eligible for membership under clause 4.1 (a) ; or
 - b. If at a duly convened meeting of the Board, two-thirds or more of the total membership of the Board resolve that a member should be expelled on the ground that he or she has persistently or seriously undermined or prejudiced the **KIDS of LIGHT- UGANDA** aims and objectives, the member concerned shall cease to be a member of **KIDS of LIGHT -UGANDA** with effect from the date of the resolution, provided that:
 - c. The resolution shall be on the agenda of the meeting; and
 - d. The Board shall ensure that the member concerned is given reasonable notice, in writing, of the intention to move the resolution at the meeting and of the reasons for the resolution; and
 - e. The member or a representative of the member concerned shall be permitted to attend and address the meeting.
 - f. Any person that has ceased to be a member of **KIDS of LIGHT- UGANDA** may apply to re-join **KIDS of LIGHT- UGANDA** and this clause shall apply to such an application, provided that a member that has been expelled under clause 3.6 shall not be re-admitted except on a resolution passed by two-thirds or more of the Board's total membership, voting at a meeting of the Board convened at least six months after the member was expelled.
 - g. Every member shall notify the Executive Director of his or her address, if one is available and notices and other documents sent or delivered to that address shall be deemed to have been given to the member.

ARTICLE 5: THE ORGANS OF KIDS of LIGHT -UGANDA (KLU)

- 5.1 There shall be the following organs of the Organisation;
 - a) The Annual General Assembly
 - b) The Board of Directors
 - c) The Secretariat



5.1.2 The Annual General Assembly (AGM)

- a. Supreme policy and decision making organ of the organization that shall delegate its powers to the Board of Directors
- b. The Annual General Assembly meeting of the Board shall take place within six months after the end of the organization financial year
- c. At least twenty one day's written notice shall be given for holding the Annual General Assembly specifying the date, time, place and business to be conducted at the meeting. The meeting shall not be invalidated by inadvertent omission to give a member notice of the meeting.

The business of the Annual General Meeting (AGM) shall be;

- a. The appointment of a chairperson and a vice Chairperson;
- b. The presentation and adoption of a report by the Chairperson or the organization activities over the proceeding financial year;
- c. The presentation and adoption of the organization's account for the preceding financial year;
- d. The appointment of Auditors;
- e. The AGM shall elect the Board of Directors (BoD)
- f. Any other business.

5.1.3 Board of Directors (BoD)

- a. The BoD shall be composed of not more than seven (7) members proposed by the founder members of the organisation whose names and signatures are annexed to this constitution and adopted at the AGM. The Executive Director shall be a co-opted member to the Board and shall act as secretary but without voting powers.
- b. The members of the Board shall elect a Chairperson, vice chairperson, secretary and treasurer from among themselves.
- c. The Chairperson and the Vice Chairperson shall hold office for 3 years from the date of his or her election and on the expiry of that term shall be eligible for re-election, provided that:
- d. The Chairperson or Vice Chairperson may at any time, by written notice to the Executive Director, resign his or her office;
- e. if two-thirds or more of the total membership of the Board, at a duly convened meeting, pass a vote of no confidence in the Chairperson, or the Vice Chairperson, he or she shall immediately cease to hold office as such;
- f. if the Chairperson or the Vice Chairperson dies, resigns, becomes mentally incompetent or otherwise ceases to hold office, the Board shall elect another of its members to be Chairperson for the remainder of the former Chairperson's term of office;
- g. No person shall be eligible for re-election as Chairperson after serving two terms, whether or not they are consecutive.
- h. The secretary and the treasurer shall be elected in a manner to be decided by the Board

5.1.4 THE POWERS AND FUNCTION OF THE BOARD

The Board shall have powers and duties as delegated by the AGM to-

- a. be responsible for overall planning and policy formulation of the organisation;
- b. be responsible for the safeguarding of all finances and property of the organisation;
- c. cause a proper set of books of account to be kept relevant to the affairs of the organisation; which shall be audited annually by an auditor appointed by the Board;
- d. invest and deal with any moneys of the organisation; not immediately required for purposes of fulfilling the organisation's objectives;
- e. solicit and procure sponsorships, aid, grants or other financial assistance from individuals, institutions, Government agencies or any other entities;
- f. hire or acquire any movable or immovable property to benefit the organisation; or to advance its objectives;
- g. establish branches and offices in Uganda and elsewhere;

- h. appoint such committees as may be necessary and terms of reference and to regulate the meetings of these committees;
- i. enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the organization.
- j. exercise its functions despite any vacancy in its membership or any defect in the election or appointment of any of its members.
- k. select and remove officers, agents and employees of the organization; to prescribe powers and duties for them; and to fix their salary scales.
- l. To acquire real property by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property.
- m. borrow money and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

5.1.5 MEETINGS OF THE BOARD

- a. The Chairperson shall cause an ordinary meeting of the Board to be convened at least two times in each calendar year.
- b. The Chairperson, when so instructed in writing by a majority of the members of the Board, shall cause a special meeting of the Board to be convened, which meeting shall be convened not sooner than seven days nor later than thirty days after receipt of the instruction.
- c. Notice of an ordinary or special meeting of the Board shall be in writing, specifying the date, time, place and business to be conducted at the meeting and, except in the case of an Annual General Meeting, shall be given not less than fourteen days before the date of the meeting. A meeting shall not be invalidated by an inadvertent omission to give a member notice of the meeting.
- d. The Chairperson shall preside over meetings of the Board, but if he or she is absent the meeting shall select a chairperson from those attending the meeting.
- e. One-third of the membership of the Board shall constitute a quorum at any meeting of the Board.
- f. A person shall not attend a meeting of the Board as a representative of another member unless s/he has satisfied the chairperson that s/he has been duly authorised to represent the member concerned.
- g. The Board shall endeavour to reach its decisions by consensus, but if it is unable to do so on any matter a vote shall be taken and, subject to article 6. 6.1.3 (f) and 6, 6.1.3 (g) the matter shall be decided by a majority of those present and voting. In the event of an equality of votes the Chairperson shall give the Executive Director the power to make a casting vote.

- h. The Board will at all times request the **Executive Director** to attend its meetings to report on progress in the achievement of the objectives of the organisation; and to record the proceedings of its meetings, and the **Executive Director** shall comply with any such request.
- i. Subject to the approval of the Board, the Chairperson may invite any person to attend a meeting of the Board and take part in its deliberations but such person shall not be entitled to vote.
- j. Subject to this clause, the Board may regulate the manner in which its meetings should be conducted.

5.1.6 EXECUTIVE DIRECTOR AND OTHER EMPLOYEES

The Executive Director shall come from the founders of the organisation and deem to have the necessary required skills.

The Board shall approve;

An Executive Director of the organisation;

- a. The Executive Director shall be the chief executive officer of the organisation; responsible to the Board for the effective administration of the organisation's operations, including:
- b. Managing and directing all the organisation's programmes to ensure cost-effective and efficient utilisation of human, financial and material resources; design, develop and implement strategic plans for the organization. The Executive Director is also responsible for the day-to-day operations of the organization,
- c. Negotiating with donors for the acquisition of resources for the organisation;
- d. Overseeing the recruitment, selection and performance of staff;
- e. Be responsible for staff, membership, budget, organization assets, and all other organization resources, to help make the best use of them and raise the organization's profitability and profile.
- f. Act as the chairperson of the management committee and perform such other duties as the board may assign him or her; and
- g. The Board shall appoint other employees, subordinate to the Executive Director, as it considers necessary and may delegate the appointment, discharge and discipline of such employees to the Executive Director. The employees so appointed shall constitute the Secretariat of the organisation.
- h. The Secretariat of the organisation; shall be divided into:
 - i. An administration section or unit; and
 - j. A technical unit, whose primary function shall be to innovate and do programming,
 - k. Any other units that the Board may determine from time to time.

5.1.7 THE SECRETARIAT

- a. The Board shall delegate, its power to run the affairs and business of the organisation; to a Committee, which shall be referred to as the Secretariat
- b. The members of the Secretariat shall comprise of four individuals in executive positions as prescribed in the organisational structure and ;
- c. Shall remain accountable to the board, which shall review its activities on a quarterly basis.

Article 6 FINANCE

- a. The income of the organisation; shall be derived from good will contributions; sponsorships, grant, aid and donations.
- b. The financial year of the organisation; shall be from 1 July of each year to 31 June of the next year.
- c. All moneys received by or on behalf of the organisation; shall, in the first instance, be paid to such bank accounts as the Board shall from time to time open and operate on behalf of the organisation;
- d. Each of the organisation's bank accounts shall have at least two signatories who shall be determined by the Board.
- e. The Executive Director shall be a principal signatory and shall ensure that full and proper accounts are kept in respect of all the organisation's transactions involving the receipt and expenditure of money and the acquisition of property.
- f. The organisation's accounts shall be audited each year by a person who is registered as a public auditor and who is appointed by the Board at the organisation's Annual General Meeting.

6.1.1 PROPERTY OF THE ORGANISATION

- a. Any property belonging to KLU may be invested in the names of the Organization (KLU) and such investments shall be determined by the Board of Directors and approved by the General Assembly.
- b. Such investments may be in or upon such stocks, funds, securities, investments and property, real or personal, freehold or leasehold, in any part of the world upon such terms and conditions (if any) as the Board shall in their discretion think fit and in all respects as the Board may from time to time direct.
- c. If legal proceedings of any kind are resorted to or defended by the Organisation, the Board shall determine the prosecution or defence of such proceedings in the name of the Organisation and on behalf of the Organisation as may be necessary.
- d. The Board shall thence report to the General Assembly the progress thereof or the decision(s) taken in regard of such legal proceedings.
- e. The Board shall be effectively indemnified by the Organisation from and against any liability, costs, expenses and payments whatsoever which may be incurred or made by them in

relation to the trusts of the property and investments of the Organisation or in relation to any legal proceedings or which otherwise relate directly or indirectly to the performance of the investments or property of the Organisation

ARTICLE 7 SEAL/STAMP

8.1.1 The Forum shall have a Seal and Stamp(s) kept at all times at the secretariat.

8.1.2. The Chairman shall provide safe custody of the seal, which shall only be used by the authority of the Chairman, Coordinator or Secretary in that behalf and every instrument to which the seal shall be fixed, and shall be witnessed by the Chairman and the Secretary or by another member of the Board or by some other person appointed by the Board for that purpose.

ARTICLE 8 NOTICES

9.1.1 A notice may be served by the organization upon any member, either personally or by sending it through the post i.e. pre-paid letter, addressed to such member at his/her registered address, as appearing in the register of members.

9.1.2. Any notice if serviced by post shall be deemed to have been served on the third day following that which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter.

ARTICLE 9 INDEMNITY

Every member of the Organisation or of the Board, agent, auditor, secretary and other officers for the time being of the organisation shall be indemnified out of the assets of the organisation against any liability he/she may have incurred in the execution of her/his duties to the Organisation.

ARTICLE 10. AMENDMENTS TO THE CONSTITUTION

The AGM may, by resolution passed at a duly convened meeting, amend any provisions of this Constitution, provided that:

10.1.1 Notice of the proposed amendment shall be given to all the members at least 30 days before the meeting;

10.1.2 Such resolution shall be passed by at least three-quarters of the total membership of the AGM

- a. Every Person that was a member of the organisation;
- b. Person who was a member of the Board; and
- c. Person who was an employee of the organisation; before the adoption of any amendment to this constitution shall remain a member of the organisation; or the Board or an employee, as the case may be.

- d. Every act that was duly done or decided by the organisation; or the board before an amendment of the Constitution shall remain valid as if it had been done or decided after such amendment has been adopted.

ARTICLE 11 DISSOLUTION

11.1.1 The organisation shall cease to operate if at least three-quarters of the total membership of the AGM, voting at a duly convened meeting of the AGM, decide that the organisation; should be dissolved.

11.1.2 In the event of a dissolution, the assets of the organisation; remaining after the discharge of its liabilities shall be disposed of by the Board in such manner as the Board may, by resolution determine, provided that no property whatsoever shall be given or transferred to or distributed to any individuals, but it shall be given or transferred to some other institution involved in provision of similar services, and which similarly prohibits the distribution of its assets amongst its members or trustees.

ARTICLE 12 INTERPRETATIONS

In this constitution, unless the context otherwise requires-

“Act” means the non-governmental organizations Act, 2016

“Seal” means the common seal of the organization

“Organization” means KIDS of Light Uganda

“Board” of directors means the board of directors established under article 6

“Chairperson” means the chairperson of KIDS of Light Uganda elected in terms of article 6.1.3a

“Executive Directors” means the executive director appointed under Article 6.1.6a