

## **CRELAM MINISTRIES CONSTITUTION:**

### **CONSTITUTION**

#### **1.0 NAME**

##### **1:1 NAME**

The name of the organization shall be **CRELAM (Create Life Again Ministries)** thereafter referred as the “the Organization”. The Organization shall be registered with Registrar of companies at the ministry of Justice and constitutional affairs; the registrar of NGOs at the ministry of internal affairs and the ministry of gender, labor and social development Registrar at district levels.

##### **1.2 LOCATION**

The Organization shall have its head office in Mbarara City; the address shall be P.O. Box 1470, Mbarara. Upon resolution by the directors, may move its headquarters to any place in Uganda as well as create branch offices as it shall deem necessary for the implementation of its activities and the achievement of its goals

#### **2.0 OBJECTIVES**

##### **2:1 VISION:**

Communities where children and their parents/guardians are empowered to improve their own livelihood through appropriate and affordable alternatives.

##### **2:2 MISSION:**

To restore hope among the poor, orphaned and the vulnerable children and communities that have been affected by poverty, abuse, violence, disease, displacement and other natural and social calamities.

### **2:3 MAIN OBJECTIVE:**

To transform the vulnerable children in Uganda into responsible and Christ centered citizens through holistic education.

### **2:4 SPECIFIC OBJECTIVES:**

The Organization shall have the following specific objects:

- a) To mobilize resources and establish educational opportunities for orphaned vulnerable children in Uganda
- b) To ensure that children are safe, healthy and protected at home, in schools and communities
- c) To facilitate the rehabilitation of traumatized children through sports, music, dance, and drama
- d) To support community-led initiatives with focus on using sustainable technologies to enhance development
- e) To build capacity and sensitize children and communities on sexual reproductive health, rights and other preventable viral illnesses like HIV and chronic hepatitis
- f) To help these children access the good news (gospel) of Jesus Christ

## **3.0 MEMBERSHIP AND GOVERNANCE**

### **3:1 MEMBERSHIP:**

Membership is open to persons who subscribe to this constitution and such other persons as the Board of Directors may from time to time admit members. A member shall cease to be a member if:

a) He gives one month notice in writing to the Board of Directors about their intention to resign from membership. Upon the expiry of such notice he shall cease to be a member but his liability to contribute to the funds of the organization in the event of its being wound up or dissolve shall continue for one year from the expiry of such notice.

b) If he is removed from membership by the vote of not less than two-thirds of the members of the Organization at an extraordinary General Assembly of the Organization specially convened and at which he has been given a reasonable opportunity of attending and being heard. A founder member will in such case to be active in Organization activities but shall remain a life member to the Organization.

c) Membership shall be voluntary, but dependent on the level of involvement in fulfilling the Organizations objectives.

### **3:1 CATEGORIES OF MEMBERSHIP:**

Full membership: opened to all persons that meet the eligibility criteria as laid down in section 3.1 of this constitution. Honorary Membership: an individual who has made unique, seminal contribution to the field of social work is eligible for election to Honorary Membership. The number of Honorary Members cannot exceed one (1) in a calendar year. Under extraordinary circumstances, the Board of Directors may exceed the normal yearly limitation. Election required the unanimous vote of the Board of Directors. A Member of the Organization may nominate someone to the status of Honorary Membership by sending a brief (no longer than one page) advocacy statement discussion the candidate to the Chairman Board of Directors. ?

### **3:2 RIGHTS AND DUTIES OF MEMBERS FULL MEMBERS:**

- i) Attend the General Assembly and participate fully where possible and by recommending the Organization as much as possible Pay registration and annual subscription fees of 100,000 UGX
- ii) Explore Accounts of the Organization
- iii) Vote and stand for electable positions in the Organization
- iv) Training programs organized by the Organization.

**3:3 NUMBERS OF BOARD MEMBERS:** Until otherwise varied by a special resolution passed at a General Assembly, the Board of Directors shall consist of; seven (7) Chairman, Vice Chairman, General Secretary, Treasurer; and three committee members. The organization shall at the General Assembly elect seven (7) members to the Board of Directors(BODs) who shall serve for a period of three years and shall be eligible for reelection. If the Chairman, during his term of office, should cease to be a member of the Organization, resign from office or die, the directors shall elect one of their members to hold office until the next General Assembly when a new Chairman shall be elected. The same procedure shall apply to the other electable positions on the Board of Directors. Provided that the Chief Executive Officer may serve as the General Secretary, and even where the Chief Executive shall not be the General Secretary, he shall be a an ex-official member of the Board. The Board of Directors shall be the policy-making organ of the Organization. The Board of Directors shall work to improve communication channels in the Organization, shall stabilize and increase funding, shall develop and monitor a five year plan of the Organization and may restructure committees to ensure effective and efficient functioning. The minimum number of the Board Members shall be three while the maximum shall be five.

#### **3:4 FIRST APPOINTMENTS TO THE BOARD**

The interim members to the Board shall be appointed in writing by the subscribers to this constitution and shall include three persons who shall act respectively as the Chairman, General Secretary and Treasurer of the organization; until the conclusion of the first General Assembly when a substantive Board shall be appointed to serve for a period of three years provided that a member of the Board shall be a member of the organization. Founder members shall hold permanent sits on the Board of Directors.

#### **3:5 OTHER APPOINTMENTS TO THE BOARD**

The Board may from time to time and at any time appoint any member of the organization, in case of vacancy, or by way of addition, to the board; provided that the prescribed maximum is not thereby exceeded and provided also that the proposal to appoint any new member of the

board under this section shall be set out in a formal resolution forming of the notice convening the Board meeting.

### **3:6 DUTIES OF OFFICE BEARERS/OFFICIALS**

The chairperson shall chair all meetings of the Board. He shall provide general guidelines related to the affairs of the organization. In his absence the Vice-chairman shall chair the meeting. General Secretary shall;

- a) Keep minutes of the meetings of the Board of Directors and the General Assemblies
- b) Carry out all correspondence and publicity on behalf of the Organization.
- c) Arrange for meetings of the organization on instructions of the Board of Directors, in
- d) Special circumstances, on the instructions of General Assemblies

The Treasurer shall in general ensure that proper accounting procedures are adhered to, and shall;

- a) Keep on a proper accounting basis all the financial records of the Organization;
- b) Open a bank account(s) on the advice of the Board and ensure that all drawings from the account(s) are countersigned by the General Secretary and either the Chief Executive Officer or his deputy;
- c) Provide reports on the financial statement of the Organization and audited accounts at the General Assembly.

**3:7 REMOVALS OF BOARD MEMBERS OTHER THAN OFFICIALS:** The Board may by resolution remove elected member of their body from office, but if such a member should be aggrieved at his removal he may appeal at a General Assembly meeting to be called for this purpose. In the meantime, he shall cease to act as a member of the Board and to hold any other office under the Organization, and members for the time being of the board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by this constitution, that numbers shall be the quorum for the purpose of filling up vacancies in their body and of summoning a General Assembly meeting, but not for any other purpose. Provided also that the Board may co-opt any person to advise the Board in any capacity which the Board shall think fit.

**3:8 THE MANAGEMENT STRUCTURE** There shall be the office of the Chief Executive Officer who shall be the head of the Secretariat. He shall be an employee of the Organization and his

office shall fall under the Secretariat whose terms of service shall be determined by the Board. He shall; a) Manage the day-to-day affairs of the Organization b) Legally represent the Organization and generally act on behalf of the organization b) Keep complete, and up-to date record of the organization's affairs; c) Convene meetings of the Executive Committee as well as the General Assembly d) Propose an agenda in collaboration with the Executive Committee e) Present all legal deeds, contracts and other documents that generally engage the responsibility of the Organization to the Board for approval f) Oversee and ensure the good and responsible use and maintenance of the Organizations property g) Approve the payment of all bills at the secretariat. h) Do all such acts as may be necessary for the efficient running of the organizations affairs; The Chief Executive Officer shall have other officers who will help him in the running and implementation of the activities of the Organization. He may recruit volunteers who will serve for a period no more than six months, in accordance to the Human Resource Manual. The period of volunteering can be extended for no more than two terms.

#### **4.0 MEETINGS AND QUORUMS**

##### **4:1 PROCEEDINGS OF THE BOARD:**

The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be not less than half the number of members of the Board. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairman shall have a casting or second vote.

##### **4:2 CALLING OF MEETINGS**

- (a) Normal Meetings: All normal meetings of the Board shall be summoned by the General Secretary, acting in consultation with the Chairman, by giving at least 14 days' notice accompanied by the proposed agenda. (b) Requisitioned Meetings: A member of the Board may request for a meeting, and on the request of at least two (2) members of the Board, the General Secretary shall at any time summon a meeting of the Board by at least 21 days of notice served upon the several members of the Board, with an indication of the proposed agenda.

#### **4:3 DISQUALIFICATION OF MEMBERS OF THE BOARD:**

The office of a member of the board shall be vacated: i.) If a receiving order is made against him or he makes an arrangement or composition with his creditors; ii.) If he becomes of unsound mind; iii.) If he fails to attend the meetings of the Board for a period of six months, except by special leave approved by the Board; iv.) If by notice in writing to the organization he resigns his office; v.) If he is removed from office by a resolution duly passed under this constitution.

#### **4:4 THE GENERAL ASSEMBLY**

1. The organization shall in each year hold a General Assembly, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen (15) months shall elapse between the date of one General Assembly of the Organization and that of the next. The General Assembly shall be held at such time and place as the Board shall appoint.
2. The General Assembly shall be called ordinary General Assembly and all others shall be called extraordinary General Assemblies.

#### **4:5 MANNER OF CONVENING EXTRA ORDINARY GENERAL ASSEMBLY**

1. The Board may, whenever it thinks fit, convene an extraordinary General Assembly
2. The Board shall also, on the requisition of not less than one-third of the members of the organization, proceed to convene an extraordinary General Assembly, provided that the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office.

#### **4:6 NOTICES OF GENERAL ASSEMBLY:**

Twenty one (21) days' notice at least (exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour the meeting of the Organization shall, notwithstanding that it is called by shorter notice than that specified in the constitution, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote provided also that the accidental omission to give notice to or the non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings

#### **4:7 PROCEEDINGS AT GENERAL ASSEMBLY:**

1. All Business shall be deemed special that is transacted at extraordinary General Assembly and also all that is transacted at an ordinary General Assembly with the exception of the consideration of the accounts and balance sheets, the reports of the Board and Auditors, the elections of the board, appointment of auditors, and the fixing of the remuneration of the Auditors. Provided that no business shall be transacted at any General Assembly unless a quorum of members is present at the time when the meeting proceeds to business members present in person or by proxy shall continue constitute a quorum. 2. If within one hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall then be dissolved. 3. The Chairman, or in his absence the Vice-chairman of the Board, if present shall preside at every General Assembly. If there is no such Chairman or Vice Chairman, or if at any meeting neither is present within 15 minutes after the time appointed for holding the meeting, the members present shall designate one of their members to be Chairman of the meeting. 4. The chairman of any meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished. When such adjournment extends to more than 30 days since the original schedule



date of the meeting, notice of the adjourned meeting shall be given as in the case of an original meeting.

#### **4:8 VOTING AT GENERAL ASSEMBLY**

1. Every member shall have one vote, provided that when any matter affecting a member personally comes before the meeting, although he may be present at it, he shall not be entitled to vote on the question and Chairman may require him to withdraw during the discussion, and he shall in the case withdraw accordingly. 2. On a poll, votes will be cast in person; therefore members not present are not entitled to vote. 3. At any General Assembly a resolution put to the vote of the meeting shall be decided by a show of hands or by ballot as may be deemed appropriate by the members present. Only fully paid members are entitled to a vote. 4. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

#### **5.0 FUNDS AND RESOURCES UTILIZATION**

##### **5.1 APPLICATION OF FUNDS AND ASSETS**

The funds and assets of the Organization shall be applied solely towards the promotion of the objects of the Organization as set forth in this constitution; and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift bonus or otherwise by way of profit to the members of the Organization provided that nothing herein shall prevent, good faith, of reasonable and proper remuneration to any officer or servant of the Organization or any member or the Organization, in return for any services actually rendered to the Organization, or prevent the payment of interest at a rate not exceeding current bank rates on money lent or reasonable and proper rent for premises demised or let by any member to the Organization.

##### **5.2 ACCOUNTS**

1. It shall be the work of the Treasurer to cause the accounts to be kept and in particular as regards; a. The sums of money received and expended by the Organization and the matters in respect of which such receipts and expenditures takes place; b. The assets and liabilities of the Organization 2. The books of accounts shall be kept at the office or at such other places as the

Board thinks fit, and shall always be open to the inspection of the member of the Board during business hours. 3. At the General Assembly in every year, the Board shall lay before the members present a proper income and expenditure account for the period since the last preceding account made up to a date more than nine (9) months before such meeting. 4. A proper Balance sheet as at the date on which the income-expenditure account is made up shall be prepared every year, and laid before the members present at the General Assembly. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors. 5. Copies of the income and expenditure account, balance sheet and reports, all of which shall be framed in accordance with any statutory requirements for the time being in force, and of any other documents required by law to annexed or attached thereto or to accompany the same shall, not less than twenty one (21) clear days before the date of the General Assembly be sent to the Auditors and to all other persons entitled to receive notices, of such meetings in the prescribed manner.

### **5.3 AUDITORS**

1. The Organization shall at each General Assembly appoint an Auditor or Auditors to hold office until the next General Assembly, Provided that a member of the Board or other officer of the Organization shall not qualify to be appointed Auditor of the Organization. 2. The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act. 3. The remuneration of the Auditors of the Organization shall be fixed at the General Assembly, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board. 4. Every Auditors of the Organization shall have a right to see all relevant vouchers and shall be entitled to access at all times to the books and accounts he requires from the Board 5. The Auditors shall make a report to the members of the accounts examined by them and on every balance sheet laid before the Organization at its General Assembly during their tenure of office, and the report shall state: i.) Whether or not they have obtained all the information and explanations they have required; and ii.) Whether, in their opinion, the balance sheet referred

to in the report is properly drawn up so as to exhibit a true and correct view of the state of the organization's affairs.

#### **5.4 INSPECTION OF BOOKS OF ACCOUNTS AND LIST OF MEMBERS OF THE ORGANIZATION**

The books of accounts and all documents relating thereto and a list of members of the Organization shall be available for inspection at the office by any member of the Organization on giving not less than seven (7) days' notice in writing to the Organization, provided that the books of account and all documents relating thereto and list of members shall always be open for inspection by members of the Board during business hours. 5.5 FINANCIAL YEAR The financial year of the Organization shall begin on the first day of January and end on the last day of December of every year or at such other time as the Board may from time to time determine.

#### **6.0 ARBITRATION CLAUSE:**

##### **6.1 ARBITRATION:**

Save where by this Constitution the decision of the Board is made final if at any time hereafter any dispute difference or question shall arise between the Founders, Members, Board or other persons or their personal representatives or any of them respectively touching the construction meaning or effect of this Constitution or any cause or thing therein contained or the rights or liabilities of the said parties respectively or any of them under this Constitution or otherwise howsoever in relation to the Constitution then every such dispute or question shall be referred to arbitration by a single arbitrator appointed by agreement between the parties and in default of such agreement by the Chairman for the time being in accordance with and subject to the provisions of the Arbitration and Conciliation Act, 2000 of the laws of Uganda or any statutory modification or re-enactment thereof for the time being in force.

#### **7.0 AMENDMENTS TO THE CONSTITUTION:**

##### **7.1 AMENDMENTS**

Subject to the provisions of Regulation of the NGO Regulations, the Organization may by special resolution pass modify or repeal this constitution or adopt a new constitution or change the name of the Organization, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of income, property and assets of the Organization to the members.

## **8.0 DISSOLUTION AND DISPOSAL OF PROPERTY**

### **8.1 DISSOLUTION:**

The Organization shall not be dissolved or wound up except by a resolution passed at a General Assembly of the members by votes of two-thirds of the members present. The quorum at the meeting shall be at least 50% (Fifty per cent) of all members of the Organization. If no quorum is obtained, the proposal to dissolve or wind up the Organization shall be submitted to a further General Assembly which shall be held one month later. Notice of this meeting shall be given to all members of the Organization at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present. The Organization will not be dissolved without prior consent in writing to the NGO Board, obtained upon a written application addressed to the Executive Director of the NGO Board and signed by three of the officials of the Organization. Upon dissolution of the organization, its remaining assets shall be distributed to other organization(s) with similar objectives. Such organizations are to be determined by the members of the Organization at or before of dissolution.

### **8.2 MEMBERS' CONTRIBUTION TO ASSETS ON WINDING UP:**

Every member of the Organization undertakes to contribute to the assets of the Organization in the event of its being dissolved or wound up while he is a member, or within one year of his ceasing to a member, for payment of the debts and liabilities of the Organization contracted

before he ceases to be a member, and the cost, charges and expenses of dissolution or winding up and for the adjustment of the rights of the contributories amongst themselves, such sum as may be required not exceeding the sum of shillings One Hundred Thousand shillings (100,000 UGX).