

THE REPUBLIC OF
UGANDA

RESILIENT NORTH
UGANDA

THE CONSTITUTION AND
BOARD MANUAL

2025

THE BOARD MEMBERS	POSITION	SIGNATURE

ARTICLE I

1. Short Title

This Constitution may be referred to as the **Resilient North Uganda Constitution**.

2. Definition of Terms

In this Constitution, unless the context otherwise requires:

“Constitution” means a constitution granted by the Legal Authority under the **Non-Governmental Organizations Act, 2016**, as evidence that **Resilient North Uganda (RNU)** meets the requirements and standards of a legally recognized Non-Governmental Organization in Uganda.

“Board” means the **Governing Board of Resilient North Uganda**, established in accordance with the requirements of the NGO Act and this Constitution.

“Committee” means any sub-committee established by the Board to perform specific functions on its behalf.

“Employee” means any person engaged by **Resilient North Uganda** on full-time, part-time, or contract terms in accordance with the organization’s human resource policy and conditions of service.

“Financial Year” means the financial year of **Resilient North Uganda**, as determined by the Board in accordance with the provisions of this Constitution.

“Functions” include all powers, duties, and responsibilities assigned to an individual, office, or organ under this Constitution.

“Senior Management Team” means the Executive Director, Deputy Director (if any), Program Manager(s), Finance and Administration Officer, and any other departmental heads appointed by the Board.

“Founders” means the individuals who established **Resilient North Uganda**, representing the organization’s founding vision, mission, and values.

“RNU Board” refers to the **Board of Directors of Resilient North Uganda**.

“Staff” means all individuals appointed on permanent, temporary, or contract basis to provide services in program implementation, administration, finance, community mobilization, or any other official function of **Resilient North Uganda**.

“Regulation” means any rules or operational guidelines made under and in accordance with the provisions of this Constitution to facilitate effective management and governance of the organization.

“Beneficiaries” means individuals, groups, or communities targeted by **Resilient North Uganda’s programs and projects**, including farmers, youth, women, and other vulnerable populations benefiting from its interventions.

“Resilient North Uganda” means **Resilient North Uganda (RNU)** as established and registered under the laws of the Republic of Uganda.

“Authority of Resilient North Uganda” includes the **Board of Directors, Executive Management, and any committee, officer, or organ of the organization** upon whom authority may, for a stated purpose, be conferred under this Constitution from time to time.

ARTICLE II: ESTABLISHMENT OF RESILIENT NORTH UGANDA

A. Background History

Resilient North Uganda (RNU) is a non-profit, non-political, and non-denominational organization established in 2025 by **Mr. Orach Henry** and a group of development-oriented professionals inspired by the vision of rebuilding northern Uganda after decades of conflict, poverty, and environmental degradation.

The organization was founded to empower rural communities through **sustainable livelihoods, climate-resilient agriculture, youth employment, financial inclusion, and environmental restoration**. Its establishment was driven by the need to support smallholder farmers, youth, and women to achieve economic resilience and long-term prosperity.

Resilient North Uganda is headquartered in **Bungatira subcounty, owak parish, Gulu district, Uganda**, and operates across the Acholi sub-region and other parts of northern Uganda, partnering with local governments, community-based organizations, and international development agencies to promote inclusive growth and sustainability.

B. Name

There is hereby established an organization to be known as **Resilient North Uganda**, hereinafter referred to as **RNU**, whose corporate designation shall be "**The Governing Board of Resilient North Uganda.**"

The Board shall be constituted and shall operate in accordance with the provisions of this Constitution and the relevant laws of the Republic of Uganda.

C. Location

The **registered office** of Resilient North Uganda shall be situated in **Gulu District**, Uganda. The organization may, with the approval of the Board, establish **regional offices or field coordination units** in other parts of the country as may be necessary for the effective execution of its objectives.

D. Vision

A prosperous, resilient, and self-reliant northern Uganda where communities live in dignity and harmony with their environment.

E. Mission

To promote **sustainable livelihoods and inclusive development** by empowering rural households—especially smallholder farmers, youth, and women—through climate-smart agriculture, entrepreneurship, renewable energy, and community-based financial systems that enhance resilience and prosperity.

F. Objectives

The main objectives and functions of **Resilient North Uganda (RNU)** are:

- a. To **improve rural livelihoods** through climate-resilient agriculture, livestock development, and income diversification initiatives.
- b. To **enhance access to finance** by establishing and supporting Village Savings and Loan Associations (VSLAs), youth enterprise groups, and community credit schemes.

- c. To **promote environmental sustainability** through tree planting, renewable energy adoption, and community awareness on climate change adaptation and mitigation.
- d. To **empower youth and women** with vocational, entrepreneurial, and digital skills that create off-farm employment opportunities and strengthen community resilience.
- e. To **strengthen food and nutrition security** through training, improved seed systems, and sustainable farming practices.
- f. To **collaborate with government institutions, NGOs, and private sector actors** in implementing development programs aligned with Uganda's Vision 2040 and the Sustainable Development Goals (SDGs).
- g. To **conduct research and advocacy** on issues of rural poverty, environmental degradation, and social inclusion to inform evidence-based policy and community planning.
- h. To **mobilize and manage resources**—financial, human, and material—in pursuit of the organization's goals in a transparent and accountable manner.
- i. To **undertake any lawful activity** that contributes to the realization of the objectives and mission of Resilient North Uganda.

ARTICLE III: OWNERSHIP AND GOVERNANCE OF RESILIENT NORTH UGANDA

1. Founding and Legal Ownership

- (a) **Resilient North Uganda (RNU)** is a legally recognized **non-profit and non-governmental organization** established under the laws of the Republic of Uganda.
- (b) The **founding members** of Resilient North Uganda are the individuals who initiated and registered the organization, led by **Mr. Orach Henry** and other founding trustees. These members shall constitute the **Registered Trustees** and serve as the legal custodians of the organization's property, assets, and name.
- (c) The **Board of Directors** shall appoint such officers and management personnel of Resilient North Uganda as provided for under this Constitution and in accordance with the NGO Act, 2016 and any other relevant laws of Uganda.
- (d) Signatories to RNU's Bank Accounts As provided in this Constitution, there shall be at least three (3) designated signatories to all organizational bank accounts appointed by the Board of Directors. These shall include:
 1. The **Chairperson, Board of Directors**
 2. The **Executive Director**
 3. The **Finance and Administration Officer**Any **two (2)** of the three authorized signatories shall jointly approve and sign for all financial transactions.

- (e) The official bankers of **Resilient North Uganda** shall be recognized financial institutions duly licensed in Uganda, such as **Stanbic Bank Uganda Ltd, Centenary Bank, Equity Bank, or dfcu Bank**. The Board may, from time to time, approve additional or alternative banking institutions as necessary.

2. Governing Board of Resilient North Uganda

(a) There shall be established a governing body known as the **Board of Directors of Resilient North Uganda**, hereinafter referred to as the **RNU Board**.

(b) The **Board** shall consist of **seven (7) members**, appointed or elected as follows:

1. **Two founding members or trustees**, nominated by the Founders.
2. **One representative of the Local Government**, preferably the District Community Development Officer (CDO) or a delegated representative.
3. **One representative of the community**, selected from among local leaders or development partners where RNU operates.
4. **Two representatives of the RNU staff**, elected by the staff body.
5. **One representative from the private sector or civil society**, preferably with expertise in finance, environment, or development management.

(c) Members of the Board shall serve a **three-year term**, renewable **once** upon satisfactory performance. The **Executive Director and Finance Officer** shall be ex-officio members of the Board without voting rights.

(d) The **Chairperson and Vice-Chairperson** of the Board shall be elected by the members of the Board from among themselves during the first sitting of the Board after its inauguration.

3. Functions of the Board of Directors

The functions of the **RNU Board of Directors** shall include the following:

- (i) To set the overall **policy direction and strategic vision** of Resilient North Uganda, and to bear ultimate responsibility for the organization's affairs and performance.
- (ii) To ensure that all activities and programs of RNU are implemented in line with the **Constitution, national laws, and donor agreements**.
- (iii) To approve the establishment, restructuring, and implementation of programs, projects, and partnerships.
- (iv) To approve the appointment of the **Executive Director**, senior management staff, and departmental heads upon recommendation from the Appointments and Review Committee.
- (v) To approve financial policies, budgets, bank signatories, and financial transactions, as well as review and approve the **annual audited accounts**.
- (vi) To authorize the opening and closing of any organizational bank account.
- (vii) To approve all **investment proposals** and major procurement decisions in line with RNU's procurement policy.
- (viii) To review and approve the **organizational annual work plan and budget**.
- (ix) To ensure that Resilient North Uganda remains **true to its mission, vision, and values**.
- (x) To approve and ratify any **amendments** to the Constitution of Resilient North Uganda.

4. Meetings of the Board of Directors

(a) The **Board of Directors** shall meet **at least quarterly** each year.

(b) At any meeting of the Board, **one-third (1/3)** of the total membership shall constitute a quorum.

(c) The **Chairperson** may, at any time, call an **extraordinary meeting** of the Board and shall do so within **seven (7)** days upon written request signed by at least **three (3)** Board members.

(d) A **notice of fourteen (14) days** shall be given for all regular meetings, while **special or emergency meetings** may be called at shorter notice as circumstances may require.

(e) The **Chairperson**, or in their absence the **Vice-Chairperson**, shall preside over all meetings. In the absence of both, members present may elect an **acting Chairperson** for that session.

(f) Any member with a **conflict of interest** in a matter under discussion shall declare such interest and may be required to recuse themselves from deliberations on that matter.

(g) Decisions of the Board shall be made by **simple majority vote**, and the **Chairperson shall have both an original and casting vote** in case of a tie.

(h) The Board may, when necessary, transact business by **circulation of papers**, and any resolution approved in writing by at least one-third of the members, including the Chairperson, shall be valid as if it were taken at a meeting.

(i) The **Secretary to the Board (Executive Director)** shall record and keep all minutes of meetings. Such minutes shall be confirmed and signed by the Chairperson at the subsequent meeting.

5. Board Committees

(a) The **Board** shall establish standing committees to support its work, including but not limited to:

- **Finance and Audit Committee**
- **Appointments and Review Committee**
- **Programs and Resource Mobilization Committee**

(b) Each committee shall comprise not more than **six (6)** members, at least **two (2)** of whom shall be Board members. The **Chairperson of each committee** shall be a Board member appointed by the Board.

(c) The **Finance and Audit Committee** shall:

- Oversee budgeting, financial management, and audits;
- Review and recommend annual budgets and audited financial statements to the Board;
- Monitor compliance with donor and statutory financial reporting requirements.

(d) The **Appointments and Review Committee** shall:

- Recommend appointments, promotions, or disciplinary actions for senior staff;
- Oversee performance appraisals and human resource planning.

(e) Each committee shall report its deliberations and recommendations to the Board for consideration and approval.

(f) **One-third (1/3)** of committee members shall constitute a **quorum** for meetings.

ARTICLE IV: MEMBERSHIP OF RESILIENT NORTH UGANDA

The members of Resilient North Uganda (RNU) shall include:

- (a) The Founding Trustees of Resilient North Uganda.
- (b) The Members of the Board of Directors.
- (c) The Executive Director, Deputy Director, and members of the Senior Management Team.
- (d) The Administrative and Program Staff of Resilient North Uganda.
- (e) The Community Beneficiaries and Partner Farmer Groups formally affiliated with RNU's projects.
- (f) The Alumni and Volunteers of RNU's programs.
- (g) The Donors, Development Partners, and Technical Advisors formally associated with RNU.
- (h) Any person or institution formally admitted into partnership or association with RNU in accordance with this Constitution and its policies.

Any election under this Constitution shall be conducted by secret ballot, unless the members present agree otherwise by consensus.

ARTICLE V: OFFICERS OF RESILIENT NORTH UGANDA

A. Chairperson of the Board

- (a) There shall be a **Chairperson** of the Board of Directors of Resilient North Uganda.
- (b) The Chairperson shall:
 - 1. Serve as the **chief volunteer leader** of the organization.
 - 2. Partner with the **Executive Director** in steering the vision and mission of RNU.
 - 3. Provide leadership to the **Board of Directors** and preside over all Board meetings.
 - 4. Facilitate **strategic planning** and policy development processes.
 - 5. Appoint committee chairpersons in consultation with the Board.
 - 6. Serve as **ex-officio member** of all committees.
 - 7. Guide and mediate Board actions in line with organizational priorities.
 - 8. Monitor the organization's **financial health** and review annual reports.
 - 9. Conduct annual performance reviews of the Board and management.
 - 10. Perform any other duties assigned by the Board.
- (c) In the absence of the Chairperson, the **Vice-Chairperson** shall perform all the functions of the Chairperson.

B. Vice-Chairperson of the Board

(a) There shall be a **Vice-Chairperson**, elected by the Board from among its members.

(b) The Vice-Chairperson shall:

1. Perform the duties of the Chairperson in their absence.
2. Support the Chairperson in coordinating Board activities.
3. Participate in the preparation of Board transition and succession plans.
4. Represent the Chairperson in official functions when delegated.
5. Perform any other responsibilities assigned by the Board.

(c) In the absence of both the Chairperson and Vice-Chairperson, the **Executive Director** may serve as acting Chairperson for purposes of continuity.

C. Executive Director

(a) There shall be an **Executive Director (ED)** of Resilient North Uganda, appointed by the Board of Directors in accordance with this Constitution and applicable Ugandan law.

(b) The Executive Director shall:

1. Serve as the **Chief Executive Officer** of the organization.
2. Implement Board policies, programs, and strategic plans.
3. Supervise and coordinate the work of all departments and staff.
4. Enforce by-laws, resolutions, and approved policies.
5. Prepare and present the **annual report, budget, and program updates** to the Board.
6. Convene and record meetings of the Board and its committees.
7. Manage official correspondence and ensure record-keeping.
8. Recommend policies and reforms for Board consideration.
9. Ensure compliance with government regulations and donor obligations.

(c) In the event of the Executive Director's incapacity, the **Deputy Director** or a **senior management member** appointed by the Board shall act in that capacity.

ARTICLE VI: MANAGEMENT OF RESILIENT NORTH UGANDA

1. Senior Management Team (SMT)

(a) There shall be a **Senior Management Team** composed of:

- Executive Director (Chairperson)
- Deputy Director
- Finance and Administration Officer
- Program/Project Managers
- Monitoring and Evaluation Officer

- Any other Heads of Department as deemed necessary

(b) The Senior Management Team shall:

- Implement Board and policy decisions.
- Coordinate planning, budgeting, and reporting.
- Oversee staff management and operational performance.
- Ensure compliance with internal and external policies.

(c) The SMT may, when necessary, **invite advisors or external experts** to attend meetings.

2. Committees of Resilient North Uganda

RNU shall establish the following committees:

1. **Appointments and Human Resource Committee**
2. **Finance and Audit Committee**
3. **Programs and Resource Mobilization Committee**
4. **Procurement and Logistics Committee**
5. **Monitoring and Evaluation Committee**

The Board may establish or dissolve other committees as necessary. Each committee shall operate according to approved **terms of reference** and report to the Board through the Executive Director.

ARTICLE VII: PROVISIONS RELATING TO STAFF

1. The staff of Resilient North Uganda shall include all persons appointed on contract or permanent terms to perform technical, administrative, and support duties.
2. All staff shall be subject to the authority and supervision of the **Executive Director**.
3. Recruitment, confirmation, and promotion shall follow the procedures outlined in the **Human Resource Policy and Staff Manual**.
4. The organization shall maintain an **Internal Appointments Committee** to oversee recruitment and an **Internal Review Committee** to handle performance evaluations and disciplinary matters.

ARTICLE VIII: FINANCIAL PROVISIONS

1. All funds, assets, and property of Resilient North Uganda shall be managed in accordance with this Constitution and relevant Ugandan financial regulations to advance RNU's mission and objectives.
2. RNU's financial resources shall be derived from:
 - Project grants and donations
 - Fundraising activities
 - Membership contributions
 - Income-generating projects
 - Consultancy and training services
 - Investments and savings
 - Any lawful source approved by the Board
3. The **authorized signatories** to RNU's bank accounts shall be three designated officers:
The Chairperson, Board of Directors
The Executive Director
The Finance and Administration **Officer**. Any **two (2)** of the three shall jointly authorize all financial transactions.
4. The financial year of RNU shall run from **1st January to 31st December**.
5. The **Executive Director** shall prepare annual estimates of income and expenditure, to be reviewed and approved by the **Board** before each new financial year.
6. The accounts of RNU shall be audited annually by a **registered external auditor**, appointed by the Board, and presented for approval within **three months** of the end of each financial year.
7. Any surplus income shall be **reinvested into RNU's programs** and not distributed among members or staff.

ARTICLE IX: SEAL AND SYMBOLS OF RESILIENT NORTH UGANDA

1. The **official seal** of Resilient North Uganda shall be of such design as approved by the Board.
2. The seal shall be authenticated by the **signature of the Executive Director** and kept under safe custody at the organization's headquarters.
3. The **logo, flag, and other symbols** of RNU shall be designed and approved by the Board to reflect the organization's identity, values, and mission.

ARTICLE X: GENERAL PROVISIONS

1. Contracts made on behalf of Resilient North Uganda shall:

1. Be executed in writing and signed under the seal of RNU when required by law.
 2. Be binding upon the organization once authorized by resolution of the Board.
2. Any document served on RNU shall be delivered to the **office of the Executive Director** or any designated officer of the organization.

ARTICLE XI: REGULATIONS AND POLICY FRAMEWORK

1. RNU shall operate under **approved policies and regulations** governing finance, human resources, procurement, and administration.
2. The **Board** shall have authority to review, amend, and approve such regulations as may be necessary for effective governance and management.
3. These regulations shall supplement this Constitution and provide operational guidance to staff and committees.

ARTICLE XII: AMENDMENT OF THE CONSTITUTION

1. Amendments to this Constitution may be proposed by the **Board of Directors** or by a **two-thirds majority** of members at a general meeting.
2. Notice of any proposed amendment shall be circulated at least **14 days** prior to the meeting.
3. No amendment shall take effect without approval by a **two-thirds majority** vote and subsequent registration with the **National NGO Bureau**.

ARTICLE XIII: TRANSFER OF PROPERTY, ASSETS, AND STAFF

1. All assets and property legally acquired by RNU shall be vested in the **organization as a corporate body** and held in trust for its beneficiaries.
2. Upon any restructuring, all staff, assets, and programs shall automatically transfer to the new legal entity recognized as **Resilient North Uganda** under this Constitution, unless otherwise directed by the Board.

ARTICLE XIV: DISSOLUTION

1. In the event that Resilient North Uganda is to be dissolved, the decision shall require a **resolution supported by at least three-quarters (75%)** of the members of the Board and the general assembly.
2. Upon dissolution, all remaining assets, after settlement of liabilities, shall be **transferred to another NGO or public institution** in Uganda with similar objectives, as approved by the NGO Bureau and the Board.

ARTICLE XV: INTERPRETATION

The authority to interpret this Constitution rests with the **Board of Directors of Resilient North Uganda**, subject to the **laws of the Republic of Uganda** and the **National NGO Regulations** in force at the time.

Resilient North Uganda (RNU)

Empowering Communities, Building a Prosperous Future

Introduction

Resilient North Uganda (RNU) is a non-profit, community-based organization founded by **Mr. Orach Henry** with a mission to promote sustainable livelihoods, climate resilience, and inclusive economic growth in Northern Uganda. RNU focuses on empowering rural households through agricultural innovation, financial inclusion, youth employment, and social enterprise development.

The organization was established to respond to the economic and social recovery needs of post-conflict Northern Uganda, addressing persistent poverty, limited access to finance, and the effects of climate change. RNU operates under the guiding values of **transparency, inclusiveness, sustainability, and innovation**, working closely with communities, government, and development partners to achieve long-term rural transformation.

Purpose of the Board

The Board of Resilient North Uganda provides overall leadership and governance, ensuring that the organization remains true to its mission, operates transparently, and achieves measurable results that improve community well-being.

The Board is mandated by the founders and trustees to:

1. Uphold the vision, mission, and values of Resilient North Uganda.
2. Set the strategic direction, approve plans and budgets, and monitor progress.
3. Ensure accountability to beneficiaries, donors, government regulators, and the wider public.
4. Ensure compliance with the laws of the Republic of Uganda and NGO regulations.

Specific Responsibilities

The Board shall:

- Approve RNU's **strategic plan and annual work plans**.
- Monitor and evaluate progress toward achieving the organization's goals.
- Approve the **annual budget and audited financial statements**.
- Review and adopt key **corporate policies and risk management frameworks**.
- Oversee performance of the Executive Director and senior management.
- Approve major partnership agreements, projects, and institutional reforms.

Governance Structure

To strengthen accountability and efficiency, RNU's governance shall operate through the following committees:

1. **Finance and Audit Committee** – Oversees budgeting, expenditure, and internal audit functions.
2. **Programs and Impact Committee** – Reviews program performance and ensures alignment with RNU's strategic objectives.
3. **Human Resource and Governance Committee** – Handles staff appointments, performance reviews, and board evaluations.

Each committee shall be chaired by a Board member, with other members appointed by the Board. Committee minutes and reports shall be submitted to the full Board for review.

Board Membership

Board members shall be appointed or removed by the Founding Trustees.

Each member shall serve a renewable three-year term.

Membership shall reflect gender balance, professional diversity, and regional representation.

Meetings and Procedures

3. The Board shall meet **quarterly** (at least four times per year).
4. A **quorum** shall consist of at least one-half of the total members.
5. Decisions shall, where possible, be reached by consensus; otherwise, by **simple majority vote**.
6. The **Chairperson** shall have a **casting vote** in case of a tie.
7. Board members may claim reasonable out-of-pocket expenses incurred during official meetings.

Role Descriptions

1. Chairperson of the Board

- Provides strategic leadership and guidance to the Board.
- Works closely with the Executive Director to ensure effective governance.
- Chairs Board meetings and ensures decisions are implemented.
- Conducts an annual appraisal of the Executive Director.
- Represents RNU in key public, policy, and donor engagements.

2. Vice-Chairperson

- Assists the Chairperson in all duties and acts on their behalf in their absence.
- Supports coordination among Board committees.
- Advises the Executive Director on governance and compliance matters.

3. Executive Director

- Serves as the **chief executive officer** of Resilient North Uganda.
- Implements Board resolutions and strategic priorities.
- Oversees program implementation, staff management, and financial administration.
- Ensures compliance with Ugandan laws and donor requirements.
- Submits quarterly and annual reports to the Board.

4. Board Members

- Uphold and promote the vision and values of RNU.
- Participate actively in meetings, committees, and policy reviews.
- Provide technical expertise, advice, and networking support.
- Ensure that the organization operates ethically and efficiently.

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