

THE REPUBLIC OF UGANDA

THE CONSTITUTION

OF

**THE PAY IT FORWARD FOUNDATION
UGANDA**

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PREAMBLE

The Pay It Forward Foundation (abbreviated as PIFF) and hereinafter referred to as the Foundation, is a non-profit, non partisan and non-government organisation whose main objective is to create a kinder world by encouraging people to perform acts of genuine kindness.

The goal of The Foundation is to spread the idea that anyone can, if they are willing, ***change lives by paying it forward with random acts of kindness***. This concept underlies the idea that if someone helps you out, the best way of returning the favour is by helping someone else out in any other way hence creating a multiplier effect. The idea embedded in the word “good” to beget “kindness” is not new in the world; it has been a fundamental part of society from time immemorial.

Any individual or organization can be a member of PIFF as long as they are willing to:

- Embrace the idea of changing the world by being truly kinder through action
- Uphold the values of The Foundation
- Contribute to the running of The Foundation

Members of the foundation are encouraged to uphold the following values and pass them on in their daily lives and interactions:

- Kindness
 - Integrity
 - Forgiveness
 - Respect
 - Trust
 - Unity
-

WHEREAS the Constitution of the Republic of Uganda provides for the freedom of association, expression and assembly;

AND WHEREAS all individuals in Uganda recognise that they have inherent rights and share a common destiny founded on kindness, fairness and humaneness towards each other;

RECOGNISING the serious problems affecting all underprivileged persons especially the orphans and the needy in our society and communities;

COGNISANT of the fact that the well being of all persons in Uganda is important for national development and needs to be promoted, supported and sustained,

CONVINCED that the responsibility for development and promotion of an educated society requires self help concepts;

CONVINCED that it is timely to establish a non-partisan, non-profit and non-government organisation to facilitate the process of sustainable achievement and development,

NOW THEREFORE, We the members have assembled this Day of the month of and hereby resolve to establish an organisation called **THE PAY IT FORWARD FOUNDATION UGANDA (PIFF)** and enact this Constitution as the ultimate set of rules and regulations to govern this organisation.

ARTICLE 1: NAME AND ADDRESS

The name of the foundation shall be **“The Pay It Forward Foundation Uganda”** herein after referred to as **“The Foundation”** and may be abbreviated as **PIFF**. The organisation shall be non-political, non-partisan and non-profit making and it shall operate in all districts of Uganda for the first year of its existence; however, the Foundation may be registered in any other part of the world thereafter as the Board of Trustees may deem fit and necessary.

1. **The Mission:**

The Mission Statement of PIFF is to create programmes for human rights, health, shelter and education for the underprivileged in our society and reintegrate them.

2. **The Vision:**

The Vision of PIFF is to create a kinder and humane world by encouraging people to perform acts of genuine kindness without any form of discrimination.

3. The registered office of the Organisation shall be in the Republic of Uganda and the address will be: P. O. Box 11738, KAMPALA, Uganda.
4. The headquarters of the Organisation shall be in Kampala.
5. The Organisation shall be governed by this Constitution.

ARTICLE 2: PURPOSE

The aims and objectives of the Foundation are to:

1. Provide shelter for the underprivileged classes in society especially orphans, street children, old women and men, victims of human trafficking and domestic violence and the homeless by building orphanages and homeless shelters across the country.
2. Provide knowledge and information to those with little or no access to it by providing educational materials and building public libraries, information networks and resource centres across the country.

3. Create access to education by sponsoring students, pupils and adults who are willing to learn but are otherwise unable to.
4. Inspire and motivate by establishing Mentor and Role Model programmes.
5. Establish and maintain a permanent fund that caters for educational needs for individuals in need and create written policies and procedures for the running of the Fund.
6. Promote human rights and carry out various acts of kindness on a regular basis without any form of discrimination whatsoever.
7. Promote carbon purchase and any other activities that are related to climate change and global warming.
8. Print, publish and disseminate information that the organisation may think desirable for the promotion of its objectives and organise conventions and activities both locally and internationally.
9. Raise funds through legally accepted ways.
10. Carry out research and document issues; establish a data bank for the promotion and dissemination of information of the organisation's programmes.
11. Advance and promote rights, knowledge, practices especially the understanding of intellectual property rights.
12. Cause the Foundation to be registered or recognised in any Commonwealth or foreign country or place
13. Do all such other lawful things as the Board of Trustees may deem necessary for the realization of the objects of the Foundation.

ARTICLE 3: STRUCTURE

1. The Foundation is composed of a legislative and an administrative body.
2. The legislative body of the Foundation shall be composed of all Members of the Foundation.
3. The administrative body of the Foundation shall be the Board of Trustees elected by the Members.

ARTICLE 4: ADMINISTRATION

1. The Foundation shall be managed by a Board of Trustees (hereinafter referred to as "The Board") who shall be democratically elected by the members of the Foundation at the Annual General Meeting.

2. The Board shall include the following positions:

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer
- Spokesperson
- Coordinator
- Legal Counsel

3. There will be two committees each consisting of 5 members to support the Coordinator and the Treasurer in their duties.

4. **Chairperson**

1. The Chairperson shall convene and preside over every meeting of the Organisation. If the Chairperson is absent at the time of holding the meeting, the Vice Chairperson (if any) shall preside, otherwise the members present shall, before any other business is transacted, choose one of their members to preside at that meeting if both the Chairperson and Vice Chairperson are absent.
2. The Chairperson shall convene all meetings whenever he/she thinks fit unless otherwise provided by this Constitution or upon a written request by not less than fifteen of the members having the power to vote.
3. In the event of the failure or refusal of the Chairperson to comply with the said requisition of the members, the members may within a period of not less than 14 days from the date of the requisition convene the meeting themselves.
4. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

5. **The Vice Chairperson**

1. Will deputise the Chairperson
2. Carry out any assignment as may be directed by the Board of Trustees from time to time.

6. **The Treasurer**

The Treasurer shall be the Chief Controller of the organisation's finances subject to the provisions of this Constitution.

The Treasurer shall cause proper books of accounts to be kept with respect to:-

1. All sums of money received and expended by the organisation and the matters in respect of which the receipt and expenditure takes place;
2. The assets and liabilities of the organisation.
3. Any other matters and reports as may from time to time be prescribed by the Board of Trustees and deemed necessary to give a true and fair view of the state of the Organisation's affairs and to explain its transactions.

7. The Coordinator shall:

Be responsible for the proper keeping of all the minutes and records of all meetings, property and any other matters of the Organisation.

1. Keep the register of all the members;
2. Be in-charge of receiving and handling all correspondences to and from the organisation;
3. Carry out any other duties as may from time to time be assigned to him/her by the Board of Trustees or Chairperson.

8. The Secretary

The Secretary shall maintain a register of members containing the names and addresses of all current and past members of the Foundation and such other records and information relating thereto as the Board shall from time to time determine.

9. Legal Counsel

The Legal Counsel shall be responsible for legal matters pertaining to the administration and running of the organisation.

10. Spokesperson

The Spokesperson shall be responsible for the public relations of the organisation and may carry out any other duties from time to time as directed by the Board of Trustees or the Chairperson.

ARTICLE 5: MEMBERSHIP

1. Membership shall be open to any individual or organisation, without regard to nationality, age, gender, disability, political or religious affiliation, approved by the Board and is:
 - willing to uphold the values of the Foundation

- willing to contribute to the running of the Foundation
- a. Membership is not transferable. Each member shall be entitled to a vote in any matter pertaining to the Foundation that calls for such a vote to be taken except where it is expressly indicated to the contrary.
- b. The Board shall preserve its records and the records of its Committees, with respect to each applicant and member, for a period as the Board may from time to time determine.
- c. The Secretary shall cause the establishment of a register of all members.
- d. The Foundation shall consist of three categories of members:
 - i. **Founder Members:** The ones whose names and signatures appear on the Constitution are life members of the organisation and are entitled to participate in all activities of the Foundation.
 - ii. **Active Members:** These pay a membership fee of Uganda Shillings Fifty Thousand only (Shs. 50,000/=) per year for individuals and are eligible to vote and serve on the Board or the committees. Any person who contributes substantially in terms of effort and skills towards the activities and running of the foundation is also considered an active member.
 - iii. **Corporation/Institutions:** These pay Shs.150,000/= (One hundred and fifty thousand Uganda Shillings only) per year.
 - iv. **Ordinary Members:** These simply subscribe to the idea of paying it forward and try to do so in any way they can in their daily lives. These have no voting rights and their contribution is in kind.
 - v. The above membership fees may be revised from time to time by the Board of Trustees as they deem fit.
 - vi. The Board of Trustees will streamline the procedure of admission of members to the Foundation.

2. Termination of Membership

Membership is terminated if:

1. The member dies.
2. The member resigns by written notice to the Foundation.

3. The member is removed from membership by a resolution of the Trustees that it is in the best interests of the Foundation that his or her membership is terminated.
 4. The “Active Member” fails to pay membership fees for at least for 3 years.
 5. He/she is prohibited by any law in force from being a member.
 6. He/she becomes a lunatic or is incapable of running is/her own affairs due to any other reason.
3. A resolution to remove a member from membership may only be passed if:
 1. The member has been given at least twenty one day’s notice in writing of the meeting of the Board of Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 2. The member or, at the option of the member, the member’s representative (who need not be a member of the Foundation) has been allowed to provide an explanation to Board of Trustees at the meeting so as to give his/her views on the matter.

ARTICLE 6: FINANCES & ALLOCATION OF FUNDS

1. The Foundation shall be managed on contributions made by its members, well wishers, income derived from publications and any other legally accepted and permitted sources.
2. All monies and property received by or on behalf of the Foundation shall be applied solely to further the aims of the Foundation and for no other purpose.
3. Any bank accounts opened for the Foundation shall be in the name of the Foundation.
4. Any bank account opened for the Foundation shall have three signatories; the Chairperson shall be the principal signatory together with the Treasurer or any other member of the Board of Trustees; and any cheques issued shall require the signature of the Chairperson as Principal Signatory either with the Treasurer or/and any other one signatory.
5. The Foundation shall ensure that its accounts are independently audited every year.
6. The Finances and allocation of funds shall be governed as laid out in the Financial Policy of the Foundation.
7. The financial year of the organisation starts on 1st January of each year and ends on 31st December.

ARTICLE 7: ANNUAL GENERAL MEETINGS

1. The Foundation shall hold an Annual General Meeting (A.G.M) within 12 months of the date of adoption of this Constitution.
2. An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings.
3. All members shall be given at least fourteen days notice of the A.G.M. and shall be entitled to attend and vote.
4. The business of the A.G.M. shall include:
 - Receiving a report from the Chairperson on the Foundation's activities over the year
 - Receiving a report from the Treasurer on the finances of the Foundation
 - Electing a new Board
 - Considering any other matter as may be decided
5. The Board shall meet at least once every two months to review the activities and running of the Foundation.
6. A Special General Meeting may be called by the Board or at least half the Board's members to discuss any urgent matter. The Secretary shall give all members fourteen days notice of any Special General Meeting together with notice of the business to be discussed.

ARTICLE 8: QUORUM

1. No business shall be transacted at any Annual General Meeting unless a quorum is present.
2. A quorum is half the members of the Foundation.
3. The authorized representative of a member organisation shall be counted in the quorum.
4. If:
 - a) A quorum is not present within half an hour from the time appointed for the meeting; or
 - b) During a meeting there is lack of a quorum, the meeting shall be adjourned to such time and place as the Board shall determine.
 - c) The Board must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

- d) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

ARTICLE 9: REPRESENTATIVES OF OTHER ORGANISATIONS

1. Any organisation that is a member of the Foundation may nominate any of its officials to act as its representative at any meeting of the Foundation.
2. The organisation must give written notice to the Foundation of the name of its representative.
3. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Foundation.
4. The nominee may continue to represent the organisation until written notice to the contrary is received by the Foundation.
5. Any notice given to the Foundation will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked.
6. The Foundation shall not be required to consider whether the nominee has been properly appointed by the organisation.

ARTICLE 10: APPOINTMENT OF TRUSTEES

1. The Foundation in the Annual General Meeting shall elect the Board of Trustees for a duration of three (3) years.
2. The Annual General Meeting may appoint any member who is willing to act as a Trustee.
3. At the expiration of a term of service, each of the Trustees shall retire at the Annual General Meeting but shall be eligible for re-election at the same Annual General Meeting. Any re-elected Trustee shall not serve for more than 2 terms.
4. No-one may be elected a Trustee at any Annual General Meeting unless prior to the meeting the Foundation is given a notice that:
 - a) He/she is nominated and his/her nomination has been signed by a member entitled to vote at the meeting;
 - b) States the member's intention to propose the appointment of a person as a Trustee
 - c) The person nominated and proposed is willing or has shown willingness to be appointed.

5. The appointment of a Trustee, whether by the Foundation in the Annual General Meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this Constitution, or any existing policy as the Board of Trustees may deem fit, as the maximum number of Trustees.

ARTICLE 11: POWERS OF TRUSTEES

The Trustees must manage the business of the Foundation; the powers of the Trustees shall be laid out in the by- laws of the Constitution.

The Board of Trustees must promptly notify the NGO Board of any changes to PIFF's Constitution.

ARTICLE 12: DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if he or she:

- a) Is disqualified from acting as a Trustee if he or she has been convicted of offences involving deception or fraud, or who is deemed morally bankrupt by his or her peers;
- b) Ceases to be a member of the Foundation;
- c) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- d) Resigns as a Trustee by notice to the Foundation (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- e) Is absent without the permission of the Trustees from at least four meetings held within a period of eight consecutive months and the Trustees resolve that his or her office be vacated.

13: ANNUAL REPORT AND RETURN OF ACCOUNTS

The Trustees must comply with their obligations with regard to:

- 1) The keeping of accounting records for the Foundation;
- 2) The preparation of annual statements of accounts for the Foundation;
- 3) The transmission of the statements of accounts to the Foundation;
- 4) The preparation of an Annual Report and its transmission to the Foundation;
- 5) The preparation of annual returns and its transmission to the NGO Board

ARTICLE 14: NOTICES

1. Any notice required by this Constitution to be given to or by any person must be:
 - a) In writing; or
 - b) Given using electronic communications.
2. The Foundation may give any notice to a member either:
 - a) Personally; or
 - b) By sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - c) By leaving it at the address of the member; or
 - d) By giving it using electronic communications to the member's address.

ARTICLE 15: AMENDMENTS TO THE CONSTITUTION

- a. Amendments to the Constitution can only be made at the Annual General Meeting.
- b. The Members must be given 10 (ten) days notice of any Annual General Meeting at which an amendment to the Constitution is being considered.
- c. Amendments to the Constitution shall require a majority vote in favour of the amendment, by all voting members present at the Annual General Meeting.
- d. A Constitutional Amendment shall be in full force and affect immediately upon the majority vote in favour of the amendment.

ARTICLE 16: POLICIES

- 1. Authority**
 - a. Policies shall not conflict with, or attempt to vary, any provision of the Constitution or By-laws of the Foundation.
 - b. All policies are binding upon all members of the Foundation.
- 2. Enactment, Amendments and Repeals**
 - a. A policy can be proposed, amended or repealed through a motion at any Trustee meeting, provided that 10 (ten) days written notice has been given.
 - b. For a motion to amend, repeal, or enact a policy to be passed requires a simple majority vote of all Trustees.
 - c. Introduction, amendment, or repeal of a policy shall be effective immediately upon enactment by the Board of Trustees.

3. All policies may be reviewed at the Annual General Meeting if and when need arises.

ARTICLE 17: BY-LAWS

The Trustees may from time to time make rules or by-laws for the conduct of their business.

The by-laws may regulate the following matters but are not restricted to them:

- a) The admission of members to the Foundation (including the admission of organisations to membership); the rights and privileges of such members; subscriptions and other fees or payments to be made by members;
- b) The conduct of members of the Foundation in relation to one another, and to the Foundation's employees and volunteers;
- c) The procedure at the Annual General Meeting and meetings of the Trustees in so far as such procedure is not regulated by this Constitution;
- d) The keeping and authenticating of records.
 - a. The Foundation in the Annual General Meeting has the power to alter, add to or repeal the rules or by-laws.
 - b. The Trustees must adopt such means as they think sufficient to bring the rules and by-laws to the notice of members of the Foundation.

1. Authority

- a. The By-laws shall take precedence over all rules, regulations, or policies enacted by the Foundation barring any provisions in the Constitution.
- b. All by-laws are binding upon all members of the Foundation.

2. Enactment

- a. By-law may be enacted at any Trustees meeting by a majority vote in favour of all Trustees, provided that 10 (ten) days written notice has been given.
- b. A by-law shall be effective immediately upon enactment by the Board of Trustees.

3. Amendments

Amendments to by-laws shall be enacted in the same manner and procedure adopted and followed on enactment of by-laws.

ARTICLE 18: DISSOLUTION OF THE FOUNDATION

1. The Foundation may be wound up at any time if agreed by two-thirds of those members present and voting at any General Meeting.

2. In the event that the Foundation disbands or ceases to exist in any year, the Board of Trustees will be responsible for selecting and granting any funds or assets to another organisation or charity with a similar aim after all debts have been paid.
3. Every member of the organisation undertakes to contribute to the assets of the Organisation;
 - (i) In the event of the same being wound up while she/he is a member, or within one year after he/she ceased to be a member, for payment of the debts and liabilities of the Organisation contracted before he/she ceases to be a member and of the costs, charges and expenses of winding up;
 - (ii) Such amount as may be required not exceeding U. Shs 1,000,000/= (one million Uganda shillings only).

ARTICLE 19: THE SEAL

1. The Organisation shall have a seal which must only be used by the authority of the Board of Trustees, which shall determine the persons to sign any instrument to which the seal is affixed.
2. The common seal shall be the official stamp of the organisation and shall be fixed on all contracts entered into on behalf of the organisation and such other important documents as may be approved by the Board of Trustees. The Board may approve utilisation of rubber stamp where the seal is not available.
3. Any instrument that requires a seal may be signed by the Chairperson and Secretary unless decided otherwise by the Board of Trustees.
4. The Company may exercise the powers conferred by the relevant statutory provisions in force with regard to having an official Seal for use outside Uganda and such powers shall be vested in the Board of Trustees.

ARTICLE 20: DISPUTE RESOLUTION

Any dispute arising under or out of this Constitution between members of the organization shall be settled amicably by the parties through mediation by the Board of Trustees, failure of which the matter shall be referred to Arbitration before a single arbitrator who shall be a prominent person agreed upon by the parties. The place of arbitration shall be Kampala, in Uganda.

ARTICLE 21: LAW APPLICABLE

This Constitution shall be governed by and construed in accordance with the Laws of Uganda.

We, the persons whose names, postal addresses and occupations are hereunto subscribed are desirous of being formed into a Non Governmental organisation in pursuance of this Constitution and establish a **NON-GOVERNMENT ORGANISATION** called **THE PAY IT FORWARD FOUNDATION UGANDA**. In accordance with this Constitution, we hereby append our signatures.

NAMES AND ADDRESSES OF SUBSCRIBERS	DESIGNATION	SIGNATURES OF SUBSCRIBERS
Businge Abid Weere P O Box 10148 Kampala, Uganda	Chairperson	
Raymond Kukundakwe P O Box 29113 Kampala, Uganda	Vice Chairperson	
Jacque Kasoma P O Box 11738 Kampala, Uganda	Secretary	
Berna Nabiryo P O Box 9399 Kampala, Uganda	Director	
Brenda Ntambirweki P O Box 11738 Kampala, Uganda	Director	
Carlo Kutesa P O Box 6113 Kampala, Uganda	Director	
Caroline Kizito P O Box 8548 Kampala, Uganda	Director	
Darlyne Komukama P O Box 11738 Kampala, Uganda	Director	
David Gimezi Nagimesi P O Box 474 Kampala, Uganda	Director	
Diana Feruz Ndagire P O Box 6061 Kampala, Uganda	Director	
Diana Ssali P O Box 23097 Kampala, Uganda	Director	
Ernest Bazanye P O Box 11738 Kampala, Uganda	Director	
George Makula Semakula P O Box 24929 Kampala, Uganda	Director	

Hellen Izama P O Box 11738 Kampala, Uganda	Director	
Joanna Komugisha P O Box 1071 Kampala, Uganda	Director	
Judith Kansiime P O Box 568 Kampala, Uganda	Director	
Lindsay Kukunda P O Box 11738 Kampala, Uganda	Director	
Nicole Gatoni P O Box 474 Kampala, Uganda	Director	
Patricia B Namara P O Box 10148 Kampala, Uganda	Director	
Paul Katuramu P O Box 2203 Kampala, Uganda	Director	
Raymond Baziwane Matovu P O Box 11738 Kampala	Director	
Rebecca Penelope Wana Abonyo P O Box 16225 Kampala, Uganda	Director	
Rosette Nagimesi P O Box 474 Kampala, Uganda	Director	
Rebekah Kabugo P O Box 4487 Kampala, Uganda	Director	
Samuel Otala P O Box 11738 Kampala, Uganda	Director	
Susan Lawino P O Box 11738 Kampala, Uganda	Director	
Trevor Joseph Karugonjo P O Box 11738 Kampala, Uganda	Director	

Mark Kagabo Kayonde P.O. Box 29113 Kampala, Uganda	Director	
Winnie Nankya P O Box 11738 Kampala, Uganda	Director	