

KALYET INITIATIVE (U) LTD

CONSTITUTION

2021

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1.0 NAME KALYET INITIATIVE (U) LTD

1:1 NAME

The name of the organization shall be **KALYET INITIATIVE (U) LTD** thereafter referred to as the “KALYET or the Organization”. The Organization shall be registered with 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 Kampala District. The registered postal address shall be P.O. Box.100940 Kampala. Upon resolution by the directors, may move its headquarters to any place in Uganda as well as create branch offices, establish a secretariat in a convenient place as it shall deem necessary for the effective implementation of its activities and the achievement of its Objectives.

2.0 OBJECTIVES

2:1 VISION

To raise a generation of girls that love the Lord and are literate, socially equipped, financially independent and have healthy self-esteem.

2:2 MISSION

We aim to inspire girls to walk closely with Jesus and form a loving & supportive kingdom community. We will then equip them to overcome teenage challenges and teach them life skills through training programs, career guidance, counselling, library services and other growth opportunities, all in preparation for a bright future.

2:3 THE MAIN OBJECTIVE

To promote kingdom culture, equip the teenage girls with diverse skills, training in business creation, management, finance, life skills and provide general counseling.

2:4 SPECIFIC OBJECTIVES

The Organization shall among others have the following specific objects:

1. To teach Kingdom principles and daily practicability through Bible study.
2. To train life skills and entrepreneurial skills
3. To provide career guidance and counseling.
4. To promote talent discovery and skills development.
5. To empower a girl child to handle teenage challenges through a teenage information center in relation to adolescence, Reproductive Health and child rights in general, in partnership with relevant organisations, government agencies, professionals and others.

3.0 MEMBERSHIP AND GOVERNANCE

3:1 MEMBERSHIP

Membership is open to persons or institutions;

1. Who subscribe to this constitution,
2. Have an interest to support or promote some of the objectives of the Organisation.
3. Is actively implementing similar objectives of the organisation, the,
4. A company, Individual or organisation that shares/exhibit similar core principles as that of the Organisation and such other persons as the Board of Directors may from time to time admit as members.

3:1:2 Termination Of membership

Not less than 3 persons shall be members of the organization, provided that members shall cease to be a member if:

- a) If a member Dies
- b) If a member is convicted of a crime
- c) He/she 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/she 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 dissolved shall continue for one year from the expiry of such notice.

- d) If he/she is removed from being a member 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/she has been given a reasonable opportunity of attending and being heard. A founding member will in such a case, step down from being a member of the Board of Directors and become an ordinary member at the discretion of the Board Members.
- e) Membership shall be voluntary, but dependent on the level of involvement in fulfilling the Organizations objectives.

3:2 CATEGORIES OF MEMBERSHIP

3:2.1 The organisation shall register members within the categories of members below;

- a. **Ordinary Full membership:** opened to all persons that meet the eligibility criteria as laid down in section **3:1** of this constitution
- b. **Associate Membership:** non-profit and profit making companies, Government institutions ,any organisation active in development and has similar objectives, which do not meet all but at least two of Full membership eligibility criteria provided for in section 3.1 of this constitution
- c. **Honorary Membership:** an individual who has made a 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 requires 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 discussing the candidate to the Chairperson, Board of Directors.
- d. **Trustees:** these are the founding members of the Organization.

3:3 RIGHTS AND DUTIES OF MEMBERS

1 a). Full members: All full members shall have the right to;

- i. Attend the General Assembly and participate fully where possible and by recommending the Organization as much as possible
- ii. Explore Accounts of the Organization during the AGM.
- iii. Vote and stand for electable positions in the Organization
- iv. Attend training programs organized by the Organization

2 a) All members shall have the duties to;

- i. Pay registration and annual subscription fees of 10,000 UGX
- ii. Attend the AGM and other meetings when called to attend.

b) ASSOCIATE AND HONORARY MEMBERS

They shall have the duty and right to;

- i) Attend the General Assembly
- ii) Participate fully where possible and by recommending the Organization
- iii) Explore Accounts of the Organization
- iv) Access to information regarding new sources of funding
- v) Exemption from provincial registration fees
- vi) Act as ambassadors for the Organization

c) TRUSTEES:

- i) Attend the General Assembly

ii) Support and advise the Board of Directors and Chief Executive Officer on fulfilling their tasks and duties

iii) May define the tasks and duties of the Board of Directors and stipulate their rules of procedure

iv) Elect three of their members as representatives of the Board of Directors

v) Act in an honorary capacity. They are liable for intent and gross negligence

3:4 NUMBERS OF BOARD MEMBERS

3:4:1 Until otherwise varied by a special resolution passed at a General Assembly, the Board of Directors shall consist of;

1. Chairperson;
2. Vice-chairperson;
3. General Secretary;
4. Treasurer;
5. Three Members; (This will be at the discretion of the Trustees/Board members to add these extra members at a given time and for a specific time period.

3:4:2. The organization shall at the General Assembly elect from its member's four people to the Board of Directors who shall serve for a period of three years and shall be eligible for re-election. The Board of trustees shall elect three of its members to serve on the Board of Directors for the same period and may elect new representatives after this period.

3.4.3 If the Chairperson, 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 Chairperson 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/she shall be a member of the Board ex-officio.

3.4.4 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 two year plan of the Organization and may restructure committees to ensure effective and efficient functioning.

3.4.5 The minimum number of the Board Members shall be three while the maximum shall be seven.

3:5 FIRST APPOINTMENTS TO THE BOARD

3:5:1 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 Chairperson, 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.

3:5:2 Founding members shall hold permanent seats on the Board of Directors.

3:6 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.

3:7 DUTIES OF OFFICE BEARERS/OFFICIALS

3:7:1. The Chairperson shall chair all meetings of the Board. He/she shall provide general guidelines related to the affairs of the organization. In his/her absence the Vice-chairperson shall chair the meeting.

3:7:2 **General Secretary** shall;

- a) Keep minutes of the meetings of the Board of Directors and the General Assembly

- 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 special circumstances, on the instructions of General Assembly
- d) Keep a register of all members.
- e) And other administrative responsibilities as shall be allocated to him/her by the Board.

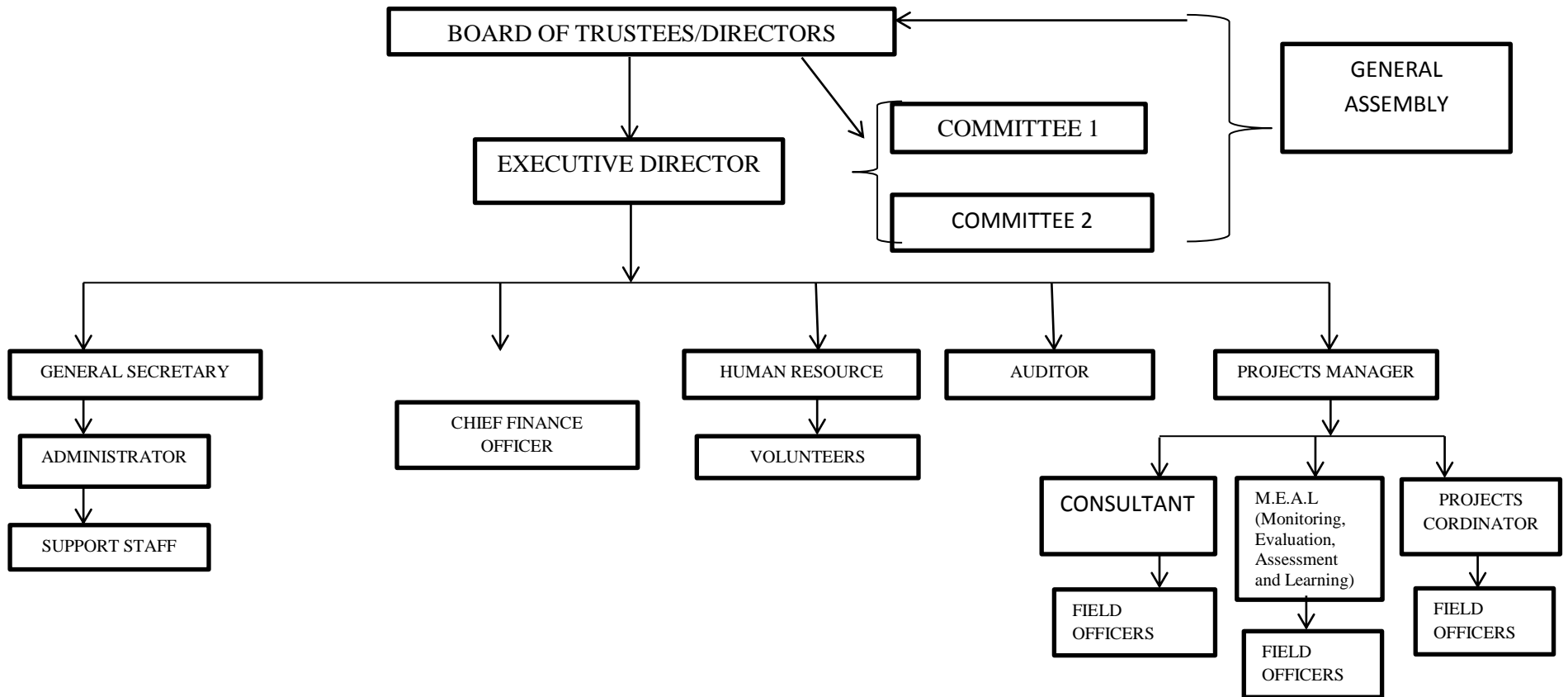
3:7:3 The Treasurer shall in general ensure that proper accounting procedures are adhered to, and shall;

- 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) shall be countersigned by the Chairperson, where he or she is not in reach (out of the country) the General Secretary and either the Chief Executive Officer or his/her deputy may sign but with a written notice and consent from the Chairperson;
- c) Provide reports on the financial state of the Organization and audited accounts at the General Assembly.
- d) Keep a register of all company assets.
- e) Ensure that all income and expenditures are well presented in an invoice, requisition form, receipt and any other standard form of documentation fit for accountability.

3:8 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 number 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, that the Board may invite an independent consultant to advise the Board in any capacity which the Board shall think fit.

3:9:0 THE MANAGEMENT STRUCTURE/CHART



3.9.1 DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

There shall be the office of the Executive Director, who shall be the head of all administrative departments, and she/he shall report to the Board of Directors. He/she shall be an employee of the Organization and his/her office shall fall under the Secretariat but answers/reports to the Board of Trustees/Directors whose terms of service shall be determined by the Board. He/she shall have the following duties and responsibilities;

- a) Manage the day-to-day affairs of the Organization.
- b) Responsible for planning, organization, and direction of the organization's operations and programs.
- c) Develops and implements consistent inventory and cost accounting policies, procedures, and operational reporting/metrics.
- d) Oversees and reports on the organization's results for Board of Directors.
- e) Prepares accurate and timely analyses that capture and communicate fundraising results, variances, and performance trends.
- f) Provides leadership to and manages the efforts of site staff to ensure appropriate support of all departments.
- g) Supervises the development of operations-based financial modeling
- h) Coordinates and leads annual budget reviews, monthly and quarterly reviews, and periodic forecast updates with operational and senior management for all locations.
- i) Approves major systems implementations related to cost and inventory control.
- j) Retains a diverse, highly qualified staff and volunteers by providing career coaching, growth, and personal development for workers.
- k) Ensures that services and funding relationships are robust enough to meet or exceed strategic goals and objectives.
- l) Legally represent the Organization and generally act on behalf of the organization
- m) Keep complete and up-to date record of the organization's affairs;
- n) Convene meetings of the Executive Committee as well as the General Assembly
- o) Propose meetings in collaboration with the Executive Committee.

- p) Present all legal deeds, contracts and other documents that generally engage the responsibility of the Organization to the Board for approval
- q) Oversee and ensure the good and responsible use and maintenance of the Organizations property
- r) Approve the payment of all bills at the secretariat.
- s) Do all such acts as may be necessary for the efficient running of the organizations affairs;

3:9:2. The Executive Director shall have other officers as indicated on the management structure who will help him/her in the running and implementation of the activities of the Organization under their respective departments. He/she shall liaise with Directors to recruit volunteers through the Human Resource Department in accordance with the Organisations Human Resource Manual. The period of volunteering can be extended at the discretion of the Directors.

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 for the time being. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of vote the Chairperson 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 Chairperson, 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 he/she is declared bankrupt;

ii.) If he/she becomes of unsound mind;

iii.) If he/she 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/she resigns his office;

v.) If he/she 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 EXTRAORDINARY 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 those that requisitioned and deposited it at the office.

4:6 NOTICES OF GENERAL ASSEMBLY

At least twenty one (21) days' notice (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 of that meeting.

4:7 PROCEEDINGS AT GENERAL ASSEMBLY

1. All business shall be deemed special that is transacted at an 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 to 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 Chairperson, or in his/her absence the Vice-chairperson of the Board, if present shall preside at every General Assembly. If there is no such Chairperson or

Vice-chairperson, 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 Chairperson of the meeting.

4. The Chairperson 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 the Chairperson may require him to withdraw during the discussion, and he shall in that case withdraw accordingly.

2. On a poll, votes will be cast in person; therefore members absent 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, poll 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 Chairperson 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, in 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 for inspection by the members 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 activity and accountability 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 be 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 Auditor of the Organization shall have a right to see all relevant vouchers, receipts, and invoices, they shall be entitled to access at all times the books and accounts he/she 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 **1st July to June 30th**.

6.0 ARBITRATION CLAUSE

6.1 ARBITRATION

By this Constitution, all internal disputes shall be solved by arbitration and the decision of the Board is 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 Chairperson 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.

However when it comes to matters that concern the state (criminal), or civil matters that have failed to be handled amicably by Arbitration or mediation, such matters shall take the legal course set by the laws of Uganda.

7.0 AMENDMENTS TO THE CONSTITUTION

7.1 AMENDMENTS

Subject to the provisions 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 registered 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 another 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/she is a member, or within one year of his ceasing to be a member, for payment of the debts and liabilities of the Organization contracted before he/she 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).

This Constitution shall be read and implemented in reference to the Organisation's Memorandum and Articles of Association.

The founders of this Organisation append their signature below in agreement to the provisions set out in this Constitution for Kalyet Initiative (U) Ltd.

Dated _____ Day of _____ 2021

Name	Title	Signature
Chemutai Winny Psiwa	Trustee/Chairperson	
Atwebembeire Isaac	Trustee	
Gregory Ronald Tebbutt	Trustee	