



THE REPUBLIC OF UGANDA
THE CONSTITUTION

OF

HAPPINESS CHILDREN CARE

AND

DEVELOPMENT CENTRE

UGANDA

16TH SEPTEMBER, 2017

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PREAMBLE

After a detailed and keen consultations among potential members of **HAPPINESS CHILDREN CARE AND DEVELOPMENT CENTRE** among others , while bearing in mind that there was an agent need for them to organize themselves to form an Organization agreed in principal to accommodate an amicably organize for developmental purposes. Hence concede to register and form an Organization with joint and agreeable terms where members can be registered.

Having realized that experience of natural disaster, poverty, diseases, illiteracy and civil strife in Uganda have left many orphaned children in situations of extreme vulnerability and deprivation.

Having in our possession orphans, disadvantaged, destitute who are experiencing abject poverty, we came up with a proposal to formulate an Organization to address some of the mentioned issues.

REALISING that the usual community support systems are overwhelmed and may not be able to cope up with the increasing numbers of orphaned and vulnerable children.

WHEREAS we individuals, and other social institutions like churches, mosques and other institutions as well have attempted to intervene, realizing that our efforts are hindered by lack of information, coordination, resources both financial and material, therefore there is need for resourcing from donors to support and enable our orphaned uplift their standard of living at grass root level.

CONVINCED that through coordinated and joint effort as an organized group we could better address the need of most orphaned and vulnerable children.

HAVING BEEN in the love with God to fulfill the great commission as per the book of Matthew 18: 5 **“AND WHO EVER WELCOMES A LITTLE CHILD LIKE THIS IN MY NAME**

WELCOMES ME” and to work together as a team not in isolation for the betterment of the lives of orphaned children and the community as a whole.

WE, the several persons in **HAPPINESS CHILDREN CARE AND DEVELOPMENT CENTRE Uganda** whose names are subscribed hereunder, constitute ourselves into **HAPPINESS CHILDREN CARE AND DEVELOPMENT CENTRE** in Busoga sub-region being a social inter-racial Organization as a vehicle through which to address as far as possible the needs of orphaned children in Busoga region and other most vulnerable children in this country.

NOW: THEREFORE, we members of **HAPPINESS CHILDREN CARE AND DEVELOPMENT CENTRE** in Busoga sub-region, DO HEREBY set ourselves the **Vision, Mission and objectives** detailed in this constitution as our **SUPREME GUIDING PRINCIPLE** in the management of our activities as members of **HAPPINESS CHILDREN CARE AND DEVELOPMENT CENTRE**

1 HAPPINESS CHILDREN CARE AND DEVELOPMENT CENTRE IN UGANDA (HCCDC)

1.1 The name of the Organization is Happiness children care and development centre here in after referred to as ‘an Organization’.

2 Purpose of this Constitution

2.1 The purpose of this constitution is to form a legal Organization among group members

2.1.1 A non –profit making Organization.

2.1.2 Based within Bugiri District. Which is in the eastern part of Uganda, here in after referred to as the ‘Service Area’;

2.1.3 According to the 2016 population Census, Bugiri District has a mandate of 61% population 0-17years of the targeted participating percentage of children within the Community.

3 Objectives of the ORGANIZATION

3.1.1 The ORGANIZATION is established for the purposes of acting in the overall interests of the Community with respect to: improving the quality of life and resettlement of abandoned children in the Bugiri District Community

3.1.2 improving access to basic needs and instilling good parenting in the

community

3.1.3 Providing food relief to households hit with hunger

3.1.4 Provision of psychosocial support to vulnerable children and referral of children with health emergencies.

4 AREA OF OPERATION

4.1 The Organization will only undertake activities in the Service Area.

4.2 The area with in which the Organization will be entitled to collect contributions or donations shall include the entire area of the Republic of Uganda and the outside world.

5 Application of Legislation to this Constitution

5.1 This constitution is subject to the following sections of the Uganda Children amendment Act 2016:

5.1.1 Under PART V new sections 42A the amended principal Act 9, 2016

1) Every child has a right to be protected against all forms of violence including sexual abuse and exploitation, child sacrifice, child labor, child marriage, child trafficking, institutional abuse, female genital mutilation, and any other form of physical or emotional abuse.

2) A person who on reasonable grounds believes that a child has been abused or is in imminent danger which may result in physical injury, sexual abuse, deliberate neglect, or is in need of care and protection may report to a designated child protection Organization or authority.

3) Not with standing subsection (2), it shall be mandatory for the following persons to report on any matter which affects the wellbeing of a child under their charge—
25 Act 9 Children (Amendment) Act 2016 (a) a medical practitioner; (b) a social worker; (c) a teacher; or (d) Local Councilor at LC I level.

4) The designated child protection Organization, probation and social welfare officer, or police officer or any other responsible person to whom a report has been made must— (a) ensure the safety and wellbeing of the child concerned, if the child's safety or wellbeing is at risk; (b) make an initial assessment of the

report; (c) unless the report is frivolous or obviously unfounded, investigate the truthfulness of the report or cause it to be investigated; and (d) if the report is substantiated by such investigation, initiate proceedings in terms under this Act for the protection of the child

5.1.2 This constitution is subject to the regulations and by laws of the Child Protection Authority within whose area of jurisdiction the Organization operates, within Bugiri Villages, here in after referred to as the 'District'.

6 Members of the Organization

6.1 Membership of the Organization may be made up of individual members (the 'Members') nominated or elected by members of the Community in accordance with clause 6.1 of this constitution.

6.2 The Members of the ORGANIZATION are the Members who have been duly nominated or elected to act on behalf of the Community in establishing the ORGANIZATION and whose names appear in Annexure 2 of this constitution.

6.3 Membership will be effective from the date of signature by the Member of this Constitution and will be for a fixed term of 3 (three) years

6.4 The Organization may agree to admit institutional Members from time to time.

6.5 The members of the Community in a General Meeting may agree to admit further individual Members from time to time.

6.6 Membership of the Organization may be granted to persons other than those mentioned above or withheld, suspended, or cancelled at the discretion of the members of the Community in a General Meeting.

6.7 The members of the Community may call on the Organization to cancel the membership of any Member who breaks the rules of this Constitution.

6.8 Through are solution adopted by a two thirds majority / or by the members of the Community in a General Meeting, the Organization will be entitled to remove any of the Members, whether they were nominated or elected.

6.9 The office of a Member of the Organization will be vacated:-

6.9.1 If he or she resigns;

6.9.2 If he or she becomes of unsound mind.

- 6.9.3 If he or she is unfit and / or incapable of acting in a way that is necessary to fulfill his or her functions in a reasonable manner;
- 6.9.4 if he or she would be disqualified in terms of the Companies Act, from acting as a Director of a Company; or
- 6.9.5 If he or she is removed by a decision of the members of the Community in a General Meeting or in terms of a resolution passed in accordance with the provisions above.

7 Composition of the Organization

- 7.1 The Organization will be made up of at least 15 (fifteen) members, who will be elected / nominated by the members of the Community in a General Meeting.
- 7.2 In the General Meeting, the members of the Community will be required to identify and appoint a Chairperson, a Secretary and a Treasurer. There must be agreement that where possible, persons elected to these offices should have the necessary skills to perform their specific functions and/or must be willing to undergo training to perform such functions. The position of Secretary of the Organization can be an employed person.
- 7.3 Each Member of the Organization will have the power to appoint one other person to act as his or her alternate, during a temporary absence or inability to act. The alternate must not be disqualified from acting under this Constitution and must have been approved by a majority of the remaining Members of the Organization. The alternate will be entitled and required to exercise all powers, and authorities' of such Member whom he or she represents, subject to any specific limitation confirmed in writing by the Member whom he or she represents.

8 Annual General Meetings

- 8.1 The Organization will call an Annual General Meeting of the members of the Community within fifteen (15) months of the adoption of this Constitution. There after Annual General Meetings will be held annually.
- 8.2 The Organization will give all members of the Community at least fourteen (14) days prior notice of any such meeting. Notice of Meetings will be delivered personally, sent by prepaid registered post, addressed to the last

address notified by each person concerned or put on a community notice board.

- 8.3 The business of an Annual General Meeting will among other matters include:
 - 8.3.1 The presentation and adoption of the Organization's Annual Report;
 - 8.3.2 The presentation and adoption of the Organization's Annual Financial Statement;
 - 8.3.3 the presentation and adoption of the Organization's Annual Budget including an annual water services budget if an annual water services budget is required by the District;
 - 8.3.4 the consideration of proposed change to water services
 - 8.3.5 the consideration of any proposed changes to the water services tariff;
 - 8.3.6 The election or nomination by the members of the Community of the individual Members to serve on the Organization when the Members' fixed term has expired or when a member's position becomes vacant.

9 Other General Meetings

- 9.1 Other General Meetings of the Community ("General Meetings") will be convened at the request of:
 - 9.1.1 Any Member of the Organization;
 - 9.1.2 Any ten (10) individual members of the Community.
- 9.2 Any General Meeting other than the Annual General Meeting will be convened on not less than fourteen (14) days written notice to the members of the Community and such notice will in broad terms advise them of the business to be attended to at the meeting.

10 Resolutions, Voting and Powers at Annual and General Meetings

- 10.1 At the Annual General Meeting and all other General Meetings, a resolution put to the vote of a meeting will be decided by a majority decision of the members of the Community present at the meeting.
- 10.2 A quorum to constitute an Annual General Meeting or other General Meeting of the Community will be the lesser of -

- 10.2.1 Fifteen (15) members of the Community; or
- 10.2.2 Eighty Seven percent (87%) percentage of households within the Community.
- 10.3 A properly announced Annual General Meeting or other General Meeting of the members of the Community, at which a quorum is present, will be able to exercise all or any of the powers, authorities and discretion of the members of the Community as set out in this Constitution. A Chairperson will be appointed at the meeting by decision of those present.

11 Procedure to be followed at Organization meetings

- 11.1 The Organization has the power to conduct its meetings and perform all other necessary functions provided that:
 - 11.1.1 The Chairperson may at any time convene a meeting of the Organization and will have to do so if called upon by any two (2) Members of the Organization.
 - 11.1.2 The quorum necessary for decisions of the Organization shall be 15 (fifteen) Members.
 - 11.1.3 At meetings of the Organization, each Member shall have one (1) vote.
 - 11.1.4 Questions arising will be decided by a majority of votes and in the event of an equality of votes the Chairperson will have a second or casting vote.
 - 11.1.5 Proper minutes of the proceedings and a record of all persons present at each meeting of the Organization will be kept. The minutes will be signed by the Chairperson, or deputy, and will be available at all times for inspection or copying by any member of the Community.
 - 11.1.6 A resolution signed by all the Members of the Organization will be as valid as one passed at a duly convened meeting of the Organization.
 - 11.1.7 The Organization may delegate any of its powers to an Organization Member, a sub-committee of the Organization, to a special purpose committee, or to a competent employee whenever appropriate. This Member, employee or Committee will exercise his or her functions, according to any regulations and procedures that may be required by the Organization.

12 Finances of the Organization

- 12.1 The funds of the Organization, which includes all capital and accrued income to be administered by the Organization (the 'Funds'), may be increased with donations, assets and /or property from any source.
- 12.2 The financial year of the Organization shall be from the first day of July to The Last Day of June.

13 Powers and Authorities of the Organization

- 13.1 The Organization will have all the power and authority necessary and appropriate to effectively administer the ORGANIZATION and promote its objects and purposes, subject to the provisions of this Constitution, including the following:

Call General Meetings

- 13.2 To decide when General Meetings should be called, and the business of such meetings.

Property and Assets

- 13.3 To obtain or administer property or assets of the ORGANIZATION for the benefit of the Community.

Finances and Fundraising

- 13.4 To seek and accept donations and contributions for the Organization.
- 13.5 To borrow monies for the purposes of the objects of the Organization and in the best interest of the Community, on terms and conditions that the Organization deems appropriate, provided that:
- 13.5.1 A resolution has been passed at a meeting of the Organization at which not less than thirteen (13) Members of the Organization are present.
- 13.6 To spend the Funds of the Organization in undertaking projects for the Community provided that the projects fall within the objects of the Organization. In applying the Funds and undertaking projects for the Community, the Organization will at all times consider the wishes and needs of the Community, as expressed democratically at meetings of members of the Community.
- 13.7 To open a bank account and to invest all funds not immediately required.

- 13.8 To pay any amount as the Organization considers necessary to meet its objectives.
- 13.9 If necessary, to take legal steps to recover monies owing to the Organization by the Community or other persons or bodies.
- 13.10 To appoint an auditor if required.

Contracts and Partnerships

- 13.11 To join with other bodies having the same or similar objects as the Organization and to enter into partnerships or joint ventures to achieve the objects of the Organization.
- 13.12 To enter into a town council service partnership with the District for the provision of water services, medical services, education, and so many others to the Community in the Service Area.
- 13.13 To enter into contracts that are in the overall interests of the Community.
- 13.14 In consultation with the Community, to decide on the policy and criteria for awarding contracts for items and services financed by the Funds.
- 13.15 Subject to provisions set out above, to appoint agents, contractors and consultants to provide specialist advice and support.

Employ Staff

- 13.16 To employ staff as the Organization considers necessary to perform the Organization's functions under this constitution, and to terminate employment contracts. The appoint men to employees or any change in their conditions of service must be approved by resolution of the Organization. All employees of the Organization will remain in office despite any change in the composition and membership of the Organization.

14 Duties and Obligations of the Organization

- 14.1 In under taking its duties the HCCDC shall take the following in to account:
 - 14.1.1 The availability of resources;
 - 14.1.2 the need for an equitable allocation of resources to all Community members in the Service Area;
 - 14.1.3 the need to regulate access to the services in an equitable way;

- 14.1.4 the nature, topography, zoning and situation of the Service Area;
- 14.1.5 the right of the Organization to recommend limitation or discontinuity of provision of services;
- 14.1.6 the need to ensure that procedures for limiting or discontinuing services provided by the Organization to any Community member within the Service Area are on a fair and equitable basis;
- 14.1.7 HCCDC may not unreasonably exclude any Community member from access to services provided by the Organization.
- 14.2 The Organization will have the duties and obligations described below:
- 14.3 To comply with the bylaws and the 5 year District Community Development plan when fulfilling any function related to the provision of services to children and to mothers in the Community.
- 14.4 To deposit on receipt all monies in a suitable account opened in the name of the HCCDC, with a registered Bank or Building Society, which falls within the definition of a Financial Institution as defined in the Financial Institutions (Investment of Funds) Act No.1 of 1984.
- 14.5 To ensure that the assets and Funds of the Organization shall be utilized solely in the furtherance of the Organization's objects.
- 14.6 To ensure that no funds are paid or transferred, directly or indirectly to any of the members of the HCCDC by way of profit distribution. However, the HCCDC may make payment in good faith to any person (including a member) of reasonable remuneration for services actually rendered to the Organization and reimbursement of actual costs, expenses and commitments reasonably incurred on behalf of the Organization.
- 14.7 To keep the members of the organisation informed about all funds received, on a regular basis and on request for information by the Community.
- 14.8 To present the annual financial statement of the Organization for the preceding financial year at the annual general Meeting, including the full details of:
 - 14.8.1 All income received;

- 14.8.2 any remuneration paid by the Organization to Members and employees of the Organization;
- 14.8.3 The balance of funds within the Organization at the end of the financial year.
- 14.9 To submit the annual financial statement and all financial records for an independent review if required by either the District or two thirds of the members present at the Meeting.
- 14.10 To present the annual report of the Organization at the Meeting of the Organization including the full details of:
 - 14.10.1 All projects under taken and related progress;
 - 14.10.2 All services provided to the Community;
 - 14.10.3 The simple evaluation of the projects and/or services.
- 14.11 To keep good records of all operations and activities being carried out with the Funds and to ensure that the records are available for inspection by the District or any member of the Community for a period of at least three (3) years.
- 14.12 To furnish the Community with information reasonably requested with regard to the progress of projects or provision of services under taken by the Organization and the general status of the Funds of the Organization.
- 14.13 To furnish the District with any information required in terms of the Water Services Act, education services, health/ medical services, security services or reasonably requested by the District
- 14.14 To survey the needs and determine and address any complaints of the Community from time to time.
- 14.15 To act on behalf of the Community, as the representative of the Community in any matters related to the provision of services, particularly in terms of relations with the District and other government departments.
- 14.16 To plan, manage and maintain work carried out within the context of any project, provided that the Community is consulted in this regard when necessary.
- 14.17 To ensure that any tenders are competitive, open, fair and equitable to all

interested parties.

14.18 Where necessary, to ensure that contractors to whom contracts are awarded:

14.18.1 Are insured and remain insured in terms of contractors-all-risk-insurance policies;

14.18.2 Provide an acceptable performance guarantee that guarantees the completion of the contract.

14.19 To insure and keep insured, at replacement value, the Organization's interests in any project against any risks as may be necessary. To insure and keep insured, at replacement value, all assets and equipment belonging to the Organization, against risks.

14.20 To ensure that Members of the Organization perform their duties with honesty, care and diligence and disclose any conflict of interest to the other Members.

15 Indemnity

15.1 The HCCDC will pay all costs and expenses, which any such person may incur through a contract or deed done in the discharge in good faith of his or her duties on behalf of the Organization.

15.2 Members of the HCCDC or other office bearers will only be liable for loss or damage occurring in the execution of his or her duties if it arises as result of dishonesty, or the failure to exercise the degree of care, diligence and skill required by law.

15.3 No Member of the HCCDC will be liable for the acts, receipts, neglects or defaults of any other Member or office bearer.

16 Organization Discretion

16.1 Where discretion (freedom to act or decide) is given to the Organization in this Constitution, such discretion will be complete and absolute; provided that the Organization acts in the overall interests of the Community and in line with the stated objectives of the Organization.

17 Signatures

17.1 All cheques, promissory notes, and other documents requiring signatures on behalf of HCCDC, will be signed by two (2) Members of the Organization one

(1) of whom must be the Treasurer or his/her delegate.

18 Legal Personality

18.1 The Organization will have a legal personality, perpetual succession (it will continue to operate when the Members change) and may sue or be sued in its own name.

19 Amendment of the Constitution and Dissolution of the Organization

19.1 A two thirds decision of the members of the Community in the *general assembly* may call on the Organization to:

19.1.1 Amend the terms of this Constitution;

19.1.2 Amend the name of the Organization; and

19.1.3 Dissolve the Organization and terminate this Constitution,

19.1.4 Provided that

19.1.4.1 any General Meeting called for the purposes of taking such a decision shall require that all members of the Community are given fourteen (14) days written notice of such a meeting and the intention to vote on such decision,

19.1.4.2 the quorum for such meeting shall be at least 80% of the currently 30 teacher participating in Organization plus at least 2 voluntary health works for members that must be present at the meeting;

19.1.4.3 Are solution signed by the above stated members of the Community may also such as a decision.

20 Dispute Resolution

20.1 Any dispute arising out of any of the provisions of this Constitution, which cannot be resolved through negotiation by the parties involved, will be referred to the executive committee for discussion and resolution. Should the dispute remain unresolved, it will be referred to the:-

20.1.1 the general assembly for resolution in accordance with the provisions of the contract between the organisation and other parties; or

20.1.2 Some other suitable mediator as the parties may determine.

21 Termination

- 21.1 On dissolution of the Organization, after provision is made for the payment of all debts and obligations of the Organization and the costs of dissolving the Organization, all rights and obligations of the surplus income and assets of the Organization will be transferred either to –
- 21.1.1 The District Head Quarters, or
- 21.1.2 Another Organization or institution with objects similar to those of the Organization, or
- 21.1.3 any one or more institution, which is or are ecclesiastical, educational and /or charitable institutions within Uganda, which are themselves in terms of section 10 (1) (f) of the Income Tax Act exempt from income tax and donations tax and which Are **Registered As Fund-Raising Organizations In terms Of The fund-Raising act.**

Annexure1: Mandate from the Community

The mandate from the Community, for the Organization to enter into any service partnership for the purposes of providing parental care among orphaned children, provision psychosocial support, and provision of food reliefs plus scholastic materials to children from households with hunger was obtained by the following means:

- A majority decision of members of the Organization present at the Annual General Meeting (which constituted a quorum) was taken to mandate the ORGANIZATION to enter into an international service partnership with well-wishers for the purposes of providing basic needs and other social services to the orphaned fraternity according to a survey conducted.

