UNITED ORGANISATION FOR BATWA DEVELOPMENT IN UGANDA

(UOBDU)

CONSTITUTION

December 2009
I. GENERAL DETAILS

Name: United Organisation for Batwa Development in Uganda (UOBDU)
Address: P.O. Box 169 Kisoro
Year When Started: 2000
Current Areas of Operation: Kisoro, Kabale & Kanungu Districts.

II. VISION

A Batwa community that is dignified, educated, empowered and recognised.

III. MISSION

To promote the rights and build the capacity of the Batwa through formal and informal education, skills development, livelihoods support, health programmes, and advocating for the promotion and protection of their human rights.

IV. PARTICULARS OF THE ORGANISATION

A. OBJECTIVES

1) To encourage, promote and support the civil, political, economic, social and cultural rights and advancement of the Batwa Community in Uganda.

2) To sensitise on and encourage the independence, equality, education, adult literacy, and women’s emancipation of the Batwa community in Uganda.

3) To network and liaise closely with Local Government, and Central Government Ministries and Departments, for the rights, development and promotion of the Batwa.

4) To network and liaise closely with relevant non-governmental organisations for the rights, development and promotion of the Batwa.

5) To mobilize resources for Batwa development and human rights initiatives.

6) To support and enhance income-generating activities for the Batwa communities.
7) To promote, in accordance with the rights, wishes and interests of the Batwa, the transition of household income from the informal to the formal sector.

8) To educate the Batwa community about health issues including Human Immune Deficiency Virus (HIV) / Acquired Immune Deficiency Syndrome (AIDS).

9) To do all such things and to engage in all such activities which are incidental or ancillary to any of the aforementioned objectives or which the Organisation may from time to time determine.

B. MEMBERSHIP

1. TYPES OF MEMBERSHIP

There shall be three categories of members, i.e. Full Members, Associate Members and Corporate Members.

(a) Full Members

This shall be open to all Ugandan Batwa persons aged 18 years and above. Such members shall, if paid up, be entitled to a right to vote at the Organisation’s proceedings. Any person being a Ugandan Mutwa shall be entitled to full membership of the Organisation, subject only to this Constitution, payment of the dues and fulfilment of such other requirements as are prescribed under this Constitution.

(b) Associate Members

This category shall be open to all individuals who do not meet the criteria in paragraph II(a) hereof but who wish to be members of the Organisation. Such persons shall be entitled to non-voting associate membership of the Organisation, subject only to this Constitution, payment of the dues and fulfilment of such other requirements as are prescribed under this Constitution.

(c) Corporate Members

This category shall be open to all corporate institutions/firms/entities/trusts that wish to be members of the Organisation. Such persons shall be entitled to non-voting corporate membership of the Organisation, subject
only to this Constitution, payment of the dues and fulfilment of such other requirements as are prescribed under this Constitution.

2. MEMBERSHIP REGISTRATION

(a) Fees

Membership fees and annual subscription fees shall be determined from time to time by the Management Committee of the Organisation with due consideration to the economic situation prevailing in the country. As at the date of this Constitution the membership fees are as follows:

(i) Full members - UGX 1,000/= (one thousand Uganda shillings)
(ii) Associate members – UGX 50,000/= (fifty thousand Uganda shillings)
(iii) Corporate members – UGX 150,000/= (One Hundred fifty thousand Uganda shillings).
(iv) Disabled persons and the elderly i.e. those above 55 years who are eligible for full membership shall pay a membership fee of UGX 500/= (five hundred Uganda shillings).

There are for the time being no annual subscription fees.

The membership fees and subscription fees are non-refundable. Collected fees shall be accumulated in an account operated by the organisation with a recognised bank or micro-finance institution and used towards achieving the objectives of the Organisation.

Only full members who are fully paid up in their membership and subscription fees shall be entitled to vote on matters covered by this Constitution.

(b) Registration

The Secretary shall open and maintain a register of all members of the Organisation, indicating whether they are paid up or not, and shall make such register available for inspection by any member free of charge during normal office hours. The said register shall show the name, sex, location and date of registration of such member.

(c) Identity Card

Every member shall obtain a membership card issued by the Organisation.
3. MEMBER DISMISSAL

(a) Subject to the provisions and the procedure set down hereunder the Management Committee may recommend the dismissal of a member on the grounds of:

i. Gross misconduct, misbehaviour or such other conduct as to bring the organisation or the Batwa people into disrepute
ii. Such Member becoming of unsound mind or being convicted of an offence of high moral turpitude.
iii. Failure to be fully paid up in annual subscription fees as may be prescribed from time to time under this Constitution, for a period of more than two years.
iv. Such other reason as the Management Committee shall deem to be of a grave and serious nature.

(b) The Management committee may upon the occurrence of any of the above, by letter invite any member to withdraw from the Organisation within the time specified in such letter, and in default of such withdrawal, the Management committee may submit the question of his/her expulsion to an Annual General Meeting or an Extra Ordinary meeting to be held within six weeks from the date of such letter. Not less than 4 weeks notice shall be given to the members. It shall be the duty of the secretary to inform the member in question of the time and place of the meeting and the nature of the complaints raised against him/her in sufficient time to afford him/her an opportunity of offering his/her explanation. At such meeting the member shall be allowed to offer an explanation of his/her conduct verbally and/or in writing, and if thereupon two-thirds of the members present shall vote for his expulsion, s/he shall thereupon cease to be a member of the Organisation.

C. ORGANS

There shall be established in accordance with this Constitution:

The General Assembly.
The Management Committee
Sub-Committees
The Secretariat and Satellite Offices

1. GENERAL ASSEMBLY

(a) Constitution and Functions of the Assembly
i. There shall be a General Assembly of the Organisation (hereinafter referred to as “the Assembly”) which shall be the Supreme Organ of the Organisation.

ii. The Assembly shall consist of all members of the Organisation with a quorum of 2/3 of full members or 50 full members, whichever is lower.

iii. Subject to the provisions of this Constitution, the Assembly shall:

   a) Elect or dismiss members of the Management Committee and sub-committees.

   b) Consider and debate proposals submitted to it by the Management Committee.

   c) Approve the budget and accounts of the Organisation.

   d) Perform such other functions as may be necessary, desirable or incidental to the running of the Organisation.

iv. The chairperson or in his/her absence the Deputy chairperson shall preside over the Assembly.

(b) Meetings of the Assembly

i. The Assembly shall meet at least once every year.

ii. The Secretary, acting under the direction of the Management Committee, shall convene the Annual General Meeting.

iii. The notice to convene the Annual General Meeting shall be sent out at least twenty one (21) days in advance and shall indicate the venue, the date and the proposed agenda of the Annual General Meeting. Such notice shall be sent out either in person verbally, by letter, by registered mail or by any other media announcements including radio media.

(c) Business to be Transacted at the Annual General Meeting

At the Annual General Meeting, the members present shall, in accordance with their voting rights where appropriate:
i. Receive, consider and if approved by a simple majority adopt the minutes of the last preceding Annual General Meeting;

ii. Hear a report from the Secretary and/or the Chairperson or their delegate regarding the activities of the Organisation since the last General Meeting. The Assembly shall be free to raise such matters regarding that report as they wish and as the presiding officer shall deem necessary.

iii. Receive, consider and if approved by a simple majority, adopt a statement of the Organisation’s budget or accounts for the upcoming year as presented by the Treasurer or a person appointed by him/her.

iv. Approve by a simple majority the appointment of Auditors for the Organisation’s accounts.

v. Consider, and if approved by a two thirds majority, make amendments to the Organisation’s Constitution.

vi. Hold elections, if due, to offices of the Organisation in accordance with this Constitution.

vii. Consider, debate and if approved by a simple majority appoint sub-committees.

viii. Dismiss or cause to retire, if approved by a two-thirds majority, any member or members of the Management Committee or other sub-committees.

ix. Consider and debate proposals submitted by the Management Committee or the sub-committees.

x. Subject to the Provisions of this Constitution, determine its own procedure including that of governing its sessions, quorum and general conduct.

xi. Review or ratify the actions of the Management Committee or the Chairperson, as carried out on behalf of the Organisation.

xii. Perform such other functions as may be necessary, desirable or incidental to the running of the Organisation.

(d) Reservation of Powers
All powers regarding the conduct of the affairs of the Organisation, and not otherwise allocated in this Constitution, shall vest in the Assembly.

(e) Extra Ordinary General Meeting

i. Any twenty (20) paid-up full members of the Organisation, may petition the Chairperson or Secretary, in writing, for an Extra-Ordinary General meeting with a specified reason, with the support of 2/3 of full members.

ii. If such a meeting is not held within eight (8) weeks from the date of receipt of the petition, the said members shall constitute themselves into an Extra-ordinary General Meeting with all the Powers of the Assembly, subject to the regulations governing such a meeting in accordance with this Constitution.

iii. The Management Committee may request to hold an Extra – Ordinary General Meeting of the Organisation for a specified reason. Not less than fourteen (14) days notice shall be given to full members if such meeting is to be held. The said notice shall comply with the requirements of this Constitution and shall also specify the issues to be discussed at the said Extra-Ordinary General Meeting.

2. COMMITTEES

(a) The Management Committee

i. There shall be a Management Committee of the Organisation which shall be the policy-making body of the Organisation, and shall manage the affairs of the Organisation in accordance with the provisions of this Constitution.

ii. The Management Committee shall consist of:
   
i) Chairperson
   
ii) Vice chairperson
   
iii) Secretary
   
iv) Treasurer
   
v) 6 additional members

iii. The Chairperson shall be the head of the Management Committee.

(b) Sub-committees
i. Other sub-committees may be set up from time to time to deal with specific issues relating to the objectives of the Organisation in accordance with this Constitution.

ii. After the full members present at any Assembly approve the need for a sub-committee in accordance with this Constitution, its terms of reference shall be discussed and sanctioned by the Assembly and members of such committee shall be elected by the Assembly in accordance with the provisions of this Constitution.

(c) Election of Members of the Management Committee and Sub-Committees

i. The Assembly, at its Annual General Meeting, shall elect office bearers to the Management Committee and sub-committees made thereunder as provided herein.

ii. Only full members of un-impeachable character and nominated by 3 (three) full members shall be considered for any of the posts on the Management Committee or any sub-committee.

iii. Every member of the Management Committee and any sub-committee shall be elected by a simple majority at the Annual General Meeting, or at an Extra Ordinary meeting called under the provisions of this Constitution having as one of its specified purposes, the election of any or all member(s) of the Management Committee or a sub-committee.

iv. Members of the Management Committee shall be elected to serve for two (2) years. Members so serving shall be eligible for re-election to another term of office. No one shall hold office on the Management Committee for more than two (2) consecutive terms.

v. The existing terms of office of the members of the Management Committee of the Organisation as previously incorporated on 12 February 2002 as a Company Limited by Guarantee, as in effect at the date of signing this Constitution, shall carry forward as terms of office under this Constitution until the expiry of such existing terms, and thereafter elections shall be conducted in accordance with this Constitution.

vi. Each full member attending such a meeting shall be entitled to vote for each candidate and voting shall be by show of hands or other equivalent method.
(d) Functions and Powers of the Management Committee

The Management Committee shall be subject to such directions as the Assembly may decide and its duties shall include:

i. To manage the day to day affairs of the Organisation and have the overall control of its finances.

ii. To engage, manage and dismiss all employees of the Organisation and otherwise exercise all such administrative powers as may be necessary and in accordance with the provisions of this Constitution.

iii. To submit reports on the activities and financial statements of the Organisation as made by the Chairperson and Treasurer.

iv. To establish with the sanction of the Assembly, such other special or technical sub-committees as it may deem necessary or desirable and prescribe for such sub-committees rules of conduct and procedures of their affairs.

v. To exercise such other powers or perform such other functions as conferred or imported on it by this Constitution.

(e) Meetings of the Management Committee

i. The Management Committee shall meet at least once every 3 months.

ii. The Secretary or his/her appointee shall ensure that notice of such meeting is duly communicated to the members of the Management Committee at least seven (7) days before the meeting.

iii. The Notice shall include the venue, date and proposed agenda of the meeting.

iv. 50% of the members of the Management Committee shall constitute a quorum for the meetings and voting shall be by simple majority of the members present.

(f) Duties of Office Bearers

The following shall be the duties of the officers of the Organisation:
The Chairperson shall

i. Preside over the affairs of the Organisation and represent the Organisation at any other fora.

ii. Preside over the meetings of the Management Committee.

iii. Have the mandate to make emergency decisions on behalf of the Organisation and report the same for ratification by the Management Committee and if required, the Assembly.


v. Perform any other such functions as conferred upon the office by this Constitution, the Management Committee or the Assembly.

vi. If, for any reason, the Chairperson is indisposed and unable to carry out the duties aforementioned, the Vice Chairperson, the Secretary, or the Treasurer shall act on the Chairperson's behalf in that order of precedence respectively.

The Vice Chairperson shall

i. Act on behalf of and with the powers of the Chairperson in his/her absence.

ii. Perform all other functions as may be assigned to him/her by the Constitution, the Management Committee or the Assembly.

The Secretary shall, with the assistance and capacity building support of members of the Secretariat where necessary

i. Be responsible for the keeping and maintaining of the Organisation’s records. In particular, s/he shall keep an accurate record of all the members of the Organisation and its various officers, as well as meticulous records of all meetings of the Organisation including the taking of minutes thereafter and the recording of all members present at such meetings.
ii. Convene meetings as and when necessary as provided for by this Constitution.

iii. Compile an annual report and provide information about the Organisation from time to time.

iv. Ensure that all communications and notices to members as required by this Constitution are duly forwarded in a timely and effective manner; and that the minutes of all the meetings of the Organisation are available with him/her and freely open for inspection by all members of the Organisation.

v. Carry out all other functions as conferred upon the office by this Constitution, the Management Committee or the Assembly.

The Treasurer shall, with the assistance and capacity building support of members of the Secretariat where necessary

i. Be responsible for collecting and recording all monies on behalf of the Organisation which shall include, but will not be limited to, membership and annual subscription fees and all other donations, and

ii. Be the principal accounting officer of the Organisation and as such shall receive, bank and account for the utilisation of all money belonging to the Organisation.

iii. Disburse finances and pay all outgoings of the Organisation under the direction of the Management Committee.

iv. Keep proper books of accounts and present a report of the organisation's finances to the Assembly.

v. Cause the books of the accounts to be audited by an Auditor appointed by the Management Committee with sanction of the Assembly.

vi. Be Chairperson of the Finance Committee.

(g) Finance Committee

There shall be a Finance Committee which shall be responsible for:

i. Seeking ways and means of boosting the financial situation of the Organisation, subject to the approval of the Assembly.
ii. Fundraising for the Organisation.

iii. Procurement of assets for the Organisation.

The Treasurer shall be the Chairperson of this Committee whose other members shall include from among the Organisation’s officers the Chairperson and the Secretary and from among the Organisation’s staff the Coordinator and the Finance Officer.

The committee shall meet four times a year and the quorum shall be 3 members.

(h) Cessation of Membership of the Management Committee

i. An official shall cease to hold office on the Management Committee upon resignation.

ii. Any member of the Management Committee who wishes to resign therefrom may do so in writing to the Chairperson through the Secretary giving one month’s notice of the said resignation.

iii. If the Secretary wishes to resign, s/he shall do so in writing to the Chairperson.

iv. If the Chairperson wishes to resign, s/he shall do so in writing to the Vice Chairperson through the Secretary.

v. In the event of an office bearer’s resignation, the Management Committee shall inform the Assembly of the resignation so that such Assembly may elect another member to the resigned post either at the next Annual General Meeting or at an Extra-ordinary meeting.

vi. In the event of all the office bearers wishing to resign at the same time, they shall individually submit their letters of resignation to the Secretary who shall cause an Emergency Extra-Ordinary meeting to be convened, which shall then elect new office bearers.
vii. For the avoidance of doubt, the resignation of an office bearer in the Organisation shall not be deemed to be a resignation from membership of the Organisation.

viii. An office bearer shall also cease to hold office in case of any of the following:

   a) Death.
   b) Mental, physical or other form of incapacitation hindering the official’s performance of his/her duties.
   c) Being removed by a vote of no confidence. The said vote must be passed by two thirds of full members present at a meeting of the Assembly, and notice of the vote should have been given to the person(s) concerned at least 21 days prior to the said meeting of the Assembly.

3. Secretariat and Satellite Offices

   (a) A Secretariat for the Organisation shall be established and maintained at such location as determined by the Management Committee. The Secretariat shall be the central headquarters of the Organisation and shall be staffed by such full and/or part time staff as the Management Committee determines from time to time.

   (b) The staff of the Secretariat shall have the duty to perform the daily functions of the Organisation in accordance with the directions and under the supervision of the Management Committee and, where necessary, to help build the capacity of the office bearers, other staff members and full members of the Organisation.

   (c) Satellite Offices may be established at such locations and with such functions as deemed necessary and appropriate by the Management Committee.

D. FUNDS AND PROPERTY OF THE ORGANISATION

   (a) The funds of the Organisation shall include:

   i. Membership and subscription fees;
   ii. Proceeds from the Organisation’s activities and any fees levied for services rendered pursuant to the objectives of the Organisation;
   iii. Any contributions to the Organisation in the form of loans, aid, gifts, donations and grants.
(b) If at any time the Assembly passes a resolution by simple majority authorising the Management Committee to borrow money in the name of the Organisation, the Management Committee shall thereupon be empowered to borrow, for the purpose of achieving the objectives of the Organisation, such amount of money, either at one time or from time to time, at such rate of interest and in such form and manner as provided in such resolution.

(c) No part or whole of the Organisation’s assets shall be sold, assigned, transferred, surrendered or dealt with, without the consent of a two-thirds majority of the Assembly sitting at an ordinary or extra-ordinary meeting.

(d) The Organisation may operate an account of any type with any bank in Uganda or abroad. The account shall be operated under the joint signatories of the Chairperson, the Treasurer, the Secretary and the Coordinator.

(e) Upon termination of the term of office or the services of any of the officers mentioned in sub-article (d), as provided for under this Constitution, the Management Committee shall appoint a replacement signatory.

(f) The financial year of the Organisation shall end at least 21 days before the date of the Annual General Meeting of each year, on which day the accounts of the Organisation shall be audited by appointed auditors of the Organisation to whom all books of accounts must be submitted.

(g) For the avoidance of doubt, the accounts shall be audited by professional auditors approved by the Assembly in each financial year in accordance with this Constitution. No member of the Organisation shall be an Auditor of the Organisation.

(h) Any member of the Organisation is entitled to gain access to the Organisation’s books of account after giving notice of 10 days to the Treasurer.

(i) No member of the Organisation shall, except for professional services rendered at the request of the Management Committee, in any manner
receive a profit, salary or emoluments from the funds or transactions of the Organisation.

E. AMENDMENT OF THE CONSTITUTION

(a) This Constitution may be added to, repealed, amended and/or reviewed by the full members in accordance with this Constitution.

(b) Any motion for adding to, repealing, amending and/or reviewing the Constitution that a member wishes to bring forward at the Assembly shall be forwarded to the Management Committee with the support of at least twenty (20) fully paid-up full members at least thirty (30) days before any Annual General Meeting.

(c) Proposals and motions under this section shall first be considered by the Management Committee and if approved shall be circulated to all full members of the Organisation before an Annual General Meeting is held.

(d) In case a proposal is rejected by the Management Committee, a member may seek recourse in the Assembly sitting at an Ordinary or Extra Ordinary Meeting.

(e) No motion, proposal or resolution of the Assembly to add to, repeal, amend or review this Constitution shall be deemed to have been passed unless it is carried by a majority of at least two-thirds of the full members present and voting thereon.

F. RULES AND REGULATIONS

(a) The Management Committee may make rules and regulations when and as it deems fit for the more detailed application of the provisions of this Constitution and such rules and regulations shall bind all members of the Organisation.

(b) Provided that no rule imposing obligations on any or all of the members of the Organisation shall be effective unless and until such rule has been approved by the Assembly by simple majority.
G. REGISTRATION

The Organisation shall be registered as a non governmental organisation.

H. DISSOLUTION

(a) The Organisation may be dissolved by approval of a three quarters majority of the Assembly under the following Circumstances:

(i) Complete failure to achieve its aims and objectives
(ii) Bankruptcy.
(iii) Unresolvable breakdown of co-operation among the members.
(iv) Any other reason for which it is clear from the circumstances cannot be adequately solved so as to effectively continue the operation of the Organisation.

(b) If the Assembly passes a resolution for the dissolution of the Organisation as provided in this section, then a special Extra-Ordinary meeting to further deal with the dissolution shall be convened within four weeks thereafter.

(c) At the Special Extra-Ordinary meeting, the Management Committee shall thereupon settle and discharge the Organisation of all liabilities, distribute all assets to another not-for-profit organization for charitable, religious, literary, or educational purposes, or to a government instrumentality, and upon completion of such distribution the Organisation shall be dissolved.

(d) The Organisation shall be responsible for all reasonable actions, omissions and commissions of the Management Committee and the Committees made thereunder and the consequences thereof unless it is proved that they were not acting in the ordinary course of the Organisation’s business.

SIGNED AND AGREED THIS 03 DAY OF DECEMBER 2009 BY:

1. [Signature]

   (CHAIRPERSON)
2. RUGUSA: ABELE (TREASURER)

3. DUBALE: YEZA (SECRETARY)