



THE REPUBLIC OF UGANDA

CONSTITUTION

OF

SISO FOUNDATION LTD

"Transforming lives"

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The Preamble

WE THE FOUNDERS OF SISO FOUNDATION:

BELIEVING that it is our duty to contribute in ensuring that development is realized as much we can;

RECOGNISING that many disadvantaged children, youth and women in Uganda face many barriers to attain a dignified lives;

HAVING set ourselves a goal to improve the health and ensure wellness of the most vulnerable;

AWARE that achieving this goal requires a combined effort and community involvement;

DO HEREBY RESOLVE to establish a organization to be called "SISO FOUNDATION and this document has been adopted and developed as the constitution of the aforesaid organization.

ARTICLE 1
INTERPRETATIONS

In this constitution, the following words and phrases shall have the respective meanings ascribed to them:

'executive committee' means board/decision making body of the organization;

'executive committee members mean members for the time being of executive committee of the organization

'Disadvantaged' means an individual or group of people that are vulnerable to situations or circumstances which threaten their wellbeing.

'Calendar year' means the period between 1st January and 31st December

'Director' means the director of the organization

'General meeting' means the general meeting of the organization and includes an annual general meeting and extra general meeting of the organization

'Member' means a founder member of the organization.

'Office' means the registered office of the organization

'The seal' means the seal of the organization

Unless the context otherwise requires words implying the singular are extended to include the plural and vice versa.

ARTICLE 2

ESTABLISHMENT OF THE ORGANIZATION

2.1 There is hereby established an organization known as **SISO FOUNDATION** (herein referred to as "the organization")

2.2 The area of operation shall be in Western Uganda.

2.3 The registered office of the organization shall be in Uganda.

2.4 The organization shall be free to open branches elsewhere in and outside Uganda.

2.5 The organization shall be a non-governmental organization, non-partisan and not for profit.

ARTICLE 3

VISION And MISSION OF THE ORGANIZATION

The vision of SISO Foundation Ltd is a society where people live healthier, dignified and fulfilling lives

3.2 The mission of the organization is to contribute to the health and social economic wellbeing of vulnerable youths and women in Uganda.

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3.3 The mission of the organization shall be based on the following values and principles

- Compassion.... recognizing the suffering of others and then taking action to help. It's a tangible expression of love for those who are suffering or in need.
- Accountability....we seek to be transparent in what we do and be able to account to our supporters, donors, stakeholders and beneficiaries.
- Right to basic needs.....Believing communities have the right to access basic needs such as health, education and safe water

- Transparency.....we seek to do our work in an honest and transparent manner
- Integrity... the quality of being honest and having strong moral principles

ARTICLE 4 OBJECTIVES OF THE ORGANIZATION

4.1 The specific objectives of the organization are:

- (i) To strengthen healthcare services and access to medical facilities for vulnerable communities.
- (ii) To support economic empowerment through skills training, entrepreneurship, and job creation.
- (iii) To promote sustainable practices, conservation, and environmental education to preserve natural resources.
- (iv) To conduct research to identify social issues and develop innovative solutions to address them effectively.
- (v) To provide emergency assistance and support for communities affected by natural disasters.
- (vi) To protect and promote human rights, particularly for vulnerable populations.

ARTICLE 5 NETWORKING AND AFFILIATION

The organization may network with other organizations for purposes of achieving its objectives. SISO Foundation may therefore seek partnerships and affiliate with any local, national, regional or international body, organization or institution in pursuance of its objectives.

ARTICLE 6

MEMBERSHIP OF THE ORGANIZATION

Eligibility for membership

6.1 Membership of the organization shall be open to individuals on application to the Chairperson Executive Committee.

6.2 The organization may accept affiliations with other organizations that support its objectives.

Categories of membership

6.3 There shall be three categories of members

- Founder members
- Beneficiary members
- Affiliate members

Founder members

6.4 Every person, who has participated in the founding of the organization is eligible to become a founder member.

Beneficiary members

6.5 Any person irrespective of the age, religion, race, political affiliation and sero status who in one way or the other is benefiting from the organization is free to apply to the Executive Committee and sign a membership consent agreement to become a member of the organization.

Affiliate members

6.6 The executive committee may confer affiliate membership to any person or organization, who or which, in their opinion may have:

- I. rendered outstanding service to the organization
- II. contributed in a substantial way towards the achievement of any or all of the objectives of the organization
- III. Partners with the organization in delivering or monitoring project work

Duties and rights of members

6.7 Every member of the organization is expected to abide by this constitution and regulations made hereunder.

Every member of the Organization shall:

- a. Comply with the provisions of the Constitution of the Organization and the resolutions of the General Assembly.
- b. Comply with all resolutions of the executive committee
- c. Promote, develop, implement and protect the interests of the Organization.
- d. Meet all financial obligations, as shall from time to time, be determined by executive committee of the Organization.

- e. Sign and comply with the organization's membership agreement.

Every member shall have a right to:

- i. Participate in the meetings, activities and programs of the organization.
- ii. Vote and be voted into office, into the electable positions on the management committee and executive committee
- iii. Receive publications or reports of the organizations
- iv. Know the programs of the organization

Article 7

CESSATION OF MEMBERSHIP

7.1 A person shall cease to be a member of the organization upon death, resignation, or expulsion for failure to comply with the rules and regulations of the organization.

7.2 A member who wishes to resign their membership may do so in writing to the chairman. Upon receipt of the notice, the chairman shall cross his or her name from the register. Cancellation of members will be ratified during general assembly.

7.3 A member who commits a material breach of this constitution, including the membership agreement, or who conducts himself or herself in a manner unbecoming of a member, may be summoned before an adhoc disciplinary committee set up by the executive committee, and failing a satisfactory explanation, may be cautioned, suspended, required to resign or expelled by the executive committee on the recommendation of the disciplinary committee.

7.4 The disciplinary committee shall send a summons to the member affected at least seven days prior to the disciplinary hearing. The summons shall state the alleged misconduct and the place, date and time for the disciplinary hearing. Before coming to a decision, the disciplinary committee shall hear any explanation which such member may give, together with any evidence in support of such explanation.

5. No person who has been expelled from the organization shall be re-admitted as a member except with the sanction of a general meeting.

6. No member should be expelled unless he/she has been given a written warning by the Management Committee and has been given an opportunity to present his/her case before the executive committee

ARTICLE 8

SUSPENSION FROM MEMBERSHIP

a. The executive committee shall have the power to suspend any member from the Organization, if such a member acts in a manner prejudicial to the interests of the Organization.

- b. The duration of such suspension shall be at discretion of executive committee, provided that it shall be reasonable in the circumstances.
- c. The executive committee shall report on any member suspended by it to the next meeting of the General Assembly, which shall have the power to expel, re-instate or further suspend such a person.

ARTICLE 9 MEMBERSHIP AND SUBSCRIPTION FEES

Membership and subscription fees

9.1 The executive committee shall determine membership and subscription fees and may prescribe or waive off fees for different fees for different categories of members. The executive committee shall also have power to waive payment of membership and subscription fees on grounds of inability to pay.

ARTICLE 10 REGISTER OF MEMBERS

The organization shall maintain a register of members that shall contain the names, addresses, telephone numbers and any other useful particulars of the members.

ARTICLE 11 ORGANS OF THE ORGANIZATION

The organization shall be governed and managed through the following organs:

- The General Assembly
- The Executive Committee
- The Secretariat/management team

ARTICLE 12 THE ANNUAL GENERAL MEETING

12.1 The annual general assembly is the apex organ consisting of all paid up members of the organization.

12.2 ANNUAL GENERAL Assembly's functions shall include:-

- To consider and review the annual report of the management committee and their annual plan for the following year.
- Receiving and approving financial reports from the Finance Director.

- Receiving annual reports on projects.
- The executive shall collectively perform the following duties and functions
- Approving or disapproving expulsion of a member, provided always that a member shall be given an opportunity to be heard before expulsion.
- To render advice to the executive committee on any matter concerning the organization.
- To discuss any matter referred to it by the executive committee.
- To elect two beneficiaries or clients of the organization onto the electable posts of the management committee.

12.3 The members shall hold an annual general meeting at least once in every calendar year at such a time as the executive committee may decide. Such a general meeting shall be called the annual general meeting, while other meetings will be called extraordinary general meetings.

12.4 The executive committee may whenever it thinks fit, convene an extraordinary meeting and shall on the request of at least not less than one third of members of the organization convene an extra general meeting.

12.5 Every general meeting shall be called by at least seven days' notice in writing/announcement on local radio or television. The notice shall be exclusive of the day on which it is served or deemed to have been served on the day for which it is given, and shall specify the place, the day and the hour of the meeting. In case of any special business, the general nature of that business shall be given to all the members.

12.6 The accidental omission to give notice of a meeting, or the non receipt of a notice of a meeting, by any person shall not invalidate the proceedings of the meeting.

12.7 Quorum for a general meeting shall be 20 members or one third of the members, whichever is less.

12.8 At each Annual General Meeting, in the event of absence of the Director, the executive committee shall elect a Chairperson to preside over the meeting.

12.9 Voting at general meetings shall be by show of hands and each member shall have one vote. There shall be no voting by proxy.

12.10 The annual General Meeting shall be attended by:-

- a. Members of the executive committee
- b. Members of the Management/Secretariat Committee
- c. Fully signed up members of the Organization

d. Sympathizers with the objectives of the organization, upon invitation by the members of the executive committee or the Management Committee.

12. The Secretary of the executive committee shall circulate the notice of the meeting, followed by the agenda, two weeks prior to the meeting.

13. Determination of any issue at the Annual General Assembly shall be by simple majority vote of the equality of votes. The Chairperson of the meeting shall have a casting vote.

14. The Annual General meeting shall be held in such places and at such times and dates as the executive committee deems fit. If the executive committee fails to do so for fourteen (14) months without reasonable cause, one third (1/3) of the fully signed up members of the Association may sign a petition and convene a meeting of the Annual General Assembly.

15. Subject to the provisions of this Constitution, the executive committee may regulate the procedure in such a meeting.

ARTICLE 13

EXTRAORDINARY GENERAL MEETING

1. An extraordinary meeting for the Organization to discuss any urgent matter may be convened by:-

a. The executive committee or the Management Committee.

b. The executive committee upon a petition by two-thirds (2/3) of the fully sign-up members of the Organization, provided that where the Management Committee fails without reasonable cause to convene such a meeting within two (2) weeks after the receipt of such petition, the petitioners may convene the meeting.

2. The quorum at an extraordinary General Meeting shall be one third (1/3) of the fully signed-up members of the Organization;

3. Subject to the provisions of this Constitution, the extraordinary executive committee Meeting may regulate its own procedure.

ARTICLE 14

EXECUTIVE COMMITTEE

14.1 There shall be executive committee for the organization comprising of atleast seven (7) people appointed by the promoters of the organization some of whom shall be chosen amongst themselves:-

- a. Directors (2) one of whom shall be secretary.
- b. Advisor
- c. Publicity Secretary
- d. Treasurer
- e. Local government representative
- f. Beneficiary representative

14.2 The executive committee shall serve gratis, but the organization will reimburse them for reasonable expenses incurred in attending meetings of the executive committee and carrying out monitoring work in the field.

14.3 The executive committee shall be persons of integrity and who affirm their concurrence with the mission and objectives of the organization.

4. The executive committee shall be the ultimate authority for the administration of affairs of the organization.

5. The functions of the executive committee shall be:

- Approve policies and strategies of the organization and decisions to be implemented by the employees of the Organization
- Discuss and decide on all-important matters affecting the Organization.
- Provide guidance to the management committee.
- Oversee and ensure the integrity of the organization's finances, in conjunction with the director of finance;
- Ensure that the objectives of the organization are implemented
- Ensure that in implementation of the objectives, the organization remains faithful to its mission
- On a rotational basis, individual executive committee members shall, from time to time, travel to monitor the work of the Project on the ground.
- Carry out any other functions assigned to it by the Program Directors

14.6 In the performance of the above functions, the executive committee shall have power to:

- i. Recruit and hire senior employees of the organization and fix their terms and conditions of service.
- ii. Remove any employee of the organization after a disciplinary hearing and on the agreement of at least 5 members of the executive committee
- iii. Establish and empanel sub committees to perform such functions as the executive committee may determine.
- iv. Delegate any of its powers to the Project Director and or project Manager as it deems fit.

Terms of office and vacation of office

6. All directors shall serve for a period of three years but are eligible for reelection by the executive committee, upon satisfactory performance.

7. A director may resign his or her office by notice in writing to the chairman, giving at least 6 months notice.

8. executive committee members may elect, by majority vote, any new members required to maintain the executive committee membership at 7 members.

14.9 A executive committee member may be removed from office by majority of votes of other executive committee members at a meeting of the executive committee on the following grounds:

- a. Physical or mental incapacity rendering that member incapable of performing the functions of his or her office
- b. gross misconduct or misbehavior
- c. incompetence or
- d. Failure to attend two consecutive meetings of the executive committee without reasonable cause.
- e. Recommendation of the Director.

Meetings of the executive committee

10. The executive committee shall meet to transact its business at least once in every six months or for such a time as may deem fit. executive committee meetings shall be called by the chairperson who shall preside at every such meeting. If the chairperson is absent, the members present shall choose one of the directors present to act as chairperson for that meeting.

11. The Project Director will be the chairperson of the executive committee, when they are present.

12. The quorum of the meeting shall be four persons present in person. If within one hour from the time appointed for the meeting a quorum is not realized, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such time and place as the directors may determine.

13. Questions arising at the meeting of the executive committee shall be decided by a majority of votes. In case of a tie, the chairperson shall have a casting vote in addition to an original vote.

14. The executive committee may regulate its own procedure for the convening and holding of its meetings except where regulated by this constitution.

15. The executive committee members are able to call any member of the management committee to attend a executive committee meeting as an ex-officio member for that meeting.

ARTICLE 15

COMPOSITION, DUTIES AND FUNCTIONS OF THE SECRETARIAT/MANAGEMENT COMMITTEE

1. There shall be a MANAGEMENT COMMITTEE comprised of five people including the following, the last two of whom shall be elected by the general assembly -

- Executive Director
- Finance Manager
- Medical Officer
- social worker
- Secretary (ex-officio)

2. The management committee shall:-

- a. Formulate annual/quarterly/monthly work plan for the organization
- b. Review implementation of previous monthly work plans
- c. Recommend to the executive committee on decisions for expulsion of any member
- d. Choose from among themselves three members to form a disciplinary committee responsible for handling any disciplinary cases affecting staff and members of the organization
- e. Refer all un-resolved disciplinary cases to the executive committee for action.
- f. Develop any strategies and support the executive committee to develop organizational policies.
- g. Provide the executive committee with copies of all minutes of management committee meetings.

3. The Management Team Members shall have the following duties:-

DUTIES OF THE DIRECTOR.

1. Shall chair the meetings.
2. Ensure the implementation of the meeting resolutions.
3. Be an accounting officer of the organization.
4. Be a principal signatory.

CHAIRPERSON

1. Shall chair the meetings.
2. Ensure the implementation of the meeting resolutions.
3. Be a signatory

ASSISTANT CHAIRPERSON

Shall do all the duties of the chairperson when he is not around.

GENERAL SECRETARY

1. proceedings of the meetings.
2. Be a spokesperson of the organization.
3. In consultation with the Director shall call meetings, record the
4. Be a signatory.

PUBLICITY SECRETARY

1. proceedings of the meetings.
2. Be an administrator or spokesperson of the organization.
3. Be a returning officer of the organization in the elections.
4. In consultation with the Director shall call meetings, record the
5. Be a signatory.

TREASURER

1. Is the custodian of the group property and funds.
2. Shall give monthly and annual financial reports to the executive and general meetings.
3. Will be a signatory.

MOBILISER

1. Will always go to the community to find the people in the target group of the organization.
2. Will always deliver information to the community and also bring feedback.

ADVISOR

1. Available for consultation by the director and the whole organization at large

ARTICLE 16

FINANCES

16.1 The funds of the organization shall consist of –

- a. Monies accruing from fundraising activities
- b. Interest and profits accruing from any investments/income generating activities by the Organization.
- c. Donations
- d. Grants
- e. Contributions from the executive committee and Founders of the Organization

f. Any other lawful contribution or aid from sympathizers of the objectives of the Organization

g. Loans

16.2 All funds of the organization shall be deposited on the organization's account(s) which shall be operated in accordance with financial regulations made by the executive committee

16.3 The organization may pay out of its funds any sums of money that maybe required defraying expenditure incurred by the organization in the discharge of its objectives and functions.

16.4 The financial year of the organization shall be starting 1st January to 31st December

BANK ACCOUNT

5. A bank account/s of the Organization shall be opened with any commercial bank or such other financial institution as may be decided by the Executive Committee.

6. All documents, contracts, cheques and negotiable instruments shall be signed by either one of the Directors and atleast one of two members of the management or secretariat. The Executive Director shall be the principal signatory.

Financial reporting

17.7 The executive committee shall cause to be kept proper records and books of accounts of all the income and expenditure of the organization, by the director of finance.

8. The Finance Manager shall submit to the executive committee audited financial reports annually at such times as the executive committee may decide by an auditor appointed by the executive committee.

9. The Finance Manager shall submit to the executive committee summary financial reports quarterly.

ARTICLE 17

PROPERTY OF THE ORGANIZATION

17.1 The organization may purchase, lease, rent or otherwise acquire and hold movable and immovable property as may be necessary or convenient for its activities.

17.2 All property of the organization, whether movable or immovable, tangible or intangible, and all its investments shall be acquired and held in the name of the organization and shall be property of the organization.

17.3 The property of the organization shall be under the control of the executive committee and shall be administered by the founder Directors.

4. All property bought with the organization's funds or brought into the organization can be sold or transferred or dealt with in any way only with the authority of the team leader.

ARTICLE 18 REGULATIONS

19.1 Subject to the provisions of this constitution, the executive committee shall have powers to make regulations for the good governance of the organization and for all matters not provided for under this constitution, and to do all things deemed necessary for operationalization of the constitution and attaining objectives of the organization.

19.2 Without prejudice to the generality of the foregoing, the executive committee make regulations for:

- a) Admission and cession of membership to the organization
- b) Handling finances of the organization
- c) The recruitment, discipline and any other matters relating to staff of the organization
- d) Human resource and other policies of the organization

ARTICLE 19 SETTLEMENT OF DISPUTES

20.1 If and whenever a difference, dispute, disagreement or conflict shall arise between or among the members, the executive committee and the Team Leader concerning the interpretation of any provision of this constitution or the affairs of the organization or any act or thing made or done or to be made or omitted to be made or done in accordance with this constitution, the parties to such disputes shall use their best effort to resolve amicably such differences, conflict and if agreed may enlist services of a mediator or conciliator.

20.2 If after sixty days from commencement of such mediation, conciliation, reconciliation or resolution, the parties are unable to resolve amicably the difference, dispute, disagreement, the matter may be referred to courts of law and laws of Uganda shall apply.

20.3 During the arbitration process, the business and activities of the organization shall not be directly affected by arbitration proceedings.

ARTICLE 20 AMMENDMENT OF THE CONSTITUTION

21.1 The annual general meeting may by resolution signed by three quarters of the members amend any provision of this constitution

21.2 A notice summoning a general meeting at which it is proposed to amend this constitution shall contain the proposed amendment. The proposed amendment shall first be approved by the executive committee before it is sent to members.

21.3 Every member of the organization is entitled to a copy of this constitution on payment of a prescribed fee and shall be required to be acquainted with its contents.

ARTICLE 21

GENERAL AND MISCELLANEOUS

22.1 This constitution shall come into force on the day it is adopted and signed by the founder members at a general meeting convened specifically for that purpose.

22.2 Notwithstanding any provision in this constitution, any act done or made on or before the coming into force of this constitution shall be deemed to have been done under this constitution.

22.3 The executive committee may after registration of the organization under the non-governmental Organization's Act, cause the incorporation of the organization as a company limited by guarantee with the same name and transfer all the assets and activities of the organization to that company.

ARTICLE 22

DISSOLUTION OF THE ORGANIZATION

23.1 The organization may be dissolved upon special resolutions passed by three quarters majority of the members and a unanimous decision of the executive committee sitting separately.

23.2 Upon the passing of the resolution to dissolve the Organization notice shall be given to the Non-Governmental Organization Registration Board/Rubanda District NGO Monitoring Committee within 14 days from the date of passing such resolution.

23.3 Upon dissolution, the property belonging to the Organization shall be wholly applied in the payment of the debts of the Organization outstanding as of that date and the residue, if any, shall be given to another organization with similar activities, goals and objectives.

APPENDIX 1: SUPREMACY

The constitution shall be the supreme and binding instrument upon which all policies shall be made. Whenever there is conflict between it and other instruments belonging to the organization, this constitution shall prevail over the instrument and the instrument shall be void to the extent of such inconsistency.

Prepared by the Promoters/founder members of **SISO FOUNDATION**
Signed by

Promoters/Founder members

#	Name of Member	Sex	Designation	Telephone	Signature
1					
2					
3					
4					
5					
6					
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