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 **Located : in Uganda East Africa**

**Constitution and by laws**

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# ARTICLE 1 : INTRODUCTION

1. The name of the Organization shall be called: **Future Focus Uganda**
2. The registered offices of the organization shall be located anywhere in any operating districts namely, Nakaese District, Kampala District, Luweero District, Kiboga District and Mityana Districts in Central Uganda.
3. The organization is non- government organization, not for profit charity in nature registered to working Uganda, without political affiliation, religion, race or tribe or gender or disability discrimination
4. The organization was startedto support Uganda rural community to create jobs in order to improve on their living conditions through engaging in income generating activities for livelihood improvement.

# ARTICLES 2: THE ORGANIZATION

## Our Vision:

Is to create a community free from the burden of poverty and diseases for livelihood improvement.

## Mission:

To facilitate a situation where the community have access to basic human needs through community support in education, health and livelihood improvement.

# SPECIFIC OBJECTIVES:

In order to attain our vision and our mission, the following objectives were thought fit to be supported.

1. To support the community with long term health support through supporting preventive of diseases creating a health environment in the community.
2. To support education activities among the community and institutions at all levels in view of attaining quality education and skills sustainable for self-sustainability.
3. Support the community in developing entrepreneur skills for self- sustainability.
4. To offer rehabilitation to the community especially to abused youth and other young children.
5. To enhance climate resilience activities in Uganda through support climate related activities in favor of improving the environment.
6. To increase the sustainability of poor people’s livelihoods by strengthening their capacities to tap into existing resources and to respond to opportunities and risks, minimize vulnerability and maintaining, smoothing or improving wellbeing
7. Support communities by increasing families access to economic opportunities, through improved business environment for community entrepreneurship and access to market, though engaging in viable income generating activities.
8. To strengthen the institutional, policy, legal and other mechanisms that provide supportive environment for a coordinated community supported activities

 **Future Focus Uganda as an organization commit to:**

1. Improve its performance and impact in the fight against poverty among the community it serves.
2. Deepen its legitimacy and accountability to the people, communities and countries where we works in Uganda;
3. Strengthen our profile, voice and influence for bringing about changes in attitudes, policies and practices in favor of poor and excluded people;
4. Raise more funds and support for our work from donors, the general public, identified groups and communities as well as from governments and private organizations
5. Develop and strengthen our affiliates and associates as well as partners, coalitions, alliances and networks for effective solidarity linkages and collective action;
6. Strengthen our identity, coherence and unity, while respecting diversity, through shared values, vision, mission, strategies, standards and systems;
7. Develop and maximize the utilization of skills, knowledge and capacity of Future Focus Uganda’s internal human resources and relationships across various parts of the organization for increased synergy and reduced wasteful duplication

# ARTICLE 3: FEDERATION

 Through our membership as the Organization, Members form a federation comprised of a number of self-governing organizations united by a central international structure and by shared values, vision and mission. The federal principles shall be:

 1. **Accountability**: Combining responsibility with rights so that those who make decisions are also responsible for them.

 2. **Respecting diversity:** Taking into account national and regional contexts and the individual natures and characteristics of Members.

 3. **Mutual respect for decision-making at each level**: Allocation of defined responsibilities between the international and national organizations as described in, and guaranteed by, this Constitution and its Regulations, recognizing the self-governing nature of Members, while respecting the appropriateness of international governance and action where this is in the collective interest.

4. **Significant areas of autonomous decision-making at each level of the organization**: Recognizing that the strength and legitimacy of international governance lies in its ability to act decisively according to the needs and interests of the larger organization, whilst ensuring that decision-making processes lie as closely as possible to those affected by decisions

**5. The principle of subsidiarity:** Ensuring that decision-making power should rest as closely as possible to those it affects, while preventing unilateral decisions that could adversely affect other Members and/or the Organization.

 6. **Checks and balances:** A system of power-sharing through the devolution of authority and rights to Members.

 7. **One Member per District:** each district to have a delegate to support implemented work of the organization.

 8. **Equality:** Affiliate Members, whatever their age, size, location or scale of income generation, should have equal powers. Similarly, Associate Members should also have equal powers amongst themselves.

 9. **Two levels of governance**: Only two levels of governance shallapply, national and international, where the international level includes regional structures and donors whereas the regional will include local stakeholders.

**10. Primary strategic unit:** The country unit is the primary strategic unit and national territory and autonomy shall be respected.

# ARTICLE :4 VALUES

 The Organization and its Members shall operate and abide by the following core values:

1. **MUTUAL RESPECT**, requiring them to recognize the innate worth of all people and the value of diversity;

2. **EQUITY AND JUSTICE:**requiring them to work to ensure equal opportunity for everyone, irrespective of race, age, gender, sexual orientation, HIV status, colour, class, ethnicity, disability, location or religion;

3.**HONESTY AND TRANSPARENCY:**being accountable at all levels for the effectiveness of their actions and open in their judgments and communications with others;

 4. **SOLIDARITY WITH THE POOR, POWERLESS AND EXCLUDED:** shall be the only bias in their commitment to the fight against poverty;

 5. **COURAGE OF CONVICTION**: requiring them to be creative and radical, bold and innovative – without fear of failure – in pursuit of making the greatest possible impact on the causes of poverty;

 6. **INDEPENDENCE:** from any religious or party-political affiliation; OR racial influence.

7. **HUMILITY**: in their presentation and behavior, recognizing that they are part of a wider alliance against poverty.

# ARTICLE 5: OBJECTS OF THE ORGANIZATION

***The objects of Future Focus are:***

1.To eradicate poverty and injustice in Uganda with preference to our operation area;

2. To educate and engage the public concerning the causes, effects and means of eradication of such poverty and injustice;

 3. To strengthen the capacity and action of poor and exclude peoples’ organizations and movements to assert their rights and overcome causes and symptoms of poverty and injustice; and

 4. Such other purposes for the public benefit as the Assembly may determine by Special Resolution.

# ARTICLE 6: DEFINITIONS

**Affiliate Member:** means any organization which is admitted by the Assembly in accordance with Article 9;

**Annual General Meeting :**means the annual meeting of the Assembly as set forth in Article 16;

**Article:**  means an article of this Constitution; the topics

**Assembly:** means the body of the Organization comprising all Members;

**Assembly Convener**: means the convener of the Assembly appointed under Article 15;

**Assembly Meeting means:**  a meeting of the Assembly;

**Associate Member:** means any organization which is admitted by the organization board as an Associate Member in accordance with Article 9;

**Organization:**  means ***Future Focus Uganda***;

**Chair means**: the chairperson of the Board of Directors appointed under Article 23;

**Chief Executive Officer: means** the Chief Executive Officer of the Organization;

**Organization Programme:**  means programs supported by the organization

 **Emergency Motion:** means a motion which could not have been formulated and submitted before the closing date for Ordinary Motions;

**Extraordinary Assembly Meeting:**  means an Assembly Meeting called by the Board in accordance with **Article 16:**

**Governance Manual**: means the governance manual adopted by the Board in accordance with Article 21;

**Organization board:** means the board of the Organization entrusted with the governance of the Organization subject to the restrictions imposed by this Constitution;

**Organization board Member:** means a member of the Organization board;

 **Secretariat:**  means the multi-vocational management structure of the Organization; Member means a Member of the Organization as described in Article 9

**Motion:** means a proposal for a Special Resolution or an Ordinary Resolution;

**Ordinary Motion:** means a proposal for an Ordinary Resolution as described in Article 17;

**Ordinary Resolution:** means a resolution of the Assembly which is passed by a majority of voting power represented at an Assembly Meeting;

 **Regulations means:** regulations which shall be adopted by the Assembly in accordance with Article 36;

**Representative** means an individual chosen by the board of a Member to represent it at Assembly Meetings and on other Future Focus Uganda business in accordance with Article 8;

**Special Motion:** means a proposal for a Special Resolution as described in Article 16;

**Special Resolution**: means a resolution of the Assembly passed by a majority of not less than two-thirds of the votes represented at an Assembly meeting and the notice of the meeting specified the proposed resolution as a Special Resolution;

 **Operation area:**  means the districts or places in which a Member is registered and is authorized to work by agreement of the Organization.

**Treasurer:** means the officer of the Board appointed under Article 22;

**Vice Chair:**  means the officer of the Board appointed under Article 22.

 **Written Resolution** means a resolution approved in writing and signed or authenticated by all Members who would have been entitled to attend and vote at a meeting at which it would otherwise have been proposed.

# ARTICLE 7: MEANS

 **To further its objects the Organization may:**

 1. Operate human rights based anti-poverty programmes;

2. Build and strengthen public constituencies and solidarity movements throughout the country;

3. Advocate, influence and campaign throughout the world

 4. Fundraise and accept donations, legacies and bequests from public, private and official sources throughout the world;

 5. License and sub-license the use of names and logos and, in particular, the names **Future Focus Uganda** subject to pre-existing restrictions;

 6. Manage a treasury function; receive, hold, invest, administer and distribute funds;

7. Coordinate, facilitate and manage the implementation of the Organization’s values, vision, mission, strategy, policies, standards and systems;

 8. Develop policies for application by the Organization and Members;

 9. Provide support, services and advice to Members;

10. Acquire any real or personal property and any rights or privileges and construct and maintain, alter and equip any buildings;

11. Subject to Article 27, engage and pay employees and professional or other advisers and make reasonable provision for payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependents;

 12. Subject to any consent required by law, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;

13. Do all such other lawful things as may further the Organization’s objectives.

# ARTICLE 8 RESOURCES

The Organization’s resources shall consist of:

1. Local contribution from well-wishers
2. Grants, donations, legacies and bequests;
3. Contract services income;
4. contributions from Members; and
5. All other assets, income and receipts. Article 9

# ARTICLE 9 MEMBERSHIP

 1. Such organizations as are admitted to membership in accordance with this Constitution shall be Members of the Organization.

 2. The Members of the Organization shall belong to one of the two following categories:

1. Affiliate Members; and
2. Associate Members
3. Honorably

 3. The Board shall maintain a register divided into three parts, for Affiliate Members and Associate Members and Honorably respectively, including their names, addresses, Representatives and date of admission to Membership.

 4. The Assembly shall have the power to admit organizations as Affiliate Members and may in its absolute discretion decline to accept any organization as an Affiliate Member.

 5. The Board shall have the power to admit organizations as Associate Members and may in its absolute discretion decline to accept any organization as an Associate Member.

 6. The Assembly may adopt Regulations regarding, inter alia, the procedures. admittance to Membership and for the process of transition from Associate Membership to Affiliate Membership, but shall not by so doing become obliged to accept organizations fulfilling those criteria as Members.

7. The Assembly will have no more than one Member from any one district.

 8. Each Member shall appoint its own named Representative from amongst the members of its Board and shall formally inform the Assembly Organizing Committee and the Chief Executive Officerof that appointment. The Representative can represent the Member in the Assembly so long as she or he is still a member of the Member’s board.

 The Representative remains the representative of the Member in the Assembly until she or he is withdrawn or replaced by the respective Member, which has the right to appoint, withdraw or replace its Representative at any time observing a reasonable notice period. The Representative of each Member shall be noted in the register of Members.

 9. If the Representative is elected to the Organization’s organization board, the Member shall appoint a new Representative.

10. Each Members shall ensure that it is at all times legally constituted as a public benefit or non profit making organization with objects falling within those of Future Focus Uganda. 11. Membership shall not be transferable

# ARTICLE 10 CRITERIA FOR MEMBERSHIP

The criteria for Membership shall include the following:

* + 1. Active commitment to human rights, justice, equity and the eradication of poverty and exclusion;
		2. Consistency with the Organization’s values, vision and mission;
		3. Legal registration and a satisfactory record of operation;
		4. Actions consistent with the Organization’s governance standards
		5. A public engagement, constituency or support base;
		6. Financial and management integrity and capacity;
		7. Independence from a management perspective, from any one private individual, company or institution other than the Organization and its Members.

# ARTICLE 11: MAINTENANCE OF MEMBERSHIP

 In addition to the criteria mentioned in Article 11, the Assembly may adopt Regulations in accordance with Article 36, regarding what additional requirements a Member will need to comply with to continue to remain a member of the Organization, how its compliance with the Constitution and Regulations will be assessed and adjudicated upon and what sanctions may be imposed, including expulsion or suspension from Membership, suspension of the Member’s rights and any financial sanctions.

# ARTICLE 12: TERMINATION OF MEMBERSHIP

 1. Membership shall cease:

* 1. On expiry of a notice of termination given by the Member as set out below;
	2. On expiry of a notice of termination given by the Organization as set out below;
	3. In the event of expulsion as set out below.

2. An Associate Member can terminate its membership by giving written notice to the organization board that shall take effect on the date 3 months after the notice is received by the Organization.

 3. An Affiliate Member can terminate its membership by giving written notice to the organization board that shall take effect at the end of the financial year succeeding 13 the year in which the notice of termination was received by the Organization.

4. Membership shall end immediately:

 (a) If it cannot be reasonably expected of a Member to continue membership by a Member serving written notice on the Organization; or

(b) If it cannot be reasonably expected of the Organization to continue membership by:

 (i) The organization board in the case of an Associate Member serving written notice on the Member; or

 (ii) The Assembly in the case of an Affiliate Member serving written notice on the Member

 5. Membership of an Associate Member may be terminated by the organization board on 3 months’ notice if the Member has stopped complying with the requirements stated by the Constitution and the Regulations.

 6. Membership of an Affiliate Member may be terminated by a resolution of the Assembly if a Member has stopped complying with the requirements stated by the Constitution and the Regulations. The termination shall become effective at the end of the financial year succeeding the year in which the Assembly passed the resolution

 7. Expulsion may only be ordered if a Member is in serious breach of the Constitution or Regulations or prejudices the Organization in an unreasonable manner. Expulsion of an Associate Member may be ordered by the organization board and expulsion of an Affiliate Member may be ordered by the Assembly.

 8. In the case of termination or expulsion of membership by the Assembly or the organization board as set out above, the Member concerned shall be notified of the relevant Motion or proposed Board resolution and the reasons on which it is based at least 60 days before the meeting of the Assembly or organization board at which the resolution will be proposed. The Member shall be given a reasonable opportunity of being heard by the Assembly or organization board.

9. In case of expulsion of Associate Member by organization board decision, the Associate Member concerned shall have the right to appeal to the Assembly.

# ARTICLE 13 OFFICIAL ORGANS OF THE ORGANIZATION

The organs of the Organization are:

* 1. The Assembly;
	2. The organization board;
	3. The local secretariat
	4. The International Secretariat.

# ARTICLE 14 THE ASSEMBLY

 1. There shall be an Assembly of the Organization comprising the Affiliate and Associate Members.

 2. The Assembly shall have the following powers and functions:

* 1. To approve the Organization’s values, vision and mission.
	2. To approve the Organization’s overall direction and strategy
	3. To approve the Organization’s logo and trademarks.
	4. To engage in and contribute to the development of organizational policies developed within the framework of the strategy.

 (e) To appoint the external auditors.

 (f) To approve criteria for membership.

 (g) To approve the Organization’s annual report with audited aggregated accounts at its Annual General Meeting.

 (h) To approve the Organization’s resource allocation framework and long term financial plan.

 (i) To approve the Organization’s governance structures, policies and standards.

 (j) To elect the Chair of the Board Of Directors of Future Focus Uganda..

 (k) To elect at least two thirds of the organization board Members in accordance with Article 21.

 (l) To make binding decisions in relation to any dispute with and complaint against the ORGANIZATION BOARD.

 (m) To dismiss organization board Members, irrespective of by whom they have been elected.

 (n) To elect Members of the Assembly’s committees and remove them in accordance with this Constitution and the Regulations

 (o) To elevate Associate Members to Affiliate status.

 (p) To make binding decisions relating to Members’ compliance with this Constitution and the Regulations.

(q) To amend the Constitution and to adopt and amend Regulations.

 (r) To approve any expansion of the Organization’s long term work into countries where the Organization is not represented by a Member.

 (s) To dissolve, merge, split-off or change the legal identity of the Organization.

 (t) To ensure accountability to poor and excluded people and communities that the Organization and the Members work with.

 (u) To ensure accountability to supporters, donors and other stakeholders that the Organization and the Members work with.

 (v) To review itself.

 (w) To guide, supervise and approve reports presented by the organization board.

# ARTICLE 15 THE ASSEMBLY CONVENER

* + - 1. The Assembly Meetings shall be chaired by the Assembly Convener.
			2. The Assembly Convener shall be elected annually by the Assembly at the Annual General Meeting and shall hold office from the end of that Annual General Meeting up to the end of the following Annual General Meeting.
			3. The Assembly Convener shall not be a member of the organization board.
			4. If the Assembly Convener is not present at an Assembly Meeting, the Assembly shall elect a new ASSEMBLY CONVENER.

# ARTICLE 16: ASSEMBLY MEETINGS

1. The Organization shall hold an Annual General Meeting no later than six months after the end of each financial year.

2. All meetings other than the Annual General Meeting shall be Extraordinary Assembly Meetings.

 3. The organization board shall call an Extraordinary Assembly Meeting on receiving a requisition to that effect, signed by a number of Members representing at least ten percent (10%) of the votes exercisable at Assembly Meetings.

 4. Length of notice The first announcement of the date and place of the Annual General Meeting shall be at least 4 months before the Annual General Meeting takes place.

 5. All Assembly Meetings shall be called by either:

 (a) at least twenty-eight (28) clear days’ notice; or

 (b) shorter notice if it is so agreed by a majority of the Affiliate Members having right to attend and vote at that meeting.

 6. Contents of notice Every notice calling an Assembly Meeting under Article 15.5 above shall specify the place, date and time of the meeting, whether it is an Annual General Meeting or an Extraordinary Assembly Meeting, and the general nature of the business to be transacted. If a Special Resolution is to be proposed, the notice shall specify it..

 7. Service of notice of Assembly Meetings shall be given to every Member, to the organization board, to the Chief Executive Officer and to the auditors of the Organization.

8. Manner of serving notice of Assembly Meetings shall be served in accordance with Article 33 by the Assembly Convener.

9. Quorum No business shall be transacted at any Assembly Meeting unless the quorum has been reached. The quorum shall be Representatives of fifty percent (50%) of the total number of Members.

10. If a quorum is not present within two hours from the time appointed for the meeting, a second meeting shall be convened, observing a term of notice of at least thirty (30) days, at which the Assembly may only consider Ordinary Motions.

 11. Attendance The organization board and the Chief Executive Officer and, at the organization BOARD’s or Chief Executive’s request, members of the staff of the Organization shall attend Assembly Meetings as non-voting participants, unless the Assembly decides otherwise.

 12. Adjournment The Assembly Convener may, with a resolution of the Assembly consenting with the adjournment adopted with the quorum present, and shall -if so directed by the meeting-, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When an Assembly Meeting is adjourned for fourteen (14) days or more, at least seven clear days’ notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

 13. Voting Rights and Procedures Every Affiliate Member shall have two votes and every Associate Member shall have one.

14. Associate Members have no voting rights on Motions for the admittance of Affiliate Members.

 15. On all matters put to the vote resolutions shall be passed by a simple majority of the voting power represented at the Assembly Meeting unless otherwise specified in the Constitution.

16. When there is a tie on the election of people there will be a re-election at short notice in a way to be decided by the Assembly Convener. The Assembly Convener shall not be entitled to a casting vote.

17. The Assembly Convener decides on the way in which the voting shall be carried out in Assembly Meetings, subject only to the requirement that when an election takes place, it shall be done by secret ballot. The result of the vote as announced by the Assembly Convener is decisive.

 18. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Assembly Convener whose decision shall be final and binding.

 19. Written Resolutions The Assembly may pass a resolution outside an Assembly Meeting by Written Resolution.

 20. Proposal for Written Resolution may be put forward by a Member or the International

 21. The resolution shall be approved by consensus of all Members in writing, provided the organization board has been given advance knowledge.

 22. A copy of the proposed Written Resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.

 23. A Member signifies its agreement to a proposed Written Resolution when the Assembly Convener receives from it an authenticated document identifying the resolution to which it relates and indicating its agreement to the resolution.

24. If the document is sent to the Assembly Convener in hard copy form, it is authenticated if it bears the signature of the Representative of the Member involved.

 25. If the document is sent to the Organization by electronic means, it is authenticated if the identity of the Member is confirmed in a manner specified by the Assembly Convener.

# ARTICLE 17: MOTIONS

* + - 1. Ordinary Motions are Motions of Members or the organization board with regard to resolutions of the Assembly that can be passed by simple majority of the voting power votes represented at the Assembly Meeting. Ordinary Motions can be submitted by the organization board or any Member.
			2. Special Motions are Motions of Members or the organization board with regard to any Special Resolution in accordance with Article 19. Special Motions can be submitted only by the organization board, or by any Affiliate Member supported by a group of Members representing at least two-thirds of the votes represented at Assembly Meetings
			3. Motions shall be sent to the Assembly Convener and Chief Executive Officerat least three (3) months before the Assembly Meeting. All Motions should be accompanied by an explanatory note.
			4. Ordinary Motions received after the closing date for the receipt of Motions will be accepted if they are considered to be emergency Motions which could not have been formulated and submitted before the closing date. Emergency Motions must be supported for consideration by at least forty percent (40%) of the votes exercisable at Assembly Meetings. Any Emergency Motion shall be submitted to the Assembly Organizing Committee.

# ARTICLE 18: SPECIAL RESOLUTIONS

The following resolutions of the Assembly shall be passed by a majority of not less than two-thirds of the votes represented at an Assembly meeting:

* 1. Amendment of this Constitution;
	2. Amendment to logo and trademarks of the Organization;
	3. Expulsion of an Affiliate Member;
	4. Dissolution of the Organization;
	5. Dismissal of organization board Members; and
	6. Adoption or amendment of Regulations regarding members.
		+ 1. The minutes of each Assembly Meeting shall be signed by the chairperson and secretary of each meeting and sent to the members of the Meeting concerned.
			2. The secretary shall always write the minutes in the meeting and arrange them in an acceptable manner
			3. Objections or corrections to the minutes must be lodged with the Meeting concerned within three (3) months of the minutes being distributed. The Assembly Convener for the Assembly Meeting concerned shall decide whether to allow the objections or corrections in the minutes or not.

# ARTICLE 20: ASSEMBLY COMMITTEES

1. At each annual general Meeting the Assembly may establish the following committees, with a mandate that continues until the end of the following Annual General Meeting:

 (a) The Assembly Organizing Committee;

(b) The Election Committee.

 2. The Assembly may adopt regulations as to the duties, qualifications, composition and procedure of the committees. The Assembly may, if it considers it desirable, establish other committees of a temporary or non-temporary nature.

# ARTICLE 21: THE ORGANISATION BOARD

1. The Board shall consist of at least seven (7) and at most thirteen (13) natural persons including the Chairperson, Vice Chairperson, Treasurer, Secretary, and other 3 members.

 2. The organization board is the board of the organization as meant in the Uganda civil code. The organization board is vested with the responsibility for the governance of the Organization and shall exercise the powers and functions assigned to it by this Constitution, by the Regulations made under this Constitution, or by resolution of the Assembly.

 3. Without prejudice to the generality of the foregoing, the organization board shall exercise the following powers and functions:

* 1. Oversight of compliance with and progress against the Organization’s strategies, policies and standards.
	2. Execution of strategies, policies and standards within the strategic framework approved by the Assembly.
	3. Execution of plans and budgets within the resource allocation framework and long term financial plan approved by the Assembly.
	4. Supervision of preparation of the Organization’s reports which will include audit reports.
	5. Recommendation of the international strategy to the Assembly for approval.
	6. Appointment, performance review and termination of appointment of the Chief Executive.
	7. Approval of the organization board Committees’ terms of reference and the appointment, renewal and dismissal of their members.
	8. Registration of branch offices of the Organization.
	9. Provisional approval of expansion into countries in which no Member is registered.
	10. Approval of proposals for organizations to start the process of becoming Associate Members.
	11. Review of Associate Members for Affiliate status.
	12. Proposal and drawing up of annual reports and aggregated accounts.
	13. Presentation of annual report to the Assembly for approval.
	14. Presentation of audit reports to the Assembly for approval.
	15. Oversight of the Organization’s risk assessment and management.
	16. Approval of the Organization’s representation on the boards of Members.
	17. Approval of amendments to the constitutions of Members that affect their relationship with the Organization.
	18. Management of grievances against the Chief Executive.
	19. Monitoring and management of Members’ compliance with the Constitution and other Regulations.
	20. Management of complaints against Members.
	21. Appointment of the first members of boards of Associate Members established to carry on activities of country programs, insofar as applicable.
	22. Proposal of matters for the Assembly’s consideration and approval;
	23. Review of the organization board.

(z) Presentation of its progress report to the Assembly.

 4. The organization board may continue to act in circumstances where its number of members has fallen below the minimum required in accordance with this Article, but in such circumstances it may only act for the purpose of increasing the number of its members or of summoning an Assembly Meeting.

 5. Subject to the Constitution and the Regulations adopted by the Assembly, the organization board may regulate its proceedings.

 6. Governance manual The organization board may adopt a Governance Manual which may contain regulations, policies, standards, procedures and guidelines, in so far as these are not contrary to the law or this Constitution or Regulations adopted by the Assembly as described in Article 36.

 The ORGANIZATION BOARD may amend or repeal such Governance Manual at any time.

# ARTICLE 22: ORGANIZATION BOARD ELECTION PROCEDURES

 1. At least two thirds (2/3) of the organization board Members shall be individuals elected by the Assembly at the Annual General Meeting from candidates nominated by Affiliate Members. Each Affiliate Member may nominate up to two candidates for the organization board.

 2. No more than one third (1/3) of the organization board Members shall be elected by the organization board itself, to ensure that the organization board acquires the necessary balance of gender, expertise, regional representation or other diversity.

 3. Between forty percent (40%) and sixty percent (60%) of organization board Members shall be women.

 4. A member of staff of the Organization or of any Member may not be a candidate for election as an organization board Member.

 5. If a Representative is elected to the organization board, she or he has to step down as a Representative and the Member shall appoint a new Representative to the Assembly.

 6. No person may be elected as an organization board Member:

 (a) if she or he is less than eighteen (18) years old; or

 (b) in circumstances such that, had she or he already been an organization boardMember she or he could have been disqualified under this Constitution.

 7. The term of service for organization board Members shall be three years commencing on the date of appointment. Organization board Members are eligible to serve a maximum of two consecutive terms. No individual who has served as an organization board Member for two consecutive terms can be eligible for re-election to the organization board until two years after her or his retirement.

 8. The office of the organization boardMember shall fall vacant when the holder:

* 1. Dies;
	2. Is discharged from office by resolution of the organization board, if she or he is elected by the organization board, or a by Special Resolution of the Assembly;
	3. Tenders her or his written resignation to the Organization;
	4. without good cause fails to attend three (3) consecutive meetings of the ORGANIZATION BOARD and the organization board resolves that she or he be removed for this reason;
	5. is reasonably believed by the organization board to be suffering from lack of mental capacity and to be incapable of acting, and the organization board resolves that she or he be removed from office;
	6. has been adjudged bankrupt by a competent court of law;
	7. becomes a Representative; or
	8. becomes a member of staff of the Organization or of a Member.

# ARTICLE 23: ORGANIZATION BOARD OFFICERS

 1. The Chair of the organization board shall be elected by the Assembly from amongst organization board Members.

 2. If a member of the board of a Member has been elected Chair, she or he shall have to step down from the board of the Member.

 3. There shall be a Vice Chair and a Treasurer who shall be appointed by the organization board.

 4. The term of office for organization board officers shall be three years commencing on their date of election to the office as appropriate. Organization board officers are permitted to serve a maximum of two consecutive terms notwithstanding Article 22.7. 5. The organization board Members shall be elected before the Chair.

# ARTICLE 24: SUSPENSION AND DISCHARGE OF ORGANIZATION BOARD MEMBERS

* + - 1. Organization board Members, irrespective of by whom they have been elected, may be suspended or discharged by the Assembly at any time with reasons given. Organization board Members elected by the ORGANIZATION BOARD may also be suspended or discharged by the organization board.
			2. Suspension is ended if the Assembly or organization board has not decided within six (6) months to discharge the organization board Member in question.
			3. An organization board Member nominated for suspension or discharge by the Assembly or the organization board will be given the opportunity to justify herself or himself in the Assembly or the organization board and shall be given reasons why her or his suspension or discharge from office is justified and may be assisted by counsel.
			4. The procedure for suspension and discharge shall be set out in the Governance Manual.

# ARTICLE 25: ORGANIZATION BOARD MEETINGS

* + - 1. Meetings of the organization board can take place physically, by telephone or by other electronic or virtual means, in which each participant may communicate simultaneously with all other participants.
			2. The organization board may pass a resolution outside of a meeting provided it is passed unanimously by each member indicating to the others by any means, including without limitation by electronic means, that she or he is in favor of the resolution proposed. Such a resolution may, but need not, take the form of a resolution in writing, copies of which have been signed by each ORGANIZATION BOARD Member or to which each organization board Member has otherwise indicated agreement in writing.
			3. No decisions shall be taken by the organization board at any meeting at which a quorum of fifty percent (50%) of organization board Members is not present physically or virtually.
			4. Resolutions of the organization board shall passed by a simple majority. In the case of a tie of votes, the Chair shall have a casting vote.
			5. The Chief Executive Officer shall ex officio be the secretary to the organization board, though the Chief Executive Officer is not a member of the organization board. The Chief Executive Officer shall attend the organization board meetings with no voting powers.
			6. The Chief Executive Officer shall be allowed to bring one or more members of the senior management of the Organization to any organization board meeting as non-voting staff in attendance.
			7. The Chief Executive Officer with the Chair’s permission may invite one or more members of staff of the Organization or of any Member to any organization board meeting for the specific purpose of informing or presenting to the organization board.
			8. The Chair in consultation with the Chief Executive Officer may invite experts or stakeholders’ representatives to attend ORGANIZATION BOARD meetings for them to contribute on specific agenda items.

# ARTICLE 25: ORGANIZATION BOARD COMMITTEES

* + - 1. The organization board shall establish committees of which one shall focus on Audit and Risk.
			2. The committees and their duties, qualifications, composition and procedure shall be described in the Governance Manual.
			3. The organization board may, if it considers it desirable, establish more committees, taskforces or working groups of a temporary or non-temporary nature.
			4. Representatives and members of Members’ boards and assemblies may be invited to join ORGANIZATION BOARD committees.

# ARTICLE 26 CONFLICT OF INTEREST

 1. Whenever a person has a personal interest in a matter to be discussed at an organization board meeting or Assembly Meeting, or has an interest in or duty to another organization whose interests or activities are reasonably likely to conflict with those of the Organization in relation to a matter to be discussed at a meeting, she or he shall declare an interest before discussion begins on the matter.

 2. Whenever a person has a personal interest in a matter to be voted on at an organization board meeting or Assembly Meeting, in which the Organization grants rights to or waives the obligations of such person, other than in its capacity as a Representative or organization board Member, she or he shall:

 (a) Not be counted in the quorum for that part of the meeting;

 (b) Withdraw during the vote and have no vote on the matter.

 3. If any question arises as to whether the person has a conflict of interest, the question shall be decided by a simple majority decision.

 4. The organization board and Assembly shall keep a register of interests and duties.

# ARTICLE 27: REMUNERATION

Organization board Members and Representatives shall not directly or indirectly receive any compensation for that position other than a cost allowance for direct expenses incurred in the course of their duty to the Organization.

# ARTICLE 28: IRREGULARITIES

 The proceedings at any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice, subject to conflict with legal clauses or these articles of organization which deal with adopting a resolution or subject to conflict with any Regulations.

# ARTICLE 29: REPRESENTATION

 The organization board shall represent the Organization. The Organization may also be represented by the Chair, or the Vice Chair or the Treasurer. The ORGANIZATION BOARD shall adopt its own internal guidelines and protocol for such representational roles.

# ARTICLE 30: SECRETARIAT

 1. There shall be a Secretariat of the Organization responsible for the day to day running of the affairs of the Organization subject to the general and special direction of the organization board, the provisions of this Constitution and the Governance Manual.

 2. The International Secretariat shall be led by the Chief Executive Officer appointed by the organization board.

 3. The Chief Executive Officer shall be the overall leader and manager of the International Secretariat. The Chief Executive Officer shall be responsible for the formation of the international senior management team and for the overall representation and management of the Organization and its work within the framework approved by the organization board

 4. The following are the key specific functions and responsibilities of the International Secretariat: (a) Managing the development and implementation of and compliance with the Organization’s values, vision, mission, strategies, policies, standards and systems;

 (b) Strengthening communication linkages, collaboration and partnership within the Organization and between the Organization and its Members;

 (c) Providing support to Members and Country Programs for strengthening core capacity;

 (d) Strengthening a shared and coherent culture and identity across the Organization and its Members;

(e) Seeking, exploring and developing links with potential new Associate Members;

 (f) Managing international or multi-country programs;

 (g) Managing work in a territory where there is no Member;

(h) Managing international advocacy, research, policy development, public education and campaigning;

 (i) Developing, strengthening and managing relationships (including partnerships) with international (supra-national) organizations, institutions, alliances, networks and coalitions;

 (j) Managing the finances of the Organization under responsibility of the Treasurer;

 (k) Ensuring accountability, learning, planning, performance and impact monitoring, review and assessment systems are established and operate in line with the values, vision, mission, strategies and policies;

 (l) Resolving disputes between Members and as necessary escalating the cases to the organization board;

(m) Management of the website and other electronic gateways to the Organization;

 (n) Management of external and internal communications for the Organization;

 (o) Supporting chairs of Members in the performance management of country directors;

 (p) Engaging with and providing support to Members’ governance structures in strengthening capacity and promoting learning;

(q) Providing support to the organization board and Assembly.

# ARTICLE 31: FINANCIAL YEAR AND ACCOUNTS

 The financial year of the Organization shall be a calendar year.

1. The organization shall open up an account is the name of **“Future Focus Uganda**” in the bank the Board may with.
2. The organization may also open up other accounts according to the donor’s wish of different projects the organization may wish to open up other account, in such a case the organization may wish to open up an account in a different back as per Board’s decision.
3. The accounts of the organization, shall be operated by three people.
4. The secretariat of the organization shall be required to keep good internal controls of the organization , making timely, periodical financial reports to the board and to donors.
5. In the Annual General Meeting the organization board shall present an Annual Report on performance and the state of affairs of the Organization and its Members. It shall present financial statements incorporating a balance sheet and a statement of income and expenditure with commentary for the approval of the Assembly. The financial statements shall be signed by all organization board Members; if the signature of one or more organization board Members is missing this shall be recorded with reasons given.
6. The Assembly will appoint the external auditor.
7. The financial statements to be presented to the Assembly must be accompanied by the auditor’s report or, on any occasion when the auditor’s report cannot be completed before the Assembly is held, shall be presented subject to the subsequent audit of the financial statements, which audit must be formally approved within such period and by such means as the Assembly shall determine. 5. At the request of a group of Members representing at least one third of the votes exercisable at Assembly Meetings, the external auditor will be asked to attend the Assembly Meeting and be available for questions from Assembly Members.
8. The books and records of the Organization, including the minutes and resolutions of the ORGANIZATION BOARD and the Assembly, shall remain in the custody of the ORGANIZATION BOARD, or of the person designated by the ORGANIZATION BOARD, for a period of seven (7) years.

# Article 32: AMENDMENTS TO THE CONSTITUTION

1. Amendment of the Constitution shall only take place by Special Resolution.

 2. Whoever wishes to propose an amendment of the Constitution shall at least three months before the day of the relevant Assembly Meeting deposit a copy of the proposal, including the exact wording of the amendment proposed, at a suitable place for inspection by Members until after the day on which the meeting shall have been held.

 3. An amendment of the Constitution shall only come into operation after a notarial deed has been executed in relation to it. Each organization board Member is individually authorized to execute the amendment deed or to have the amendment deed executed.

 4. The requirements of Article 33.1 and 33.2 shall not apply if all Members are represented at the Assembly Meeting and the resolution for the amendment to the Constitution is passed unanimously.

5. Amendment of Article 4 of the Constitution can only be effectuated if the amended purpose remains a public interest purpose.

 6. The organization board is obliged to deposit an authentic copy of the deed of amendment of the Constitution and a revised text of the Constitution, as amended, at the register held at the office of the Chamber of Commerce.

# Article 33: NOTICE AND SERVICE

1. A notice may be served on a Member at its address last notified to the Organization. A notice may be served by a Member upon the Organization or the Chair at the Organization’s address.

 2. A notice shall be sent to all organization board Members.

 3. A notice may be served personally or by sending it by other means such as post (including by airmail), by fax , by e-mail or by any other electronic means which can be received in writing, provided that the identity of the sender can be sufficiently established.

 4. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given.

 5. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of thirty (30) days after being sent by any means.

# ARTICLE 34: DISSOLUTION

1. Dissolution of the Organization can only take place by Special Resolution. The quarum shall be ¾ Of the General Assembly.

2. Whoever wishes to propose the dissolution of the Organization shall deposit, at least three months before the day of the relevant Assembly Meeting, a copy of that proposal at a suitable place for inspection by Members until after the day on which the meeting shall have been held.

 3. The requirements of Article 34.1 and 34.2 shall not apply if all Members are represented at the Assembly Meeting and the resolution for the dissolution of the Organization is passed unanimously.

4. If upon dissolution there remains, after the satisfaction of all debts and liabilities, any property whatsoever, it shall be distributed in accordance with the public benefit purpose indicated in Article 5.

 5. After its dissolution the Organization shall continue to exist in so far as this is necessary for the liquidation of its assets. The words ‘in liquidatie’ shall be added to its name.

 6. If the Organization is being dissolved by resolution of the Assembly, the ORGANIZATION BOARD shall act as liquidators of the assets of the dissolved Organization, unless the ORGANIZATION BOARD nominates a specific person or specific persons as liquidators. The provisions in this Constitution relating to appointment and dismissal of organization board Members shall apply to these liquidators, who shall have the same powers duties and liabilities as an organization board Member in so far as these are compatible with their duties as liquidators.

 7. After dissolution the books and records of the Organization shall remain in the custody of the person designated for that purpose by the liquidators for a period of ten years.

# ARTICLE 35: DISPUTE RESOLUTION

 If a dispute arises between a Member and the Organization out of or in connection with this Constitution or the Regulations it shall be determined in accordance with the procedure set out in the Regulations. Article 36 REGULATIONS

 1. The Assembly may adopt Regulations which may contain policies, procedures, and standards as well as rights and obligations of the Members regarding fundraising, resource allocation and other matters, in so far as these Regulations are not contrary to the law or this Constitution.

 2. The Assembly may amend or repeal such Regulations at any time.

# ARTICLE 36: CONVERSION CLAUSE

By this deed of conversion the organization shall be converted into an Association. The assets (vermogen) of the Association as well as any proceeds thereof may only with a Court approval be applied differently from the manner (i) as prescribed prior to the conversion and (ii) as prescribed in the Constitution. END OF DEED

 At the first Annual General Meeting, the Assembly will adopt Regulations which may contain policies, procedures, regulations and standards as well as rights and obligations of the Members regarding inter alia fundraising, resource allocation and other matters. Prior to conversion of an Organization into an Association several agreements with Affiliates and Associates member of the organization, which agreements remain in full force and effect. Such agreements are to be ended and replaced by the Regulations recommendations at the General Assembly. Until their endings these agreements will continue to apply as far as the provisions included therein do not conflict with the conversion of the Organization into an Association

We the under signed confirm that this is our true copy of our constitution.

|  |  |  |
| --- | --- | --- |
| **NO** | **DIRECTOR’S NAME** | **POSITION** |
| 1 | Mukiibi Emmanuel | Chairperson |
| 2 | Namuwala Lillian | Vice- Chair Person |
| 3 | Ms. Nassuna Betty  | Member |
| 4 | Mrs. KawooyaPhatty | Member |
| 5 | Fr. Celestine Byekwaso | Treasurer |
| 6 | Mrs. Ryan Overlock | Member |
| 7 | Miss. Eric Bochee | Members |
| 8 | Mr. Abby Migadde | Members  |
| 9 | Kibunga Stephen | Secretary |
| 10 | Miss Nabbos Martha | Member |

# Annex. 1Activity plan

**Activity plan for Future Focus Uganda**

|  |  |  |  |
| --- | --- | --- | --- |
| **Impact** | **Outcome** | **indicators** | **Activities** |
| **A strong, modern & well governed national organization able to deliver programmes sustainably**  | Improved institutional capability with functional governance and administrative systems  | Updated administrative policies and procedures  | * Develop Guidelines for officials-staff relationship that clarify roles and responsibilities of staff and elected leaders
* Development and implementation of comprehensive Standard Operations Procedures manuals
 |
| Enhanced performance management system  | * Undertake Staff development and appraisal (pay scale, annual increments)
* Establish Predictable Remuneration system
* Formulate job descriptions and staff contracts
* Establish procedures for staff induction
 |
| Reviewed governance systems and processes  | * Review administrative and governance structure
* Develop code of conduct for leaders and staff
* Institute Membership Development Program to ensure updated register, keeping in touch with members and finding out what they need to remain responsive to them.
* Support for meetings of organs of Future Focus Uganda
 |
| Enhanced financial systems and procedures  | * Develop an accounting manual
* Upgrade financial systems at local and national levels - procure modern accounting computerized packages
* Induct staff on upgraded financial systems
* Establish systems to ensure transparency – i.e., public review of expenditures (Quarterly and Annual Reports made public)
 |
| **Community issues and participation effectively mainstreamed in social and economic development processes at national & local levels**  | Institutionalized involvement of the supported community in decision-making in development mechanisms & processes  |

|  |
| --- |
| Enhanced Capacity for the community to engage in decision making within local development structures  |

 | * Training community on existing development structures to enhance productivity.
* Develop learning materials for training community
* Organize official and structured meetings between community leaders and local development officials
* Organize learning sessions with youth and children in schools.
 |
| Improved standards of living of the community through access to basic human needs and livelihood development  | Enhanced access to basic health services for the community in Uganda | * Community sensitization for positive health living
* Enhance primary health care to community.
* Enhance environmental health support to community
* Dental health support to community especially children in school to have health teeth
* Water and sanitation management system at home including, utensils racks, rubbish and waste management, pit latrine management and availability
* HIV/AIDS support and care.
* Food and nutrition support to community.
* Malaria control and prevention(Village Health Teams training for diagnose and treat the disease.
* Immunization support and giving Vitamin A supplement to schools
 |
| Improved access to basic education support for children in selected school in Uganda. | * Offer life skill training to children in selected schools in Uganda
* Enhance quality assurance for improved school environment and infrastructure
* Offer skill based support to orphans and vulnerable children and youth
* Empower supported children with working equipment for job creation.
 |
| Enhanced Capacity of the community to engage in entrepreneurship skills for development | * Create microenterprise grants schemes/revolving funds
* Initiate training programs for business skills for community
* Support business skill based activities eg Baking, craft, sweater making, shoe making, soap making etc
 |
|  | Enhanced Psychosocial support to the community | * Offer rehabilitation to street children, children abandoned by families, drug addicted children, war affected children, e.t.c)
* Support Network against the dangers of exposure to violence, risks to drugs and alcohol
* Empowerment through training in life skills to give them a chance to live decent life.
* Social Therapy and Healing
 |
|

|  |
| --- |
| Active involvement of community in environment protection and conservation  |

 | * Promote awareness on climate change
* Undertake studies on climate change
* Support tree planting campaigns
* Support water harvesting initiatives
 |
| Livelihood support program to interest groups enhanced | * Promote food security to households with orphans and headed by elderly to grow food.
* Offer shelter improvement by construction of simple houses to families headed by children and elderly.
* Water and sanitation improvement campaigns
* Power support to rural families
 |
| Enhance Income generating activities selected household  | * Support micro- business training to the community
* Create microenterprise grants schemes/revolving funds
* Initiate training programs for business skills for women and youth and other interest groups
* Lobby financial institutions to provide access to credit
 |
|  | Enhance Advocacy/ Human right support to the community | * Human rights to special marginalized groups, especially child abuse, women abuse and other special groups supported
* Work with legal forces and government human right offices to fight for special groups to exercise well with rights.
* Conducting trainings , focus group dialogues and meetings at grass route level to raise awareness of human rights for every individual in the society.
* To fight against the individual violation of human rights any member of the society, by providing safety and security, but also though legal counseling and legal assistance
 |