

**THE**  
**CONSTITUTION**  
**OF**  
**SAFE LIFE UGANDA (SLU)**  
**2019**

Published on 19.09.2019

# **MEMORANDUM OF ASSOCIATION**

## **Preamble:**

WHEREAS the members of this Association met to discuss and review the vast needs and suffering of the vulnerable people particularly the children, and those infected / affected by HIV/AIDS scourge, AND WHEREAS the vulnerable and HIV/AIDS scourge is a global concern:

The members of this Association resolved to review the Constitution of the Association and pledge their full support to help the vulnerable people, noting that, a constitution is necessary to Guide the activities of the Association.

Thus, We, members of the Association:

*Do hereby deliberately, voluntarily and solemnly adopt this Constitution called the Constitution of Safe Life Uganda, which will put in place mechanisms, strategies and goals thereto in fulfilment of the Objectives of Safe Life Uganda this Day of .....2019*

## **ARTICLE 1: SUPREMACY OF THE CONSTITUTION**

The Constitution shall be the Supreme and binding Authority and shall derive its force from the members that constitute this Association. Any resolution, decision or Policy inconsistent with this Constitution shall be null and void to the extent of its inconsistency.

## **ARTICLE 2: NAME**

The name of the Association shall be **SAFE LIFE UGANDA (SLU)**, herein after referred as “the Association”

## **ARTICLE 3: REGISTERED OFFICES**

The registered office of the Association shall be situated in the Republic of Uganda. Panyimur in Pakwach District will be the coordination Hub.

The contact persons shall be;

- 1) The Chairperson of the Association
- 2) The Secretary of the Association and
- 3) The Treasurer of the Association

#### **ARTICLE 4:**

SAFE LIFE UGANDA shall be an independent, non-partisan. Non-political, Non- government and Non-profit making Association.

#### **ARTICLE 5. VISION AND MISSION**

##### **5.1 VISION:**

A society where people are empowered and enjoy good Health and actively participate in poverty eradication programs.

##### **5.2 MISSION:**

To mobilise the Community and resources for economic, social and moral development for improved standard of living using policies and Laws.

**5.3: SLOGAN.**           “WHY DIE YOUNG, DON’T DIE YOUNG”

##### **5.4     VALUES**

The Association shall operate and abide by the following values;

1. *Professionalism*
2. *Teamwork*
3. *Transparency*
4. *Sanctity of Human life*
5. *Environment*
6. *Accountability*
7. *Integrity*
8. *Gender equality and non- discrimination*

## **5.5 INSTRUMENTS OF THE ASSOCIATION**

The instruments of the Association shall be;

**5.1.** The Association stamp

**5.2** The Association Logo

## **ARTICLE 6: OBJECTIVES**

The Objectives for which the Association is established are;

- 5.6 To promote economic empowerment of communities, particular those infected and affected by the HIV/Aids and the vulnerable members of the community.
- 5.7 To promote social justice and good moral values for responsible citizens.
- 5.8 To promote programmes/activities related of: Anti – Alcohol & Drug Abuse
- 5.9 To conduct Counselling of the vulnerable victims of abuses
- 5.10 To educate the communities on their rights and responsibilities and against substance abuse.
- 5.11 To share information, basic knowledge and data to enhance members' skills and general wellbeing.
- 5.12 To Network with other, organisations, individuals and partners to support the goals and sustainability of the Association nationally and internationally.
- 5.13 To support the vulnerable members of the community through income generating activities
- 5.14 Accepts grants from any Government Agency, private Corporations or individual, movable and immovable property, donations, gifts, subscriptions, bequests, and others with a view to promote the objects of the Association.
- 5.15 Invest the money of the Association not immediately required in such a manner, as the Association deems appropriate.
- 5.16 Borrow or raise money on such terms and conditions on such security if any, as the Association shall deem fit and to ensure the repayment of any such money borrowed, raised or owed upon the Association.
- 5.17 To acquire for any estate or interest and to options over, construct and develop any property, real or personal or rights of any kind which may appear to be necessary or

convenient for any business of the Association, the objects of which include the carrying on of any activity within the objects of the Association.

- 5.18 Amalgamate, affiliate or cooperate with and subscribe to any charitable organization, society or corporation having objectives wholly or partly the same as that of the Association.
- 5.19 To remunerate any person, Firm or Company rendering services to the Association whether by cash payment or otherwise.
- 5.20 To receive money or deposit or loan with or without interest thereon.
- 5.21 To pursue such other lawful and charitable activities as are incidental or conducive to the attainment of the objectives of the Association.
- 5.22 To procure the Association to be registered or recognized in any other territory, place and any foreign country of choice.

## **6.1 STRATEGIES**

The Association shall achieve its Objectives through that include the following;

- i. To mobilise both financial and Human resources.
- ii. Hold periodic meetings.
- iii. Collaborate and network with Organisations, Agencies and individuals from within and outside Uganda.
- iv. Establish and operate Micro Finance Programme.

## **ARTICLE 7: MEMBERSHIP**

Membership shall be open to all members of the general public who are;

- 1) Of 18 years and above and of sound mind
- 2) Willing and committed to the Association's objectives, values and activities.
- 3) Non discriminate, of high integrity, transparent and Gender sensitive.

## **7.1 TYPES OF MEMBERSHIP:**

### **a) Life Membership**

These are the founders of the Association. They will have special privileges, as the members shall decide from time to time. This is in recognition of the efforts and sacrifice rendered by them to make the Association established. The Founder Members are:

1. Patrick Donald Oucha
2. Hellen Edimu
3. Patricia Kissa
4. Ngarombo Patrick.

### **b) Ordinary membership:**

All fully registered and paid up members shall be ordinary members of the Association, with full voting rights, privileges and liabilities

### **c) Honorary membership:**

These include the Founders of the Association and any other person(s) the Executive Committee may nominate and approved by the General Assembly for their outstanding contribution to the Association.

### **d) Associate membership:**

Any Association, Organisation, Institution or corporate Body persons, whose objectives and/ values are related to those of SLU, upon application to the Executive committee and approved by the General Assembly.

*NB: Honorary and Associate members have no voting rights*

## **7.2 Benefits of members:**

Members shall benefit from;

- i. Access to resources of the Association in form of information, material and financial assistance.

## **7.3 Rights and obligations of members**

### ***7.3.1 Rights***

- i. Be elected in any post or Committee
- ii. Vote in any meeting
- iii. Equality before the Constitution of the Association

### **7.3.2 Obligations of members:**

- i. To effectively participate in the formulation, discussion and implementation of the Association's Policies and activities;
- ii. To protect and Uphold the Constitution of the Association
- iii. Perform any other duties, including representing the Association in any forum, as shall be assigned or delegated by the Executive Committee.
- iv. To contribute towards the welfare of the Association

## **7.4 Termination of membership**

A member shall cease to be a member of the Association under the following;

- i. Death of a member
- ii. If a member becomes of un sound mind
- iii. Expulsion due to misconduct or behaviour which brings the name of the Association to public ridicule
- iv. Failure to adhere to membership provisions in the Constitution.
- v. Voluntary termination of membership in writing
- vi. If a member works against the interest of the Association.

- vii. If he/she or the Organization fails to meet its membership obligations for a period of 12 months.

### **7.5 Procedure of Termination**

- i. The executive committee shall give at least two warnings in writing to a member and if no change, the Executive Committee shall recommend termination to the General Assembly or Extra-Ordinary General Meeting.
- ii. No membership of a member shall be terminated unless two- third of the members present and voting at a general or extra ordinary General Meeting endorse the decision.
- iii. A member under investigation shall not resign from membership of the Association until inquiries or investigations are completed.

### **7.6. Membership and Subscription Fee:**

The fees shall be determined by members in the General Assembly.

#### ***7.6.1. Membership fee:***

Membership fees shall be paid once at UGX 100,000/=

#### ***7.6.2 Subscription fee***

This shall be paid annually at 50,000/=

### ***7.7 Membership Cards:***

A membership Card shall be issued upon full payment

### **8.0 ARTICLES/ MANAGEMENT OF THE ASSOCIATION:**

The association / organization shall be managed through two organs namely:

- a. The annual General Assembly
- b. The Executive Committee



## **8.1. Executive Committee**

There shall be an Executive Committee, which shall be elected from the General Assembly, to serve for a term of two years, renewable once.

### ***8.1.2 Members of the Executive Committee***

The Executive Committee shall comprise of;

- 1) The Chairperson
- 2) The Vice Chairperson
- 3) The Secretary
- 4) The Treasurer
- 5) Publicity Secretary

### **8.1.3: Duties of the Executive Committee**

The Executive Committee shall perform the following duties;

- 1) Carry out the resolutions of the General Assembly
- 2) Be responsible for the smooth running of the Association.
- 3) To organise regular General/ Executive meetings.
- 4) Mobilise resources for the Association.
- 5) Manage Resources of the Association
- 6) To monitor and supervise the day to day running of the Association
- 7) Recruit, Suspend and/or dismiss the Employed where necessary
- 8) Be Accountable and Transparent to the members of the Association
- 9) Make regular reports to the General Assembly
- 10) To hear and Arbitrate on complaints and bad reports of members
- 11) To suspend a member of the Executive Committee who has breached the values of the Association. Such suspended should not exceed 3 months.
- 12) Recommend to the General Assembly the expulsion of a member
- 13) To draft Policies for the approval of the General Assembly
- 14) To identify and recommend an Audit Firm for the approval of the General Assembly
- 15) To determine the financial Institutions to open the Association Account(s).

- 16) To Network with other stakeholders.
- 17) Approve the Budgets and Accounts of the Association
- 18) The committee may appoint, hire and discharge any employee as need arises.

#### **8.1.4 Duties of the Chairperson**

- i. Shall be the Chief Executive of the Association
- ii. Shall preside over all the meetings of the Association except the General Assembly
- iii. Shall be Co-signatory to all Bank accounts of the Association.
- iv. To be the Secretary to the General Assembly.
- v. To be the spokesperson of the Association
- vi. To sign the deeds and conveyances of all real property and instruments requiring signatures.
- vii. To coordinate all the operational activities of the Association
- viii. To cast discretionary vote in any meeting of the Executive Committee in case of a tie.
- ix. To prepare and deliver the annual report at the annual General meeting.
- x. To ensure that the objectives of the Association is carried out properly in accordance with the Memorandum of Association

#### **8.1.5 Duties of the Vice Chairperson**

- i. In the absence of the chairperson shall assume the functions of the chairperson
- ii. Shall be responsible for overseeing programmes and activities of the Association
- iii. Shall attend to the members queries and inquiries.
- iv. Any other duties assigned by the Chairperson

#### **8.1.6 Duties of Secretary**

The members of the Association shall select among themselves a Secretary. The duties of the Secretary shall include the following:

- i. Shall publicise and call meetings of the Executive Committee and General Assembly in liaison with the Chairperson
- ii. Shall write and keep minutes of the Executive Committee and Annual meetings
- iii. Shall prepare reports for presentation to the General Assembly

- iv. Shall be co-signatory to bank accounts of the Association
- v. Shall be the custodian of seal/stamp of the association
- vi. To mobilise members to action through calls for meetings
- vii. To encourage and stimulate full participation of members in the Association activities
- viii. To assist in obtaining any other information and knowledge that may be available for the development and growth of the Association
- ix. To create, maintain, keep and update records and database for SLU members

#### **8.1.7 Duties of Treasurer**

The members of the Association shall elect among themselves a Treasurer. The duties of the Treasurer shall include the following:

Shall be Chief custodian of all funds of the Association,

- i. Shall mobilise funds for the Association
- ii. Shall receive all funds payable to the Association
- iii. Shall prepare financial reports for the General Assembly and
- iv. Shall be co-signatory to all bank accounts of the Association.
- v. To identify gaps and recommend for funding to the Executive Committee
- vi. To Keep proper books of Accounts for the Association.
- vii. Cause receipt and deposit of all funds paid to the Association into the Association bank account.
- viii. Keep the Association 's Ledger, cheque books, passbooks, Receipt books and supporting vouchers.
- ix. Be responsible for the Association's funds, Investments and any other financial activities under the Association.
- x. Present the Association's audited accounts to the General meeting
  - xi. Keep a proper inventory of all the Assets and other property of the Association and furnish a copy of the said inventory at the general meeting whenever called upon.

### **8.1.8 Removal of a member of the Executive Committee**

- I. If a member's dies
- II. When a member resigns voluntarily
- III. In case of any charge, conviction and a sentence for more than one year.
- IV. In case of unsound mind
- V. More than three consecutive absences from meetings without notice

### **8.2 GENERAL ASSEMBLY**

- 1) All fully paid members of the Association shall form the General Assembly
- 2) The General Assembly shall be the highest decision making body of the association
- 3) Meeting of the general Assembly shall be deemed properly constituted when attended by at least a half of the paid up members.
- 4) There shall be a Secretary of the General Assembly and shall preside in all the General Assembly meetings
- 5) The General Assembly of the Association may meet once every 12 months.

#### **8.2.1 Duties of the General Assembly**

The General Assembly shall perform the following duties;

- i. Be the policy making organ of the Association and agree on priority issues
  - ii. Form and review policies that govern the association
  - iii. Appoint subcommittees for specific functions
  - iv. To Elect the Chairperson of the General Assembly
  - v. To approve the Policies and the Constitution of the Association
  - vi. Elect the office bearers of the Association as and when the need arises.
  - vii. To approve the Honorary and Associate members of the Association
  - viii. To approve the Auditors of the Association
  - ix. To receive and approve minutes of the previous General Meeting.
  - x. To receive the report of the chairperson of the Executive Committee
- I. To receive and approve the annual report of the Association
  - II. To receive and approve the Treasurer's report.
  - III. To elect members to the Executive committee of the Association.
  - IV. To receive and approve planned activities for the ensuing year.
  - V. To do any other such duty or functions that requires the approval of the General Assembly.

### **8.2.2 Voting Procedure at The General Assembly.**

- a. Members of the Association who have fully paid up subscription fees shall have the right to vote at the General Assembly.
- b. No member shall vote by proxy at the Annual General Assembly
- c. The Annual General Meeting shall have powers to direct the formation of such task forces as demanded, for the expectation and proper functioning of the Association

### **8.3: MEETINGS OF THE ASSOCIATION**

There shall be the following types of meetings;

**8.3.1 General Assemblies:** To be held once every year/Annually

**8.3.2 Emergency /Extra Ordinary meetings:** As and when the occasion demands.

**8.4 Executive meetings:** To be held quarterly or as the Executive committee deems fit.

**8.5** All meetings shall be called by the Secretary who shall publicise the Agenda and venue of the meetings, giving notice of at least 14 days in advance

### **ARTICLE 9: ELECTIONS**

- All the Associations elections shall be on the principle of one person one vote and secret ballot
- In case of a tie in any post, the elections shall be repeated until a candidate obtains a simple majority votes.
- By- elections shall take place, within ninety (90) days, whenever any office of the Association falls vacant.

### **ARTICLE 10: FINANCES AND ASSETS OF THE ASSOCIATION:**

#### **10.1 Assets of the Association:**

The assets of the Association shall consist of all movable property purchased out of funds of the Association or those received as donations and/or Grants.

## **10.2 Funds:**

**The sources of funds for the Association shall be the following:**

- 1) Membership and annual subscription fees
- 2) Project Donations by members or donors
- 3) Fundraising activities
- 4) Savings from members
- 5) Donations and grants from companies, individuals. Friends and others.
- 6) Funds raised locally from the Association's investments, savings and fund raising activities.

## **10.3 Supervision of Funds:**

- i. The Executive Committee and General Assembly shall determine the Bankers of the Association
- ii. The financial year of the association shall run from 01 January to 31 December
- iii. The Accountant/ Treasurer shall receive and deposit all funds with the Association's Bank.
- iv. Funds of the Association shall be solely for the purpose of the Association and in a manner approved by the Executive committee.
- v. The Executive committee shall be collectively responsible to the General Assembly for the funds of the association.
- vi. All funds and Assets of the Association must be Audited by approved Firm by the general Assembly, once a year.
- vii. Books of accounts shall be open for proper financial management
- viii. All funds of the Association shall be banked in the Association Bank Account(s).
- ix. There shall be internal controls for requisitions, Authorisation and approval of funds
- x. Withdrawal of funds from the Account shall be by any of the three (3) signatories
- xi. The approved Auditors, Executive Committee Chairperson and Treasurer shall sign the Audited Accounts before presentations to the General Assembly.

- xii. In the event of the Association being dissolved by a decision taken at a general Meeting by a two – thirds majority of members, all the Association’s property (real and movable) After discharge of liabilities shall be devoted to some charitable organization appointed by the General Assembly.

#### **10.4 AUDITING**

- i. Auditors shall be appointed by the Board to Audit the faineance of the Association annually.
- ii. The Auditors so appointed shall be paid remuneration and shall be allowed access to accounts record books and other books of account for the Association.

#### **ARTICLE 11: THE COMMON SEAL**

- I. The Association shall maintain a common seal.
- II. The common seal shall be in the custody of the secretary but under dual control with the Chairperson.
- iii. The common seal shall be affixed to all documents of the Association.

#### **ARTICLE 12: REVIEW/AMENDMENT OF THE CONSTITUTION**

This Constitution shall be subject to review /Amendment by recommendation of the Executive Committee and approval by at least two third majority of the General Assembly.

- i. Provided that quorum exists, this constitution/ Articles of Association may be amended by a resolution of at least two – thirds of the members attending a General Assembly, notice of which shall have been sent at least two months before the date of the meeting.
- ii. The text of the proposed amendment shall be sent to the General membership of the Association together with the notice call for the meeting.
- iii. The amendment shall be communicated to the General membership of the Association as soon as practicable and in any case not later than two months after the amendment is passed.
- iv. Any amendment may be proposed by a member of the Association by way of a motion and submitting the same in writing to the secretary at least twenty-one (21) days before the

Annual General Meeting at which it is to be discussed. The motion must be seconded and signed.

- v. The memorandum of Association and any amendments thereto shall be supreme on all matters affecting the association. If any conflict arises between it and any other standing rules or orders, the memorandum of Association and any of the amendments shall prevail.
- vi. Any amendments to or alterations in this Memorandum of Association shall not be made except with the approval of a simple majority vote of the members present at an
- vii. Annual General Meeting and these members present should constitute two – thirds of total membership of the Association.

### **ARTICLE 13: INTERPRETATION**

In this Memorandum and Articles of Association unless the contexts otherwise requires:

- i. General Assembly and General meeting shall be used interchangeably to refer to the general meeting of at least two- thirds of the members.
- ii. NGO refers Non- Government organization of a national or International scope.
- iii. If any disagreement arises as to the meaning of any word or provision in or of the memorandum of Association or the standing rules of the Association, the interpretation to be adopted shall be determined by a simple majority vote at a general meeting.



# **SAFE LIFE UGANDA (SLU)**

**National Co.ordination HUB**

**Safe Life Uganda-compound**

**Panyimur Township**

**Pakwach District**

**UGANDA-AFRICA**

**THE INTERNATIONAL DIVISION**

**(THE ONLINE DIVISION)**

**WEBSITE PLATFORM;**

**Email:safelifeuganda7@gmail.Com**

**www.safelifeuganda.org GOLD CERTIFIED**

**Telephone Hotlines**

**+256788 743 795**

**+256772 870 808**

**+254718 072 972**