

CONSTITUTION

OF THE

UGANDA CIVIL SOCIETY COALITION ON SCALING

UP NUTRITION (UCCO-SUN)

July 2013

Contact address:

**C/O The Uganda Action for Nutrition (UGAN) Secretariat,
Makerere University School of Food Technology, Nutrition and Bio-Engineering
(MUSFTNB) Building Level 2,
Post Box 7062, Kampala, Uganda**

www.ugansociety.org
ugan@agric.mak.ac.ug
+256312518015

TABLE OF CONTENTS

PREAMBLE	3
1. ESTABLISHMENT	3
2. INTERPRETATION	3
3. DEFINITIONS	3
4. OBJECTS	4
5. MEMBERSHIP	5
6. OBLIGATIONS AND RIGHTS OF MEMBERS	6
7. FORFEITURE OF MEMBERSHIP	6
8. SUBSCRIPTIONS	7
9. UCCO-SUN STRUCTURE	7
10. GENERAL MEETING OF MEMBERS	7
11. SPECIAL GENERAL MEETINGS OF MEMBERS	8
12. COMPOSITION OF THE STEERING COMMITTEE	8
13. RESIGNATION, DISQUALIFICATION AND VACANCIES FOR THE STEERING COMMITTEE	9
14. RESPONSIBILITIES OF STEERING COMMITTEE MEMBERS	10
15. POWERS OF THE STEERING COMMITTEE	11
16. FINANCIAL MANAGEMENT	13
17. LIMITATION OF LIABILITY	14
18. RULES OF PROCEDURE FOR THE STEERING COMMITTEE	15
19. COLLECTIVE ACTION WITHOUT MEETING	15
20. AMENDMENT OF CONSTITUTION	16
21. DISSOLUTION OF UCCO-SUN	16
22. CONFLICT RESOLUTION	16
23. ENTRY-INTO-FORCE	17
24. PARTIES TO THIS CONSTITUTION	18

PREAMBLE

WHEREAS there exists in Uganda a number of organisations desirous to share and combine experiences, skills and knowledge to facilitate the design of capacity building, lobbying and advocacy in Scaling up Nutrition Initiatives in Uganda and support such programmes with appropriate information and training materials.

AND WHEREAS it is desirable to establish a national Civil Society coalition to promote this endeavour;

AND WHEREAS it is desirable that UCCO-SUN be created with perpetual succession and that its aims be set forth, and the power and duties of the Steering committee be defined;

AND WHEREAS it is desirable that UCCO-SUN should be able to collect monies, and own land, and have a personality of its own;

AND WHEREAS it is proper that all funds raised and assets held shall be available for the aforesaid purpose and should be vested in the Steering committee and administered by it in terms of the Constitution;

AND WHEREAS it is desirable to formalise UCCO-SUN in accordance with the laws of Uganda,

THEREFORE, WE THE MEMBERS OF UCCO-SUN HEREON SIGN:

1. ESTABLISHMENT

There shall be established an association to be known as the UGANDA CIVIL SOCIETY COALITION ON SCALING UP NUTRITION INITIATIVES (UCCO-SUN hereinafter referred to as the “UCCO-SUN”).

The physical and postal address of UCCO-SUN may change in accordance with the rotation of the Host organisation as may be decided by the UCCO-SUN member organisations during the General Meeting.

2. INTERPRETATION

The Steering committee has binding and final interpretation over this Constitution.

3. DEFINITIONS

In this Constitution, unless inconsistent with the content:

- 3.1 “UCCO-SUN ” shall mean THE ASSOCIATION FOR UGANDA CIVIL SOCIETY COALITION ON SCALING UP NUTRITION INITIATIVES (UCCO-SUN)
- 3.2 “Members” shall mean the participating organisations and individuals of UCCO-SUN recognised by the Steering committee and ultimately the General Meeting as stated in Clause 5.
- 3.3 “Full members” shall mean those individuals, national and regional non-governmental organisations, which support and or engage in capacity building in the

field of UCCO-SUN; Full members have voting power in UCCO-SUN General Meeting.

- 3.4 “Associate Members” shall mean those international non-governmental organisation, networks, government organisations, parastatals and any other entity that do not qualify as full, individual and yet meet the criteria for membership set out in Clause 5; Associate members do not have voting power in the General Meeting.
- 3.5 “Individual Members” shall mean individuals who meet criteria set out in Clause 5;
- 3.6 “General Meeting” shall mean a meeting of member organisations and individuals held in accordance with the Constitution every year. The General Meeting is the supreme governing body of UCCO-SUN. Members at this meeting shall vote for the Steering Committee and determine the strategic direction of UCCO-SUN.
- 3.7 “Management staff or personnel” shall collectively mean those individuals working for UCCO-SUN in some management capacity as defined in their job descriptions.
- 3.8 “The Constitution” is this constitution. It is the supreme policy document of UCCO-SUN.
- 3.9 “Financial Year” shall mean the period of twelve months from 1st January to 31st December.

4. OBJECTS

The OBJECTS of UCCO-SUN shall be as follows:

- 4.1 Establish mechanisms for gathering and sharing nutrition information and tools to enhance CSOs capacity to influence policy and actions in favour of mothers and children and other vulnerable groups;
- 4.2 Advocate at all levels for an appropriate policy and legal framework for scaling up nutrition in Uganda;
- 4.3 Contribute to monitoring of policy implementation and accountability of nutrition programs aimed at scaling up nutrition in Uganda;
- 4.4 Create awareness and demand for nutrition services among the end users for sustainable development;
- 4.5 Empower end users at various levels to demand for nutrition services and accountability;
- 4.6 Create a platform to share information and promising practices relevant for the improvement of nutrition so as to strengthen networking and coalition building;
- 4.7 Awareness raising on the benefits of adequate nutrition to sustainable development through capacity building;
- 4.8 Promote research to generate evidence for nutrition planning and advocacy;
- 4.9 Policy engagement and campaigns at international, national and district levels;

- 4.10 To facilitate the development of appropriate capacity building, lobbying and advocacy initiatives in food and nutrition security and all other related fundamental issues;
- 4.11 To provide appropriate training for relevant stake holders for Scaling up Nutrition;
- 4.12 To undertake mapping of relevant stakeholders in nutrition, food security and related fields so as to promote linkages and networking;
- 4.13 To work in close cooperation with Government and its agencies as well as the National and International organisations in the implementation of the objects of UCCO-SUN;
- 4.14 To strengthen the capacity of members in monitoring, and evaluation of nutrition, food security and related programs;
- 4.15 To source for funding in a manner as UCCO-SUN may deem fit;
- 4.16 To seek, obtain and / or take any gifts or property whether subject to any trust or not, for any of the purposes, in pursuance of these objects;
- 4.17 To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of UCCO-SUN , in the shape of donations, annual subscriptions or otherwise;
- 4.18 To hold seminars, print and publish any newspapers articles, newsletters, periodic books, pamphlets or leaflets that UCCO-SUN may think desirable for the promotion of its objects;
- 4.19 To liaise with other national, regional and international organisations, initiatives and programs with similar objectives;
- 4.20 Add other objects as may be deemed fit by the General Assembly from time to time.

5. MEMBERSHIP

- 5.1 The founding members of UCCO-SUN shall be those organisations whose representatives ascribe their signatures to this Constitution.
- 5.2 Full membership of UCCO-SUN shall be open to organisations (national, regional and international) and private sector, which subscribe to these objects. Other organisations may be eligible for Associate, Individual or Sponsor membership.
- 5.3 The prospective member organisations of UCCO-SUN must be verifiably legally operational
- 5.4 Every application for membership shall be forwarded to the UCCO-SUN steering committee in writing signed by the applicant. The application shall be in such form as may from time to time be prescribed by the Steering committee. This signature thereof on behalf of the applicant shall be deemed to be an agreement by it, to be bound under the provisions of UCCO-SUN and by any regulations made from time

to time by the steering committee. The steering committee based on the criteria and terms of this Constitution shall process the written application.

- 5.5 The right of admission to membership shall be vested in the Steering committee. If the Steering committee rejects the application, it must give reasons for refusal. The Steering committee shall report any such refusal to the next General meeting for ratification by the Members. If those Members attending and entitled to vote decline by a simple majority to ratify refusal of membership, the applicant shall become a Member.
- 5.6 The Steering committee shall have the power to nominate persons as Honorary Members or Patrons of UCCO-SUN. The Steering committee shall define what constitutes an Honorary Member and a Patron. The names of such Members shall be reported to the next General Meeting for endorsement. Such Members shall be exempted from the payment of subscriptions and have no vote.
- 5.7 The right of admission to membership shall be non-discriminatory, giving due consideration to gender equity and vulnerable groups.
- 5.8 The Members at the General Meeting may expel any organisation or person from membership on the basis of a three quarters majority vote by such Members attending and entitled to vote.

6. OBLIGATIONS AND RIGHTS OF MEMBERS

- 6.1. Member organisations of UCCO-SUN shall pay their subscription as stipulated in Clause 8.
- 6.2. Member organisations of UCCO-SUN shall share and meet all reasonable requests by the UCCO-SUN Association pertaining to reports and work plans and any other necessary documents aimed at achieving these objects
- 6.3. The Steering committee shall consult and/or inform Members of UCCO-SUN on all major matters pertaining to UCCO-SUN and furnish the General Meeting with proof of such consultations and/or information.

7. FORFEITURE OF MEMBERSHIP

- 7.1 A Member that fails or neglects to pay its annual subscription shall forfeit its membership, as stipulated in Clause 8.3.
- 7.2 A Member that ceases in the opinion of the General Meeting and the Steering committee to share the spirit and word of this Constitution shall forfeit its membership.
- 7.3 A Member which resigns from UCCO-SUN shall forfeit its membership.
- 7.4 A Member that ceases to be a non-governmental organisation shall forfeit its membership as a Full Member.
- 7.5 Provided further the Association shall not accept claims for the refund of subscriptions.

- 7.6 Members whose membership is forfeited on grounds stipulated in 7.1 and 7.2 shall have a right to appeal to the steering committee and the General Assembly will decide on their case.

8. SUBSCRIPTIONS

- 8.1 Every Member of the Association except an Honorary Member or Patron shall pay an annual subscription of such an amount as UCCO-SUN at a General Meeting may from time to time determine.
- 8.2 All annual subscriptions shall be received in advance, on or before the first day of March each year.
- 8.3 The due date for subscription is January 1st every year. If unpaid by March 31st in any year, the Member shall automatically forfeit membership as stated in Clause 7.1 and shall not be entitled to receive notices or publications of UCCO-SUN nor to exercise any of the rights or privileges of membership.

9. UCCO-SUN STRUCTURE

- 9.1 UCCO-SUN shall have the general meeting as the apex decision making organ comprising of all subscribed members.
- 9.2 UCCO-SUN shall have an 11 member steering committee inclusive of the chairperson nominated by the General Meeting
- 9.3 In case of organisations; no one organisation shall have more than one (1) member on the steering committee
- 9.4 The Steering Committee will be responsible for overall UCCO-SUN management
- 9.5 The steering committee will appoint a coordinator to assist in the day to day activities of ucco-sun
- 9.6 The UCCO-SUN steering committee shall be hosted by one focal point organisation nominated by the General assembly

10. GENERAL MEETING OF MEMBERS

- 10.1 The General Meeting of UCCO-SUN shall be held once every year at such a time (not longer than four months after the appropriate year end audit has been completed) and placed as may be determined by the Steering committee. The steering committee may cause sitting of special General meetings as indicated in article 11.
- 10.2 Notice of the date, time and place of the General Meeting shall be despatched to all Members at least 90 days before the date of such a meeting.
- 10.3 The business of the General Meeting shall be:
- 10.3.1 To read and confirm the minutes of the Previous General Meeting, and of any Special General Meeting held during the interim;

- 10.3.2 To receive and adopt the report of the Chairperson of the Steering committee for the intervening period;
 - 10.3.3 To review and adopt a statement of the financial position of UCCO-SUN, including audited financial statements and audited balance sheets for the interim period;
 - 10.3.4 To consider and vote upon any alternation or addition to the Constitution of which due notice has been given;
 - 10.3.5 To approve budget and plans of action for the next year;
 - 10.3.6 To transact such other business as presented by the Steering committee;
 - 10.3.7 To receive and discuss issues and recommendations brought forward by the steering committee;
 - 10.3.8 To elect Office-bearers for the Steering Committee as outlined
- 10.4 The Rules for the conduct of the General Meeting shall be as follows:
- 10.4.1 The General meeting shall be chaired by the Chairperson of the steering committee; or in the Chairperson's absence, the Vice Chairperson; or in the Vice-Chairperson's absence, another Steering committee member elected for that meeting by the Steering committee;
 - 10.4.2 The quorum for the General Meeting shall be three quarters Full members;
 - 10.4.3 Should the requisite number of Member organisations to comprise a quorum not be present, the Meeting in question shall stand adjourned until a date to be agreed at the Meeting. At the re-convened General Meeting, the Members present, shall constitute a quorum;
 - 10.4.4 Should any General Meeting stand adjourned, by virtue of Clause 10.4.3, the adjourned Meeting shall be held not more than 30 days after the date of the original General Meeting. Notice of the time, date and place of such an adjourned Meeting shall be despatched to all Members not more than 15 days after the date of the original General meeting.

11. SPECIAL GENERAL MEETINGS OF MEMBERS

- 11.1 A Special General Meeting may be called by the Steering committee whenever it may deem fit; but it must call one within 30 days of the receipt of a request in writing signed by one-half or more of the Steering committee
- 11.2 The Rules for the conduct of Special General Meetings shall be the same as in Clause 10.4

12. COMPOSITION OF THE STEERING COMMITTEE

- 12.1 The Steering committee shall consist of:

- 12.1.1 Eleven Members nominated by the General Meeting as provided for under article 9;
- 12.1.2 One ex-officio Member being the Co-ordinator; who automatically becomes the Secretary of the Steering committee, shall be allowed to participate but have no vote, or eligibility for an Office-bearer post.
- 12.2 From eligible Steering committee Members, a Chairperson, a Vice-Chairperson and a Treasurer shall be elected at the General Meeting by Members from amongst Steering committee Members who will hold office for a one two year term.
- 12.3 Elected Steering committee Members shall normally hold office for a one two year term unless having resigned or, been disqualified by the General Meeting as outlined in Clause 13, or expelled by three quarters or more of Members at a General Meeting or Special General Meeting by virtue of a vote of no confidence. All elected members shall be eligible for re-election. No person shall be eligible for election, re-election or co-option if S(he) has served for two consecutive two year terms as a Steering committee Member unless there has been a period of one two year term since (s)he was last a Steering committee Member.

13. RESIGNATION, DISQUALIFICATION AND VACANCIES FOR THE STEERING COMMITTEE

- 13.1 Steering committee Members may resign by giving 30 days notice in writing of their intention to do so. All effects from UCCO-SUN must be returned to UCCO-SUN through the Country Coordinator. Debts owed to UCCO-SUN must be settled; and a proper handover executed prior to effective dates of resignation or otherwise as deemed appropriate by the Steering committee.
- 13.2 Membership to the Steering committee shall be automatically terminated:
 - 13.2.1 Upon death of the Steering committee Member;
 - 13.2.2 By declaration of an authority of competent jurisdiction that the Member is insane or of unsound mind or judgement;
 - 13.2.3 Upon declaration of a court of competent jurisdiction that (s)he is insolvent;
 - 13.2.4 Upon being convicted of a criminal offence or misdemeanour involving dishonesty, violence, or a crime which in the opinion of the Steering committee may affect adversely the reputation of the Association, provided that, such a disqualification not apply to persons whom the Steering committee may consider to have been convicted of a political offence in a just cause such as liberation.
 - 13.2.5 Upon failure to attend three consecutive Steering committee meetings without apology or without reasonable grounds for such absence having been given to, and accepted by, the Steering committee.
 - 13.2.6 Upon a finding by at least two-thirds of the Steering committee present at a duly convened meeting that there has been gross impropriety in the conduct of the Steering committee Member which conduct would include, but not be limited to, a failure of disclosure of interest, mis-management of UCCO-SUN

assets, conduct detrimental to the general purposes and interest of UCCO-SUN, or the engagement by the Steering committee Member in any trade or pursuit which, in the opinion of the Steering committee, is of such a nature as to bring the name of UCCO-SUN into disrepute.

13.2.7 Any Steering committee Member who fails to pay the subscription payment as in Clause 8.1 shall forthwith cease being a Steering committee Member.

13.3 No Steering committee Member shall be entitled to vote at any meeting unless any monies payable by his /her organisation have been paid in full.

14. RESPONSIBILITIES OF STEERING COMMITTEE MEMBERS

14.1 The Steering committee shall manage the Association. The Steering committee may appoint competent full time personnel to provide for the sound management of UCCO-SUN and shall ensure that such officers report regularly to the Steering committee on the operational and financial activities of UCCO-SUN.

14.2 Steering committee Members shall attend meetings of the Steering committee and endeavour to keep informed on the activities of UCCO-SUN.

14.3 Steering committee Members shall protect the interests of UCCO-SUN to the best of their abilities. They shall at all times disclose any interest whether it be financial, direct or indirect which they may have in any company or juristic persona which may deal with UCCO-SUN, or with any company or other juristic persona owned, operated, or controlled by UCCO-SUN. Provided that such disclosure is in full, and providing the Steering committee approval of the same, a Steering committee Members shall not be disqualified thereafter for possession of such interest or in respect of profit there from, provided that where a Steering committee Member has an interest in any matter, (s)he shall not be entitled to vote on any decision concerning such matter.

14.4 Steering committee Members shall receive, consider and review financial and operating reports of UCCO-SUN.

14.5 Steering committee Members shall ensure that adequate books and records of the financial and operational activities of UCCO-SUN are properly maintained.

14.6 Steering committee Members shall ensure all cheques, promissory notes, bills of exchange, and other documents which may be required in connection with any bank accounts opened by UCCO-SUN, or for the financial administration of UCCO-SUN, are signed by a minimum of two out of a maximum of four empowered signatories on behalf of UCCO-SUN by such persons as may from time to time be appointed under resolution of the Steering committee.

14.7 Steering committee Members shall cause to be made in books provided for the purpose, or kept on file, minutes recording:

14.7.1 A register of Members giving the names, record of subscriptions, address of member and the date of admission to the membership;

14.7.2 All appointments of officers and personnel made by UCCO-SUN;

- 14.7.3 The names of Steering committee Members present at each meeting of the Committee, or of any sub-committee of the Steering committee;
- 14.7.4 All resolutions and proceedings of all meetings of the Steering committee and any sub-committee of the Steering committee.
- 14.8 Steering committee Members shall cause to be circulated to all Members of the Steering committee copies of the minutes and resolutions or recommendations of the Steering committee.
- 14.9 Steering committee Members shall on occasion give direct support to management
- 14.10 Steering committee Members shall ensure that the objects of this Constitution are achieved.
- 14.11 The Steering committee shall instruct the Coordinator to carry out programme activities to achieve the objects of this Constitution.

15. POWERS OF THE STEERING COMMITTEE

- 15.1 The Steering committee shall have the power to:
- 15.1.1 Select, appoint or dismiss the Coordinator and any other staff member of UCCO-SUN
- 15.1.2 Approve, modify or reject operational plans and proposals submitted by staff, and to direct staff on all matters of policy;
- 15.1.3 Entrust or confer upon executive personnel from time to time, such of the powers and authorities vested in them as they may deem fit, and may confer such powers or authorities for such time and to be exercised for such aims and purposes and upon such terms and conditions and with such restrictions as they may think expedient; and they may confer such powers and authorities either collaterally or to the exclusion and substitution for, all or any of the powers of the Steering committee and may from time to time revoke or vary all or any such powers and authorities.
- 15.2 Appoint sub-committees whether from amongst their Members exclusively, or including non-members, and shall be entitled to:
- 15.2.1 Determine what the duties, rights, and obligations of such committees shall be;
- (i). Delegate to such committees those powers it deems necessary;
- (ii). Delegate control of their finances and other resources that they in their discretion shall deem suitable for use by such sub-committees in pursuit of the aims of UCCO-SUN.
- (iii). Convene General Meetings
- 15.3 Suspend Members who have behaved in a manner deemed contrary to the interests of the Association until a Special General Meeting or General Meeting, at which the membership of UCCO-SUN shall uphold or reject the decision by simple majority.

- 15.4 Employ management staff, consultants, or agents, whether full time, part-time, paid or unpaid.
- 15.5 Represent the membership at various fora.
- 15.6 Act as a lobby group to achieve the objects of UCCO-SUN.
- 15.7 Act as arbitrator in management disputes after mediation has failed.
- 15.8 Institute, conduct, defend, compound, or abandon any legal proceedings by or against the association or its staff, or otherwise concerning the affairs of UCCO-SUN; to compound and allow time for payment or satisfaction of any debts due to UCCO-SUN, and of any claims or demands by or against UCCO-SUN.
- 15.9 Solicit and / or generate funds to ensure the financial sustainability of UCCO-SUN.
- 15.10 Organise campaigns, educational programmes or competitions, issue press releases, and take other steps to promote public awareness of UCCO-SUN, its aims, and activities.
- 15.11 Purchase, take on lease or in exchange, hire, or otherwise acquire any movable and immovable property which may be deemed necessary or convenient for any of the purposes of UCCO-SUN, and to sell, exchange, mortgage, change, turn on account, dispose of, and deal with property and rights of all kinds:
 - (i). Accept for UCCO-SUN, any gift or otherwise acquire and hold, any funds or property whatsoever whether movable or immovable, and whether or not subject to any special trust for one or more of the aims of UCCO-SUN.
 - (ii). Invest the funds of UCCO-SUN from time to time in such investments or assets or other securities bearing in mind the desirability of investing such funds within Member organisations and the desirability of adhering to the principles of ethical investment.
 - (iii). Change and vary from time to time any investments and to reinvest in any other asset or investment;
 - (iv). Open bank account in the name of UCCO-SUN, and operate such accounts by way of deposits and withdrawals as may be necessary for the proper conduct of the financial affairs of UCCO-SUN.
 - (v). Borrow by way of overdraft or loan, and utilise UCCO-SUN assets as security for such loans.
- 15.12 Perform any acts, make any such payments, and enter into any other such arrangements as may be required to benefit the aims of UCCO-SUN.

15.13 Duties of the Members of the Steering Committee

(a) The Chairperson shall

- (i). Preside at all meetings of UCCO-SUN and the Steering committee
- (ii). Ensure meetings of UCCO-SUN and Committee are called
- (iii). See that all decision of UCCO-SUN and Steering committee are implemented.
- (iv). Shall be a signatory to UCCO-SUN's account(s).

- (v). Carry out any other duties as UCCO-SUN may decide.
- (vi). Liaise with UCCO-SUN staff to ensure the smooth running of UCCO-SUN's affairs.

(b) The Vice Chairperson shall:

- (i). In absence of the Chairperson act as the Chairperson;
- (ii). Assist the Chairperson in ensuring the smooth running of UCCO-SUN's affairs;
- (iii). Carry out such other duties as UCCO-SUN may decide;
- (iv). Shall be a signatory to the Association's account(s);
- (v). Be charged with the responsibility of analysing and defusing contentious issues within UCCO-SUN.

(c) The Secretary shall:

- (i). Keep custody and record of all files of UCCO-SUN with assistance of UCCO-SUN staff;
- (ii). Record and keep all minutes of the meetings of UCCO-SUN and Steering committee;
- (iii). Be charged with duty of inviting for meetings all relevant members;
- (iv). Shall be a signatory to UCCO-SUN's account(s);
- (v). Publicize activities of UCCO-SUN.

(d) The Treasurer shall with the help of UCCO-SUN Staff:

- (i). Ensure that expenditure and income are within limits of the budget approved by the Steering committee or general meeting in compliance with standard financial procedure
- (ii). Collect and receive funds, grants and loans and ensure that these are properly accounted for
- (iii). Keep proper books of accounts and ensure that they are audited annually
- (iv). Give regular financial reports to meeting of the Steering committee
- (v). Present financial audited reports to the AGM of UCCO-SUN.

(e) Other members of the Steering committee shall:

- (i). Participate in all meeting, activities and decisions of the steering committee with full voting rights.
- (ii). Engage in other activities of the coalition as shall be delegated.

16. FINANCIAL MANAGEMENT

16.1 The Steering committee shall cause proper books of accounts to be kept in accordance with generally accepted accounting procedures.

- 16.2 The Books of accounts shall be kept at the secretariat of the Association, or at such place or places as the committee deem fit, and shall always be open to inspection by any Steering Committee Member and by any other person or persons delegated from time to time by the Steering committee or General Meeting.
- 16.3 The Financial Year of the Association shall end on 31st December and balance sheets shall be drawn annually on that date.
- 16.4 Country Desk accounts will be audited annually by recognised auditors appointed by the Steering committee in conjunction with host organisation. The annually audited accounts and an accompanying narrative report shall be received by all Members not later than April 30th.
- 16.5 The income and assets of UCCO-SUN, whencesoever derived, shall be applied solely towards the promotion of the aims of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of payment, bonus, dividend, or otherwise howsoever the Members of UCCO-SUN or the Steering committee provide that nothing herein shall prevent the payment of the reasonable and proper remuneration of the Coordinator and any staff in return for services rendered in good faith to UCCO-SUN nor prevent the payment of reasonable expenses incurred by any staff, Member or Steering committee incurred on behalf of UCCO-SUN.
- 16.6 Steering committee Members may not act as paid consultants to UCCO-SUN.
- 16.7 Membership of UCCO-SUN does not and shall not give any Member any right, title, interest, claim, or demand on or to any of the monies, property, or assets, of the UCCO-SUN.
- 16.8 The liability of Members shall be limited to the amount of their annual subscriptions.
- 16.9 Every Steering committee Member shall be indemnified by the Association against, and it shall be the duty of the Steering committee out of any funds of UCCO-SUN to pay, all costs, losses, and expenses which any Steering committee Members may incur or become liable to by reason of any contract entered into or, deed done by him / her in any way in the discharge in good faith of his / her duties as a Steering committee Member of UCCO-SUN.

17. LIMITATION OF LIABILITY

- 17.1 No Steering committee Member or Staff shall be liable for the acts, receipts, neglects or defaults of any other Steering committee Members or Staff or Member or Servant of UCCO-SUN, or for joining in any receipt or other act for conformity or for any loss or expense happening to UCCO-SUN through the insufficiency or deficiency of the title to any property acquired by order of the Steering committee for or on behalf of UCCO-SUN, or for the insufficiency or deficiency of any security in or upon which any of the monies of UCCO-SUN shall be invested or for loss or damage arising from the insolvency or for the tortious act of any person with whom any monies, securities or effects shall be deposited, or for the loss or damage occasioned by any error of judgement or oversight on his/her part or for any other loss, damage or misfortune whatsoever which shall happen in the execution in good

faith of the duties of his /her office or in relation thereto, unless the same happen through his / her own fraud, dishonesty or gross negligence, for which the Steering committee Member(s) and / or staff will be held responsible.

17.2 No Steering committee Member shall be obliged to give security to any person whatsoever for the due administration by them of UCCO-SUN.

18. RULES OF PROCEDURE FOR THE STEERING COMMITTEE

18.1 The Chairperson, or in his/her absence the Vice Chairperson, shall preside as Chairperson of every meeting of the Committee or, if neither is present, the Members of the Steering committee shall choose one of their number, the Coordinator and the Co-opted, to act as Chairperson for that meeting.

18.2 The Chairperson must ensure that at least four Steering committee meetings occur per year.

18.3 A quorum shall constitute half of all Steering committee Members plus one at the beginning of a meeting of the Steering committee; and the whole proceedings of any meeting so properly constituted shall be valid.

18.4 Decision-making, where possible, shall be by discussion and resolution rather than by vote. Should, in the judgement of the Chairperson consensus proves elusive, the Chairperson may direct that a decision be put to a vote.

18.5 Except the Co-ordinator, each Member of the Steering committee and co-opted members shall have one vote. The Co-ordinator as an ex-officio Member may participate in discussion but cannot vote. No proxy or postal votes will be accepted. All issues put to the meeting by the Chairperson will be decided by a simple majority show of hands raised or ballot, at the discretion of the Chairperson, unless a ballot is demanded by not less than one-third of those present and entitled to vote. In the event of an equality of votes, the Chairperson shall be entitled to a second casting vote.

18.6 The Chairperson shall be responsible for ensuring that all Steering committee Members receive a written invitation to all meetings, to be despatched by registered post, electronic mail, courier, telex or telegram at least 14 days before the meeting, except that emergency meetings called at seven days notice may be permissible with the prior approval of not less than a simple majority of the Steering committee.

19. COLLECTIVE ACTION WITHOUT MEETING

19.1 Any action that may be taken by the Steering committee in terms of the Constitution of UCCO-SUN may be taken without formal meeting if at least half plus one of the Steering committee Members shall individually or collectively consent in writing to such an action, providing that all Steering committee Members have been informed in writing or electronic mail (with appropriate safeguard as determined by the Steering committee) of the proposed action. Such written or electronically indicated consent or consents shall have the same force and effect as if the action had been agreed on at a properly convened meeting of the Steering committee.

19.2 Any action in terms of this Constitution excluding amendment of this Constitution or dissolution of UCCO-SUN, or Special General Meeting may be taken without

formal meeting if at least 80% of Steering committee Members shall individually or collectively consent in writing or through secure or electronic mail to the proposed action. Such written or electronic consent or consents shall have the same force and effects as if it had been agreed on at a properly convened Special General Meeting.

20. AMENDMENT OF CONSTITUTION

Member organisations of UCCO-SUN may amend the Constitution as follows:

20.1 Proposed amendments must be received 90 days before the General Meeting by the Steering committee. The Steering committee may consolidate such amendments.

20.2 The provisions of the Constitution may be amended, or added to, in a manner not inconsistent with any of the other provisions of this Constitution provided that:

- (i). Details of the proposed amendment or revision are circulated in writing to all Members not less than 90 days prior to the date of the meeting in question.
- (ii). A three quarters majority of a quorum of Members present at a duly convened General meeting or Special General meeting approve any amendment or revision.

21. DISSOLUTION OF UCCO-SUN

21.1 In the event that the members decide to dissolve UCCO-SUN, and provided that they are satisfied that it is just and equitable that the activities of the Association shall cease, any funds or assets standing to the credit of UCCO-SUN shall be paid and distributed amongst such organisations as the General meeting at their discretion deem suitable, provided that the aims of these organisations shall be to enhance in some manner the furtherance of UCCO-SUN in Uganda, and further provided that the recipient or recipients are approved by the Steering Committee.

21.2 Before any decision to dissolve UCCO-SUN can be made:

- (i). At least 90 days written notice must be given to all Members
- (ii). At least a two-thirds majority of quorum of Members must agree on such dissolution at a duly convened General Meeting or Special General Meeting.

22. CONFLICT RESOLUTION

22.1 A code of Conduct for all members of UCCO-SUN will be developed in a participatory manner and adhered to by all members.

22.2 All members will sign and abide by the Code of Conduct for the duration of their membership with UCCO-SUN.

22.3 A selected independent third party agreed upon by the steering committee may be called upon to arbitrate and resolve conflict amongst members of the General meeting, Steering committee and UCCO-SUN staff.

22.4 Where need be, legal counsel shall be sought from an established legal firm agreed upon by the executive.

23. ENTRY-INTO-FORCE

- 23.1 Subject to the provisions of section 5, this Constitution shall remain open to all organizations for signature or acceptance. Members will show cause of acceptance of this constitution by signing it.
- 23.2 This Constitution shall come into force when at least 10 civil society organisations that have applied for UCCO-SUN membership ratify this Constitution.
- 23.3 Upon ratification, the Chairperson will inform parties to this Constitution of the date when it has come into force. He will also inform them of the dates when other organizations have become parties to this Constitution.
- 23.4 The elected Steering Committee under the leadership of the Chairperson will register this Constitution with the register of documents.

24. PARTIES TO THIS CONSTITUTION

IN FAITH WHEREOF the undersigned representatives, having been duly authorized for that purpose, sign this Constitution.

#	Name of Representative	Organisation	Signature	Date
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				
11.				
12.				
13.				
14.				
15.				
16.				
17.				
18.				
19.				
20.				
21.				
22.				

23.				
24.				
25.				
26.				
27.				
28.				
29.				
30.				
31.				
32.				
33.				
34.				
35.				
36.				
37.				
38.				
39.				
40.				

Signed at Grand Imperial Hotel, Kampala Uganda on this _____ day of _____ 2013.