



NatureUganda

THE
CONSTITUTION OF
*Nature*Uganda

Prepared by: (2013)
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Dated thisDay of2013

THE REPUBLIC OF UGANDA
THE CONSTITUTION OF *NatureUganda*



Adopted this.....Day of2013

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PREAMBLE:

WHEREAS **NatureUganda** has been operating as a branch of the East African Natural History Society; AND

WHEREAS it has been decided and agreed by all the parties that East African Natural History Society operates separately from its original branches. AND

WHEREAS it is desirable that NatureUganda continues operating as an independent legal entity, while maintaining similar core values and principles and in pursuance of its mission **to promote the Understanding, Appreciation and Conservation of Nature**. This constitution is hereby made;

ARTICLE I: NAME

The name of the organisation shall be NatureUganda.

ARTICLE II: LOCATION

The Registered office of the organisation shall be situated in the Republic of Uganda.

ARTICLE III: OBJECTIVES OF THE ORGANISATION

The objectives of the organisation are:-

- (1) To create a nature friendly public through environmental education and public awareness activities.
- (2) To enhance the advancement of the study and knowledge of Uganda's Natural History.
- (3) To take actions to conserve priority species, sites, and habitats.
- (4) To advocate for policies favourable to the environment.
- (5) To take action to promote conservation of the natural environment.
- (6) To acquire moveable and immovable property in furtherance of the above objectives.
- (7) To collaborate with other organizations with similar objectives both within and outside Uganda to achieve these objectives.

ARTICLE IV: MEMBERSHIP

- (1) Membership to the organisation is open to all persons and organisations who/ which support the objectives of the organization
- (2) Membership will be in various categories as follows;
 - (a) Individual members
 - (b) Family members
 - (c) Student members
 - (d) Institutional members
 - (e) Corporate members
 - (f) Life members
 - (g) Honorary members
- (3) Description of membership categories
 - (a) **INDIVIDUAL MEMBERS:** These are individuals who apply for membership and will be eligible in their own individual rights.
 - (b) **FAMILY MEMBERSHIP:** This category shall be open to families as a group.
 - (c) **STUDENT MEMBERSHIP:** This category shall be open to only those persons under the age of 18 or students undertaking course of study up to and including undergraduate level but in any case not above the age of 25 years.
 - (d) **INSTITUTIONAL MEMBERSHIP:** This category shall be open to bodies, or institutions, which are duly registered, educational, public and associations.
 - (e) **CORPORATE MEMBERSHIP:** This category shall be open to corporate bodies or entities, which support the objects of the organisation.
 - (f) **LIFE MEMBERS:** Individuals who having been subscription paying members for at least ten (10) years, may on the attainment of the age of sixty (60) years, apply for life membership. Life Members, on enrolment, shall be required to pay a lump of five (5) years' ordinary subscriptions
 - (g) **HONORARY MEMBERS** shall be nominated by the Executive Committee on the basis of outstanding contribution to the objectives for which the organization stands and the nominations shall be endorsed by the AGM.

ARTICLE V: ANNUAL GENERAL MEETING

There shall be an Annual General Meeting, as the supreme policy organ of the organisation.

ARTICLE VI: EXECUTIVE COMMITTEE

- (1) The management of the organization and control of its funds and property shall be vested in an Executive Committee of nine (9) members, comprised as follows:-
 - a) Chairperson
 - b) Vice Chairperson
 - c) Treasurer
 - d) Publicity Secretary
 - e) 5 Committee members
- (2) The Executive Committee will be elected at an Annual General Meeting for a period of three years which term will be renewable once.
- (3) The inaugural Executive Committee shall serve their term of office in the following manner;
 - a) one third shall serve in office for only one year (Vice-Chair, 2 committee members)
 - b) one third shall serve in office for only two years (Chairman, Publicity Secretary, 1 Committee member)
 - c) one third shall serve in office for a full three year first term (Treasurer, 2 Committee members)
- (4) If the post of chair falls vacant, the Vice-Chairman shall become Chairman until the next Annual General Meeting.
- (5) In the event of any other post falling vacant or temporary absence, the Executive Committee shall elect from within its members one to act until the next General Meeting or until the return of the Office Bearer in question
- (6) The quorum of the Executive Committee meetings shall be five (5)
- (7) The Executive Committee shall make their rules of procedure to govern the nature and conduct of the meetings.

ARTICLE VII: MEETINGS OF THE EXECUTIVE COMMITTEE

- (1) The Executive Committee
 - (a) The Executive Committee shall meet quarterly and as is deemed necessary
 - (b) The form of the meetings shall include face to face or any other form as may be determined by the committee from time to time.
 - (c) Decisions of the Committee shall be by consensus or by simple majority.
- (2) In execution of its duties, the Executive Committee may appoint sub committees including:
 - (a) Finance and Administration Committee
 - (b) Science and Technical Committee
 - (c) Any other Sub-Committee as deemed necessary provided that such subcommittee shall be chaired by a member of the Executive Committee

ARTICLE VIII: DUTIES OF THE EXECUTIVE COMMITTEE

- (1) The Chairperson shall chair all General Meetings of the organisation and all meetings of the Executive Committee
- (2) The Vice Chairperson
 - (a) shall act / deputise for the Chairperson in all meetings
 - (b) shall perform such other duties as may be assigned either by the Chairperson or the Executive Committee
- (3) The Treasurer
 - (a) shall be responsible for the funds of the organisation, the presentation of proper accounts and the payment, collection and receipt of monies, under the direction of the Executive Committee.
 - (b) shall keep proper records of all the finances of the organisation.
 - (c) shall be responsible for the preparation and periodic reporting on the finances of the organisation to the Executive Committee.
 - (d) shall present an Audited financial report to the Annual General Meeting.
- (4) The Publicity Secretary shall be responsible for ensuring coordination of public events and functions of the organization in collaboration with the secretariat

- (5) Committee members shall be responsible for effective participation in Executive committee meetings including:
 - (a) Participation in the subcommittee meetings as may be assigned
 - (b) Perform any other functions as advised by the EC

ARTICLE IX: SECRETARIAT

- (1) There shall be a Secretariat of the Organisation, headed by an Executive Director and consisting of such other staff members as shall be determined by the Executive Committee from time to time.
- (2) The Executive Director shall be appointed by the Executive Committee
- (3) Other staff members shall be appointed by the Executive Director in consultation with the Executive committee
- (4) The Executive Director
 - (a) shall be an Ex Officio member and Secretary of the Executive Committee meetings and all its subcommittees
 - (b) shall be responsible for the correspondence of the organisation and for the recording of the Minutes of General Meetings of the organisation and of the Executive Committee.
 - (c) shall issue NOTICES of the organisation's meetings
 - (d) Shall be responsible for the safe custody of the organization's documents and records.

ARTICLE X: SUBSCRIPTIONS

- (1) There shall be subscription fees payable each calendar year by each category of members
- (2) Any member of ten years standing who has attained the age of 60 years or above may on application be granted life membership provided he/she pays equivalent of 5 years membership
- (3) The subscription fees payable shall be determined from time to time by the organisation at the Annual General Meeting on the recommendation of the Executive Committee

ARTICLE XI: GENERAL MEETINGS

(1) Annual General Meeting

- (a) There shall be an Annual General Meeting every year to be held during the 1st Quarter of the calendar year.
- (b) The Annual General Meeting shall elect the Executive Committee members
- (c) The Annual General Meeting
 - (i) shall consider the Annual Accounts of the organisation (presented by the Executive Committee)
 - (ii) shall appoint Auditors of the organization
 - (iii) shall approve the annual work plan and budget of the organisation for the year
- (d) The Annual General Meeting shall have an Agenda which shall include;
 - (i) Reading and approving of minutes of previous meeting
 - (ii) Business arising out of the minutes
 - (iii) Presentation of an Annual Report by the Chairman
 - (iv) Presentation of the Financial Report with audited accounts and Projected Income and Expenditure by the Treasurer
 - (v) Elections of the Executive Committee members
 - (vi) Appointment of Auditors
 - (vii) A.O.B of which due NOTICE must be given to the Secretary 21 days before the AGM

(2) Extra Ordinary General Meetings

There may be other General Meetings which shall be known as Extra Ordinary General Meetings which may be called by the Executive Committee under the following conditions:-

- (a) If requested by one third of paid up members by memorandum duly signed and presented to the Chairman.
- (b) If in the opinion of the Executive Committee a situation has emerged where the membership must make a resolution
- (c) The date and venue of such a meeting shall be fixed by the Executive Committee.
- (d) Only such business as that for which the meeting has been called shall be solely dealt with and concluded

(3) Voting

- (a) Only paid up members shall be eligible to vote at any of the organisation's general meetings.
- (b) Student and Honorary members shall have no vote
- (c) All other categories of membership shall be entitled to one vote.

(4) Decisions

Decisions shall always be by a simple majority of members entitled to vote and present at the meeting

(5) Quorum

- (a) The quorum for an Annual General Meeting shall be at least 10% of the members entitled to vote
- (b) Where no quorum is realised the meeting shall be adjourned to the same place 14 days later regardless of need for a quorum

(6) Notice

The notice of the Annual General Meeting shall be given by the Secretary of the Executive Committee not less than 30 calendar days before the due date

(7) Nominations

- (a) There shall be nomination forms which shall be sent out to members by the secretariat 14 days before the date of the AGM
- (b) All nominations of the Executive Committee members shall be signed by the nominee and two proposers who are members of the organization and the nomination form submitted to the Executive Director at the registered address of the organization.
- (c) The Annual General Meeting shall elect a returning officer to preside over the election of the members of the Executive Committee. Any member who is not standing for a post may be nominated to be the returning officer
- (d) Upon nomination of the members for the respective positions, the office bearers shall be elected to the respective posts by show of hands
- (e) The returning officer shall conduct the elections and announce the results immediately on conclusion
- (f) The new office bearers shall take office immediately by declaring their acceptance

ARTICLE XII: EXPULSION OF MEMBERS OF APPLICATION

- (1) The Executive Committee may expel from the organisation any Member whose conduct which, in the opinion of the Executive Committee, renders that Member unfit to be a Member and provided such a member is accorded an opportunity to be heard
- (2) The intention of the Executive Committee shall, however, be notified to the Member in writing and the Member shall be asked to submit any explanation in writing to the Executive Committee before final action is taken.

ARTICLE XIII: FINANCES

(1) Source of funds

The finances of the organisation shall be for the objects of the organization and shall be derived from:

- (a) Annual membership subscriptions
- (b) Members voluntary contributions
- (c) Donations
- (d) Endowments
- (e) Grants arising out of written funding proposals
- (f) Sales of products of the organisation promotional materials
- (g) Any other sources deemed fit and as approved by the Executive Committee

(2) Finance management

- (a) The financial year of the organisation shall be the Calendar year (January – December).
- (b) The Chairman shall submit to the Annual General Meeting a report on the activities of the organisation for the preceding financial year.
- (c) The Treasurer shall submit an Income and Expenditure Account for the year under review and a Balance Sheet as at the end of that year, both duly audited.
- (d) The Annual Report and the Financial Statements shall be approved by the Executive Committee prior to the Annual General Meeting.
- (e) The Financial Statement shall be available for inspection by members.

(3) Audit

There shall be a financial audit of the finances of the organization every calendar year

ARTICLE XIV: BRANCHES AND WORKING GROUPS

- (1) Branches of the organisation may be setup with the approval of the Executive Committee in such places as the Executive Committee may decide
- (2) Working groups may be formed with the approval of the Executive Committee for purposes of furthering the objects of the organisation

ARTICLE XV: RESOURCE CENTRE

- (1) The organisation shall maintain a Resource Centre of such works as may be necessary for the promotion of the objects of the organization
- (2) The Executive Committee will determine the Rules for maintenance, use and governance of the Resource Centre.

ARTICLE XVI: PUBLICATIONS

- (1) A Journal/Newsletter shall be published to further the objects of the organisation either by the organisation alone or in conjunction with any other organisation or organisations with similar or complementary objects
- (2) The Executive Committee shall have power to exchange publications with other organisations

ARTICLE XVII: ALTERATION OF THE CONSTITUTION

Any alteration of the Constitution of the organisation shall be carried out by a vote of two-thirds of the members present and entitled to vote at a General Meeting or Extraordinary meeting specially called for that purpose

ARTICLE XVIII: DISSOLUTION

- (1) Dissolution of the organization shall be effected only by resolution of a General Meeting under the following conditions:
 - (a) The organisation shall not be dissolved except by a resolution passed at a General Meeting of members by a vote of two-thirds of the members present.
 - (b) The quorum at the meeting shall be at least 75% of the Members entitled to vote. If no quorum is obtained, the proposal to dissolve the organisation shall be submitted to a further General Meeting, which shall be held one month later
 - (c) Notice of this second meeting shall be given to all members of the organisation at least 14 days before the date of the meeting. The quorum for this second meeting shall be 20% of Members eligible to vote.

- (d) If dissolution of the organisation is duly approved by a General Meeting, this same meeting shall, by a second resolution, authorise the distribution of the assets of the organization to one or more bodies having similar objects to those of the organization
- 2) Notwithstanding, the dissolution can happen only when the organization has become insolvent or does not meet the objects for which it was set up

ARTICLE XIX: INDEMNITY

Every member of the Executive Committee, and of any other Committee, and every officer and employee of the organisation, and any person acting on the lawful directions of any Committee of the organisation, shall be indemnified out of the funds of the organisation against all damages, costs and expenses awarded against or incurred by any such person as a result of any claim made against him or her personally for anything done or omitted to be done by him or her bona fide for the purpose of carrying out any of his or her functions, powers or duties

ARTICLE XX: AFFILIATION

- (1) NatureUganda shall be affiliated to and co-operate with East Africa Natural History Society (EANHS)
- (2) NatureUganda shall co-operate with other organizations with similar objectives or for furtherance of its objectives

ARTICLE XXI: TRANSITIONAL PROVISION

- (1) Following the adoption of this Constitution, the first Annual General Meeting will make decisions regarding the previous status
- (2) The assets of NatureUganda, the EANHS, shall on adoption of this constitution be deemed to be transferred to NatureUganda
- (3) The Executive Committee elected under this constitution shall finalise the discussions with regard to future relations with EANHS

ARTICLE XXII: ENTRY INTO FORCE AND SUPREMACY

This constitution was approved and adopted by the members of NatureUganda at the Extra-ordinary Annual General Meeting on 27th March 2013 held at Uganda Museum, Kampala.

IN WITNESS WHEREOF the undersigned have appended their signature

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