



The Constitution for The Global Coalition for Development and Welfare (CODEWE)

Revised Version
Effective 21st March 2010

Article 1 – Details

- i. The name of the organisation shall be 'The Global Coalition for Development and Welfare' (hereafter referred to as 'the Organisation').
- ii. The acronym for the Organisation shall be 'CODEWE'
- iii. The official logo of the Organisation is:



Article 2 – Purpose

- i. The purpose of the Organisation will be to:
"Form a non-governmental organisation committed to the improvement of the quality of life of Ugandans through the use of a bottom-up approach to project formation and problem solving."

Article 3 – Objectives

- i. Work towards creating a better life for people in Uganda.
- ii. Work towards better environmental conservation in the country.
- iii. Enter into partnerships with organizations, agencies and stakeholders.
- iv. Raise funds and receive contributions to finance the work.

Article 4 – Composition

- i. The Organisation shall be composed or registered members only.
- ii. Registered members shall be recognized under the Management Committee (hereafter referred to as 'the Committee') and shall be responsible for executing duties and responsibilities of the Organisation.

Article 5 – Membership

Article 5.1 Membership Conditions

- i. Membership shall be open to anyone who has an interest in the work of the Organisation and who is willing to abide by the rules of the Organisation.
- ii. The Management Committee has the right to reject any application for membership should they deem it detrimental to the purpose and objectives of the Organisation on the condition that they provide a reason for their decision.
- iii. Rejected members have the right to appeal via an independent adjudicator appointed by mutual agreement with the Committee.
- iv. Membership shall typically be valid for 12 months from the date of registration, upon payment of the membership fee set by the Committee.
- v. Honorary membership may also be granted to an individual by a decision from the Committee. The validity of this membership shall be determined at the time of this decision.
- vi. Members shall be regulated by this constitution and the resolutions passed at General Meetings.

Article 5.2 Termination of Membership

- i. Membership shall be terminated in any of the following circumstances:
 - i. Gross misconduct or moral turpitude
 - ii. By a resolution passed by 75% of members
 - iii. By a resolution to dissolve the Organisation
- ii. Accusations against any member shall be submitted to the Committee and the member requested to meet with the Committee for investigation, self defence, or disciplinary action.
- iii. The accused has 14 days to respond to this request.
- iv. Members have the right to demand explanation from the Committee and the right to appeal via an independent adjudicator appointed by mutual agreement with the Committee.

Article 6 – Management

6.1 Structure

- i. The Organisation's business shall be run by:
 - The General Assembly
 - The Management Committee

6.2 The General Assembly

- i. The General Assembly shall be open to all registered members.
- ii. It shall meet at least three times per year (one of which shall be the AGM) and will provide a forum for members to have input to the Organisation.
- iii. Procedure for the General Assembly shall be as stated in Article 7.1 however there shall be no quorum for meetings of the General Assembly except at the AGM.

6.3 The Management Committee

- i. The Management Committee shall be responsible for the overall direction of the Organisation and the determination of its policies.
- ii. The Committee shall be composed of a minimum of 6 officers.
- iii. The Committee must contain: Chairperson, Secretary and Treasurer.
- iv. Other positions shall be created, and roles and responsibilities set, by the Committee and approved at the AGM.
- v. In addition, the two founder members of the Organisation retain the right to attend and participate in any Committee meeting. However, if they do not hold a specified role they are not counted towards the quorum for Committee meetings. These members are:
 - Joseph Kimuli Balikuddembe
 - Dominic Savio Nyombi Ziwa
- vi. In the conduct of the affairs of the Organisation the Committee and every member thereof shall exercise prudence and diligence and shall be jointly and severally responsible for any loss sustained by the Organisation through any act which is contrary to this constitution.
- vii. Committee positions shall be held for a three year term with a limit of two terms in a position.
- viii. A Committee member may resign their post by providing notice in writing to the Secretary. The Committee may then appoint an interim member to fulfill this role until the following AGM.
- ix. A Committee member's position may be terminated according to the rules set out in Article 5.2 or by a resolution passed by 60% of Committee members.
- x. To be eligible to contest a Committee position a member must:
 - i. Be between 18 and 75 years of age.
 - ii. Hold a minimum qualification of a Ugandan Certificate of Education or equivalent.

6.4 Functions and Responsibilities of the Committee

- i. Be the attorneys of the Organisation with powers and authorities incidental to the powers assigned to them by the General Assembly and in accordance with the provisions of this constitution.
- ii. Call General (Annual and Special) Meetings.
- iii. Decide on membership fees and approve honorary members.
- iv. Ensure implementation of the objectives and principles of the Organisation stipulated in this constitution and the policies and resolutions originating from the General Assembly.
- v. Sue and be sued on behalf of the Organisation.
- vi. Execute and recover debts and liabilities arising against other persons and bodies.
- vii. Prescribe duties of all Committee members not transcribed in this constitution.
- viii. Create Committee positions and fix remunerations for all Committee members. Before coming into effect these must be ratified by the General Assembly.
- ix. Submit to the AGM
 - A report containing the previous year's activities.
 - A financial report from the previous financial year.
 - An estimated budget for the current financial year.
- x. Propose, establish and update all Organisation policies.
- xi. Keep detailed minutes of all meetings and make these available to all.
- xii. Be the only body granted authority to use any Organisation assets as collateral for any external loan, subject to provisions of the NGO Act (Laws of Uganda).

6.5 Duties of Chairperson

- i. Must be the driving force behind the Organisation.
- ii. Ensure the policies of the Organisation are implemented.
- iii. Monitor and supervise the various departments of the Organisation and ensure Committee members are performing in their roles.
- iv. And any other duties assigned by the Committee or at a General Meeting.

6.5 Duties of Secretary

- i. Shall be secretary to meetings.
- ii. Receive correspondence and respond.
- iii. Keep and safeguard all documents and instruments of the Organisation.
- iv. Keep custody of the register of members.
- xiii. Prepare reports.
- xiv. Acceptance of any legal document addressed to the Organisation.
- xv. And any other duties assigned by the Committee or at a General Meeting.

6.5 Duties of Treasurer

- i. Ensure accounts are accurate and kept up to date
- ii. Signatory to bank account
- iii. Responsible for fundraising
- iv. Prepare annual accounts for external auditor
- v. Present annual report of accounts to AGM
- vi. Assign external auditor, to be approved by the Committee

Article 7 – Meetings

7.1 Procedure

- i. The Chairperson shall preside at all meetings. In the event that the Chairperson is absent the Committee shall appoint from within itself a member to preside over that meeting.
- ii. Voting shall be by secret ballot or by show of hands and shall be on a simple majority. In the case of a tied vote the Chairperson or appointed deputy shall make the final decision.
- iii. Special General Meetings may be called by the Committee or by a group of members numbering at least 40% of all members (or at least 40 members if the total number of members exceeds 100), and shall deal exclusively with the issue(s) for which it was called.
- iv. At least 14 days notice to all eligible members shall be given for all meetings, unless it is deemed an emergency, with details of time, date, venue and agenda.
- v. The Committee shall meet at least once per month. Committee members may also request further meetings providing at least 5 days notice to the other Committee members.
- vi. The AGM shall take place no later than three months after the end of the financial year.
- vii. The quorum for Committee meetings will be 60%, for the AGM it will be 30% of members (or at least 30 members if the total number of members exceeds 100). If the required quorum does not assemble arrangement shall be made for a new meeting.
- viii. All meetings must be minuted and accessible to interested parties.

7.2 Rights and Responsibilities of the AGM

- i. Receive and consider the annual reports of the Committee.
- ii. Discuss the agenda provided in advance by the Committee and make resolutions by voting.
- iii. Members may forward issues for discussion.
- iv. Receive and consider financial statements and the opinion of external auditors regarding such statements.
- v. Consider work plans and budgets presented by the Committee.
- vi. Elect members of the Committee
- vii. Approve the maximum liability which the Organisation may incur.

Article 8 – Finance

- i. Any money acquired by the Organisation, including donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Organisation. All funds must be applied to the objectives of the Organisation and for no other purpose.
- ii. Bank accounts shall be opened in the name of the Organisation. Any deeds, cheques etc relating to the Organisation's bank account shall be signed by at least two (2) of the following Committee members: Chairperson; Treasurer; Secretary.
- iii. Any income/expenditure shall be the responsibility of the Treasurer who will be accountable to ensure funds are utilised effectively and that the Organisation stays within budget. Official accounts shall be maintained, and will be examined annually by an independent accountant who is not a member of the Organisation. An annual financial report shall be presented at the AGM.
- iv. The Organisation's financial year shall run from 1st January to 31st December.

Article 9 – Amendments to the constitution

- i. Any changes to this constitution must be agreed by a majority vote at a General Meeting.
- ii. Amendments to this constitution must be conveyed to the Secretary in writing. The Secretary and other officers shall then decide on the date of a General Meeting to discuss such proposals, giving members at least 28 days notice and making the proposed changes available to all members.

Article 10 – Dissolution

- i. The Organisation may be dissolved if deemed necessary by the members in a majority vote at a General Meeting. Any assets or remaining funds after debts have been paid shall be returned to their providers or transferred to local charities or similar groups at the discretion of the Committee.

This constitution was adopted at a General Meeting held at E-M Plaza, Kampala Road, Kampala on 21st March 2010 by:

Signed: Chairperson

Signed: Secretary

Signed: Treasurer

Signed: Member

Signed: Member