

THE CONSTITUTION OF
ZAMAC SUPER WOMAN
FOUNDATION.

(ZAMAC)

ESTABLISHED IN THE REPUBLIC OF
UGANDA

ZAMAC Super Woman Foundation (ZAMAC) constitution

Preamble

HAVING REALISED that the experience of disease, poverty and Gender based violence in Uganda have left many women in situations of pathetic deprivation., vulnerability, moral degeneration and under development and

NOTING THAT the most vulnerable persons include children, youths, girls the poorest of the poor persons and neonates who are facing arising of infant mortality and child mortality and

REALIZING THAT the current community initiatives fall short in coping with the over increasing numbers of most vulnerable girl children, youths and women,

HAVING DISCOVERED that our efforts are hindered by lack of information, coordination and other forms of essential supports for us to effectively empower the communities to initiate development activities towards self-reliant living.

PERSUADED that we could better address the various forms of plights faced by the rural poor and most vulnerable girls in Uganda community through joint and coordinated efforts as an established Organization.

WE, the several persons whose names are subscribed hereunder constitute ourselves into **ZAMAC Super Woman Foundation** being an interracial and interdenominational Non-Governmental Organization as a vehicle and through which to address as far as possible the needs of vulnerable girl children, youths and women in Uganda.

NOW THEREFORE, we the members of **ZAMAC Super Woman Foundation** do hereby set ourselves the mission and objectives detail in this Constitution and programmes of the said Organisation.

ARTICLE 1: ESTABLISHMENT AND REGISTERED OFFICE

1.0 Establishment

1.1 There is hereby established an Organisation to be known as **ZAMAC Super Woman Foundation**, hereinafter referred to as ZAMAC.”

1.2 ZAMAC is established as a Non-Governmental Organization.

1.3 ZAMAC may be affiliated to any other body be it institution, organization, government or Non-Governmental, whether local or foreign, national or international.

1.4 ZAMAC shall be national, interdenominational, intertribal, or interracial in nature.

2.0 Founding members of ZAMAC

ZAMAC is founded by Seven (7) members who include: -

2.1 Ms. Namaganda Margret	Chairperson
2.2 Ms. Nsereko Nusula	Secretary
2.3 Mr. SSerugo John Bosco	Treasurer
2.4 Mr. Lutalo Moses	Members
2.5 Ms. Namanda Lydia	Member
2.6 Pr. Sseguya Joseph	Member.
2.7 Ms. Nakaweesi Harriet	Member

3.0 Registered office

3.1 ZAMAC shall have its registered office in the Republic of Uganda

3.2 ZAMAC shall be incorporated as a body corporate with perpetual succession and can sue or be sued.

3.3 ZAMAC is hereby recognized as a voluntary non political and shall exercise its obligations in Uganda and elsewhere as shall be deemed necessary and when resources allow.

ARTICLE 11: MISSION AND OBJECTIVES

1.0 Mission

The mission of ZAMAC is:

To empower children most especially the young girls with education, life skills and support systems that break down barriers and unlock the true potential.

2.0 Objectives

ZAMAC shall exist for the following objectives

- 2.1 To help children who are marginalized by HIV/AIDS, conflicts, domestic violence and abuse of their rights.
- 2.2 To assist children who Are members of ZAMAC to acquire skills, knowledge and resources to enable them to take care of their mental, physical, reproductive and nutritional health.
- 2.3 To provide basic necessities of life to the ZAMAC children
- 2.4 To provide counseling services to mentally and physically traumatized children.
- 2.5 To develop appropriate health education programs and facilities for members and potential members of ZAMAC.
- 2.6 To care for the children mothers by providing the basic necessities of life.
- 2.7 To set up income generating projects for ZAMAC children.
- 2.8 To fight and protect the rights of the Ugandan children.
- 2.9 To sensitize Ugandan parents to raise their children as responsible people and to give them the respect they deserve
- 2.10 Improve the economic security of women, youths and their families through home based projects such, Art and crafts, crocheting, sewing/tie and dye as well as improved farming practices.
- 2.11 Promote direct participation of children, youths and women in income generating activities.
- 2.12 To promote rural sanitation and Hygiene.
- 2.13 Promotion and protection of children and women rights

ARTICLE III: CORE VALUES OF ZAMAC

We believe in **mutual respect** and thereby recognize the innate worth of all ZAMAC Super Woman Foundation (ZAMAC) rests on the following beliefs:

- people and the value of their unique experiences.
- We believe in **equity and justice** and we will work to ensure equal opportunity to everyone, irrespective of race, age, gender, sexual orientation, class, ethnicity, disability, location and religion.
- We believe in **honesty and transparency** and will be held accountable for the effectiveness of our actions and open in our communication.
- We believe in **solidarity** with the poor, powerless and the excluded. They will be the only bias in our commitment to improving poverty conditions.
- We believe in the **courage of conviction**, encourage creativity, boldness, and innovation without the fear of failure as we work to make the greatest possible impact in the lives of the women.
- We believe in **humility** and recognize that we belong to a larger movement fighting for the rights and welfare of women and their families

ARTICLE IV: MEMBERSHIP

ZAMAC is founded by Seven (7) people who form the first category of membership called FOUNDERS MEMBERS. The founder's membership shall have perpetual inheritance. Other categories of membership shall be determined by the founders;' board from time to time when deemed necessary.

1.0 Qualifications of membership

Membership shall be open to any persons as shown below: -

1.1 Those interested in the social welfare and spiritual development of the vulnerable persons who include children, youths and women.

1.2 Those who subscribe to the objectives and the statement of Faith as provided on this constitution.

1.3 Those who pay a fee approved by the Founders' board.

2.0 Application for membership

Any aspiring members shall apply to the secretary of ZAMAC who will table it to the Board of Directors and the Founders; board respectively for approval.

3.0 Termination of membership

3.1 Any members who may wish to voluntarily cease to be a member of ZAMAC shall do so in writing to the secretary who will table it to the board of directors and the founders' board for approval.

3.2 A member may be disqualified from membership if his conduct shows that he has ceased to assent to the objectives and statement of faith set out in this constitution.

3.3 Any member may be removed by a unanimous resolution passed by the members of Founders' Board.

3.4 Any person proposed to be disqualified under the provisions of this Articles shall be notified of the meeting or meetings at which his removal is to be discussed and shall have the right to attend the meeting or meetings and make representation on his behalf.

5.0 Voting rights of members

All registered and paid up members shall have voting rights and shall be eligible for election on any of the organs of ZAMAC

Article V: Governance of ZAMAC

1.0 The Founder's Board

1.1 There shall be the founders; board (FB) comprising originally of the 7 founding members.

1.2 Each of the founding members shall nominate a person of his choice for his replacement.

1.3 The Founders' Boards shall be the supreme authority of ZAMAC

1.20 Powers and functions of the founders' board

The founders' board shall amongst other things exercise the following powers and functions:

1.2.1 Confirm members of ZAMAC

1.2.2 Determine the general policy of ZAMAC

1.2.3 Elect members of the board of directors.

1.2.4 Approve the establishment of any institutions or bodies required for the administration management of ZAMAC

1.2.5 Consider and approve reports, plans, budgets and balance sheets presented by the board of directors of ZAMAC

1.2.6 Approve the appointment of the programme directors

1.2.7 Appoint auditors of ZAMAC

1.2.8 Appoint members of the board of trustees of ZAMAC

1.2.9 Appoint the patron of ZAMAC

1.2.10 Amend the constitution

1.2.11 Approve the dissolution of ZAMAC

1.2.12 Determine organization with similar objectives to whom shall be given the net assets of ZAMAC on its dissolution.

1.2.13 Perform any other functions for the furtherance of the objectives of ZAMAC when deemed necessary.

2.0 The Board of Directors

The founder's board shall elect from among its members at the beginning and thereafter from suitably qualified person who are members and are of integrity, long experiences and relevant technical field a body to be known as the board of director (BOD) which shall oversee the execution and implementation of the decision and policy of the founders' board.

2.1.0 Period

Members of the BOD shall be elected every four years and shall be eligible for re-election for two more terms.

2.2.0 Composition

Members of the BOD shall number not more than nine (9) and not less than five (5) and shall be composed of both men and women.

2.3.0 Powers and functions of the board of directors

The BOD shall have the following powers and functions: -

2.3.1 Direct the management of ZAMAC

2.3.2 Make policy recommendations to the FB and supervise the implementation of the approved policy of ZAMAC

2.3.3 Appoint standing sub committees to deal with matters of ZAMAC needing detailed attention.

The findings and recommendations of these sub committees shall be submitted at the BOD meetings for consideration.

2.3.4 Mobilize resources for ZAMAC

2.3.5 To make and recommend by laws of ZAMAC to the FB

2.3.6 To appoint employees of ZAMAC including fixing their emoluments, and determine their terms and conditions of services in consultation with eth FB.

2.3.7 To discipline and dismiss employees in consultation with the FB when deemed necessary.

2.3.8 Propose constitutional amendments to the FB

2.3.9 Have any powers and do any other duties which the FB may delegate to it from time to time.

2.4.0 Duties of office bearers of the founders' board and the board of directors: -

2.4.1.0 Chairman

The chairman shall be elected by the FB and shall be chairman of both the FB and BOD and shall perform the following duties: -

2.4.1.1 Shall be responsible to the FB for ensuring that ZAMAC pursues its mission, objectives and functions as defined in this constitution

2.4.1.1.1 He shall reside over the meetings of the FB and BOD

2.4.1.1.2 He shall act as an overseer over the work of the organs of ZAMAC

2.4.1.1.3 He shall perform any ceremonial duties which the BOD may call upon him to do.

2.4.1.1.4 He shall be signatory to all accounts of ZAMAC

2.4.1.1.5 He shall carry out any other duties entrusted to him by the FB or by the BOD

2.4.2.0 The vice chairman

2.4.2.1 The vice chairman shall be elected by the FB

2.4.2.2 He shall execute the duties of the chairman at all times in his absence

2.4.2.3 He shall perform any other duties as may be assigned to him by both the FB and the

BOD

2.4.3.0 Secretary

2.4.3.1 The secretary shall be elected by the FB and he/she shall be their secretary to both the FB and the BOD

2.4.3.2 He/ she shall be the Secretary of ZAMAC during the FB and the BOD meetings.

2.4.3.3 He/she shall keep records and minutes of the FB and the BOD meetings furnishing the members with copies of the same.

2.4.3.4 He/she shall handle all the organization's correspondences

2.4.3.5 He/she shall consult with the chairman and fix dates of the meetings of the FB and the BOD and send notices of the meetings to all members.

2.4.3.6 He/she shall be the appointed programme director to head the secretariat

ZAMAC.

2.4.3.7 He/she shall be the signatory to all the accounts of ZAMAC

2.4.3.8 He/she shall perform other duties as may be assigned to him by the FB and the

BOD

2.4.4.0 Vice secretary

2.4.4.1 The vice secretary shall be elected by the FB

2.4.4.2 He/she shall be the minute secretary at the FB and the BOD meetings

2.4.4.3. He/she shall in the absence or disability of the secretary perform the duties and exercise the powers of the secretary only in relation to the official meetings of ZAMAC

2.4.4.4 He/she shall perform other duties as the FB and the BOD may delegate

2.4.4.5 He/she shall receive all the funds of ZAMAC give official receipts for the same and oversee the safe custody of the same.

2.4.4.6 He/she shall disburse money as authorized by the BOD in accordance with the budget approved by the FB ad shall obtain proper vouchers for all payments.

2.3.5.6 He/she shall ensure the keeping of proper records of the transactions involving the funds of the organization.

2.4.5.7 He/she shall supervise the preparation of the annual budget.

2.4.5.8 He/she shall be the principal advisor on all financial matters including policy regarding fundraising for the organization.

2.4.5.9 He/she shall submit a financial report at every FB and BOD meeting apart from emergency meetings

2.4.5.10 He/she shall submit annual audited reports to both FB and BOD.

2.4.5.11 He/she shall be signatory to all accounts of the organization.

2.4.5.12 He/she shall perform any other duties as shall be entrusted to him by the F.B and the BOD.

2.5.1. MEETINGS OF THE FOUNDERS' BOARD.

2.5.1.1. The founder's board shall meet in ordinary session at least once a year.

2.5.1.2. Extra ordinary sessions of the F.B shall be held on the initiative of the chairman of the organization upon decision of the members of the FB or upon petition to the chairman signed by one third of the total number of subscribers.

2.5.1.3 Fourteen days' clear notice shall be given for any extra ordinary session. If the chairman fails to convince the meeting within 21 days of the date of the requisition, then the members

demanding the F.B shall be entitled to convene the meeting themselves.

2.5.2.0 QUORUM

2.5.2.1. The quorum of the F.B shall be five of the voting members. In the absence of the quorum of members of the F.B in attendance at ordinary or extraordinary session, the meeting will be adjourned for a period of not less than one month and fixed to be held at the same place and time.

Fresh notices of the meetings shall be sent to the members. If there is no quorum at the second meeting the members present shall form a quorum and transact the business of the organization. However, should the agenda include important terms like amendments to the constitution and rules and election of offices of the FB and the BOD and the second session shall not deal with them until the FB is constituted by five members.

2.5.2.2. Decisions on any other matter which does not require a special majority shall be taken by simple majority of the members present during a meeting.

2.5.2.0 MEETINGS OF THE BOARD OF DIRECTORS

2.5.2.1 The BOD shall meet at least four times in year a date, time and place fixed by the chairman.

2.5.2.2. Chairman of the BOD, or in his/her absence the vice chairman or in the absence of both of them, a member of the BOD present shall chair the meetings when requested to do so.

2.5.2.3. Matters arising at any meeting shall be decided by a majority of votes, and in case of an equality of the votes of members the chairman or any member presiding over the meeting shall have a second or a casting vote.

2.5.2.5. Five (5) members of the BOD shall form a quorum.

2.5.2.5. REMOVAL OF MEMBERS FROM THE BOARD OF DIRECTORS.

Any member can be removed by the remaining members; if his conduct shows that he has ceased to assent to the objectives and statement of faith of the organization.

2.5.4.0 EMPLOYEES AND MEETINGS.

- 2.5.4.1. The programme director shall be the official secretary and shall be the ex officio on the BOD. However, as an exception if founder members are the programme director, he shall be a full member of the FB and the BOD.
- 2.5.4.2. Other employees of the organization may be invited to attend and speak at the BOD meeting on specific matters of technical nature, but they shall not vote and shall not be members of the BOD.
- 2.5.4.3. Senior government officials from line ministries and other organs may be invited to attend and speak at meetings but they shall not be counted as members on the boards and shall not vote.

ARTICLE VII: STAFF AND PAID EMPLOYEES.

- 1.0 The organization shall employ, discipline or dismiss staff and employees within the establishment set by the F.B as may be deemed necessary.
- 2.0 The organization shall be open to voluntary workers drawn from Uganda.
- 3.0 The organization may draw such voluntary workers from other parts of the Republic of Uganda and in rare cases from overseas.
- 4.0 Any such staff or employees should be one who contributes towards the development. Welfare and spiritual well- being of the organization as well as that of the vulnerable persons including women, youth and children.

ARTICLE VIII: FINANCES AND ACCOUNTABILITY.

0.0 THE FUNDS OF THE ORGANIZATION SHALL BE RAISED FROM THE FOLLOWING SOURCES: -

0.1 Annual subscriptions of the members are determined by FB from time to time.

0.2 Membership fees determined by the BOD from time to time with the approval of the

FB.

0.3 Proceeds from fund-raising activities or sale of its property, services, and/or rental from its

property.

0.4 Subventions from the government, and grants from organizations.

0.5 Donations received from members, individuals and bodies.

0.6 Any other funds which may be raised in accordance with the objectives of the organization provided such funds are approved by the FB.

2.0 All monies raised from above sources and indeed any properties coming into the controls of the organization belongs to the organization and is held on behalf of the organization.

3.0 Except with express permission of the F.B funds and other property held by or on behalf of the organization shall be used only for the provision of the organization's services and development projects, including the administrative expenses of providing such services or projects in fulfillment of the objectives of the organizations.

4.0 The BOD shall approve an appropriate bank for the purposes of banking funds of the organization

5.0 Cheques and cash received by the organization shall be promptly banked on its account.

6.0 The bank account shall be operated by three signatories who shall include the chairman, secretary and treasurer the cheques shall be signed two signatories provided the secretary retains the retains the principal signature.

7.0 Proper books of accounts shall be maintained and audited annually by a firm of qualified public auditors who shall not be employees, members of FB and BOD.

8.0 The auditor's reports shall be presented to the BOD and the FB to give a general view of the affairs of the organization.

9.0 The financial year of the organization shall be from 1st September to 31st august of the following year.

ARTICLE IX: TRUSTEES OF THE ORGANIZATION

1. The FB shall appoint seven (7) persons as Trustees in whom shall be vested as custodians of the funds and properties of the organization present and future.
2. The Trustees shall hold office as long as they remain associated with the Organization or until removed by the resolution passed by the Founders' Board.

ARTICLE X: PATRON

1.0 APPOINTMENT

The Founders' Board shall appoint a Patron to the Organization.

2.0 QUALITIES

The Patron shall be a distinguished person who shall be a Christian either a church leader, government, civil servant or member of an Organization.

3.0 THE ROLES

- 3.1 As a mature Christian shall provide spiritual cover to the Organization.
- 3.2 To ensure the vision of the Organization is preserved and protected.
- 3.3 To represent the Organization on different times when requested to do so.
- 3.4 To promote and advance the organization's mission and objectives.
- 3.5 To provide counsel and guidance on spiritual, policy and management matters of the organization.
- 3.6 To be available to the leadership for moral support.
- 3.7 To play other roles when requested by the Founders' Board.

ARTICLE XI: BY-LAWS OF ZAMAC

1. The BOD may make and recommend to the F.B by- laws for the Organization.
2. In addition, the minutes of both the Founders' Board and the Board of Directors shall have force of by-laws when they have been approved and signed.

ARTICLE XII: STATEMENT OF FAITH

ZAMAC is an evangelical organization therefore the members of the founder's board, the board of directors and the staff accept the revelation of the Triune God as given in the Holy scriptures of the Old and New testaments and confess the historic faith of the gospel therein set forth

ARTICLE XIII: LOGO, STAMP AND SEAL OF THE ORGANIZATION

1. ZAMAC shall have a logo, stamp and seal of such modes, fashion and design as the FB may approve.
2. The Logo, Stamp and Seal shall be in the Custody of the Programme Director who is the Secretary to both the Founders' Board and Board of Directors.
3. The Stamp and Seal shall be affixed to any instrument or document binding ZAMAC as shall be determine from time to time by the FB and BOD.
4. The official letters and important document of ZAMAC shall bear the organization's Logo.

ARTICLE XIV: AMENDMENTS TO THE CONSTITUTION

1. No addition, alteration or amendments shall be made to or in this Constitution for the time being in force unless the same shall have been previously notified to the members of the F.B at least three weeks before the date of the F.B meeting.
2. Notice of the proposed amendment shall be signed by at least two – thirds (2/3) of the Members of the BOD.
3. Two week's notice must be given of the meeting of the BOD at which the proposed Amendment is to be discussed.
4. The notice must set out the full text of the proposed amendment.
5. The proposed amendment must be passed by a vote of a least two-thirds (2/3) of the voting members of the BOD during a meeting.
6. The proposed amendment must be approved by a majority of voting members present at the Founders Board meeting.
7. The amendment will become operative after step in this procedure has been completed.

ARTICLE XV: DISSOLUTION OF ZAMAC

1. ZAMAC shall be dissolved on a recommendation made at a meeting held by the Board of

Directors to the Founders' Board.

2. ZAMAC shall only be dissolved by a resolution passed by a majority decision of the Founders' Board.

3. In the event of such dissolution, the F.B shall approve another organization of similar objectives to which shall be distributed the net assets of the organization.

ARTICLE XVI: ADOPTION OF THE CONSTITUTION

This Constitution of ZAMAC was adopted by its Founding MEMBERS ON
.....1st.....DAY OF ...JANUARY..... IN THE YEAR OF Our Lord
.....2024.....AD.

Name	Position	Contact	Signature
	Chairperson		
	Secretary		
	Treasurer		
	Member		
	Member		
	Member		
	Member		

Chairperson

The Secretary

