

**CONSTITUTION**

**OF**

**TOKA ANIMAL CARE**

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## **ARTICLE 1: Name and Address:**

The name of the organization shall be Toka Animal Care abbreviated as (Toka), and for purposes of this constitution be referred to as the Organisation

The organization shall maintain physical offices located within Luuka District as its main operating address with a provision to open up branch offices in other areas of its jurisdiction.

## **ARTICLE 2: Registration**

The organization shall be registered as a community based organization under the laws of Uganda.

## **ARTICLE 3: Fiscal Year**

The fiscal year of the organization shall run from 01<sup>st</sup> January to 31<sup>st</sup> December.

## **ARTICLE 4: Purpose of the Organisation**

### **Section 4.1: Vision**

A thriving livestock community contributing to food security, economic growth and enhanced well-being of both animals and humans.

## **Section 4.2: Mission**

Promote responsible and sustainable practices in livestock welfare, production and health through education, advocacy and collaborative research.

## **Section 4.3: Objectives**

1. Promote responsible livestock practices: Aim to advocate for and educate on responsible and sustainable practices I livestock welfare, production and health including but not limited to trainings, prevention of diseases; feeding and nutrition, breeding, managing centres of excellence;
2. Advancing education and research: The organization strives to provide educational resources and support research initiatives that enhance knowledge and understanding in the field of livestock welfare, production and health; including but not limited to professional trainings, awareness campaigns, data collection.
3. Advocating for policy and welfare standards: Seek to advocate for policies and standards that prioritize the well-being of livestock, contributing to a thriving livestock community
4. Fostering collaboration: Encourage and participate in collaborative efforts amongst different stakeholders including individuals, organizations, entities, to collectively work

towards the betterment of the livestock community

5. Supporting members in animal health practice;

5.1.1. To promote conservations of indigenous breeds

5.1.2. To lobby and advocate for better policies for animal health, welfare and production

5.1.3. To organize district based animal health clinics, fairs and exhibitions.

5.1.4. Support certification, registration for livestock animal health practice by members to Uganda Veterinary Board/council to improve animal health practice.

5.1.5. To identify opportunities for livestock and livestock health, production and welfare

5.1.6. Establish database on available livestock, resources and livestock products then communicate to members

5.1.7. Strengthen livestock development, infrastructure (feed, livestock, livestock products and markets)

5.1.8. Create an Inter-district business to business forum to share best practices among countries

- 5.1.9. Working with similar groups and exchange information and advice with them;

## **ARTICLE 5: Membership**

### **Section 5.1: Eligibility**

- a) Membership is open to individuals and legally registered organisations that work or have demonstrated genuine interest in promoting livestock or animal welfare, production and health and or are in conformity with the goals, objectives and vision of Toka.
- b) Prospective members must submit a formal application providing relevant information as shall be prescribed by the board of directors and approved by the general meeting.
- c) Acceptance under section Article V, Section 1 (a) above is contingent upon fulfillment of criteria set forth annually by the board of directors and approved by the general meeting
- d) Make membership fee payment of USD 15, monthly subscription of 1.5 USD, and contribute to monthly welfare of 1.5 USD.
- e) Attend all meetings, trainings, sessions, conferences organized by Toka.

- f) Must be a person (individual or organization) of good repute and standing in organisation.

### **Section 5.2: Rights and privileges of members**

- a) Members shall have the right to participate in all activities, receive publications and have access to resources including support provided by Toka.
- b) Members shall have the privilege to nominate, vote and hold office.
- c) Fully registered members shall have access to the register of members.
- d) Receive reports and information from Toka

## **ARTICLE 6: Governance**

### **Section 6.1: General Meeting**

- a) General Meetings” is used to describe all meetings to which all members are invited
- b) A general meeting shall be held to discuss the activities, budget and direction of Toka
- c) General meeting shall be held within first 90 days of every fiscal year
- d) Invitation for the general meeting shall be undertaken by the Secretary to the Board of Directors by giving a notice in writing by email, letter, Fax, or any other method that can avail evidence that such invitation was made and accessed by all members.

- e) General meeting quorum shall be atleast two thirds (2/3) of the total fully registered members at the end of the most recent fiscal year.
- f) The general meeting shall have the supreme decision making powers for Toka and its decision shall be communicated annually to the registering authorities.
- g) The purpose of the General Meeting shall be to:
  - (i) Receive the Executive Board reports
  - (ii) Elect the Executive board
  - (iii) Receive management reports
  - (iv) Approve annual budgets
  - (v) Approve work plan
  - (vi) Consider any amendments to the Constitution or Rules.
  - (vii) Discuss any matters affecting the Organisation.
- h) Extra-Ordinary General Meetings shall be convened at the request of the Board or upon request of at least 1/3 of the registered members through a petition to the board. Notice of such meeting shall be circulated to members at least 21days before the meeting

indicating the agenda or issue to be discussed. An Extra-Ordinary General Meeting shall only discuss the points within the notice provided.

- i) The constitution may be amended upon holding of an extra General meeting with 2/3 majority of the members present but in lieu of section 6.1(h).
- j) Any proposal signed by 1/3 or more members and received by the secretary at least 21 days before a meeting must be included in the agenda. Proposals other than affecting the constitution can also be made at a General Meeting. Decisions on non-constitutional matters require a simple majority.
- k) Non- receipt of the notice by a member shall not invalidate the proceedings of the meeting.
- l) Quorum for general meetings shall be not less than 2/3 the registered members of Toka
- m) Any call for a meeting shall be sent out at least 21 days prior to the date of the meeting.

### **Section 6.2: Board of Directors and Meetings**

- a) The board of directors which shall jointly be known as the Board shall be responsible for the overall governance and strategic direction of Toka

- b) The board of directors shall consist of atleast 05 but not more than 07 persons with the following positions.
- i. Chairperson: - the chairperson shall, unless prevented by illness or other sufficient cause, preside over all meetings of the board, general meetings and ensure that ALL meeting minutes are signed. In consultation with the secretary in writing, Shall call for the General Meeting
  - ii. Vice Chairperson - the vice-chairperson shall perform any duties of the Chairperson in his absence or as delegated
  - iii. Secretary - - secretary shall deal with all the correspondence of the organization under the general supervisions of the board. In cases of urgent matters, where the entire board cannot be reached, the secretary shall in consultation with the Chairperson or Vice chairperson, ACT on behalf of the board. The decision reached shall be subject to ratification or otherwise at the next board meeting. The secretary shall issue notice convening all meeting of the board and all general meetings of the organisation and shall be

responsible for keeping the minutes of such meetings and for the preservation of all records of proceedings of the organization and of the board. The secretary and the chairperson shall be the authorized spokespersons of the organisation.

iv. Non-executive Director - shall provide technical guidance to the operations of the board and the organization in general.

v. Treasurer - The Treasurer shall receive and shall also disburse, under the directions of the board, all monies belonging to the organization and shall issue receipts of all the monies received by him/her and preserve vouchers for all monies paid by him/her. The Treasurer is responsible to the board and to the members that proper books of accounts for all monies received and paid by the organization are written up, preserved and available for inspection

c) The Non-Executive director shall be a Non member of Toka appointed by virtue of his/her position within the regulatory arms of government such as district, ministries, government agencies.

d) The board of directors shall report to the General Meeting of all members

- e) The board of directors shall be elected at the General Meeting from amongst the entire membership of Toka except for the position of Non-Executive Director.
- f) Any director who ceases to be a member of Toka shall automatically cease to be a member of the board of directors.
- g) Any director shall cease their position if he/she
  - i. does not perform his or her duties allocated to him or her
  - ii. or does not participate in three consecutive meetings without due explanations to the board of directors or
  - iii. is accused of corruption or unbecoming behavior shall be terminated by the board
- h) The board shall have the powers to re-admit such a person in 6.2 (g) above whereof if it is deemed there are just reasons to do so.
- i) The board shall have the power to co-opt Ex-Officials to the board on a short or long term, as deemed necessary, for specific assignments/ tasks, Such appointments, however, will be tabled at the next General Meeting for ratification

- j) A board, board member or an ex-officio can resign their position by giving a written notice of one month to the chair of the board.
- k) Each board member shall serve a maximum of two elective terms of two years each.
- l) The board shall be responsible for the management of the organisation and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties. The board shall have the power to appoint such board members, as it may seem desirable to make reports to the board upon which such action shall be taken as seems to the board desirable.
  - (a) All monies disbursed on behalf of the organisation shall be authorized by the Board of directors except as specified.
  - (b) The quorum for meetings of the board shall be not less than three members

### **Section 6.3: Committees**

The board of directors shall establish the following committees with specific terms of reference to support daily operations of Toka:

- a) Finance and administration Board
- b) Supervisory board

## **Section 6.4: Officers**

- a) The organisation shall have a right to hire personnel.
- b) The General manager also functioning as overall projects and activities coordinator shall head the human resource personnel of Toka
- c) In consultation with the secretary and with approval of the board, the general manager shall hire relevant staff using transparent, non-discrimatory methods.
- d) All other personnel shall report to the general manager directly or indirectly.
- e) The terms of employment for general shall be contractual for a two year renewable term depending on availability of resources and performance.
- f) All other staff except the general manager shall be employed on a one year renewable basis depending on availability of resources and performance.
- g) The general manager shall only perform functions as described by the board.

## **ARTICLE 8: Financing**

### **Section 8.1: Trustees**

- a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the organisation shall be vested in the names of not less than

3 trustees who shall be members of the organisation AND shall be appointed at general meeting for a period of FIVE years. On retirement such trustee shall be eligible for re- election. A general meeting shall have the power to remove any of the trustee and all the vacancies occurring by removal, resignation or death, shall be filled at the same time or next general meeting.

- b) The trustees shall pay all income received from the property vested in the trustees to the Treasury. Any expenditure in respect of such property which in the opinion of trustees is necessary or desirable shall be reported by the trustees to the board which shall authorize expenditure of such monies as it thinks fit.

### **Section 8.2: Sources of Income**

The organisation shall source its funds from:

- a) Membership fees, welfare and subscription
- b) Grants
- c) Promotional items/ activities
- d) Dividends and or loyalties from business establishments in which it has interests.
- e) Charitable activities

### **Section 8.3: Signatory mandate**

- a) The General Manager shall be principal signatory together with Chairperson and Treasurer as other signatories.
- b) In absence of the general manager, the secretary to the board shall be principal signatory.

### **Section 8.4: Auditor**

- a) An Auditor shall be appointed for the following year by the annual general meeting. All the organisation's accounts, records and documents shall be open for inspection of the auditor at any time. The Treasurer shall produce an account of his/her receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched in accordance with the law or report to the organisation in what respect they are found to be incorrect, vouched or not in accordance to the law.
- b) A copy of the auditor's report on the accounts and statements together with such accounts and records and statements shall be

furnished to all members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved by the annual general meeting appointing him.

- c) No Auditor shall be an office bearer or a member of the board of the organisation.

### **Section 8.5: Use of Funds**

- a) The funds of the organisation shall be used solely for activities agreed upon in the constitution.
- b) The board shall have the power to suspend any office bearer who it has reasonable cause to believe it is not properly accounting for any of the funds or property of the organisation and shall have power to appoint another person in his/her place. Such suspension shall be reported to a general meeting to be convened on a date not later than 90 days from the date of such suspension and the general meeting shall have full power what further action should be taken in the matter.

## **ARTICLE 9: AMENDMENTS TO THE CONSTITUTION**

Amendment to the constitution of the organisation must be approved by at least a two- thirds majority

of the members at a general meeting of the organisation. They cannot, however, be implemented without the prior consent in writing of the registering authority, obtained upon application to him/her made in writing and signed by three of the office bearers.

#### **ARTICLE 10: DISSOLUTION**

- a) The organisation shall be dissolved by a resolution passed at a general meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in this constitution. 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. Notice of this meeting shall be given to all members of the organisation at least 21 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- b) Provided, however, that no dissolution shall be effected without prior permission in writing of the registrar, obtained upon application to him made in writing and signed by three of the office bearers.

- c) When the dissolution of the organisation has been approved by the Registrar, no further action shall be taken by the board or any office bearer of the organisation in connection with the aims of the organisation other than to get in ad liquidate for cash all the assets of the organisation. Subject to the payment of all the debts of the organisation, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

**ARTICLE 11: INSPECTION OF ACCOUNTS AND LIST OF MEMBERS.**

The books of account and all documents relating thereto and a list of members of the organisation shall be available for inspection at the registered office of the organisation by any other or the member of the organisation on giving not less than seven days notice in writing to the organisation.

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