

# UPND Constitution

**THE REPUBLIC OF UGANDA**

**UGANDA PROFESSIONAL DRIVERS' NETWORK  
(UPDN)**

## **CONSTITUTION**

**2016**

### **PREAMBLE**

**WHEREAS** drivers play a critical role in the road transport sector in in the development of our country,

**REALISING** that every driver should have an opportunity to build skills they need to transform their lives,

**RECOGNISING** the need for the organisation that serves a vehicle to enhance, professionalism, life skills and empowerment on their rights and responsibilities is key to safety and efficiency and effectiveness of the road transport sector

**BELIEVING** that drivers have the inherent potential to effectively organise themselves, build professionalism and advocate for an enabling environment that improves their welfare, safety of the transport sector and adverse environmental effects of the automobile industry,

**COMMITTED** to take leadership in professionalizing the driving

industry, improving the welfare of drivers and counteracting the environmental pollution occasioned by the automobile industry

**NOW THEREFORE**, we the subscribers hereto, have decided to be formed into an organisation to be governed by the following articles;

### **ARTICLE 1: INTERPRETATION**

In these articles, unless there be in the context anything inconsistent therewith;

“the Organisation shall mean UPDN”

“the Chairman” shall mean the founder Chairman of the Board of Directors

“ the Board” shall mean the founder Board of Directors of UPDN

“the General Meeting” shall mean the Annual General Meeting of the Organisation

“ month” shall mean a calendar month

“year” shall mean a period of 12 months from 1<sup>st</sup> April to 31<sup>st</sup> March

The words and expressions in this Constitution shall, except as before provided, have the means thereby assigned to them.

### **ARTICLE 2: NAME**

The name of the organisation shall be Uganda Professional Drivers Network (UPDN) (hereinafter referred to as the Organisation) whose registered office shall be situated within the Republic of Uganda

### **ARTICLE3: AIMS AND OBJECTIVES**

The objectives for which the Organisation is established are;

- i. To promote and facilitate initiatives aimed at improving knowledge, skills, ethos and that foster professionalism in the driving industry.
- ii. To initiate and promote initiatives aimed improving the health and wellness of drivers and their families.
- iii. Initiate and support financial schemes for economic self sustainance and welfare of drivers.
- iv. Initiate or organise campaigns or participate in activities intended to safeguard the interests of drivers, the safety, efficiency and effectives of the road transport industry.
- v. To sensitive communties and other stakeholders on issues of road safety and protection of road infrastructure for the greater good of our country.
- vi. To promote and support initiatives, programs and activities aimed at environmental conservation and mitigation of environmental pollution occasioned by the automobile industry.
- vii. Organise or engage in fundraising drivers locally and internationally in order to secure a sound financial base for the organisation and to generate or receive funds and other resources for the furtherance of the above objectives.

### **ARTICLES 4: MEMBERSHIP**

#### **Section1: Eligibility and Categories of Membership**

- a. Membership shall be open to driver's

organisations/associations that subscribe to the objectives and aspirations of the Organisation.

b. There shall be the following categories of membership;

i. The Founder/Life members being the subscribers to this Constitution

ii. Subscriber members who shall be invited to join the organisation and who pay membership and annual subscriptions as prescribed by the Constitution.

iii. Honorary members who may from time to time be appointed by the Board of Directors.

c. The Board may from time to time determine membership and subscription fees to be paid by members.

d. The Board may from time to time propose suitable persons to be appointed as honorary members upon confirmation by the Annual General Meeting. Such persons shall have distinguished themselves in some particular respect and accordingly be able to contribute to the development of the Organisation.

## **Section 2: rights and obligations of full members**

### **2.1 Rights of members**

i. Right to be elected to the Board of Directors of Organisation.

ii. Right to participate in the Annual General Meeting of Organisation.

iii. Right to access promotional materials and information from the Organisation.

iv. Right training resources and training from the

Organisation.

- v. Right to participate in initiatives, programs and activities of the Organisation.

## **2.2 Obligations of Members**

- i. To contribute to the implementation of decisions of UPDN governing and executive bodies as in accordance with the UPDN constitution
- ii. To promote objectives and good standing of UPDN in society.
- iii. To pay such dues as are required by the decision of the AGM.

## **Section 3. Cessation of Membership**

- a. Resignation: A member may resign at any time by giving 30 days' notice in writing to the Secretary of the Organisation.
- b. Suspension or expulsion: Any member may be suspended or expelled by:
  - i. The General Meeting upon recommendation of the Board after notice and prior hearing if so requested by the General Meeting.
  - ii. A subscriber member shall cease to be a member on failure to pay annual subscription fees as determined by the Board within six months of receiving notice of the due date of annual subscriptions, provided that the member may be reinstated by the Board if all dues are thereafter tendered.
  - iii. The Board may after due notice to an individual member /organisation and prior to hearing if so requested by

unanimous resolution to find him /her /the organisation guilty of dishonorable conduct (conduct which in the light of the objects of UPDN is unbecoming as determined by a reasonable person) suspend him/her/the organisation until the commencement of the next General Meeting. Notice shall be deemed to have been given to such a member upon proof that a letter giving notice has been posted on the member's address as recorded in the records of the Organisation.

c. Upon death or dissolution of the member or organization.

## **ARTICLE 5: GENERAL MEETING**

### **5.1 Annual General Meeting**

- a. The General Meeting shall be the supreme decision making body of the Organisation.
- b. The Organisation shall hold the Annual General meeting not later than 31<sup>st</sup> day of July at such a place and time as the Board may determine.
- c. At least one month written notice of every meeting shall be given to all members and such notice shall specify the date, time, place and agenda of the meeting and shall be accompanied by a copy of the summary of audited accounts and budget estimates for the following year.
- d. Non -receipt of the notice of a meeting by any person entitled to get the notice shall not by itself invalidate the proceedings of such a meeting, in case quorum is not affected.
- e. The Chairman of the Board shall preside over all meetings and in his/her absence the Vice Chairman shall take on the responsibility.

- f. All subscriber members shall have the right to attend and speak at the General meetings.
- g. All subscriber members shall have a right to vote at the Annual General Meeting
- h. A list of eligible voters in order of priority shall be handed over to the Chairman at the beginning of the meeting
- i. The quorum shall be one-third of the total number of members entitled to attend and vote. If at any General Meeting the quorum is not realized, the meeting shall stand adjourned for seven days after which it will again be convened at the same time and in the same place.
- j. Each member of the General Meeting shall have one vote which shall be exercised personally not by proxy.
- k. Voting shall be by secret ballot unless members entitled to vote for any reason resolve otherwise.
- l. Subject to the provisions of these articles, any resolution shall be passed by a simple majority of the voters entitled to vote present at the voting time.
- m. The business of the General Meeting shall be to;
  - i. Approve minutes of the last Annual General meeting or Extra-ordinary meeting held in the meantime,
  - ii. Receive report of the Chairman,
  - iii. Consider and approve audited accounts, report of the auditors thereof and estimates for the following year,
  - iv. Appoint auditors for the ensuing year,
  - v. Elect, suspend or remove non –executive Board members,

- vi. Amend and alter the Constitution of the Organisation,
- vii. Confirm admission or consider the suspension or expulsion of members in accordance with the Constitution,
- viii. Transact any other business for which notice has been given.

### **Extra Ordinary General Meetings.**

- a. The secretary on behalf of the Chairman of the Board shall call extra ordinary meetings of the General Assembly of the Organisation whenever requested by a simple majority of the Board or upon the request of Atleast ten percent (10%) of the subscriber members.
- b. The notice for convening an extra ordinary general meeting shall be given in writing not less than fourteen days before the date of the meeting. The notice shall be considered sufficient if it states the time and place of the meeting and nature of the business desired to be transacted as the meeting.

## **ARTICLE 6: Board of Directors**

### **6.1 Composition and Terms of office for Members of Board**

- a. The Board of Directors shall consist of a total of 7 members composed of Chairman, Vice Chairman,
- b. Four members of the Board of Director shall be founder members while 3 members shall be elected by the General Assembly.
- c. The terms of office for elected members of the Board of Directors shall be three years
- d. No elected member of the Board shall be eligible for re



- election for more than two consecutive terms.
- e. Paid employees of the organisation shall not be eligible for election to the Board.
- f. A member of the Board who fails to attend three consecutive meetings for whatever reason without plausible justification shall cease to be a Board member automatically.
- g. In the event of an elected Board member vacating his office before the expiry of the term of office, the vacancy shall be filled at the next General meeting.
- h. No Board member shall receive any material gain from the organisation by virtue of his office apart from the facilitation allowance.

## **6.2 Powers of the Board and responsibilities of the Board**

- a. The Board shall be the governing body of the organisation.
- b. The Board shall be responsible for setting the organisation's business strategy and oversight of its implementation.
- c. The Board shall be responsible for formulation and monitoring of the implementation of the organisation's policies.
- d. The Board shall be responsible for overseeing all activities of the organisation and in particular for ensuring that all policies and activities are in accordance with the objectives of the organisation.
- e. The Board shall be responsible for the appointment and disciplining of the Executive Director and other senior employees of the organisation.
- f. The Board shall appoint organisations bankers and

signatories to all the organisation's bank accounts.

- g. The Board shall have power appoint standing or adhoc committees for effective governance of the organisation.
- h. In carrying out these functions the Board may delegate some of its powers to the Executive Director

### **6.3. Responsibilities of the Board Members**

#### **The Chairman**

The Chairman shall uphold the Constitution and provide the overall leadership of the organisation and shall:

- i. Preside over all the meetings of Board and General meetings.
- ii. Represent and act on behalf of the organisation in strategic advocacy events and in matters of public interest.
- iii. Have power to take emergency decisions subject to the approval of the Board.
- iv. Be signatory to the report of the Board to the General assembly.
- v. Be signatory to the organisation's audited accounts.
- vi. Be a co-signatory to the to the organisation's accounts.
- vii. Supervise all Board activities.

#### **Vice Chairman**

- a. Shall assume the duties of the Chairman in the event of absence or in capacity of the Chairman.

- b. Discharge any other duties as may from time to time be assigned to him/her by the Chairman.

## **Treasurer**

The treasurer shall uphold the Constitution and be responsible for;

- i. Collection or cause to be collected membership fees and annual subscriptions.
- ii. Ensure proper financial systems have been established and used to manage finances of the organisation.
- iii. Oversee proper management of finances in terms of fundraising and expenditure.
- iv. Cause to be kept the proper books of accounts of the organisation.
- v. Cause to be prepared the financial statements and audited accounts of the organisation.
- vi. Advise the Board on the financial matters of the organisation.

## **Secretary:**

- i. Keep up-to-date the record of the Annual General Meeting and the Board meeting minutes.
- ii. Carry out publicity on behalf of the organisation.
- iii. Convene meetings of the organisation after consultations with the Chairman.
- iv. Keep up-to-date register of the subscriber members.
- v. Be a signatory to the report of the Board and Annual

General Meeting.

- vi. Assist the Chairman in coordinating the meetings of the Board.

### **Ordinary Members:**

- i. Ordinary members shall be active members of the Board and shall collectively be bound by the decisions of the Board.
- ii. Participate in all meetings of the Board.
- iii. Support leadership of the Board in performing the expected duties of the Board.

### **Executive Director**

The Executive Director shall be the Chief Executive Officer of the Organisation and shall:

- i. Be responsible for the day to day management of the organisation.
- ii. Be responsible for enforcing the decisions of the Board.
- iii. Be the accounting officer of the organisation and answerable to the Board.
- iv. Supervise and be responsible for recruitment of the senior staff of the secretariat.
- v. Lead resource mobilisation for the organisation
- vi. Represent the organisation in key Government, Donor and Private sector foras.
- vii. Act as the spokesman for the Organisation.
- viii. Undertake any other duty assigned by the Board.

- ix. Shall undertake decisions on behalf of the Board and can inform the Board in the next Board Meeting.

### **Borrowing Powers of the Board**

The Board may exercise all powers of the organisation to borrow money and to mortgage or charge its undertakings, property and uncalled capital or part of thereof and issue debenture stock and other securities whether outright or as a security for any debt or liability of the organisation.

### **ARTICLE 7: PERMANENT COMMITTEES OF THE BOARD**

The Board may appoint committees to deal with such matters as it may deem necessary. Members of the Board Committees shall be appointed by the Board Chairman with specific terms of reference as approved by the Board. All such committees shall be accountable to the Board of Directors.

### **Finance and Administration Committee**

- a. **There shall be a Finance Committee of the Board**
- b. The finance and Administration Committee of the Board shall consist of;
  - i. The Honorary Treasurer of the Board as the Chairman.
  - ii. The Head of Finance and Administration as the Secretary.
  - iii. The Executive Director.
  - iv. Two members of the Board.
- c. The finance and Administration Committee shall periodically review the financial reports of the organisation and advise the Board on all matters relating to the finances of the Organisation.

d. The Finance Committee shall meet on a quarterly basis.

### **Executive Committee**

a. There shall be an Executive Committee of the Board

b. The Executive Committee shall consist of;

i. The Chairman of the Board as the Chairman

ii. The Executive Director

iii. The Vice Chairman

iv. The Secretary of the Board as the Secretary

c. The Executive Committee shall review the operations of the Organisation and advise the Management Committee and the Board on all matters relating to good governance and management of the organisation

d. The Executive Committee shall meet on a quarterly basis

### **Technical Committee**

a. There shall be a Technical Committee of the Board

b. The Technical Committee of the Board shall consist of;

i. Vice Chairman of the Board as the Chairman.

ii. Head of Programs as a Secretary.

iii. Two Board members.

c. The technical Committee shall advise the Board on matters relating to technical programs of the Organisation.

d. The technical Committee shall meet on a quarterly basis.

## **ARTICLE 8: MANAGEMENT COMMITTEE**

a. There shall be a Management Committee of the Organisation which shall consist of all heads of departments.

b. This shall comprise of;

i. Executive Director as the Chairman.

ii. Head of Programs.

iii. Head of Finance and Administration as the Secretary.

iv. Head of Advocacy and Communications.

c. The Executive Director shall preside over all meetings of the Management Committee.

d. The Management Committee shall meet at least once a month to consider the affairs of the Organisation and make decisions for effective management of the organisation's operations.

e. The management committee shall exercise disciplinary powers over employees who breach the organisation's code of discipline in accordance with the disciplinary regulations of the organisation.

## **ARTICLE 9: FINANCES, ASSETS AND LIABILITIES.**

a. The organisation shall raise finances for its recurrent and development activities by;

- i. Subscription fees and contributions from founder members and well-wishers,
  - ii. Fees and charges for services and facilities,
  - iii. Grants writing and other fundraising activities,
  - iv. Proceeds from owned properties,
  - v. Investment of accumulated funds,
- b. The Income and property of the Organisation shall be applied solely towards the promotion of the objectives of the organisation set forth in this Constitution,
  - c. All funds of the organisation shall be kept in the Banks approved through a resolution of the Board of Directors,
  - d. Proper books of accounts shall be kept and audited on an annual basis by qualified Auditors approved by the Board of Directors and Annual General Meeting,
  - e. All accounts of the organisation shall be submitted for audit not later than three months after the closure of the financial year.

## **ARTICLE 10: DISSOLUTION OF THE ORGANISATION**

The organisation is expected to exist in perpetuity. However the organisation may be dissolved in case all the objectives for which it was established are achieved.

In case a decision is reached by the Board of Directors and the Annual General Assembly, to dissolve the organisation, any assets or proceeds from the assets shall be donated to an Institution /organisations with similar objectives. Subscriber members shall not benefit in any way from the assets or proceeds of the organisation in case of dissolution of the organisation.



**ARTICLE 11: ALTERATION, INTERPRETATION AND AMENDMENTS TO THE CONSTITUTION**

This Constitution may be amended, altered or modified upon a resolution of the Annual general Meeting passed by not less than two thirds of the members entitled to vote and voting provided the amendment is given a written notice of not less than 21 days of the proposed amendments.

**ARTICLE 12: ARBITRATION**

All disputes arising out of or in connection with the organisation at any time or in connection with the interpretation of the Constitution which shall not be settled within the organisation but shall be referred to two arbitrators under the Arbitration Act of the Laws of Uganda or any statutory modification thereto.

**DECLARATION:**

We the persons whose names, signatories and addresses are listed here under, hereby enact and adopt this constitution of UPDN this.....Day of.....the year of (our Lord).....