



CONSTITUTION

[AMENDED]

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AMMENDED

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PREAMBLE

This is an organizational constitution agreed upon by all members of Children at Risk Action Network (CRANE). It is one of the organs of the organization, which should be followed at all times and is the guiding principal to all members in the activities of the organization.

ARTICLE ONE: NAME

The Association shall be known as and called the CHILDREN AT RISK ACTION NETWORK with the acronym (C.R.A.N.E).

ARTICLE TWO: STATUS

The Network shall be registered with NGO Bureau as a non-governmental Organization

ARTICLE TWO: VISION

Children are Safe, Well, and Thriving in God's Plan as they fulfil their God-Given Potential

ARTICLE THREE: MISSION

1. Connect People
2. Build Quality Capacity
3. Deliver Collective Action
4. Build City Influence to maximise Children's Contributions

ARTICLE FOUR: GOAL

To help create a shared vision amongst individual members that indicates common priorities so that together we provide quality care for children and creative solutions to persistent problems so that together we see transformational change for children. This model will promote the role of children in finding solutions and advocating for child rights and child protection.

ARTICLE FIVE: OBJECTIVES

The Network shall have the following as its objectives:

1. Establishing a partnership and networking among members so that organizations working with children can share resources and reach the un reached Children better
2. Mobilization for advocacy and lobbying for funds at a national and international level for member organizations.
3. Influence policies which concern children at National level,
4. Capacity building amongst Organizations operating under CHILDREN AT RISK ACTION NETWORK.
5. Work towards creating self-sustainability amongst Members with the aim of reducing over dependency on donor agencies.

6. To promote information exchange and Networking among Organizations in order to avoid duplication of services and efforts.
7. Come up with a code of conduct for member Organizations, operating under CHILDREN AT RISK ACTION NETWORK, which will monitor the developmental activities taken on by relevant Organizations.
8. To be a representative body for the Organizations operating under CHILDREN AT RISK ACTION NETWORK.
9. Establish linkage with National and International Organizations with similar objectives.
10. The desired outcomes of these objectives are threefold:
 - a. Children Access Safe, Quality Education
 - b. Children Enjoy Safe Spaces
 - c. Children Live in Loving Families

ARTICLE SIX: CORE VALUES

Our three key values are that we are:

1. Called by God's heart for children
2. Called because of the need
3. Called to work together with respect and integrity

This will be seen in these ways:

- I. To be **God-fearing**: We are dependent on God in all that we are and do. We seek to glorify God and build his kingdom.
- II. To promote **networking** among Christians: We value collaborative action especially by the Christian community in all its different expressions, to positively impact children at risk.
- III. To see **children as our most important citizens**: We value the wellbeing of all children and we recognise the power of God in transforming lives and their communities. Therefore we strive with compassion to influence the lives of children for good, to achieve justice for them and to restore individual wellbeing, self-worth and joy, and to have fun, especially for those at risk.
- IV. To **respond to the needs of children at risk in a Christ like** manner: We value the call God has given us to be a part of His Kingdom here on earth in working with and for children.
- V. To promote **quality care** for children at risk: We value excellence, diligence, integrity, professionalism and creativity in caring for children. Therefore we will work together to see the quality of our work continually improving, where mistakes are learnt from, and success is celebrated, and where we find it a joy to engage in our work.

ARTICLE SEVEN: THE STATEMENT OF FAITH

We believe;

- I. In the Holy Scriptures as originally given by God, divinely inspired, infallible, entirely trustworthy; and the supreme authority in all matters of faith and conduct.
- II. One God, eternally existent in three persons, Father, Son, and Holy Spirit.

- III. Our Lord Jesus Christ, God manifest in the flesh, His virgin birth, His sinless human life, His divine miracles, His vicarious and atoning death, His bodily resurrection, His ascension, His mediatorial work, and His Personal return in power and glory.
- IV. The Salvation of lost and sinful man through the shed blood of the Lord Jesus Christ by faith apart from works, and regeneration by the Holy Spirit.
- V. The Holy Spirit, by whose indwelling the believer is enabled to live a holy life, to witness and work for the Lord Jesus Christ.
- VI. The Unity of the Spirit of all true believers, the Church, the Body of Christ.
- VII. The Resurrection of both the saved and the lost; they that are saved unto the resurrection of life, they that are lost unto the resurrection of damnation.

ARTICLE EIGHT: FUNCTIONS

In pursuance of the above-mentioned objectives, the Network shall perform the following functions:

1. Foster the exchange of ideas and experiences among Network institutions mainly through the organization of periodic workshops, seminars, symposia, conferences, courses meetings and exchange visits.
2. Establish or encourage the establishment of an appropriate regulatory framework for the Organizations and their beneficiaries.
3. Encourage the publication of books and papers and newsletters on Network institution, their activities and those of their beneficiaries.
4. Establishing linkages with government, institutions, donors, and other associations with similar or complementary objectives.
5. To do all such things as are incidental or conducive to the attainment of the objectives of the Network including the purchase, acquisition and leasing or hiring of property required for the purpose of the Network.

ARTICLE NINE: AFFILIATION

The Network may affiliate to any national, regional or international organization, which has similar or complementary aims, and objectives on a resolution by 2/3 of the members present at a meeting of the Executive Board of Directors.

The primary partner is Viva network who will provide appropriate support, training, information and advice to the network in order to aid in their healthy development and help the members maximize their collective impact on 'children at risk'.

CRANE will have a memorandum of understanding with all its partners signed by both parties.

ARTICLE TEN: MEMBERSHIP

1. CRANE shall have the following categories as its membership;
 - I. **Ordinary Membership**; This are the members who subscribe annually and their activities linked to the network and carry voting rights. Ordinary membership will have three tiers:
 - a. **Gold members** will have achieved all of the Quality Improvement System Accountability Standards and will be eligible to nominate a representative for election to the Board or to chair a working group. Verification of these standards must happen every three years.
 - b. **Silver members** will have achieved all of the Quality Improvement System Foundation Standards and will be eligible to nominate a representative to hold a non-chair post on a working group. Verification of these standards must happen every three years.
 - c. **Bronze members** will have a Safeguarding policy in place and will be welcome to attend all appropriate working groups.
 - II. **Associate Membership**; these shall be individuals or corporates with similar aims and objectives but with no direct benefit and don't carry any voting right.
 - III. **Honorary Membership**; person who has made "distinctive contributions" to the network or carries special attributes or professional capabilities that can enhance the wellbeing of the network. They are valuable and can offer distinguished service to the Network as a profession or can scrupulously uphold the objects of the of the network
 - IV. **Corporate Members**; These shall be any legally incorporated organization or government department that have assisted CHILDREN AT RISK ACTION NETWORK (CRANE) LIMITED in different capacities in a substantial manner, continued to associate and have been certified by the Board. These shall be entitled to be notified of all meetings of the Association under Corporate membership but with no voting rights.
2. Any legally constituted Christian Based institution, organization or agency whose activities focus on the direct provision of children services to the community in Uganda are eligible for full membership.
3. Only individuals whose activities are directly or indirectly linked to the Network may apply, based on their own individual merit, for Membership in the Network.
4. Prospective network members shall present a written request for membership to the Board for consideration at its next regular meeting.
5. Every member shall be entitled to receive a Certificate of Membership under the Common Seal of the Network.
6. Every Ordinary member shall pay an annual membership fee as may be determined by the Executive Board due in the first quarter of each financial year and approved by annual general meeting.
7. Associate members shall pay less than ordinary members because of less benefit associated with the category. Which will be determined by the AGM from time to time
8. Honorary shall not pay any membership because of their contribution and non-benefits. And having been honored by the Network and using their names.
9. Trustee

10. The honorary members can be elected into positions of trustees of the network where necessary by the board approved by members at the AGM/EGM
11. Honorary members can attend AGM or Board Meeting on request by the board.
12. Every member organization shall introduce in writing a person or position who or which will carry its formal representation.
13. The admission and expansion of membership will be at the discretion of the Board.

ARTICLE ELEVEN: TERMINATION OF MEMBERSHIP

- I. Failure to pay membership for a period of three consecutive years
- II. Failure to comply with the CRANE constitution and other basic requirements like Child protection policy including adhering to the standards of CPP
- III. Misconduct of the staff leading to endangering the reputation of the network.

Note: Before termination, members shall be given a fair hearing by the Board instituting a sub-committee.

The right procedures as stated in the CRANE policies and guidelines shall be followed for transparency.

ARTICLE TWELVE: THE GOVERNING BODY

1. The governance of CRANE shall follow the following hierarchy;
 - a) The extreme body of the network shall be the AGM
 - b) The Board of Trustees
 - c) The Board of Directors
 - d) The Secretariat/Coordination team

Board of Trustees.

1. CRANE shall have a Board of Trustees who will hold in trust the Vision, Mission and all funds and property belonging to the organization on behalf of members and beneficiaries.
2. The Trustees shall be nominated by the Executive Board and approved by the members and shall be not more than 5, and not less than three persons of high Christian standing and Integrity in the community who must have passion and served with children in in different capacities.
3. The Trustees shall enter into a deed of trust setting forth the purpose and condition under which they hold such properties in trust for the organization.
4. The trustees may co-opt or appoint new members to the Board of trustees with approval of the General Assembly but the number shall not exceed five (5).
5. Members of the Board of Directors who retire honorably may with the approval of the General Assembly take up positions of trusteeship.
6. A member of the Board of Trustees may be removed from office in any of the following grounds:
 - a) Abuse of office.
 - b) Misconduct or misbehavior.
 - c) Physical or mental incapacity.

7. In the unlikely event of death or removal from office of a member of the Board of Trustees, a replacement will be effected with approval of the General Assembly.
8. The governing body of the Network shall be the Executive Board (hereinafter called “the Executive Board and it shall consist of the following Board Members
 - a. The Chairman;
 - b. The Vice Chairman;
 - c. The Executive Secretary;
 - d. The Treasurer;
 - e. Child Protection Champion;
 - f. Four At-Large members;
 - g. At least a minimum of 3 female members will be elected on the board.
9. Only full members shall be eligible for election to Board offices. These must be paid up Ordinary members and or Honorary Members
10. The Board members of the Network shall hold office for 3 years but shall be eligible for re-election for the second term and thereafter will be eligible for election after a break of one year out of office. (Note: No remuneration is connected with Executive Board Membership)
11. Members will go through a voting procedure to be determined by the Board.
12. Members will go through a voting process by electing members to the board and thereafter Board members will elect office bearers amongst themselves based on the competencies required on the Board

ARTICLE THIRTEEN: EXECUTIVE BOARD ELECTION PROCESS

1. Within the Executive Board, the following combination of skills need to be present:
 - a. People with professional expertise
 - b. Strong accountability and communication to both network and donors
 - c. Fundraising competence
 - d. Strong Programme management
 - e. Legal expertise
 - f. Team management skills
 - g. Vision-casting
 - h. Promotion of the network within the Christian community
 - i. Influence within the city
2. Every Executive Board member must be a recognized part of an organization or church that is a paid member of CRANE except for honorary members
3. Every Executive Board member must be a person of proven integrity and Christian moral character who will give at least 2 contacts for character reference.
4. Nominations for the Executive Board can only be made by one fully paid up ordinary member and must be seconded by another fully paid member. The Nominee must be in agreement to stand for nomination to the Executive Board.
5. The nominators must submit a profile to the Secretary of not more than 250 words that explains why they are nominating the person and what professional skills, spiritual background and previous experience that person brings that can help move CRANE to the next level.

6. Nominations, profiles and character reference contacts should be submitted to the Secretary within 7 days of this meeting.
7. The current Executive Board will then confirm that nominees meet these criteria before the list of nominees is released for the network vote.
8. The list of acceptable nominees will be emailed to the network.
9. Elections will be held by secret ballots
10. Where nominations have not been made or are insufficient, then the Board members will nominate basing on the capabilities required at that particular time
11. In circumstances where the nominations made are not credible for the available positions and competencies, or the nominees are of questionable character, the board will still nominate to address the challenge.
12. The quorum for AGM or EGM meeting shall be 1/3rd of the fully paid ordinary members who shall be eligible to vote
13. The number of honorary members to be co-opted on the board shall not exceed 2 members and shall be recommended to the members by the Board.

ARTICLE FOURTEEN; TERMINATION OF INDIVIDUALS

- a. Behaviors contrary to CRANE values
- b. Not serving CRANE interest
- c. Operating contrary to the CRANE CPP
- d. Conflict of interest
- e. If the performance of the Board member is not up to the required standards in terms of attendance and operation. For three consecutive meetings

Note: Any dispute or conflict, the committee will be constituted for a fair hearing and other procedures as stated in the different CRANE policies and the law of the land shall apply

ARTICLE FIFTEEN: MEETINGS OF THE BOARD MEMBERS

1. The Executive Board shall meet once every three months but may meet more than once if necessary, for the transaction of business.
2. There shall be deemed to be a quorum present at any meeting of the Board where more than one half (1/2) of the members of the Board are present including at least either the Chairman or the Vice Chairman.
3. The Board shall appoint standing committees which non-Board members may be co-opted. Co-opted members of working group shall not have voting rights but can attend Board meetings upon invitation.
4. The Chairman of a sub-committee of the Board shall be appointed by the sub-committee and report to the Board.
5. The subcommittees will be represented on the Board

ARTICLE SIXTEEN: CASUAL VACANCIES IN THE BOARD

In case any board position becomes vacant due to unavoidable circumstances, The Board may co-opt a person on the Board until the next AGM annual General Meeting and the next.

ARTICLE SEVENTEEN: ANNUAL GENERAL MEETINGS

1. The Network will hold an Annual General Meeting presided over by the Chairman and in his/her absence the Vice Chairman on such a day in each year as the Board may from time to time.
2. The business to be transacted at the annual general meeting shall be as follows:
 - f. To receive and discuss the report of the Board for the previous year.
 - g. To receive and discuss the audited accounts for the previous year.
 - h. To receive and discuss the treasurer's report;
 - i. To elect members of the Board.
 - j. To appoint auditors.
 - k. To discuss and consider any other business of which not less than twenty-eight (28) days' notice prior to the Annual General Meeting shall be delivered to the Secretary by any full member.
- l. Admission of new members after the approval by the AGM
3. a) Notice of an annual general meeting shall be circulated and/or published at least 21 days before the meeting.
 - b) Further notice of an Annual General Meeting and of the business to be transacted thereat shall be circulated at least 14 days before the meeting.

ARTICLE EIGHTEEN: EXTRAORDINARY GENERAL MEETINGS

1. This shall be a meeting other than the annual general meeting for the members and shall be called anytime when there is an urgent matter for the benefit of the network.
2. This can be held only in the most remarkable, exceptional or unusual circumstances that may put the network at risk if not dealt with urgently
3. Upon a requisition signed by not less than one third of the members of the Network, the Board shall within ten days of the filing of such requisition with the General Secretary of the Network of his/her representative summon an extraordinary general meeting of the Network by giving each members twenty-one (21) days' notice in writing or by any other means considered expedient given the circumstances.
4. Every requisition shall specify the nature of the business for which the meeting is required to be called.
5. The Board may convene an extraordinary general meeting within four weeks upon the notice given in the manner stated in subsection (1) of this Article.

ARTICLE NINETEEN: REGULAR GENERAL MEETINGS

Annual general meetings will be held by the Network on at least an-annual basis. However the network might hold an EGM under special circumstances.

ARTICLE TWENTY: MOTIONS

1. Except as otherwise provided notice of intention to table a motion at any of the meetings of the Association shall be given by a proposer for at least twenty-eight (28) days but the Network may accept a notice that is sent outside the time provided.
2. All motions shall be in writing, signed by the proposer and seconded, and shall be lodged with the Board Secretary or his/her duly appointed representative.

ARTICLE TWENTY ONE: QUORUM

1. At any meeting where decisions are to be made (except as specifically stated in this constitution) the quorum shall be one-third of fully paid up members.
2. If no quorum is available at the expiration of two hours from the time appointed for the commencement of any annual general meetings, or the extraordinary meeting, the meeting shall be deemed to stand adjourned to the same day of the next week at the same venue and if on that day there is no quorum as aforesaid the meeting will be deemed adjourned.

ARTICLE TWENTY TWO: VOTING

1. Voting in any meeting where decisions are to be made (except as specifically stated in this constitution) voting shall be by a show of hands except where an issue is deemed especially contentious by the Chairman. For such an issue voting shall be carried out by secret ballot. Every qualified full member shall be entitled to one vote in respect of every business item on the floor.
2. Except as otherwise provided by this Constitution all issues to a meeting shall be decided by a simple majority of votes of members present and entitled to vote.
3. Any member who is in arrears with its subscription with the network at the time of any meeting shall not be entitled to vote.
4. In the event of equality of votes the Chairman shall cast a deciding vote.
5. Only full, paid up members carry the privilege and responsibility of voting.

ARTICLE TWENTY THREE: ELECTIONS

1. Election of Executive Board members shall take place at the annual general meeting except for the first election which shall be held as soon as possible after the ratification of this constitution.
2. Elections for Executive Board members shall be conducted using secret ballots.
3. Except as otherwise provided any person who desires to be elected to the Board shall be nominated by one full member and seconded by another full member of the Network each of whom is similarly eligible for election.

4. The Chairman of the elections committee shall conduct the elections to decide who can fill the vacancies.
5. Regional elections on the coming into force of this constitution shall be held two months prior to national elections.
6. Any person appointed by the Board under Article 23 of this Constitution shall cease to hold office at the next annual general meeting but shall be eligible for re-election.
7. Elections shall be organized in such a way that only a third of the positions on the board are electable at a single AGM to provide continuity.

ARTICLE TWENTY FOUR: FINANCE

1. The Network will be financed by annual or other periodic subscriptions and fundraising as shall be determined from time to time by the Board.
2. The Network shall establish and maintain bank accounts into which shall be paid all expenses and liabilities incurred by the Network and the Board.
3. The signatories to the account shall consist of members with two categories. Category A will be the Chairperson and the Treasurer and Category B will be any two of the board members.
4. The Board may invest the funds of the Network in any short/long term securities operated by the Government.
5. The Board may from time to time borrow money for the purpose of conducting the business of the Network based on a majority vote of any meeting of the Network provided there is a quorum.
6. The financial year of the Network shall run between 1st April and 31st March each year.
7. The annual accounts shall be audited by professionally qualified independent auditors appointed by the Network at each annual general meeting and/or in agreement with specific donor requirements and such auditors shall be eligible for re-appointment.
8. The remuneration of the auditors shall be negotiated by the Board.

ARTICLE TWENTY FIVE: COMMON SEAL

The network shall have a Common Seal which shall not be affixed to any instrument except by the authority of resolution of the Board and shall be so affixed in the presence of the Chairman or Vice Chairman, together with the Board Secretary or such other person as the Board shall nominate in its resolution and every document to which the seal is so affixed shall be signed by the said person.

ARTICLE TWENTY SIX: RULES

The Board may make rules or regulations not inconsistent with this Constitution in respect of any matter not specifically provided for in the Constitution and for the purpose of carrying out the objectives of this Network and the administration and management thereof.

ARTICLE TWENTY SEVEN: AMENDMENTS

1. Provisions shall be submitted to the members at an annual general meeting or an extraordinary general meeting called for the purpose.
2. The terms of the amendment or repeal shall be circulated to members together with the notice convening the meeting.
3. A two-thirds (2/3) majority vote of all members is required for the adoption of the proposed amendment or repeal.
4. An extraordinary general meeting called for the purpose of amending or repealing a provision of this Constitution may be held on the same day at the same place as the annual general meeting.

ARTICLE TWENTY EIGHT: DISSOLUTION

1. The Network may be wound up or dissolved in accordance with the provisions of the Business Names Act.
2. Subject to paragraph (1) above, the following rules shall apply in the event of the dissolution of the Network.
 - a. Only an extraordinary general meeting, especially convened for the purpose, shall have power to dissolve the network.
 - b. For this purpose at least two thirds (2/3) of the votes of the total membership shall be in favor of dissolution.
 - c. The extraordinary general meeting shall thereupon appoint three liquidators, fix their powers and remuneration and give directions for the disposal of funds and documents.
3. Each member of the Network undertakes to contribute to the assets of the Network in the event of its being dissolved while it is a member of within one year after it ceases to be a member for the payment of the debts and liabilities of the Network and of the costs of dissolution such amount as may be determined by the Board.
4. Upon winding up or dissolution of the Network there remains after the discharge of its debts and liabilities any property of the Network, the same shall not be distributed among the members but the same shall be transferred to some other Network having objectives similar to the objectives of the Network. Such other Network to be determined by the ordinary resolution of the members in general meeting prior to the dissolution of the Network.

ARTICLE TWENTY NINE: ARBITRATION

Any differences on the interpretation of this Constitution or anything herein contained and of any rules or regulations made there-under shall be decided by an independent, mutually agreed upon, eminent person (i.e. one who is respected by all parties) whose ruling on any matter affecting the Network as a whole and not provided for by this Constitution or by the rules or regulation made there-under shall be final and binding on the members.

ARTICLE THIRTY: INTERPRETATION

1. In this Constitution, unless the context otherwise requires “member” means Network organizations which are actively involved in providing Children services to the community and has duly registered as a member of the Network with subscriptions and dues fully paid.
2. In this Constitution, a Board member shall be the Chairman, Vice Chairman, Secretary, Treasurer, child protection champion and other four members duly elected at the AGM or EGM or according to Article THIRTEEN above, and who shall at all times be active in the direct management of the Network.

SIGNATURES

Signed for and on Behalf of the Network Members:

NAME	POSITION	SIGNATURE
	Chairman	
	Vice Chairman	
	Board Treasurer	
	Executive Secretary	
	Child Protection Champion	
	Board Member	
	Board Member	
	Board Member	
	Member	

DATE:

WITNESSED BY:

NAME: