Constitution of Lily Rose Children’s Society

1. Name

The organization shall be known as Lily Rose Children’s Society (“the Society”).

2. Mission

To empower marginalized groups, particularly rural women and children in Uganda, with a strong emphasis on girls’ education and reproductive health.

3. Motto

“Giving Hope to the Hopeless”

Biblical Reference: Hebrews 4:16

4. Objectives

- Provide access to education for girls aged 1–19+ in rural Uganda.
- Deliver reproductive health education and support services.
- Offer counseling, basic needs, and family-like support to beneficiaries.
- Collaborate with local and international partners to expand impact.
- Promote transparency and accountability in all operations.

5. Membership

- Open to individuals who support the mission and objectives.
- Membership categories: Regular, Volunteer, Honorary.
- Membership is subject to approval by the Board of Directors.

6. Governance

- The Society shall be governed by a Board of Directors.

- The Board shall consist of a minimum of 5 and a maximum of 12 members.
- Board members shall serve for a term of 2 years and may be re-elected.

7. Meetings
- The Annual General Meeting (AGM) shall be held once per calendar year.
- Special meetings may be called by the Board or at the written request of at least 25% of members.

8. Amendments
- This Constitution may be amended by a two-thirds (2/3) majority of members present at the AGM or a special meeting called for that purpose, provided at least 21 days' notice is given.

9. Dissolution
- Upon dissolution, assets remaining after the satisfaction of all debts and liabilities shall be transferred to a similar nonprofit organization as determined by the Board, in accordance with applicable laws.

Bylaws of Lily Rose Children's Society

Article 1: Board of Directors

1.1 Composition
- The Board shall include: Chairperson, Vice Chair, Secretary, Treasurer, and up to 8 additional Directors.

1.2 Powers & Duties

- Responsible for overall governance, strategic direction, and oversight.
- Approves annual budget, policies, and major decisions.
- Appoints committees as needed.

1.3 Meetings

- Board meets at least quarterly.
- Quorum is a majority (50% + 1) of current Board members.
- Decisions are made by simple majority unless otherwise specified.

1.4 Removal & Vacancies

- Board members may be removed for cause by a two-thirds (2/3) Board vote.
- Vacancies may be filled by Board appointment until the next AGM.

Article 2: Officers

2.1 Election & Terms

- Officers are elected by the Board at the first meeting following the AGM.
- Serve one-year renewable terms.

2.2 Duties

- Chairperson: Presides over meetings, represents the Society.
- Vice Chair: Assists Chairperson, acts in their absence.
- Secretary: Keeps records, minutes, and membership lists.
- Treasurer: Manages finances, provides regular financial reports.

Article 3: Membership

3.1 Admission

- Application required; approval by Board.

- Members must support the mission and abide by policies.

3.2 Rights & Responsibilities

- Attend meetings, vote at AGMs, volunteer, and participate in programs.

3.3 Termination

- Membership may be revoked for conduct detrimental to the Society, by Board decision after due process.

Article 4: Committees

- The Board may establish standing or ad hoc committees (e.g., Fundraising, Programs, Governance).

- Committees report to the Board.

Article 5: Financial Management

5.1 Fiscal Year

- The fiscal year shall be January 1 to December 31.

5.2 Banking & Expenditures

- All funds shall be deposited in the Society’s name.

- Cheques/payments require two authorized signatures.

5.3 Audits & Reporting

- Annual financial review or audit as required by law.

- Financial reports presented at the AGM.

Article 6: Meetings

6.1 Annual General Meeting (AGM)

- Notice provided at least 21 days in advance.

- Business includes: reports, elections, financial statements, amendments.

6.2 Special Meetings

- Called by Board or petition of at least 25% of members.

- Notice provided at least 14 days in advance.

6.3 Voting

- Each member has one vote.

- Proxy voting is permitted/not permitted (choose one based on your policy).

Article 7: Amendments

- Bylaws may be amended by a two-thirds (2/3) vote of members present at a duly called meeting, provided notice of the proposed amendment was given at least 21 days in advance.

Article 8: Conflict of Interest

- Board members and officers must disclose any actual or potential conflicts of interest and abstain from related decisions.

Article 9: Indemnification

- To the fullest extent permitted by law, the Society shall indemnify Board members and officers against liabilities incurred in the course of their duties, except in cases of willful misconduct or fraud.