



TERMS OF REFERENCE (ToR)

Consultancy for the Development and Review of Constitutions for 18 Women-Led and Women-Focused Organisations in the Karamoja Sub-Region

1. Introduction:

Karamoja Women Umbrella Organization (KAWUO) is a women's network that was formed in 2007 in the Karamoja region by grass-root women to build and promote the local women's participation in democratic governance and leadership, women access to justice, women economic empowerment and HIV/AIDS prevention response through lobby and advocacy, capacity building, networking and partnership to achieve sustainable development in the region.

2. Background and Context

In partnership with the Karamoja Women Cultural Group (KWCG) and AWTID Initiative Uganda, and with support from the Royal Danish Embassy and PACER funding partners, KAWUO is implementing the Women Empowerment Action and Voice Project in the Karamoja Sub-region.

The project seeks to promote gender-responsive governance by strengthening women's participation, representation, and influence in decision-making processes within both formal and informal spaces across the five target districts of Karamoja: Moroto, Abim, Kaabong, Napak, and Nakapiripirit.

As part of efforts to strengthen the institutional capacity and sustainability of its members, KAWUO conducted an Organisational Capacity Assessment (OCA) of its member organisations. The assessment identified institutional and governance gaps among a number of women-led and women-focused organisations, including weaknesses or gaps in organisational constitutions and governance frameworks. Some organisations either do not have comprehensive constitutions or have constitutions that require review and updating to reflect their current organisational structures, programmes, governance arrangements, legal and regulatory requirements, and evolving needs of women and girls in Karamoja.

Under the Women Empowerment Action and Voice Project, KAWUO will therefore support 18 women-led and women-focused organisations to develop, review, and/or strengthen their constitutions. The process will be participatory and will involve the respective Boards, management, staff, members, and other relevant stakeholders to ensure that each constitution reflects the organisation's mandate, context, values, governance needs, and aspirations

3. Purpose of the Assignment

The overall purpose of the consultancy is to support 18 women-led and women-focused organisations in Karamoja to develop, review, and strengthen their organisational constitutions in order to promote good governance, accountability, transparency, effective leadership, and institutional sustainability.

4. Specific Objectives

The consultancy will specifically seek to:

1. Assess the existing constitutions and governance frameworks of the 18 organisations and identify key gaps, weaknesses, and areas requiring improvement.

2. Support organisations that do not have constitutions to develop comprehensive and appropriate constitutions.
3. Review and update existing constitutions to ensure that they are relevant to the organisations' current mandates, structures, programmes, and operating environments.
4. Ensure that the constitutions are consistent with applicable Ugandan legal and regulatory requirements.
5. Strengthen governance structures, roles, responsibilities, and accountability mechanisms within the participating organisations.
6. Promote gender-responsive, inclusive, transparent, and accountable organisational governance.
7. Facilitate meaningful participation of Board members, staff, members, and relevant stakeholders in the constitution development and review process.
8. Orient and strengthen the capacity of organisational leaders and members on the purpose, application, and implementation of their constitutions.

5. Scope of the Assignment

The consultant will work closely with KAWUO, the Boards, staff and members, and relevant stakeholders of the 18 participating organisations.

The assignment will include, but not be limited to:

- Reviewing existing constitutions, where available, and other relevant governance documents.
- Conducting an organisational governance and constitutional needs assessment for each organisation.
- Identifying gaps and areas requiring amendment, strengthening, or development.
- Reviewing relevant legal and regulatory requirements applicable to the organisations.
- Consulting with Boards, management, staff, members, and selected stakeholders.
- Facilitating participatory constitution development and review sessions.
- Drafting or revising constitutions for each of the 18 organisations.
- Facilitating validation sessions to obtain feedback and consensus on the draft constitutions.
- Incorporating agreed comments and recommendations into the final constitutions.
- Providing guidance on the adoption and operationalisation of the constitutions.
- Conducting an orientation session for Board members and key staff on the provisions and application of the final constitutions.

6. Key Areas to be Covered in the Constitutions

The consultant will ensure that the constitutions appropriately address, where applicable, the following areas:

- Name, legal status, and registered address of the organisation;
- Vision, mission, objectives, mandate, and core values;
- Membership categories, eligibility, rights, responsibilities, admission, suspension, and termination;
- Governance and leadership structures;
- Roles and responsibilities of the General Assembly, Board, management, and other relevant structures;
- Appointment, election, tenure, replacement, and removal of office bearers;
- Frequency and procedures for meetings;
- Decision-making and voting procedures;
- Conflict of interest provisions;
- Accountability, transparency, and reporting mechanisms;
- Financial management, resource mobilisation, and asset management;
- Auditing and financial oversight;
- Human resource and administrative governance, where appropriate;
- Safeguarding, protection, and prevention of sexual exploitation, abuse, and harassment, where relevant;

- Gender equality, inclusion, and non-discrimination;
- Conflict resolution and disciplinary procedures;
- Amendment and review of the constitution;
- Dissolution and disposal of organisational assets;
- Compliance with applicable laws and regulatory requirements; and
- Any other provisions necessary for effective governance and institutional sustainability.

7. Methodology and Approach

The consultant is expected to use a participatory, inclusive, gender-responsive, and consultative approach throughout the assignment.

The methodology should include, but not be limited to:

- Desk review of existing constitutions and relevant organisational documents;
- Individual consultations with the leadership and key representatives of the 18 organisations;
- Governance and constitutional gap assessment;
- Consultative meetings with Boards, staff, members, and relevant stakeholders;
- Facilitation of constitution development/review workshops;
- Preparation and circulation of draft constitutions for review;
- Validation meetings to build consensus and ownership;
- Incorporation of feedback and finalisation of the constitutions; and
- Orientation of organisational leaders on the implementation and operationalisation of the constitutions.

The consultant should ensure that the process is accessible and responsive to the specific context of women-led and women-focused organisations operating in Karamoja.

8. Key Activities

The consultant will undertake the following key activities:

1. Hold an inception meeting with KAWUO to agree on the scope, methodology, deliverables, and implementation schedule.
2. Review existing constitutions and governance documents for the 18 organisations.
3. Conduct a constitutional and governance needs assessment.
4. Prepare an assessment report highlighting key gaps and recommendations for each organisation.
5. Facilitate consultative meetings with Boards, staff, members, and relevant stakeholders.
6. Develop or revise draft constitutions for the 18 organisations.
7. Facilitate validation meetings/workshops for the draft constitutions.
8. Incorporate feedback and finalise the constitutions.
9. Facilitate a one-day orientation for Board members and key staff on the constitutions and their implementation.
10. Prepare and submit a final consultancy report documenting the process, outcomes, lessons learned, and recommendations.

9. Expected Deliverables

The consultant will be expected to deliver the following:

- Inception Report: Detailing the consultant's understanding of the assignment, methodology, key activities, work plan, and timelines.
- Constitutional and Governance Needs Assessment Report: Highlighting the governance and constitutional gaps identified across the 18 organisations and proposed recommendations.
- **Draft Constitutions:** Draft or revised constitutions for each of the 18 participating organisations.
- Validation Report: A report summarising the consultation and validation process, key feedback received, and how the feedback was addressed.
- Final Constitutions: Eighteen final, reviewed and validated constitutions incorporating agreed stakeholder input.

- Orientation Materials/Report: Materials and a brief report from the orientation session for Board members and staff.
- Final Consultancy Report: A comprehensive report summarising the methodology, activities undertaken, key outcomes, challenges, lessons learned, and recommendations for effective implementation of the constitutions.

10. Duration and Level of Effort

The consultancy is expected to be completed within one month from the date of signing the contract. The consultant will provide a detailed work plan indicating the proposed timeframe for each activity and deliverable.

11. Reporting and Coordination

The consultant will work under the overall guidance and supervision of KAWUO and will closely coordinate with the Director of Programmes.

The consultant will provide regular updates on progress, challenges, and emerging issues and will submit all deliverables according to the agreed schedule.

12. Qualifications and Experience

The consultant or consulting firm should possess the following qualifications and experience:

- A minimum of a postgraduate qualification in Law, Social Sciences, Development Studies, Organisational Development, Governance, Management, or another relevant field. A legal qualification will be an added advantage.
- At least five (5) years of demonstrated professional experience in organisational governance, constitutional development/review, institutional strengthening, or related assignments.
- Demonstrated experience in developing or reviewing constitutions for civil society organisations, community-based organisations, women-led organisations, or rights-based organisations.
- Good knowledge of Uganda's legal and regulatory framework governing civil society and non-profit organisations.
- Strong understanding of organisational governance, leadership, accountability, transparency, and institutional development.
- Demonstrated experience facilitating participatory consultations and workshops.
- Excellent communication, facilitation, analytical, and report-writing skills.
- Experience working with women-led and women-focused organisations and/or organisations operating in the Karamoja Sub-region will be an added advantage.
- Commitment to gender equality, women's rights, inclusion, accountability, and participatory governance.

13. Selection Criteria

Interested consultants or consulting firms should submit an Expression of Interest (EOI) containing:

- A suitability statement demonstrating understanding of the assignment, relevant experience, proposed approach, and availability;
- An updated CV/profile highlighting relevant qualifications and experience;
- A brief technical proposal outlining the proposed methodology, work plan, key deliverables, and timeframe;
- A financial proposal detailing the consultancy fees and other applicable costs; and
- Contacts of at least three (3) organisations that have recently contracted the consultant to undertake similar assignments.

Selection will be based on relevant qualifications and experience, demonstrated technical capacity, understanding of the assignment, proposed methodology, track record in similar assignments, and value for money.

14. KAWUO's Responsibilities

KAWUO will:

- Provide relevant organisational information and documents required for the assignment;
- Facilitate access to the 18 participating organisations and relevant stakeholders;

- Coordinate meetings and consultations where necessary;
- Provide feedback on draft deliverables within agreed timelines;
- Participate in validation and review processes; and
- Provide overall coordination and oversight of the consultancy.

15. Consultant's Responsibilities

The consultant will:

- Deliver the assignment in accordance with the agreed methodology, work plan, and timelines;
- Ensure meaningful participation of the 18 organisations and relevant stakeholders;
- Maintain confidentiality of all information obtained during the assignment;
- Ensure that the constitutions are practical, contextually appropriate, gender-responsive, and compliant with applicable legal requirements;
- Incorporate agreed feedback into the final deliverables; and
- Submit high-quality deliverables within the agreed timeframe.

16. Confidentiality and Ownership

All information, documents, data, draft constitutions, reports, and other materials generated or obtained during the consultancy shall be treated as confidential and shall remain the property of KAWUO and the respective participating organisations.

The consultant shall not share or use such information for purposes unrelated to the assignment without prior written authorisation from KAWUO.

17. Payment Schedule

Payment will be made in accordance with the agreed contract and linked to the satisfactory completion and acceptance of specified deliverables. The proposed payment schedule may be agreed upon between KAWUO and the selected consultant during contracting.

18. Application and Submission

Please submit expressions of interest to:

Karamoja Women Umbrella Organisation

Plot 41 House No 228 Circular Road, Moroto Municipality

P.O Box 102 Moroto

Website: www.kawuo.org

Submit to email: kawuoprocurement@gmail.com

Submission Deadline: 18th September 2026.

Disclaimer:

Karamoja Women Umbrella Organisation (KAWUO) is an Equal Opportunities, gender sensitive and corruption intolerant employer. Women are particularly encouraged to apply. KAWUO does not charge or seek payment for any recruitment process. Any form of canvassing or lobbying for expression of interest shall lead to automatic disqualification.