Volunteers Governing & Constitution

ARISE OF:

1 Name

1.1 The name of the Organization is " Volunteers National Organization for Development and Humanities Services " (hereinafter referred to as "VOLUNTEERS ").

Optional Provisions

2 Definitions

2.1 In this Constitution the words and expressions standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

Words and Expressions	Meanings
"The Act"	The Non-Governmental Organizations Co-ordination Act,2006.
"These Clauses"	The Clauses of this Constitution as now framed or as from time to time altered by Special Resolution.
"The Board"	The Board of Directors for the time being of the Organization or the members of the Board present at a duly convened meeting of the Board at which a quorum is present
"Chief Executive	A person appointed to perform the duties of the chief executive
Officer"	Officer of the Organization
"The Organization"	The above-named Organization
"Director"	A person holding office in the Organization as a Director and who is a member of the Board

"General Meeting" the	A meeting of the Members for the time being of Organization
"In Writing" partly	Written, printed or lithographed or partly one and another and other modes of representing or reproducing words in a visible form
"SUDAN"	The Republic of SUDAN

1 Nature of Organization

1.1 The Organization is a non-governmental organization registered under the Act.

Liability of Members **Member"** membership of the	A person or body corporate admitted to
Membership"	The state or status of being a Member
Month"	Calendar month
"The Office"	The registered office of the Organization
"Officers"	Refers to the Organization's officials
"Ordinary Resolution" of the	A resolution which has been passed by a majority Members as, being entitled so to do, vote in person or proxy at a General Meeting of the Organization.
"The Seal"	The Common Seal of the Organization.
"The Secretary" secretary of	Any person appointed to perform the duties of the the Organization.
"Special Resolution" less	A resolution which has been passed by a majority of not than two thirds of such Members as, being entitled so to do, vote in person or in proxy at a General Meeting of the Organization of which notice specifying the

	intention to propose the resolution as a special resolution has been duly given, provided that if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, together representing not less than seventy-five per cent of the total voting rights at that meeting of all the Members, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one days' notice has been given.
"**The Treasurer**" treasurer of	Any person appointed to perform the duties of the the Organization.

Interpretation

A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this Constitution.

A reference to any agreement or document is to that agreement or document as amended, innovated, supplemented or replaced from time to time.

A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this Constitution.

Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.

An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority.

A reference to Pound or SDG means Sudanese Pound.

References to the word 'include' or 'including' are to be construed without limitation.

A reference to a time of day means that time of day in the place where the Office is located.

A reference to a business day means a day other than a Saturday or Sunday on which all banks are open for business generally in the place where the Office is located.

Where a period of time is specified and dates from a given day or the day of an act or event, it must be calculated exclusive of that day.

A term of this Constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day. Words importing the singular number only shall include the plural number and vice-versa;

Words importing the masculine gender only shall include the feminine or neuter gender; and

Words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these clauses become binding on the Organization shall, if not inconsistent with the subject or context, bear the same meanings in these Clauses.

Mandatory Provisions

3 Situation of Registered Office

3.1 The Registered Office of the Organization will be situated in Nyala & Khartouum, SUDAN.

Nature of Organization and liability

3.2 The liability of the Members is limited to SDG 5000.

Contribution of Members to Assets on Winding Up

3.3 Every Member of the Organization under ta SDG to contribute to the assets of the Organization in the event of its being dissolved or wound up while he is a Member, or within one year of his ceasing to be a Member, for payment of the debts and liabilities of the Organization contracted before he ceases to be a

Member, and the costs, charges and expenses of dissolution or winding up and for the adjustment of the rights of the contributories amongst themselves, such sum as may be required not exceeding the sum of Pound ten Thousand only (SDG 10,000).

1 Main Objects

1.1 The Organization has the following main object:

- Contribute to human welfare & gender equality, we strengthen the ability of 5 million (5,000,000) women, children and youth to empowerment (economic & social), learn, lead and decide and thrive in their lives and communities.

Specific Objects

3.4 And in furtherance of the principal object, the Organization shall have the following ancillary objects and powers:

a. Specific Objectives:

- Improve the economic empowerment (food security and livelihood) of families to reduce poverty with especial consideration to women, children and youth using VSLA and other methods.
- Women and child protection (FGM, CEFM & GVB,…etc).
- Gender equality.
- Peace building
- Influencing policy decisions at all levels,
- WASH.
- Nutrition
- Civil society initiative that promote citizen participation, accountability, conflict management and rule of law.
- Responding to victims of natural and man-made disasters
- Rise health, social and environment awareness among the communities, for balanced use of natural resources.
- Promote education to reduce illiteracy, using reflect methodology for Pamoja.
- Collaborating with other Agencies, Government authorities, Community to provide humanitarian assistant.
- Encourage self-reliance and independency

4 Membership

Members to the organization will include the subscribers to this constitution and shall not be less than 5 at any time. The following classes of membership are

available:

Ordinary Membership

4.1 All members subscribing to this Constitution shall be ordinary members.

Corporate Membership

4.2 Corporate Membership shall be open to any association, institution or business that is interested in supporting and furthering the aims and objectives of the Organization.

Honorary Membership

4.3 The Organization may admit to Honorary Membership any person or corporate body whom it wishes to honour for services to the Organization.

Application for Membership requires proposer and seconder

4.4 Every application for membership of the Organization shall be proposed by one and seconded by another Member of the Organization.

Form of application

4.5 The form of application for membership will be in the form approved by the Board from time to time.

Admission to membership

4.6 The Board must consider an application for membership at the next meeting of the Board after its receipt and determine, in its discretion, the admission or rejection of the applicant.

4.7 The Board does not have to give reasons for rejecting an application.

4.8 If an applicant is accepted for Membership the Secretary must notify the applicant of admission in such form as the Board determines and must enter the name and details of the applicant in the register of Members.

Limits on nomination of Members

4.9 Current employees of the Organization or any subsidiary of the Organization will not be eligible for nomination as Members.

4.10 Persons who have been excluded from membership under the terms of clause
6.9 will not be eligible for nomination as members for a period of two years

from the end of their employment with the Organization or any subsidiary of the Organization (as applicable).

4.11 The Membership of persons who subsequently become employees of the Organization will lapse on the date that they become an employee of the Organization or subsidiary.

Register of Members

4.12 A register of the Members of the Organization must be kept at the registered offices of the organization.

4.13 The following details must be entered in the register of Members in respect of each Member:

6.13.1 The full name of the Member.

6.13.2 The address of the Member and, if any, their telephone and facsimile number and email address.

6.13.3 The date of admission to and cessation of membership.

6.13.4 In the case of a Member other than an individual the full name, address, telephone and facsimile number and email address, if any, of its corporate representative.

6.13.5 Such other information as the Board may require.

Change of details

4.14 Each Member must notify the Secretary in writing of any change in that person‘s name, address, telephone or facsimile number within one month after the change.

5 Removal and cessation of

Membership Resignation

5.1 A Member may resign from membership of the Organization by giving written notice to the Secretary.

5.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

Termination of Membership

5.3 Membership of the Organization will terminate in the following instances:

5.4 a) If a Member is an individual, the death or bankruptcy of that Member or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health.

5.5 b) If a Member is a body corporate, the de-registration or other dissolution of that Member.

Removal from membership for willful disregard of this Constitution

5.6 If a Member willfully refuses or neglects to comply with the provisions of this Constitution or any regulations of the Board made under this Constitution or is otherwise guilty of conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Organization, the Board may by way of a two-thirds or unanimous vote, order the removal of that person from the register of Members. The member being removed should be accorded a right to fair hearing by the Board.

6 Rights of Members non-transferable

6.1 The rights and privileges of a Member are not transferable during the life of the Member and cease upon the person ceasing to be a Member.

7 Responsibilities of the members

7.1 Members will govern and oversee the operations of the Organization through acting as fiduciaries. The Members will be legally, financially and morally responsible for the Organization.

8 No profits for Members Transfer of income or property

8.1 The assets and income of the Organization are to be applied solely in furtherance of the objects of the Organization as stated in this Constitution and no income or property of the Organization may be paid or transferred, directly or indirectly to any Member.

Provision of services or information

8.2 Nothing in this clause 10 prevents the Organization from providing services or information to the Members on terms which are different from the terms on which services or information are provided to persons who are not Members.

Remuneration

8.3 Subject to clause 15.3, no remuneration or other benefit in money or money's worth will be paid or given by the Organization to any Director except reimbursement of out-of-pocket expenses.

9 The Board of Directors Number of Directors

9.1 The Board shall be the policy organ and shall unless otherwise varied by a special resolution passed at a general meeting the Board consist of a minimum of Five (5) and a maximum of nine (9) members, three of whom will fill the honorary posts of Chairman, Secretary and Treasurer. In instances where the Chairman is

absent, the Board members can elect one of their own to act in that position; the Chief Executive Officer shall be an Ex-Officio member of the Board.

The Management Structure

9.2 The Chief Executive Officer shall head the secretariat and shall be assisted by the employees of the Organization to manage the day-to-day affairs of the Organization. The management may pay all expenses incurred in setting up and registering the Organization and may exercise such powers of the Organization as are required by the constitution to be exercised to achieve the objectives of the Organization. No regulations made by the Organization in a General Meeting shall invalidate any prior act of the management, which would have been valid, if such regulations had not been made.

9.3 The Chief Executive Officer shall be an ex-officio member of and may be

Secretary to the Board.

Duties of the Board

9.4 The Board will appoint and remove Directors by way of a formal resolution that is duly passed at a properly constituted meeting of the Board.

9.5 A resolution shall be put by the Chair at each annual General Meeting of Members to confirm the decisions made under clause 12.2 by the Board since the previous annual General Meeting.

9.6 The Board may exercise all those powers of the Organization as are not, by this Constitution, required to be exercised by the Members in General Meeting or otherwise.

By - laws

9.7 The Board may make by-laws, rules and regulations and may amend or rescind from time to time any such by-laws, rules or regulations provided they are not inconsistent with this Constitution. Any such by-laws, rules and regulations made, must be in the opinion of the Board, necessary or desirable for the proper control, administration and management of the Organization's operations, finances, affairs, interests, effects and property and the duties, obligations and responsibilities of the Members.

Chairperson's responsibilities

9.8 Leading the Board on organizational and financial aspects to ensure legal compliance.

9.9 Planning the annual cycle of Board meetings.

9.10 Overseeing /chairing Board and executive committee meetings.

9.11 Working in partnership with the Chief Executive Officer (CEO) to make sure Board resolutions are carried out.

9.12 Calling special meetings as necessary.

9.13 Assisting the CEO in preparing the agenda for Board meetings.

9.14 Subject to the terms of this Constitution dealing with adjournment of meetings, the ruling of the chairperson on all matters relating to the order

of business, procedure and conduct of the General Meeting is final.

9.15 The Chairperson, in his discretion, may expel any Member or Director from a General Meeting if the Chairperson reasonably considers that the Member or Director's conduct is inappropriate behaviour.

Secretary's responsibilities

12.24 Keeping minutes of the meetings of the Board and General Meetings.

12.25 Carrying out all correspondence on behalf of the Organization.

12.26 Arranging for meetings of the organization on instructions of the Board of Directors or in special circumstances on the instructions of General Meetings.

12.27 Ensuring that all necessary documents are lodged with the appropriate legal or regulatory authority within the prescribed timeframe.

12.28 Chairing meetings in the absence of the Chairperson.

Treasurer's responsibilities

11.27 Keeping a proper accounting basis of all the financial records of the Organization;

11.28 Opening a bank account on the advice of the Board and ensuring that all drawings from the account are properly authorized;

11.29 Providing reports on the financial statement of the Organization and audited accounts to the General Meeting.

12 Meetings

Convening of meetings by the Board

12.1 All normal meetings of the Board shall be summoned by the Secretary, acting in consultation with the Chairperson, by giving at least five days' notice accompanied by the proposed agenda.

12.2 A member of the Board may request for a meeting, and on the request of at least two members of the Board, the Secretary shall at any time summon a meeting of the Board by at least twenty one days of notice served upon the several members of the Board, with an indication of the proposed agenda.

General Meetings

12.3 The Organization shall in each year hold a General Meeting as the Annual General Meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Organization and that of the next.

The Annual General Meeting shall be held at such time and place as the Board shall appoint.

12.4 The Annual General Meeting shall be called Ordinary General Meeting and all other general meetings shall be called Extraordinary General Meetings

Notice of General Meeting

12.5 Thirty days' notice at least of every General Meeting will be given in the manner provided by this Constitution to the Members and such persons as are otherwise entitled under this Constitution to receive notice provided that, in the circumstances and subject to the conditions specified in the Act, a meeting may be called by notice shorter than specified in this clause.

12.6 The notice of a General Meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology or form of communication that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters.

12.7 A notice of a General Meeting may be given by any form of communication permitted by the Board.

Eligible Members

12.8 Without limiting clause 7.4, only persons or other entities who or which have been admitted to Membership no later than one month in advance of any General Meeting of the Organization will be eligible to receive notice of that meeting, to receive copies of the Directors' and auditors' reports concerning the preceding financial year and to vote at that meeting.

12.9 Only persons or other entities who or which have been admitted to Membership no later than one month in advance of any given

extraordinary General Meeting of the Organization will be eligible to receive notice of that meeting and to vote at that meeting.

Quorum at General Meetings

12.10 Business may not be transacted at a General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

12.11 Except as otherwise set out in this Constitution, half of the Members present in person or by proxy or representative is a quorum.

If a quorum is not present

12.12 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chairperson:

12.12.1 If the meeting was convened by or on the requisition of Members, it must be dissolved.

12.12.2 Otherwise, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Board.

12.13 If a meeting has been adjourned to another time and place determined by the Board, not less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned General Meetings

12.14 At the adjourned meeting, two Members present in person or by proxy or representative is a quorum.

Appointment of Chairperson

12.15 A nominee Director or his proxy shall preside as Chairperson at every General Meeting of the Organization. If there is no chair, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, another Director elected by Members present shall preside as Chairperson.

Adjournment of meetings

12.16 The Chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to

another time and to another place.

12.17 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

12.18 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

12.19 Except when a meeting is adjourned for thirty days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting by show of hands

12.20 At a General Meeting a resolution put to the vote of the meeting must be decided on a show of hands. A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Organization, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Voting rights of Members

12.21 Every Member present in person or by proxy or representative has one vote.

Vote of the chairperson at General Meetings

12.22 In the case of an equality of votes the chairperson of a General Meeting is entitled to a second or casting vote.

Objections to voter qualification

12.23 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.

12.24 An objection to the qualification of a voter must be referred to the chairperson, whose decision is final.

12.25 A vote not disallowed according to an objection as provided in this Constitution is valid for all purposes.

Mode of meeting for Members

12.26 The General Meeting of the Organization shall be held at such time and place as the Board shall appoint and may be conducted with participation by Members in person or means of conference call or other communication facilities as permit all Members participating in the meeting to hear each other simultaneously and such participation shall constitute a presence at a meeting of the Members as if those participating were present in person.

Resolution in writing

12.27 A resolution in writing signed by all Members, excluding Members who have been given leave of absence, is to be treated as a determination of the Members passed at a meeting of the Members duly convened and held.

Form of resolution in writing

12.28 A resolution in writing may consist of several documents in like form, each signed by all the Members and if so signed it ta SDG effect on the latest date on which a Member signs one of the documents.

12.29 If a resolution in writing is signed by a proxy of a Member, it must not also be signed by the appointing Member and vice versa.

12.30 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Members is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

13 Proxies and representatives Proxies and representatives of Members

13.1 At meetings of Members a Member may vote in person or by proxy. A Member which is a corporation may appoint an individual as a representative.

13.2 Subject to the terms of their appointment, a person attending as a proxy of a Member, or as representing a corporation which is a Member has all the

powers of a Member, except where expressly stated to the contrary.

Appointment of proxies

13.3 A Member may appoint another person as their proxy to attend and vote instead of the Member. A proxy must be a Member or, in the case of a corporate Member, an authorized representative of such Member

13.4 A document appointing a proxy must be in writing, and signed by the Member making the appointment.

Authority of proxies

13.5 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.

13.6 Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the Member can do in respect of a General Meeting.

Verification of proxies

13.7 Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, the document appointing the proxy must be deposited with the Organization.

13.8 This document must be received at the Office, at a fax number or the specified electronic address at the Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting, not less than twenty four hours before the time for holding the meeting.

Validity of proxies

13.9 A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this Constitution.

Revocation of appointment of proxy

13.10 A vote given in accordance with the terms of a proxy document is valid despite the occurrence of any one or more of the following events if no

intimation in writing of any of those events has been received by the Organization at the Office before the commencement of the meeting or adjourned meeting at which the document is used:

13.10.1 The previous death or unsoundness of mind of the principal.

13.10.2 The revocation of the instrument or of the authority under which the instrument was executed.

14 Proceedings of the Board Convening of Board meetings

14.1 Any of the following persons may convene a meeting of the Board at any time:

14.1.1 The Chair.

14.1.2 Any two Directors.

Notice of Board meetings

14.2 Notice of each meeting of the Board must be given to each Director at least five business days before the meeting or at another time determined by resolution of the Board.

14.3 Despite that requirement, the Board may waive in writing the required period of notice for a particular meeting and it is not necessary to give a notice of a meeting of the Board to a Director who has been given leave of absence.

Mode of meeting for the Board

14.4 The Board meetings shall be held at such time and place or manner as the Board determines and may be conducted with participation by Directors in person or means of conference call or other communication facilities as permit all Directors participating in the meeting to hear each other simultaneously and such participation shall constitute a presence at a meeting of the Board as if those participating were present in person.

Elections and Quorum at Board meetings

14.5 Elections for Board members and officials of the organization who shall include but not limited to the Chair, Secretary, Treasurer and other

members shall be

conducted at an Annual General Meeting of the Members after every three (3) years following the year of the last election.

14.6 The tenure of office for all elected officials shall be three (3) years and shall be renewable once upon re-election. An official who has served for an aggregate six
(6) year period shall only be eligible for another election to the same or new position after a new set of officials have served for a minimum of three (3) years.

14.7 At a meeting of the Board, the number of Directors whose presence is necessary to constitute a quorum is two.

If the number of Directors is reduced below the number necessary for a quorum of the Board, the continuing Director or Directors may act only in any of the following circumstances:

14.7.1 In the case of emergency.

14.7.2 For the purpose of filling up vacancies.

14.7.3 For the purpose of convening a General Meeting.

Voting at Board meetings

14.8 Questions arising at a Board meeting must be decided by a majority of votes of Directors present and voting,

Chairperson at meetings

14.9 The Chair shall preside as chairperson at every meeting of the Board.

14.10 If there is no Chair or if at any meeting, the Chair is not present within 10 minutes after the time appointed for holding the meeting, or if being present, the Chair is unwilling to preside, the Board may choose a Director present to chair the meeting.

Chairperson's vote at Board meetings

14.11 In the event of a tied vote at meetings of the Board, the chairperson has a second or casting vote.

Participation where Directors interested

14.12 A Director must disclose any interest to the Board at a meeting in which the proposed contract is being taken under consideration. A Director who has a material personal interest in a matter that is being considered at a meeting of the Board must not do either of the following:

14.12.1 Be present while the matter is being considered at the meeting.

14.12.2 Vote in respect of that matter or that proposed resolution.

14.13 A Director may still execute on behalf of the Organization any document in respect of any contract or arrangement in which he or she is interested.

Validity of acts

14.14 All acts done by a meeting of the Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person or that they or any of them were disqualified or were not entitled to vote.

Minutes

14.15 The Board must cause minutes of all proceedings of General Meetings and of meetings of the Board to be entered, within one month after the relevant meeting is held, in books kept for the purpose.

14.16 The Board must cause all minutes communicating changes in the organization or in any other way relevant to the Regulator to be so filed with the Regulator within 14 days from the date of the meeting.

14.17 The Board must cause all minutes, except resolutions in writing treated as determinations of the Board, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

15 Directors'

Remuneration Payment

for expenses

15.1 Directors may be paid all travelling, accommodation, and other expenses

properly incurred by them in attending and returning from meetings of the Board or General Meeting or otherwise in the execution of their duties as Directors.

Directors fees

15.2 Subject to clauses 15.3 and 15.4, the Directors are not entitled to any remuneration by virtue only of their position as Directors.

Payment for services

15.3 A Director who, with the unanimous approval of the Board, other than the Director or Directors affected, is called upon to perform extra services or to make a special exertion or to undertake executive or other work for the Organization beyond or outside of the Director's ordinary duties or is engaged to provide any other service, may be paid a fee for those services, exertions or work. Such transactions must be reported in the annual report of the Organization as related party transactions.

15.4 The amount may be paid either by fixed sum or in such other manner as is determined by the Board.

16 No alternate Directors

16.1 No Director is entitled to appoint a person to act as an alternate Director for them.

16.2 Board Vacation of office

16.3 The office of Director becomes vacant if any of the following occurs:

16.3.1 If a receiving order is made against him or he marshaling any arrangement or composition with his creditors.

16.3.2 If the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

16.3.3 If the Director is absent without the consent of the Organization from the meetings of the Board held during a continuous period of six months.

16.3.4 If by notice in writing to the Organization he resigns his office.

16.3.5 If he is removed from office by a resolution duly passed under clause 11.2.

16.3.6 If he is a Member and is removed from Membership of the Organization pursuant to a resolution of the Organization under clause 7.4 hereof.

16.3.7 If he has been appointed a Director by virtue of being the Chief Executive Officer of the Organization and no longer holds this post.

17 Indemnity and Insurance

Indemnity

17.1 Every Officer, Director and other officer and every past Officer, Director and other officer of the Organization is indemnified by the Organization, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Organization or a subsidiary of the Organization, including legal costs and expenses incurred in defending an action.

Insurance premiums

17.2 The Organization may pay the premium on a contract insuring a person who is or has been an Officer, Director or other officer of the Organization to the fullest extent permitted by law.

18 Seals and execution of documents Custody of Seal

18.2 If the Organization has one, the Board must provide for the safe custody of the Seal.

Execution of documents

18.3 The Organization may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:

18.3.1 By two Directors.

18.3.2 By a Director and some other person appointed by the Board for the purpose.

18.4 The Organization may execute a document without the use of a seal if the document is signed by either of the following:

18.4.1 By two Directors.

18.4.2 By a Director and a Secretary.

18.4.3 By a Director or an Officer of the Organization provided that such Director or Officer is duly authorized to sign the document by the Board.

Official seals

18.5 The Organization may have for use in place of the Seal outside the jurisdiction where the Seal is kept one or more official seals, to be used in accordance with procedures approved by the Board.

19 Surplus assets on winding up or dissolution of the Organization

Remaining property after winding up or dissolution to be distributed to like organization

19.1 Upon the winding up or dissolution of the Organization, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to another non-profit making institution or some other institution which then satisfies both of the following requirements:

19.1.1 It has objects similar to the objects of the Organization.

19.1.2 Its constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 9.

Provided that such non-profit making institution or institutions shall be determined by the Members of the Organization at or before the time of dissolution, and in default thereof by a Judge of the High Court of SUDAN, and if and so far as effect cannot be given to the aforesaid provisions then to some other charitable object.

12 Audit and records Audit

12.1 A registered auditor must be appointed by a resolution put to the annual General Meeting. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with this Constitution.

12.2 A Member of the Board or other Officer of the Organization shall not be capable of being appointed Auditor of the Organization.

12.3 The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.

12.4 The remuneration of the Auditors of the Organization shall be fixed at the Annual General Meeting, except that the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

12.5 Every Auditor of the Organization shall have a right to see all vouchers of the Organization and shall be entitled to access at all times to the books and accounts and require from the Board and other Officers of the Organization such information and explanations as may be necessary for the performance of the duties of an Auditor.

12.6 The Auditor shall make a report to the Members of the accounts examined by them and on every balance sheet laid before the Organization at its annual General Meeting during their tenure of office, and the report shall state:

12.6.1 Whether or not they have obtained all the information and explanations they have required; and

12.6.2 Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Organization's affairs according to the best of their information and the explanation given to them, and as shown by the books of the Organization.

12.7 The balance sheet shall be signed on behalf of the Board by two of the members of the Board one of whom must be the nominee of the Principal Member, and the Auditor's report shall be attached to the balance sheet, or there shall be inserted at the foot of the balance sheet a reference to the report, and the report shall be presented to the Organization at the annual General Meeting, and shall be open to inspection by any Member.

20 Inspection of Books of Account and List of Members

20.1 The books of account and all documents relating thereto and list of Members of the Organization shall be available for inspection at the Office by any member of the Board or Member of the Organization on giving not less than seven days' notice in writing to the Organization.

21 Notices

Persons authorized to give notices

21.1 A notice by either the Organization or a Member in connection with this Constitution may be given on behalf of the Organization or Member by a Director or the Secretary of the Organization or Member.

21.2 The signature of a person on a notice given by the Organization may be written, printed, stamped or an electronic reproduction of a written signature.

Method of giving notices

21.3 In addition to the method for giving notices permitted by statute, a notice by the Organization or a Member in connection with this Constitution may be given to the addressee by any of the following means:

21.3.1 By delivering it to a street address of the addressee.

21.3.2 By sending it by prepaid ordinary post (airmail if outside SUDAN) to a street or postal address of the addressee.

21.3.3 By sending it by facsimile or e-mail to the facsimile number or e- mail address of the addressee.

Addresses for giving notices to Members

21.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.

21.5 The facsimile number or e-mail address of a Member is the number which the Member may specify by written notice to the Organization as the facsimile number or e-mail address to which notices may be sent to the Member.

Address for giving notices to the Organization

21.6 The street and postal address of the Organization is the Office.

21.7 The facsimile number or e-mail address of the Organization is the number which the Organization may specify by written notice to the Members as the facsimile number or e-mail address to which notices may be sent to the Organization.

Time notices are given

21.8 A notice given in accordance with this Constitution is to be taken as given, served and received at the following times:

21.8.1 If delivered in writing to the street address of the addressee, at the time of delivery.

21.8.2 If it is sent by post to the street or postal address of the addressee, on the 2nd (5th if outside SUDAN) business day after posting.

21.8.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Proof of giving notices

21.9 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of the relevant one of the following:

21.9.1 A transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee.

21.9.2 A print out of an acknowledgment of receipt of the e-mail.

Persons entitled to notice of meeting

21.10 Notice of every General Meeting must be given by a method authorized by this Constitution to all of the following persons:

21.10.1 Every Member.

21.10.2 Every Director.

21.11 No other person is entitled to receive notices of General Meeting.

22 Exercise of powers

22.1 Except as specifically contemplated to the contrary in this Constitution, the Organization may, in any manner permitted by the Act, exercise any power, take any action or engage in any conduct or procedure which is permitted under the Act.

23 Financial Year

The financial year of the Organization shall begin on the first day of January and end on the last day of December of every year.

Amendments to this Constitution

23.1 Subject to the provisions of the Act and Regulation of the Non Governmental Organizations Co-ordination Regulations of 2006, the Organization may by Special Resolution passed at a General Meeting of the Members, alter, amend, modify or repeal this Constitution or adopt a new Constitution or change the name of the Organization, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibition contained in clauses 9 and 19 hereof against distribution of the income, property and assets of the Organization to the Members.

24 Dissolution or Winding Up

24.1 The Organization shall not be dissolved or wound up except by a Special Resolution passed at a General Meeting of the Members. The quorum at the meeting shall be fifty percent of all Members of the Organization. If no quorum is obtained, the proposal to dissolve or wind up the Organization 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 Organization at least fourteen days before the date of the meeting. The quorum for this second meeting shall be the number of Members present

provided however that no dissolution or winding up shall be effected without the prior consent in writing of the Non-Governmental Organizations Co-ordination Board obtained upon application to the Executive Director for the time being of the Board and signed by three Officers of the Organization.

24.2 Upon dissolution of the Organization, its remaining assets shall be distributed to another Organization with similar objectives.

WE, the several persons whose names and addresses are subscribed hereby adopt this Constitution as the new Constitution of the Organization.