THE LAWS OF SOUTH SUDAN

THE NON-GOVERNMENTAL ORGANISATIONS ACT 2016

THE CONSTITUTION

OF

WOMEN RELIEF AID (WRA)

REGISTERED IN JUBA THIS ____ DAY 28 JAN 2022 ____ 2022

DIRECTORATE OF REGISTRATION AND NGOS AFFAIRS
Relief and Rehabilitation Commission (RRC)
JUBA-SOUTH SUDAN

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Acronyms

1. WRA	Women Relief Aid
2. The Board	Board of Trustees
3. General Assembly	General Assembly of WRA Ordinary or Extraordinary
4. NGOs	Non-Governmental Organizations
5. CSOs	Civil Society Organizations

Preamble

The members of the Women Relief Aid (WRA) are:

1. **Conscious** of the necessity for a South Sudan fit for vulnerable women and children's survival, optimal growth, protection, and development of its entire people.
2. **Committed** to strengthening the implementation and realization of vulnerable women and children rights and wellbeing.
3. **Believing** in the necessity for investing in the potential of the South Sudanese vulnerable women and children for a formidable force for positive change.
4. **Convinced** that it is an urgent priority to put vulnerable women and children on the public and political agenda through the promotion of supportive advocacy, policies and laws.
5. **Accountability** by combining responsibility with rights so that those who make decisions are also responsible for them.
6. **Respecting diversity** by taking into account national and regional contexts and the individual natures and characteristics of Members.
7. **Equality,** Affiliate Members, whatever their age, size, location or scale of income generation, shall have equal powers. Similarly, Associate Members shall also have equal powers amongst themselves.

Do hereby enact this Constitution as follows:

CHAPTER ONE

Identity of Women Relief Aid

Article 1: Name, Location, Governance and Slogan

1. The organization name shall be called, *"**Women Relief Aid"*** hereafter abbreviated as *WRA* shall be women led National Non-Governmental Organisation. It shall be the newest established women led national NGO to operate and provide immediate humanitarian, developmental and services for vulnerable women and children in South Sudan. WRA shall provide both technical cooperation, developmental response supports and services delivery to vulnerable women and children and shall be register in accordance with the laws and regulations in force in the Republic of South Sudan.
2. The Head Office of WRA shall be situated in Juba capital city of South Sudan. WRA shall be governed by a Board of Trustees duly endorsed by the supreme organ of WRA. The General Assembly in accordance with the provisions of ***Article 17(2)*** of this Constitution.
3. The official Motto/ Slogan of this organization shall be "***Hope for Women and Children in Crisis"***

Article 2: Vision, Mission, Objectives and Values

Vision of WRA

To provide immediate humanitarian assistance for relief, rehabilitation and reconstruction with particular focus on children and vulnerable women in South Sudan.

Mission of WRA

To provide humanitarian assistance for relief, rehabilitation and reconstruction, Women Relief Aid shall carry out advocacy and training programs on SRHR, HIV & gender justice, child protection, women livelihood, women education, strengthens the public understanding on women human sexual+ rights, the relationship between sexuality, development and social justice.

Objectives of WRA

1. To provide humanitarian assistance for relief, rehabilitation and reconstruction during and post emergencies in recognition of children and women welfares of the affected population.
2. To build the capacity of women CBOs, local NGOs, CSOs through training and providing financial support.
3. To provide social support, guidance, counseling, and legal aid to children and women reportedly or allegedly involved in criminal cases either in police/ judicial custody or facing problems of domestic violence.
4. To raise awareness on the status of children and women by empowering them to lead community actions that promotes equality and justice for all.
5. To build alliances with men and other networks working for the promotion of women and children empowerment and emancipation.
6. To work for the children and women eradication of injustices from the society by promoting measures for the provision of speedy justice to common man, irrespective of gender, color, creed, ethnicity, race etc. with special focus on disadvantaged groups.
7. To strengthen children and women by creating opportunities through advocacy, education, collaboration and litigation.

8. To conduct, coordinate, facilitate, and organize training courses for staff, associates, beneficiaries of the society, development agencies. Legal fraternity, governmental bodies and other stakeholders etc.
9. To support, establish centers for the guidance and help of children, women victims and affected persons who had suffered/suffering at the altar of our judicial system.
10. To sponsor children and women health programs and other women projects in recognition of women basic needs in South Sudan.
11. To conduct research studies on children and women related issues/ challenges including GBV, women illiteracy for new reforms in South Sudan.

Our Values

The Organisation and its members shall operate and abide by the following core values:

1. **Mutual Respect**, requiring them to recognize the innate worth of all people and the value of diversity;
2. **Equity and Justice**, requiring them to work to ensure equal opportunity for everyone, irrespective of race, age, gender, sexual orientation, HIV status, color, class, ethnicity, disability, location or religion;
3. **Honesty and Transparency,** being accountable at all levels for the effectiveness of their actions and open in their judgments and communications with others;
4. **Solidarity with the poor, powerless and excluded** shall be the only bias in their commitment to the fight against poverty;
5. **Courage of Conviction**, requiring them to be creative and radical, bold and innovative without fear of failure in pursuit of making the greatest possible impact on the causes of poverty;
6. **Independence** from any religious or party-political affiliation;
7. **Humility** in their presentation and behavior, recognizing that they are part of a wider alliance against poverty.

Article 3: Languages of WRA

1. The official languages of WRA shall be English.
2. The National Language of the State or County of the operation shall be use.
3. Additional languages may be incorporated when the need arises as proposed by the Board of Trustees and approved by the General Assembly for the cases of South Sudan or beyond.

Article 4: Legal Status/ Capacity

1. Women Relief Aid shall be non-apolitical, non-religious Organization.
2. Women Relief Aid shall have its own legal personality distinct from that of its members, capable of suing and be sued in its own name, enjoying perpetual succession, and, owning and disposing of any property or any rights therein and other possessions.

Article 5: Non-Profit Status

1. Women Relief Aid is not formed and does not exist for the purpose of conducting any business with the aim of making any gain or profit.
2. The assets and income of Women Relief Aid shall solely be used for the perpetuation of the objectives of Women Relief Aid.
3. No portion of the assets or income of Women Relief Aid shall be paid directly or indirectly by way of dividend to any person(s) or organization(s).
4. Women Relief Aid may remunerate the services conducted by organizations or individuals within its membership provided that there are clear contractual and legally binding

arrangements for the execution of such services and that they are carried out within the ordinary scope of Women Relief Organization's activities, subject to the provisions of ***Article 2*** of this Constitution.

Article 6: Membership: Eligibility, Accession and Termination

1. Membership of Women Relief Aid is open to women and children focused organizations, networks, institutions and individuals working in South Sudan and beyond Africa in the areas of women and children wellbeing.
2. (a) Any individual or organization or institution wishing to be a member of Women Relief Aid shall apply, in writing to the Board of Directors. The Board of Directors shall consider such an application expeditiously and determine whether;
    (i) the applicant is eligible for membership under section 1 above, and
    (ii) the application is duly authorized by the organization's/institution's decision-making body,
    (iii) the application is supported by a letter of reference from a credible referee.

   (b) The Board of Directors may admit or refuse to accept an applicant to membership of Women Relief Aid and shall notify the applicant in writing of its decision.

3. The Board of Directors shall draw a membership registration form which shall define membership eligibility criteria. The criteria shall be subject to review by the Board on the proposal of the General Assembly of Women Relief Aid.
4. Subject to the provisions of section 2 of this Article, the applicant shall become a member of Women Relief Aid with effect from the date of issuance of a letter of acceptance by the Board of Directors.
5. The rejection of an application for membership need not be justified.
6. Membership of Women Relief Aid shall comprise the following categories:
    a) Full Members;
    b) Associate Members;
    c) Honorary Members; and
    d) Such other category of members as the Directors may from time to time determine.
7. A category membership confers certain rights and privileges.
    a. Full Members shall be individuals and organizations who have been admitted to membership by the Directors upon such terms and conditions as the Directors may determine from time to time.
    b. Associate Members shall comprise of development partners, corporations, societies, associations and other groups, whether incorporated or not, who are admitted as such by the Directors upon such terms and conditions as the Directors may determine from time to time.
    c. Honorary Members shall be individuals or corporations who have been admitted by the Directors as such on account of having rendered exceptional service to WRA or more generally towards the promotion of the wellbeing of children/youth in Africa.
8. Only Full Membership confers voting rights.
9. Associate and Honorary Members shall, for all purposes of quorum, be treated as Full Members. Associate and Honorary members shall be accorded observer status only during the General Assembly.
10. Associate and Honorary Members are designated subject to the provisions of ***Article 12 (2) (c)(iv).***
11. Membership of WRA shall not be transferable.
12. Membership shall cease in any of the following circumstances:
    a) if at any time a member gives notice of resignation in writing to the Directors of WRA.

b) if a member breaches the terms and conditions of membership and the Directors resolve to terminate membership upon the failure of the member to remedy such breach at the expiry of a reasonable notice given by the Directors.
c) if any member dies, or in the case of an Organization, if ceases to exist or is put under bankruptcy proceedings.
d) if any sum due from a member to the Organization is not paid in full within three (3) months of it falling due, subject to the express right of the Directors to terminate membership under section ***14(a)(iii)*** of this article.

13. A member may resign from WRA by a written notice to the Board of Directors, provided that such notice in the case of membership of an Organization is duly authorized by the body of that organization. Such an organization or individual shall cease to be a member of WRA with effect from the date of receipt of the written notice of resignation by the Board of Directors
14. (a) Subject to the provisions of paragraph (c)(iii) of this section below, the Board of Directors may declare that an individual, institution or organization has ceased to be a member of WRA if that individual, institution or organization:
    (i) has ceased to be an eligible member pursuant to sections 12 and 13 of this Article above;
    (ii) tenders a letter of resignation of his/her/its membership subject to section 12 (a) of this Article above;
    (iii) fails to pay any subscription fee or any installment thereof within one month after the due date of payment;
    (iv) has failed without just cause to attend three consecutive General Assembly meetings of WRA of which the member was given due notice;
    (v) is involved in, or has committed or abetted some conduct which is inconsistent with membership of WRA or demonstrated such grave conduct which seriously undermines, tarnishes and/or compromises the integrity and/or interests of WRA as: usurping the name or title of WRA for private ends; defaming WRA; indulging in any corrupt or dishonest activity or practice whether connected or not to WRA; making secret profit from WRA's Funds; defrauding WRA; mismanaging WRA's funds; demonstrating remarkable insubordination; and being subjected to any criminal sanction(s) amounting to loss of liberty or closure of premises, as the case may be, for offences related to the misuse or destruction of property, financial crimes, seditious activities or other grave personal criminal conduct, or, being subjected to any civil sanction(s) amounting to a temporal suspension of more than six months or a definite suspension or, forfeiture of rights or insolvency/liquidation procedures in the case of legal entities.

(b) Before making a cessation of membership declaration pursuant to paragraph (a) (iii) and (iv) above, the Board of Directors shall, if and when necessary, inform the member of its intention to make such a declaration, and give such a member reasonable opportunity to make representation with respect to such an intention.

(c) (i) If at a duly convened meeting of the General Assembly, two-thirds or more of member's present resolve that a member should be expelled on the ground of persistently and seriously undermining or prejudicing the objectives of WRA pursuant to paragraph (a)(v) above, such individual or institution or organization shall cease to be a member of WRA with effect from the date of such a resolution, provided that the matter was an item on the agenda of the meeting.

(ii) The Board of Directors shall ensure that, the member concerned is given reasonable notice in writing, of the intention to move the resolution and the reasons thereof.

(iii) A representative of the member concerned shall be permitted, where necessary, to attend and address the meeting before such a resolution is passed. This address shall neither be a plea nor a defense or an opportunity for presenting a defense for reconsideration of membership.

(d) (i) Any institution or individual or Organization whose membership in WRA is terminated pursuant to paragraph (a)(i), (iii) and (iv) above may reapply for membership on regaining its eligibility status under section 4 above or full payment of the outstanding dues or pledge beyond reasonable doubt to resume future attendances, as the case may be.

(ii) A member who is expelled pursuant to paragraph (a) (v) above may not be re-admitted, except by a resolution of the General Assembly passed by a two thirds majority vote at the subsequent General Assembly following the one where the decision to expel the member was taken.

Article 7: Membership dues and other dues/ contributions

1. The annual subscription of WRA shall be set by the General Assembly and shall be payable in January for existing members and within three months of admission for new members.
2. Only Full Members shall pay the annual subscription.
3. Full Members, Associate members and Honorary Members shall from time to time make any such contributions as may be required by WRA or may affect any voluntary payments as they might deem necessary, towards the achievement/ advancement of WRA's set objectives, pursuant to Article 2 of this Constitution.
4. A person, who is admitted into Full Membership after 30 June in any year, shall pay half the subscription for that year.
5. The ordinary General Assembly of WRA shall have the power to determine and vary the current subscription by ordinary resolution.

Article 8: Membership Rights

1. Any member may share information, make proposals, put motions at meetings or initiate discussions and debates at general or extraordinary meetings on matters relevant to the business of WRA.
2. Full Members may submit written questions to the Directors on matters pertaining to the management of WRA, not more than twice in the course of each year and written responses thereto shall be provided within one month of such submission. If the matter(s) for which responses are required constitute the business of the next General Assembly or Extraordinary General Assembly, as the case may be, which has been duly convened, such responses shall be given at this meeting.
3. Subject to Article 13(3) and (4), only Full Members of WRA shall be entitled to vote during at meetings and at any proceedings. They shall equally have the right to requisition Extraordinary General Assembly meetings subject to Article 12(3)(c).
4. Membership rights including voting rights shall be affected by non-payment payment of dues.
5. The Membership rights under this Article are not exhaustive and may be added or altered periodically by a General Assembly resolution.

CHAPTER TWO

Organization of WRA

Article 9: Management Organs

WRA shall have the following organs:

a) The General Assembly,
b) The Board of Trustees, and
c) The Secretariat.

Article 10: The General Assembly status

1. The Members of WRA shall constitute the General Assembly.
2. The General Assembly shall be the highest decision making body and the supreme source of authority of WRA.
3. The General Assembly shall delegate its powers to run the affairs and manage the business of WRA to the Board of Trustees.
4. The General Assembly sessions may be Ordinary General Assembly or extraordinary-Extraordinary General Assembly.
5. The Ordinary General Assembly is the normal biennial General Assembly session. The Extraordinary General Assembly is an urgent special session of the General Assembly and shall be called either on the request of the Board of Trustees or upon a written request of the Full Members of WRA subject to the provisions of Article 12(3) to promptly discuss an important matter arising.
6. A member shall be entitled to nominate one individual to represent the member at General Assembly sessions.
7. The Chairperson and all organs of WRA are directly answerable to the General Assembly of WRA.

Article 11: The Powers of the General Assembly

1. The General Assembly shall exercise the following powers:
   (a) decide, subject to this Constitution, the general orientations, strategies, programmes and projects of WRA,
   (b) elect the board of chairperson of WRA, in conformity with Article 17(2) (b) of this Constitution,
   (c) endorse the election of board members representing regions in conformity with Article 17(2)(a) of this Constitution,
   (d) appoint the external Auditor of WRA,
   (e) review and approve the reports of the Secretariat and the Board of Trustees and other bodies that the General Assembly may establish from time to time to execute the objectives of WRA,
   (f) approve the Auditor's report and to adopt the budget,
   (g) fix membership subscription fees, and
   (h) Amend the Constitution.
2. The General Assembly shall be chaired by the board chairperson of WRA, failing which it shall be chaired by a Custodian designated by a simple majority of the Board of Trustees.

Article 12 General Assembly mandate, quorums and majorities

1. Pursuant to article 10 (4) there are two types of general assembly to conduct the affairs of WRA: Ordinary General Assembly and Extraordinary General Assembly.
2. The Ordinary General Assembly

(a) The General Ordinary Meeting shall hold every second year-biennially.

(b) The Chairperson shall convene the ordinary General Assembly of WRA and shall cause to be issued prior written notice of the meeting specifying the place, date and business of the meeting to all members attending the meeting not less than 6 (six) weeks before the date of the meeting.

(c) The business of the Ordinary General Assembly shall generally be to define the policy orientation of WRA for execution by the Secretariat and follow up by the Board of Trustees. Specifically, the business of the Ordinary General Assembly shall be to:

(i) present and adopt the annual report on the activities of WRA by the Chairperson,

(ii) receive and consider the Auditor's financial report on the accounts and the Treasurer's report on the financial position of WRA,

(iii) elect or re-elect Directors and the members of any ad hoc organ put in place by the General Assembly, where necessary,

(iv) appoint the Auditor and designate Associate and Honorary members or to confirm that they remain,

(v) fix the subscription for the current year, and

(vi) discuss or examine any other matter that may be deemed appropriate.

(d) Duly adopted resolutions and decisions of the Ordinary General Assembly shall be binding on all members and WRA.

(e) Any member who shall be dissatisfied or prejudiced by such resolutions or decision may submit such complaint to an ad hoc dispute resolution mechanism set up for such purpose by the Board of Trustees.

3. ***Extraordinary General Assembly***

(a) An Extraordinary General Assembly shall be convened at any time to handle matters requiring immediate attention affecting (or that might affect) WRA, which cannot be stayed till the very next Ordinary General Assembly.

(b) The Chairperson of WRA may convene an Extraordinary General Assembly, provided that two-thirds of the members of the Board of Trustees approve of such a meeting.

(c) An Extraordinary General Assembly may also be convened either upon a resolution of a two-thirds majority of the Directors or a requisition by two-thirds of the Full Members setting out the resolution or resolutions to be proposed thereat. If the Secretariat does not give notice of the meeting pursuant to the requisition on or before the expiry of 14 days from service of the requisition, the requisitions or any one or more of them on behalf of the others may give notice of the meeting.

(d) The business which may be conducted at an Extraordinary General Assembly shall be one or more of the following:

(i) removal all or any of the officers, Directors or Auditors of WRA and fill the vacancies thereby caused, where necessary,

(ii) examination of a serious situation of mismanagement of funds, fraud or other corrupt or irregular practice(s) engendered by or abetted by a staff or member of WRA,

(iii) termination of Full membership pursuant to Article 6(14)(a)(v) of this Constitution,

(iv) amendment of this Constitution, or

(v) dissolution of WRA.

(e) There shall not be more than one Extra-ordinary General Assembly between two Ordinary General Assembly meetings.

4. Proceedings, quorums and majorities at Annual and Extraordinary General assemblies

(a) Not less than twenty-one days' prior notice in writing setting out the resolutions to be proposed at the meeting shall be sent to every member, at their last known addresses.
(b) The quorums for the Ordinary General Assembly shall be at least half of all registered members of WRA while, for extraordinary meetings, it shall be at least one-third of all the registered members.
(c) Resolutions at the Ordinary General Assembly are adopted by a simple majority while resolutions at extraordinary meetings shall be adopted by at least a two-thirds majority of the members present and voting, subject to other special majorities that may be envisaged for specific situations defined under this Constitution.
(d) Each Member shall have one vote on every resolution.
(e) In the event of equality in voting at a General Assembly the Chairman (or acting chairman at that meeting) shall have a second or casting vote, but there shall be no second or casting vote on any resolution proposed at an extraordinary General Assembly.

Article 13: Voting Rights

1. Subject to the provisions of Article 10(6) and section (3) and (4) of this Article below, Full Members of WRA shall be entitled to one vote each in regard to all matters submitted before a General Assembly.
2. A member of WRA being a natural person may cast his/her vote in person or by proxy.
3. A Member which is a legal entity such as an Organization or an institution shall cast its vote by proxy.
4. Full Members' voting rights shall be affected by non-payment payment of dues.

Article 14: The Board of Trustees/Directors

1. Subject to Article 1(3) of this Constitution, The Board of Trustees shall manage the affairs of WRA.
2. Director/ directors can only be natural persons who are Full Members of WRA.
3. The Board of Trustee/ Directors shall comprise of only seven members representing task with at least roles to perform.
4. Each task shall designate one Custodian to represent the department on the Board of Trustees.
5. The number of Directors shall not be less than three or more than seven. The number of Directors at any given time shall be uneven.
6. Pursuant to Article 12 (2) (c) (iii), The Ordinary General Assembly may cause an increase in the number of Directors at any given time within the margin in the preceding section (5) if deemed necessary and shall take gender considerations into account.
7. The Board of Trustees shall draft guidelines for determining the number, composition and removal of Directors subject to the provisions of this Article, notably, sections (3) -(6) above, which shall be approved by the General Assembly.

Article 15: The Powers and Duties of the Board of Trustees (BOT)

1. Subject to the general orientation and defined by, and oversight of the General Assembly, the Board of Trustees shall administer and direct WRA and its staffs.
2. The Board of Trustees shall be entrusted with the following responsibilities:
   (a) ensure compliance to the objectives, principles and strategies,
   (b) ensure autonomy, integrity and continuity,
   (c) ensure implementation of activities,
   (d) oversee the smooth running of the activities of the Secretariat,
   (e) mobilize resources,

(f) oversee the financial management of the network,
(g) do any other task as may be necessary to achieve the objectives of WRA or as assigned by the General Assembly.

3. The Board of Trustees shall be answerable to the General Assembly

Article 16: Meetings of the Board of Trustees

1. The Board of Trustees shall meet at least twice a year at the initiative of the Chairperson of WRA.
2. Notice of all meetings shall be in writing, specifying the date, place and the business to be conducted during the meeting. Such notice shall be given not less than fourteen days before the date of the meeting.
3. Meetings may be held via video/ teleconferencing, in which case, members who take part shall be considered 'present'.
4. An extraordinary meeting of the Board of Trustees may be convened by the Chairperson at the request of a majority of members of the Board following the same procedure for convening an Extraordinary General Assembly of WRA notably that under Article 12(3)(c).
5. The Chairperson shall preside over all meetings of the Board of Trustees. In the absence of the Chairperson, the Board of Trustees shall designate a Custodian to preside over the meeting.
6. Decisions at Board of Trustees meetings shall be reached by consensus. If this is not possible, the matter shall be decided by a simple majority of Directors present and voting. In the event of equality of votes, the Chairperson or acting Chairperson at that meeting, as the case may be, shall have the casting vote.
7. The minutes of the Board of Trustees meeting shall be circulated to the members of the Board of Trustees within 30 days of the meeting.
8. No one shall be allowed to represent an institution or Organization at meetings of the Board of Trustees.
9. The Chairperson, with the approval of members of the Board of Trustees may invite any interested person to attend a meeting of the Board of Trustees and take part in its deliberations. Such a person shall not be entitled to vote at any Resolution or decision of the Board.
10. The Board of Trustees shall have powers to regulate the conduct of its meetings.
11. The quorum for the meetings of the Board of Trustees shall be half of its elected members and co-opted members.
12. A member elected or co-opted to the Board of Trustees, who fails, without just cause to take part in three consecutive meetings of the Board of Trustees, shall, after due process, and at the discretion of the members of the Board of Trustees be excluded from the Board.

Article 17: Elections and Nominations

1. Election of Organs

(a) Subject to the provisions of Article 12 (2) (c) (iii), the General Assembly shall appoint an independent ad hoc Elections Bureau of not more than three persons from the General Assembly to conduct elections.
(b) The Elections Bureau shall also serve as a conciliation body in the event of a dispute and its decision shall be binding and final on all the contesting parties.

2. Elections/Nominations Procedures

(a) ***Election of Directors***.

(i) Subject to the provisions of Article 14 (2) only Full Members of WRA shall qualify for nomination to the position of Custodian.

(ii) Directors shall be elected from their respective African geopolitical regions by members present as defined under ***Article 14 (3)***. Subject to article 14 (4) each region shall designate one Custodian who shall represented the region to ensure a fair representation of all the regions.
(iii) An invitation for nominations for membership to the Board of Trustees shall be circulated to all members of WRA at least 60 working days before the session of the General Assembly of the election year by the Secretariat.
(iv) following the nominations received by the Secretariat, during the General Assembly mentioned in sub paragraph (iii) above, each region shall recess and elect its Custodian that will represent it on the Board.
(v) The Elections Bureau shall be notified in writing by each region of its Custodian elect and the Bureau shall present all the Directors elect before the General Assembly for their respective endorsements by the Meeting.
(vi) The Board of Trustees may co-opt more Directors subject to the provisions of Article 14 (6) and (7), by virtue of their technical expertise, to provide value added impetus to WRA's activities. While exercising this prerogative, the Board shall take into consideration gender representation on the Board, if it so deems necessary.
(vii) Once elected, notified to the Bureau and endorsed by General Assembly at which the elections were held, the elected Directors together with those who shall have been co-opted by the elected Directors shall jointly constitute the 'Board of Trustees '.
(viii) Whether elected or co-opted, Directors shall serve a renewable term of two years.

(b) Election of Chairperson of WRA

(i) The General Assembly shall elect the Chairperson of WRA.
(ii) The General Assembly shall appoint a team of three representatives to work with the outgoing Directors to nominate candidates for the position of Chairperson.
(iii) The Chairperson shall thereafter be elected by the General Assembly from the list of candidates nominated.
(iv) The Chairperson shall be elected by a simple majority of all Full Members present and voting.
(v) The Chairperson of WRA shall be elected for a 3- year mandate renewable for one additional term only.

Article 18: The Secretariat

1. The Secretariat of WRA shall be hosted by an organization appointed by the General Assembly from amongst its Full Members on the approval of the Board of Trustees.
2. The Secretariat shall be headed by a Coordinator appointed by the Board of Trustees on the proposal of the Chairperson of WRA.
3. The Secretariat shall oversee the day-to-day running of WRA's activities and the Secretariat affairs under the general oversight of the Board of Trustees. Its main responsibilities include:
    a. Implementation of strategic plans
    b. Promoting WRA,
    c. Mobilizing resources and managing funds,
    d. Rendering services to the Board of Trustees ,
    e. Monitoring of The WRA's activities,
    f. Follow-up of membership affairs, and
    g. Any other such duties and responsibilities as may from time to time be conferred by the Board of Trustees.
4. The Secretariat shall comprise both permanent and non-permanent staff.

5. The permanent staff of the Secretariat shall be recruited under contracts of service for a one-year term which are renewable.
6. The non-permanent staff shall be appointed under contracts for service for specific tasks and for specified durations.

CHAPTER THREE

Finance and Accounting

Article 19: Income and Financial Transactions

1. The financial year of WRA shall run from January 1st through December 31st.
2. WRA shall derive income from membership dues, donations and legacies, public and private grants, sponsorships, and interest on investments, or revenue from events organized by WRA.
3. The Board of Trustees shall approve WRA budget prepared by the Secretariat. The budget shall be presented to the Board of Trustees by the end of the third quarter of each financial year preceding the one to which the budget relates.
4. The Secretariat shall be responsible for running the day-to-day finances of WRA and shall keep good and proper records of all the monies of WRA.

Article 20: Bank Account(s)

1. All funds received by or on behalf of WRA shall be first paid into a bank account in the name of WRA at bankers appointed by the Board of Trustees.
2. The Board of Trustees shall from time to time supervise the bank account(s) of WRA on behalf of WRA.
3. All monies received by WRA shall be paid into an account, and cheques and other instruments drawn on and directions to the bankers shall be signed by not less than two officers.
4. The Board of Trustees shall, by an instrument signed by them, appoint signatories to the bank accounts of WRA and define their mandate.
5. The bank account(s) of WRA will be managed according to internationally accepted standards and principles.

Article 21: Accounting and book keeping

1. At the end of each financial year, the accounts of WRA shall be balanced and drawn. There shall be prepared a statement of the assets and liabilities of WRA and a statement of income and expenditure during that year, which statements shall be audited by the external Auditor not more than 3 months after the end of the Financial Year.
2. The Secretariat shall keep full and proper accounts in respect of all WRA's transactions involving the receipts and expenditures of all funds and assets of WRA. These accounts shall be kept at the Head Office of WRA. Each full member or its designee may inspect a copy of such books and records in the course of the fiscal year during normal local working hours.
3. Copies of the audited statement of accounts shall be sent to every member with the notice convening the Ordinary General Assembly.
4. Subject to Article 11(1)(d), the external Auditor of WRA shall be appointed for two-year term renewable only once. The Auditor shall be a professional accountant or such other firm of certified public accountants and shall not be a member of WRA.
5. Subject to the provisions of Article 6(14) (a)(v) notably, any proof of mismanaging or defrauding of WRA's funds or other related corrupt practices by the officers of WRA or abetment thereof may be sanctioned through legal proceedings. Pursuant to Article 6(14)

(b)and (d)(ii), prior to such sanction, a hearing shall be conducted in respect of the alleged financial misconduct by an ad hoc Committee appointed by the Chairperson of WRA and approved by the Board of Trustees . The findings of the Committee shall be filed and reported to the General Assembly that requested the findings.

CHAPTER FOUR

Contracts and Property

Article 22: Property Acquisition and Entering into Contractual Engagements

1. WRA or any official or officer of WRA, shall not, except with a resolution passed by the General Assembly on the proposal of the Board of Trustees :
    a) borrow money, issue any guarantee or incur any other obligation
    b) make a loan
    c) encumber, sell, license, lease or otherwise transfer any of its assets
    d) grant a security interest in any of its assets
    e) purchase, lease or otherwise acquire any assets
    f) enter into any agreement committing WRA
    g) make any assignment for the benefit of creditors or file petition or otherwise seek protection for the Movement under any bankruptcy, insolvency or similar law.
2. The Movement shall be allowed to enter into the following contracts:
    1. leases for office space and equipment
    2. agreement for a line of credit from a bank
    3. contracts of service
    4. any other contracts approved by the Board of Trustees

3. Subject to section 1(g) of this Article, The Board of Trustees shall on behalf of WRA approve any acquisition of assets.

CHAPTER FIVE

Amendment of the Constitution and Dissolution of WRA

Article 23: Amendment

1. The General Assembly may, by resolution duly passed during a General Assembly, amend any provision of the Constitution, provided that:
    (a) Notice of the proposed amendment is given to all members at least six weeks before the meeting,
    (b) A two-third majority at the General Assembly agrees to the proposed amendment.

Article 24: Dissolution of WRA

1. WRA shall be dissolved if at least three-quarters of its members voting at a duly convened General Assembly so decide. The dissolution shall not be effective unless prior notice thereof is given to the Chairperson and the Board of Trustees six weeks before the meeting at which the proposed resolution for the dissolution is to be tabled.
2. WRA can also be dissolved under a court order.
3. In the event of such dissolution, the assets of WRA remaining after the discharge of its liabilities, shall not be transferred or distributed to any individual, but shall be given or

transferred to some other institution with similar objectives, and which similarly prohibits the distribution of its assets amongst its members.

4. The Board of Trustees or any member may not transfer, assign or encumber any interest in WRA's property without a resolution of the General Assembly to that effect. Subject to the foregoing, such interests shall be binding upon and inure to the institution succeeding WRA.
5. WRA's income and property shall not be distributed to its members or officers, except as reasonable compensation for service rendered.

CHAPTER SIX

Miscellaneous and Final Provisions

25. Any casual vacancy on the Board of Trustees or of any office including that of the Chairperson between General Assembly may be filled by the Board.

26. A member's employment status with WRA shall not affect or influence his/her/its membership status and vice versa. An employee who is nominated for a position on the Board of Trustees shall resign from his/her position at the Secretariat.

27. WRA shall facilitate or reimburse members for any reasonable expenses incurred while conducting the activities of WRA.

28. Any liabilities arising from unauthorized or non-ratified transactions or expenses carried out in the name of WRA shall not be borne by WRA.

29. Members shall not individually or collectively be responsible for any liabilities imputed or imputable on WRA.

30. At the time of registration, every member of WRA shall provide the Secretariat of WRA with its full valid physical, postal and/or electronic address(es) or fax number(s) for purposes communications and service of processes and other notices. Delivery of documents to such address shall be deemed effective delivery to the member. In the event of change of address or fax number, such other address or fax number as to which notice of change is given shall be valid.

31. Subject to article 1(1) and (2) of this Constitution, WRA shall execute and file any documents required by applicable law in connection with WRA and the conduct of its activities.

32. Any further rules and guidelines governing specific activities, procedures and the functioning of ad hoc organs/ committees expressly mentioned in this Constitution shall be drawn by the Board of Trustees except as otherwise stated under this constitution. Such rules and guidelines shall be appended to and are subjected to the express provisions of this Constitution.

33. This Constitution and the rights and obligations of the members of WRA arising there under, as well as, any dispute arising from its application and interpretation shall be resolved in accordance with the law(s) of the Republic of South Sudan including its conflict of law rules, if any.

34. Article headings in this Constitution are for convenient reference only and shall in no way affect the meaning or interpretation of any provisions of this Constitution.

35. The first members of the Board of Trustees and officers of WRA shall be such of the subscribers against whose respective names and addresses in the Annexure below, appears in the third column the rank or office to which they are respectively appointed.

APPENDIX I: BOARD OF TRUSTEES

Declaration by Board of Trustees of Women Relief Aid (WRA)

We the members of the **BOARD OF TRUSTEES OF WOMEN RELIEF AID (WRA)** have agreed to work together as Directors for the organization and, set in our hands to sign this document committing ourselves to work as a team in respect to uphold the common values and aspirations that brought us together using this constitution as our binding document.

Name	Nationality	Position	Signature
Acayo Rose John	South Sudanese	Member	Rose
Julia John Philip	South Sudanese	Member	
Odong Walter Okeny	South Sudanese	Member	

REGISTERED IN JUBA ..... DAY OF .....2022.

28 JAN 2022

ALL IN THE PRESENCE OF:

Atel

ATEL ONGEE PAITO, ESQ

ADVOCATE & COMMISSIONER FOR OATHS

Legacy Advocates, Solicitors & Commissioners For Oaths Juba, South Sudan

Drawn by:

Legacy advocates and solicitors,

Juba-South Sudan.