

**SOUTHERN SUDAN HUMANITARIAN ACTION DEVELOPMENT AGENCY INC
(SSHADA)**

Constitution and Bylaws Prepared by:

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Constitution and Bylaws
of the

**SOUTHERN SUDAN HUMANITARIAN ACTION DEVELOPMENT AGENCY INC.
SSHADA**

Revised April, 2011

PREAMBLE

SSHADA is a no-profit corporation and registered Canadian charitable organization born out of the necessity to provide support to the people of Southern Sudan who have suffered through a devastating civil war between the Government of Sudan in the north and the Sudan People's Liberation Army in the south. The war resulted in over two million casualties and four million people internally displaced or in refugee camps.

Due to the civil war, the people of Southern Sudan have undergone great hardship, many having no access to adequate medical care, no good shelters, hardly any clothes, no clean drinking water, poor diet, no quality education for the children and, for the internally displaced, no infrastructure or development of any kind.

As a result of the 2005 peace agreement between the Sudan central government in Khartoum and the Sudan People's Liberation Army/Movement, a referendum was held in January of 2011 to decide whether Southern Sudan should become a separate state. Almost 100% voted in favour of independence and a predetermined date of July 9th, 2011 has been set for the creation of an independent state.

The people of Southern Sudan now have high expectations as the government focuses on the task of nation building, security and rule of law. Their need for education, healthcare, rebuilding of infrastructure and public services is great. SSHADA's development and rehabilitation efforts are aimed at helping to rebuild these necessary services according to the wishes and direction of local communities. These efforts include rebuilding educational infrastructure and services, improving access to basic health care services and health care education, and promoting community involvement in acquiring basic skills, knowledge and materials for economic empowerment.

ARTICLES OF INCORPORATION

ARTICLE I - INITIATION

- a. The name of the organization shall be the **Southern Sudan Humanitarian Action Development Agency Inc**, hereafter referred to as **SSHADA**
- b. **Founded:** February 23, 2003
- c. **Founder:** Senos Robert Mono L.Timon

ARTICLE II - MISSION STATEMENTS

- a. To help the people of Southern Sudan in the rebuilding of war-torn communities and to facilitate sustainable community development initiatives that will help the people to become economically self reliant.

ARTICLE III - OBJECTIVES

- a. To support the people of Southern Sudan in the creation of necessary infrastructure and in enhancing their capacity for self-sufficiency.
- b. To raise awareness of the plight of the people of Southern Sudan and their efforts to rebuild their war-torn communities, in Canada and internationally.
- c. Facilitating the provision of information on international development and public education about global issues and networking with other organizations.

ARTICLE IV- MEMBERSHIP

- a. Groups and individuals who support the objectives of the organization are eligible for membership.
- b. The Board shall approve all memberships.
- c. The membership fee shall be approved at the Annual General Meeting.

ARTICLE V - MEMBERSHIPS CATEGORIES

- a. There shall be two membership categories.
- b. Group Members.
- c. Individual Memberships.
NOTE: Membership shall not be transferable.

ARTICLE VI - TERMINATION OF MEMBERSHIP

- a. Any member may withdraw membership by notice in writing to the Secretary.
- b. If annual fees are not paid within the first ninety (90) days of the fiscal year, the Board may terminate membership
- c. Misconduct and consistent actions contrary to the objectives of the organization and to this Constitution and By-laws, a membership may be suspended or terminated. Such member shall receive notice of the meeting at which membership status will be brought into question, and shall be entitled to attend and be heard.

ARTICLE VII - MEMBER VOTING RIGHTS

- a. Members shall have voting rights on all matters at General Membership Meetings.
- b. Group Members shall be entitled to two (2) voting delegates.
- c. Individual Members, **after one year of non-voting membership** shall have on vote.
- d. Resolutions of the General Membership shall be decided by the majority of members present, who are eligible to vote.
- e. Any person may stand for the election to the Board of Directors provided that he or she is nominated and seconded by a member.
- f. Election of Directors shall be by show of hands or by ballot if requested by a member.
- g. All other votes shall be by a show of hands unless requested by at least three members.

ARTICLE VIII - MEETING AND QUORUMS

1. The Annual General Meeting

- a. The Annual General Meeting shall be held within a four (4) month period following the end of the fiscal year. At least thirty (30) days written notice shall be given to the members of an upcoming Annual Meeting.
- b. The organization shall hold an Annual General Meeting for the following purpose:
 - i. To receive written reports from the President and the Board of Directors.
 - ii. To approve financial audited statements.
 - iii. To elect or appoint the Board of Directors.
 - iv. Any other business deemed necessary

2. General Meeting

- a. A General Meeting of the organization may be called by the President or requested in writing by at least 25% of the members.
- b. The time and place of each General Meeting shall be determined by the President or the Board.
- c. Notice shall be sent to all members of the date, time, place and agenda, twenty (20) days prior to the date of such meeting.
- d. A quorum shall consist of the delegates present, provided clause 2 (c) of this section has been met.
- e. The President and one-third (1/3) of the Board of Directors may call a special meeting of the Membership after having given no less than seven (7) days of advance notice.

ARTICLE IX - ORGANIZATION

1. Head Office

- a. The head office of the organization shall be located in Saskatoon, Saskatchewan in Canada and with field office in Southern Sudan. The President shall appoint the executive and staff for the day to day running of the field office.

2. FISCAL YEAR

- a. The Fiscal Year shall be from April 1 to March 31 of the following year.

3. SOURCES OF FUNDS

- a. Donations from individuals
- b. Fund raising events and activities
- c. Grants from Government, foundations, Non-governmental and charitable organizations.

4. USE OF FUND

- a. Funds shall be utilised for projects and operational activities of the organization.
- b. The use or transfer of funds over \$10,000 shall be executed only after approval by the executive.
- c. There must be joint signatures of at least two of the authorized executive members to conduct any bank transactions.

ARTICLE X - BOARD OF DIRECTORS

1. Composition

- a. The Board of Directors shall be composed of minimum of three (3) and maximum of six (6) elected or appointed members

2. Eligibility and Term of Election

- a. Members in good standing are eligible for election to the Board
- b. The Board of Director shall be elected to hold office for three years until the second annual meeting of the organization after his or her election, or until a successor shall have been duly elected and qualified.
- c. Directors shall be, eligible for re-election if otherwise qualified.
- d. Election will be by show of hands unless a ballot is requested by a member.

3. Vacancies

- a. If any vacancy should occur in the Board of Directors, the Board may appoint any member or non-member to serve the remaining part of the term as long as the minimum number of Directors are present at the appointment. Otherwise such vacancies shall be filled at the next Annual Meeting of the members at which Directors for the year are elected.

4. Removal of Directors

- a. Any Board member acting inappropriate or violating the Constitution or the By-laws of the organization may be removed from the office by a simple majority vote at General Meeting.

ARTICLE XI - POWERS OF DIRECTORS

- a. The Board of Directors shall administer the policies and programs of the organization.
- b. The Board of Directors may appoint committees or advisors when necessary and shall repost such appointments to the next General Meeting.
- c. The signing officers shall be to the following three
 - i. The President,
 - ii. Vice President
 - iii. Treasurer

ARTICLE XII - NOTICE OF MEETINGS

- a. All Meetings of the Board of Directors shall convene at the call of the President or Vice-President.
- b. A quorum of the Board of Directors shall consist of one-half of the Directors plus one.
- c. In the event of a planned absence of a Board member the quorum shall be adjusted accordingly
- d. Board of Directors shall meet twice in the fiscal year and the Executive Officers shall meet quarterly.

ARTICLE XIII - QUALIFICATIONS AND DUTIES

- a. Each member of the Board, except the Chair, shall have one vote at Board Meetings. In the case of a tie, the Chair shall have deciding vote.
- b. A simple majority of votes is required to conduct business.
- c. The Board shall review programs and approve financial statements policy.
- d. Nothing herein shall be construed to preclude any director from serving the organization as an employee, or as an independent contractor and receiving compensation thereafter.
- e. The Board of Directors shall approve the amount of director compensation and the type of reporting required in keeping with the organizations charitable aims.

ARTICLE XIV - EXECUTIVE OFFICERS

- a. Executive Officers shall be comprised of the following: President, Vice-President, Secretary and Treasurer. Executive Officers are selected by the Board of Directors. The Executive may act on behalf of the Board between Board meetings.
 1. **President**- the President shall:
 - i. Be the Chief Executive Officer and conduct the day to day business of the organization
 - ii. Call and chair all meetings of the Executive, the Board of Directors and general Membership.
 - iii. Be responsible for the implantation of policies and programs passed by the Board and /or the General Membership.
 - iv. Be a signing officer
 - v. May delegate duties to Board members and staff
 2. **Vice-President**-the Vice President shall:
 - i. Shall assist the President in implementation of the policies and the programs passed by the Board and/ or General Membership.
 - ii. Be responsible for fundraising activities
 - iii. Assume all duties of the president in his/ her absence.
 - iv. Be a signing officer
 3. **Secretary**- The Secretary shall:
 - i. Keep accurate records of all proceedings of the General, the Board of Directors and the Executive Officers meetings.
 - ii. Issue notices of meetings and keep records of communications and correspondence.
 - iii. In consultation with the President, may assign any portion of his/her duties to the staff.
 4. **Treasurer**- the Treasurer shall:
 - i. Review the finances of the organization to see to it that is accurate and transparent and to help ensure the viability and sustainability of the organization.
 - ii. Help prepare financial statements and books for audit as the Board of Directors and/ or meeting may require.
 - iii. Be a signing officer.

ARTICLE XV - AUDIT

The books of the organization shall be audited annually by an independent auditor. The audited report of the organization financial affairs must be presented to each Annual General Meeting.

ARTICLE XVI - AMENDMENTS

The objectives and constitution and the By-laws of the organization shall not be rescinded, altered or added to unless such proposed amendments have first been presented in writing to the Board if the Directors and all members at least twenty (20) days before the next General Meeting. Such proposed amendments must be passed by one-half plus one majority at the next General Meeting.

ARTICLE XVII - DISPOSITION OF PROPERTY

In the event of dissolution of the organization, any assets, including remaining monies, shall after payment of all debts and liabilities of the organization in accordance with the decision of the majority of the Board or membership in attendance at the meeting called for the purpose of determining distribution, such distribution to be made according to the law.