



Restoring Hopes, Inspiring Actions, Transforming Lives !!!

BY-LAWS OF CHRISTIAN ACTION FOR RELIEF AND DEVELOPMENT By-Laws, Wau-South Sudan, 2018

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ARTICLE 1

VISION, MISSION, MOTTO, CORE VALUES, GOAL & OBJECTIVES

Section 1.1. CARD Vision.

(Hereinafter called the "Organisation") Transformational Christian Community Development Agency in Africa, equipped to Transform People's Lives Wholistically.

Section 1.2. CARD Mission Statement.

(Hereinafter called the "Organisation") To Equip Transformational Christian Community Development Agency for the Transformation of People's Lives Wholistically, Through Integrations of Innovative Programmes, community empowerment and Stakeholders Engagement.

Section 1.3. CARD Motto Statement.

(Hereinafter called the "Organisation") Restoring Hopes, Inspiring Actions, Transformation Lives!!!

CARD Core Values

Section 1.4. Mutual Respect and Dignity.

Its requirement to all the board members and staff to recognize the innate worth of all people and the value of and appreciated the diversity, respect opinions, personality of others.

Section 1.5. Stewardship.

We strive to take good care of the resources, assets we are entrusted with and to sure that they are used accordingly and for the glory of God.

Section 1.6. Christian Ethical values.

We are committed to our Christian Ethical principles to love our neighbours as we love ourselves & care for one another, by willingly sacrifice our own resources for the good of other's, and where divine require we go down on our knees and pray for God intervention. We are committed not to do what is hateful to us, we don't do it to our fellow being. This is the entire core value; all the rest is commentary.

Section 1.7. Faith, Hopes with determination.

When hope is crushed, the heart is crushed but a wish come true fills you with joy" (Proverbs 13:12) our faith is built on what we know is there though we cannot see it now but we are sure of getting it. It's by faith that keeps us moving on ward with determination to face the present challenges and hope the future will get better than the present time.

Section 1.8. Excellence in Services Delivery.

We are yearning to offer quality products and excellence service that is worth, acceptable, meaningful and relevant to the needs of the people.

Section 1.9. Equity, fairness and justice for all.

We are endeavour to equity, fairness, justice for all & equal of opportunity, fairness in wages, justice for everyone, irrespective of race, age, gender, sexual orientation, colour, class, ethnicity, disability and location or religion.

Section 1.10. Transparency, integrity & accountability.

We are committed to integrity and transparency in financial report must be accuracy and completeness and making them accessible to stakeholders. To follow policy and procedures and declare any personal interests that might conflict with official duties and commit to our morals and legal duty principle to give explanation on demand.

Section 1.11. Solidarity with the vulnerable groups and marginalized community.

We Stand up together for the powerless, vulnerable groups and marginalized community and give them necessary materialistic support they need and spiritual supports.

Section 1.12. Teamwork.

We strongly believe in teamwork, because we know together we stand, divided we fall, together we are strong, divided we are weak, together each one of us does wonders and

more, divided we each one of us does less. God has given us different talents so that we must live together and work together as a team

Organisational Goals

Section 1.13. Increase food security and sustainable Livelihood for poor people.

To reduce extreme poverty & hunger and promote sustainable economic development and agriculture production to increase Food & Nutrition Security and Sustainable Livelihoods for the poor and marginalized People.

Section 1.14. Enhance Education Facilities

To ensure that education facilities are equipped and accessible for both boys and girls to quality basic education service for all.

Section 1.15. To promote peaceful, & reconciliation

To promote peaceful, & reconciliation unity and inclusive ethnics for sustainable social economic development & comprehensive unify institutions provide justice for all

Section 1.16 Advance God Kingdom and Make Him Known.

To ensure that the Gospel of Christ is preached and reach out to unbelievers, people converted, live transformed, disciple and are yearning for spiritual growth.

Section 1.17. Strengthened Partnership locally & internationally

To strengthened Partnership with both local and international Development Agencies for Sustainable Community Development and lives transformation.

Section 1.18. Enhance Stakeholder's engagement & participation.

To ensure project stakeholders are fully engage and participate in community development programs and become active partners in project planning, management and monitoring to enhance program sustainability and project ownership

Section 1.19. Improve access to quality sufficient safe drinking water.

To ensure that areas that are classified water insecure have access to quality and sufficient safe drinking water and capacity building water management committees for the sustainable management and personal hygiene practices.

Organisation's Objectives

Section 1.20. Enhance capacity of vulnerable community.

Enhance capacity of vulnerable community in developmental programmes and access to sustainable Livelihoods programmes to eradicate extreme poverty among the poor and marginalized communities in Bahr el Ghazal

Section 1.21. Improve agriculture Productivity for sustainable food production.

By reduce level of poverty at least by half of the proportion of population by improving in Food Nutrition Security productions and ensure sustainable food production systems and implement resilient agricultural practices result in high volume of quality productivity and production.

Section 1.22. Enhance school learning facilitates.

By ensure that children both boys and girls have access to quality educational opportunities and afford to complete free primary school certificates and secondary education leading to high education. By ensure that school learning facilities are well equipped and conducive for learning.

Section 1.23. Promote Peace building and conflict transformation.

Ensure that different community are reconciled and capacity is built in peace building and conflict transformation they become aware of their roles and responsibilities are able solve communal conflict in Bahr el Ghazal Region.

Section 1.25. Provide sufficient water to areas classified water insecurity.

Via ensure that all areas that are classified as water insecure have access to and afford quality safe drinking water and hygiene practices.

Section 1.26. Preach the good news and discipleship programme

By Ensure that communities are transformed with God's Word through discipleship training.

Section 1.27. Provide emergency lifesaving activities.

Reduce the high level of suffering of vulnerable groups at least by half of the proportion of population by provide of emergency lifesaving and food relief assistance.

ARTICLE 2

ORGANISATIONS WORKING PRINCIPLES

Section 2.1. Community Engagement.

We believe community are they custodians and actors to improve their own wellbeing conditions. Hence we are committed to engage and bring all stakeholders on board to own the process and take collective responsibilities so that they can build new communities and alternative structures which empower the poor and enable all people to become subjects of their own destiny. Our aim is to let the community take the project ownerships, to meet their needs / expectations, address their issues as Well as contributing to learning and innovation in products and processes, and enhance the sustainability to enhance their quality of lives.

Section 2.2. Community Empowerment.

CARD is committed to empower vulnerable communities with Developmental skills and Leadership empowerment, economic empowerment, spiritual development for the transformation of community's living standard. We aim to equip the community with relevant skills and knowledge to enable them to participate in nation building, and contribute to economic growth and benefit from growth process in ways that recognize the value of their contributions, dignity and power to influence decision on a fairer distribution of the benefits of growth. We nurture community's spiritual to grow in the faith in Christ and become Christ centred community equipped for God's services and enhance sustainable community development and leadership development.

Section 2.3. Community Participating.

We strongly believe in community participation in the project, because it is the heart that pumps the community's life blood-its citizens into the community's projects to take ownership and to enhance project sustainability. Community's participation in project it makes them feel they are not only participants but valuable and recognizable people whose ideas, opinions, skills, experience counts. We ensure that stakeholders participate in project through various ways, actions, in decision making and in project design and planning. Their participation in project/programme enable them to have a degree of power and control in the processes with which they are involved and influence decisions that affect them.

Section 2.4 Christ Centered community agency.

CARD mission is to transform vulnerable Community's Lives Wholistically through Integrations of community developmental Innovative Programmes, community empowerment and Stakeholders Engagement. We strive to enhance the lives of the poor's Spiritually, Socially, Economically, Educationally, Healthily, Physically, Psychologically Developmentally, Spiritual development is one of the aspects in which CARD intended to bring transformation through proclamation of the good news to the poor and disciple them for God services to transform God's people through discipleship programmes.

We are not immune to relief and development physical needs only. We are holistic in nature in that we diversify development programs based on community needs and within the context but more importantly we proclaim God's Word to the people we serve. We believe that no single organization can bring permanent solution to community's situation except God. We disciple people to deepen their faith in Christ and grow spiritual.

Section 2.5. Community development in action-for Lives transformation.

CARD is stand for Christian Action and our motto to inspiring this actions. It is driven from Book of (James 2:18) which talk about God-talk without God-acts is outrageous nonsense. Faith and works, works and faith, fit together hand in glove. We are committed to inspiring the spirit of action in communities wherever we work to be active and productive member in the society and to transform their lives.

We believe! With our words, life story we can inspire them but word alone without actions cannot bring really change in people lives. Radical changes and life transformation can only be experience when person make personal decision and action to change his/her life status. CARD motto is to inspiring the spirit of action to transform Lives.

Action speak more loudly than words, CARD work to ensure that community are not only engage but involve in physical action. We believe that no community will benefit from words without taking imitative action, our working principles is to ensure that community

are not only engage in project but involve them and take action. This will make them to become leading actors of their own lives transformation and permit them to move from being beneficiaries of external development interventions to generators of their own development and donor to themselves.

Community development in action make people more responsible of their actions and accountability for their works. With this approach come sense of ownership and accountability and they become solution to their own problems, and become more proactive to identify their challenges that face them and take appropriately action to address them.

Section 2.6. Noted:

These are our community working principles which we believe will enhance project ownership, sustainable community's development programs, lives transformation and make them become self-confidence community, self-reliance and productive members of society, Self-supporting Community, self-propagating community, Self-Governing Community finally master of their own development programs

ARTICLE .3

PRINCIPLES FOR PARTNERSHIP & COLLABORATION¹

Section 3.1. Mission consistency.

The organization shall collaborate with other entities only if the relationship is consistent with the mission of the CARD.

Section 3.2. Shared values.

The organization shall collaborate on the basis of shared values, common ground, and for the good of society.

Section 3.3. Mutual benefit.

¹ Code of Ethics and conduct for NGOs, World Association of Non-Governmental Organizations WANGO ©2004

CARD shall collaborate on the basis of equitable and genuine mutual benefit to each organization.

Section 3.4. Transparency

CARD collaboration shall allow financial transparency and a two-way flow of information, ideas, and experiences.

Section 3.5. Adaptive to change

CARD shall collaborations with organizations that are adaptive to change. Changes in the relationship are to be developed through cooperation, and not forced by one or the other organization.

Section 3.6. Networking.²

CARD shall network with other ethical NGOs as a means for promoting the growth, effectiveness and efficiency of the NGOs sector and the ability to advance the public good

Section 3.7. Common objectives.

When discovery there is overlapping missions, values, and target groups CARD shall refrain from competing with other partners when it would be beneficial for the common target groups and for the achievement of common objectives.

Section 3.8. Competition and service duplication

When overlapping missions, values, and target groups card shall refrain from competing with other organizations and shall refrain from unnecessary duplication of services and disruption of each other's projects.

Section 3.9. Information sharing

Organization with overlapping missions, values and target groups should share relevant project information with cards and civil society organizations, and mutually support each other.

² Code of Ethics and conduct for NGOs, World Association of Non-Governmental Organizations WANGO ©2004

Section 3.10. Support for other NGO

CARD shall express solidarity with organizations and actions of other NGOs, and promote the effectiveness and success of other NGOs, as long it does not compromise the integrity or values of the CARD.

Section 3.11. Networking.

CARD shall network with other ethical NGOs as a means for promoting the growth, effectiveness and efficiency of the NGO sector and the ability to advance the public good.

Section 3.12. NGO objectives and independence.

CARD shall enter into a partnership agreement with a government or intergovernmental body only when it is beneficial to achievement of CARD's objectives and does not compromise the independence or self-control of the organization.

Section 3.13. Appropriate and mutually beneficial.

CARD shall seek to dialogue and cooperate with government and intergovernmental agencies when such cooperation would be both appropriate and mutually beneficial and could increase card's effectiveness in dealing with issues and priorities in its agenda.

Section 3.14. Political favour.

CARD shall not change its policies or non-partisan nature in order to curry political favour.

Section 3.15. NGO objectives and independence.

CARD shall enter into collaboration with a for-profit corporation only when it is beneficial to achievement of CARD's objectives and does not compromise the independence or self-control of the organization.

Section 3.16. Mission-led.

CARD shall not enter into collaboration with a for-profit corporation if motivated by financial reasons that are independent of achieving its mission objectives.

Section 3.17. Market advantage.

CARD shall not enter into collaboration with a for-profit corporation if the main motivation of the corporation is to gain a market advantage over competitors³

ARTICLE .4

Name, Officers, Legality, Tax Exemption and Location

Section 4.1. Name and Nature.

The name of this organisation shall be Christian Action for Relief and Development CARD National non-profit organisation, Non-governmental incorporated in Juba, by the South Sudan Relief and Rehabilitation Commission (RRC), under the Registration of NGOs, CBOS, SOCITEIS AND ASSOCIATIONS in which it registered Under the Chapter 3, Section 10 of NGOs Act, 2016 henceforth referred to as the National Organisation⁴

Section 4. 2. Principal Office.

The principal office of the Organisation shall be located at Wau State, Between Governor's Palace and Wau Teaching Hospital. The head quarter office may be located in Juba City where the Board of Directors considers it to be most beneficial and Regional Office will be in Wau State South Sudan.

Section 4.3. Other Offices.

The Organisation may have offices at such other places in South Sudan or outside the country as the Board of Directors may designate or as the affairs of the organisation may require from time to time.

³ Code of Ethics and conduct for NGOs, World Association of Non-Governmental Organizations WANGO ©2004

⁴ South Sudan Relief and Rehabilitation Commission RRC, Republic of South Sudan NGO Act, 2016

Section 4.4. Organisation Status.

This organization shall be being voluntary Christian based development organisation, non-political, non-profit making organization, Non –partisan, a South Sudanese Christian National organization, development wing of the Internal Province of the Episcopal Church of South Sudan & Diocese of Wau.

Section 4.5. It shall be legally incorporated and registered by RRC

The South Sudan Relief and Rehabilitation Commission RRC under the Chapter 3, Section 10 of NGOs Act, 2016 henceforth referred to as the National Organisation. Under NGOs Acts, 2016, for The Registration of NGOs, CBOs, societies and associations in which it registered as National Organisation

Section 4.6. It shall be legally guaranteed with the right to sue or be sued in its own

It shall be legally guaranteed with the right to sue or be sued in its own identity, Interest and capacity and legally accountable and answerable to the board of Directors, state government, South Sudan Relief and Rehabilitation Commission RRC, NGOs or others institutions to which it is bonded to.

Section 4.7. It shall be legally entitled to all privileges,

Rights, benefits, outstanding services, considerations or gratitude provided by the government of South Sudan to indigenous Non-Governmental Organizations.

Section 4.8. It shall be a sole representative of its identity

In all transactions, dealings, communication, work execution and other stated activities therein.

Section 4. 9. It shall be liable to all risks,

Damages or unexpected incidents thereafter provided that such incidents, risks and damages were not personally and intentionally instigated by the other party

Section 4.10. Its shall in corporation chartered by the board of Directors

And all staff salaries and wages thereto shall be tax deductible as required by South Sudan's Constitution of 2011, chapter 4, section 179 the state Revenue Authority.

Section 4.11. Tax exemption

Under the acts of South Sudan Relief and Rehabilitation commission Chapter 3, Section 10 of NGOs Act, 2016 henceforth referred to as the Organisation aids here mention for the people the imports of the organisation , upon due application or request and on approval by the ministry of finance, trade and industry, shall be exempted from all taxes, custom duties, exercise duties or any other due tariffs imposed on commodities, equipment's, machineries imported thereby purposely for the main reason of offering reliefs or aids to the affected population in South Sudan.⁵

Section 4.12. Policy of Non-Discrimination.

The organisation will not discriminate against any person in the hiring of personnel, the election of the members of the Board, the provision of services to the public, the contracting for or purchasing of services or in any other way, on the basis of race, colour, sex, national origin, disability, tribalism, age or on any other basis prohibited by law.

This policy against discrimination includes, but is not limited to, a commitment to full compliance with chapter 2 of Labour Law 2017, act 64 fundamental rights at work place Non-Discrimination No person shall discriminate, directly or indirectly, against an employee or job applicant in any work policy or practice.

For the purpose of this section, South Sudan Labour Law Act, 2017, Act 64, discrimination includes any distinction, exclusion or preference with the effect of nullifying or impairing equality of opportunity or treatment in employment or occupation, based on any of the following grounds: race; tribe or place of origin; national extraction; colour; sex; pregnancy or childbirth; marital status; family responsibilities; age; religion; political opinion; Disability or persons with special needs; Health and HIV/AIDS; or Membership in a trade union or participation in Trade union activities and any subsequent amendments to these statutes.⁶

ARTICLE 5

ORGANISATION PURPOSES

⁵ South Sudan Relief and Rehabilitation Commission RRC, Republic of South Sudan NGO Act, 2016

⁶ South Sudan Labour Law, Act, 2017

Section 5.1. Purpose.

The purposes of the Organization shall be to: serve as a national Non-governmental organization not for profit to the boards and staff. All of the purposes and objectives of the Corporation shall be consistent with South Sudan Relief Rehabilitation Commission NGO Act, 2016,

Section 5.2. Powers.

The organization shall have all the powers necessary to carry out the foregoing purposes and all the powers of not for profit organization organized under the bylaws of the CARD and in accordance to the South Sudan's Relief and rehabilitation NGO Act 2016.

Section 5.3. The Corporation is organized exclusively for humanitarian relief

The Corporation is organized exclusively for humanitarian relief purposes as defined in these article, 1 Goals and Objectives, article 5 under this section 5.3. a non-profit voluntary organisation formed by the two or more person, not being public bodies, with intention of undertaking voluntary or humanitarian projects with the objectives to:

1. Deliver emergency relief to the communities affected by any natural or man-made disaster & prevent, mitigate and manage risks to people or the environment resulting from any such disaster,
2. To equip community with relevant knowledge's and developmental skills to become self-confidence community, self-reliance and productive members of society, Self-supporting Community, self-propagating community, Self-Governing Community and become master of their own development programs
3. To response appropriately in emergency humanitarian crisis to ensure that people affected by disasters or conflict have access to at least the minimum requirements for life with dignity, respect and security, have adequate water, hygiene and sanitation, emergency education, food security and livelihood with special attention to those whose needs are greatest: the most vulnerable group and underprivileged and take actions in the aftermath of a disaster to enable basic services to resume functioning, assist victims' self-help efforts to repair and facilitate the revival of economic activities (including agriculture) and the full restoration of all services and local infrastructure

4. To achieve sustainable community's development programs, through development integration innovative developmental programmes, stakeholder's engagement, community empowerment, community participation in decision making, project planning, project implementation and monitoring and evaluation to enhance project ownership and sustainable community development programmes.
5. To collaborate, partnership, networking with other non-governmental organizations for common good to reduce duplication of services and eliminate using resources for competitive purposes rather than serving constituencies and network with other ethical NGOs as a means for promoting the growth, effectiveness and efficiency of the NGO sector and the ability to advance the public good.
6. To advance God Kingdom to the world, through sharing good news and the love of Christ to affected people to know God and make him known to others, disciple them and reconcile people to live in peace and harmony.
7. Coordinate relief with reconstruction, rehabilitation, resettlement and development projects, coordinate with relevant public institutions in formulating, implementing relief, reconstruction, rehabilitation and resettlement programmes,
8. Rehabilitate economic and social infrastructure affected by disaster, consult with beneficiaries and any relevant government institutions at all level in determining the needs and priorities of the communities affected,
9. Build capacity of both communities and government institution at all levels, Mainstream gender, peace, HIV/AIDS and disaster reduction in all programme

Section 5.4. Notwithstanding any other provisions of these articles,

The purpose for which the Corporation is organized is exclusively charitable, humanitarian organization within the meaning of (3) of the South Sudan Relief and Rehabilitation Commission, the NGOs registration and procedures and regulation chapter 2, section 20 of Non-organisation acts 2016. The corresponding provision of any future South Sudan Internal Revenue Authority law.

This organization shall not carry on any activities not permitted to be carried on by an organization may be exempt from customs duties and others charges provide request from organisation for custom exempted, provision of the list of the items to be exempted. Under

the acts of South Sudan Relief and Rehabilitation Commission Chapter 4, Section 16 of NGOs Act, 2016⁷

Section 5.5. The organization shall be an equal opportunity employer,

It shall not discriminate on the basis of age, race, colour, faith, tribes, geographical, sex, disabilities, financial status, or national origin (I) in the persons serviced, or in the manner of service; (ii) in the hiring, assignment, promotion, salary determination, or other conditions of staff employment; (iii) in the selection of members; or (iv) in the membership of its Board of Directors.

Section 5.6. Limitations.

No part of the net earnings of the organisation shall inure (be modified) to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes previously set forth

Section 5.7. The organization shall neither have nor exercise any power,

Nor shall it engage directly or indirectly in any activity that would invalidate its status as an organization which is exempt from federal income taxation as an organization described in article 5 section (5.1) of these By-laws or any successor provision.

Section 5.8. The organization is not organized for pecuniary profit

And shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer director of the organization, or any other individual, partnership or Organization, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

Every members are prohibited unless they (1) satisfy financial account procedures policies layout in CARD financial manual (2) are in the Corporation's best interest; and (3) all of the following conditions are met:

1. The transaction is made in the ordinary course of the Corporation's business or operation and the transaction is fair to the corporation.

⁷ South Sudan Relief and Rehabilitation Commission RRC, NGOS ACT, 2017

2. Any transaction with any one Officer, Director, or Trustee that exceeds \$500.00 must be approved by the greater of a quorum of the Board of Directors, or 2/3 of the members of the Board of Directors who have not had a pecuniary benefit transaction with the Corporation during the fiscal year.
3. The Corporation shall list in its records each transaction with any one Officer, Director, or Trustee which exceeds \$500.00 in any one fiscal year and report them to the CARD Board of Directors annually as part of its annual report required By-laws, including the names of those benefiting from each transaction and the amount of the benefit. This list shall be available for inspection by Officers, Directors, Trustees and all contributors;
4. The Corporation shall publish a notice of any transactions with any one Officer, Director, or Trustee which alone or in the aggregate exceeds \$5,000.00 in any one fiscal year, in the newspaper of general circulation in concord, CARD and give a copy of the notice to the CARD board of Director before the transaction takes place. The name of the Officer, Director, or Trustee, the amount of the transaction and any other information required by CARD financial manual (d) must be stated in the notice;
5. The Corporation shall receive the prior approval and requisite finding of the Probate Court as to any transactions involving the sale, lease for a term of greater than 5 years, purchase or conveyance of any interest in real estate to or from any Officer, Director, or Trustee; and, The transaction does not involve a loan of money or property to an Officer, Director, or board of directors

Section 5.9. No substantial part of the activities of the organisation

Shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organisation shall not participate in, or intervene in (including the publishing of or distribution of statements) any political campaign on behalf of any candidate for public office.

In other word, no substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office

Section 5.9. Upon the dissolution of the Corporation,

The directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively to charitable, educational, religious, or scientific organizations that shall at the time qualify as exempt

organizations under section chapter 5 section 20 all custom exempted cars, shall not be sold or auctioned by the organisation and must be handed over to the commission after the end of projects lifespan.

the South Sudan's constitution 2011, Part twelve chapter 45, section 179 State Revenue Authority as the same now exists or as it may hereafter be amended, on dissolution, after provision is made for payment of debts, all property of the organization, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax as prescribed in Section 20 NGO act 2016 chapter 5, or any successor provision, and as the Board of Directors of the organization shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

Section 5.10. Changing Name of Assets. ⁸

Upon handover asset to the other organisation, as prescribed by the Republic of South Sudan, Ministry of Interior South Sudan Police Services State Directorate of Traffic. The traffic and road safety Act 1994, on the transferring the vehicles to another person CARD must handover the log-book to the person acquiring the vehicle, and at the same time notify in writing to inform the registrar of motor vehicle/ cycles that the vehicle has been handover.

Section 5.11. The person acquiring this vehicle ⁹

Must immediately fill up the first vacant "change" space giving his full name, address and usually signature of the log-book with the transfer fee of LS to the registrar of motor vehicles. Where applicable an additional fee of LS for second handover motor vehicles/cycles purchase tax should be remitted

Section 5.12. If the person acquiring this vehicle

Doesn't not intend to use it on the road, but to dispose it to a third part, he needs not to send this log-book to the registrar or fill in the "Change" space. He must however, notify the registrar immediately in writing that he doesn't intend to use it on the road. He must also comply with instruction number 15 above on transfer the vehicle to another person.

Section 5. 16. Assets transfer

⁸ Republic of South Sudan, Ministry of Interior South Sudan Police Services State Directorate of Traffic, traffic and road safety Act 1994

⁹ Republic of South Sudan, Ministry of Interior South Sudan Police Services State Directorate of Traffic, traffic and road safety Act, 1994

Shall be in line with financial Accounting policies and procedures manual, herein stated that in order to maintain accurate asset records, asset transfers shall be recorded promptly. A permanent transfer is one that has no current plans of return.

The administrator transferring equipment will complete a fixed asset maintenance form. Information required on the form includes: The Fixed Asset Maintenance Form shall be completed in entirety and forwarded to Finance and Executive Director Identify the destination of the item. A copy of the form shall be send to finance and the Executive Director as well as board of Directors for finally approval of asset transfer.

ARTICLE 6

FUNDRAISING POLICY

Section 6.1. In order to fund CARD operational and program costs

In order to fund CARD operational and program costs and reach her objectives, CARD shall seek voluntary financial support from foundations, corporations, individual donors, and government agencies. CARD shall be open and transparent, be accountable to the donor, use the funds responsibly and according to the intent of the donor, and allow the funding individuals and organizations to be able to have insight into the project at all times. The fundraising activity shall be consistent with the mission of CARD

Section 6.2. The Board of Directors.

The governing body shall be very active in the fundraising effort, including being active in solicitations and in making individual contributions.

Section 6.3. Consistency with mission.¹⁰

¹⁰ Code of Ethics and conduct for NGOs, World Association of Non-Governmental Organizations WANGO
©2004

The organization shall only accept funding that is consistent with its mission, does not compromise its core principles, and does not restrict its ability to address relevant issues freely, thoroughly, and objectively.

Section 6.4. Truthful.

The organization shall be truthful in all matters relating to the raising of funds and their use.

Section 6.5. Mission priority.

Programs shall be designed to meet the mission of the CARD and never designed simply to meet the needs of a funding source

Section 6.6 Unethical actions.

The organization shall not tolerate any unethical activities such as double funding for one project, diversion of dedicated funds to uses other than the project for which funds were approved, or overstatement of achievements.

Section 6.7. All the fundraising shall be deposited to CARD account

All the fundraising shall be deposited to CARD account or send to CARD account shall be provided by the Board of Director and Executive Director and deposited slip to be presented to the CARD finance Manager.

Section 6.8. Designated officer on behalf of Organisation to do fundraising,

All the board shall be involving in fundraising but only authorised board of Directors by the chairperson of the board of Directors shall be take apart in resource mobilization except chairperson of board of Director and Chief Executive Officer will not need authorisation however, in any fundraising the two must consult each other.

Section 6.9. All fundraising must have purpose and plan.

No fundraising event shall be organise without the purpose, it shall be made clear the purpose and the use of funds, the type of projects need funds, where project is going to be implemented and total amount needed for the project and the duration of the project and beneficiaries to be supported

Section 6.10. Donation or Gift violate it corporate charter.

1. CARD will not accept gifts that (a) would result in violating its corporate charter, (b) would result in losing its status as is not-for-profit organization, (c) are too difficult or too expensive to administer in relation to their value, (d) would result in any unacceptable consequences, or (e) are for purposes outside CARD's mission
2. Donations. Donation will generally be accepted from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitations.
3. In the course of its regular fundraising activities, CARD will accept donations of cash, marketable securities, bequests, life insurance policies, commercial annuities, retirement plans, and in-kind services.
4. Certain types of gifts Gift must be reviewed prior to acceptance due to the special liabilities they may pose. Examples of gifts that may be subject to review include gifts of real property, gifts of personal property, and gifts of securities.

Section 6.11. Solicitation materials¹¹

1. Solicitation materials. The organization shall be careful to ensure that all solicitation and promotional materials are accurate, and that they clearly and truthfully present the NGO, its mission, and its programs. All solicitations are to correctly reflect CARD's planned use of the solicited funds, and fundraising solicitations shall only make claims that the organization can fulfil. There shall not be any exaggerations of fact or material omissions, nor any communication or images that would create a false or misleading impression.
2. All decisions to solicit Decision and/or accept potentially controversial gifts will be made by the Executive Committee of the Board in consultation with the Executive Director. The primary consideration will be the impact of the gift on the organization.
3. Tax benefits. The organization shall ensure that donors receive informed, accurate, and ethical information regarding the tax implications of potential gifts.

¹¹ Code of Ethics and conduct for NGOs, World Association of Non-Governmental Organizations WANGO ©2004

4. Excess funds. When funding for a particular purpose is invited from the public, there shall be a plan for handling any excess funds, and, where appropriate, the appeal should include information on how any excess funds will be used.
5. Percentage-based compensation Percentage-Based Compensation can be an impediment to keeping the donor's and CARD's best interest's primary, and may foster unethical behaviour or inappropriate conduct on the part of the fundraiser. It likewise can be a hindrance toward maintaining a volunteer spirit and keeping the mission of CARD at the forefront, and may offer reward without merit in the case of a large donation that may be the product of many individuals.
6. The organization may provide compensation based on skill, effort and time expended, and performance-based compensation, such as bonuses, provided such bonuses are in according with prevailing practices of CARD and not based on a percentage of humanitarian contributions raised
7. Sales promotions. Fundraising promotions involving the sale of products or services shall indicate the duration of the campaign, and the actual or anticipated portion of the purchase price that will benefit the CARD or program.
8. Percentage of fundraising costs. The costs involved in fundraising shall be reasonable relative to the revenue generated.
9. Information on solicitors. CARD shall have policies in place to protect the donor's right to be informed whether the solicitors are paid staff, volunteers, or agents of CARD.¹²

Section 6. 12. The Use of Funds

1. Use of contributions. The organization shall ensure that contributions are used as promised or implied in fundraising appeals or for the purposes intended by the donors.
2. Grant commitment. When CARD accepts a grant, it is entering into a contract to carry out the program activities in an agreed-upon manner, and has an ethical and legal responsibility to honour that commitment.
3. Donor consent for changes. The organization may alter the conditions of a gift or grant only by obtaining explicit consent by the donor.
4. Efficient and effective use. The organization shall ensure efficient and effective use of grants and charitable contributions.

¹² Code of Ethics and conduct for NGOs, World Association of Non-Governmental Organizations WANGO ©2004

5. Funding & Grants. In relation to funding and/or grant submissions, the ED/CEO may approve applications or expressions of interest for projects of up to a set dollar limit. For larger funding projects, Board approval should be sought. The Board will make decisions based on how the proposed new funding fits with the Strategic Plan. In situations where time constraints do not allow this, the ED/CEO will consult with the Board Chair, Executive Committee or Financial/Administration Committee Chairs.

Section 6.13. Accountability¹³

1. Tracking expenditures. The organization shall set up an organized system to track grant expenditures.
2. Timely reports. The organization shall produce timely reports on the use and management of funds on quarterly.
3. Financial statements. Financial statements regarding donations shall be made available upon request by the donor and interested parties
4. The Christian Action for Relief and Development's financial affairs will be conducted in a responsible manner, consistent with the ethical obligations of stewardship and the legal requirements of national regulators.
5. All restricted donations. Will be used as agreed with the donor. If necessary due to programme or organisational changes, alternative uses will be discussed where possible with the donor or the donor's legal designate(s). If the donor is deceased or legally incompetent, and the CARD is unable to contact a legal designate, the donation will be used in a manner that is as consistent as possible with the donor's original intent.
6. An annual financial report produced. Financial report produced by the Finance Manager in accordance with generally accepted accounting principles and standards will: disclose the total amount of donation income and expenditure; be factual and accurate in all material respects.
7. The cost effectiveness- the cost effectiveness of the CARD's fundraising programme will be reviewed as part of an annual report to Board of Director.

¹³ Code of Ethics and conduct for NGOs, World Association of Non-Governmental Organizations WANGO ©2004

Section 6.14. Donors' Rights¹⁴

1. All fundraising solicitations by or on behalf of the Christian Action for Relief and Development will disclose the CARD's name and the purpose for which the funds are requested. Printed solicitations (however transmitted) will also include its address or other contact information.
2. Donors and prospective donors are entitled to the following, promptly upon request: The most recent annual report and financial statements of the CARD; Confirmation of the charitable status of the CARD and A copy of this Policy.
3. Donors and prospective donors are entitled to know, upon request, whether an individual soliciting funds on behalf of the organization is a volunteer, an employee, or a consultant or freelance fundraiser working on behalf of the organization.
4. Donors will be encouraged in writing to seek independent advice if the CARD has any reason to believe that a proposed gift might significantly affect the donor's financial position, taxable income, or relationship with other family members. It will remain the donor's responsibility to consider such matters prior to making a gift.
5. Donors' requests to remain anonymous will be respected as far as is legally, practically, and ethically possible.
6. The privacy of donors will be respected. Any donor records that are maintained by the CARD will be kept confidential to the greatest extent possible. Donors have the right to see their own donor record, and to challenge its accuracy.
7. Donors and prospective donors will be treated with respect. Every effort will be made to honour their requests to: Limit the frequency of solicitations; not be solicited by telephone or other technology; Limit the amount or frequency of printed or online material concerning the CARD that they are sent. Donors or prospective donors who request no further contact will not be contacted for fundraising purposes.
8. Donors have the right to ask that their donations be allocated to a specific area of CARD activity, and the CARD will meet these requests, wherever possible and

¹⁴ Ethical Fundraising Policy University of Bath, 26, June, 2018

- appropriate in order to deliver its mission. (See Financial Accountability, point 3 for the treatment of restricted donations).¹⁵
9. The CARD will respond promptly to a complaint by a donor or prospective donor about any matter that is addressed in this ethics policy. A designated Programme Manager will attempt to satisfy the complainant's concerns in the first instance. A complainant who remains dissatisfied may request in writing a review of their complaint by the Executive Director, and will be advised of the outcome of this review.
 10. Fundraising Practices. Fundraising solicitations on behalf of the Christian Action for Relief and Development will: Accurately describe the CARD's activities and the intended use of donated funds; and Respect the dignity and privacy of those who benefit from the CARD's activities.
 11. Volunteers, employees and hired fundraisers who solicit or receive funds on behalf of the CARD shall: adhere to the provisions of this Policy; Act with fairness, integrity, and in accordance with all applicable laws; he/she must adhere to the provisions of applicable professional codes of ethics, standards of practice, etc; cease solicitation of a prospective donor on request; disclose immediately to the CARD any actual or apparent conflict of interest; Not accept donations for purposes that are inconsistent with the CARD's objects or mission; and Ensure that no inappropriate benefit is secured by a donor in return for a gift. The CARD will not sell or exchange personal details of donors.
 12. The CARD will abide by all applicable laws and regulations relating to the acceptance, solicitation and use of donations. The CARD will meet the provisions of the Bribery Act and other relevant legislation intended to protect against bribery in respect of donations. The Board of Director will be informed at least annually of the number, type, and disposition of complaints received from donors or prospective donors about matters that are addressed in this Policy.

Section 6.15. Policy for the Acceptance/Refusal of Donations¹⁶

1. Responsibility for all decisions rests with the legally appointed Board of Directors of CARD.

¹⁵ Ethical Fundraising Policy University of Bath, 26, June, 2018

¹⁶ Cari fundraising policy (incorporating code of good practice) updated April 2011

2. The Board will at all times endeavour to take all decisions relating to the acceptance/refusal of donations “in the best interests of CARD”.
3. The Board of Directors will aim to demonstrate that they have acted “in the best interests of CARD” irrespective of any individual or collective personal interest or predilection, in each and every case.
4. The Board will be particularly careful when refusing donations based solely on the grounds of expediency, as judged by themselves.
5. The Board will derive no personal benefit (individually or collectively) from donations, loans or other material support offered to CARD. Where material personal benefit is tied to support, the support, the benefit, or both will be declined.
6. Where it is clear that the activities of a donor are directly inimical to the objectives of CARD, the agreed policies of CARD, or to the beneficiaries of CARD, the Board may decide to refuse a donation.
7. Where it can be clearly shown that the cost to CARD of accepting a donation will be greater than the value of the donation itself, the Board may decide to refuse the donation.
8. Where the offer of support is dependent upon the fulfilment of certain conditions placed upon CARD, the Board have the right and may decide to refuse that support. Such cases might exist where; any condition linked to the support is, in itself, contrary to the objectives of CARD any condition linked to the support is regarded as unreasonable in relation to the nature of the support in terms of its size or impact on the work of CARD, where conditions linked to the support will divert CARD from pursuing its current objectives, policies or work priorities as a necessary result of the fulfilment of the conditions alone where the conditions linked to the support tie the funds and/or property offered to a specific activity, that activity must itself be; humanitarian in nature within the scope of legitimate action permitted by the humanitarian objects of CARD and the powers granted to achieve those objects and be practically achievable by CARD
9. Where an offer of support is itself dependent upon CARD first spending its own money or resources in order to facilitate the execution of the original offer of support, great care will be taken by the Board to avoid placing charitable assets under undue and inappropriate risk.

10. Practical considerations might mean that an otherwise acceptable donation must be refused. Such cases might exist: Where support is tied to a particular project or activity which whilst reflecting the humanitarian objectives of CARD, is nevertheless impractical, given the current standing of the organization. Where the support is presented in an unconventional manner and the cost of processing the donation exceeds the value of the donation. Where the support consists of goods, services or property which CARD cannot lawfully use, convert, exchange or sell in direct support of its charitable objects.
11. Where a change in the donor's circumstances prompts a request for the return of all or part of the donation, great care will be exercised by the Board.
12. On occasion, the Board may wish to refuse a donation, or delay its acceptance, with a view to inviting the donor to make the gift in a more tax efficient manner.

Section 6.16. Donated Materials, Equipment, and Services¹⁷

1. CARD records in-kind gifts of equipment as in-kind contributions, a revenue account, and as equipment, an asset account. Donated equipment is recorded at the fair market value on the date of donation. Fair market value is the price at which the item would be sold by a willing buyer to a willing seller.
2. Donated material which does not meet the definition of equipment is not recorded as "in-kind supplies expense" and "in-kind contribution". Volunteer time of professionals in their professional capacity is recorded as "in-kind revenue" and "in-kind expense.". There is no net effect of recording in-kind labour and its associated in-kind contribution income. The recording of in-kind contribution income for the value of donated equipment results in an increase in net income because the value of the donated equipment is recorded as an asset not as an expense.
3. Acceptance of advantages and Declaration of conflict of interest, Prevention of Bribery Ordinance. Prevention of Bribery Ordinance; an employee who solicits or accepts an advantage in relation to his employer's business or affairs without the latter's permission may commit an offence. The term "advantage" is defined in the Ordinance and includes almost anything of value, except entertainment,

¹⁷ DISCIPLINE AND GRIEVANCES AT WORK – THE ACAS GUIDE2, the Acas website www.acas.org.uk

such as money, gift, commission, loan, fee, reward, office, employment, contract, service or favour.

4. Acceptance of Advantages. It is the policy of this Organization to prohibit all staff from soliciting any advantage from any persons having business dealings with the Organization (e.g. suppliers, contractors, members, activity participants). Officials and staff who wish to accept any advantage from such persons should seek special permission from the management Committee/ (post of designated officer) prior to the acceptance.
5. Any gifts offered voluntarily any gifts offered voluntarily to the officials or staff in their official capacity are regarded as gifts to the Organization and they should not be accepted without permission. Officials and staff should decline the offer if the acceptance could affect their objectivity in conducting the Organization's business, or induce them to act against the interest of the Organization, or lead to perception or complaints of bias or impropriety.
6. For gifts which are presented to officials or staff in their official capacity and of nominal value (below 500 USD), the refusal of which could be seen as unsociable or impolite (e.g. a plaque presented to an official or a staff member during a seminar in which he is invited to be the guest speaker), the management committee has given a blanket permission for the officials and staff to accept these gifts. In other circumstances, the officials and staff should apply in writing to the management Committee/ (post of designated officer) for permission to accept the gifts. Each application should be carefully considered by the management Committee (post of designated officer).
7. Proper records of these applications should be kept showing the name of the applicant, the occasion of the offer, the nature and estimated value of the gift, and whether permission has been granted for the applicant to retain the gift or other directions have been given to dispose of the gift. There is however no restriction on the acceptance of advantages, in the official's or staff's private capacity, from any person who does not have any official dealings with the Organization. In case of doubt, the officials and staff should refer the matter to the management Committee/ (post of designated officer) for advice and instruction before accepting such offer of advantages.
8. Gifts and bequests. The Committee may accept any legitimate gift or bequest, whether subject to any special trust or not, for any one or more of the objectives and purposes of the agency.

Section 6.17. Declaration of Conflict of Interest¹⁸

A conflict of interest Situation arises when the “private interests” of the official and staff compete or conflict with the interests of the Organization. “Private interests” means both the financial and personal interests of the official and staff or those of their connections including:

1. Family and other relations; Personal friends; other companies or business interests which they hold or own (both in part and in whole); other clubs and societies to which they belong; and any person to whom they owe a favour or are obligated in any way.
2. Officials and staff should avoid using their official position or any information made available to them in the course of their duties for the Organization to benefit themselves, their relations or any other persons with whom they have personal or social ties, or business connections. They should avoid putting themselves in a position that may lead to an actual or perceived conflict of interest with the Organization.
3. Failure to avoid or declare any conflict of interest may give rise to criticism of favouritisms, abuse of authority or even allegations of corruption, which are to the corporate disgrace of the Organization. In particular, officials and staff involved in the procurement process should declare conflict of interest if they are closely related to, or have or will likely be perceived to have, beneficial interest in any company which is considering submission of quotation/tender to the Organization or is being considered for selection as the Organization's supplier of goods or services.
4. When called upon to deal with matters of the Organization for which there is an actual or perceived conflict of interest, the officials and staff should make a declaration in writing to his supervisor or the management Committee/ (post of the designated officer). He/she should then abstain from dealing with the matter in question, and follow the instruction of his supervisor or the management Committee/ (post of the designated officer) who may (or may not) reassign the task to other officials or staff.
5. Entertainment The Prevention of Bribery Ordinance, “entertainment” refers to food or drink provided for immediate consumption on the occasion, and any other

¹⁸DISCIPLINE AND GRIEVANCES AT WORK – THE ACAS GUIDE2, the Acas website www.acas.org.uk

entertainment provided at the same time. Although entertainment is an acceptable form of business and social behaviour and is not an “advantage”, officials and staff must not accept lavish or frequent entertainment from persons with whom the Organization has official dealings (e.g. suppliers or contractors, clubs/persons to which the Organization may allocate resources or job assignments), so that they will not be placed in a position of obligation to the offered.

6. Misuse of Official Position. Officials and staff who misuse their official position for personal gains or to favour their relatives or friends or to benefit their business connections are liable to disciplinary action by the Organization or even prosecution by the appropriate authorities.
7. Examples of misuse include an official or a staff member responsible for the selection of suppliers giving undue favour or leaking tender information to his own or his relative's company with a view to awarding the contract to the latter, or placing it in an advantageous position ahead of other competitive bidders.
8. Other examples include reserving tickets for popular events for relatives and friends without prior permission and without going through the proper ticket allocation procedures by the Organization, and unfair allocation of resources (e.g. venue) to other parties for personal gain.

ARTICLE 7

MEMBERSHIP

Section 7.1. Classification of Members.

The organisation will have four (4) classes of members as follows: (i) Individual; (ii) Organizational – corporations, local agencies & International organisations and other legal organizations with an interest in mission (iii) Honorary – individuals or organizations that have been recognized by the Board for artistic achievement or service to the Corporation; and (iv) honorary members – individuals who serve by virtue of an office that they hold within the community.

Members must satisfy the conditions set forth in these Bylaws or other conditions established by the Board of Directors from time to time. The sole member (together with its successors and assigns, “Member”) in this membership class. The rights and obligations of Member shall be as provided in these Bylaws or under applicable law.

The Board of Directors may, by resolution, establish one or more categories of nonvoting associates who may be referred to as “members,” and provide for their rights and obligations (including the obligation to pay dues); however, the terms “member” and “membership,” as used in these Bylaws, shall refer only to Member

Section 7.2. Members called board of Directors.

The members of the organisation shall be called Board of Directors and the membership as a whole the Board of Directors (and are so referred to hereinafter) in recognition of the long organisation of these terms with organisation. The use of these terms implies no other or different relationship or responsibility than that provided for members in the non-profit organisation law and these by-laws.

Section 7.3. Persons associated with the organisation.

By resolution, the Board of Directors may create any Programme Committee, Finance Committee, Auditing Committee, Standing Committee, honourable Members, or other bodies as it deems appropriate. The board of Directors may also, by resolution, confer on any persons no already Directors in such classes all of the rights of a members of the organisation under the non-profit organisation law other than the right to vote.

Section 7.4. No liability of Member.

Member shall not be liable for the debts, liabilities, or obligations of this organization

Section 7.5. Transferability of Membership.

Membership in this organisation, or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

Section 7.6. Designated Representative.

Member shall exercise all the rights and obligations of membership in this organisation, including the right to vote, through a designated representative. Member shall designate its representative in writing executed by an authorized officer and delivered to the Secretary of this organisation, which shall be retained by this organisation. Member may change its designated representative at any time and from time to time in the same manner.

Section 7.7. Termination of Membership.

Membership in this organisation shall continue until Member dissolves or until Member resigns member on written notice to the organisation; or die, terminated due to misconduct in a writing delivered to the Secretary or Chairperson of the Board of Directors of this organisation.

Section 7.8. Expulsion of the member for cause by majority vote of the Board,

Including for the failure to pay any dues, fees, and assessments fixed from time to time by the Board within the time and on the conditions set by the Board.

Section 7.9. Eligibility.

Membership is open to any individual, Episcopalian of South Sudan, organization, or business that has indicated their willingness to be involved in the CARD program by paying their membership dues.

Section 7.10. Dues.

There shall be a membership fee established by the Board of Directors for each class of membership covering the fiscal year of 1st July through July 31st. CARD joining after July shall be members for the following fiscal year.

ARTICLE 8

MEMBERSHIP RIGHTS

Section 8.1. The board of Directors

Shall have all of the powers conferred by the law, the article of incorporation, or these by-laws on members of non-profit organisation. Notwithstanding any other provision in these by-laws, the Board of Directors legally has the exclusive and no delegable power to do the following

Section 8.2. Voting Rights.

Subject to these Bylaws and this organization's other policies and procedures, Member shall have the right to vote, as set forth in these Bylaws, on:

1. To elect the board of director's members
2. To elect the chairperson of Board of Directors
3. Dispose of all or substantially all of the assets of the organisation
4. the removal of directors pursuant to Section of these By-law Non-profit Organisation Law Article
5. Make any amendment to these Bylaws that materially and adversely affects member voting rights, and all amendments to the Articles of in organisation of this organisation.
 - (a) Any merger of this organisation;
 - (b) Any dissolution of this organisation;
 - (c) any charitable disbursement by this organisation equal to or in excess of an amount to be determined from time to time by Member; and
 - (d) Any other matters that may properly be presented to membership vote, pursuant to this organisations Articles, Bylaws, or action of the Board of Directors, or by operation of law.

Section 8.3. Rights to attend board meeting.

1. The Board members of the organisation have the right to attend the Annual Meeting and to participate in all activities of the organisation
2. Members have the right to vote, as set forth in these Bylaws, on the election of members of the Board of the Corporation. The Corporation may benefit, serve or assist persons who are not members, but may restrict the provision of certain benefits, services and assistance to members
3. Number and qualification of Board of Directors. The authorised number of Board of Directors shall be not be less than eleventh (11) with no upper limit on the number of board of Directors.
4. Manner of selection of the Board of Directors, the composition of the board of Directors shall be as follows.
5. Election Board of Director. Board of Directors shall be elected by majority vote of the Directors in attendance in person or by proxy at the meeting held do conduct such election, provided that there is a quorum (as provided in section 11 of this article) or majority vote of mail- written ballots, provided the requisite number of votes are cast (as provided in Section 12 of this Article), and may be re-elected. No more than eleven (11) new Board of Directors may be elected every two years.
6. The election of Directors shall take place at the last meeting of the board of Directors each fiscal year. The board of Directors shall vote upon the nominations submitted by the Nominations committee and such other nominations as my have been submitted by any members of the Board of Directors eligible to vote not later than a date set by the

Board sufficiently in advance of the vote to enable the inclusion of such nomination on proxy form or mail-written ballot.

7. Ex-officio Directors. The following person shall be Ex-Officio Directors, the active formers chairperson of the Board of Directors of the organisation, Advisory members, Chief Executive Officer. Honorary members.
8. Term of office. All elected Board of Directors shall serve on the board of Directors for a term of Five (5) years and may be re-elected. Terms of office shall commence on the first day of the organisations financial year
9. Honorary members. Subject to the provision of the section 3 of Article 6 (relating to Persons Associated with the organisation), the board of Directors may from time to time invite individuals to serve as honorary members. Such Honorary Directors shall serve at the pleasure of the board of Directors and shall have all rights and privileges of Directors other than right to vote

Section 8.4. Resignation and removal of Board of Directors member

1. Resignation. A board of Directors member may resign at any time. Such resignation shall not affect the Director's obligation for any liabilities already or thereafter incurred to the organisation.
2. Expulsion, suspension, or termination. A board of Directors member may be expelled or suspended or membership on the Board of Directors or any of the rights associated therewith may be terminated or suspended, for just cause and upon the delivery of notice to such Director no later than fifteen (15) days prior to the date of intent to take such action, by first-class or registered mail, postage paid, addressed to such Directors last known address.
3. Such notice shall indicate the reason for the proposed action to be taken, the proposed effective date thereof, and shall inform the Director of his or her right to a hearing, orally or in writing, no sooner than Five (5) days before the proposed effective date of this action.
4. The intent to take such action against a director shall be submitted on the motion of Directors to the nominations committee at a meeting specifically called to consider such action, and must be approved by the Majority of the quorum in attendance at such meeting.
5. If the intent to take such action is approved by the Nominations committee and notice is duly mailed to the affected Director, the Chairperson (or, if the Chairperson is the affected Director, the deputy chairperson of the Directors) shall appoint *ad hoc* hearing committee of not fewer than 7 (7) Directors who are not members of the Nomination Committee to provide for the hearing, if one is requested, pursuant to corporation's code. The decision

of the Nomination Committee, or, if a hearing is held, of the *ad hoc* hearing committee, shall be final

Section 8.5. Vacancies & Inspection Rights.

1. Election board of Directors. There is no limit to the number of elected Directors, and therefore the resignation, removal, or death of a Directors shall no cause a vacancy unless the number of Directors thereby falls below eleven (11), in which case a majority of the remaining Directors shall fill the vacancy, or all of the vacancies shall be filled by a sole remaining Directors.
2. Ex-Officio Director. Vacancies created by the removal, resignation, or death of ex-officio Directors shall be filled by the person who succeed them in the offices that qualified them as Directors or advertisement shall made by the board of directors to recruit qualify persons alternatively appoint someone whose qualified, experience, sound mind person by the chairperson of the board Director to hold such position.
3. Inspection Rights. Articles and Bylaws. This organisation shall keep at its principal office in Wau State South Sudan current with sub head office in Juba South Sudan unless city change
4. Copies of its Articles of in organisation and Bylaws, which shall be open to inspection by Member at all reasonable times.
5. Accounting Records; Minutes. On written request, Member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this organisation and the minutes of the proceedings of the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to Member's membership interests.
6. Other Rights. In addition to the rights described in these Bylaws, Member shall have any other rights afforded voting members under the South Sudan Rehabilitation Relief Commission non-profit Organisation Law.

ARTICLE 9

MEMBERSHIP MEETINGS AND VOTING

Section 9.1. Member Voting.

Member shall have one vote on each matter entitled to membership vote.

Section 9.2. Regular meetings.

The board of Directors shall meet at least two times during each fiscal year. Notice of such regular meetings shall be give pursuant to the provision of these Bylaws in article 11 section 11.4.

Section 9.3. Annual Membership Meetings.

An annual membership meeting will be held at a date, place, and time determined by the Board of Directors, for the purpose of electing directors and transacting such business as may come before the meeting.

Section 9.4. Special Membership Meetings.

Special membership meetings may be called by the Board of Directors, the Chair, or by Member.

Section 9.5. Liability for Debts or Obligations.

A member of the Corporation shall not personally liable for the debts, liabilities or obligations of the Corporation.

Section 9.6. Voting at Meetings.

Voting at meetings may be by voice or by ballot.

Section 9.7. Quorum and Vote at Meetings.

At any meeting of the Board, a majority of the Directors in office will be necessary and sufficient to constitute a quorum for the transaction of all business except as provided otherwise in these Bylaws.

A majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, will be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for the action by statute, the Articles 4.5.of Incorporation, or these Bylaws.

All questions will be decided by the affirmative vote of a majority of the members present at a duly convened meeting at which a quorum is present, except as otherwise provided by law, in the Articles of Incorporation or by these bylaws. Voting may be in person, by voice or by ballot. Members may also vote by proxy appointed by an instrument in writing

subscribed by the member that bears a date not more than thirty (30) days prior to the meeting.

If, at any meeting of the Board, there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum is present. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as set forth in the original notice.

Section 9.8. Action by Unanimous Written Consent.

Any action required or permitted to be taken at a meeting, may be taken without a meeting if Member consents to such action in writing. Any such written consent shall include any communication transmitted or received by electronic means, including electronic mail transmitted by Member to, and received by, this organisation's electronic mail address. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes.

Section 9.9. Resignation and Removal of chairperson of the board of Directors.

Chairperson of Director may resign at any time. The resignation must be made in writing and will take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Secretary. The acceptance of a resignation will not be necessary to make it effective. Chairperson of the board of Director may be removed with cause, at any meeting of the Board duly called and at which a quorum is present, by a majority of the votes cast at the meeting.

Section 9.10. Compensation and Reimbursement.

Directors and members of any committee of the Board are not entitled to compensation for their services as Directors or committee members. Directors and members of any committee of the Board may be entitled, to the extent authorized by the Board, to reimbursement for any reasonable expenses incurred in attending meetings of the Board or any committee of the Board, as the case may be.

Section 9.11. Urgent Meeting

An urgent meeting shall be called upon when the need arises for the board members to meet and discuss crucial agenda in the absence of chairperson of the board of Director, mail shall be send to chairperson of the board describing the nature of urgent meeting and copy the board members, if the chairperson doesn't reply in the course of 24 hours. And the 5 members of the board are present the deputy chairperson

Shall chair the meeting and in absence of both chairperson of the board his/her deputy the secretary general shall conduct the meeting provide that there are five 5 members present in the meeting. Importantly the secretary should send email to both chairperson and deputy before proceeding with the meeting.

In absence of both three (3) leaders the matter is crucial, the present members shall elect one of them to assume the position of the chair and conduct the meeting but the members must ensure that he/she send email to both, describing the nature of matter and permission granted.

ARTICLE 10

BOARD OF DIRECTORS

Section 10.1. Organisation Powers; Exercise by Board.

This organisation shall have powers to the full extent allowed by law to appoint CEO, all powers and activities of this organisation shall be exercised and managed by the Board of Directors of this organisation directly or, if delegated, under the ultimate direction of the Board.

Section 10.2. Number and Qualification of Directors.

The number of directors shall be not less than five (5) during the meeting nor more than eleven (11), with the exact authorised number of directors to be fixed from time to time by resolution of the Board of Directors. Any amendment of the preceding sentence shall require the approval of board Members.

Section 10.3. Limitations on Interested Persons.

At all times, not more than forty-nine percent of the directors of this organisation may be interested persons. An interested person means either:

1. any person currently being compensated by this organisation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or
2. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 10.4. Election and Term of Office of Directors.

All of the directors shall be elected at each annual membership meeting, or, if such directors are not elected at the meeting, they may be elected at any special membership meeting. Each director shall be elected for a term of three years. Each director shall hold office until expiration of the term and until a successor has been elected.

Section 10.5. Vacancies.

A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors (unless the vacancy was created by removal of a director by Member) or by Member, for the unexpired portion of the term.

Section 10.6. Resignation and Removal of Directors.

Resignations shall be effective upon receipt in writing by the Chair, the Chairperson of the Board of Directors, or the Secretary of this organisation, unless a later effective date is specified in the resignation. Member may remove any director at any time, with or without cause.

Section 10.7. Compensation.

Chairperson of the board of Directors shall not receive salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. The organization shall not provide personal loans to any Director.

Section 10.8. The Board of Directors shall establish an Executive Committee,

Consisting of at least four (4) Board members, including the incumbent officers. The Executive Director shall serve as staff to the Committee. Except as provided in Section 10.8.(a) below,

The Executive Committee shall have the full power of the Board of Directors to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such nature as to require action prior to the next regular meeting of the Board of Trustees but do not require a calling of a special meeting of the Board of Director.

Any action taken by the Committee involving the exercise of the powers of the Board of Directors shall be reported promptly to the Board, and ratified at the next meeting of the Board following such action. The Executive Committee shall be subject to the authority of the Board of Directors in all matters.

The Executive Committee shall present to the Board of Directors an annual evaluation of the performance of the Executive Director

ARTICLE 11

MEETINGS OF DIRECTORS

Section 11.1. Annual Meeting.

Annual Board Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual board meetings shall be called by the Chair, the Chairperson of the Board of Directors, or any two directors, and noticed in accordance with Section 9 of this Article.

Section 11.2. Special Board Meetings.

Special board meetings of the Board of Directors may be called by the Chair, the Chairperson of the Board of Directors, or any two directors, and noticed in accordance with Section 10 of this Article.

Section 11.3. Regular Meetings.

In addition to its Annual Meeting, the Board of Directors may provide by resolution, the time and place for holding additional meetings.

Section 11.4. Notice & place of the meeting.

Meeting of the board of Directors shall be held at the place which has been designated in the notice of the meeting, if any, or if not state in such notice or if there is no notice of the meeting, if any, or if not state in such notice or if there is no notice, at the place designated by resolution of the Board of Directors; absent any other designation, at the executive office of the organisation located.

Whenever, a notice of a meeting of the Board of Directors is required to be given, the chairperson of the Board of Director shall cause notice of such meeting to be delivered by personal service.

The Notice of the annual board meeting and any special board meetings of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 11.5. Validation of defectively called or waiver of notice.

The transaction of any meeting of the board of Directors, however, called or noticed or wherever held, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting each of the directors not present signs a written waiver of notice, a consent to holding the meeting, a consent to holding the meeting, or an approval of the minutes or at its commencement protested the lack of proper notice to him, sign a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof a waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors. All such waivers, consents to approval shall be filed with the organisation's records or made or part of the minutes of the meeting.

Section 11.6. Quorum.

A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one fifth of the authorised number of directors or two directors, whichever is larger.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article 10, Sections 10.5 (filling board vacancies) and 9 (taking action without a meeting); Article 11, Section 11.7. (Appointing Board Committees); Article 11, Section 3 (approving self-dealing transactions); Article 19, Section 2 (approving indemnification); and Article 26, Section 4 (amending Bylaws), of these Bylaws or in the South Sudan Relief and Rehabilitation Commission of NGOs Action 2016, in accordance with this by-law for Non-profit Organisation Law.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11.7. Action without a Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any director interested in a transaction so approved) shall individually or collectively consent to such action in writing. Any such written consent shall include any communication transmitted or received by electronic means, including electronic mail transmitted by a director to, and received by, this organisation's electronic mail address. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

Section 11.8. Form of proxy or mail-written ballot.

Any form of proxy or mail-written ballot shall afford an opportunity on the proxy form or mail-written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the proxy or mail-written ballot, and shall provide that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith. In any election, any form of proxy or mail-written ballot in which the Directors to be voted upon are name there in as candidates and which is marked by a Director withhold or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Section 11.9. Fees and compensation.

The Board of Directors shall not receive compensation for their services as such. Directors may however, be reimbursed for reasonable out-of-pocket expenses incurred by them in the performance of their duties as Board of Directors

Section 11.10. Manner of Acting.

Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11.11. Telephone and Electronic Meetings.

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

1. Each director participating in the meeting can communicate with all of the other directors concurrently;
2. each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the organisation; and
3. this organisation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, *and* (ii) all motions, votes, or other actions required to be made by a director are actually made by a director and not by someone who is not entitled to participate as a director.

Section 11.12. Presumption of Assent.

A director of the organisation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favour of such action.

Section 11.13. Informal Action by Directors.

Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken

Section 11.14. Adjournment of the meetings.

A majority of the Directors present in person or by proxy, whether or no quorum is present, may adjourned any meeting to another time and place. If the meeting is adjourned for more thirty 30 days, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

ARTICLE. 12

EXECUTIVE COMMITTEE.

Section 12.1. Executive Committee¹⁹.

The Board of Directors shall establish an Executive Committee, consisting of at least eleven (11) Board members, including the incumbent officers. The Executive Director shall serve as staff to the Committee. Except as provided in Article 12, Section, 12. 1 (a) below, the Executive Committee shall have the full power of the Board of Directors to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such nature as to require action prior to the next regular meeting of the Board of Trustees but do not require a calling of a special meeting of the Board of Director.

Any action taken by the Committee involving the exercise of the powers of the Board of Directors shall be reported promptly to the Board, and ratified at the next meeting of the Board following such action. The Executive Committee shall be subject to the authority of the Board of Directors in all matters. The Executive Committee shall present to the Board of Directors an annual evaluation of the performance of the Executive Director.

Section 12.2 Limitations. The Executive Committee shall not have the power to:

1. Amend the Bylaws;
2. Appoint or remove the Executive Director;
3. Approve a dissolution or merger or the sale of all the organization's assets;
4. Adopt the budget; or
5. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the organization.

Section 12.3. The Board of Directors shall establish a standing committee²⁰

The Board of Directors shall establish a standing Governance Committee, Consisting of no fewer than five (5) Board members. The Executive Director shall serve as staff to the Committee. The Committee shall develop policies that relate to the governance of the organization and the Board of Directors, including, but not limited to:

¹⁹Bylaws of New Hampshire centre for non-profits Approved by the Board of Directors, January 5, 2006.

²⁰ Bylaws of New Hampshire centre for non-profits Approved by the Board of Directors, January 5, 2006.

1. Criteria for Board membership (experience, competencies, community involvement, skills, expertise, etc.)
2. Development of a Board recruitment matrix.
3. Nomination and presentation of Board candidates for election by the Board.
4. Nominate and present a slate of officers for election by the Board.
5. Develop and execute process of orientation for new members of the Board.
6. Periodically review the bylaws of the organization and recommended amendments to the Board. Periodically (minimally every 3 years) initiate a Board Assessment process

Section 12.4. Audit Committee.

The Board of Directors shall establish a standing Audit Committee consisting of no fewer than three (3) independent Board members. This Committee is responsible for the appointment and oversight of the performance of the independent auditor, and performs such other duties customarily delegated to a Board Audit Committee as may be assigned by the Board. The Committee shall have access to financial expertise, whether in the form of a single individual serving on the Committee, or collectively among the Committee members. Audit Committee.

Section 12.5. For any tax year²¹

For any tax year in which this organisation has gross revenues of \$1 million or more, this organisation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations:

1. A majority of the members of the Audit Committee may not consist of members of the Finance Committee, if any;
2. The chair of the Audit Committee may not be a member of the Finance Committee, if any;
3. The Audit Committee may not include any member of the staff or the Chairperson of the Board of Directors or Treasurer;
4. The Audit Committee may not include any person who has a material financial interest in any entity doing business with this organisation; and

²¹Bylaws of New Hampshire centre for non-profits Approved by the Board of Directors, January 5, 2006.

5. Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service. If the Audit Committee is composed and appointed as required by Section 1 above (concerning Board Committees),
6. It shall be deemed a Board Committee on which the other directors are entitled to rely as provided in Article 12 Section 12.2. Of these Bylaws; otherwise, the Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an Advisory Committee.
7. The Committee reports to the full Board, and maintains lines of communication with management and the independent auditor. The Committee is not a policymaking body, but shall meet as necessary and appropriate, and no fewer than two (2) times per year, upon the call of the Committee Chair, to carry out the following responsibilities:
 - a) Appoints, approves the fees of, and terminates the independent auditor. Reviews the terms of the auditor's engagement each year and considers auditor rotation at least every five years.
 - b) Approves any non-audit services performed by the auditing firm and Reviews the scope and plan of the audit proposed by the independent auditor and oversees the performance of the auditor.
 - c) Recommends approval of the annual audit report to the full Board and conducts a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditor.
 - d) The Audit Committee shall recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor,
 - e) Negotiate the compensation of the auditor on behalf of the Board,
 - f) Confer with the auditor to satisfy the Audit Committee members that the financial affairs of this organisation are in order,
 - g) Review and determine whether to accept the audit, and
 - h) Approve performance of any non-audit services provided to this organisation by the auditor's firm
 - i) Confers with the auditor in executive session to ensure the affairs of CARD are in order and Inquires of management and the independent auditor about significant risks or exposures facing CARD; assess the steps management has taken to minimize such risks; and periodically review compliance with such steps.
 - j) Reviews the adoption, implementation and adequacy of CARD's internal control structure and monitors compliance with CARD's code of ethics/conduct and conflict-of-interest policy.

- k) Oversees policies and procedures for encouraging whistle-blowers to report questionable CARD accounting or auditing matters as well as reviews, with CARD's counsel, any legal or regulatory matters that could have a significant effect on the organization's financial statements.
- l) Reviews the findings of any examinations by regulatory agencies as well as reviews the policies and procedures in effect for the review of executive compensation and benefits.
- m) If necessary, institutes special investigations and, if appropriate, hires special counsel or experts to assist and prepares an Audit Committee annual report.
- n) Performs other oversight functions as requested by the full Board as well as responsible for the oversight of the performance of the independent auditor, performance, regular, in-depth review of the organization's financial activities and performs
- o) The audit committee (or management) perform: organize for interim financial audits, distributed internally, for improving the reliability of information used for decision making, and for identifying potential material problems early.
- p) Special assignments, such as improving internal control in a given area or implementing a fraud prevention program and coordinating/establishing an internal audit task force

Section 12.6. Finance Committee.²²

The Board of Directors shall establish a standing Finance Committee, consisting of no fewer than five (5) voting members, inclusive of the Board Treasurer, at least two (2) other Directors and the Executive Director, as staff to the Committee. The Committee may include, as non-voting members, other staff, or other non-Director persons whose experience in accounting, finance or business may assist the Committee and the Board in the performance of their financial oversight responsibilities. The Committee reports to the full Board.

1. The finance Committee coordinates the Board's financial oversight responsibilities.
2. The finance committee responsible for the planning, development, implementation, monitoring, and evaluation of CARD's policies and programs for funding, financial management, facilities management, assets, risks, and insurance.

²² Bylaws of New Hampshire centre for non-profits Approved by the Board of Directors, January 5, 2006.

3. The Committee monitors CARD's financial records; reviews and oversees the creating of accurate, complete, timely, and meaningful financial statements to be presented to the Board;
4. The committee reviews the annual budget and recommends it to the full Board for approval;
5. The committee monitors budget implementation and financial procedures, and anticipates financial problems and monitors to ensure safeguarding of assets; monitors compliance with RRC, and CARD financial policies and other financial reporting requirements; and helps the Board understand CARD's finances.
6. The Committee work with the Executive Director and Treasurer in developing long-range financial and capital plans, and perform such other duties as may from time to time be required by the Board.
7. Provide information to the Board on: Significant financial planning, management and reporting issues, Interim financial reports and Reports from auditors and administration on internal control issues and other matters.

Section 12.7. The Program Committee, ²³

A standing committee reporting to the Board of Directors, is established pursuant to Section 12.7 of the Bylaws to consist of no more than three (3) Board members, appointed by the chairperson of the Board. The Executive Director serve as staff to the Committee.

The Committee may also include other non-Director persons whose experience and qualifications may assist the Committee and the Board in the performance of their oversight responsibilities? A majority of the Committee members, present and voting, are constitute a quorum. However, at all times a majority of the Committee, and a majority of a quorum, is consist of Board members.

The Committee meet as necessary and appropriate at the call of the Chairperson of the Committee or the Executive Director is tasked to maintain minutes of all meetings, which will be distributed to the Board, preferably in advance of the next regularly scheduled Board meeting. The purpose of the Committee is to provide strategic planning support and policy oversight to ensure focus and direction of programs and services.

1. Programme committee shall work together with the Executive Director to, develop and recommend to the Board of Directors policies and procedures governing the programs and services to be offered by CARD to subscribing members and the public.

²³ Bylaws of New Hampshire centre for non-profits Approved by the Board of Directors, January 5, 2006.

2. Provide policy guidance and consultation for the Executive Director in setting priorities for programs and services as well as establish policies and guidelines to assist the Executive Director in setting the fees to be charged for programs and services offered by CARD.
3. Establish policies and guidelines regarding to assist the Executive Director in considering fees for outside presenters and providers of services offered by CARD.
4. Establish policies and guidelines within which the Executive Director is authorized to enter collaborative arrangements with other organizations and providers of services.
5. Has in place a program evaluation process that measures the extent to which CARD is achieving its mission and regularly uses the evaluation data to inform and continuously improve CARD programs;
6. Uses evaluation data to educate the community (including funders) regarding the work and effectiveness of CARD and its programs.²⁴

Section 12.8. Appointment of Chief Executive Officer may be direct ²⁵

Appointment of Chief Executive Officer may be direct appointed by the chairperson of the board of directors provide that, the candidates met the requirements and qualifications needed for the executive director, the appointment will be made in consultation from board members. However, all appointments should be made on the principle of merit, diligence, qualifications, vest experience, compliance with all relevant adherence to this policy and related processes, if the option to recruit new executive Director hence the follow should be follow.

- (a) Recruitment of the executive director. When chairperson fail to get qualify candidate within, the chairperson shall appoint special committee who are knowledgeable and expertise in hiring, to carryout recruitment of the executive director in line with organization's recruitment policy. The methods for advertising the post shall include:
 - 1) Internal recruitment within CARD
 - 2) Internal recruitment within subsidiaries
 - 3) Referrals by current staff
 - 4) Coincidental applications on file
 - 5) External sources (e.g. Newspapers)
 - 6) Employment Agencies

²⁴ New Hampshire Centre for Non-profits Charter Programme Committee. January, 5, 2016

Should the cost of the replacement exceed that budgeted for, either for procurement or remuneration as per the requisition for staff, such expenses are to be authorised by the Board of Director, prior to committing the CARD to these.

1. Advertising in the local and international press and journals; and/or local public notice board, advertising on CARD website and South Sudan NGO forum. The committee shall present the selected candidate to the chairperson of the board for approval.
2. The Executive Director acts as the Chief Executive Officer of the organization and is responsible for the overall management and direction of the organization in accordance with its vision and mission. The Executive Director shall work under the general oversight of the Board of Directors. The Executive Director shall provide oversight and overall management, planning, vision and leadership for all aspects of the Christian Action for Relief and Development CARD including programs and serves, finance, resource development, human resources, member services, communications, and board development.
3. The Executive Director assumes a leadership role throughout the state in partnering with collaborating businesses, foundations, government officials, other non-profits, and supporters. The Executive Director shall work with the Board and Board Committees to establish vision, policies, strategic focus, priorities, and general scope of programs the center will deliver
 - a) Reviews and approves all financial reports including cash flow projections
 - b) Sees that an appropriate budget is developed annually and reviews and signs all issued checks and/or approves check signing procedures
 - c) Reviews and approves all contracts under & Reviews and approves all grant submissions as well as approves inter-account bank transfers & is on-site signatory for all bank accounts?
 - d) Opens all bank statements, reviews for any irregularities, and reviews completed monthly bank reconciliations and oversees the adherence to all internal controls Manage Finance and Fundraising
 - e) Develop annual budget and fundraising plan, submit to board for approval and relationship with funders of the CARD and maintain regular communications with funders.
 - f) Identify grant opportunities and develop proposals and produce required reporting to funding sources, contract for and oversee annual audit, monitor expenditures and income, plan for core budget self-sufficiency and maintain capital assets of corporation

Section 12.9. Chief Finance Officer²⁶

The financial management policies are established by the Board of Directors which has fiduciary responsibility. The Board of Directors may delegate limited authority over its financial affairs to the treasurer who functions as the Chief Financial Officer and to the appropriate staff of the organization; however, the Board retains full responsibility and financial authority.

The Treasurer works directly with the Executive Director to oversee the management of financial procedures and regularly reports on financial position and investments to the full Board. The Executive Director is the staff person responsible for day-to-day operations of CARD and accountable to the Board of Directors.

1. The Treasurer is tasked to cause regular books of account to be kept, and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the organization, shall deliver an annual report at the annual meeting.
2. And shall perform all other duties properly required of the Treasurer by the Board of Directors. The Treasurer is elected at the annual meeting of CARD to hold office for a two-year term, or until a successor is elected and qualified, and is eligible for re-election for one additional consecutive two-year term.
3. Serves as Chair of the Finance Committee and manages, with the Finance Committee, the Board's review of, and action related to, the Board's financial responsibilities.
4. Works with the Executive Director and finance manager to ensure that appropriate financial reports are made available to the Board on a timely basis.
5. Assists the Executive Director and financial manager in preparing the annual budget, and presenting the budget to the Board for approval.
6. Works with the Finance Committee and the Executive Director to develop Fiscal Policies for recommendation to the Board to ensure the financial integrity and sustainability of the organization and the Executive Director to develop long-term financial strategies.
7. Keeps currently informed of legal, regulatory and sector developments relating to the Board's financial responsibilities
8. Review and sign the bank reconciliation statements and reviews and ratifies the cheque register, including electronic funds transfers

²⁶ Bylaws of New Hampshire centre for non-profits Approved by the Board of Directors, January 5, 2006.

Section 12.10. Other Committees.

The Board of Directors may also designate such other committees as they deem necessary for the efficient conduct of the business of the Organization, which committees may consist either of members of the Board of Directors or such other persons as are designated in the resolution authorizing the creation of that committee. Such committees may be discontinued when no longer necessary.

ARTICLE 13

GOVERNING MEMBERS

Section 13.1. The Board of Directors of CARD,

In active collaboration and partnership with the Executive Director, shall frame the issues and think creatively of opportunities and challenges to be met for the CARD to be an exemplary state-wide non-profit support organization.

The legal duties and responsibilities of the Board Members are generally outlined in the CARD Bylaws. Each Board Member are expected to be conversant, and compliant, with the By-Law and its contents.

Most fundamentally, each Director has a duty of loyalty and a duty of care. The following provisions list many of the specific responsibilities and actions required to meet those legal and ethical duties, and effectively govern the organization.

1. The Governing Board of Directors shall adopt, and regularly review, CARD's Mission and Vision statements, and review management's performance in achieving them. Adopt, and regularly review, CARD's Statement of Ethics and Values, and monitor the organization's performance in accordance with those principles.
2. Adopt, and regularly review, broad written policies reflecting the Mission and Values of the organization, within which the Executive Director is authorized to manage the organization and to develop and implement operational plans to carry out the Mission.

3. Regularly assess the environment for the CARD, and develop, in partnership with the Executive Director, strategies to be responsive and serve as a model for CARD in regard to best practices in governance.
4. Hire, monitor, appraise, advice, stimulate, support, reward, and, if deemed necessary or desirable, replace the Executive Director & ensure that management succession is properly planned.
5. Meet as a Board no fewer than 2 times a year, focus on "what matters most," and apply the knowledge and experience of individual Board members to the major challenges facing the organization & establish Committee structure; adopt, and regularly review, Committee Charters.
6. Annually review and approve the Executive Committee's performance review of the Executive Director, and establish compensation based on recommendations of the Executive Committee.
7. Ensure that the organizational strength and employee base can sustain the Mission and achieve long-range goals as well as approving appropriate compensation and benefit policies and practices & propose prospective board members and fill vacancies as needed. Ensure adequate orientation of new members.
8. Ensure adoption and adequacy of Board leadership succession plan and periodically conduct self-review of Board performance (including its composition, organization, and responsibilities) and take steps to improve its performance.
9. Ensure that CARD has established appropriate policies to define and identify conflicts of interest throughout the organization and is diligent in its administration and enforcement of those policies.
10. Review compliance with relevant material laws affecting CARD and its programs and operations

Section 13.2. The Executive Committees,

Pursuant to Article 12, of the By-laws consisting of no fewer than eleven (11) Board members, inclusive of the incumbent officers²⁷. The chairperson of the Board may appoint additional Board members to the Executive Committee, subject to the advice and consent of the Board.²⁸

The Executive Director shall serve as staff to the Committee. The chairperson of the Board chair the Committee. The Committee meet as necessary and appropriate at the call of the

²⁷ New Hampshire Centre for Non-profits, Charter Executive Committee, January, 5, 2016

Chairman of the Committee or the Executive Director, and it maintain minutes of all meetings, which are regularly approved by the Committee and distributed promptly to the Board.

A majority of the Committee members, present and voting, constitute a quorum. The primary purpose of the Committee is to have a group of Directors authorized and able to act for the Board between regular meetings and in situations where an assembly of a quorum of the Board would be impracticable or impossible.

Thus, the Executive Committee exists essentially for emergencies, and its powers are specifically limited under article 12 (a) of the Bylaws. The Committee also serves as an advisor to the Executive Director, providing consultation, support and guidance on an informal basis as requested from time to time.

Section 13.3. As per this Charter,

The Executive Committee shall authorize to exercise the full power of the Board of Directors to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such a nature as to require action prior to the next regular meeting of the Board but do not require calling of a special meeting of the Board of Directors.

Any action taken by the Committee involving exercise of the powers of the Board is to be reported promptly to the Board, and ratified by the Board at the next meeting of the Board following such action. The Executive Committee present to the Board of Directors an annual evaluation of the performance of the Executive Director. The Executive Committee has not power to

1. Amend the Bylaws; appoint or remove Directors, or the Executive Director;
2. Approve a dissolution or merger or the sale of substantially all of the Corporation's assets;
3. Adopt the budget; or Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation

Section 13.4. Finance and administration

To ensure that CARD's financial structure and funding plans is adequately support its current needs and long-range strategy.

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²⁹ Bylaws of New Hampshire centre for non-profits Approved by the Board of Directors, January 5, 2006.

1. Ensure that the Board is carrying out its fiduciary responsibilities, such as reviews of periodic and annual financial statements, funding plans, budgets and financial goals. Review results achieved by management compared with CARD's Mission, Strategic Plan, and annual and long-range goals.
2. Compare performance to that of other state-wide non-profit associations and approve major actions such as capital expenditures on all projects over authorized limits and major changes in programs and services.
3. Ensure that the Board, its committees, members, donors, and the public are adequately informed of the financial condition of the organization and its operations through internal and published reports, or other appropriate method.
4. Ensure that published reports properly reflect the operating results and financial condition of the organization and appoint independent auditors, review audit reports, and review management letters with the Executive Director as well as ensuring that adequate risk management policies are established and implemented.

Section 13. 5. Responsibilities of individual board member.

1. Be loyal to CARD, always exercising Board powers in the interest of CARD, and not for the interest of the individual Director or others.
2. Be informed about CARD's Mission and Vision, Strategic and Operating plans, policies, and programs. Work with the rest of the Board to review, approve and oversee CARD's Mission, and review performance in achieving it. Be an avid proponent of the Mission, and inform others about CARD, its Mission, Vision and programs.
3. Ensure legal and ethical integrity, and maintain accountability and transparency to members, funders, donors, other constituents and the general public.
4. Prepare for, attend, and participate actively in Board and Committee meetings, and special events. Serve on Committees and undertake special assignments willingly and enthusiastically when asked. Provide candid and constructive advice, comments and criticism. Ask timely and substantive questions at Board and Committee meetings consistent with conscience and conviction, while supporting the majority decision on issues decided by the Board.
5. Make a personal, tax-deductible contribution once a year at a level reasonable to the individual.
6. Individual, dues paying, membership in CARD by a Board member is optional, and not required. Organizational membership in CARD by an individual Board member's employer is encouraged, but not required.

7. Be familiar with and follow conflict-of-interest policies, and submit an annual Conflict of Interest Report and Maintain confidentiality of the Board's executive actions.
8. Participate in the generation and approval of policies focusing on mission, finances, and income. Ensure that programs are consistent with the Mission.
9. Suggest possible nominees for election to the Board, who can make significant contributions to the work of the Board and the organization and keep up to date on developments in and affecting the non-profit sector.
10. Provide moral and professional support, and be available as resources, to the Executive Director. Respect existing time commitments and priorities of staff.
11. Avoid involvement in all political campaigns in the name of CARD, unless directed by the Board or Executive Director to question or present an advocacy issue on behalf of the organization to a potential candidate.

Section 13.6. Advisory Committees.

The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines.

Advisory committees may not exercise the authority of the Board to make decisions on behalf of this organisation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 13.7. Other Committees.

The Board may, by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, appoint from among its members one or more other committees, composed of two (2) or more Directors, for the purposes and with the powers as the Board may provide, except that no committee or committees will have or exercise the authority of the Board or the Executive Committee in the management of the Corporation.

Section 13.8. Tenure.

Subject to the provisions of Article 16, section 16.8 & 9 each member of the Executive Committee or any other committee will hold office until the next regular annual meeting of the Board following his/her appointment and until his/her successor is designated by the Board.

Section 13. 9. Ex- officio executive Committee members.

The following Directors are designated ex-officio as member of Executive Director Committee, to serve until their successor are named.

The Chief Executive Officer
The Chief Finance Officer
The Advisory to the board of Directors
The Honorary members
The former Chairperson of the board of Directors.

Any other provision of these by-law notwithstanding, at no time shall more than one-third of the person serving on the executive Committee except ex-officio members who their terms will be determined by their work performance, ability, competence, and merits.

Section 13.10. The term of office.

The term of office shall be five (5) years. The duties and powers Elected member's committee shall manage the activities and affairs of the organisation and have the full authority to act there on except as limited by law, the articles of incorporation and except as certain functions may be reserved for the board of Directors or may be delegated by the board of Director to standing boards or special committees of the organisation pursuant to these By-laws. Notwithstanding any other provision of these bylaw, the executive committee is vested with the full fiduciary responsibilities for the following

Section 13.11. Standard of Care. A. General.

A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this organisation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of this organisation whom the director believes to be reliable and competent as to the matters presented;

2. Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
3. Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
4. Except as provided in Article 9. Section 9.5 a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this organisation, or assets held by it, are dedicated.
5. Investments. Except with respect to assets held for use or used directly in carrying out this organisation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this organisation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this organisation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this organisation.

Section 13.12. Director Inspection Rights.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this organisation.

Section 13.13. Compensation of Directors.

The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

Section 13.14. Executive Compensation Review.

The Chief Executive Officer, Finance Manager, Programme Manager, Logistic Manager, and all others senior staff, the Management Board shall review any compensation packages (including all benefits) of the above mention, regardless of job title, and shall approve such

compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this organisation.

ARTICLE 14

COMMITTEE

Section 14.1. Standing Committees.

Among the Standing Committees shall be one outline in article 12... (1) Executive Committee (2) Programme Committee, (3) Finance Committee and (4) Auditing Committee, (5) Advisory committee, Honorary Members, Other committees may be added as needed

Section 14.2. Creation.

The Board of Directors, by resolution adopted by a majority of the number of directors fixed by these bylaws, may designate two or more directors to constitute an Executive Committee, which committee, to extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors in the management of the Corporation.

Section 14.3. Vacancy.

Any vacancy occurring in the Executive Committee shall be filled by a majority of the Number of directors fixed by these bylaws at a regular or special meeting of the Board of Directors.

Section 14.4. Board Committees.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

1. Set the number of directors within a range specified in these Bylaws;
2. Fill vacancies on the Board of Directors or on any Board Committee;
3. Fix compensation of directors for serving on the Board or any Board Committee;
4. Amend or repeal these Bylaws or adopt new Bylaws;
5. Approve amendments to the Articles of in organisation of this organisation;
6. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeatable;
7. Create any other Board Committees or appoint the members of any Board Committees;
8. Spend corporate funds to support a nominee for director after there are more nominees than can be elected; or
9. Approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this organisation.

Section 14.5. Removal.

Any member of the Executive Committee may be removed at any time without cause, by a majority of the number of directors fixed by these bylaws.

Section 14.6. Responsibility of Directors.

The designation of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law. If action taken by the Executive Committee is not thereafter formally considered by the Board, a director may dissent from such action by filing his written objection with the Secretary with reasonable promptness after learning of such action.

ARTICLE 15

MEETINGS.

Section 15.1. Of Board Committees.

Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article 11 of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors

and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

Section 15.2. Of Advisory Committees.

Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept. The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE 16

OFFICERS

Section 16.1. The organisation shall have certain officer as set forth herein.

The organisation may also have such other officers as the Executive Committee may from time to time establish in order to conduct the business of the organisation. Each officer of the organisation shall have such authority and perform such duties as provided in the By-Laws or as the executive Committee may from time to time prescribe.

Section 16.2. Position.

The officers of the Corporation will be a Chairperson of the Board of Directors, a Chief Executive Officer who's some Ex-officio shall be Secretary General of the board of Director and a Treasurer, and any other officers as the Board may appoint, including one or more deputy chairperson of the board of Directors, and other 8 members who will exercise the powers and perform the duties as determined from time to time by the Board. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide; provided, however, that in no event will the Chairperson and the Secretary be the same person. The Chair, the Secretary, and the Treasurer will be members of the Board.

Section 16.3. Chairperson of the board of Director.

The chairperson shall preside at all meetings of the Corporation and shall appoint all standing committees and the chairmen thereof. He or she shall promote the interests of the corporation and shall be the accredited representative of the Corporation at outside

meetings unless he or she shall delegate this authority to another officer or member of the Corporation.

The chairperson shall be the principal executive officer of the Corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the day to day business and affairs of the Corporation. He or she shall sign, along with the secretary of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general he or she shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Section 16. 4. The Deputy Chairperson of the board.

The Deputy chairperson shall fulfil the responsibilities of the chairperson of the board during the chairperson's absence or incapacitation, assist the Chairperson of the Board of Director in discharging responsibilities as the Chairperson of the Board of Director may see fit, shall serve as an ex-officio member of all committees, and fulfil any duties that may be determined by the Board of Directors.

Section 16. 5. Secretary.

The Executive Director shall be general secretary of the board of Director and shall be ex-officio. The Secretary shall:

1. Keep the minutes of the Board of Directors and of all Executive Committees in one or more books provided for those purposes and provide promptly copies of such minutes to all Board Members;
2. see that all notices are duly given in accordance with provisions of these bylaws--that minutes of prior meetings and the Notice of Meetings are distributed to Board Members at least seven days prior to any Directors' meeting;
3. be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under seal is duly authorized; and
4. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairperson of the Board of Director or by the Board of Directors.

Section 16.6. Treasurer.

The Treasurer shall:

1. have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of these bylaws;
2. Prepare, or cause to be prepared, a true statement of the Corporation's revenues and expenditures, and its assets and liabilities at least quarterly,
3. all in reasonable detail, which shall be made and filed at the Corporation's principal place of business in the CARD organisation and thereat kept available for a period of at least ten years;
 - a) Prepare at least quarterly a summary of the Corporation's loans and investments as applicable; and
 - b) In general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairperson of the Board of Director or by the Board of Directors, or by these bylaws.

Section 16. 7. Filling of Vacant Office.

Any vacancy which occurs in an office shall be filled by a majority of the number of directors fixed by these bylaws at a regular or special meeting of the Board of Directors until such time as the next annual meeting of the membership.

Section 16.8. Election and Term of Office.

Each officer of the Corporation will be elected after every 5 years' period by the Board and will serve for 5 years, and thereafter until his/her successor has been chosen and qualified or until his/her death, resignation, or removal.

Section 16.9. Election.

The officers of this organisation shall be elected by the Board of Directors, from time to time, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 16. 10. Removal.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 16.11. Resignation.

Any officer may resign at any time by giving written notice to this organisation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this organisation under any contract to which the officer is a party.

Section 16.12. Executive Director.

The Executive Director, whose ex-officio of the board of directors shall be the chief executive officer of this organisation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this organisation, shall dismiss any staff who work performance is poor, incompetence, as well as gross misconduct. The Executive Director shall be a member of all Board Committees and shall have the general powers and duties of management usually vested upon on him/her by the office of Chairperson of the Board of Directors of the organisation and shall have such other powers and duties as may be prescribed by these Bylaws.

Section 16.13. The general counsel.

The general counsel shall be legal advisory to the organisation and all of its board and committees, and shall exercise such other powers and perform such other duties as the Board of Directors may from time to time determine. The chairperson of the board shall appoint the general counsel, who shall serve at the pleasure of the board.

Section 16.14. Compensation.

Board of Director Officers are not entitled to compensation for their services to the Corporation. The Board, in its sole discretion, may reimburse any officer of the Corporation for reasonable out-of-pocket expenses in accordance with policies established by the Board.

Section 16.15. Resignation and Removal of Committee Members.

Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the Directors in office. Any member of any other committee may be removed by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Any member of a committee may resign from the committee at any time by giving written notice to the Board or the Chairperson of the Board of Director or Secretary General of the Corporation. Unless otherwise specified therein, the resignation will take effect upon receipt thereof.

Section 16.16. Procedure.

Committees established by the Board will keep regular minutes of their proceedings and the committee will report any actions taken to the Board at the next meeting thereof held after the committee meeting. The minutes of committee meetings will be distributed to all members of the Board.

Section 16.17. Standing orders.

Standing orders and rules of practice consistent with the articles of incorporation and the By-laws may be prescribed from time to time by the board of Directors in order to facilitate and expedite the carrying on of the business of the organisation, the deputy chairperson, shall keep such orders and rules, if any in permanent written form, properly index, and same shall be part of the permanent records of the organisation and shall govern and control the administration of the activities and affairs of the organisation as far as applicable.

ARTICLE 17

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 17.1. Contracts.

The Board of Directors may authorize a specific officer(s), agent(s) to enter into a contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 17.2. Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 17.3. Checks and Drafts.

Checks, drafts, or other orders for payment of money issued in the name of the Corporation, shall be signed by Chief Executive officer(s), agent(s) of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 17.4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

ARTICLE 18.

CERTAIN TRANSACTIONS

Section 18.1. Loans.

Except as permitted by Section 17. 2 article 17. this organisation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this organisation may advance money to a director or officer of this organisation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 18.2. Self-Dealing Transactions.

Except as provided in this Section 18.2b of this Article 18.4, the Board of Directors shall not approve, or permit the organisation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this organisation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section (b) of the CARD financial Accounting Procedures and Financial Policies.

Section 18.3. Approval.

This organisation may engage in a self-dealing transaction if the transaction is approved by By-law. This organisation may also engage in a self-dealing transaction if the Board determines, before the transaction, that

- (a) This organisation is entering into the transaction for its own benefit;
- (b) The transaction is fair and reasonable to this organisation at the time; and
- (c) After reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the foregoing requirements, provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with such requirements and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 18.4. Compliance with Private organisation Rules.

Any provision of these By-Laws or the Articles of In organisation of this organisation to the contrary notwithstanding, so long as this organisation is deemed to be a "private church organisation" as defined in Article 5 section 5.1, subsequently in Section 5. RRC NGOs Act 2016, as this organisation:

1. Shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this organisation to tax under Section of NGOs Act of the Code;
2. Shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 18. 2 of these By-laws
3. Shall not retain any excess business holdings as defined in subsection (c) of Section article 18 of the Code;
4. Shall not make any investments in such a manner as to subject this organisation to tax under Section 16 of these By-laws
5. Shall not make any taxable expenditure as defined in subsection (d) of Article 15, of the Code.

ARTICLE 19

INDEMNIFICATION AND INSURANCE

Section 19.1. Right of Indemnity.

To the fullest extent allowed by Article 4, of the RRC Non-profit Organisation Law, this organisation shall indemnify its agents, in connection with any proceeding, and in accordance with article 5, section 1. For purposes of this Article, “agent” shall have the same meaning as in article 1, 2 3, 4 and 5, including directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in article 1 & 5 (a), including any threatened action or investigation under article 5 or brought by the Attorney General; and “expenses” shall have the same meaning as in article 4 and 5(a), including reasonable attorneys’ fees.

Section 19.2. Approval of Indemnity.

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with to RRC act 2016.

Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in article and article 5 and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a membership meeting.

At that meeting, Member shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, Member shall authorize indemnification to the extent permitted thereby.

Section 19.3. Advancing Expenses.

The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this organisation in defending any proceeding prior to final disposition, if the Board finds that:

1. The requested advances are reasonable in amount under the circumstances; and
2. Before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.
3. The Board shall determine whether undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 18.4 Insurance.

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this organisation's power to indemnify the agent under law.

ARTICLE 20

GRANTS ADMINISTRATION

Section 20.1. Purpose of Grants.

This organisation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this organization's Articles of in organisation.

Section 20.2. Board of Directors Oversight.

Subject to Article 16 of these Bylaws, the Board of Directors shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this organisation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this organisation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

Section 20.3. Refusal; Withdrawal.

The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this organisation's Articles of in organisation, subject to any rights of third parties under any contract relating to such grant.

Section 20.4. Accounting.

The Board of Directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this organisation were expended for the purposes that were approved by the Board.

Section 20.5. Restrictions on Contributions.

Unless otherwise determined by resolution of the Board of Directors in particular cases, this organisation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by the organisation from solicitations for specific grants shall be regarded as for the use of this organisation and not for any particular organization or individual mentioned in the solicitation. This organisation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individual's only if the Board of Directors of this organisation has approved in advance the charitable activity for which the donation was made.

ARTICLE 21

CONFLICT OF INTEREST

Policy governing Conflicts of interest and pecuniary benefit transactions. Conflict of interest, or even the appearance of conflict of interest, by Board members or staff must not compromise the mission of CARD Conflict of interest means any financial or other interest which conflicts with the service of an individual because: 1) it could impair the individual's objectivity; or 2) it could create an unfair advantage for any person or organization. Consequently, there exists between organization and its Board, officers, and management employees a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board, officers, and management employees have the responsibility of administering the affairs of CARD honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of organization. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their

positions with or knowledge gained from their position for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

Section 21.2. Purpose.

The purpose of the conflict of interest policy is to protect Christian Action for Relief and Development (“the Organization”) interest when it is contemplating entering into a contract, transaction or arrangement that might benefit the private interest of an employee, independent contractor, officer or director of the Organization, or might result in a possible excess benefit transaction under the Internal Revenue Authority. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

Section 21.3. Type of Conflict of Interest

Situations, an official or a staff member takes part in the selection of suppliers or contractors, and one of the bidders under consideration is his relative or close personal friend.³⁰

1. An official or a staff member has a financial interest in a company which is being considered for selection as the Organization's supplier of goods or services, or is an existing supplier.
2. An official or a staff member acquires dealership of goods or services on insider knowledge that such goods or services are being considered for procurement by the Organization.
3. An official or a staff member has beneficial interests in a supplier whose goods or services are being selected through an intermediary (e.g. a publicity agent) appointed by the Organization.
4. An official or a staff member selects a venue where his relative or close personal friend has management responsibility.
5. An official or a staff member accepts frequent or lavish entertainment or expensive gifts from the Organization's suppliers or contractors.
6. An official or a staff member hires a relative as staff member, or is considering the promotion of such a person & an official or a staff member nominates a relative as office-bearer.
7. An official vetting applications for programmes sponsorship submitted by a CARD of which he is also a committee member. & an official or a staff member, responsible

³⁰ Financial Policies and Procedures Manuals for Non-profit Organizations: Applying Best Practices to the Environmental Health Strategy centre 2011, Jennifer Rottmann P, 50

- for controlling the allocation of venue rented by the Organization, allocates prime time slots to a training school or a club operated by himself or a relative.
8. An official or a staff member responsible for selling tickets of a popular programme reserves tickets for his relatives or personal friends without permission & interested Person Any employee, independent contractor, director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 9. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, profession, investment, or family: An ownership or investment interest in any entity with which the Organization has a contract, transaction or arrangement, A compensation arrangement with the Organization or with any entity or individual with which the Organization has a contract, transaction or arrangement, or A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a contract, transaction or arrangement.
 10. Compensation includes direct and indirect remuneration as well as gifts or favours that are not insubstantial & Conflict of Interest A conflict of interest exists when the interests of an interested person have the potential to be at odds with the best interests of the Organization. The interested person's interests may be personal (for example, the consideration of a family member for employment) or professional (such as affiliation with a potential supplier to the association). A financial interest is not necessarily a conflict of interest. Under Article 4, Section 3, a person who has a financial interest may have a conflict of interest only if the appropriate governing board, committee or decision maker decides that a conflict of interest exists.

Section 21.4. General Principles.

Interests in conflict. Interested persons may have interests in conflict with those of the Organization.³¹ The duty of loyalty requires that a director, officer or employee be conscious of the potential for such conflicts at all times and act with candor and care in dealing with such situations. Conflicts of interest involving an interested person are not inherently illegal, nor are they to be regarded as a reflection on the integrity of the interested person, Board of Directors, or the Organization. It is the manner in which the interested person, and those making decisions for the Organization, deal with a disclosed conflict that determines the propriety of the transaction.

³¹ Financial Policies and Procedures Manuals for Non-profit Organizations: Applying Best Practices to the Environmental Health Strategy centre 2011, Jennifer Rottmann P, 50

Section 21.5. Awareness and disclosure.

An interested person should be sensitive to any interest he or she may have any decision to be made and, as far as possible, recognize such interest prior to the discussion or presentation of such a matter before the Board of Directors or other decision making entity or person. When an interested person has an interest in a transaction being considered, the interested person should disclose the conflict at the earliest time practical before a decision is made on the matter. Upon disclosure by the interested person, the decision making entity or person should provide a disinterested review of the matter as described in this policy.

Section 21.6. Insider transactions.

Sometimes, the Organization may decide to choose to deal with an inside supplier of goods or services (i.e., involving an interested person) because of familiarity with the supplier's reliability or for another reason. Although such association with an interested person or their business or family in providing services may result in extra benefits for the Organization, the record of the decision must show that the best interests of the Organization were the overriding consideration in deciding to use such a supplier.

Section 21.7. Procedures.

Applicability. In the case of interested persons who are employees or independent contractors, the same procedures described below as to Director and committee members apply, except it is the interested person's supervisor or the Executive Director to whom disclosure must be made, and who must deal with the disclosed conflict, not the directors and members of committees with governing board delegated powers. The person's supervisor or the Executive Director, as appropriate, shall then make such disclosures of the conflict that are proper, to the Board of Directors and members of committees.

Determining. Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.³² The remaining board or committee members shall first decide if a conflict of interest exists, and if one does exist, the rest of this article applies. If a conflict does not exist, the interested person shall resume normal participation in the meeting.

³² Financial Policies and Procedures Manuals for Non-profit Organizations: Applying Best Practices to the Environmental Health Strategy centre 2011, Jennifer Rottmann P, 51

Section 21.8. Procedures for Addressing the Conflict of Interest.

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 21.9. Violations of the Conflicts of Interest Policy.

1. If a member of the Board of Directors or committee suspects a violations of the Conflicts of Interest Policy, he or she must bring the matter to the attention to the board or committee, which shall deal with it as follows:
2. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
3. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 21.10. Records of Proceedings.

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was

present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.³³

Section 21.11. Covered persons:

This policy applies to all directors, employees, officers, members of a standing committee of the board, and all employees who can influence the actions of organization (collectively, "Covered Persons"). For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning organization. Each Covered Person shall receive a copy of this policy and shall sign an acknowledgement that he/she has received, understands and shall comply with this policy. All Covered Persons shall comply with all notice and voting requirements of CARD

Section 21.12. Disclosure policy and procedure:

1. Transactions with related parties may be undertaken only if all of the following are observed:
2. A material transaction is fully disclosed;
3. The related party is excluded from the discussion and approval of such transaction, but may provide information if requested to do so;
4. The Board has determined, by the affirmative vote of a 2/3 majority of all disinterested Directors, that the transaction is in the best interest of CARD.
5. Disclosure within CARD should be made to the Board Chair who shall determine whether an apparent conflict exists and is material, and who shall bring such matters, if material to the Board. The Board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to CARD. The decision of the Board on these matters will rest in their sole discretion, and their concern must be the welfare of CARD and the advancement of its mission.

^{33 33} Financial Policies and Procedures Manuals for Non-profit Organizations: Applying Best Practices to the Environmental Health Strategy center 2011, Jennifer Rottmann P, 53

Section 21.13. Nature of conflicting interest:

A conflict of interest may arise if a Covered Person has a disqualifying relationship with third parties dealing with CARD. A “disqualifying relationship” means formal affiliation with an organization other than (such as being an officer, director, trustee, member, owner [either as sole proprietor or partner], shareholder, employee or agent), or relationship by blood, marriage or significant long-term relationship with a person so affiliated with such an organization

Section 21.14. Interpretation of this statement of policy:

The areas of conflicting interest listed above, and the relations in those areas which may give rise to conflict, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the Covered Persons will recognize such areas and relation by analogy.

CARD expects that all Covered Persons will abide by the spirit as well as the letter of this Policy. The fact that one of the interests described in Section IV exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of organization. However, it is the policy of the Board that the existence of any potentially conflicting interest shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of Covered Persons to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures³⁴.

Section 21.15. Annual reports.

To address questions of conflict of interest, for the protection of both the individual and the organization, each Covered Person shall submit annually a list of his/her business and humanitarian affiliations to the Board Chair. This list will be maintained in the corporate records of CARD, and considered a matter of public record and will be available for review upon request by the public.

Section 21.16. Disclosure Statements.

³⁴ Policy governing conflicts of interest and pecuniary benefit transactions for The New Hampshire center for nonprofit 2011

Each employee, independent contractor, director, principal officer and member of a committee with governing board delegated powers shall annually sign and any potential director before election shall sign a statement that affirms such person:

1. Has received a copy of the conflicts of interest policy, has read and understands the policy & has agreed to comply with the policy, and
2. Understands the Organization is humanitarian and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
3. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board of Directors or its designee(s) shall conduct periodic reviews. The periodic reviews shall take place at least biennially, and, at a minimum, include the following subjects:

Section 21.17. Periodic Reviews.

Whether all compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining. B. Whether disclosure statements are being properly used; partnerships, joint ventures, and financial arrangements with interested persons conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 21.18. Conflict of Interest Report

Name: _____

I acknowledge that I, a Board member, standing committee member, Executive Director, or employee of CARD, have reviewed the "Policy Governing Conflicts of Interest and Pecuniary Benefit Transactions," before signing this report. I hereby disclose information on all associations (all business and charitable organizations), which may involve a possible conflict of interest and will furnish further details upon request. (If none, so state. Do not leave blank.)

I also understand that I am required to disclose any other situation from which a possible conflict of interest might arise in the future.

Name (please print)

Signature: _____

Date: _____

ARTICLE 22

"WHISTLEBLOWING" POLICY

CARD shall be committed to the highest standards of openness, probity and accountability. An important aspect of accountability and transparency is a mechanism to enable staff and other members of the CARD to voice concerns in a responsible and effective manner. It is a fundamental term of every contract of employment that an employee will faithfully serve his or her employer and not disclose confidential information about the employer's affairs. Nevertheless, where an individual discovers information which they believe shows serious malpractice or wrongdoing within the CARD then this information should be disclosed internally without fear of reprisal, and there should be arrangements to enable this to be done independently of line management (although in relatively minor instances the line Manager would be the appropriate person to be told).

The laws of South Sudan labour act, 2017, act No. 64, which gives legal protection to employees against being dismissed or penalised by their employers as a result of publicly disclosing certain serious concerns. The CARD has endorsed the provisions set out below so as to ensure that no members of staff should feel at a disadvantage in raising legitimate concerns.

It should be emphasised that this policy is intended to assist individuals who believe they have discovered malpractice or impropriety. It is not designed to question financial or business decisions taken by the CARD nor should it be used to reconsider any matters which have already been addressed under harassment, complaint, disciplinary or other procedures. Once the "whistleblowing" procedures are in place, it is reasonable to expect staff to use them rather than air their complaints outside the CARD.

Section 22.1. Scope of Policy.

This policy is designed to enable Board of Directors and employees of the CARD to raise concerns internally and at a high level and to disclose information which the individual believes shows malpractice or impropriety. This policy is intended to cover concerns which are in the public interest and may at least initially be investigated separately but might then lead to the invocation of other procedures e.g. disciplinary. These concerns could include

- a) Financial malpractice or impropriety or fraud
- b) Failure to comply with a legal obligation or Statutes
- c) Dangers to Health & Safety or the environment
- d) Criminal activity
- e) Improper conduct or unethical behaviour
- f) Attempts to conceal any of these

Section 22.2. Safeguards (Protection).

This policy is designed to offer protection to those employees of the CARD who disclose such concerns provided the disclosure is made: in good faith & in the reasonable belief of the individual making the disclosure that it tends to show malpractice or impropriety and if they make the disclosure to an appropriate person (see below). It is important to note that no protection from internal disciplinary procedures is offered to those who choose not to use the procedure. In an extreme case malicious or wild allegations could give rise to legal action on the part of the persons complained about.

Section 22.3. Confidentiality.

The CARD will treat all such disclosures in a confidential and sensitive manner. The identity of the individual making the allegation may be kept confidential so long as it does not hinder or frustrate any investigation. However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required.

Section 22.4 Anonymous & Allegations.

This policy encourages individuals to put their name to any disclosures they make. Concerns expressed anonymously are much less credible, but they may be considered at the discretion of the CARD. In exercising this discretion, the factors to be taken into account will include:

1. The seriousness of the issues raised
2. The credibility of the concern
3. The likelihood of confirming the allegation from attributable sources

Section 22.5. Untrue Allegations

If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. In making a disclosure the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations, and particularly if he or she persists with making them, disciplinary action may be taken against that individual.

Section 22.6. Procedures for Making a Disclosure on receipt of a complain

Procedures for Making a Disclosure On receipt of a complaint of malpractice the member of staff who receives and takes note of the complaint, must pass this information as soon as is reasonably possible, to the appropriate designated investigating officer as follows:

1. Complaints of malpractice will be investigated by the appropriate senior officer unless the complaint is against the Manager or is in any way related to the actions of the senior Manager. In such cases, the complaint should be passed to the Executive Director for referral.
2. In the case of a complaint, which is any way connected with but not against the Managers, the Chief Executive will nominate Disciplinary committee to act as the alternative investigating officer.
3. Complaints against the Chief Executive should be passed to the Chairperson of board of Director who will nominate an appropriate investigating officer.
4. The complainant has the right to bypass the line management structure and take their complaint direct to the board of Directors. The Chairperson of the Board of Director has the right to refer the complaint back to management if he/she feels that the management without any conflict of interest can more appropriately investigate the complaint.

Should none of the above routes be suitable or acceptable to the complainant, then the complainant may approach one of the following individuals who have been designated and trained as independent points of contact under this procedure. They can advise the complainant on the implications of the legislation and the possible internal and external avenues of complaint open to them:

1 _____

2 _____

If there is evidence of criminal activity, then the investigating officer should inform the police. The CARD will ensure that any internal investigation does not hinder a formal police investigation.

Section 22.7. Timescales.

Due to the varied nature of these sorts of complaints, which may involve internal investigators and / or the police, it is not possible to lay down precise timescales for such investigations. The investigating officer should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.

Section 22.8. The investigating

The investigation officer should as soon as practically possible, send a written acknowledgement of the concern to the complainant and thereafter report back to them in writing the outcome of the investigation and on the action that is proposed. If the investigation is a prolonged one, the investigating officer should keep the complainant informed, in writing, as to the progress of the investigation and as to when it is likely to be concluded. All responses to the complainant should be in writing and sent to their home address.

Section 22.9. Investigating Procedure

The investigating officer should follow these steps:

1. Full details and clarifications of the complaint should be obtained.
2. The investigating officer should inform the member of staff against whom the complaint is made as soon as is practically possible. The member of staff will be informed of their right to be accompanied by a trade union or other representative at any future interview or hearing held under the provision of these procedures.
3. The investigating officer should consider the involvement of the CARD auditors and the Police at this stage and should consult with the Chairman / Chief Executive
4. The allegations should be fully investigated by the investigating officer with the assistance where appropriate, of other individuals / bodies.
5. A judgment concerning the complaint and validity of the complaint will be made by the investigating officer. This judgment will be detailed in a written report containing the findings of the investigations and reasons for the judgment. The report will be passed to the Chief Executive or Chairman as appropriate.
6. The Chief Executive / Chairperson of board Directors will decide what action to take. If the complaint is shown to be justified, then they will invoke the disciplinary or other appropriate CARD procedures.
7. The complainant should be kept informed of the progress of the investigations and, if appropriate, of the final outcome.

8. If appropriate, a copy of the outcomes will be passed to the CARD Auditors to enable a review of the procedures.

If the complainant is not satisfied that their concern is being properly dealt with by the investigating officer, they have the right to raise it in confidence with the Chief Executive / Chairman, or one of the designated persons described above.

If the investigation finds the allegations unsubstantiated and all internal procedures have been exhausted, but the complainant is not satisfied with the outcome of the investigation, the CARD recognise the lawful rights of employees and ex-employees to make disclosures to prescribed persons (such as the Health and Safety Officer, the Audit Commission, or the utility regulators), or, where justified, elsewhere.

There are several ways to make a confidential - and anonymous if so desired - report of suspected waste, fraud, or abuse:

Send a written report to:

The chairperson of Board of Director, _____ (name) _____ (contact information); or The Audit Committee Chair, _____ (name) _____ (contact information)

Send an email to:

The chairperson of the Board of Director, _____ (e-mail address) or The Audit Committee Chair, _____ (e-mail address)

Telephone to:

Board Chair _____ at _____ (phone number) Audit Committee Chair _____ at _____ (phone number)

Personal meeting with either of the above. The report shall be taken seriously and investigated. The person or persons charged with alleged impropriety shall be given an opportunity to respond to the allegations in person or in writing. Even if the matter is determined not to constitute improper conduct, the individual making the report will not be retaliated against. That person shall not be subject to any punishment – including firing, demotion, suspension, reprimand, harassment, failure to consider the employee for promotion, or any other kind of discrimination – in retaliation for making the report.

Following the investigation, _____ (organization) will:

Provide the person filing a report with a summary of the findings; take appropriate steps to deal with the issue addressed, including making operational or personnel changes, or justify why corrections are not necessary; if warranted, contact law enforcement to deal with any suspected criminal activities. Board of Directors will maintain confidential records of all

actions taken under this Policy. The Board Audit Committee has responsibility for oversight of compliance with this Policy.

ARTICLE 23

PRESERVATION OF ORGANISATION DOCUMENTS

The Board of Directors of the CARD adopts the following Policy in order to strengthen its existing policies and procedures, maintain and exemplify “best practices”, and comply with applicable law³⁵ and regulations. Christian Action for Relief and Development-CARD takes seriously its obligations to preserve information relating to litigation, audits, and investigations. From time to time, the Executive Director may issue a notice, known as a “legal hold,” suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the Executive Director

Section 23.1. CARD Board, staff and volunteers must be aware.

Board, staff and volunteers must be aware That it is a crime to destroy, alter, cover up, or falsify any document³⁶ (or persuade anyone else to do so) to prevent its use in an official proceeding (for example, litigation or administrative proceeding, governmental investigation, or bankruptcy proceeding).

Section 23.2. If an official investigation is underway or even suspected,

The management must stop any document purging in order to avoid criminal obstruction charges.

³⁵ Non-profit organizations are required by Sarbanes-Oxley to adopt a document retention policy (Public Company Accounting Reform and Investor Protection Act of 2002. This is one of two requirements of Sarbanes-Oxley that apply to non-profits, which are otherwise not subject to that federal legislation.

³⁶ “Document” includes e-mail, voicemail and other electronic messages or data.

1. Similarly, if litigation is reasonably anticipated, document purging must be stopped & CARD will adopt and maintain a written, mandatory document retention and periodic destruction policy (the "Document Retention Schedule") to help limit accidental or innocent document destruction.
2. CARD will monitor, justify, and carefully administer the document destruction process & CARD will maintain appropriate records about its operations, and will also regularly dispose of unnecessary and outdated documents in accordance with the Document Retention Schedule.
3. CARD will manage, store, preserve and archive documents, including e-mail and other electronic messages or data, in accordance with the Document Retention Schedule & the Board Audit Committee has responsibility for oversight of compliance with this Policy.

Section 23.3. Electronic Documents and Records.

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be tested on a regular basis.

Section 23.4. Emergency Planning.

The Christian Action for Relief and Development's records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping Christian Action for Relief and Development operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

Section 23.5. Document Destruction.

The Executive Director is responsible for the ongoing process of identifying its records which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding. Document destruction will be suspended immediately upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Section 23.6. Compliance.

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against Christian Action for Relief and Development and its employees and possible disciplinary action against responsible individuals. The Executive Director and Board Chair will periodically review these procedures with legal counsel or Christian Action for Relief and Development's certified public accountant to ensure that they are in compliance with new or revised regulations.

Section 23.7. Retention & Management of Financial Record.

CARD maintains a centralized filing system for policy and project-related files. Staff are responsible for keeping the files relevant to all projects including funding agreements. The HR manager, Finance Manager are responsible for ensuring compliance with maintaining the central file(s) on each project as specified above. All financial records are kept for a minimum of 7 years.

Section 23.8. On an annual basis, the HR Manager,

Finance Manager will cull documents from the central filing cabinets. This ensures filing systems are current and unnecessary storage is reduced. Regular review of the files also assists in the transfer of relevant information in the event of staff turnover. When culling files, they should make a decision as to whether material should be: Archived at CARD; and Disposed of. In general, CARD staff are responsible for maintaining files relevant to their own projects and areas of responsibility. Copies of key documents should be forwarded to the HR. Manager, Finance Manager for inclusion on the project file, stored in the Finance/Administration office (a job number will be allocated). The documents kept in the central file include:

1. The funding submission & the funding agreement
2. The project budget & any correspondence with the funding agency
3. Copies of all reports and acquittals & Copies of any agreements with contractors involved in the project.
4. In order to ensure centralised record keeping, the HR. Manager Finance/Administration Manager also maintains copies of:
5. Statutory documents (e.g. the certificate of incorporation) & Source documents such as insurance policies

ARTICLE 24

RESERVE POLICY

Section 24.1. Purpose.

The purpose of the Reserves policy for CARD is to ensure the stability of the mission, programs, employment, and ongoing operations of the organization and to provide a source of internal funds for organizational priorities such as building repair and improvement, program opportunity, and capacity building. The Reserves policy will be implemented in concert with the other governance and financial policies of CARD and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.³⁷

Section 24.2. The Operating Reserve

The Operating Reserve Fund will be funded with surplus unrestricted operating funds. The Board of Directors may from time to time direct that a specific source of revenue be set aside for Operating Reserves. Examples may include one-time gifts or bequests, special grants, or special appeals.

Section 24.3. Use of Reserves

Identification of appropriate use of reserve funds³⁸. The Executive Director and staff will identify the need for access to reserve funds and confirm that the use is consistent with the purpose of the reserves as described in this Policy. This step requires analysis of the reason for the shortfall, the availability of any other sources of funds, and evaluation of the time period that the funds will be required and replenished.

Reporting and monitoring.³⁹ The Executive Director is responsible for ensuring that the Operating Reserve Fund is maintained and used only as described in this Policy. Upon approval for the use of Operating Reserve funds, the Executive Director will maintain records of the use of funds and plan for replenishment. He/she will provide regular reports to the Finance Committee/Board of Directors of progress to restore the fund to the target minimum amount.

³⁷ Financial Management Manual Guidelines, Financial Procedures & Policies for Non-profits ©2011 Management STRATAGEMS Group. All rights reserved. www.stratagemsgroup.com P, 28

³⁸ Financial Management Manual Guidelines, Financial Procedures & Policies for Non-profits ©2011 Management STRATAGEMS Group. All rights reserved. www.stratagemsgroup.com P, 29,30

Section 24.4. Support Group Policy

Notwithstanding any provision of these By-laws to the contrary, the organisation shall comply with policies relating or support groups as set forth in policy statement in effect from time to time.

ARTICLE 25

MISCELLANEOUS

Section 25.1. Contracts, Notes, and Checks.

All contracts entered into on behalf of this organisation must be authorized by, and (except as otherwise provided by law) every check, draft, promissory note, money order, or other evidence of indebtedness of this organisation shall be signed by, the Board of Directors & Executive Director or the person or persons on whom such power may be conferred by the Board from time to time.

Section 25.2. Annual Reports to Member and Directors.

Financial Report. Unless this organisation receives less than \$25,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this organization's fiscal year, the Board shall furnish a written report to all of the directors and Member containing the following information:

- a) The assets and liabilities, including the trust funds of this organisation, as of the end of the fiscal year; the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- b) the revenue or receipts of this organisation, both unrestricted and restricted for particular purposes, for the fiscal year;
- c) The expenses or disbursements of this organisation, for both general and restricted purposes, for the fiscal year; and Any information required by subsection B below.

Section 25.3. The foregoing report shall be accompanied by any report

Thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this organisation that such statements were prepared without an audit from the books and records of this organisation.

Section 25.4. If this organisation receives less than \$25,000 in gross revenues

If this organisation receives less than \$25,000 in gross revenues or receipts, during the fiscal year, the report described above must be furnished only to the directors and upon written request of Member.

Section 25.3. Report of Certain Transactions.

Unless this organisation furnishes the report required by subsection A above, within 120 days after the end of this organization's fiscal year, the Board shall furnish a written report to Member and directors of this organisation containing the following:

Section 25.4. Inspection of organisation records.

Every Directors of the board shall have the absolute right at any reasonable time to inspect the physical properties of the organisation. Such inspection may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 25.5 representation of organisation.

The chairperson for the board, the vice chair, the executive Directors another trustee designated by the executive committees is Authorised to represent, and exercise on behalf of the organisation all rights incident to any standing order in the name of the organisation, unless the board of Directors designates another person to exercise to such rights, or By-laws of the other organisation otherwise provided. The authority herein granted may be exercised either in person or by proxy or power of attorney duly executed

Section 25.6. Fiscal Year and Finances.

The fiscal year of the organization shall be concurrent with that of the CARD. A budget for the fiscal year shall be approved by the Executive Board prior to the year's commencement. No officer, committee, task force, or individual member shall incur any expenses on behalf of the CARD unless duly authorized by the Executive Board.

Section 25.7. The official financial records of the organization

Shall be maintained at the Christian Action for Relief and Development Office. The CARD accounts shall be subjected to the audit practices of the non-profit organisation financial account standard.

Section 25.8. The Treasurer

Shall present a financial status report and a budget status report at each Executive Board meeting. Financial year Audit, the fiscal year of the organisation shall be from 1st July to 30th July 30th. The financial year of the organization is a cycle of calendar year and shall be consistent with the annual general assembly meetings that is after every twelve months of the first fiscal year. The financial year books and records of the organisation shall be audited at least once during each fiscal year by reputable and independent certified accountants.

Section 25.9. Review of Policy.

This Policy will be reviewed every other year, at minimum, by the Finance Committee and Programme committee or sooner if warranted by internal or external events or changes. Changes to the Policy will be recommended by the Finance Committee to the Board of Directors

Section 25.10. Seal of organisation.

The board of directors shall provide for safe custody of a seal, if any which shall only be used by the authority of the board of directors and executive secretariat and every instrument to which the seal shall be affixed shall be signed by one of the board members and shall be countersigned by the secretary or any person acting as an authorized body to act on behalf of the board of directors for that purpose.

Section 25.11. Leasing organisation assets.

The agency at its own discretion and risk may lease some of the assets like land, buildings, vehicles or any other assets. The leasing process or decision is to be ruled out by Board of Directors pinpointing the reasons and conditions letting the organization to lease or hire out its assets.

The leasing process or hiring out of assets is don'ts and dos type of procedures and restrictions since the accepted standardized regulations may fail to work for the organization. On no account will assets be leased by CARD that have been granted or entrusted to CARD for a specific purpose or project that does not include leasing.

ARTICLE 26

CONTRIBUTIONS AND DEPOSITORIES

Section 26.1. Voluntary Contributions.

The Corporation may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

Section 26.2. Depositories.

The Board of Directors shall determine what depositories shall be used by the Corporation as long as such depositories are located within the State of Wau South Sudan and are authorized to transact business by the CARD. All checks and orders for the payment of money from said depository shall be signed such signatories as have been authorized and required in advance by the Board of Directors.

Section 26.3. Dissolution.

The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the Corporation then in office taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors entitled to vote thereon. No Director, officer or employee or person connected with the Corporation shall be entitled to share in the distribution or representation of any of the Corporation assets upon its dissolution.

Section 26.4. Amendments.

The board of Directors may adopt, amend, or repeal these By-laws. Any proposed amendment, repeal, or revision of these By-law shall be submitted in writing to the chairperson of the Board of Directors not few the eleven (11) (or more than 90 days prior to the meeting at which the same is to be considered. At least ten (10) days prior to such meetings, the deputy chairperson shall mail or cause to be delivered copies of any such proposal to each Directors in the manner provided in section 10 of Article 10 (relating to Notice and Place of t of these bylaw meeting Amendments to these Bylaws.