

STATUTES

OF

SOLIDARITY WITH SOUTH SUDAN

December 2014

INTERPRETATIONS

In these Statutes:

“the Association” means the organisation known as Solidarity with South Sudan;

“Association Members” means the members of the Association whose names are entered in its Register of Members;

“Board members” means the members of the Governing Board for the time being of the Association or the Board members present at a meeting of the Governing Board and includes any person occupying the position of Board member by whatever name called;

“clear days” “ in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Governing Board” means the Governing Board of the Association;

“Religious Congregations” means the voluntary associations of men and women around the world formed for religious and charitable purposes;

“Secretary” means the Secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association;

“Superior General” means that member of a Religious Congregation who for the time being, is the duly appointed Superior General of that Congregation;

1. NAME

1.1. The name of the organisation is the Solidarity with South Sudan Association (“the Association”).

2. BACKGROUND

2.1. The Association is an unincorporated collaborative project between members of the Union of Superior Generals (“USG”) and the International Union of Superior Generals (“UISG”) and the South Sudan Bishops’ Conference.

3. NATURE AND PURPOSE

3.1. The nature and purpose of the Association involves the coordinated participation of several religious institutes with their different charisms in cooperation with the bishops of South Sudan. By mutual agreement human capacity development is promoted through the setting up of training institutions in education and in health care and by the support of agreed pastoral services.

4. MEMBERSHIP

4.1. The Members of the Association (“Association Members”) can only be:

4.1.1. Religious Congregations whose Superior Generals are members of USG and UISG, and

4.1.2. The South Sudan Bishops’ Conference.

4.2. Association Members shall be entered into the Register of Members which shall be presented to the General Assembly each year.

4.3. There shall be no upper limit on the number of Association Members.

4.4. Membership is non-transferable.

4.5. An Association Member shall cease to be a member if:

4.5.1. Their respective organisation ceases to exist;

4.5.2. They notify the Secretary in writing of their resignation as a member;

4.5.3. They do not meet the requirements of Section 4.1 above.

5. THE GENERAL ASSEMBLY

5.1. A meeting of the Association Members shall be held annually known as the General Assembly.

5.2. The Association Members are represented at the General Assembly by the Superior General of their respective organisation or other nominated representative(s).

5.3. The role of the General Assembly is to ensure that the Association acts in keeping with the Purpose and Mission Statement of the Association.

- 5.4. The President of the Governing Board (“President”) shall call the General Assembly and at least 21 clear days’ notice in writing shall be given to the Members including details of all resolutions to be tabled at the General Assembly.
 - 5.5. The business to be conducted at the General Assembly shall include:
 - 5.5.1 The approval of the annual report and financial statements as presented by the Governing Board;
 - 5.5.2 The election of Governing Board members as required;
 - 5.5.3 The approval of the appointment of the President and the Vice-President of the Governing Board as required;
 - 5.5.4 Any other business duly notified.
 - 5.6. The following powers are reserved to the General Assembly only:
 - 5.6.1 Amendments to the Mission Statement of the Association;
 - 5.6.2 Amendments to the Statutes of the Association;
 - 5.6.3 The dissolution or amalgamation of the Association.
 - 5.7. The President may invite organisations or persons relevant to the development of the Association to the General Assembly.
 - 5.8. The President or his/her nominee shall preside at the General Assembly or any Extraordinary Meeting of the Association.
 - 5.9. The quorum for any meeting of the General Assembly shall be more than 50% of the Association Members noted on the Register of Members present in person or by proxy at the time when the meeting proceeds to business.
 - 5.10. Each Association Member has one vote regardless of the number of representatives of their respective organisation present at the General Assembly.
 - 5.11. All decisions require a simple majority of Association Members present and entitled to vote except for resolutions noted in Section 5.6 above which require a two thirds majority of those present and entitled to vote.
 - 5.12. An Extraordinary Meeting may be called by the President in exceptional circumstances. The notice and conduct of such a meeting are the same as those for a General Assembly.
6. THE GOVERNING BOARD
- 6.1. The conduct, management and financial administration of the Association shall be under the control of the Governing Board, who shall exercise the powers hereinafter conferred, subject to the general supervision and control of the General Assembly.

- 6.2. Unless otherwise determined by the General Assembly, the Governing Board shall comprise of a minimum of 8 and a maximum of 12 members with full voting rights. (“Board members”).
- 6.3. Board members are appointed by the General Assembly from the Member Organisations of the Association and are normally Superior Generals of Religious Congregations or their nominees.
- 6.4. An authorised representative of the South Sudan Bishops’ Conference shall be a member of the Governing Board, with full voting rights.
- 6.5. The Governing Board may appoint up to two additional Board members with full voting rights, if the Governing Board felt that there was a need for additional experience or expertise in any particular field.
- 6.6. The Governing Board may invite such persons as they deem appropriate to attend meetings of the Governing Board, and invitees shall have no voting rights.
- 6.7. The Secretary Generals of USG and UISG shall attend Governing Board meetings, but have no voting rights.
- 6.8. The Executive Director shall normally attend and speak at Governing Board meetings but has no voting rights.
- 6.9. The Governing Board may when deemed necessary call for a meeting of voting members only and may when deemed necessary create a subcommittee comprised of only voting members of the Governing Board.
- 6.10. The term of office for Board members is four years with a retiring Board member being eligible for reappointment for one further four-year term.
- 6.11. If a Board member retires before the expiration of his/her term of office, his Member Organisation may nominate a replacement who will continue the remainder of the original term of office and may be reappointed in accordance with Section 6.10.
- 6.12. The Governing Board shall meet as often as is required for the discharge of its duties but shall hold at least two meetings per year.
- 6.13. The Governing Board may regulate its meetings and communications as it sees fit. The Governing Board may from time to time make and alter rules for the conduct of their business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with these Statutes.

- 6.14. No business shall be transacted at a meeting of the Governing Board unless a quorum of Board members is present at the time when the meeting proceeds to business, save as herein otherwise provided, more than half of the voting members present shall be a quorum.
- 6.15. Board members may validly participate in a meeting by means of electronic or telephonic communication so long as all Board members can hear and communicate with all other Board members at the meeting.
- 6.16. The President shall preside at all meetings of the Governing Board. If at any meeting of the Governing Board, the Chairperson is absent, then the Vice-President shall preside. However, if the President and the Vice-President are both absent, then the Board members present may choose one of their number as Chairperson for that particular meeting.
- 6.17. A special meeting of the Governing Board may be called at any time by the Chairperson or by three Board members upon not less than 21 clear days' notice being given to the other Board members present and voting on the matter to be discussed.
- 6.18. The General Assembly may request a special meeting of the Governing Board.
- 6.19. The Governing Board will strive to make decisions by common consensus, however when there is no clear consensus, the matter shall be determined by a majority of votes of the Board members present and voting on the question. In the case of equality of votes, the Chairperson shall have a casting vote.
- 6.20. A resolution in writing signed by all the Board members for the time being shall be as effective as a resolution passed at a meeting of the Governing Board duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Board members.
- 6.21. The Governing Board shall have the following role and responsibilities:
- To approve all applications for membership. The Governing Board may refuse an application for membership from an organisation, if acting reasonably and properly they consider it to be in the best interests of the Association.
- To develop and promote policies and procedures for the management of the Association and its activities in keeping with the Purpose and Mission Statement of the Association.
- a. To make the following appointments:
- i. The President of the Governing Board

- ii. The Vice-President of the Governing Board
 - iii. Executive Director
 - iv. Associate Executive Director
 - v. Director of Development and Fundraising
 - vi. Finance Officer
- b. To oversee the establishment and monitoring of any companies, corporations, associations or trusts (“established entities”) that may be required to allow the Association to conduct its business in various jurisdictions.
 - c. To ensure that proper accounts of the finances of the Association and any other established entities as well as minutes of all proceedings and decisions are kept.
 - d. To receive the financial reports and approve the annual budgets for the administration of the Association and established entities and the training institutions and pastoral services of the Association.
 - e. To ensure efficient use of resources, in particular that all monies available for the work of the Association and established entities are spent according to the agreed plans and budgets and that all monies are properly accounted for.
 - f. To report to the General Assembly on the functioning of the Association including the annual financial report.

7. THE PRESIDENT

- 7.1. The President of the Governing Board shall be appointed by the Governing Board and approved by the General Assembly for a four-year term and may be reappointed to one successive term.
- 7.2. The President shall have the power, on behalf of the Association, to perform all acts and execute all documents to make effective the actions of the Governing Board. However the President does not have authority to enter into everyday commercial contracts in a personal capacity.
- 7.3. The President of the Governing Board shall be the representative of the Governing Board at all times and ensure that all orders and resolutions of the Governing Board are carried out.
- 7.4. The President shall have the responsibility to:
 - 7.4.1. Maintain an overview of the aims and objectives of the Association.

- 7.4.2. Ensure that decisions are taken in line with the aims, policies and objectives of the Association.
- 7.4.3. Represent the interests of the Association whenever the opportunity presents.
- 7.4.4. Ensure that the business dealt with by the Governing Board covers the range of issues pertinent to the Governing Board.
- 7.4.5. Lead the Governing Board towards well thought out decisions and clear mandates for action.
- 7.4.6. Encourage that each Governing Board member contributes to the best of his or her ability and that all issues relevant to a discussion are raised.

8. THE EXECUTIVE DIRECTOR

- 8.1. The Executive Director of the Association shall be appointed by the Governing Board.
- 8.2. The terms and conditions of employment of the Executive Director shall be determined by the Governing Board.
- 8.3. The Executive Director will be directly accountable to the Governing Board and shall submit to the Governing Board all such statements and reports affecting the organisation of the Association as the Governing Board shall see fit.
- 8.4. The Executive Director shall control the internal organisation, management and discipline of the Association, including the assignment of duties to all staff members.
- 8.5. The Executive Director shall normally attend and speak at meetings of the Governing Board, but is not entitled to vote.
- 8.6. The Executive Director or the Associate Executive Director shall normally attend meetings of the Sub-Committees established by the Governing Board.
- 8.7. The Executive Director shall be the Secretary of the Association.
- 8.8. The Executive Director, as Secretary, shall have the following responsibilities:
 - 8.8.1. Convene all meetings of the Governing Board.
 - 8.8.2. Prepare and circulate the agenda for meetings of the Governing Board in consultation with the Executive Council.

- 8.8.3. Keep or arrange to have kept, the minutes of all meetings of the Governing Board, General Assembly, Sub-Committees of the Governing Board and the Executive Council.
- 8.8.4. Oversee the administration of the Governing Board's business.
- 8.8.5. Ensure that official Governing Board correspondence is dealt with.

9. THE EXECUTIVE COUNCIL

- 9.1. An Executive Council who shall be appointed by the Governing Board shall be established and shall normally comprise of the following:
 - 9.1.1. President of the Governing Board;
 - 9.1.2. Vice-President of the Governing Board;
 - 9.1.3. Executive Director.
 - 9.1.4. Associate Executive Director
 - 9.1.5. Chairperson of the Finance Committee
- 9.2. The Governing Board may appoint an additional member to the Executive Council, if there was a need for additional experience or expertise in any particular field.
- 9.3. The Executive Council may invite such persons as they deem appropriate to attend meetings of the Executive Council.
- 9.4. The Executive Council shall meet as often as is required for the discharge of its duties, but shall hold at least four meetings per year.
- 9.5. Members of the Executive Council may validly participate in a meeting by means of electronic or telephonic communication so long as all the members can hear and communicate with all other members at the meeting.
- 9.6. The President of the Governing Board or the Executive Director may call additional meetings of the Executive Council for any reason he/she deems necessary.
- 9.7. The role of the Executive Council shall be as follows:
 - 9.7.1. To ensure that tasks which have been actioned at meetings of the Governing Board are completed in an efficient and timely manner.
 - 9.7.2. To deal with matters that arise between meetings of the Governing Board.

- 9.7.3. To assist the Governing Board in the implementation of the Association's strategic plan.
- 9.7.4. To propose the Agenda for the Governing Board's meetings.
- 9.7.5. To monitor and co-ordinate the work of the Committees of the Governing Board.
- 9.8. The Executive Council is accountable to the Governing Board and will report after each meeting of the Executive Council.

10. COMMITTEES

- 10.1. The terms of reference, membership, chair, role and powers of any Sub-Committee must be approved by the Governing Board.
- 10.2. All Sub-Committees established by the Governing Board shall be responsible to the Governing Board.
- 10.3. The Associate Executive Director shall normally attend meetings of all Committees.
- 10.4. All Committees shall keep minutes and make regular reports on their work to the Governing Board.
- 10.5. Any recommendation made by a Committee will be submitted to the Governing Board for ratification.

11. ADDITIONS, ALTERATIONS OR AMENDMENTS

- 11.1. No additions, alterations or amendments shall be valid unless approved in accordance with Section 5.11.

12. WINDING-UP

- 12.1. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to another institution which has main objects similar to the main objects of the Association. The institution or institutions to which the

property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members. Members of the Association shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.

These Statutes were approved by the Governing Board of the Association on:
the ___ day of December 2014.

These Statutes were adopted by the Members of the Association on:
the ___ day of December 2014.