



**KARO LANGUAGE DEVELOPMENT INSTITUTE**

**CONSTITUTION  
OF  
KARO LANGUAGE  
DEVELOPMENT INSTITUTE  
(KALDI)**

Last edited August 2019

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## CHAPTER I: PRELIMINARY

### Article 1: Preamble

**The Members** of the General Assembly of Karo Language Development Institute (herein referred to as KALDI), Being natural persons of the age of eighteen years or more, and of sound minds;

**Honoring** the vision and novel initiative of the ten Founders of the Institute;

**Mindful**, that language plays a very great and vital role in the life, culture, tradition and the customs of the people who speak it, thus cementing their identity, unity, sense of belonging, and maintaining their social bondage and cleavages, and enriching communication;

**Cognizant**, of the fact that the Karo Language is mother tongue to a greater and a sizeable number of people in the Republic of South Sudan;

**Fully aware**, of the fact that the Karo Language has linkages and common roots with other Nilotic and Sudanic languages and can thus be learnt and spoken by the People of those languages; and

**Optimistic** that the Karo Language has the potential to develop and become a leading and an important medium of communication in the Republic of South Sudan;

**Do Hereby** promulgate and adopt this Constitution as the **law** that shall govern us and our posterity, and the activities and the running of the Institute now and in the future, and we undertake to defend it, abide by it, uphold and respect it.

### Article 2: Definitions

In this Constitution, unless the context otherwise requires, the following words and expressions shall have the meanings assigned to them hereunder:

“Ad-hoc Committee”	means the ad-hoc committee or committees of the Institute.
“Institute”	means the Karo Language Development Institute.
Board of Governors” or “Board” “Chairperson” or “Chair”	means the Board of Governors of the Institute Means the Chairperson of the Board of Governors of the Institute
“Committee”	means any committee or committees of the Institute
“Compensation”	means the compensation paid to any Founder, Governor, officer, employee, worker, contractor agent, or laborer of the Institute.
“Constitution”	means the Constitution of the Institute.

“Delegate”	means any member of the Institute delegated by any one of the six (6) Communities of the Karo Language People.
“Employee”	means any employee of the Institute.
“Extraordinary Meeting”	means any Extraordinary Meeting of the Institute.
“Founders”	means the Ten (10) Founders of the Institute, namely; Mr. Patrick Lado Ramadhan; Dr. Henry Wani Rondyang; Dr. Laila Barnaba Lokosang; Mr. Francis Warun Scopas (deceased); Mr. Henry Duku; Mr. Francis Lokosang; Mr. Joseph Abuk; Ms. Mary Simbe; Mr. Wani Noon; and Mr. James Lomole Simeon.
“General Assembly”	means the General Assembly of the Institute.
“Governor”	means any of the members of the Board of Governors of the Institute.
“Government”	means the government of the Republic of South Sudan, or any other local government, or foreign government or governments.
“Karo”	means the totality of the six (6) Communities that speak the Karo Language with its different accents.
“Laborer”	means any laborer hired by the Institute.
“Language”	means the language spoken by the Karo Language People.
“Meeting”	means any meeting of the Institute.
“Member”	means any registered member of the Institute.
“Notice”	means any notice or notices issued by any of the organs or offices of the Institute.
“Office”	means any of the offices of the Institute.
“Officer”	means any salaried or non-salaried Officer, paid or unpaid Officer, elected or appointed Officer of the Institute.
“Office Bearer”	means any person elected or appointed, who holds a salaried or unsalaried, paid or unpaid office of the Institute.
“Ordinary Meeting”	means any ordinary meeting or meetings of the Institute.
“Position”	means any position held by any member of the Institute
“Quorum”	means the quorum reached at any meeting of the Institute.
“Secretariat”	means the Secretariat of the Institute.
“Secretary”	means any member of the Secretariat of the Institute
“Secretary General”	means the Secretary General of the Institute.
“Specialized Committee”	means any Specialized Committee or Committees of the Board Governors of the Institute.
“Special Meetings”	means any Special Meeting or Meetings of the Institute.
“Sub-Committee”	means any sub-committee or committees of the Institute.

“State”	means a federal state in the Republic of South Sudan.
“Transitional Board of Governors”	means the Transitional Board of Governors of the Institute
“Transitional Secretariat	means the Transitional Secretariat of the Institute.
“Treasurer	means the Treasurer of the Institute.
“Worker”	means any paid or unpaid worker of the Institute.

### **Article 3: Name and Address of the Institute**

#### **3.1 Name**

This Institute shall be known as “**KARO LANGUAGE DEVELOPMENT INSTITUTE**”, (hereinafter referred to as the ‘**Institute**’), which shall be abbreviated as “**KALDI**”.

#### **3.2 Address**

- (i) The address of the Institute for the purposes of mailing and gaining physical access shall be made known once it commences its operations.
- (ii) Without prejudice to the provisions of Sub-article 3.2 (i) above, the Institute may change its official address whenever the Board of Governors deems it necessary, provided such a change of address shall have been approved by a majority of the members of the Board of Governors in any Ordinary or Extraordinary Meeting.

### **Article 4: Jurisdiction and Area of Operation of the Institute**

#### **4.1 Jurisdiction**

- (i) The Institute shall have jurisdiction on all issues pertaining to the cultural, traditional, customary, academic, professional and linguistic development, advancement and progress of the cultures, traditions, customs and the language of the Karo People within and without the boundaries of the Republic of South Sudan.
- (ii) Notwithstanding the generality of the foregoing, the Institute shall have jurisdiction in the academic, professional, cultural, traditional, linguistic and customary development, progress and advancement of any section, community of the Karo People wherever they are domiciled irrespective of the national and/or international boundaries.

#### **4.2 Area of Operation**

- (i) The Institute shall have its head office in Juba, the capital city of the Republic of South Sudan. It shall establish branch offices where need arises. It may also establish and open sub-offices in any town or city within the Republic of South Sudan and abroad, whenever the Board of Governors deems it fit and necessary for the attainment of the objectives hereinbefore stated.

- (ii) The Institute is formed, established and organized under the laws of the Republic of South Sudan, exclusively for the promotion, advancement and development of the cultures, traditions, customs and the language of the Karo People of the Republic of South Sudan. The Institute shall not engage in any subversive political or other activity within or without the Republic of South Sudan.
- (iii) Notwithstanding the generality of the foregoing section, the Institute may give technical, professional, expert and academic advice to any official entity within the government of the Republic of South Sudan as the need may arise. Such advice shall only be given on the request of either the government office in the Republic of South Sudan.

## **CHAPTER II: VISION, MISSION AND OBJECTIVES OF THE INSTITUTE**

### **Article 5: The Vision of the Institute**

The vision of the Institute shall be:

- (i) To ensure that the Karo Language is developed to the scientific, linguistic, academic and professional levels of the internationally accepted standards, with the aim of bringing it to take and play a leading role and position amongst South Sudanese national languages.
- (ii) To promote the Karo Language so that it is widely spoken within the Republic of South Sudan, making it become an effective instrument of forging national unity, social cohesion, enrichment of cultural heritage and enhancement of knowledge.

### **Article 6: Mission Statement**

The mission of the Institute is to promote and develop the Karo Language, cultures, traditions and customs of the Karo People of the Republic of South Sudan, with the objective of making the same attractive and easy-to-learn *lingua franca*, that shall be used as a vehicle for fomenting national unity, peace and solidarity amongst the Karo People of the Republic of South Sudan by *inter alia*, promoting awareness among the same People to realize and recognize their common identity, cultural heritage and ancestry.

### **Article 7: Objectives of the Institute**

The Institute shall have the following objectives:

- (i) To galvanize efforts for developing a standard Karo Language through scientific, academic, linguistic, professional and literary research with the aim of making the

same easy-to-learn and attractive to local, regional and international scholars, researchers and learners.

- (ii) To ascertain that the Karo Language becomes an instrument for cementing unity among the Karo People.
- (iii) To encourage families of the Karo Community to patronize their language by speaking their mother tongue in their households and social gatherings, and identify with the same.
- (iv) To carry out educational, literary, cultural, traditional, customary and scientific research and activities for the promotion, development and advancement of the Karo Language, by organizing workshops, seminars, community or group meetings, symposia, and conferences for the attainment of these objectives.
- (v) To propagate and advocate for the promotion of the use of the Karo Language as a medium of instruction in schools within the Republic of South Sudan.
- (vi) To exploit the common roots of the Karo Language as a medium for enrichment of the common cultural heritage, cohesion, unity, togetherness, sense of belonging and destiny of the greater body of the People of the Republic of South Sudan.
- (vii) The Institute shall further aim to create and establish a constituent centre for developing material, curricula and guidelines for teaching of the Karo Language and other linguistic notes and documentation of material pertaining to the different Karo cultural rites, social fulfilment, traditions and customs in a bid to enrich the field of African social studies generally.

## **Article 8: Powers of the Institute**

**8.1** Except as otherwise provided in this Constitution, the Institute shall have all the powers provided under the laws of the Republic of South Sudan. The Institute shall also have all implied powers necessary and proper to carry out its express functions. The Institute shall pay reasonable compensation to Governors and Office Bearers or Officers for services rendered to, or for the Institute in furtherance of one or more of its objectives set forth under Article 3 above.

**8.2** Without prejudice to the provisions under Article 7 and Sub-article 8.1 hereof, the Institute shall exercise, carry out, and perform the following powers, functions and duties:

- (i) Mobilize resources for the promotion of the language, cultures, traditions and customs of the Karo People of the Republic of South Sudan.
- (ii) Organize workshops, seminars, symposia, meetings and conferences for the harmonization, realization and the attainment of linguistic, cultural, traditional and customary structures and morphology of the Karo Language.
- (iii) Facilitate and capacitate linguists, scholars, learners and resource persons to produce literary works in the Karo Language.
- (iv) Promote and engage in the production and publication of scientific literary works, folklore tales, stories, dances and music, poems, historical narratives, short stories, reference materials and literature in the Karo Language.
- (v) Organize, facilitate and provide resources for the creation and establishment of Karo Language repository, libraries, printing facilities, publication centers and clubs, with the aim of availing literary products in Karo Language to the Karo

People, in particular, and to the citizens of the Republic of South Sudan, in general.

- (vi) Research, promote, develop and produce Karo Language school curricula and syllabus that shall be taught and learned in schools throughout the Republic of South Sudan.
- (vii) Make use of the current and future technological advancement to propagate and promote the use and access of the Karo Language locally, regionally, and internationally, through the internet, websites, social networks and other media and methods of publication.
- (viii) Acquire, possess and own any real or personal property, in its own name, by way of lease, purchase or gift, and, or bequeaths and shall possess, own, keep and maintain the same as offices and for other uses of the Institute, and may rent, sell or mortgage the same in whole or in part, as shall be approved by a majority of the members of the Board of Governors on the recommendation of the Secretariat, and endorsement of the General Assembly in an Ordinary or Extraordinary Meeting thereof, for the attainment of these objectives.
- (ix) Solicit for funds, from individual natural and legal persons, private and public corporations, regional and international institutions and agencies, government and other parastatal institutions and agencies for the attainment of these objectives.
- (x) Employ such number of officers, staff, employees, workers, laborers, and other support staff as may be approved by the Board of Governors or, or by the Secretariat, as the case may be, for the smooth running of the Institute, and for the attainment of the objectives of the Institute.
- (xi) Advise relevant government entities within the Republic of South Sudan on linguistic, cultural, traditional, customary and educational matters and affairs as the case may be. Provided that, such advice shall only be given on the written request of the said governments, or as the need arises, or as the Board of Governors of the Institute may deem it fit and necessary.
- (xii) Carry out, hold and conduct meetings, workshops, symposia, classes, training sessions, lectures, seminars, concerts and exhibitions for the attainment of the objectives hereof.
- (xiii) Publish and produce books, reports, newspapers, newsletters, leaflets, flyers and all other literature and documentation for the promotion, development and advancement of the Karo Language.
- (xiv) To open, keep, possess and manage bank account or accounts, locally, or regionally, or internationally, in any bank or banks, in the name of the Institute.
- (xv) The Institute shall have power to do any other thing that is incidental, conducive and necessary for the attainment of the objectives of the Institute.

## **CHAPTER III: ORGANIZATIONAL STRUCTURE OF THE INSTITUTE**

### **Article 9 Organization of the Institute**

#### **9.1 Legal Status**

The Institute is organized exclusively as a think-tank and for educational and academic purposes. It is also organized on non-stock, non-trust, non-profit, non-political and non-partisan basis, in accordance with the laws of the Republic of South Sudan.

#### **9.2 The Purpose and Functions of the Institute**

Notwithstanding the generality of the foregoing, the Institute is organized for the purposes of carrying out literary, educational, linguistic, cultural, traditional, customary, scientific and professional research for the promotion, development and advancement of the Karo Language, cultures, traditions and customs of the Karo People of the Republic of South Sudan.

### **Article 10: Organs of the Institute**

The Institute shall have the following organs:

- (a) The General Assembly
- (b) The Board of Governors
- (c) The Secretariat

### **Article 11: The General Assembly**

#### **11.1 Composition of the General Assembly**

The General Assembly of the Institute shall consist of thirty (30) members or five (5) Representatives elected/selected by each of the six Karo Constituent Communities.

**11.2** The Term of the General Assembly shall be five (5) calendar years computed from the date of the election/selection of its Representatives.

**11.3** Each of the Community Representative of the General Assembly as provided for in Sub-articles 11.1 and 11.2 above, shall elect from among them one member to the Board of Governors of the Institute.

**11.4** A Member of the General Assembly or the Board of Governors of the Institute shall remain in his/her position for the entire period as provided for in Sub-Articles 11.1, 11.2 and 11.3, except by reason of:

- (i) Voluntary resignation.
- (ii) Permanent or terminal illness.
- (iii) Temporary or permanent insanity.

- (iv) Protracted and perpetual neglect of duty for twelve (12) consecutive calendar months.
- (v) Prolonged absence from duty for a period of one continuous calendar year.
- (vi) Conviction for a crime involving moral turpitude
- (vii) Working against the Institute, or contrary to the objectives, principles, vision, mission and the Constitution of the Institute.
- (viii) Using and exploiting the Institute for personal benefit or interest.
- (ix) Misuse, misappropriation and embezzlement of Institute's funds.
- (x) Death.

### **11.5 Time for the Election/Selection of Delegates**

Sixty (60) days prior to the end of the five (5)-year tenure of office, the six (6) Karo Communities shall elect/select new delegates to replace the outgoing thirty (30) elected/selected members of the General Assembly and of the Board of Governors and the latter shall cease to be so at the end of the five-year tenure of office. The five-year tenure of office shall be computed from the date they are elected/selected to office.

### **11.6 Powers of the General Assembly**

The General Assembly shall be the supreme authority of the Institute. It shall exercise the following powers:

- (i) Shall be responsible for the oversight and supervision of the Board of Governors, and the Secretariat to ensure proper and smooth running, administration and management of the business and the affairs of the Institute.
- (ii) Shall approve the General Policies, the Annual Plan of Action, the Five Year Plan, and Fundraising Activities of the Institute as presented to it by the Secretary General and as passed and recommended by the Board of Governors.
- (iii) Shall approve the Annual General Report, Budget, Audit Report, the Annual Statement of Accounts and the Balance Sheet, as presented by the Secretary General and as passed and recommended to it by the Board of Governors.
- (iv) It shall elect the Chairperson of the Board of Governors and the other members of the Board of Governors from among the members of the General Assembly every five (5) calendar years. Thereafter, the elected Chairperson shall appoint the Deputy Chairperson and the Secretary General. Thereafter, the Secretary General shall recommend to the Board of Governors for approval, the appointment of the members of the Secretariat to their respective offices.
- (v) Notwithstanding the foregoing, the General Assembly shall do anything that is incidental and conducive for the attainment of the objectives of the Institute, and for the smooth running and proper management of the business and the affairs of the Institute.

## **Article 12: The Board of Governors**

### **12.1 General**

The Institute shall have a Board of Governors that shall exercise powers, carry out functions, duties and activities on behalf of the Institute in accordance with this Constitution and the laws of the Republic of South Sudan.

## **12.2 Constitution of the Board of Governors**

The Board of Governors of the Institute shall consist of seven (7) members, elected as follows:

- (a) Six (6) members shall be elected by members of the six constituent Karo Communities, which are Members of General Assembly, in separate meetings
- (b) The Secretary General of the Institute who shall be elected by all thirty Members of the General Assembly in one sitting.

## **12.3 Qualifications of the members of the Board of Governors**

The members of the Board of Governors shall have the following qualifications and qualities:

- (i) Shall guide the Institute and lend it credibility.
- (ii) They shall be qualified, experienced and motivated community leaders.
- (iii) They shall be well-intentioned persons, culturally and politically astute and connected to their communities.
- (iv) They shall be conversant with the traditions, the customs and the cultural norms of the Communities they represent.
- (v) Shall have strong management and administrative skills and experience in managing a non-governmental organization (NGO).
- (vi) Shall have at least a diploma in any discipline from a recognized institution of higher learning.

## **Article 13: Powers, Duties, Responsibilities and Functions of the Board of Governors**

### **13.1 Powers**

The Board of Governors shall have powers as follows:

- (i) It shall be the highest authority and policymaker of the Institute.
- (ii) It shall be responsible for the oversight, supervision of the Secretariat for the proper administration and management of the business and the affairs of the Institute.
- (iii) It shall report and be answerable to the General Assembly of the Institute for the proper conduct of the business and management of the Affairs of the Institute.
- (iv) In carrying out this responsibility, the Board shall be under fiduciary duties of care, loyalty, and obedience to the laws of the Republic of South Sudan and the Constitution of the Institute.
- (v) It shall lay down and pass the General Policies, Annual Plan of Action, the Five Year Plan and the Fundraising Activities of the Institute, and recommend the same to the General Assembly for approval.
- (vi) It shall pass and recommend to the General Assembly, the Annual General Report, the Annual Budget, the Annual Audit Report, the Annual Statement of Accounts, the Annual Balance Sheet and other Financial Reports, for approval.
- (vii) It shall approve and endorse the appointment of the other Secretaries to their respective offices in the Secretariat.
- (viii) It shall pass and approve By-laws, Rules, Regulations, Standing Orders and, or other Orders.

- (ix) It shall report and be responsible and answerable to the General Assembly for the smooth running and proper management and administration of the business and the affairs of the Institute.
- (x) The Secretariat of the Institute and the specialized committees of the Board of Governors shall be responsible and answerable to the Board of Governors for the proper administration, management and smooth running of the business and the affairs of the Institute.
- (xi) It shall have power to acquire land and other property, mortgages, contracts, donations, contributions, gifts and bequeaths in the name of the Institute; and shall execute or otherwise deal with the same as approved and directed by the General Assembly, or in the absence of the latter, the Board of Governors shall execute or otherwise deal with the same as it deems fit and necessary.
- (xii) The Chairperson of the Board of Governors, together with the Secretary General and the Treasurer, shall execute in the name of the Institute, any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, either under, or without the Seal of the Institute.
- (xiii) If for any reason, the Chairperson of the Board of Governors, shall not be present, then the Deputy Chairperson of the Board of Governors, together with the Assistant Secretary General and the Assistant Treasurer, shall execute the instrument.
- (xiv) According to the requirements of the instrument, the Chairperson of the Board of Governors may execute the instrument, individually and report such execution to the Secretariat within fifteen (15) days; and thereafter, to the Board of Governors within twenty-one (21) days counted from the date of such execution.
- (xv) The Chairperson of the Board of Governors, together with the Secretary General and the Treasurer, or in the absence of the Chairperson, the Deputy Chair of the Board of Governors, together with the Assistant Secretary General and the Assistant Treasurer, shall vote all securities which the Institute is entitled to vote, except when such authority shall be vested in a different officer, contractor or agent of the Institute by the Board of Governors.

### **13.2 Duties of the Board of Governors**

Without prejudice to the provisions of Sub-article 13.1, the Board of Governors shall carry out the following duties:

- (i) Approve the plans, programs, activities and the philosophy of the Institute, and review management performance in achieving the same, as presented to it by the Secretariat of the Institute.
- (ii) Annually, review and approve the Institute's plans for funding and its strategy of funds management and control.
- (iii) Review and approve the Institutes five-year plan for financial goals and plan of action, as presented to it by the Secretariat of the Institute.
- (iv) Annually, review and approve the Institute's budget, as tabled before it by the Secretariat of the Institute.
- (v) Approve major policies of the Institute from time to time.

### **13.3 Responsibilities of the Board of Governors**

Notwithstanding the generality of Article 13.1, the Board of Governors shall carry out the following responsibilities:

- (i) Elect, monitor, appraise, advise, support, reward and when necessary, change top management, and the Secretariat of the Institute.
- (ii) Make sure that the status of organizational strength and manpower planning is equal to the requirement of long term goals of the Institute.
- (iii) Approve appropriate compensation and benefit policies and practices of the Institute.
- (iv) Fill vacant positions in the Secretariat of the Institute, as needed.
- (v) Annually approve the Performance Report presented to it by the Secretary General of the Institute.
- (vi) Establish the compensation of the members of the Board of Governors, the Secretariat, and of the management of the Institute, based on the recommendation of the Personnel Committee under the chairmanship of the Chairperson of the Institute.
- (vii) Determine eligibility for, and appoint, sub-committees, specialized, ad-hoc and other committees as the Board of Governors may deem fit and necessary.
- (viii) Annually review the performance of the Board of Governors, the Secretariat and management of the Institute with the aim of improving the same.

### **13.4 Functions of the Board of Governors**

Without prejudice to the provisions under Sub-articles 13.1, 13.2 and 13.3 hereof, the Board of Governors of the Institute shall have the following functions:

- (i) Make sure that, the Board of Governors and its Specialized Committees are adequately and currently informed, through reports and other methods, of the condition of the Institute and its operations.
- (ii) Ascertain that, the Secretariat and the Management of the Institute have established appropriate policies to define and identify conflict of interest throughout the Institute, and are diligently administering and enforcing these policies.
- (iii) Appoint independent auditors on the recommendation of the Finance Committee.
- (iv) Review compliance with relevant material laws affecting the Institute.
- (v) Notwithstanding the foregoing, the Board of Governors shall perform, exercise, carry out, and do such other acts, powers, duties, responsibilities and functions as are permitted and allowed under the laws of the Republic of South Sudan and the Constitution of the Institute.

## **Article 14: The Chairperson of the Board of Governors**

### **14.1 Election of the Chairperson**

The Chairperson of the Board of Governors shall be elected by the General Assembly together with Six (6) Members of the Board of Governors of the Institute pursuant to Sub-article 11.6 (iv) of this Constitution.

### **14.2 Powers of the Chairperson**

The Chairperson of the Board of Governors shall have the following powers:

- (i) Shall be the Head and the overall leader of the Institute.
- (ii) Shall also be the Chairperson of the General Assembly

- (iii) Shall call, convene and preside over all meetings of the General Assembly and all meetings of the Board of Governors and of the Secretariat.
- (iv) May call, convene and preside over any meeting of the Secretariat on the invitation of the Secretary General, or the Deputy Secretary General, or by a resolution of the Secretariat.
- (v) May recommend to the Board of Governors, the election and appointment of other officers of the Board of Governors as may be deemed fit and necessary.
- (vi) Shall exercise all such other powers as are not inconsistent with the laws of the Republic of South Sudan, and the provisions of this Constitution.

### **14.3 Functions of the Chairperson**

The Chairperson of the Board of Governors shall:

- (i) Make sure, the Board of Governors fulfills its responsibilities for the proper running and management of the business of the Institute.
- (ii) Optimize the relationship between the Board of Governors and the General Assembly; and between the General Assembly and the Secretariat; and between the Secretariat and the Board of Governors; and shall also optimize the relationship among the three organs of the Institute.
- (iii) Observe and ensure the observance of the Seven Principles of Public Life drawn up by the Committee on Standards in Public Life.
- (iv) Support and encourage the Board of Governors and the Secretariat in carrying out the vision, mission and the objectives of the Institute.
- (v) Ensure that, the business of the Board of Governors is properly conducted.
- (vi) Shall ensure that, the Specialized Committees of the Board of Governors are properly formed and established and that, the same are working and functioning in accordance with the terms of reference, the assignments and the powers delegated to them.
- (vii) May sit in, or attend a meeting of any of the Specialized Committees, except the Audit Committee, as a member or observer, as s/he may deem fit and necessary, or when invited to do so, by the Chairperson of that Specialized Committee.

### **14.4 Responsibilities of the Chairperson**

The Chairperson of the Board of Governors shall carry out the following responsibilities:

- (i) Ensure that, the Board of Governors functions effectively and interacts with the Secretariat optimally and fulfills all its duties.
- (ii) Together with the Secretary General, develop the agenda for the meetings of the Board of Governors and of the General Assembly.
- (iii) With the Deputy Chairperson and the Secretary General, s/he shall recommend the composition and the appointment of the Specialized Committees of the Board of Governors and the chairpersons thereof, by the Board of Governors.
- (iv) Together with the Deputy Chairperson and the Secretary General, the Chairperson shall, recruit Board members and other talented persons, for whatever volunteer assignments are needed.
- (v) Shall take decisions on any concerns, the Secretariat has in regard to the role of the Board of Governors or individual members of the Board of Governors.
- (vi) Prepare a review and report on the Secretariat and recommend salaries for consideration by the Board of Governors.

- (vii) Annually, focus on the Board of Governor's attention on matters pertaining to the management of the Institute that relate to its own structure, role and relationship to the Secretariat and the General Assembly.
- (viii) Shall carry out any other powers, responsibilities, duties and functions as the mission of the Institute shall demand and as the Board of Governors or the General Assembly may from time to time assign.

### **Article 15: Tenure of Office of the Board of Governors**

The tenure of office of the Board of Governors shall be five (5) calendar years computed from the date of the last election.

### **Article 16: Vacancy in the Board of Governors**

In case of any vacancy in the Board of Governors occurring through death, disqualification, or other cause, the following procedure shall be followed.

#### **16.1 Position or Office Vacated by a Delegate**

- (i) If the position is vacated by any one of the six (6) delegates representing the 6 ethnic groups, the ethnic group represented by that member shall officially be consulted and sufficiently notified of the vacancy within twenty-one days computed from the date of the occurrence of such vacancy. The notification shall also include a request from the Board of Governors asking the Community concerned to elect/select another delegate to fill the vacant position.
- (ii) After receiving the notification and the request, the concerned Community shall elect/select a delegate within thirty (30) days from the date of the receipt of the notification and request.
- (iii) The Community concerned shall within seven days from the date of the election/selection compile a comprehensive report on the delegate so elected/selected. The report shall, *inter alia*, include the following information on the elected/selected delegate:

*full name; age; place of birth; date of birth; the ethnic group s/he represents; the date of election/selection; position or office her/his predecessor held in the Board of Governors; the highest level of education acquired by the elected/selected delegate; his/her qualification, experience, expertise and skills that make her/him fit to join the Institute; his/her social status (e.g. unmarried, with or without children; single; single parent; married, with or without children; separated, with or without children; divorced, with or without children; widow or widower, with or without children); and his/her position and, or standing within the community.*

## **16.2 Position or Office Vacated by a Member of the Board of Governor Other than a Delegate**

- (i) Whenever a position or an office is vacated by a Governor who is not a delegate, the Board of Governors shall immediately notify all the members of the General Assembly twenty-one (21) days after the occurrence of the vacancy.
- (ii) The Chairperson of the Board of Governors who is also the Chairperson of the General Assembly, in consultation with the Deputy Chairperson of the Board of Governors and the Secretary General, shall call an Extraordinary Meeting of the General Assembly within thirty (30) days from the date the notice was sent to the members of the General Assembly. The General Assembly shall, in that meeting, elect one person form among its members to fill the vacancy.
- (iii) If the Governor who vacated the position was an office bearer in the Board of Governors, or the Secretariat, or in the Secretariat, then the Chairperson of the Board of Governors shall follow the procedures laid down under Article 12.7 (iv) and (v) of this Constitution.
- (iv) All members elected, or selected, or appointed to fill a vacant position or office before the end of the five (5) year term, shall hold office or position only for the remaining period of the term; and may be eligible for election, or selection, or appointment at the end of the term.

## **Article 17: Removal of Members of the Board of Governors from Office or Position**

### **17.1 Removal of the Chairperson of the Board of Governors**

The Chairperson of the Board of Governors, may be relieved, removed, dismissed, or suspended from office for the reasons mentioned under Article 12 and Article 13, or on ground of impeachment by the General Assembly of the Institute, on the recommendation of the majority of the members of the Board of Governors.

### **17.2 Procedure in the Removal of the Chairperson**

Without prejudice to the generality of the foregoing Sub-article 17.1, one-half of the total membership of the Board of Governors shall be sufficient to present a written notice to the Chairperson, or whoever acts in that behalf, of their intention to table a motion for the removal, relief, dismissal or suspension of, or to impeach the Chairperson, as the case may be. Such notice shall clearly set out the particulars of the accusations and charges against the incumbent.

### **17.3 Service of Notice**

The Chairperson shall, after receipt of the notice mentioned in Sub-article 17.2 above, serve a copy thereof to the Deputy Chairperson and to the Secretary General, within three (3) days of the receipt of such notice. The Deputy Chair shall, in close consultation with the Secretary General, call and convene a meeting of the General Assembly of the Institute in accordance with the procedure laid down under Article 37 of this Constitution.

#### **17.4 When Relief, Removal and Dismissal Ensues**

In the event of removal, or dismissal of the Chairperson from office, or relief of the Chairperson of his/her official duties and responsibilities, he/she shall cease to hold office and shall relinquish her/his position as Chairperson of the Board of Governors forthwith; and the General Assembly shall immediately proceed to elect a new Chairperson. The newly elected Chairperson shall assume office forthwith, and shall remain in office for the remaining term of office of the outgoing Chairperson. S/he may be eligible for election, or appointment to the office of the Chairperson, or to any other position at the end of the term.

#### **17.5 When only Suspension is Imposed**

If the Chairperson shall only be suspended from discharging his/ her official duties and functions for a fixed period of time, as determined by the General Assembly, then the Deputy Chairperson, or in the absence of the latter, then the Secretary General, shall act as such, until such time when the Chairperson shall resume her/his official duties and responsibilities, after the lapse of the suspension period.

#### **17.6 Removal, Relief, Dismissal and Suspension of Governors**

A Governor may be suspended, relieved, removed and, or dismissed from office and, or from the membership of the Board of Governors, for any cause, or reason, by a majority vote of all the members of the Board of Governors. Such action shall be taken at an Ordinary meeting of the Board of Governors, or at an Extraordinary Meeting called for that purpose, and the proposed suspension, relief, removal and, or dismissal shall be set forth in the notice of any such meeting, and sent to all the members of the Board of Governors at least thirty (30) days before the date set for such meeting. Provided that, suspension, relief, removal and, or dismissal of any one of the Members of the Board of Governors of the Institute shall be governed as stipulated under Sub-Articles 12.2 and 12.5 of this Constitution.

### **Article 18: Compensation and Salaries of the Members of the Board of Governors**

#### **18.1 Compensation**

All members of the Board of Governors shall not receive any stated salaries for their services, but by resolution of the Board, and the approval of the General Assembly, a fixed sum and expenses of attendance, may be paid for each Ordinary and Extraordinary meeting of the Board. Provided that, nothing herein contained shall be construed to preclude any Governor from serving the Institute in any other legally permitted capacity and receiving a reasonable compensation.

#### **18.2 Salaries**

Notwithstanding the provisions of the foregoing Sub-articles, any Governor may hold a paid position or office within the Institute. In that case, any Governor who, by a resolution of the Board of Governors, shall hold a paid position or office, or who, by reason of their skills, expertise, qualifications and, or talents, shall be chosen to perform a task, or a specific duty for, and in the name of the Institute, shall be paid a fair compensation and, or salary. Provided that, such paid and, or salaried Governor or Governors shall not sit on the meeting and vote

on their own compensation or salary, because all compensation and salary decisions shall always be made by the Board of Governors.

### **18.3 Compensation Fairness**

All compensation paid shall be reasonable and shall be based on the following factors:

- (i) The amount and type of compensation received by others in similar positions.
- (ii) The compensation levels paid in this particular geographic community or society.
- (iii) The amount of time the person spends in their position.
- (iv) The expertise and other pertinent experiences, skills and background sets of the person.
- (v) The size and the complexity of the Institute.
- (vi) The need of the services of the particular person.

## **Article 19: Conflict of interest Policy, Compensation and Salary Declarations**

### **19.1 Business Interest**

Any Governor, or member, or officer, or employee, or agent, or contractor of the Institute, who has interest in a contract or any other transaction of the Institute, presented to the Board of Governors or any other committee thereof, for approval, authorization and, or ratification, shall make a prompt and full disclosure of their interest, to the Board of Governors, or committee prior to its action or decision on such contract or transaction. Such disclosure shall include any relevant and material facts known to the Governor, member, officer, employee, agent and, or contractor about the contract or the transaction that may reasonably affect, or be construed, to be adverse to the objectives, aim and purpose of the Institute.

### **19.2 Prohibition of Voting in Cases of Conflict of Interest**

Without prejudice to the provisions of Sub-article 19.1, no Governor, member, officer, employee, agent, or contractor of the Institute, shall vote on any matter that has direct or indirect bearing on services to be provided by that Governor, member, officer, employee, agent and, or contractor, which such Governor, member, officer, employee, agent and, or contractor has ownership interest, or is otherwise interested or affiliated, which would directly or indirectly benefit such Governor, member, officer, employee, agent, or contractor of the Institute. All such services shall be fully disclosed and made known to the Board of Governors, or the committee members present at the meeting at which such contract or transaction shall be discussed, approved and authorized.

### **19.3 Determination of Interest Vote**

The body to which such disclosure shall be made shall, thereupon determine by a clear majority of the Board members having the right to vote. Whether the disclosure shows that a conflict of interest exists or not, or can reasonably be construed to exist, such person shall not vote on , nor use their position or personal status to influence participation, other than presenting facts on the matter under consideration, or responding to questions, in the discussions and deliberations with respect to such contract or transaction. Such person may be counted in determining a quorum, but shall not participate in the decision making on the

matter under consideration. The minutes of the meeting shall show the disclosure made, the vote taken thereon, the abstention from, and participation in voting, and that a quorum was reached.

## **CHAPTER IV: THE COSTITUTION AND FORMATION OF THE SECRETARIAT OF THE INSTITUTE**

### **Article 20: The Secretariat of the Institute**

#### **20.1 The Composition of the Secretariat**

In conformity with the provisions under Article 10(c) of this Constitution, the Institute shall have a Secretariat which shall be composed of nine (9) Office Bearers as follows:

- (i) The Secretary General
- (ii) The Deputy Secretary General
- (iii) The Secretary for Finance
- (iv) The Secretary for Information, Advocacy and Publicity
- (v) The Secretary for Women Affairs
- (vi) The Secretary for Culture and Folklore
- (vii) The Secretary for Education, Language Development and Research
- (viii) The Secretary for Community Affairs and Mobilization.
- (ix) Secretary for Legal Affairs

#### **20.2 Qualifications of the Office Bearers of the Secretariat**

All Office Bearers of the Secretariat shall have the following qualifications and qualities:

- (i) Guide the Institute and lend it credibility and resources.
- (ii) They shall be qualified, experienced and motivated community leaders.
- (iii) They shall be well-intentioned persons, culturally and politically astute and connected to their communities.
- (iv) They shall be conversant with the traditions, the customs and the cultural norms of the Communities they represent.
- (v) Shall have strong management skills and experience in managing a non-governmental organization (NGO)
- (vi) Shall have at least a diploma in any discipline from a recognized institution of higher learning.

#### **20.3 The Term of Office of the Secretariat**

Office bearers of the Secretariat shall be in office for a period of five (5) calendar years computed from the date of the last election. Any office bearer may resign by written notice to the Chairperson of the Board, or whoever is acting in that behalf, and the Chairperson or whoever is acting in that behalf, shall present such resignation to the Board of Governors for consideration and approval. Such decisions of the Board of Governors shall be tabled before the General Assembly for ratification.

## **Article 21: Powers, Functions and Duties of the Secretariat**

### **21.1 Powers of the Secretariat**

The Secretariat of the Institute shall exercise the following powers:

- (i) Shall be to highest administrative and management office of the Institute.
- (ii) Shall supervise, direct, guide and advise the Secretariat, to ensure proper day-to-day administration, management and the conduct of business of the Institute.
- (iii) Shall have the power to solicit, procure, acquire money by way of borrowing or loan, and raise funds in the name of the Institute, through the means and ways approved by the General Assembly on the recommendation of the Board of Governors.
- (iv) It shall, incur expenditure in the name of the Institute as authorized by the Board of Governors on the approval of the General Assembly; and shall also have the power to authorize the Secretariat to incur expenditure in the name of the Institute, for the smooth running and proper management of the affairs of the Institute. The amount authorized and approved for the daily and, or monthly expenditure shall be determined by the Board of Governors, or as the Secretariat, may request from time to time, or as the need or the demand arises.
- (v) Endorse and approve any action, activity, function, policy, plan of action, service, any monetary transaction, or otherwise, presented to it by the Secretariat, for the proper management and smooth running of the business and affairs of the Institute. Provided that, such endorsement and approval shall be presented to the Board of Governors for ratification in its immediate next meeting.
- (vi) It shall be responsible to, and answerable before the Board of Governors, for the daily performance of its duties, and for good administration and proper management of the business and affairs of the Institute.
- (vii) Shall exercise and carry out those powers, duties and functions that are proper to the Board of Governors and to the General Assembly when both organs are not in session. Provided that, any action taken in that behalf shall immediately be presented to the organ concerned in its next meeting for ratification.
- (viii) Without prejudice to the foregoing sections of Sub-article 21.1, the Secretariat shall do any other thing that is incidental and conducive for the attainment of the objectives, vision and mission of the Institute.

### **21.2 Duties of the Secretariat**

Notwithstanding the provisions of Sub-article 21.1 above, the Secretariat shall perform the following duties:

- (i) Implement, execute and carry out the plans, policies, programs, activities and the philosophy of the Institute as laid down, approved and directed by the Board of Governors and ratified by the General Assembly.
- (ii) Implement, execute, carry out, adhere to, uphold, obey and respect the resolutions, rules, orders, directives and decisions passed or made by the General Assembly, and or, by the Board of Governors.
- (iii) Together with the Secretariat, prepare and compile the Annual General Report; the Annual Plan of Action; the Annual Budget; the Annual Statement of Accounts; the Annual Financial Report; the Annual Balance Sheet; the Annual Audit Report; the Fundraising Activities of the Institute; the Five Year Plan; and other reports

- and activities and present the same to the Board of Governors for approval, and thereafter, to the General Assembly for ratification.
- (iv) To prepare and make ready the Institute's current plans for funding, and present the same to the Board of Governors for approval and subsequently, to the General Assembly for ratification.
  - (v) Interview and recommend people to the Board of Governors for employment or hiring as salaried managers, other senior officers and employees of the Institute.
  - (vi) Prepare and present to the Board of Governors for approval, and subsequently to the General Assembly for endorsement, appropriate Compensation and Salary Structure of the Institute.
  - (vii) Make sure that, all laws of the Republic of South Sudan, pertaining to the Institute and its activities, are adhered to, obeyed, complied with, respected, followed, and implemented by all members of the General Assembly, the Board of Governors, the Secretariat, the Secretariat, all other officers, salaried and paid employees and workers of the Institute.
  - (viii) Without prejudice to the foregoing Sections of this Article, the Secretariat shall carry out, perform and do other responsibilities, functions and duties as are permitted by law, the Constitution of the Institute, or as the Board of Governors may from time to time direct.

## **Article 22: The Secretariat**

### **22.1 Constitution of the Secretariat**

In accordance with the provisions under 20.1 the Institute shall have a working Secretariat consisting of the following eight (8) Office Bearers as appointed by the Chairperson of the Board of Governors, namely:

- (i) The Secretary General.
- (ii) The Deputy Secretary General
- (iii) The Secretary of Finance
- (iv) The Secretary for Information, Advocacy and Publicity
- (v) The Secretary for Women Empowerment and Development
- (vi) The Secretary for Culture, Social Development and Community Mobilization
- (vii) The Secretary for Education, Language Development and Research
- (viii) The Legal Counsel

### **22.2 Official Formalization of the Secretariat**

Without prejudice to the provisions under Sub-article 11.6 iv) and notwithstanding the generality of the provisions of Sub-article 22.1 above, the Secretary General shall table before the Chairperson of the Board of Governors the list of the eight (8) Office Bearers of the Secretariat for endorsement. The Chairperson of the Board of Governors shall immediately give his/her assent thereto and shall notify the Board of Governors in its next meeting accordingly.

### **22.3 Powers of the Secretariat**

The Secretariat of the Institute shall have the following powers:

- (i) Shall be the technical, professional and on-the-spot administrative unit of the Institute.
- (ii) Shall run the day-to-day business of the Institute, under the supervision, direction and advice of the Secretariat.
- (iii) The Secretariat shall, collectively be responsible under, and answerable to, the Secretariat for the performance of their duties and functions, and for smooth running, and proper administration and management of the day-to-day business and affairs of the Institute.
- (iv) For proper conduct of business of the Institute, and in order to enhance progress of the Institute, the Secretariat shall have power to incur expenditure from the available funds of the Institute within the limits approved by the Board of Governors as recommended by the Secretariat.
- (v) Shall not have the power to borrow money, or take loans or incur debts in the name of the Institute.
- (vi) All members of the Secretariat shall severally or collectively, be responsible under, and answerable to, the Secretary General for the proper conduct of business and performance of their duties and responsibilities in their various offices.
- (vii) Shall have the power to set up and form sub-committees and, or ad-hoc committees and to delegate to such committees, such powers as the Secretariat may deem fit and necessary.
- (viii) Shall have the power to co-opt members for such specific purpose or purposes, or to carry out specific duty or duties as it deems fit and necessary.
- (ix) Shall supervise, direct and advise all the technical, professional, skilled and other salaried and paid employees, workers, laborers, contractors, sub-contractors and or agents of the Institute.
- (x) The Secretariat may accept or reject resignations from the officers of the Secretariat, and may make appointments to fill vacancies occurring in the Secretariat. Provided that, any acceptance or rejection, or appointment made to fill any vacancy within the Secretariat shall immediately be tabled before the Secretariat, and thereafter before the Board of Governors for approval, in its next meeting.
- (xi) Shall keep all the records, correspondences and any other document or documentations pertaining to the business and the affairs of the Institute.
- (xii) Shall, whenever both the Board of Governors and the Secretariat are not in session, carry out those powers, functions and duties proper to the Board of Governors or the Secretariat. Provided that, action taken in that behalf shall immediately be tabled before the Board of Governors or the Secretariat e for ratification.
- (xiii) Without prejudice to the provisions of the above subsections, the Secretariat shall do any other thing that is conducive and incidental to the attainment of the objectives, and fulfillment of the vision, and mission of the Institute.

## **22.4 Duties of the Secretariat**

Notwithstanding Sub-article 22.3 above, the Secretariat, under the supervision, advice and directives of the Secretariat shall, perform the following duties:

- (i) Implement, execute and carry out the plans, policies, programs, activities and the philosophy of the Institute as laid down, approved and directed by the Board.

- (ii) Implement, execute, carry out, adhere to, uphold, obey and respect the resolutions, rules, orders, directives and decisions passed and made by the General Assembly, or the Board of Governors, or by the Secretariat.
- (iii) Together with the Secretariat, prepare and compile the Annual General Report; the Annual Plan of Action; the Annual Budget; the Annual Statement of Accounts; the Annual Balance Sheet; the Annual Audit Report; the Fundraising Activities of the Institute; the Five Year Plan; and other reports and activities, and shall, jointly with the Secretariat present the same to the Board of Governors for approval; and thereafter, to the General Assembly for ratification.
- (iv) To initiate, prepare, implement and carry out fundraising, folklore, social, cultural, language development and other activities and plans for the realization of the vision, mission and the objectives of the Institute.
- (v) Shall, practically put into action, the following:
  - (a) The educational and research program.
  - (b) The publication and production of a newspaper, a bulletin and a newsletter program.
  - (c) The publication of books and the production of school curriculum and syllabus program.
- (vi) Interview and recommend for employment and hiring, as junior salaried officers, employees, support staff, workers and laborers of the Institute.
- (vii) Ensure that, the laws of the Republic of South Sudan, pertaining to the Institute and its activities and affairs, shall be adhered to, obeyed, complied with, respected, followed and implemented by all the members of the Secretariat.
- (viii) Notwithstanding the provisions of Sub-article 22.3 Sections (i), (ii), (iii), (iv), (v), (vi) and (vii), the Secretariat shall carry out, perform and do other responsibilities, functions and duties as permitted by law, the Constitution of the Institute, or as the Secretariat and the Board of Directors may from time to time direct or order.

## **CHAPTER V: FUNCTIONS OF THE OFFICE BEARERS OF THE SECRETARIAT**

### **Article 23: The Chairperson of the Board of Governors**

#### **23.1 Powers, Functions and Responsibilities of the Chairperson**

The Chairperson of the Board of Governors shall have those powers, Functions and responsibilities conferred upon him/her under Sub-article 14.2, 14.3 and 14.4 of this Constitution.

### **Article 24: Other Powers of the Chairperson**

In addition to the powers given to the Chairperson of the Board of Governors under Sub-Article 23.1 above, the Chairperson of the Board of Governors shall have the following powers:

- (i) Shall, together with the Secretary General, execute for, and in the name of the Institute, any contracts, deeds, mortgages, bonds, or other instruments which may be approved and authorized by the Board of Governors from time to time.
- (ii) Shall also carry out and exercise the powers bestowed on her/him under Sub-article 14.2 of this Constitution.

## **Article 25: The Deputy Chairperson of the Board**

The Deputy Chairperson:

- (i) Shall deputize and act in the place of the Chairperson, when the incumbent shall not, for any reason, be present, or shall be absent.
- (ii) Shall, in the absence of the Chair, exercise and carry out those powers as are proper to the Chairperson, and as vested in the Chairperson under Article 2 above.
- (iii) Designated by the Board of Governors, or lacking such designation, by the Chair shall, or in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as the Board shall from time to time prescribe.

## **Article 26: The Secretary General**

### **26.1 Duties of the Secretary General**

The Secretary General of the Institute:

- (i) Shall be the Chief Administrative Officer (CAO) of the Institute
- (ii) Shall be the Secretary General of the Board of Governors of the Institute.
- (iii) Shall be the Head of the Secretariat of the Institute, in accordance with the provisions of Sub-article 22.1(i) of this Constitution.
- (iv) Shall call, convene and preside over all meetings of the Secretariat.
- (v) Shall attend all meetings of the General Assembly and of the Board of Governors, and shall record all votes and the minutes of all proceedings thereof, in a book which shall be kept specifically for that purpose.
- (vi) Attend all meetings of the Secretariat of the Institute, and record all votes and all proceedings in a book which shall be kept specifically for that purpose.
- (vii) Shall give, or cause to be given, notice of all meetings of the General Assembly, the Board of Governors and of the Secretariat of the Institute.
- (viii) Shall supervise the other Secretaries, delegate authority, and assign duties, as are proper and relevant, to the other Secretaries within the Secretariat.
- (ix) Shall execute with the Chair, all authorized conveyances, contracts, or other obligations, in the name of the Institute, except otherwise as directed by the Board of Directors, or the Chairperson thereof.
- (x) May recommend any officer, salaried officers, employees, support staff, workers, agents, contractors and laborers of the Institute to the Secretariat, or the Secretariat, or to the Board of Governors through the Chairperson of the Board, as the case may be, for removal, dismissal or to be relieved from office, or work whenever the interest of the Institute will be better served thereby.
- (xi) Together with the Chairperson of the Board, shall be one of the two primary signatories to all checks, financial documents or transactions, or deeds of title,

- contracts, bills of exchange, negotiable instruments and mortgages, in the name, and on behalf of the Institute.
- (xii) Together with the Chairperson, shall supervise the work performance of all the other Officers of the Secretariat, and being the Head of the Secretariat, shall supervise and direct the Secretariat in its day-to-day performance of their duties, to ensure smooth running, and proper administration and management of the business and the affairs of the Institute.
  - (xiii) Shall be responsible under, and answerable to, the Board of Governors through the Chairperson of the Board of Governors for the proper performance of his duties and smooth running of the administration and management of the business and the affairs of the Institute.

## **26.2 Lawful Representation**

The Secretary General, or whoever shall act in that behalf, shall be the lawful representative of the Institute before all courts of law and before civil and all public authorities, in all matters pertaining to, and concerning the business and the affairs of the Institute.

## **Article 27: The Deputy Secretary General**

The Deputy Secretary General shall:

- (i) Deputize and act in the place of the Secretary General when the incumbent shall not, for any reason, be present, or be absent.
- (ii) In the absence of the Secretary General, exercise and carry out those powers, functions and responsibilities as are proper to the Secretary General, and as vested in him/her under Article 4 above.
- (iii) As shall be designated by the Board, or lacking such designation, by the Chairperson of the Board, in the absence of the Secretary General, shall perform the duties and exercise the powers of the Secretary General, and shall perform any other duties, or powers, as the Board of Governors shall prescribe from time to time.
- (iv) Assist the Secretary General in all official matters of the Institute.
- (v) Shall be responsible under, and answerable to the Secretary General for the proper performance of his/her duties, functions, powers and responsibilities.

## **Article 28: The Secretary for Finaance**

The Secretary for Finance shall:

- (i) Be the Chief Financial Officer (CFO) of the Institute, the Board of Governors, the Secretariat and of the Secretariat.
- (ii) S/he shall be a person qualified in accounting and financial management, with minimum qualifications of a diploma, but preferably, a bachelor degree in finance and, or accounting, and knowledgeable in financial accounting for non-governmental organization
- (iii) S/he shall be experienced in accounting/bookkeeping, and shall also be knowledgeable and experienced in state, and local reporting requirements; be organized and detail-oriented.

- (iv) Be the official Head of the Finance Department of the Institute.
- (v) Keep the monies and the various accounts of the Institute in a proper manner.
- (vi) Be responsible for the collection of contributions from Members and donors on behalf of the Institute.
- (vii) On behalf of the Institute, receive and accept donations, gifts, contributions and bequeaths from all other charitable organizations, companies, private and public institutions, government and, or individual natural or legal persons.
- (viii) Work with the Chairperson of the Board and the Assistant Treasurer, to ensure that, proper and appropriate financial reports are made available to the Secretariat, the Executive Committee and to the Board of Governors on timely basis.
- (ix) Together with the Chairperson and the Assistant Treasurer, prepare the Annual Statement of Accounts, the Balance Sheet, The Expenditure on the Budget of the previous fiscal year and the Annual Budget, and present the same to the Secretariat, and thereafter, to the Board of Governors for approval.
- (x) Keep proper records of, and maintain and keep good books of accounts, finances and all the monies of the Institute.
- (xi) Receive the Audit Report, and together with the Chairperson of the Board and the Assistant Treasurer, present it to the Secretariat, and thereafter, to the Board, and answer questions from the Board before approval.
- (xii) Be a secondary signatory to all financial and monetary transactions, checks, and other deeds of title, in the name, and on behalf of the Institute.
- (xiii) With the approval of the Chair, together or severally, and under the directives of the Secretariat, the Secretariat, or of the Board of Governors, disburse all monies of the Institute, and shall issue receipts for all monies received and disbursed and, or paid out.
- (xiv) Shall keep the sum of US\$500.00 (Five Hundred United States Dollars) to cater for petty and incidental daily expenses of the Institute.
- (xv) Be the custodian of all official financial documents, instruments, checks and checkbooks, ledgers, cashboxes and Safes of the Institute.
- (xvi) Be directly responsible under, and answerable to the Secretary General, and through the Secretariat, to the Board of Governors for the proper administration, management and keeping of the monies and the finances of the Institute, and performance of his/her duties and responsibilities.

## **Article 29: The Secretary for Information, Advocacy and Publicity**

The Secretary for Information, Advocacy and Publicity shall be the Chief Information, Advocacy and Publicity Officer (CIAPO) of the Institute and the Head of the Information, Advocacy and Publicity Department of the Institute; and shall carry out the following functions and duties:

- (i) Shall be the Public Relations Officer and the official Spokesperson of the Institute.
- (ii) Shall lay down the plans and policies of Institute pertaining to information, advocacy and publicity activities of the Institute.
- (iii) Shall document all the achievements of the Institute and showcase them to interested members of the public, media houses and she/he shall project the good image of the Institute at all times.

- (iv) Shall be responsible for the establishment of publishing and printing houses for the Institute.
- (v) Shall be responsible for the production and publishing of a newspaper, news bulletin, newsletter, books and other literature in Karo Language, pertaining to the Karo People of the Republic of South Sudan.
- (vi) Shall be the Chairperson of any specialized committee, sub-committee or ad-hoc committee formed or constituted for purposes of information, advocacy and publicity.
- (vii) Shall be directly answerable to, and responsible under the Secretary General, and through the Secretariat, to the Board of Governors, for the proper administration, management and smooth running of the affairs of the Department of Information, Advocacy and Publicity of the Institute, and for the proper, performance of his/her duties and responsibilities.

### **Article 30: The Secretary for Education, Language Development and Research**

The Secretary for Education, Language Development and Research shall be the Head of the Department of Education, Language Development and Research of the Institute. He/she shall carry out and exercise the duties and functions:

- (i) Draw out the plans and policies of the Institute in the fields of education, language development and research, and table the same before the Secretariat, and thereafter, before the Board of Governors for approval.
- (ii) Provide quality leadership in educational planning and provision of books in the Karo language for use in schools of the six (6) Karo Communities of the Republic of South Sudan.
- (iii) Work to promote and develop the Karo language through essential and quality academic and scientific research with the aim of elevating the Language to the national and internationally accepted standards.
- (iv) Plan, organize and launch seminars, symposia, training programs and conferences, involving linguists, academics, researchers and interested parties, for the promotion of the use and writing of the language of the Karo People of the Republic of South Sudan.
- (v) Initiate, propose, implement and, or otherwise carry out projects for development, research and teaching of the language of the Karo People of the Republic of South Sudan.
- (vi) Plan, initiate, and carry out appropriate programs and projects for training and, or promotion of linguists and linguistics, translators and translation, interpreters and interpretation, teachers and teaching, and resource persons of the language of the Karo People; and encourage and promote the production of literary works in the language of the Karo People of the Republic of South Sudan.
- (vii) Initiate, plan and develop programs for the establishment of resource centers and other media facilities for the use of researchers, academics and those interested in the Karo language.
- (viii) Shall be the Chairperson of any specially constituted ad-hoc or sub-committee on education, language development and research.
- (ix) Shall be directly responsible under, and answerable to the Secretary General, and through the Secretariat, to the Board of Governors, for the proper administration,

management and smooth running of the affairs of the Department of Education, Language Development and Research of the Institute.

### **Article 31: The Secretary for Culture and Folklore**

The Secretary for Culture and Folklore shall be the Head of the Department of Culture and Folklore of the Institute. She/he shall carry out and exercise the following duties and functions:

- (i) Shall draw up the plans and policies of the Institute in the fields of Culture and Folklore.
- (ii) Shall initiate, organize and carry out various social, cultural and traditional activities in the name, and on behalf of the Institute, with the approval of the Secretariat.
- (iii) He/she shall plan and lead in the implementation of annual social, cultural and traditional events, aimed at the promotion and development of the language and culture of the Karo People of the Republic of South Sudan.
- (iv) Shall be the Chairperson of any special, or ad-hoc, or sub-committee formed to plan or organize any cultural, social and traditional event or activity.
- (v) Shall directly be responsible under, and answerable to the Secretary General, and through the Secretariat, to the Board of Governors, for the proper administration, management and smooth running of the affairs of the Department of Culture and Folklore of the Institute, and for the proper conduct and performance of his/her duties and responsibilities.

### **Article 32: The Secretary for Mobilization and Orientation**

The Secretary for Mobilization and Orientation shall be the Head of the Department of Mobilization and Orientation of the Institute; and shall carry out the following functions and duties:

- (i) Draw up the plans and policies of the Institute pertaining to mobilization and orientation, and present the same to the Secretariat, and thereafter, to the Board of Governors for approval.
- (ii) Shall plan, initiate, carry out and implement fundraising events and, for the various functions and activities of the Institute.
- (iii) Shall mobilize resources for the use and benefit of the Institute.
- (iv) To map out various sources of funds and present the same to the Secretariat, and thereafter, to the Board of Governors for approval.
- (v) Shall be the Chairperson of any special, or ad-hoc, or sub-committee constituted for mobilization and orientation purposes.
- (vi) Shall directly be responsible under, and answerable to the Secretary General, and through the Secretariat, to the Board of Governors, for the proper administration, management and smooth running of the affairs of the Department of Mobilization and Orientation of the Institute, and for the proper conduct and performance of his duties and responsibilities.

## **Article 33: The Assistant Treasurer and the Assistant Secretaries**

The Assistant Treasurer and the Assistant Secretaries respectively, in the order designated by the Board of Governors, or lacking such designation, by the Chair, in the absence of the Treasurer, or the Secretary, as the case may be, shall perform the duties and exercise the powers of the Treasurer, or such Secretary, and perform such other duties as the Board of Governors shall prescribe from time to time.

## **Article 34: Vacancy in the Secretariat**

### **34.1 Office or Position Vacated by a Delegate**

Whenever an office or position in the Secretariat falls vacant the procedure laid down under Article 16 shall apply forthwith.

### **34.2 Office or Position Vacated by an Officer or Secretary Other than a Delegate**

When an office or position in the Secretariat or in the Secretariat is vacated by an Officer of the Secretariat who is not a Representative from any of the six Karo constituent Communities, then provisions under Sub-article 16.2 Sections (i), (ii) and (iii) shall apply forthwith.

## **Article 35: Removal of Office Bearers of the Secretariat**

### **35.1 Removal of an Office Bearer of the Secretariat**

An Office Bearer of the Secretariat may be suspended, relieved, removed and, dismissed from office for any course, or reason, by a majority vote of the Secretariat and approved by the Board of Governors. Such action shall be taken at any Ordinary, or Extraordinary meeting of the Secretariat; and the proposed suspension, relief, removal and, or dismissal shall be set forth in the notice of any such meeting and sent to all the Officers at least twenty-one (21) days before the date appointed for such meeting.

Provided that, suspension, relief, removal and, or dismissal of any Member of the Board of Governors of the Institute shall be governed by the provisions of Sub-article 16.1 of this Constitution.

### **35.2 Removal of a Secretary from the Secretariat**

Any Secretary may be suspended, relieved, removed and, or dismissed from the Secretariat for any course or reason, by a majority vote of the Secretariat and approved by the Board of Governors, through the Secretariat. The decision of such suspension, relief, removal and, or dismissal, shall be taken at any Ordinary meeting, or at an Extraordinary meeting called and convened for that purpose. The proposed suspension, relief, removal and, or dismissal shall be set forth in the notice of such meeting and sent to all the Secretaries at least fifteen (15) days prior to the date set for the meeting. Provided that, suspension, relief, removal and, or dismissal of any one of the Members of the Board of Governors of the Institute shall be governed under the provisions of Sub-article 17.1 of this Constitution.

## **Article 36: The Specialized Committees of the Board of Governors**

### **36.1 Committees of Governors**

The Board of Governors may, by a resolution carried by a majority of the Governors, appoint and designate one or more Specialized Committees, each of which shall consist of two (2) or more Governors, which committees, to the extent provided in said resolution and not restricted by law, shall have, and exercise the authority and act on behalf of the Board of Governors, in the management of the Institute; provided that, the designation of such Specialized Committees and the delegation thereto, of such authority shall not operate in any way, to relieve or purge the Board of Governors, or any individual Governor, of any responsibilities imposed upon him/her, or it, by law, or the Constitution of the Institute.

### **36.2 Term of Office of the Committees of Governors**

Each member of any Specialized Committee of Governors shall remain as such until her/his successor is appointed, unless the committee shall be sooner terminated, or unless a member shall be removed from such committee, or the member ceases to qualify as a member thereof.

### **36.3 Chair of the Specialize Committee**

One member of each Specialized Committee shall be appointed by the Board of Governors as a chair, on the recommendation of the Chairperson of the Board of Governors.

### **36.4 Vacancy in the Specialized Committee**

Vacancy in the membership of any Specialized Committee may be filled by appointments made in the same manner as provided in the original appointments.

### **36.5 Quorum in the Meetings of the Specialized Committees**

Unless otherwise provided in the resolution of the Board of Governors designating such committee or committees, a majority of whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present, shall be the act of the committee.

### **36.6 Rules of the Specialized Committees**

Each Specialized Committee may adopt rules for its own governance, which rules shall not be inconsistent with State laws, or the laws of the Republic, or the Constitution of the Institute, or any rules, regulations and orders made and issued by the General Assembly, or by the Board of Governors of the Institute.

### **36.7 Violations**

Any person who is a member of the Board of Governors, or the Secretariat, or the Secretariat, or any Specialized Committee, or of any ad-hoc committee, or sub-committee of the Institute, who violates any law of the Republic or the provisions of this Constitution, or any regulation, rule, order, resolution, directive and decision of the General Assembly, Board of Governors and of the Secretariat, shall render themselves liable to the provisions of Sub-

articles 17.1 and 17.2, read in conjunction with the provisions under Sub-articles 16.1, 16.2 and 16.3 of this Constitution.

## **CHAPTER VI: MEETINGS OF THE INSTITUTE**

### **Article 37: General Assembly Meetings**

#### **37.1 Annual General Assembly Meeting**

The General Assembly of the Institute shall meet ordinarily at least once every calendar year. Provided that, the General Assembly may also meet extraordinarily as the circumstances, or the situation dictates. The venue, date and time of such meetings shall be determined and appointed by the Chair in consultation with the Secretary General.

#### **37.2 Notice of Meetings**

At least thirty (30)-day notice shall be given to every member of the General Assembly, prior to the date and time set and appointed for the meeting. Provided that, in case of an Extraordinary Meeting of the General Assembly, all members thereof shall be notified at least twenty-one (21) days prior to the date and time appointed for such meeting.

#### **37.3 Calling of Meetings of the General Assembly**

All Ordinary and Extraordinary Meetings of the General Assembly shall be called, convened and presided over by the Chairperson of the Board of Governors, or whoever acts in that behalf, and in close consultation with the Secretary General. Provided that, in the absence of the Chair, the Deputy Chairperson shall call, convene and preside over such meetings of the General Assembly. Provided further that, in the absence of both the Chairperson and the Deputy Chairperson, the Secretary General shall call, convene and preside over such meetings of the General Assembly.

#### **37.4 Notification of the Chair by the Secretary General**

Whenever the Secretary General realizes and, or knows that a situation has arisen that necessitates the calling of an Extraordinary Meeting of the General Assembly, the Secretary General shall alert and advise the Chairperson to do so; and in the absence of both the Chair and the Deputy Chair, then the Secretary General shall proceed to call, convene and preside over such meetings with the approval of the majority of the members of the Board of Governors present.

#### **37.5 Quorum in all General Assembly Meetings**

The quorum in any Ordinary General Assembly Annual Meeting shall be two-thirds (2/3) of all the members of the General Assembly. Provided that, the quorum in any Extraordinary General Assembly Meeting shall be one-third (1/3) of the total number of the members of the General Assembly.

### **37.6 Validity of Resolutions and Decisions**

In any meeting of the General Assembly, a motion shall be carried by a simple majority of the members present and voting. In case of a tie, the presiding person shall have a casting vote.

## **Article 38: Meetings of the Board of Governors**

### **38.1 Frequency of Meeting of the Board**

The Board of Governors shall meet ordinarily three times every calendar year, computed from the date it was first elected to office by the General Assembly. The Board may meet extraordinarily at any time when the need arises. The place, date and time of all meetings of the Board of Governors shall be determined and appointed by the Chair.

### **38.2 Notice of Meetings of the Board**

All members of the Board of Governors shall be notified about an Ordinary Meeting of the Board at least twenty-one (21) days prior to the date and time appointed for the meeting. In case of an Extraordinary Meeting, all members shall be notified at least fourteen (14) days before the date and time set for the meeting.

### **38.3 Calling of Meetings of the Board**

All meetings of the Board of Governors shall be called, convened and presided over by the Chairman of the Board, or whoever shall act in that behalf. Provided that, whenever the Chair shall be absent or shall not be present for any reason, the Deputy Chair shall call, convene and preside over such meetings.

### **38.4 Urgency of Meetings**

In case of urgency, and in the absence of both the Chair and the Deputy Chair, or if both the Chair and the Deputy Chair shall not be present for any reason, then the Secretary General shall, by consent of the majority of the Board members, call, convene and preside over such meeting.

### **38.5 Quorum in Board Meetings**

The quorum in all Ordinary Meetings of the Board shall be two-thirds (2/3) of all the members of the Board. Provided that, in case of Extraordinary Meetings of the Board, the quorum shall be one-third (1/3) of all the members of the Board of Governors.

### **38.6 Validity of Resolutions and Decisions**

In any meeting of the Board of Governors, a motion shall be carried by a simple majority of the members present in the meeting and voting. If the votes shall be equal, then the presiding person shall have a second vote.

## **Article 39: Meetings of the Secretariat**

### **39.1 Frequency of Meetings of the Secretariat**

The Secretariat of the Institute shall meet ordinarily at least once in every thirty (30) days, computed from the date it was elected into office. Notwithstanding the foregoing, the Secretariat may meet extraordinarily at any time and place when the situation, or the circumstances warrant such, or when the Chairperson deems it fit and necessary. The place, date and time of the meetings of the Secretariat shall be determined and appointed by the Chair in consultation with the Secretary General.

### **39.2 Notice of Meeting of the Secretariat**

In all Ordinary Meetings of the Secretariat, the members shall be notified, at least fourteen (14) days prior to the date appointed for the meeting; and at least seven (7)-day notice shall be needed for an Extraordinary Meeting of the Secretariat.

### **39.3 Calling of Meetings of the Secretariat**

All meetings of the Secretariat shall be called, convened and presided over by the Chairperson of the Board of Governors, or whosoever shall act in that behalf. Provided that, whenever the Chair shall not be present, or shall be absent for any reason, the Deputy Chairperson shall call, convene and preside over such meetings of the Secretariat.

### **39.4 Urgency of Meetings of the Secretariat**

In the event that the circumstances and, or the situation warrant urgent calling and convening of a meeting, and in the absence of both the Chair and the Deputy Chair, the Secretary General shall himself/herself call, convene and preside over such meeting of the Secretariat of the Institute.

### **39.5 Quorum in all Meetings of the Secretariat**

The quorum in all Ordinary Meetings of the Secretariat shall be more than half of all the members of the Secretariat. Provided that, in case of an Extraordinary Meeting of the Secretariat, at least four (4) members shall be needed to constitute a quorum.

### **39.6 Validation of Resolutions and Decisions**

In any meeting of the Secretariat, a motion shall be carried by a simple majority of the members of the Secretariat present in the meeting and voting. If the votes shall be equal, then the presiding person in that meeting shall cast a swing vote.

## **Article 40: Meetings of the Secretariat of the Institute**

### **40.1 Frequency of Meeting of the Secretariat**

The Secretariat of the Institute shall meet ordinarily at least twice in every thirty (30) days, computed from the date, they were elected to office. Without prejudice to the foregoing, the Secretariat may meet extraordinarily at any time and place whenever the situation or

circumstances so require, or when the Secretary General deems it fit and necessary. The Secretary General shall determine and appoint the place, date and time of the meetings.

#### **40.2 Notice of Meetings of the Secretariat**

At least seven (7)-day notice shall be given to all the members of the Secretariat before the date appointed for the Ordinary Meeting of the Secretariat. In case of an Extraordinary Meeting, at least three (3) day notice shall be given to all the members of the Secretariat.

#### **40.3 Calling of Meetings of the Secretariat**

The Secretary General shall call, convene and preside over all meetings of the Secretariat, or whoever shall act in that behalf. If for any reason the Secretary General shall not be present, or shall be absent, then the Assistant Secretary General shall call, convene and preside over such meetings.

#### **40.4 Urgency of Meetings of the Secretariat**

Whenever the circumstances and, or the situation so dictates and, or in the absence of both, the Secretary General and the Assistant Secretary General, then the Chairperson of the Board of Governors shall himself/herself call, convene and preside over such meetings of the Secretariat.

#### **40.5 Quorum in all Meetings of the Secretariat**

In all Ordinary Meetings of the Secretariat, the quorum shall at least be four (4) of the whole membership of the Secretariat. In case of an Extraordinary Meeting, at three (3) of the whole membership of the Secretariat shall be needed to constitute a quorum.

#### **40.6 Validation of Resolutions and Decisions**

In any meeting of the Secretariat, all resolutions and decisions shall be valid by the vote of a simple majority of the members of the Secretariat present in the meeting and voting. In case of a tie, the presiding person in the meeting shall have a second swing vote.

### **Article 41: Special Meetings**

#### **41.1 Procedure in Special Meetings**

Whenever a situation arises which, in the opinion of the members of the General Assembly, or of the Board of Governors, or of the Secretariat, or of the Secretariat that, warrants the calling and convening of a Special Meeting of the General Assembly, or of the Board of Governors, or of the Secretariat, or of the Secretariat, the members of the level concerned shall collect signatures of not less than three-fourths (3/4) of the total membership of the level concerned. Such signatures shall be accompanied by a memorandum stating therein, the reasons that led to collection of signatures; the purpose of the meeting; and spelling out clearly, the issues to be discussed and tackled at that meeting. In such a case, the Chairperson of the Board, in close consultation with the Secretary General, or the Secretary General, in close consultation with the Assistant Secretary General, as the case may be, shall call, and

convene such a meeting within the shortest possible time that shall not exceed 45 days computed from the date of presentation of the memo to the Chair or to the Secretary General, as the case may be.

## **41.2 Quorum in Special Meetings**

Without prejudice to the provisions under Chapter VI, Articles 37, 38, 39 and 40, Sub-article 40.5 thereof, the quorum in any Special Meeting at any level of the Institute shall be more than half of the total membership of that level. A motion shall be carried by a simple majority of the members present in the meeting and voting.

## **Article 42: Conduct of Meetings**

All meetings of the General Assembly, the Board of Governors and of the Secretariat shall be presided over by the Chairperson of the Board of Governors, except when absent, then the Deputy Chairperson of the Board of Governors shall preside. The Secretary General, or the Assistant Secretary General shall be the secretary of the meeting, or in their absence, a person chosen at the meeting shall act as secretary of the meeting.

## **Article 43: Misconduct at Meetings**

Any person who exhibits a conduct unbecoming of his/her position as a member, in a meeting, and or, outside his/her powers, functions, duties and responsibilities as a member, shall render himself/herself liable to disciplinary action that shall be commensurate with, and proportionate to the type of misconduct exhibited. Such disciplinary action shall include, but not limited to the following:

- (i) Being asked to leave the meeting immediately.
- (ii) Suspension from attending:
  - (a) Meetings of the General Assembly for two (2) calendar years consecutively.
  - (b) Meetings of the Board of Governors for one (1) calendar year.
  - (c) Meetings of the Secretariat for two (2) months consecutively.
  - (d) Meetings of the Secretariat for two (2) months consecutively.
- (iii) Suspension from membership of the Institute for two (2) consecutive Calendar years.
- (iv) Dismissal from membership of the level concerned.
- (v) Termination from membership of the Institute.

## **Article 44: Vote of No-Confidence**

A proposal for a Vote of No-Confidence against the Chair, or a Governor, or an Officer of the Secretariat, or a Secretary in the Secretariat, may be moved in a meeting of the Board of Governors by any member thereof. Once the motion is carried, the chair, or the Governor, or the Officer, or the Secretary concerned, shall henceforth cease to hold the position or the office, and such position shall be declared vacant forthwith.

## **Article 45: Action by Unanimous Written Consent of the Governors**

If and when the Governors shall, severally or collectively, consent in writing to any action to be taken by the Institute either before or after the action is taken, such action shall be as valid as an action of the Institute as though it had been authorized at a meeting of the Board of Governors, and the written comments of the Governors shall be filed with the minutes of the proceedings of the Board of Governors.

## **CHAPTER VII: RIGHTS, DUTIES AND OBLIGATIONS OF MEMBERS**

### **Article 46: Duties of Members**

It shall be the duty of all members of the Institute to:

- (i) Be diligent and punctual in attending all meetings of the Institute and shall not absent themselves from attending meetings without a reasonable cause, or a written permission from the Chair or the Secretary General
- (ii) Shall respond positively and accept any call, or appointment, or nomination by the General Assembly, or the Board of Governors, or the Secretariat, or the Secretariat, to carry out a specific task, or perform a specific duty, or be a member of an ad-hoc committee, or a sub-committee.
- (iii) Shall perform such duties, tasks and assignments with due diligence, commitment and dedication.

### **Article 47: Obligations of Members**

All members of the Institute shall carry out and fulfil the following obligations:

- (i) Respect, obey, carry out, execute and implement all the resolutions, regulations, rules, orders and decisions, made and issued by the General Assembly, the Board of Governors, the Secretariat and the Secretariat, provided that the same shall not be inconsistent with, or contrary to, any law of the Republic or the provisions of this Constitution, or any resolution, regulation, rules, order or decision previously made and issued by the General Assembly, the Board of Directors, the Secretariat
- (ii) No member of the Institute shall hold more than one position or office simultaneously.
- (iii) Any member of the General Assembly, or of the Board of Governors, or of the Secretariat, or of any Specialized Committee, or sub-committee, or ad-hoc committee, who shall absent himself/herself from five (5) consecutive meetings of each level mentioned above, without prior notice, or reasonable excuse, or a written permission from the Chair, or the Deputy Chair, or the Secretary General, or the Assistant Secretary General, as the case may be, shall render himself/herself liable to the following course of action:
  - (a) If the Absentee shall be a member of the General Assembly, his/her position or office shall be declared vacant by the Chair or whoever acts in that behalf.

- (b) In such a case, the procedure under Sub-articles 16.1, 16.2 and 16.3 and Article 17 of this Constitution, shall apply forthwith.
- (c) In the event of the absent member being a member of the Board of Governors, then his/her position or office shall be declared vacant by the Chair or whoever acts in that behalf, and the procedure under 16.5 and Sub-articles 17.1, 17.2 and 17.3, and Article 18 of this Constitution shall be followed.
- (d) Whenever the absent member shall be a member of the Secretariat, the Chairperson or the Secretary General, as the case may be, or whoever acts in that behalf, shall declare that position vacant, and the provisions under Sub-article 16.2 Sections (i), (ii), and (iii), and Sub-article 16.3 Sections (i), (ii), (iii), (iv), (v), (vi), (vii) and (viii) of this Constitution shall apply forthwith.

### **Article 48: Rights of Members**

All members of the Institute shall have the following rights:

- (i) The right to nominate herself/himself or others and be nominated, for election to any position, or to be appointed to hold any office within the Institute.
- (ii) The right to hold any office within the Institute and may be re-elected or re-appointed to the same or a different office or position, only for two consecutive terms. Thereafter, they shall not be eligible for election or appointment for a third term.
- (iii) In any election, or in any meeting of the General Assembly, or of the Board of Governors, or of the Secretariat, or of the Secretariat, all members shall have only one vote. Provided that, in case of equality of votes, the presiding person shall have a second swing vote.
- (iv) All members delegated by each of the Karo constituent Communities pursuant to Sub-articles 11.3, 11.2, 11.3 and 11.4 of this Constitution, shall be eligible to vote and nominate themselves or others, or be nominated for election, or be appointed to hold any position, or office within the Institute.

## **CHAPTER VIII: FINANCES AND ACCOUNTS OF THE INSTITUTE**

### **Article 49: Sources of Funds**

The Institute shall draw its funds from the following sources:

- (i) A one-time registration fee paid by members of the General Assembly of the Institute.
- (ii) Monthly subscription fee from the Founder and all the members of the General Assembly of the Institute.
- (iii) The amount of the registration fee and the monthly subscription fee shall, from time to time, be fixed by the Board of Governors of the Institute.
- (iv) Contributions, donations, gifts and bequeaths from all local, regional and international charitable organizations, non-governmental organizations (NGOs), private and public local, regional and international companies, institutions, government or governments, and or, individual natural , or legal persons.

- (v) Fundraising programs, and other revenue generating projects as may be determined by the Board of Governors from time to time.
- (vi) Revenues accruing from the sales of books, newspaper, newsletter, and or fees collected by the Institute, for services rendered to groups, associations, organizations, or national, or state, or local governments.
- (vii) Fees collected from trainees, and or, students attending courses or classes organized or rendered by the Institute, or from people attending seminars, symposia, meetings and conferences organized by the Institute.

## **Article 50: Accounts of the Institute**

### **50.1 Custody of the Accounts and Monies of the Institute**

The Secretariat, under the direct supervision, advice and direction of the Secretariat, and of the Board of Governors shall do the following:

- (i) Keep correct, complete and proper books of Accounts, and good, accurate and up-to-date records of the accounts and monies of the Institute.
- (ii) Open bank account or accounts in any bank or banks in the name of the Institute, locally, nationally, regionally or internationally, and keep such account or accounts wherein all the monies of Institute shall be kept.
- (iii) All the monies of the Institute, shall be disbursed by the Secretariat, under the supervision and directives of the Secretariat.
- (iv) The Secretariat shall issue receipts for all monies received and disbursed and, or paid out.
- (v) The Secretariat shall, through the Treasurer, receive and accept on behalf of the Institute, donations, gifts, contributions, grants and bequeaths from all charitable organizations, companies, private and public institution, governments and or individual natural and, or legal persons, and shall deposit the same into the bank account in the name of the Institute.

## **Article 51: Inherent Powers of the Chairperson, Secretary General and Treasurer**

Any checks, drafts, promissory notes, bills of exchange, obligations, contracts, conveyances, negotiable instruments or papers for payment of money, or any other deeds of title, in the name of the Institute shall be signed by any three of the following:

- (i) The Chairperson, and or, the Deputy Chairperson, or in their absence, any other officer appointed by them.
- (ii) The Secretary General, or in his/her absence, the Assistant Secretary General, or any other officer appointed by him/her
- (iii) The Treasurer, or in his/her absence, the Assistant Treasurer, or any officer appointed by them.

## **Article 52: Inspection of Books of Accounts**

All books of accounts, ledgers, Statements of Accounts and Financial Reports of the Institute shall be open for inspection by the members of the Board of Governors and of the General Assembly.

## **Article 53: Fiscal Year of the Institute**

The Fiscal Year of the Institute shall begin on the First day of January, and ends on the Thirtieth day of December of each year.

## **Article 54: Negotiable Instruments and Other Deeds of Title**

### **54.1 Negotiable Instruments**

The Board of Governors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, acceptances, bills of exchange, obligations, and other negotiable instruments or papers for the payment of money, and designate the officer, or officers, agent or agents who shall, from time to time, be authorized to make, sign, or endorse the same on behalf of the Institute.

### **54.2 Other Documents and Deeds of Title**

The Board of Governors shall, from time to time authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance, or other instrument or deed of title in the name of the Institute, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized without specialization of the officers authorized to execute, the same may be executed on behalf of the Institute by the Chair, or Deputy Chair, the Secretary General or the Assistant Secretary General, the Treasurer or the Assistant Treasurer.

## **Article 55: Indemnification and Payments**

### **55.1 Law Suits**

The Institute may indemnify any person who was, or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, administrative or investigative, other than an action by or in the right of the Institute, by reason of the fact that, s/he is or was a Governor, or Founder, or officer, employee, or agent of another organization, corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgment, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action, suit or proceedings, if she/he acted in good faith and in a manner she/ he reasonably believed to be in, or not opposed to the interests of the Institute, and in respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful.

## **55.2 Law Suits in the Right of the Institute**

The Institute may indemnify any person who was or is a party, or threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Institute to procure a judgment in its favour by reason of the fact that she/he is, or was a Founder, or Governor, or officer, or employee, or agent of the Institute, or is or was serving at the request of the Institute as a Governor, officer, employee, or agent of another Organization, company, corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, actually incurred by him/her in connection with the defence or settlement of such action or suit, if she/he acted in good faith and in a manner he/she reasonably believed to be in, and not opposed to the interests of the Institute, and except that, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence, or misconduct in the performance of his/her duties to the Institute, unless and only to the extent that the court in which such action, or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem fit and proper.

## **55.3 Indemnification to the Governors, Officers, Employees and Agents**

To the extent that a Member of the Board of Governors, officer, employee, or agent of the Institute, has been successful, on the merits or otherwise, in defence of any action, suit, or proceedings referred to in Sub-articles 55.1 and 55.2 hereof, or in defence of any claim, issue or matter therein, she/he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him/her in connection therewith.

## **55.4 Authorization of Indemnity**

Any indemnification under Sections 1 and 2 hereof, unless ordered by a court, shall be made by the Institute only as authorized in the specific case, upon a determination that indemnification of the Founder, Governor, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sub-articles 55.1 and 55.2 hereof. Such determination shall be made by the Board of Governors by a majority vote of a quorum in a meeting of the Governors who were not parties to such action, suit or proceedings. If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Governors so directs, by independent legal counsel in a written opinion.

## **55.5 Indemnification in Advance for Civil, Criminal or Other Actions**

Expenses incurred in defending a civil or criminal action, suit or proceedings may be paid by the Institute in advance of the final disposition of such action, suit or proceedings, as authorized by the Board of Governors in the specific case, upon receipt of an undertaking by or on behalf of the Founder, Governor, officer, employee or agent to repay such amount, unless it shall ultimately be determined that she/he is entitled to be indemnified by the Institute as authorized under the provisions of this Article.

## **55.6 Indemnification Does Not Exclude Other Rights**

The indemnification provided under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of

disinterested Governors, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Founder, Governor, officer, employee or agent, and shall inure to the benefit of heirs, executors and administration of such a person.

## **CHAPTER IX: MISCELLANEOUS PROVISIONS**

### **Article 56: The Seal**

The Institute shall have a **Seal** that shall be affixed to documents as the Board of Governors may from time to time determined. The Seal of the Institute shall have inscribed thereon the name of the Institute and the words: "*CORPORATE SEAL OF KARO LANGUAGE DEVELOPMENT INSTITUTE*".

### **Article 57: Dissolution of the Institute**

In the event of the Institute becoming insolvent, or if for any reason the Institute shall be dissolved, then the assets, property and the monies thereof shall be used to settle all its debts and other liabilities. Thereafter, the remaining assets, property and monies, if any, shall be donated to any charitable agency or organization operating in the Republic of South Sudan.

### **Article 58: Amendments**

#### **58.1 Amending Authority**

This Constitution may be amended, or changed, or altered, or repealed in part or in whole, by the General Assembly, on the recommendation of the Board of Governors.

#### **58.2 Proposal and Notice of Amendment**

The Secretariat or any individual Member of the Board of Governors, may propose an amendment or amendments to this Constitution. Provided that, the Chair shall be notified in writing about the proposed amendment or amendments at least thirty (30) days prior to date set for the next meeting of the General Assembly.

#### **58.3 Quorum Needed for Amendment**

At least two-thirds (2/3) majority of the total membership of the General Assembly (or twenty members) shall be required to validate the meeting for any amendment, and an amendment motion shall be carried by a majority of the members present in the meeting and voting.

## Article 59: Governing Authority

The Board of Governors, the Secretariat, all members of the General Assembly, all procedures and all matters pertaining to the business and affairs of the Institute shall be governed by the Provisions of this Constitution.

## Article 60: The Declaration

WE, the Member of the inaugural General Assembly of the Karo Language Development Institute (KALDI), have executed and approved this Constitution to be our Act; AND hereunto this ---- day of ----, in the year Two Thousand and Nineteen, C.E.

### WITNESS

I, \_\_\_\_\_ Advocate/Legal Practitioner/Commissioner for Oaths, DO HEREBY declare this document to be the Constitution of the Karo Language Development Institute (KALDI), as executed and approved by majority of the members of Board of Governors of the Institute, in its meeting convened and held in Juba on the \_\_\_\_\_ day of the month of \_\_\_\_\_ in the year 2018 C.E.  
IN WITNESS WHEREOF, I append my hand and affix my Seal hereunto, in Juba, this \_\_\_\_\_ day of \_\_\_\_\_ in the year 2019 C.E.

Sign:.....  
Name:.....  
Title:.....  
Address:.....  
.....  
.....  
.....  
Date:.....

*(Affix the Seal and Official Stamp of the Lawyer or Law Firm here)*