



THE CHARTER
— OF —
AFRICANO MANDE
FOUNDATION

2018



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PRELIMINARY PROVISIONS

Article 1. Title and Commencement

This Charter shall be cited as the “Charter of Africano Mande Foundation”

Article 2. Purpose

The purpose of this Charter is to provide for:

- (1) The establishment of a Foundation to be known as ‘Africano Mande Foundation’, hereafter referred to as AMF;
- (2) Definition of the character of the Foundation which is strictly a non-political and non-governmental Foundation
- (3) The outline of the objectives of the Foundation
- (4) The outline of the structure for governance and management of the Foundation
- (5) The definition of duties, functions and responsibilities of the Foundation

Article 3. Authority and Applications

This Charter is in accordance with the provision of Articles of the NGO’s Registration, Procedures and Regulations, Act 2016, which grants powers to establish a non-governmental organization or Foundation to deliver charity services to communities.

Article 4. Interpretations

In this Charter, unless the context otherwise requires, the following words and expressions shall bear the meaning assigned to them respectively:

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| Africano Mande | Refers to Africano Mande in whose honour AMF was founded in order to champion his philanthropic philosophy, ideals and vision of “giving back” to the community opportunities for socioeconomic transformation in order to improve community wellbeing through capacity development for innovation, access to social services (education, health etc), community awareness and community development. |
| “AMF” | Refers to Africano Mande Foundation |
| “Asset(s)” | Refers to property owned by AMF and has or have value and available to meet debt, commitments, or legacies |
| “Bankrupt” | Refers to inability to pay debts by a court decision; |

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| “Board of Directors” | The Board of Directors shall mean the body that provides an oversight over the Foundation which ensures that the Foundation functions within the approved Charter, vision, mission, objectives, core values, organizational structures, general policies, Code of conducts, strategic plans, budget, contracts and assets |
| “CEO” | Refers to the Chief Executive Officer of AMF who is a senior management staff and the heads the programme operations of AMF |
| “Chairperson” | Refers to the individual who heads AMF’s Board and presides over meetings of the Board. |
| “Charter” | Refers to AMF written composition and deed through which AMF was founded and its purpose, objectives, structure and rules defined. |
| “Code of Ethics” | Refers to AMF’s set of guidelines, rules and best practices to be followed by all officials of AMF |
| “Code of Conducts” | Refers to AMF’s set of rules which outline norms, rules, responsibilities and best practices |
| “Community Development” | Refers to a process where actions are taken to empower and enhance the socio-economic wellbeing of a community or communities |
| “Charter” | Refers to a written grant by which AMF is founded and its aims, rights and privileges defined. |
| “Contract(s)” | Refers to AMF’s written agreement which are within the framework of law and can be enforceable by law |
| “Consultant(s)” | Refers to any individual or group of individuals contracted by AMF management or the Board to provide technical support for the implementation of AMF projects with the approval of the Board and such Consultants shall equally undergo vetting, background check and security clearance. |
| “Corporate fundraising” | Refers to the process entailing the profit-making entities contributing financial resources to the Foundation in the forms of direct donations and grants through company trusts |
| “Department” | Refers to a division or branch of AMF which deals with specific area of activity. |

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| “Director” | Refers to AMF’s senior management staff and the head of AMF projects |
| “Ex-officio” | Refers to any AMF official who is not appointed to the Board but instead serves in the Board in his or her capacity due to the position or office he or she holds. |
| “Extraordinary meeting” | Refers to a meeting of AMF which is called as a matter of urgency and cannot be deferred until the next scheduled meeting. |
| “Foundation” | Refers to AMF which is a non-profit entity that provides services to the communities on the basis of charity |
| “Life skill” | Refers to empowerment skills that AMF provides to the youth in order to reduce their vulnerabilities and enhance their capacities to survive and thrive |
| “Livelihoods” | Refers to a set of activities such as employment, income living, subsistence and alimentation which AMF provides to the communities. |
| “Management staff” | Refers to senior staffs of AMF from the CEO to the Executive Director and Heads of Departments. |
| “Non-governmental” | Refers to AMF being a charity entity and which do not belong to or associated with any government |
| “Non-political” | Refers to AMF being a charity entity and which is not related to or motivated by politics. |
| “Ordinary meeting” | Refers to AMF meeting which is held as scheduled by the law |
| “Oversight” | Refers to the AMF Board’s roles of overseeing and holding the management accountable |
| “Patron” | Refers to the individual whose vision and legacy are being used as the guide for the Foundation’s programme and projects. |
| “Persona non grata” | Refers to an individual in AMF who does not conform to the norms, values and etiquettes of the Foundation and is therefore not accepted as a member of the Foundation. |
| “Philanthropic” | Refers to AMF seeking to promote the welfare of the communities by implementing projects that are for the good cause of the community. |

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| “Policies” | Refers to the AMF’s course and principle of action adopted and championed. |
| “Power” | Refers to the possession of control, authority and influence by the staff of AMF which is conferred upon him or her by the Foundation’s charter or legal framework. |
| “Proxy” | Refers to AMF process of appointment of any voting member of the Board by another voting member of the Board to be his/her alternate to vote in his/her place at any meeting of the Board at which he/she is unable to attend. Such appointees shall be entitled to having a separate vote on behalf of those who may appoint them in addition to their votes. |
| “Research” | Refers to the AMF’s process of systematic investigation into and areas, materials and occurrences in order to establish facts and reach new conclusions. |
| “Statutory fundraising” | Refers to the AMF’s process of mobilizing finances and resources from either government or other legal entities |
| “Strategic Plans” | Refers to AMF’s process through which the Foundation’s directions and allocations of resources are made in order to attain its goals. |
| “Social Services” | Refers to the AMF’s works which are for the benefit of the welfares of the communities |
| “Support Staff” | Refers to AMF’s non-management staff who provide essential services which help the management staff discharge their day-to-day duties. |
| “Values” | Refers to AMF’s principles and standards which guide the behaviours, judgement and decisions by the staff of the Foundation |
| “Vanguard” | Refers to AMF’s members who lead the way in development and execution of ideas |
| “Vision” | Refers to AMF’s visualisation of achieving community’s welfare and wellbeing |
| “Volunteer(s)” | A volunteer or a team of volunteers is or are those who offer their services for free to support the operations of AMF projects and such an individual or individuals who shall first apply to assist in project implementation and bring in their voluntary expertise and skills shall undergo vetting, background check and security clearance. |

ESTABLISHMENT/CHARACTER, PURPOSE AND OBJECTIVES OF THE FOUNDATION

Article 5. Establishment and Character of the Foundation

- (1) The organization referred to hereinafter as a Foundation is AFRICANO MANDE FOUNDATION (AMF). The Foundation herein referred to, as Africano Mande Foundation (AMF) is strictly a non-political and non-governmental Foundation named after Africano Mande Gedima, the first Governor of Maridi State.
- (2) Africano Mande Foundation (AMF), as its name may suggest is a legacy Foundation which was founded by the family of Africano Mande Gedima in order to champion his philosophy, ideals and vision through the philanthropic and non-governmental tracks with the aim of “giving back” to the community opportunities for socioeconomic transformation for improved community wellbeing through capacity development for innovation, access to social services (education, health etc), community awareness and community development.
- (3) The Vision of AMF therefore is *“A community with opportunities for improved wellbeing”*
- (4) The Mission of AMF is *“giving back to the community opportunities.”*
- (5) The program and operations of AMF are thus guided by nine (9) core values which are often abbreviated as CHLORTECS. These core values are: Creativity, Humility, Learning, Optimism, Resilience, Teamwork, Ethics, Collaboration and Spirituality.

Article 6. Purpose of the Foundation

- (1) The Foundation shall contribute towards a positive socio-economic transformation for improved wellbeing through **adaptive research, life skills development, community development, social services, production and livelihoods, awareness and sustainable mentorship.**

Article 7. Objectives of the Foundation

- To establish and operationalize Maridi Institute for Research and Training (MIRT) which is a capacity building and knowledge-generating research institution for training and adaptive research, and with a long term plan to grow into a full-fledged University.
- To provide organised media campaign through media channels one of which is an established FM Radio Station in order to inform the communities about their

problems, available interventions and rapid actions towards community and socio-economic developments.

- To provide quality and specialized health services through establishment of a model medical center.
- To provide quality education services through establishment of model primary and secondary schools.
- To provide opportunity for livelihoods and income generation through production, and entrepreneurship.
- To undertake community-based development by reorganizing, restructuring and building village settlements through creation of clean access roads and through creating a sense of community and neighbourhood for improved social services and wellbeing.
- To empower young men and women with mechanisms such as life skills meant to safeguard themselves against a wide range of vulnerabilities.
- To engage in adaptive research and data generation, storage and dissemination for informed decision making at all levels.
- To promote environmental and wildlife conservation and protect the biodiversity.
- To undertake any other responsibilities that shall be deemed by the Patron, Board and Management as fit, viable, feasible and affordable for the realization of the Foundation's vision

APPOINTMENT, RESPONSIBILITIES AND POWERS OF THE PATRON

Article 8. Appointment of the Patron

- (1) The Patron of the Foundation shall be a senior member of the Mande Gedima's family with good standing in the Country, society, community and family.
- (2) The Patron of the Foundation shall be appointed by the elderly members of Africano Mande Gedima's family on the recommendation from the rest of the family members and in consultation with the friends of Africano Mande Gedima

Article 9. Responsibilities of the Patron

- (1) The Patron shall provide the vision for the Foundation and strategic direction towards the realization of the vision.
- (2) The Patron shall act as a vanguard of the core values of the Africano Mande Foundation.
- (3) The Patron shall represent the Foundation at a high-level meeting and ceremony as deemed necessary in furthering the vision of the Foundation
- (4) The Patron shall be the face and image of the Foundation, what the Foundation means and what it represents in terms of vision, mission and values
- (5) The Patron, when necessary, shall chair the meeting of the Board and any other general meeting of the Foundation
- (6) The Patron shall give consent for the holding of any Board meeting in the absence of the Chairperson of the Board and the Patron shall equally appoint an acting chairperson to chair the meeting of the Board

Article 10. Powers of the Patron

- The Patron shall appoint member of the Board of Directors in consultation with the family and friends of Africano Mande Gedima
- The Patron shall accent to the removal of a Director/Directors of the Board
- The Patron shall also remove a Director of the Board when he or she has been cited for indiscipline, lack of good standing, incapacity and incompetency.
- The Patron shall also be a non-voting member of the Board and can preside in an event of an impasse in reaching a decision during a Board meeting

- The Patron shall appoint from the Directors of the Board a Chairperson of the Board other than himself or herself but in certain circumstances as in Article 10, Section 4 the Patron can chair the Board meeting.
- The Patron shall call off any meeting of the Board when deemed to be contrary to the vision, mission and ideals of the Foundation
- The Patron shall appoint individuals to form an Ad Hoc Advisory Committee whose numbers and term of existence can be determined by their need and usefulness.
- The Patron shall call for a meeting of the Ad Hoc Advisory Committee during which they will update and advise each other regarding the AMF project status and performance. A sitting allowance shall be given to each member present during the Ad Hoc Advisory Committee.

COMPOSITION, ELIGIBILITIES, APPOINTMENTS/TENURE, RESPONSIBILITIES, LOSE OF MEMBERSHIP AND FEES/EXPENSES OF THE BOARD

Article 11. Composition of the Board

- (1) Africano Mande Foundation shall be governed by a Board of Directors.
- (2) The Board of Directors shall comprise seven (8) Directors of which two (2) shall be non-voting members and these are: the Patron and the Chief Executive Officer. The other six (6) shall be the voting members and these shall be the ordinary members. A Chairperson shall be appointed by the Patron from the ordinary members. The CEO shall automatically become the Secretary of the Board unless the Patron appoints a Secretary from outside the Board voting or non-voting member. The Secretary of the Board shall be ex-officio and a non-voting member. In an event a CEO has not been appointed in the Foundation then the Director can be the secretary and non- voting member of the board

Article 12. Eligibility of Directors of the Board

- An individual who subscribes to the ideals of the Foundation
- An individual who has the potential to help the Foundation achieve its objectives and goal.
- An individual of good standing in the country, society and community without any history of criminal conviction
- An individual who has the potential to mobilize financial and skill resources for the Foundation

Article 13. Appointment and Tenure of Directors of the Board

- (1) Members of the Board of Directors including the Chairperson shall be appointed by the Patron in consultation with member of the Mande Gedima's family and friends of Africano Mande Gedima
- (2) The tenure of the Board shall be four (4) years.
- (3) Members of the Board shall be eligible for reappointment for only one additional term with exception of the Patron

- (4) Unless it is of critical importance, a member cannot serve for more than two (2) terms with exception of the Patron

Article 14. Responsibilities and Duties of the Board

- (a) The Board shall convene an ordinary meeting once annually with exception of extraordinary meetings as called for when deemed necessary
- (b) Africano Mande Foundation shall be governed by a Board of Directors that provides an oversight over the Foundation and to include approving organizational structures, general policies, Code of conducts, strategic plans, budget, contracts and assets.
- (c) The Board shall steer the Foundation to function within the domain of the core values of the Africano Mande Foundation.
- (d) The Board in the discharge of its responsibilities under section (1) and (2) shall provide oversight over the Chief Executive Officer and the Director in relations to the implementation of the Policies and vision of AMF.
- (e) The Board shall approve the appointments of senior management staffs.
- (f) The Board shall also approve and terminate the contracts of the Chief Executive Officer, the Director and the Heads of Departments.
- (g) The Board shall approve the Strategic Plan, Project Plans and Budgets of the Foundation referred to in section (1) above.
- (h) The Board members, in exercising their responsibilities and duties shall act honestly and with the view of best interests of the Foundation and also exercise due diligence and skills that are reasonable and that a prudent person would exercise in comparable circumstances.
- (i) The Board members shall not participate in a personal capacity in any contractual, procurement and financial transaction of the Foundation which shall amount to a personal interest and gain of a Board member.
- (j) Notwithstanding any provision of this Charter to the contrary, the Board shall not intervene in the day-to-day management of the Foundation.

Article 15. Lose of Membership of the Board

- (1) A person ceasing to be a Director of the Board shall provide a one-month notice in writing to the Board and to the Patron of his/her intention to resign from the Board. Upon expiry of such notice, he/he shall cease to be a member of the Board with no mandate to enter into any legal contract or reach decision on behalf of the Foundation.

- (2) A Director shall also be removed from membership by the vote of not less than two third of the Directors of the Foundation at a general meeting specially convened and at which he/she has been given reasonable opportunities of attending and being heard.
- (3) The Board may by resolution remove any member of the Board from office, but if such member shall be aggrieved at his/her removal he/she may appeal to the Patron who shall convene a meeting for this purpose. The meeting shall bring together members of the Board and at least three (3) individuals of good will and good reputation to review the case. Until the meeting is convened, he/she shall cease to act as a member of the Board.
- (4) The office of a member of the Board shall be vacated if:
 - He/she fails to attend meetings of the Board for more than three (3) times, except by special leave of the Board.
 - He/she is declared persona non grata.
 - By notice in writing to the Foundation he/she resigns his/her office.
 - He/she is removed from office by a resolution dully passed under this Charter.
 - He/she is removed from membership of the Foundation following a resolution of the Foundation and with the consent of the Patron
 - Upon the expiry of the period of his or her appointment;
 - He/she has been declared bankrupt or is unable to pay his or her debts by a court decision;
 - He/she is sentenced for criminal offence;
 - He/she is convicted of an offence involving fraud or dishonesty;
 - He/she in the opinion of the majority of the Board members is considered incapable of performing his or her duties as a member;
 - Any other circumstances that would cause a member to be disqualified for appointment as a Director;
 - He/she is incapacitated by an illness or infirmity
 - Upon the death of a Director.

Article 16. Fees and Expenses of the Directors of the Board

- (1) The Foundation shall pay the Directors the fees fixed by regulations for attendance of meetings of the Board

The Foundation shall also pay Directors of the Board reasonable travel and living expenses during discharging any duty deemed as officially related to the Foundation.

POWERS AND DUTIES OF THE CHAIRPERSON AND SECRETARY OF THE BOARD

Article 17. Powers and Duties of the Chairperson of the Board

- (1) The Chairperson shall oversee the oversight role of the Board as stated in Chapter 4, Article 14, Section (1), (2), (3), (4), (5), (6), (7), (8), (9) and (10)
- (2) The Chairperson shall chair all the meetings of the Board and any other general meeting unless the Patron intervenes to chair the Board and other general meetings
- (3) The Chairperson shall provide general policy guidelines related to the affairs of the Foundation as provided in the Charter.
- (4) In his/her absence, the Board members shall elect one of the members of the Board to chair the meetings with the consent of the Patron

Article 18. Powers and Duties of the Secretary of the Board

- (1) The Secretary of the Board who shall be an ex-officio and a non-voting member, shall perform the duties of a Secretary of the Board as stated in Chapter 4, Article 11, Section (2)
- (2) The Secretary shall arrange for the meetings of the Board on instruction of the Board Chairperson or in special circumstances on the instruction of the Patron and or on request by the Secretary.
- (3) The Secretary shall act as a link between the Board and the Management of the Foundation.
- (4) The Secretary shall perform all such functions as shall be necessary for the efficient running of the Foundation Board's affairs.
- (5) The Secretary shall keep up-to-date records of the Foundation's affairs.
- (6) The Secretary shall prepare all the Board Papers and submit to the Board at least one (1) month before a Board meeting.
- (7) The Secretary shall keep all the minutes of the meetings and resolutions of the Board meetings.
- (8) The Secretary shall carry out all correspondence and publicity on behalf of the Board.

MEETINGS AND LIMITATIONS OF THE BOARD

Article 19. Meetings of the Board

- (1) The Board of the Foundation shall hold regular meetings annually
- (2) The Secretary, acting in consultation with the Chairperson, by giving at least 30 days' notice shall summon all normal meetings of the Board accompanied by the proposed agenda.
- (3) The secretary may also, and on the request of at least four ordinary members of the Board, shall at any time, summon a meeting of the Board by at least 30 days of notice served to the members of the Board with an indication of the proposed agenda.
- (4) The Foundation shall in each year hold a meeting known as the Annual meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it.
- (5) An annual meeting shall be called ordinary meeting and all other meetings other than the annual meetings shall be called extraordinary meetings.
- (6) Not more than fifteen months shall elapse between the date of one Annual meeting of the Foundation and that of the next.
- (7) The Annual meeting shall be held at such time and place as the Board shall appoint.
- (8) The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit.
- (9) The quorum necessary for the transaction of business shall be not less than half the number of members of the Board and with the presence of either the Chairperson or the Patron
- (10) Questions arising at any meeting of the Board shall be decided by a majority vote (50% +1)
- (11) In case of any equality of votes the Chairperson shall have a casting or second vote or the Patron may intervene when there is an impasse.
- (12) An extra ordinary meeting of the Board shall also be held when called for and the final decision to hold such a meeting shall be done by the Chairperson or the Patron

- (13) The venue of a Board meeting shall be selected based on convenience and affordability
- (14) Subject to this Charter, the Board shall have a code of conduct to regulate its proceedings and business of any ad hoc committee formed
- (15) Minutes of every meeting of the Board shall be passed by a simple majority (50%+1) of the Directors present and shall be kept by the Secretary of the Board.
- (16) Thirty days' notice specifying the place, the day, date and the hour of the meeting of the Foundation shall be deemed to have been duly called if it is so agreed by not less than half of the members entitled to attend. Provide that the accidental omission to give notice to or the non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate the proceeding of that meeting.
- (17) The Board shall also, on the requisition of not less than one-third of the members of the Foundation, proceed to convene an extraordinary meeting provided that the requisition must state the objectives of the meeting, must be signed by the person putting the requisition and attended by either the Chairperson of the Board or the Patron.
- (18) If within four hours from the time and date appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a date, time and place agreed upon. And if within four hours a quorum is also not realised in the next date, time and venue, the meeting with the specified agenda shall then be dissolved.
- (19) The chairperson or in his/her absence any member of the Board appointed by the Patron shall preside at every meeting.
- (20) The Chairperson of any meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but with no new business. When such adjournment extends to more than 30 days since the original scheduled date of the meeting, notice of the adjournment meeting shall be given as in the case of the original meeting.
- (21) Every voting member shall have one vote.
- (22) Votes may be given personally or by proxy, provided that the instrument appointing a proxy shall be in writing under the hands of the person appointing. A proxy must be a voting member of the Board and no person shall be entitled to be appointed a proxy of more than two absent members. This means that any member of the Board shall appoint another member of the Board to be his/her alternate to act in his/her place at any meeting of the Board at which he/she is unable to attend. Such appointees shall be entitled to having a separate vote on behalf of those who may appoint them in addition to their votes. Such an appointment shall be revoked at any time by the appointing member or the Patron.

- (23) The instrument appointing a proxy shall be given to the office of the Board, not less than 72 hours before the time for holding the meeting.
- (24) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by more than half of the voting members. Unless a poll is so demanded a declaration by the Chairperson that a resolution has, on a show of hands been carried, shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against such a resolution. A demand for a poll may be withdrawn by the Chairperson or the Patron.
- (25) In case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place, or at which a poll is demanded, shall be entitled to a second or casting vote and shall seek the consent of the Patron in an event the Patron does not chair such a meeting
- (26) The Board shall at any time and for any length of period invite any person to attend any meeting of the Board for the purpose of assisting in technical advice to the Board in respect of any matter under consideration by the Board. Such an invited individual shall not vote during any voting session of the Board

Article 20. Limitation

- (1) Without prejudice to its oversight role under Chapter 4, Article 14, Section (1), (2), (3), (4), (5), (6), (7), (8), (9) and (10) the Board shall not interfere with the day-to-day work of the management
- (2) Any of the proposed meetings of the Board shall be called off by the Patron when not deemed fit.

COMPOSITION AND RESPONSIBILITIES OF THE MANAGEMENT

Article 21. Composition of the Management

- (1) The management of Africano Mande Foundation shall be made up of a lean structure, staffed by a core team that comprises the senior management at the program level, midgrade management at the project level, technical team, researchers and support team. As a matter of priority all staffs shall be drawn largely from the local environment.
- (2) AMF management structure shall therefore comprise the Chief Executive Officer, the Director, Heads of Departments and Support staffs as deemed fit as per the needs in the communities.
- (3) AMF management staffs as in section (1) and (2) shall be recruited through a transparent and competitive process by the Board or any other body constituted by the permission of the Board and thereafter awarded a contract with a defined time worthy of renewal unless terminated for reasons as stated in the contract or in the Staff Code of Conduct.
- (4) AMF management shall be supported by support staffs that shall be recruited by the management with the consent of the Board and awarded a contract unless terminated for reasons as stated in the contract or in the Staff Code of Conduct.
- (5) The operations of AMF projects shall also be supported by a volunteer or a team of volunteers, who shall apply to assist in project implementation and bring in their voluntary expertise and skills after undergoing vetting, background check and security clearance.
- (6) AMF management shall contract Consultants to provide technical support for the implementation of AMF projects with the approval of the Board and such Consultants shall equally undergo vetting, background check and security clearance.

Article 22. Responsibilities of the Management

- (1) Each of the management, program, project and support staffs shall be served with a job description related to his or her job and responsibilities
- (2) The CEO, Director, Heads of Projects and their officers shall manage the day-to-day affairs, administration and projects of the Foundation.

- (3) The management and support staff of the Foundation shall exercise their powers and responsibilities to realise the vision, fulfil the mission and achieve the objectives of the Foundation as described in their respective job descriptions.
- (4) The management shall ensure that proper accounting procedures are adhered to
- (5) The management shall keep proper financial records of the Foundation and provide reports on the financial statement of the Foundation and audited accounts to the Board.
- (6) The management members shall not participate in a personal capacity in any contractual, procurement and financial transaction of the Foundation which shall amount to a personal interest and gain of such member.

HUMAN RESOURCES OF THE FOUNDATION

Article 23. Terms and Conditions of Employment and Remuneration

- (1) AMF shall determine its requirements with respect to human resources and provide for the allocation and effective utilization of human resources;
- (2) AMF shall determine requirements for the training and development for its personnel and fix the terms and conditions on which that training and development shall be carried out;
- (3) AMF shall provide for the classification of AMF positions and employees;
- (4) AMF shall indicate the terms and conditions of employment, remuneration and expenses;
- (5) AMF shall establish standards of discipline for its employees and prescribe the financial and other penalties, including suspension or termination of employment, and that may be applied for breaches of discipline, malpractices or misconduct and the circumstance and manner in which AMF or by whom those penalties may be applied or may be varied or rescinded in whole or in part;
- (6) AMF shall provide for any other matters that AMF considers necessary for effective personnel management.

Article 24. Declaration of Assets and Financial interests

- (1) Every person shall, within one month of his/her appointment to the Authority, complete a statement of declaration of assets and financial interests in such form and contents as required by law.
- (2) Every employee shall make a fresh declaration every year
- (3) If an employee's circumstances change (assets or financial interests), a new declaration shall be prepared as in section (1).
- (4) The declaration of assets shall be submitted to the Internal Audit officer within the Authority, who will be responsible for verifying the accuracy of the declaration; and to the Anti-Corruption agency for the persons in Senior Management positions.
- (5) Failure to comply with the disclosure of information or providing false information may result in the dismissal of an employee or refusal of an application for employment.

Article 25. Insurance and Benefit programs

- (1) AMF shall establish or enter into a contract to acquire group insurance or benefit programs for its employees and may set any terms and conditions in respect of those programs including those relating to premiums, contributions, benefits, management and control and expenditures to be made from those contributions and premiums, and may audit and make contributions and pay premiums in respect of those programs.

Article 26. Gratuity and Severance

- (1) AMF shall make such provisions as it deems appropriate for the payment of gratuity or other allowances in respect of the employees of the AMF on their retirement from the Foundation as required by this Charter.

Article 27. Confidentiality

- (1) Every member of the Board, the CEO, the Director, or any other employee of the Foundation in carrying out the provisions of this Charter shall regard, and deal with, as confidential, all documents and information relating to the status of any particular project beneficiary or other person involved in any project operations in furtherance of the purposes of this Charter, and all confidential instructions in respect of the administration of the Foundation which may come into his/her possession or to his or her knowledge in the course of his or her duties.
- (2) It shall be unlawful for employees in the discharge of their functions under this Charter to exchange or furnish each other with information or documents concerning the personal status of a project beneficiary
- (3) This Charter shall not authorize the disclosure of any information that directly or indirectly reveals the personal status of a project beneficiary

Article 28. Exemption from Personal Liability

- (1) A member of the Board or an employee of the Foundation shall not, in his or her personal capacity be exempted from being liable in civil or criminal proceedings, in respect of any act or omission done in good faith in the performance of his or her duties or functions under this Charter

Article 29. Indemnity

- (1) Members of the Board and staffs of the Foundation shall be indemnified against (and it shall be the duty of the Board, out of the fund of the Foundation, to pay) all cost, losses and expenses which any such person may incur or become liable for by reason of any contract entered into, or act or things done by him/her in good faith in the capacity aforesaid, in any way in the discharge of his duties, including travelling expenses, and the Board may give to any officer or employee or the Foundation who has incurred or may be about to incur any liability at the request or for the benefit of the Board, such security by way of indemnity as it may think proper.

POLICIES AND STRATEGIC PLAN

Article 30. Policies

- (1) AMF shall develop all the necessary policy frameworks ranging from human resource policies to financial policies,
- (2) In addition to administrative policies, AMF management shall develop a Code of Ethics and Conduct which shall detail the responsibilities, expected behaviour and practices that guide the actions and decisions of every Board and staff of AMF.
- (3) The Code of Ethics and Conducts shall ensure a healthy, safe and productive work environment for all in terms of commitment to a safe workplace which is free from harassment, discrimination, and intimidation and above all upholding of integrity. AMF therefore shall value diversity; assures equal employment opportunity and empowers everyone to do their best at work.
- (4) All the policy frameworks and documents shall be developed by the management and if necessary with support of contracted consultants and with guidance from the Board. The Board shall be the final body to approve these policy frameworks and documents
- (5) The Department of Corporate Service shall be the main promoter and enforcer of the Code of Ethics and Conduct.
- (6) AMF shall be competent to initiate policy development process or amendment on the existing policies with approval from the Board and if necessary from the Patron

Article 31. Strategic Plan

- (1) AMF shall develop a five years strategic plan document which can be reviewed and redeveloped once the five years come to an end.
- (2) AMF shall use the five years strategic plan as the fulcrum on which it shall anchor all its operational plans and through which it can measure the implementation progress of projects.
- (7) The strategic plan shall be developed by the management and if necessary, with support of contracted consultants and with guidance from the Board. The Board shall be the final body to approve this strategic plan

ACQUISITIONS AND MANAGEMENT OF FUNDS, RESOURCES AND ASSETS OF THE FOUNDATION

Article 32. Acquisitions of Funds and Assets

- (1) Funds, resources and assets of the Foundation shall be acquired through obtaining donations, investments, corporate fund raising and statutory funding
- (2) AMF shall accept money by way of grants or donations from any legal source in or outside South Sudan, for institutional and personnel capacity building and development; and
- (3) AMF shall not accept donation from individual or entity that is deemed as society deviant or has resources associated with criminal records

Article 33. Procurement

- (1) Procurement process shall be managed as per the provisions stipulated in the Procurement Management Manual.
- (2) A member of the Board and any staff of the Foundation who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Foundation shall have the nature of such interest disclosed during a meeting of the Board at which the question of entering into the contract is taken into consideration. A member of the Board shall not vote in respect of any contract or arrangement in which he/she is interested and if he/she shall do so his/her vote shall not be counted.

Article 34. Application of Funds and Resources

- (1) The management of the funds, resources and assets of the Foundation shall be as per the approved budget, the Financial Manual, Asset Management Manual and Human Resource Management Manual
- (2) The funds and assets of the Foundation shall be applied solely towards the promotion of the objectives of the Foundation as set forth in this Charter and Foundation's concept document.
- (3) No portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift, bonus or otherwise by way of profit to the member of the Foundation, provide that nothing herein shall prevent the payment, in good faith, of reasonable

and proper remuneration to any officer of the Foundation or any member of the Foundation, in return for any services actually rendered to the Foundation, or prevent the payment of interest at a rate not exceeding current bank rate on money lent or reasonable and proper rent for premises demised or let by any member to the Foundation.

- (4) Salaries and allowances of the employees, fees and allowances of the Board when engaged on the business of the Foundation shall be paid from the budget of the Foundation
- (5) In discharging its duties and responsibilities, the management shall be authorized by the Board to spend but report the following proceeds from:
 - (1) Sale, exchange, lease, transfer or other gains from disposition of property;
 - (2) Fees for the provision of a service or the use of a facility or for a product;
 - (3) Payments received under the contracts entered into by the Foundation

Article 35. Additional Funds

- (1) The Board shall, as a part of the budget process, allocate additional funds in an event of a justifiable budget gap or deficit

Article 36. Investments

- (1) The Foundation is allowed by this Charter to investment in order to generate funds for implementation of its projects.
- (2) The Foundation shall, subject to the approval of the Board, invest in such a manner as it deems fit and shall use reserved funds not immediately required for activities of its functions

Article 37. Disposal of Assets

- (1) If upon the winding up or dissolution of the Foundation there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Board members or staff of the Foundation, but shall be returned to the family of Africano Mande Gedima. It is up to the family of Africano Mande Gedima to transfer such assets to some other Foundations having objectives similar to the one of AMF, and which shall also prohibit the distribution of its or their income and property amongst its or their staffs to an extent at least as great as is imposed on the Foundation.

Article 38. Accounts

- (1) It shall be the duty of the Department of Corporate Service to make the accounts to be kept and in particular as regards the sum of money received and expended by the Foundation and the assets and liabilities of the Foundation.
- (2) The books of accounts shall be kept at the office or such other place as the Board thinks fit, and shall always be opened to the inspection of the members of the Board during business hours
- (3) At the ordinary meeting in every year, the management shall lay before the Board a proper income and expenditure account for the period since the last preceding account made up to a date more than nine months before such meeting.
- (4) A proper balance sheet as at the date on which the income-expenditure account is made up shall be prepared every year, and laid before the Board during the ordinary or extraordinary meetings. Every such balance sheet shall be accompanied by proper reports of the management and the Auditors.

Article 39. Inspection of Books of Account

- (1) The books of accounts and all documents relating to thereto and list of staffs of the Foundation shall be available for inspection by the Board or a designated auditor by the Board at the office of the Foundation on giving not less than seven days' notice in writing to the management of the Foundation, provided that the books of accounts and all documents related thereto and list of staffs shall always be open for inspection by members of the Board during business hours.

Article 40. Financial Year

- (1) The financial year of the Foundation shall begin on the first day of July and end on the last day of June or at such other time as the Board may from time to time determine.

Article 41. Funds Not Expended

- (1) Any funds which have not been spent shall be remitted to the consolidated account of the Foundation in the Bank.

ESTABLISHMENT, DUTIES, AUTHORITY AND REPORTS OF INTERNAL AUDIT

Article 42. Establishment

- (1) An office of Internal Audit within the Department of Corporate Service shall be established.
- (2) The management, through the Board, shall recruit an individual who has a good number of years of work experience as an accountant, or such other expertise or experience as the Board and Management consider appropriate for recruitment and therefore appointment as officer of Internal Audit.

Article 43. Duties of Internal Audit

- (1) The officer in charge of Internal Audit shall carry out the internal audit responsibilities; and investigation responsibilities for the Foundation and make recommendations to the management and the Board based on the facts of audits and investigations.
- (2) The officer in charge of Internal Audit shall review and appraise any policy, practice or procedure
- (3) The officer in charge of Internal Audit shall analyse and verify accounts, financial transactions and reports
- (4) The officer in charge of Internal Audit shall examine any system used by the Foundation to carry out its responsibilities, functions and powers
- (5) The Board shall assign by written notice to the officer in charge of Internal Audit additional functions that are consistent with the functions in section(1), (2), (3) and (4) above
- (6) The Board or the management shall not issue any order or directive, which would prevent or hinder the officer in charge of Internal Audit from properly performing the functions under section (1) and (2)

Article 44. Authority of Internal Audit

- (1) The officer in charge of Internal Audit shall audit any branch or Department of the Foundation's operation

- (2) The officer in charge of Internal Audit shall require the Foundation's employee to provide written information or documents, books of accounts and asset inventory to the officer in charge of Internal Audit
- (3) The officer in charge of Internal Audit shall require the Foundation's employee to attend at a reasonable time, date and place specified in the notice in order to answer questions of the officer in charge of Internal Audit
- (4) A notice under section (1), (2) and (3) above shall specify the reasonable place and date, being not less than 14 working days after the date of service of the notice, for the production of the information, documents, and books of account and asset inventory
- (5) A refusal by an employee of the Foundation to comply with a request for information under section (1), (2) and (3) above may lead to such employee to be subjected to immediate disciplinary action, whose result may include, but is not limited to, warning, suspension, or dismissal.

Article 45. Report

- (1) The officer in charge of Internal Audit shall prepare written quarterly, bi-annual and annual reports, which shall be presented to the Board.

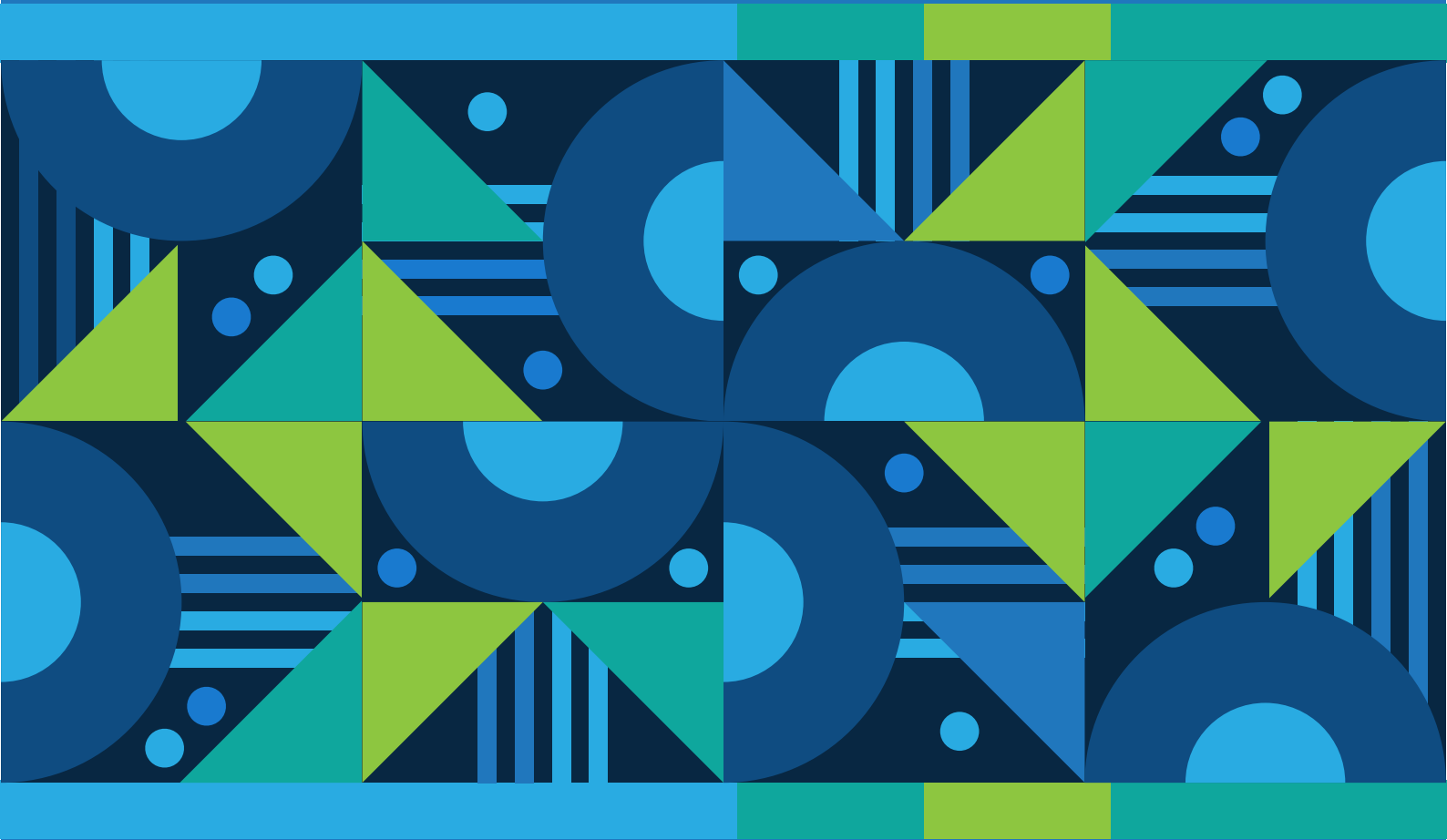
AMENDMENTS AND DISSOLUTION

Article 46. Amendments

- (1) The Foundation may by special resolution passed by the Board, modify or repeal this Charter or adopt a new Charter, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibition contained in this Charter against distribution of income, property and assets of the Foundation to the members.

Article 47. Dissolution

- (1) The Foundation shall not be dissolved except by a resolution passed at a General Meeting of selected 70 family members and friends of Africano Mande Gedima by votes of two-thirds of the members and friends present. The quorum at the meeting shall be fifty per cent plus one of the 70 members. If no quorum is obtained, the proposal to dissolve the Foundation shall be submitted to a further General Meeting, which shall be held six months later. Notice of this meeting shall be given to all members of the Foundation at least 30 days before the date of the meeting. The quorum for this second meeting shall be the 50% + 1 of the 70 members.
- (2) Upon dissolution of the Foundation, its remaining assets shall be returned to the family of Africano Mande.



**The Charter of Africano
Mande Foundation 2018**