

LAWS OF SOUTH SUDAN

NON-GOVERNMENTAL ORGANISATION · THE NGOS ACT, 2016



THE CONSTITUTION OF

EMPOWERKIDS SOUTH SUDAN

(E K S S)

(As Amended, 2026)



CONSTITUTION REFERENCE

EKSS-LEG-L1-001-2026-V3.0

Registration No. 169 | Founded 28 August 2014

JUBA · REPUBLIC OF SOUTH SUDAN

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TABLE OF CONTENTS

PREAMBLE	1
PART I: PRELIMINARY MATTER	1
Article 1: Name.....	1
Article 2: Legal Status and Character	1
Article 3: Registered Office and Area of Operation	2
Article 4: Governing Legal Principles	2
Article 5: Definitions	2
PART II: IDENTITY, VISION, MISSION, VALUES, AND OBJECTIVES	3
Article 6: Vision.....	3
Article 7: Mission	4
Article 8: Core Values	4
Article 9: General Objective	4
Article 10: Specific Objects and Core Programmes	4
10.1 Education Programme.....	4
10.2 Conservation Agriculture Programme	5
10.3 Youth Empowerment Programme	5
10.4 Advocacy and Civic Engagement Programme	5
Article 11: Incidental and Institutional Powers	5
Part III: Institutional Character and Organizational Structure	6
Article 12: Institutional Character	6
Article 13: Organs of the Organization.....	6
Article 14: Hierarchy of Authority	7
Article 15: Expandability and Institutional Evolution	7
Part IV: Board of Directors.....	7
Article 16: Status and Role of the Board	7
Article 17: Powers and Functions of the Board.....	8
Article 18: Composition of the Board.....	8
Article 19: Qualifications of Directors	9
Article 20: Disqualification of Directors	9
Article 21: Appointment, Term of Office, and Rotation	9
Article 22: Vacancy in Office	10
Article 23: Removal of Directors.....	10

Article 24: Board Officers	11
Article 25: Functions of Board Officers	11
Article 26: Meetings of the Board	11
Article 27: Quorum and Decision-Making	11
Article 28: Reserved Matters	12
PART V: BOARD COMMITTEES	12
Article 29: Establishment of Board Committees	12
Article 30: Standing Committees.....	12
Article 31: Terms of Reference and Limits	13
PART VI: ADVISORY COMMITTEE.....	13
Article 32: Establishment of the Advisory Committee.....	13
Article 33: Status of the Advisory Committee.....	13
Article 34: Composition and Appointment.....	13
Article 35: Functions of the Advisory Committee.....	14
Article 36: Limits of the Advisory Committee	14
PART VII: SECRETARIAT AND MANAGEMENT	14
Article 37: Establishment of the Secretariat	14
Article 38: Executive Director	14
Article 39: Staff and Personnel	15
Article 40: Delegation and Management Structure	15
PART VIII: PROGRAMME GOVERNANCE	15
Article 41: Approved Core Programmes	16
Article 42: Programme Establishment, Review, and Integration	16
Article 43: Controlled Branded Initiatives.....	16
PART IX: FINANCE, ASSETS, AND ACCOUNTABILITY	16
Article 44: Sources of Funds.....	16
Article 45: Application of Funds and Non-Distribution Constraint	17
Article 46: Financial Management and Internal Control	17
Article 47: Accounts, Audit, and Financial Year.....	17
Article 48: Asset Protection and Property Management.....	18
PART X: ETHICS, INTEGRITY, CONFLICTS OF INTEREST, AND SAFEGUARDING	18
Article 49: Conflict of Interest.....	18
Article 50: Integrity and Anti-Corruption.....	19
Article 51: Safeguarding and Protection.....	19

PART XI: RECORDS, SEAL, AND INFORMATION GOVERNANCE	19
Article 52: Records and Document Control.....	19
Article 53: Common Seal.....	19
Article 54: Information and Public Representation	20
PART XII: DISPUTE RESOLUTION AND ACCOUNTABILITY	20
Article 55: Internal Dispute Resolution	20
Article 56: Accountability for Misconduct.....	20
PART XIII: AMENDMENT OF THE CONSTITUTION	21
Article 57: Amendment.....	21
PART XIV: DISSOLUTION, MERGER, AND ASSET TRANSFER.....	21
Article 58: Dissolution.....	21
Article 59: Merger, Conversion, or Restructuring.....	21
Article 60: Disposal of Assets on Dissolution	22
PART XV: MISCELLANEOUS AND TRANSITIONAL PROVISIONS	22
Article 61: Transitional Arrangements	22
Article 62: Regulations, Policies, Manuals, and Charters	22
Article 63: Interpretation and Supremacy.....	22
Article 64: Indemnification and Liability Protection.....	23
SCHEDULES	24
Schedule 1: Core Programmes of EmpowerKids–South Sudan (EKSS).....	24
1. Education Programme.....	24
2. Conservation Agriculture Programme / Empower Farmers South Sudan (EFSS)	25
3. Youth Empowerment Programme	25
4. Advocacy and Civic Engagement Programme	26
General Interpretive Clause for Schedule 1	27
Schedule 2: Core Values of EmpowerKids–South Sudan (EKSS).....	27
1. Empowerment.....	27
2. Equity.....	28
3. Peacebuilding.....	28
4. Integrity.....	28
5. Collaboration.....	29
6. Sustainability.....	29
General Interpretive Clause for Schedule 2	29
LIST OF FOUNDERS.....	31

REVIEW & AUTHENTICATION..... 32

PREAMBLE

We, the founders and lawful governing authorities of EmpowerKids–South Sudan (EKSS), recognizing the need for a clear, coherent, professionally governed, and legally defensible nonprofit institution, hereby adopt this Constitution as the supreme governing instrument of the Organization.

We affirm that EKSS shall operate as an independent, non-profit, non-partisan, non-sectarian, and public-benefit organization committed to empowering communities in South Sudan through education, sustainable agriculture, youth empowerment, and advocacy and civic engagement.

We further affirm that the governance of EKSS shall be vested in a Board of Directors as the highest governing, fiduciary, and decision-making authority of the Organization, supported by Board Committees, an Advisory Committee, and a Secretariat under the leadership of the Executive Director.

We commit EKSS to lawful governance, transparency, accountability, institutional integrity, safeguarding, prudent stewardship of resources, and service to communities in accordance with the laws of the Republic of South Sudan and the internal governance framework of EKSS.

Accordingly, we hereby establish and bind ourselves to this Constitution.

PART I: PRELIMINARY MATTER

Article 1: Name

1. The name of the Organization shall be EmpowerKids–South Sudan, hereinafter referred to as “EKSS” or “the Organization.”

Article 2: Legal Status and Character

1. EmpowerKids-South Sudan (EKSS) is hereby recognized as a national non-governmental, non-profit, public-benefit organization established under the laws of the Republic of South Sudan.
2. EKSS shall have perpetual succession and a common seal.
3. EKSS may sue and be sued in its corporate name.
4. EKSS shall not be operated for private gain, party-political purposes, or sectarian advantage.
5. EKSS shall have legal capacity to:
 - a. acquire, hold, lease, manage, and dispose of movable and immovable property;

- b. enter into contracts, memoranda of understanding, partnerships, and other lawful arrangements;
- c. borrow, raise, receive, and manage funds where approved in accordance with this Constitution and applicable law;
- d. open, operate, and manage lawful financial accounts and institutional records;
- e. use its name, seal, insignia, and lawful governance instruments for authorized institutional purposes; and
- f. do all other lawful acts necessary or incidental to the attainment of its objects.

Article 3: Registered Office and Area of Operation

- 1. The registered office of EKSS shall be in Juba, Republic of South Sudan, or at such other place as may be approved by the Board and notified in accordance with applicable law.
- 2. EKSS may establish branch offices, field offices, programme offices, learning centres, demonstration sites, project sites, or liaison offices anywhere in South Sudan and, where lawful and necessary, outside South Sudan.
- 3. EKSS shall primarily operate within the Republic of South Sudan.

Article 4: Governing Legal Principles

- 1. EKSS shall operate in accordance with the Constitution of the Republic of South Sudan, the NGOs Act, 2016, labour, tax, financial reporting, and all other applicable laws and regulations.
- 2. In the event of any inconsistency between this Constitution and mandatory law, mandatory law shall prevail to the extent of the inconsistency.
- 3. This Constitution shall be interpreted, as far as possible, in a manner consistent with the lawful continued operation and public-benefit character of EKSS.
- 4. EKSS is registered as a National Non-Governmental Organization with the Relief and Rehabilitation Commission (“the Commission”) under the NGOs Act, 2016, and shall comply with all registration, renewal, reporting, monitoring, and other regulatory requirements of the Commission and its Registrar of Non-Governmental Organisations.
- 5. EKSS may apply for, claim, and enjoy any exemption, privilege, relief, or immunity from taxes, customs duties, excise duties, fees, or other charges available to registered non-governmental organisations under the laws of the Republic of South Sudan, including under the NGOs Act, 2016 and any applicable host country or donor agreement, and the Secretariat shall maintain records of all such exemptions claimed and granted.

Article 5: Definitions

In this Constitution, unless the context otherwise requires, the following word(s) and expressions shall carry the meanings assigned to them:

“Advisory Committee” means the non-governing advisory body established under this Constitution to provide strategic, technical, and institutional advice to the Board.

“Board” means the Board of Directors of EKSS, being the highest governing and fiduciary authority of the Organization.

“Board Committee” means a committee established by the Board under this Constitution or under Board-approved terms of reference.

“Chairperson” means the Chairperson of the Board.

“Commission” means the Relief and Rehabilitation Commission established under the NGOs Act, 2016.

“Director” means a duly appointed voting member of the Board.

“Executive Director” means the chief executive officer of EKSS responsible for day-to-day management under the oversight of the Board.

“Financial Year” means the annual accounting period of EKSS established under this Constitution or by Board resolution.

“NGO Act” means the Non-Governmental Organisations Act, 2016 of the Republic of South Sudan, as amended from time to time.

“Ordinary Resolution” means a resolution passed by a simple majority of eligible Directors present and voting at a duly convened Board meeting, unless this Constitution provides otherwise.

“Programme” means an approved core programme, sub-programme, project, unit, club, platform, campaign, or initiative of EKSS.

“Registrar” means the Registrar of Non-Governmental Organisations appointed under the NGOs Act, 2016.

“Reserved Matter” means a matter reserved to the Board under this Constitution, a Board resolution, or a Board-approved Delegation of Authority.

“Secretariat” means the management, administrative, programme, and operational structure of EKSS under the leadership of the Executive Director.

“Special Resolution” means a resolution passed by at least two-thirds of eligible Directors present and voting at a duly convened Board meeting, unless a higher threshold is required by law.

PART II: IDENTITY, VISION, MISSION, VALUES, AND OBJECTIVES

Article 6: Vision

A South Sudan where empowered children, youth, farmers and communities thrive in a culture of learning, sustainability, self-reliance and active civic participation, contributing to a peaceful and prosperous society.

Article 7: Mission

To empower children, youth, farmers communities in South Sudan through quality education, sustainable agriculture, youth development, and civic engagement — building local capacity and strong institutions for a better future.

Article 8: Core Values

1. Empowerment
2. Equity
3. Peacebuilding
4. Integrity
5. Collaboration
6. Sustainability

Article 9: General Objective

The general objective of EKSS is to contribute to sustainable human development, peace, resilience, and community transformation in South Sudan through high-impact, community-centred programmes and partnerships.

Article 10: Specific Objects and Core Programmes

To achieve its mission, EKSS shall pursue the following specific objectives through its approved core programmes:

10.1 Education Programme

1. EKSS shall:
 - a. increase access to quality education for children and young people, especially vulnerable and underprivileged learners;
 - b. support schools, teachers, and learning systems through training, materials, mentorship, digital learning, and other lawful interventions;
 - c. promote retention, girls' education, literacy, leadership, and life skills; and
 - d. facilitate scholarships, school support, educational guidance, and pathways for deserving learners.

10.2 Conservation Agriculture Programme

1. Including Empower Farmers South Sudan (EFSS), EKSS shall:
 - a. promote sustainable agriculture, food security, soil restoration, and environmental stewardship;
 - b. train farmers, youth, schools, churches, and communities in conservation agriculture, climate-smart farming, and other appropriate approaches;
 - c. establish and manage demonstration farms, learning plots, school agriculture clubs, church farming initiatives, and related structures; and
 - d. support livelihoods, resilience, market linkages, nutrition, and locally replicable farming practices.

10.3 Youth Empowerment Programme

1. EKSS shall:
 - a. equip youth with leadership, entrepreneurship, vocational, digital, and life skills;
 - b. create opportunities for innovation, employability, enterprise development, mentorship, and civic leadership;
 - c. promote inclusion of young women, recent graduates, unemployed youth, and marginalized young people; and
 - d. support youth-led initiatives, hubs, clubs, fellowships, camps, and community action platforms.

10.4 Advocacy and Civic Engagement Programme

1. EKSS shall:
 - a. promote democratic participation, accountability, community voice, policy engagement, and peaceful coexistence;
 - b. convene forums, training, media engagement, and public education on rights, responsibilities, governance, and community development;
 - c. support dialogue, advocacy, and public policy engagement on issues affecting children, youth, women, farmers, and communities; and
 - d. promote peacebuilding, social cohesion, and evidence-based civic participation.

Article 11: Incidental and Institutional Powers

1. For the attainment of its objectives, EKSS may lawfully:
 - a. raise, receive, manage, and account for grants, donations, gifts, subscriptions, endowments, and other lawful resources;

- b. enter into contracts, memoranda of understanding, partnerships, consortium arrangements, and other lawful agreements;
- c. employ staff, engage consultants, appoint volunteers, interns, fellows, champions, trainers, and other personnel as necessary;
- d. acquire, lease, manage, protect, and dispose of property and equipment;
- e. publish materials, conduct research, deliver training, organize campaigns, hold events, and undertake public education;
- f. establish policies, manuals, procedures, systems, and controls for governance, finance, safeguarding, operations, programme delivery, and compliance; and
- g. do all lawful acts incidental or conducive to the attainment of its objectives.

Part III: Institutional Character and Organizational Structure

Article 12: Institutional Character

- 1. EKSS is a nonprofit public-benefit institution and not a mass-membership community association.
- 2. The governance authority of EKSS shall not vest in the general body of supporters, beneficiaries, volunteers, or community participants.
- 3. EKSS may recognize founders, supporters, affiliates, and partners for institutional, historical, or programmatic purposes, but such recognition shall not of itself create governance authority.
- 4. The founders of EKSS in 2014 are recognized as part of the historical identity of the Organization. This recognition is honorary and institutional in character and shall not, of itself, confer any governance power, voting right, veto, or privileged decision-making authority beyond what this Constitution expressly grants to the office the founder may hold.

Article 13: Organs of the Organization

- 1. The organs and governance structures of EKSS shall be:
 - a. the Board of Directors;
 - b. the Board Committees established by the Board;
 - c. the Advisory Committee;
 - d. the Secretariat; and
 - e. such other technical, consultative, or implementation structures as may be lawfully established by the Board.

Article 14: Hierarchy of Authority

1. The Board of Directors shall be the highest governing, fiduciary, and decision-making authority of EKSS.
2. Board Committees and the Advisory Committee are subordinate support structures and shall not supersede the Board.
3. The Secretariat is the executive and operational arm of EKSS and shall implement the lawful decisions of the Board within delegated authority.
4. No individual Director, officer, advisor, staff member, volunteer, or partner shall bind EKSS except in accordance with this Constitution, a Board resolution, or a Board-approved Delegation of Authority.

Article 15: Expandability and Institutional Evolution

1. This Constitution is intended to be clean, durable, and expandable.
2. The Board may establish additional committees, sub-programmes, units, centres, clubs, branded initiatives, regional structures, or technical platforms under this Constitution, provided that such structures remain subordinate to EKSS and consistent with its legal status.
3. Any institutional expansion shall be governed by Board-approved policies, charters, terms of reference, manuals, or resolutions, without requiring amendment of this Constitution unless a foundational governance matter is altered.

Part IV: Board of Directors

Article 16: Status and Role of the Board

1. The Board is the supreme governing organ of EKSS and bears ultimate fiduciary responsibility for the Organization.
2. The Board is responsible for mission stewardship, legal compliance, strategic direction, institutional policy, financial oversight, risk oversight, executive oversight, safeguarding governance, and organizational accountability.
3. The Board shall govern and oversee, but shall not manage day-to-day operations, which are delegated to the Executive Director and Secretariat subject to oversight.
4. Every Director owes EKSS a duty of care, a duty of loyalty, and a duty of obedience to the Organization's mission, this Constitution, and applicable law. A Director shall act in good faith, with the care an ordinarily prudent person would exercise, in the best interests of EKSS, and shall not place personal, familial, or external interests above those of the Organization.

Article 17: Powers and Functions of the Board

1. The Board shall have full authority to govern EKSS and, without limitation, shall:
 - a. safeguard the legal identity, mission, vision, values, objects, reputation, and assets of EKSS;
 - b. approve and amend the strategic direction, multi-year plans, annual institutional priorities, and performance expectations;
 - c. approve annual budgets, material budget revisions, financial statements, audit arrangements, and key financial control instruments;
 - d. approve and oversee the Delegation of Authority, governance instruments, core policies, and major institutional manuals;
 - e. appoint, supervise, evaluate, discipline, support, and where necessary remove the Executive Director;
 - f. approve the establishment, restructuring, material expansion, suspension, or closure of programmes, major sites, demonstration farms, and significant institutional initiatives;
 - g. oversee risk management, donor compliance, safeguarding governance, whistleblowing oversight, anti-fraud and anti-corruption systems, and overall organizational integrity;
 - h. approve acceptance of major grants, long-term obligations, borrowing, material asset transactions, and other reserved matters;
 - i. establish Board Committees and approve their terms of reference;
 - j. appoint members of the Advisory Committee and define its mandate;
 - k. approve signatory arrangements, delegation levels, and corporate authorities;
 - l. ensure proper records, resolutions, minutes, registers, and document control; and
 - m. exercise all other powers necessary for the lawful and effective governance of EKSS.
2. Any contract, compensation arrangement, asset transaction, or institutional decision in which the Executive Director, the founder, or a person closely connected to either has a personal or financial interest shall be approved only by Directors with no such interest, following full written disclosure, and shall be recorded in the conflict-of-interest register required under Article 49.

Article 18: Composition of the Board

1. The Board shall consist of not fewer than five (5) nor more than seven (7) voting Directors, as determined from time to time by the Board, provided that any change to the minimum or maximum number shall require a special resolution of the Board in accordance with Article 57.

2. The Board shall seek an appropriate balance of gender, integrity, independence, skills, experience, and relevance to EKSS's mission and legal obligations.
3. The Executive Director shall not be a voting member of the Board but may attend Board meetings in an ex officio, non-voting capacity except where the Board sits in camera.

Article 19: Qualifications of Directors

1. A person shall qualify for appointment to the Board if he or she:
 - a. is of full legal capacity;
 - b. supports the mission and values of EKSS;
 - c. possesses integrity, independence of judgment, and sound character;
 - d. has relevant governance, professional, technical, financial, legal, programme, policy, safeguarding, or leadership competence; and
 - e. is not disqualified under this Constitution or applicable law.

Article 20: Disqualification of Directors

1. A person shall be disqualified from serving as a Director if he or she:
 - a. has been convicted of an offence involving fraud, corruption, dishonesty, abuse, or other serious misconduct, unless lawfully rehabilitated where permissible;
 - b. is of unsound mind as determined by competent authority;
 - c. is an undischarged bankrupt or insolvent, where applicable;
 - d. has an unresolved conflict of interest that materially impairs independent judgment;
 - e. has engaged in conduct materially prejudicial to EKSS; or
 - f. is otherwise disqualified by law.

Article 21: Appointment, Term of Office, and Rotation

1. Directors shall be appointed by ordinary resolution of the Board, on the recommendation of the Governance Committee where one is constituted, and no person shall be appointed a Director otherwise than in accordance with this Article.
2. Directors shall be appointed in accordance with this Constitution and any Board-approved nomination, succession, or transitional framework consistent with law and good governance.
3. A Director shall serve for a term of four (4) years.
4. A Director may be reappointed for one additional consecutive term.

5. After serving two consecutive terms, a Director shall be eligible again only after a break of at least one full term. A limited exception to this rule may be approved only where: (a) a written justification memorandum documenting the institutional necessity is presented to and retained by the Board; (b) the exception is approved by special resolution, excluding the affected Director from voting; (c) the exception and its rationale are disclosed in the Organization's next annual report; and (d) no Director shall benefit from more than one such exception in their lifetime of service to EKSS.
6. Terms should, as far as practicable, be staggered to preserve continuity, institutional memory, and orderly succession.

Article 22: Vacancy in Office

1. A vacancy shall arise if a Director:
 - a. resigns in writing;
 - b. dies;
 - c. becomes disqualified;
 - d. is absent from three consecutive Board meetings without reasonable cause and without leave;
 - e. is removed in accordance with this Constitution;
 - f. ceases to satisfy the qualifications for office; or
 - g. becomes of unsound mind.
2. Where the number of serving Directors falls below the minimum prescribed by Article 18(1), the continuing Directors may act only for the purpose of filling vacancies, convening meetings, and taking urgent action necessary to protect EKSS, its assets, its staff, and its legal and regulatory standing.

Article 23: Removal of Directors

1. A Director may be removed for misconduct, incapacity, dereliction of duty, breach of fiduciary duty, conflict-of-interest violations, confidentiality breaches, or serious reputational harm to EKSS.
2. Removal shall require due process, including written notice of the grounds and an opportunity to be heard.
3. A removal decision shall be made by special resolution of the Board, excluding the affected Director from voting on the matter.
4. The Board may adopt more detailed disciplinary and due-process procedures through a governance policy or charter consistent with this Constitution.

Article 24: Board Officers

1. The Board shall elect from among its voting Directors the following officers:
 - a. Chairperson;
 - b. Vice Chairperson;
 - c. Secretary; and
 - d. Treasurer.
2. The Board may establish additional officer roles where necessary, provided they are consistent with this Constitution.

Article 25: Functions of Board Officers

1. Chairperson: provides leadership to the Board, presides over Board meetings, safeguards governance effectiveness, and ensures proper Board-management boundaries.
2. Vice Chairperson: supports the Chairperson and acts in the Chairperson's absence or incapacity.
3. Secretary: oversees notices, agendas, minutes, resolutions, Board registers, and governance records.
4. Treasurer: supports Board oversight of financial governance, budgeting, reporting, internal control, restricted funds, and audit follow-up, provided that day-to-day financial management remains the responsibility of management.

Article 26: Meetings of the Board

1. The Board shall meet at least quarterly on a pre-approved annual calendar.
2. Extraordinary meetings may be convened by the Chairperson or upon written request of at least one-third of the Directors whenever urgent governance action is required.
3. At least seven (7) days' notice shall be given for ordinary Board meetings and not less than forty-eight (48) hours for urgent special meetings unless all Directors agree otherwise.
4. Meetings may be held physically, virtually, or in hybrid form, provided participation, quorum, and record integrity can be verified.
5. The Board may regulate the circulation of Board packs, briefing papers, and decision memoranda through its governance procedures.

Article 27: Quorum and Decision-Making

1. The quorum for a Board meeting shall be a simple majority of serving Directors, rounded up to the nearest whole number where the result is not a whole number (for example, three (3) of five (5) serving Directors, or four (4) of seven (7) serving Directors).

2. Except where this Constitution requires a special resolution, decisions shall be by ordinary resolution.
3. In the event of a tie, the Chairperson shall have a casting vote.
4. A written resolution signed by the required majority of eligible Directors shall be valid as if passed at a duly convened meeting.
5. A Director with a declared or material conflict of interest shall recuse himself or herself from deliberation and decision-making where required.

Article 28: Reserved Matters

1. The Board may define and refine Reserved Matters through a Board-approved Delegation of Authority or governance manual, provided such refinement does not contradict this Constitution.
2. Reserved Matters shall ordinarily include constitutional amendments, appointment or removal of the Executive Director, approval of budgets, audit approval, major grants, borrowing, major asset transactions, adoption of core policies, creation of new governing structures, and dissolution matters.

PART V: BOARD COMMITTEES

Article 29: Establishment of Board Committees

1. The Board may establish standing or ad hoc committees to support specialized oversight, detailed review, and recommendations.
2. Committees are extensions of the Board's oversight function and shall remain accountable to the Board.

Article 30: Standing Committees

1. Without limitation, the Board may establish the following standing committees:
 - a. Finance Committee, responsible for financial oversight, audit, resource mobilization, and partnership-related funding matters;
 - b. Programmes Committee, responsible for programme performance, monitoring, evaluation, and learning (MEL); and
 - c. Governance Committee, responsible for governance, nominations, risk, compliance, and safeguarding oversight.
2. Each standing committee shall consist of not fewer than two (2) Directors.
3. Where a standing committee consists of only two (2) Directors, both members shall be required to reach agreement on any recommendation to the Board; in the event of

disagreement, the matter shall be referred to the full Board for decision without a committee recommendation.

4. The Board may create, merge, rename, suspend, or dissolve committees as institutional needs evolve.

Article 31: Terms of Reference and Limits

1. Every Board Committee shall operate under written terms of reference approved by the Board.
2. A committee shall report to the Board and shall not supersede, dilute, or usurp Board authority.
3. A committee may be authorized to review, recommend, monitor, or scrutinize matters, but final authority remains with the Board unless expressly delegated in writing and lawfully.
4. Committees may, with Board approval, co-opt technical advisors in a non-voting capacity where specialized expertise is required.

PART VI: ADVISORY COMMITTEE

Article 32: Establishment of the Advisory Committee

1. The Board may establish and maintain an Advisory Committee as a strategic, technical, and consultative body of EKSS.
2. The Advisory Committee exists to strengthen EKSS through external insight, professional guidance, institutional linkages, and non-binding advice.

Article 33: Status of the Advisory Committee

1. The Advisory Committee is a non-governing, non-fiduciary, and non-executive advisory body.
2. The Advisory Committee shall advise the Board and, where expressly authorized, may provide advisory input to the Executive Director.
3. The Advisory Committee shall not exercise governance powers reserved to the Board or executive authority over the Secretariat.

Article 34: Composition and Appointment

1. Members of the Advisory Committee shall be appointed by the Board on the basis of competence, integrity, independence, and relevance to EKSS's mission.

2. The Advisory Committee may include persons with expertise in governance, law, education, agriculture, youth development, monitoring and evaluation, finance, safeguarding, public policy, partnerships, or related fields.
3. Advisory Committee members need not be Directors and shall not become Directors merely by virtue of such appointment.
4. The Board shall determine the number, term, rotation, renewal arrangements, and code of conduct applicable to the Advisory Committee.

Article 35: Functions of the Advisory Committee

1. The Advisory Committee may:
 - a. advise the Board on strategy, institutional positioning, sustainability, and emerging risks;
 - b. provide technical input on programmes, policy directions, and major initiatives;
 - c. support resource mobilization, reputation-building, and external relationship development where authorized by the Board;
 - d. review selected institutional documents and provide expert comments upon request; and
 - e. undertake any other advisory function assigned by the Board.

Article 36: Limits of the Advisory Committee

1. The Advisory Committee shall not approve budgets, appoint or remove the Executive Director, amend this Constitution, or exercise any Reserved Matter of the Board.
2. The Advisory Committee shall not issue binding decisions, resolutions, or instructions to the Executive Director, staff, volunteers, or partners.
3. The Advisory Committee shall not commit EKSS to contracts, liabilities, public positions, legal undertakings, or funding obligations unless specifically and lawfully authorized in writing by the Board.

PART VII: SECRETARIAT AND MANAGEMENT

Article 37: Establishment of the Secretariat

1. The Secretariat shall be the administrative, programme, and operational arm of EKSS.
2. The Secretariat shall implement Board-approved strategies, plans, budgets, programmes, and policies.

Article 38: Executive Director

1. There shall be an Executive Director appointed by the Board.
2. The Executive Director shall be the chief executive officer and head of the Secretariat.
3. The Executive Director shall be accountable to the Board.
4. The Executive Director shall:
 - a. provide leadership for day-to-day management;
 - b. implement Board decisions and approved plans;
 - c. manage staff, resources, systems, and operations;
 - d. ensure compliance, reporting, and organizational performance;
 - e. represent EKSS within the scope of delegated authority; and
 - f. perform any other lawful duties assigned by the Board.
5. The Executive Director shall not exercise authority reserved to the Board.

Article 39: Staff and Personnel

1. EKSS may engage employees, consultants, interns, fellows, champions, volunteers, advisors, trainers, and other personnel as necessary.
2. Terms of service shall be governed by approved contracts, policies, manuals, and applicable law.
3. EKSS shall promote merit, equity, safeguarding, accountability, and professionalism in human resource management.
4. In accordance with the NGOs Act, 2016, EKSS shall: (a) give priority to qualified South Sudanese nationals in recruitment; (b) ensure that not less than eighty percent (80%) of its employees at managerial, middle, and junior levels are South Sudanese nationals; (c) engage professional staff from abroad only where no qualified South Sudanese national is available for the role; and (d) ensure all expatriate staff hold valid work permits and other documents required by law prior to commencing duties.

Article 40: Delegation and Management Structure

1. The Board may delegate specified powers to the Executive Director or other officers through a Board-approved Delegation of Authority.
2. The Executive Director may assign responsibilities within the Secretariat in accordance with approved structures, policies, and budgetary limits.
3. No delegation shall relieve the Board of its ultimate fiduciary oversight responsibilities.

PART VIII: PROGRAMME GOVERNANCE

Article 41: Approved Core Programmes

1. The approved core programmes of EKSS shall be:
 - a. Education Programme;
 - b. Conservation Agriculture Programme, including Empower Farmers South Sudan (EFSS);
 - c. Youth Empowerment Programme; and
 - d. Advocacy and Civic Engagement Programme.

Article 42: Programme Establishment, Review, and Integration

1. The Board may approve sub-programmes, projects, units, branded initiatives, clubs, centres, campaigns, and implementation platforms under the core programmes.
2. All programmes and initiatives shall remain legally and institutionally under EKSS unless separately incorporated or registered in accordance with law and expressly approved by the Board. Any activity materially outside EKSS's registered programme plan shall additionally require prior written approval of the Registrar of Non-Governmental Organisations, in accordance with the NGOs Act, 2016, before it is undertaken.
3. The Board shall periodically review programme relevance, performance, sustainability, and compliance.
4. The Secretariat shall manage programme implementation in accordance with approved policies, manuals, budgets, and performance frameworks.

Article 43: Controlled Branded Initiatives

1. EKSS may operate branded programme identities, including Empower Farmers South Sudan (EFSS), where this improves clarity, visibility, implementation, or partnerships.
2. A branded programme identity shall not create separate legal personality unless separately and lawfully established.
3. The Board may approve programme charters, manuals, implementation guidelines, and branding rules for such initiatives.

PART IX: FINANCE, ASSETS, AND ACCOUNTABILITY

Article 44: Sources of Funds

1. The funds of EKSS may derive from:
 - a. grants and donor funding;
 - b. donations and gifts;

- c. lawful programme income and social enterprise activities consistent with EKSS's non-profit character;
- d. fundraising events and campaigns;
- e. investment income lawfully earned; and
- f. any other lawful source approved by the Board.

Article 45: Application of Funds and Non-Distribution Constraint

1. The income, property, and assets of EKSS shall be applied solely toward the promotion of its objects.
2. No part of the income or assets of EKSS shall be distributed directly or indirectly to Directors, officers, advisors, staff, or any other person by way of profit, dividend, or private gain.
3. Nothing in this Article prevents lawful and reasonable compensation, reimbursement, indemnity, or contractual consideration for services actually rendered and properly approved.
4. Directors shall serve without remuneration for their service as Directors, save for reimbursement of reasonable expenses properly incurred. A Director may be paid for goods or services provided to EKSS otherwise than as a Director only where the arrangement is approved by special resolution with the interested Director recused, is on arm's length terms, and is disclosed in the annual report.

Article 46: Financial Management and Internal Control

1. EKSS shall maintain proper books of account and financial records.
2. EKSS shall operate appropriate internal controls, including segregation of duties, approval authorities, banking controls, procurement controls, documentation standards, and asset controls.
3. Funds shall be deposited in approved bank, mobile money, or other lawful financial accounts in the name of EKSS or its authorized fund structures.
4. The Board shall approve signatory arrangements and financial authority levels.
5. No expenditure shall be incurred except in accordance with approved budgets, delegated authority, and applicable policies.

Article 47: Accounts, Audit, and Financial Year

1. The Financial Year of EKSS shall run from 1 January to 31 December, unless otherwise resolved by the Board and lawfully notified.

2. Annual financial statements shall be prepared in accordance with applicable accounting standards and donor requirements where relevant.
3. EKSS shall be subject to annual independent audit by a qualified auditor.
4. Audited financial statements and the auditor's report shall be submitted to and considered by the Board.
5. EKSS shall ensure that performance reports, audited financial statements, a consolidated register of assets, the programme plan and budget for the next Financial Year, and a list of staff (national and international) are prepared and submitted as required for the annual renewal of EKSS's Operational License under the NGOs Act, 2016.

Article 48: Asset Protection and Property Management

1. EKSS shall protect its assets against loss, misuse, waste, fraud, and unauthorized disposal.
2. The Board shall approve policies governing asset acquisition, inventory, custody, transfer, disposal, and write-off.
3. The Secretariat shall maintain appropriate registers, custody controls, and records for all material assets.
4. Where EKSS assets, equipment, or materials are placed with a school, partner institution, or other third party under a Memorandum of Understanding, donation agreement, or similar instrument, EKSS retains the right to inspect such assets, to require their proper use and safekeeping, and to reclaim, recover, or seek remedy for any asset, or component thereof, that is lost, damaged, removed without authorization, or used inconsistently with the governing agreement. The Secretariat shall ensure that all such placements are documented in writing and include clear terms on custody, maintenance, and reclamation rights before assets are released to a third party.

PART X: ETHICS, INTEGRITY, CONFLICTS OF INTEREST, AND SAFEGUARDING

Article 49: Conflict of Interest

1. Every Director, officer, committee member, advisor, employee, volunteer, or other relevant person shall disclose any actual, potential, or perceived conflict of interest.
2. A person with a conflict of interest shall not improperly influence a decision and shall recuse himself or herself where required.
3. EKSS shall maintain a conflict-of-interest framework, register, and procedures.
4. Matters involving the personal or financial interest of the Executive Director or founder shall additionally be subject to the related-party safeguard set out in Article 17.2.

Article 50: Integrity and Anti-Corruption

1. EKSS shall uphold integrity, accountability, transparency, and zero tolerance for fraud, bribery, corruption, theft, abuse, exploitation, retaliation, and other misconduct.
2. The Board shall adopt appropriate anti-fraud, whistleblowing, disciplinary, and compliance policies.
3. No Director, officer, employee, volunteer, or partner shall be subjected to retaliation, demotion, harassment, or other adverse treatment for raising, in good faith, a concern about suspected fraud, corruption, safeguarding failure, or other misconduct. EKSS shall maintain confidential channels for reporting such concerns.
4. Directors, officers, employees, and other persons acting on behalf of EKSS are reminded that, under the NGOs Act, 2016, making a false statement or declaration in any registration, renewal, or regulatory filing is a criminal offence, and EKSS shall take reasonable steps to ensure the accuracy of all submissions to the Commission and the Registrar.

Article 51: Safeguarding and Protection

1. EKSS shall protect children, youth, women, staff, volunteers, beneficiaries, and community members from abuse, exploitation, harassment, and harm in all its operations.
2. The Board and management shall ensure safeguarding systems are established, implemented, monitored, and reviewed.
3. Safeguarding governance shall remain a standing institutional priority.

PART XI: RECORDS, SEAL, AND INFORMATION GOVERNANCE

Article 52: Records and Document Control

1. EKSS shall maintain proper records of governance, programmes, finance, assets, compliance, operations, and human resources.
2. The Board may adopt a document classification and control framework and related policies to govern retention, version control, access, amendment, and archival practices.
3. Access to records shall be governed by law, confidentiality obligations, data protection principles, and approved policies, provided that nothing in this Article shall limit the statutory right of the Relief and Rehabilitation Commission, acting through the Registrar, to monitor, evaluate, or audit EKSS's activities and records under the NGOs Act, 2016.

Article 53: Common Seal

1. EKSS shall have a common seal in a form approved by the Board.

2. The seal shall be affixed only by authority of the Board or in accordance with an approved delegation framework.

Article 54: Information and Public Representation

1. Public statements, official commitments, and institutional representations on behalf of EKSS shall be made only by persons authorized by the Board or through the Delegation of Authority.
2. No person shall represent EKSS externally in a manner inconsistent with Board-approved policy, institutional position, or lawful authority.

PART XII: DISPUTE RESOLUTION AND ACCOUNTABILITY

Article 55: Internal Dispute Resolution

1. EKSS shall seek to resolve internal disputes fairly, promptly, and in good faith through internal review, grievance, mediation, or disciplinary procedures where appropriate.
2. The Board may adopt additional grievance, disciplinary, appeal, and dispute-resolution procedures.
3. Nothing in this Constitution shall prevent recourse to lawful judicial or regulatory processes where necessary.
4. Where a dispute between EKSS and a Director, former Director, founder, officer, employee, member of a committee, or contracting party is not resolved under sub-articles (1) and (2) within sixty (60) days, either party may refer the dispute to arbitration by a single arbitrator.
5. The arbitrator shall be appointed by agreement of the parties, and in default of agreement within twenty-one (21) days, by the Chairperson for the time being of the Chartered Institute of Arbitrators (South Sudan Branch).
6. Any such arbitration shall be conducted at Juba, in the English language, in accordance with the Arbitration Act (Chapter 49) of the Laws of South Sudan or any statutory modification or re-enactment thereof.
7. Nothing in this Article limits the statutory powers of the Commission or the Registrar, or prevents either party from seeking urgent interim relief from a competent court.

Article 56: Accountability for Misconduct

1. Allegations of misconduct, breach of fiduciary duty, fraud, abuse, safeguarding failure, or serious ethical breach shall be handled in accordance with approved policies and due process.

2. The Board may assign initial review of specified allegations to an appropriate Board Committee or independent reviewer, subject to Board oversight.

PART XIII: AMENDMENT OF THE CONSTITUTION

Article 57: Amendment

1. This Constitution may be amended only by a special resolution of the Board passed by not less than two-thirds of eligible Directors present and voting at a duly convened meeting, subject to applicable law and any required regulatory filing, approval, or registration.
2. Written notice of any proposed amendment shall be circulated with the meeting notice and shall include the text or a marked summary of the proposed changes.
3. No amendment shall authorize EKSS to operate contrary to its non-profit character, public-benefit purpose, or applicable law.
4. Amendments intended only to update schedules, non-substantive wording, references, or controlled governance appendices may be managed through Board-approved instruments where the body of this Constitution is not substantively altered.

PART XIV: DISSOLUTION, MERGER, AND ASSET TRANSFER

Article 58: Dissolution

1. EKSS may be dissolved only:
 - a. by a special resolution of the Board passed in accordance with this Constitution and applicable law; or
 - b. by operation of law or order of a competent authority.
2. All regulatory requirements under the law of South Sudan shall be complied with before dissolution takes effect.
3. Where EKSS intends to cease its operations, in whole or in a specific area, whether or not amounting to full dissolution, it shall give not less than three (3) months' written notice to the Relief and Rehabilitation Commission prior to ceasing such operations, in accordance with the NGOs Act, 2016.

Article 59: Merger, Conversion, or Restructuring

1. Any merger, institutional conversion, or fundamental restructuring of EKSS shall require a special resolution of the Board and compliance with applicable law.
2. The Board may adopt further procedures and safeguards for any such restructuring.

Article 60: Disposal of Assets on Dissolution

1. Upon dissolution and after satisfaction of all lawful debts and liabilities, the remaining assets of EKSS shall not be distributed to Directors, officers, staff, founders, or any private person.
2. Such assets shall be transferred to one or more non-profit organizations, institutions, or charitable entities with objects similar to those of EKSS, as determined by the Board and in compliance with applicable law.
3. If the Board fails to determine the beneficiary entity or entities, the competent authority or court may determine the same in accordance with law.

PART XV: MISCELLANEOUS AND TRANSITIONAL PROVISIONS

Article 61: Transitional Arrangements

1. Upon adoption of this Constitution, the existing organs, officers, management structures, and institutional arrangements of EKSS shall continue in office only to the extent necessary to ensure orderly transition, unless otherwise resolved by the Board.
2. The Board shall ensure alignment of policies, manuals, charters, governance instruments, and registers with this Constitution within a reasonable period after adoption.
3. This Constitution was adopted by resolution of the Founders of EKSS in exercise of their constituent authority. Article 12(4) applies prospectively from the date of adoption and does not affect the validity of that adoption.

Article 62: Regulations, Policies, Manuals, and Charters

1. The Board may adopt by-laws, regulations, policies, manuals, charters, and procedures consistent with this Constitution for the effective administration of EKSS.
2. In the event of inconsistency between any subordinate governance instrument and this Constitution, this Constitution shall prevail.
3. This Constitution shall be read together with the Governance Manual, Delegation of Authority, committee terms of reference, and other core governance instruments, provided that such instruments remain subordinate to this Constitution.

Article 63: Interpretation and Supremacy

1. This Constitution is the supreme internal governing instrument of EKSS.
2. Questions of interpretation shall be determined by the Board in the first instance, subject to applicable law.

3. Headings and schedules are included for convenience and interpretive support and shall not override the substantive provisions of this Constitution.

Article 64: Indemnification and Liability Protection

1. To the fullest extent permitted by applicable law, EKSS may indemnify and hold harmless any Director, officer, or committee member against reasonable costs, claims, damages, or liabilities properly incurred in the good-faith discharge of their duties under this Constitution, except where such costs, claims, damages, or liabilities arise from fraud, dishonesty, wilful misconduct, or gross negligence on the part of that person.
2. The Board may, where resources permit, procure directors-and-officers liability insurance or an equivalent arrangement to support this Article.

SCHEDULES

Schedule 1: Core Programmes of EmpowerKids–South Sudan (EKSS)

The core programmes of EKSS, and their corresponding thematic descriptors for donor and public communication, are summarized below:

No.	Registered Programme	Thematic Descriptor
1.	Education Programme	Learning & Quality Education
2.	Conservation Agriculture Programme (incl. EFSS)	Resilient Livelihoods & Food Security
3.	Youth Empowerment Programme	Youth Leadership & Economic Empowerment
4.	Advocacy and Civic Engagement Programme	Governance, Peacebuilding & Civic Participation

1. Education Programme

The Education Programme shall serve as the institutional platform through which EmpowerKids-South Sudan (EKSS) advances equitable access to quality education and promotes learning outcomes for children and young people, especially those who are vulnerable, underprivileged, marginalized, or otherwise underserved.

Under this Programme, EKSS may:

1. support access to formal and non-formal education for children, adolescents, and youth;
2. provide or facilitate learning materials, school support services, mentorship, tutoring, educational guidance, and academic enrichment initiatives;
3. support teacher capacity development, school leadership strengthening, and education quality improvement interventions;
4. promote girls' education, retention, literacy, numeracy, and life skills;
5. facilitate scholarships, student sponsorship pathways, and learner support mechanisms;
6. promote digital learning, library access, community learning spaces, and other innovative educational approaches;
7. support school-community partnerships that strengthen learning environments and child development; and

8. undertake any other lawful educational activity consistent with the mission and objects of EKSS.

For constitutional interpretation, the Education Programme shall include school-based, community-based, and partnership-based education initiatives approved by EKSS.

2. Conservation Agriculture Programme / Empower Farmers South Sudan (EFSS)

The Conservation Agriculture Programme, including its branded implementation identity Empower Farmers South Sudan (EFSS), shall serve as the institutional platform through which EmpowerKids-South Sudan (EKSS) promotes sustainable agriculture, food security, environmental stewardship, livelihoods improvement, and resilience among households, schools, churches, youth, and communities.

Under this Programme, EKSS may:

1. promote conservation agriculture, climate-smart farming, soil and water conservation, agroecology, and related sustainable farming approaches;
2. train farmers, youth groups, schools, churches, and communities in farming methods including Foundation for Farming, Pfumvudza, composting, mulching, crop planning, and other suitable techniques;
3. establish, manage, and support demonstration farms, model plots, school agriculture clubs, church farming groups, and community training sites;
4. support smallholder farmer productivity, food security, nutrition, resilience, and household livelihood strengthening;
5. promote reforestation, environmental restoration, land stewardship, and responsible natural-resource management;
6. facilitate market linkages, agricultural learning exchanges, farmer mentorship, and practical extension support;
7. support locally replicable, low-cost, and context-appropriate farming systems that enhance self-reliance and sustainability; and
8. undertake any other lawful agriculture or environmental activity consistent with the mission and objects of EKSS.

For purposes of legal and institutional interpretation, EFSS shall remain a programme identity and implementation platform under EKSS unless separately incorporated or registered in accordance with applicable law and expressly approved by the Board.

3. Youth Empowerment Programme

The Youth Empowerment Programme shall serve as the institutional platform through which EmpowerKids-South Sudan (EKSS) equips young people with the capacities, opportunities,

support systems, and leadership pathways necessary for productive, peaceful, and dignified participation in society.

Under this Programme, EKSS may:

1. provide leadership development, entrepreneurship training, vocational skills, digital skills, financial literacy, and life-skills education for youth;
2. promote employability, innovation, enterprise creation, mentorship, and youth-led problem solving;
3. support youth clubs, hubs, fellowships, camps, peer-learning structures, and community action platforms;
4. promote inclusion of unemployed youth, recent graduates, young women, rural youth, and other marginalized youth groups;
5. support pathways for youth participation in agriculture, education, civic engagement, and community development;
6. encourage creativity, self-reliance, resilience, ethical leadership, and positive citizenship among young people;
7. facilitate networking, partnerships, and opportunity access that strengthen youth advancement; and
8. undertake any other lawful youth-focused activity consistent with the mission and objects of EKSS.

For constitutional purposes, the Youth Empowerment Programme may operate through direct implementation, partnerships, fellowships, youth clubs, training centres, or other Board-approved platforms.

4. Advocacy and Civic Engagement Programme

The Advocacy and Civic Engagement Programme shall serve as the institutional platform through which EmpowerKids-South Sudan (EKSS) promotes democratic participation, peaceful citizenship, accountability, policy dialogue, public awareness, and constructive community voice.

Under this Programme, EKSS may:

1. facilitate civic education, public awareness, rights-based education, and community dialogue initiatives;
2. promote peaceful participation, social cohesion, peacebuilding, and responsible citizenship;
3. support advocacy, policy engagement, evidence-based dialogue, and public-interest communication on issues affecting children, youth, women, farmers, and communities;

4. organize forums, consultations, trainings, campaigns, and media engagement that strengthen public voice and participation;
5. support leadership development and citizen engagement in governance and community problem solving;
6. foster accountability, inclusion, and constructive relations between communities and public institutions;
7. promote non-violent engagement, democratic values, and lawful civic participation; and
8. undertake any other lawful advocacy or civic-engagement activity consistent with the mission and objects of EKSS.

For constitutional purposes, this Programme may include peacebuilding, governance dialogue, policy communication, civic training, and other related initiatives approved by EKSS.

General Interpretive Clause for Schedule 1

1. The programmes listed in this Schedule are the core institutional programmes of EKSS and shall be interpreted broadly enough to permit reasonable growth, innovation, and adaptation consistent with the Constitution.
2. Each core programme may contain sub-programmes, projects, clubs, units, centres, branded initiatives, campaigns, partnerships, and implementation platforms approved by the Board.
3. The descriptions in this Schedule are intended to clarify institutional scope and shall not be interpreted so narrowly as to prevent lawful programmatic expansion consistent with the mission, vision, values, and objects of EKSS.
4. For external, donor, and public communication purposes, EKSS may refer to its core programmes using the above thematic descriptors, provided that such descriptors do not alter the legal scope, registered description, or programme boundaries set out in this Schedule.
5. In the event of any inconsistency between a thematic descriptor and the registered programme description, the registered programme description in this Schedule shall prevail.

Schedule 2: Core Values of EmpowerKids–South Sudan (EKSS)

The core values of EKSS shall guide its governance, leadership, programmes, partnerships, institutional conduct, and engagement with communities, staff, volunteers, beneficiaries, donors, and stakeholders. These values shall be interpreted as binding institutional principles and not merely aspirational statements.

1. Empowerment

EmpowerKids-South Sudan (EKSS) shall promote the dignity, agency, capacity, and self-reliance of individuals and communities. Empowerment means enabling people to acquire knowledge, skills, confidence, opportunities, and practical support so that they can improve their lives, shape their futures, and participate meaningfully in decisions that affect them.

In practice, EKSS shall:

1. build the capacities of children, youth, women, farmers, and communities;
2. promote participation, ownership, and local leadership;
3. support people to move from dependency toward resilience and self-determination; and
4. design programmes that strengthen capability rather than foster passivity.

2. Equity

EmpowerKids-South Sudan (EKSS) shall uphold fairness, inclusion, and just access to opportunities, resources, and support. Equity means recognizing that individuals and communities do not begin from equal circumstances and that special attention may be required to include and support those who are disadvantaged, marginalized, excluded, or vulnerable.

In practice, EKSS shall:

1. promote non-discrimination and inclusive participation;
2. prioritize underserved and vulnerable groups where appropriate;
3. design interventions that respond fairly to differing needs and barriers; and
4. foster respect for human dignity, diversity, and equal worth.

3. Peacebuilding

EKSS shall contribute to peaceful coexistence, social cohesion, dialogue, and constructive community relations. Peacebuilding means promoting attitudes, structures, and actions that prevent conflict, reduce division, strengthen trust, and encourage non-violent engagement in families, communities, and public life.

In practice, EKSS shall:

1. encourage dialogue, tolerance, and mutual respect;
2. support programmes that reduce exclusion, tension, and harmful division;
3. promote civic responsibility, reconciliation, and constructive problem solving; and
4. integrate peace-oriented approaches into education, agriculture, youth, and advocacy work where appropriate.

4. Integrity

EmpowerKids-South Sudan (EKSS) shall conduct all its affairs with honesty, accountability, transparency, ethical discipline, and respect for the law. Integrity means doing what is right, safeguarding trust, rejecting fraud and corruption, honouring responsibilities, and ensuring that decisions and conduct are consistent with the mission and values of the Organization.

In practice, EKSS shall:

1. uphold truthful reporting and responsible stewardship of resources;
2. reject fraud, bribery, corruption, abuse, and misconduct;
3. maintain ethical decision-making, proper controls, and accountability systems; and
4. expect all Directors, advisors, staff, volunteers, and partners to act in a manner that protects the credibility and reputation of EKSS.

5. Collaboration

EmpowerKids-South Sudan (EKSS) shall value partnership, teamwork, mutual respect, and shared effort in the pursuit of its mission. Collaboration means working constructively with communities, institutions, schools, churches, youth groups, public bodies, donors, and other stakeholders in ways that strengthen impact, trust, and collective ownership.

In practice, EKSS shall:

1. promote teamwork within the Organization;
2. build respectful and productive partnerships with stakeholders;
3. encourage consultation, coordination, and shared learning; and
4. pursue cooperative approaches that enhance institutional effectiveness and community benefit.

6. Sustainability

EmpowerKids-South Sudan (EKSS) shall pursue approaches that are responsible, durable, locally grounded, and capable of generating lasting positive impact. Sustainability means using resources wisely, strengthening local systems, promoting environmental stewardship, and building interventions that communities and institutions can maintain over time.

In practice, EKSS shall:

1. promote long-term thinking and responsible use of resources;
2. encourage local ownership and replicable solutions;
3. support environmentally responsible and resilient practices; and
4. design programmes with lasting institutional, social, and community value.

General Interpretive Clause for Schedule 2

1. These core values shall guide the interpretation and implementation of this Constitution, EKSS policies, governance instruments, programmes, and institutional decisions.
2. All Directors, Advisory Committee members, officers, staff, volunteers, consultants, and persons acting on behalf of EKSS shall be expected to uphold these values in the discharge of their responsibilities.
3. The Board may adopt further policy guidance, codes of conduct, or institutional standards to operationalize these values, provided that such instruments remain consistent with this Constitution.

LIST OF FOUNDERS

LIST OF THE FOUNDERS

S/NO.	NAME, POSTAL ADDRESS & DESCRIPTION OF SUBRIBER	NATIONALITY	SIGNATURE
1.	Lloyd Edward Eisele Email: easyeddie@cox.net Tel: +16232159739 Phoenix AZ USA.	Non-South Sudanese	<i>Edward Eisele</i>
2.	Hakim Monykuer Awuok Email: hmonykuer@gmail.com Tel: +211-9561333777 Hai Jebel, Juba.	South Sudanese	<i>[Signature]</i>
3.	Lukudu William Tito Email: wlukudu@gmail.com Tel: +211-955056599 Hai Munuki, Juba.	South Sudanese	<i>[Signature]</i>
4.	Vuziga Michael Tako Email: michaelvuzig@gmail.com Tel: +211-955728185 Motovo East-Nimule, Juba.	South Sudanese	<i>[Signature]</i>
5.	Mary Nyanuer Monywach Email: marynyanuer@gmail.com Tel: +211-920413536 Hai Jebel, Juba.	South Sudanese	<i>[Signature]</i>
6.	Samuel Aru Wal Email: samuelaru889@gmail.com Tel: +211-956132958 Hai Thongpiny, Juba.	South Sudanese	<i>[Signature]</i>
7.	Deng Paul Dak Email: dengpauldak@gmail.com Tel: +211-955449434 Hai Jebel, Juba.	South Sudanese	<i>[Signature]</i>

Dated at Juba this day 28th of Aug, 2014.

WITNESS TO THE ABOVE MENTIONED SIGNATURE:

Signature:

Name in full: Deng Mayom Bior

Postal Address: Office at Atlapara (B) opp. Haas Petroleum

Occupation: Advocate, Commissioner for Oaths & Legal Consultant



*Reviewed by Deng Mayom Bior, Legal Consultant
Ajak & Associates.
[Signature]*

REVIEW & AUTHENTICATION

PETER MAKUEI HAR MAKUEI

Title: ADVOCATE & COMMISSIONER FOR OATHS

Signature & Stamp:

Date: 31st July 2026

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RRC Authentication Stamp



