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مكتب الترجمة

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Akababehen Aden Ethiopia

Charitable Society

By-Law

Seal

Federal Democratic Republic of Ethiopia
The Charities and Societies Agency

April 22/2013



Akababehen Aden Ethiopia

By-Law of Charitable Society

Article 1: Establishment

The Charitable society Named **Akababehen Aden Ethiopia** is established on **01/02/2013**.

Article 2: Naming

This by-law is the articles of association of the charitable society named **Akababehen Aden Ethiopia** and hereafter referred to us charitable society.

Article 3: Objectives

The objectives of this charitable society are the following

- A. Rehabilitation of the affected areas due to soil erosion and deforestation with forest development as well as water and soil conservation activities.
- B. Introduction of technologies enabling the usage of natural resource and environment sustainably.
- C. Making effort to enable community members with low livelihood to get basic needs services.
- D. Engaging in natural resource conservation, urban waste management, income generation activities that upgrade the awareness of the community.
- E. Engaging in load reduction of women and children in homework activities.
- F. Making productive and reliable accident prevention system at community level.

Article 4: Budgetary year

The budgetary year of this charitable society is from **January 1** up to **December 31**.



Article 5: Definition

1. "**Charitable Society**" means the society established based on this Akababehan Aden Ethiopia by-law
2. "**Agency**" means the charities and charitable societies agency formed based on proclamation no. 621/2001
3. "**General Assemble**" means The meeting comprising the members as well as accepted individuals and is the supreme organ of the charitable society

Articles 6: Regular members

1. It compresses found members and others that have been accepted based on the decision of the general assembly.
2. Members that can fulfill the following requirements and who are Ethiopian nationals can be the regular member of the company.
 - a. That can believe in objective and goal of the charitable society
 - b. Whose age is above 15 years
 - c. That accepts and implements the by-law as well as regulations and ethics of charitable society
 - d. That is willing to settle the charges and contributions agreed by the general assembly
 - e. The one whose right is not off

Article 7: Title Members

1. The one that is not the member of the charitable society but that has contributed much towards the achievement of the objectives of the society and the one having got great gratitude by the decision of the general assembly for contributing much towards the effectiveness and changes of the society in every sector.
2. The honorary member can not vote or voted
3. The honorary member is not obliged to settle charges and other payments of membership accept by own initiating



Articles 8: Right of the Members

1. All regular members have equal rights
2. The membership of charitable society can not be transferred to the other individual and it is a personal right
3. The regular members of the charitable society,
 - a. Engaged in any activity used for the achievement of the objective and mission of the society
 - b. Electing as well as being elected and obtaining any evidence of activities charitable society
 - c. Participating on the general assembly, rendering comment and voting on the activities of the charitable society
 - d. Appealing to executive officer board prior to the final decision on the termination of the membership

Article 9: Obligation of the Member

1. Any member should pay membership fee
2. A member should pay the debt prior to termination of his membership
3. Any charitable society's members should respect the by-law, directives and decision of the general assembly.
4. Any member of the charitable society should implement the objective of the society as well as protect the property of the society and the same should render the expected service.
5. The member should appear on the regular and extra ordinary meetings of the charitable society

Article 10: Contribution and other charges of the members

1. The time and the quantity of contribution and other charges of the charitable society shall be determined by the general assembly.
2. The member that fails to settle the contribution decided by the general assembly can not vote on the general assembly until the same finalizes the contribution and debt payments.



3. The member that fails to settle the contribution decided by the general assembly can not vote on the general assembly until the same finalizes the contribution and debt payments.

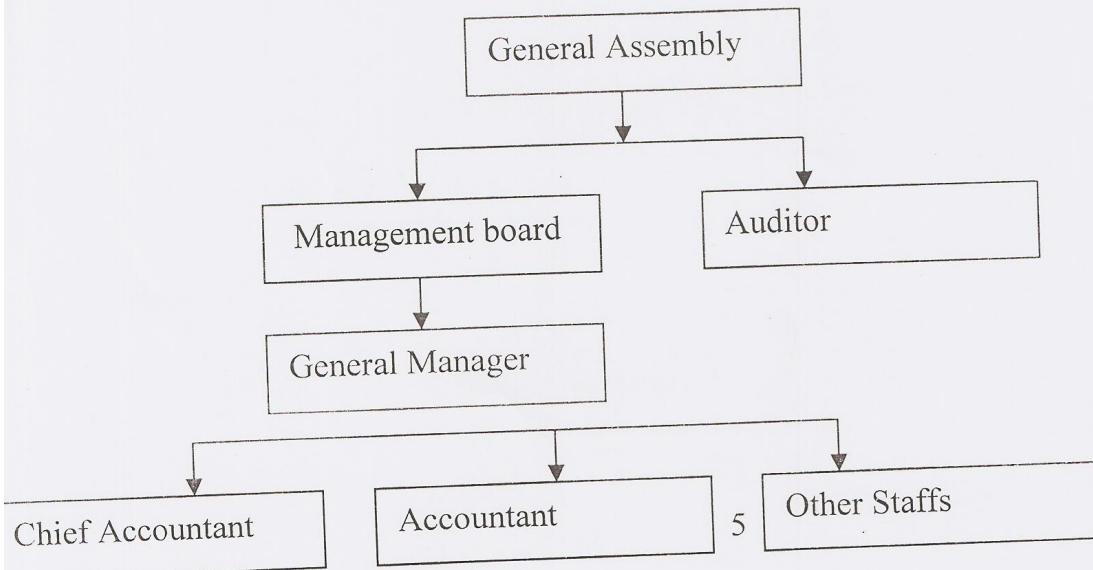
Article 11: Condition for membership termination

A membership of the charitable society can be terminated when

1. The member passes away
2. Based on the facts of the bylaw or other reasonable conditions when decided by the general assembly
3. If the member commits the acts that is contrary to the dignity of the charitable society and when it is confirmed by the general assembly.
4. When the member is not willing to participate in the activities towards the achievement of the objectives of the charitable society and when the same is confirmed by the general assembly.
5. If the members fails to settle contribution for one year and is dismissed from membership by the decision of the general assembly.
6. If the member has lost his right by the authorized court
7. When the member applies in writing to terminate his membership from the society.

Article 12: Organization of charitable society

1. the charitable society shall have general assembly, Management board, manager, auditor, achieve accountant, casher and other staffs
2. The charitable society has been structured as follows



3. Any person with a board member can not serve as a auditor or manager

Article 13: Power and duties of the General Assembly

1. The general assembly includes the members indicated on the bylaw article 6 and shall have the following power and duties
 - a. The general assembly is the supreme organ of the charitable society
 - b. Enacts, amends the bylaw of the charitable society
 - c. Based on the bylaw of the charitable society, selects auditor, removes the same as well as fixes their remuneration
 - d. Renders decision on the change the head office of the company as well as the opening of the branch offices of the charitable society
 - e. Renders decision on expansion as well as desolation of the charitable society
 - f. Approves the annual performance execution report, financial statement, audit report and annual budget of the charitable society
 - g. approves the plan and the budget of annual program of the society up on investigating the same
 - h. Decides on police and strategy affairs of charitable society
 - i. Decides on application request to be the member of the charitable society
 - j. Based on article 9 of the bylaw, removes the members that has not exercised their obligations from the membership
 - k. Causes the investigation of the account of charitable society by external auditor
 - l. Enacts the code of conduct of meeting of the general assembly
 - m. Decision of amalgamation or parting or change of charitable society with other charitable societies



- n. Renders decision on the affairs of the charitable society that are not under the duties and responsibilities of other organs of the charitable society
 - o. Rendered the final decision on amalgamation, or union or division or change of charitable society with other organizations and societies.
 - p. Rendered decision on the affairs charitable society that are not under other organ duties and responsibilities
2. The general assembly can delegate its powers and duties to the management members of the society or permanent or temporary committee to be formed based on sub article 1, F (J) (I) and M
 3. Renders the final decision on the definition to the by law unless the same is contrary to the laws of the general assembly.

Article 14: vote of the general assembly

1. Any member of the general assembly shall have only one vote
2. The members of the general assembly shall have equal voting rights
3. Unless authorized by the general assembly, a member on the general assembly shall have only one vote
4. Voting system should be conducted fairly and transparently
5. The charitable society's member having different idea can cause his idea to be registered on the minute
6. Any member of the charitable society can apply to the agency if the same faces the decision rendered by the general assembly is contrary to laws of the country or provisions of the bylaw,

Article 15: Power and duties of the general assembly

management bodies

The chairman, vice chairman and secretary of the general assembly shall consist the following.



1. The chairman of the general assembly

- a. Calls the meeting the general assembly and prepares the agendas of the same by being with the secretary
- b. Leads the meeting of the general assembly being the chairman of the same.
- c. Monitors and follows up a correct implementation of decision of the general assembly as well as directives enacted by the same
- d. Address the annual performance execution, work and audit reports as well as financial statement approved by the assembly to governmental bodies, users and donors as necessary.
- e. Orders affairs presented to the assembly and provides to the secretary for the order

2. Vice chairman

- a. acts up on replacing the chairman in his absence
- b. Under takes other activities given by the chairman or general assembly

3. Secretary

- a. Prepares agendas of the assembly by being with the chairman
- b. Records the minute of the assembly

Article 16: Meeting of the general assembly

- 1. The regular meeting of the society shall be called at least once in a year with in 30 days as of the closure of the budgetary year
- 2. Based on this article, sub article 1 if the meeting is not called with in 30 days, the agency of one or more members requesting for the same, the general assembly can be called by the chairman



3. if the general assembly is called based on this article, sub article 2 the agency can propose the person that could be the chairman of the general assembly.
4. The extra ordinary meeting of the company can be called at any time by chairman of the board or members representing more than 10% of the society
5. The regular meeting of the general assembly can be called within 15 working days and the extra ordinary meeting can be called within a period of not more than five days and prior to convening of the meeting the members shall be notified the affairs, place, date of the meeting.
6. Quorum is achieved when more than half members are presented on the meeting.
7. Subject to the provisions of sub article a bout, if a quorum is not attained in two consecutive meetings, the next meeting shall be conducted by the attending members.
8. On the general assembly, various affairs are presented as proper A person having any affair to be recorded as a agenda can cause the same to be recorded and can notify one week in prior to the holding of the meeting to secretary (chairman) president of the assembly in writing.

Article 17- Election and Elision making procedure

1. The charitable society shall be managed by persons elected through full participation of the members
2. The assembly conducts election in sadly away that as soon as quorum is present the election is conducted through elected elective committee.
3. The elective committee shall conduct election up on causing the requirements of election by the general assembly.



4. The general assembly shall form elective committee to replace the elective whose office term is expired, reworked or other lost executive committee members
 5. If the elective whose office term is expired is needed to serve again, the same can be qualified to the competition through pit-off and can be elected by the majority vote. However, to be elected fro three terms, the person should rest at least for a election period (4 years)
 6. The decisions of the general assembly are passed through majority vote; when there exists equal vote, the chairman her a significant vote.
 7. The meeting procedures of the general assembly shall follow democratic principals at any time.
 8. The members of election committee can not present themselves as a candidate; however, if the assembly believes in, the same can present that member as a candidate up on removing that person from the position of election committee.
 9. The election committee is responsible to make the new electives start discharging their responsibility with 30 days as of the election time.
10. The former electives can not operate except by the decision of the general assembly, rather than conducting handing over works.
11. Affairs that are not approved and written by t he general assembly being presented as an agenda can not be implemented

Article -18: Power and duties of Management board

The management board is accountable to the general assembly and shall have the following duties and power

1. Appoints, removes the manager of the charitable society.
2. Monitors, controls the decisions and plans of the general assembly are properly exercised by the manager



3. Accepts and presents the ideas of the executive body of the society to draw and amend the policy of the charitable society, up on adding own recommendations to the general assembly and causes them to get them decided
4. Confirms that there exists financial or material resource to implement the program of the charitable society; pause the ways support is available
5. Presents the ideas of opening branch offices in the necessary area to the assembly and causes the same to be decided
6. Investigates performance reports of organs of executive committee and presents the same to the assembly up on adding its recommendation.
7. Draws a regulations in which employee of charitable society are employed
8. Discusses on short term, medium term and long term plans and budget of charitable society and presents the same to the general assembly for decision
9. Draws the by-law of the employees
10. Draws the meeting code of conduct of the board
11. Calls the extra ordinary meeting when necessary

Article 19- Members of management board

1. The management board has 5-7 members
2. The board elects the chairman and vice-chairman
3. The manager of the charitable society can act as a secretary of the board with out having the right of voting
4. The chairman of the board,
 - A. Leads the meetings of the board
 - B. Presents the decisions of the board' meeting to the general assembly
 - C. Presents and causes to be approved by the general assembly t he polices, directives and strategies drawn by the board



- D. As per the power granted to general assembly and board, it is accountable to the assembly and the board
- E. Instructs the manager to implement the decisions passed by the board and general assembly
- F. Follows up the management performance implementation closely
- G. Instructs the manager to address the performance implementation and audit report approved by the assembly
- H. Presents to the regular assembly the annual reports external to the audit report

5. Vice-chairman

- A. Acts in place of the chairman in his absence
- B. Conducts additional activities issued by the chairman or general assembly.

6. Secretary

- A. Accountable to the board
- B. Prepares the agendas of the meeting of the board by being with the board
- C. Records the meeting of the board
- D. Keeps records and documents of the board office

Article -20 meeting of the management board, voting discipline and office term of the board members

- 1. The regular meeting of the board is held four times in a year and a special meeting is called when extra ordinary meeting is needed
- 2. The extraordinary meeting could be called by the chairman of the board or manager of the charitable society.
- 3. If more than half members of the board are present on the meeting, the quorum is considered to be present; if the quorum is not present, the meeting could be called again. If the quorum is not present on the again called meeting the meeting is conducted by the existing members.



4. decisions are passed through majority vote
5. The office term of the board members is for four years; however, a board member cannot be elected for more than two times.
6. The board member shall serve without salary; however, compensation payment is paid for expenses incurred for the activities of the society

Article 21- Duties and responsibilities of the manager of charitable society

The charitable society's manager is accountable to the board and shall carry out the following activities

1. Represents the charitable society before any body and regarding the charitable society, implements all the activities, appoints power of attorney and makes letter communications and contract agreements of in the name of the society.
2. Operates bank account and cheque or money transfer all the company through the joint signature with chief accountant in the name of the charitable society.
3. Implements the decisions rendered by the general assembly and board.
4. prepares the quarterly as well as annual performance as well as financial reports of the charitable society (in every three months and annually) and present the same to the board.
5. Prepares the policies and budget as well as business plan of the charitable society.
6. Based on the bylaw, paves the way the income of the charitable society is generated and prepares as well as implements the styles in which the objectives of the charitable society are achieved
7. Based on the administration regulation drawn by the board, requires, dismiss employees and fixes their salaries and remunerations.



8. Prepares the job assignment by being with chief accountant and cashier and present the same to the board
9. Coordinate the sub coordinate employees including chief accountant and cashier as well as leads the day today activities of the charitable society as well as monitors and control the same.
10. Regarding the activities of the charitable society, renders other management decisions
11. If the manager is the member of the charitable society, the same shall not vote on the general assembly in which his ideas and duties are approved.
12. In the manner it doesn't jeopardize the bylaw and decision of the general assembly, under takes other activities given by the board.

Article 22: Duties and responsibilities of chief accountant of the charitable society

The Chief accountant of the charitable society to accountable to the society and undertakes the following duties and responsibilities

1. Controls income and expense of the charitable society; makes the same be registered and maintained properly
2. Controls that the account of the charitable society is conducted in universally accepted accounting principles.
3. Operates the bank account and cheque as well as money transfer of the charitable society through the joint signature with the general manger.
4. Keeps the financial accounts and various documents of the charitable society properly
5. Prepares the document including financial records, income and expense as well as asset and debt
6. Keeps various financial records of the charitable society when the same is engaged in income generation activities.



Articles 23: Duties and responsibilities of the cashier of the charitable society

The cashier of the charitable society is accountable to the manager and carries out the following duties and responsibilities

1. Collectives the income of the charitable society against legal receipt
2. Deposits the collected cash in local bank and keeps the receipts against which the cash is deposited
3. Keeps legal reserve fund not more than 10,000.00 /Ten thousand/for operational as well as micro expenses of the charitable society.
4. Confirms the monthly income and expense accounts by being chief accountant
5. Keeps the cheque of the charitable society
6. Allows expenditure when ordered by signatories (Joint signatures of chief accountant and manger)

Article 24: Duties and responsibilities of auditor

1. The auditor of the charitable society can not be a manager or board member
2. The auditor is accountable to the general manger carries out the following duties and responsibilities
 - 2.1. Controls the correctness of financial and property administration of the charitable society
 - 2.2. Confirms a correct implementation of the activities of the charitable society in line of the bylaw
 - 2.3. Prepares annual report and presented the same to the general assembly based on the requirements accepted in Ethiopia

Article 25: Income source of the charitable society

The main income source of the charitable society is the contribution of the members and the public contributions through the decision of the general assembly, fund generated from income generation activities and donation could be considered as financial or property of income source



Article 26: Amendments of the bylaw of the charitable society

1. The amendment of the bylaw of the charitable society could be considered as an agenda by the request of $\frac{1}{4}$ of the members.
2. The amendment of the bylaw is decided by the general assembly and the same should be presented to the chairman, secretary and director of the general assembly prior to distribution.
3. The bylaw of the charitable society could be amended when $\frac{3}{4}$ of the vote on the general assembly in which more than have of the members have attended.
4. If the bylaw amendment decision is not approved by the agency, a meeting discussing on the un approved affair shall be called.
5. The amended bylaw can not be implemented without being approved by the agency.

Article 27: Amalgamation of the change of charitable society

1. The society could be divided in to various charitable society or could be amalgamated or changed to other charitable society by $\frac{3}{4}$ decision of the members of the general assembly.
2. The discussion to be held regarding the amalgamation of the charitable society should hold the chairman, secretary of the assembly and manger of the society.

Article 28: Dissolution of the charitable society

1. The charitable society could be dissolved by $\frac{3}{4}$ vote of the members of the general assembly.
2. The manger of the charitable society shall prepare inventory list and presented the same along with decision of the dissolution to the charities and charitable society within 6 month as of the decision of the dissolution by the general assembly.
3. The general assembly of the charitable society should apply to the charitable society or association or governmental body stating that



the property of the charitable society should be taken over after the decision of the dissolution.

Article 29: Effective period of the bylaw

This charity and charitable society bylaw is effective as of the date April 22/2013 approved by the agency.

Seal

*Federal Democratic Republic of Ethiopia
The Charities and Societies Agency*

