

# ARTICLES OF INCORPORATION

## ARTICLE I

### NAME

#### 1.01 Name

The name of this Organization shall be **Pro-active Green Movement 'n Peace Vehicle**. The Organization short name or acronym shall be **PRO-GREEN MPV**. The business of the Organization may be conducted as **Pro-active Green Movement 'n Peace Vehicle** or **PRO-GREEN MPV**.

## ARTICLE II

### DURATION

2.01 The period of duration of the Organization is perpetual.

## ARTICLE III

### PURPOSE

#### 3.01 Purpose

PRO-GREEN MPV is a non-profit organization and shall be operated exclusively for humanitarian, sustainable development, education and charitable purposes as defined in South Sudan NGO Act 2016 or within the meaning of tax exempt Non-governmental Organization defined under Section 69 (1)(a) of the Republic of South Sudan, Taxation Act 2009, or the corresponding section of any future NGO Act or tax exempt organization defined in the corresponding South Sudan taxation act.

PRO-GREEN MPV is a non-profit Organization and shall operate exclusively for environmental conservation through implementation of sustainable development goals, livelihood, educational and charitable purposes within the meaning of text exempt national non-governmental organization under Section 69 (1)(a) of South Sudan taxation act 2009 or the corresponding section of any future taxation act amendment. PRO-GREEN MPV's purpose is to promote communal peace initiatives, peaceful coexistence of South Sudan societies, capacity building of rural community on areas of economic stability, enhance government initiatives that promotes sustainable sectors such as agricultural activities and sustainable development practices in all part of the country.

The organization seeks to instill sustainable development goals by raising awareness on pollution related issues in cities. This include car's pollution, municipality waste, noise hazards and other safety issues that are potential causes of some out breaks like cholera.

Our programs including organizing carpooling initiatives to reduce the number of cars which subsequently reduces waste gases emission in most populated cities such as Juba. Our sustainable development also seeks to work with the national public health sectors where PRO-GREEN MPV

may act as the implementing agent in promoting health practices in engineering activities such as the design and building of condominiums as well as roads used by the public.

PRO-GREEN MPV also intend to prepare national emergency respond team of volunteers that may assist the general public in the event of natural or manmade emergencies. This program also teaches localities and villages to be their own first aid providers such that immediate medical attention is given in events of accidents on the roads or in houses.

PRO-GREEN MPV programmes expand to agricultural activities that seeks to modernize small subsistence farming to medium business oriented farming in all areas of South Sudan. The program will include capacity building of the local farmers and skilling them on the use of machines in farming activities. Crop and pest controls on such farming will be provided to the farmers so as they can be able to capitalized on their farming activities.

The organization Peace initiatives include promoting peaceful co-existence of all the different tribes of South Sudan and utilizing the cultural variations as source of pride and learning for all the tribes. This programme seek to build the barriers between the society through dialogues and understanding of each other hence enabling different tribes appreciate each other cultures. PRO-GREEN MPV look to finds ways of integrating the non-educated youth in revenue generating activities as means of persuading them to realize the important of financial stability. We hope that through such initiatives, an engage illiterate youth can be able to generate income for themselves as well as their family thus making them to fully denounce violence and embracing their new life.

Our programs include sending out ambassadors to raise social consciousness and the caused on a local and global level, and to hold fundraising events in order to provide immediate relief and assistance to those suffering from chronic malnutrition and hunger regardless of their race, ethnicity, or religion.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations with similar mission and are operated exclusively for humanitarian, peace building, education and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

### **3.02 Public Benefit**

PRO-GREEN MPV is designated as a public benefit national organization.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

PRO-GREEN MPV is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under Section 69 (1)(a) of The Republic of South Sudan taxation act 2009 or corresponding section of any future taxation amendment. No part of the net earnings of PRO-GREEN MPV shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons except that the organization shall be authorize and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from income tax under Section 69 (1)(a) of The Republic of South Sudan taxation act, 2009 or any corresponding section of any future taxation amendment, or (b) by an organization, contributions to which are deductible under such section of the taxation act, or corresponding section of any future taxation amendment.

PRO-GREEN MPV is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its humanitarian, educational and charitable purposes. No part of the assets, receipts, or net earnings of the organization shall inure to the benefit of, or be distributed to any individual. The organization may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this Organization shall be personally liable for the debts or obligations of the PRO-GREEN MPV of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this organization.

#### **4.03 Dissolution**

Upon termination or dissolution of the PRO-GREEN MPV, any assets lawfully available for the distribution shall be distributed to one (1) or more qualifying organizations described as tax exempt under Section 69 (1)(a) of The Republic of South Sudan taxation act 2009 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Organization.

The organization to receive the assets of the PRO-GREEN MPV hereunder shall be selected by the discretion of a majority of the managing body of the PRO-GREEN MPV and if its members cannot so agree, then the recipient organization shall be selected pursuant to verified petition in equity

filed in a court of proper jurisdiction against the PRO-GREEN MPV by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within State of Jubek.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has charitable purpose, which at least generally, includes a purpose similar to this Organization, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Jubek to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings, or properties of this organization, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the organization's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles the organization shall not carry on any activities not permitted to be carried on (1) by an organization exempt from income tax as an organization described by Section 69(1)(a) of the Republic of South Sudan Taxation Act, 2009 and defined under NGO act 2016, or the corresponding section of any future amendments or (II) by an organization, contributions to which are deductible under the relevant law of the Republic of South Sudan or the corresponding section of any future amendment.

### **ARTICLE V**

#### **BOARD OF DIRECTORS**

##### **5.01 Governance**

PRO-GREEN MPV shall be governed by its board of directors

##### **5.02 Initial Directors**

The initial directors of the organization shall be

S/No.	Name	Gender	Designation	Authority level
1	Jacob Makuei Deng	M	President, Board of Directors	Board of Directors
2	Ayieda Dongrin Magai	F	Vice President, Board of Directors	
3	Marop Mapuor	M	Secretary General	
4	Norah Poni Lukojo	F	Board Member	
5	Arual Beda Machar	F	Board Member	
6	James Matungbor Marial	M	Board Member	
7	Garang Kiir Aguer	M	Board Member	
8	Chol Garang Reu	M	Board Member	
9	Mangar Mawut Mabeny	M	Chief Executive Officer	Management

## **ARTICLE VI**

### **MEMBERSHIP**

#### **6.01 Membership**

PRO-GREEN MPV shall have a maximum of up to fifty (50) members. The management of the affairs of the organization shall be vested in a board of directors and senior management team, as defined in the organization's bylaws.

## **ARTICLE VII**

### **AMENDMENTS**

#### **7.01 Amendments**

Any amendment to the Articles of Incorporation May be adopted by approval of two-third (2/3) of the board of directors.

## **ARTICLE VIII**

### **ADDRESSES OF THE ORGANIZATION**

#### **8.01 Organization Address**

**The physical address of the organization is:**

Pro-active Green Movement 'n Peace Vehicle  
(PRO-GREEN MPV)  
Munuki Block C, Plot. Not 132  
Juba, Republic of South Sudan  
Tel: +211911230666 | +21195123066  
E-mail: [info@progreenmpv.org](mailto:info@progreenmpv.org) | Website: [www.progreenmpv.org](http://www.progreenmpv.org)

**The mailing address of the organization is:**

Pro-active Green Movement 'n Peace Vehicle  
(PRO-GREEN MPV)  
Munuki Block C, Plot. No 132  
P.O Box 245, Juba, Republic of South Sudan

## ARTICLE IX

### Appointment of registered agent

#### 9.01 Registered Agent

The registered agent of the organization shall be

*Malith Chol Gaak Manyang*  
*Defense Lawyers Consultants*  
*Rhino Building (Juba Business Centre)*  
*4<sup>th</sup> floor, office No. 2 on right-side*  
Contact: +211954700063 | +211914447791

## ARTICLE X

### INCORPORATOR

The incorporators of the organization are as follow

S/No.	Name	Gender	Designation	Address
1	Jacob Makuei Deng	M	President, Board of Directors	
2	James Matungbor	M	Vice President, Board of Directors	
3	Garang Kiir Aguer	M	Board Member	
4	Chol Garang Reu	M	Board Member	
5	Mangar Mawut Mabeny	M	Chief Executive Officer	

## **Certificate Of Adoption Of Articles Of Incorporation**

We, the undersigned, do hereby certify that the above stated articles of Incorporation of PRO-GREEN MPV were approved by the board of directors on this 10<sup>th</sup> day of May 2017 and constitute a complete copy of Articles of Incorporation of the PRO-GREEN MPV.

Names, addresses and signatures of all directors and incorporators.

<b>S/No.</b>	<b>Name</b>	<b>Gender</b>	<b>Designation</b>	<b>Address</b>	<b>Signature</b>
1	Jacob Makuei Deng Agor	M	President, Board of Directors	Gumbo	
2	James Matungbor Marial	M	Vice President, Board of Directors	Thongpiny	
3	Garang Kiir Aguer	M	Board Member	Hai-Mauna	
4	Chol Garang Reu	M	Board Member	Lologo	
5	Mangar Mawut Mabeny	M	Chief Executive Officer	Gurei	

**Acknowledgment of consent to appointment as registered agent**

I, \_\_\_\_\_, agree to be the registered agent for PRO-GREEN  
MPV as appointed herein.

Registered Agent Name \_\_\_\_\_

Date: \_\_\_\_\_