

**MEMORANDUM
OF UNDERSTANDING
BETWEEN**

**Zheng Zhou Young Adults Migrant
Protection Center**

AND

MORNING TEARS

July, 2007

Zheng Zhou-China

A handwritten signature in blue ink, appearing to be 'Zhou', with a large, stylized flourish underneath.

Through friendly negotiation, a Memorandum of Understanding (MOU) has been signed between the Zheng Zhou Young Adults Migrant Protection Center, hereafter referred as ZZYAMPC, on the one hand, and Morning Tears, hereafter referred as MT, on the other hand. The objective of this MOU is to cooperate in the assistance to underage children of convicts.

I. GUIDING PRINCIPLES:

1. The purpose of this MOU is:
 - 1.1. To express that both MT and ZZYAMPC are willing and able to undertake joint efforts to find the best way to assist to Underage Children of Convicts in China;
 - 1.2. To express that MT and ZZYAMPC have carried out a needs analysis of street children, which has led to the formulation of a collaboration proposal, and the proposal includes following documents:
 - 1.2.1 Objectives of the cooperation;
 - 1.2.2 Action plans;
 - 1.2.3 Strategy;
 - 1.2.4 Management arrangements;
 - 1.2.5 Responsibilities of ZZYAMPC and Morning Tears;
 - 1.2.6 Calculation of the necessary budget for the cooperation program;
 - 1.2.7 Cost sharing mechanisms
 - 1.3 To express that the program intends to start on July 1, 2008. If on that time the funds of start up the project are not secured, the program will be cancelled. If the funds of start up are secured on an earlier date, then the program can start earlier.
2. Both parties are committed to work in a spirit of fruitful co-operation, mutual understanding and respect;



3. The present MOU lies within the framework of an active partnership and consultation between the two parties. In no case will one party be the subordinate to the other;
4. Both parties commit to acting in line with laws and regulations of the People's Republic of China.

II. INTENDED FIELDS OF COOPERATION:

1. In general terms, the cooperation aims at making Children Rights –as defined in the 'UN-convention of the rights of the child' article 1 to 40 and ratified by the Government of P.R. China - available to underage children of convicts across China.

2. Specifically, the project will:

2.1 Fund and technic support to identify the best way to assist underage children of convicts;

2.2 Fund and technic support to develop standards for assistance to underage children of convicts;

2.3 Fund and technic support to develop relevant policy documents for all governmental departments involved in assisting underage children of convicts ;

2.4 Fund and technic support to develop training materials for people working with convicts;

2.5 Both parties will agree on written rules for cooperation procedures. These rules include procedures for project management and financial management.

III. INTENDED WAYS OF COOPERATION:

1. This program will be the pilot and model of identify the best way to assist underage children of convicts



2. This program will be carried out under the monitor of ZZYAMPC, the ownership and the management will be belonged to ZZYAMPC after the program duration close.
3. The project will be carried out in following ways:
 - 3.1 Setting up one underage children of convicts assistance centre for about 12 kids (newly arrived children + children with problems in healing from trauma). This center would also be the project office, meeting office, psychology rehabilitation room, training room, office for social workers, etc.
 - 3.2 Setting up home based care sites in Zheng Zhou, in every flat no less than 4 children and 2 caregivers.
 - 3.3 Program start with 20 kids and over the years program will increase to the size to assist 60 kids at same time.
4. For program operation, ZZYAMPC with responsibility for leasing about 15 Mu land. MT with responsibility for supplying fund for the land lease in program duration. MT with responsibility for designing and building construction relevant to program, the ownership of the construction will be belonged to ZZYAMPC after the program duration close.
5. The estimated program duration is 8 years, start from July 1st, 2008 to June 30, 2016. In the duration of program, MT take the responsible to provide all the cost of program, and responsible for program running and management, documents development and all the activity of program. After the program duration, all the hardware which relevant to the program and ownership of program will belong to ZZYAMPC.

IV. Responsibilities and Cost Sharing in the cooperation:



1. The main responsibilities of ZZYAMPC in the cooperation program are:
 - 1.1 To engage actively and monitor activity of program and ensure the cooperation goes smoothly.
 - 1.2 To make final decisions about program output, includes Standards for "Young Adults Migrants Protection Center for underage children of convicts", standard operating procedures for governmental departments and training packages developed in the course of the program.
 - 1.3 To spread program outputs in the working filed of assistance of underage children of convicts.
 - 1.4 To help to select the place for setting up the protection center and the home based care sites.
 - 1.5 To help to coordinate the government relationship.

2. The main responsibilities of MT in the cooperation program are:
 - 2.1 Provide all the fund and technical assistance in the program duration;
 - 2.2 In the duration of program, MT takes the responsibility for program running and management, documents development and all the activity of program.
 - 2.3 Provide technical assistance, facilitators, expertise, coordination, training and capacity to assist staffs who works in the assistance center and home care bases, and also psychological support to children.
 - 2.4 The human resources to work in the centers and carry out the coordination of the technical assistance

3. At the start of the implementation of the cooperation program a document will be signed by both parties in which both parties declare that all funds and means will be available to bring the program to a good end.

4. Each party will manage the funds it contributes to the program;

5. Each party will be solely accountable to its external donors from which external funds are received.

2007-7-26



V. OTHER COMMITMENTS

1. MT commits to confidentiality of sensitive information obtained during the course of the cooperation;
2. ZZYAMPC facilitates continues access to relevant project sites and activity for Morning Tears' General Director (MR Koen Sevenants) and staff involved in the project; ZZYAMPC facilitates the necessary working permits for the people involved.
3. In principle, the underage children of convicts assistance centre and home base care sites assist to children registered permanent residence in Henan province, or the parents of the children are in prisons of Henan province.

VI. TERMS OF THE MOU:

1. The present MOU shall come into force as from the date of signature by the representative of both parties and shall be valid for a duration of 10 years, consisting of: 1 year preparation on fund raising, 8 years of program implementation and one extra year in case unforeseen delays in program implementation occur;
2. Any modification to the present MOU should be made in agreement of both parties;
3. The present MOU is consists of four (4) original copies of which two (2) in Chinese and two (2) in English, all of them with the same legal status;
4. In case of force majeure beyond the control of either parties that would prevent one party or the other to fulfil its commitment under the present



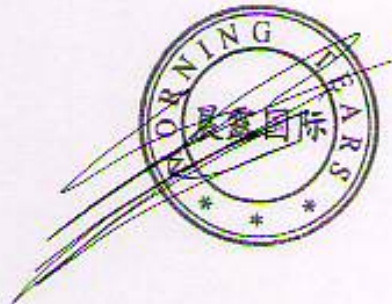
MOU, the present MOU shall be terminated three months as of receipt of a termination notice send by one party to the other,

**For Zheng Zhou Young Adults
Migrant
Protection Center**



Date: 26/07/2007

**For Morning Tears:
Koen Sevenants
General Director
Legal Representative of Morning
Tears in China**



Date: 26/07/2007