

. INTERNATIONAL YOUTH DEVELOPMENT NETWORK (IYDN)

CONSTITUTION

ARTICLE 1 NAME

- (a) The name of the organization shall be **"INTERNATIONAL YOUTH DEVELOPMENT NETWORK"** (hereinafter referred to as "IYDN" or "the Organisation
- (b) The headquarters of the organization shall be at Nairobi in the republic of Kenya.

ARTICLE 2 GOALS

To empower the marginalized youths with assertive and development skills.

ARTICLE 3 MISSION

To address social economic problems in the society that affect the young people

ARTICLE 4 OBJECTIVES

1. To train young people on entrepreneurial skills.
2. Cultivate and perpetuate an interest in entrepreneurship amongst young people by Involving them in a range of activities.
3. To empower the youth in acquisition and utilisation of their potentials and capabilities
Through training and capacity building.
4. To train young people on different aspects of HIV/AIDS management and care.
5. To mobilise the young people to be development agents in the society.
6. To establish a network and offer consultation services to upcoming youth Organisations and other organisations.

ARTICLE 5 STRUCTURE OF THE ORGANISATION

The Organisation shall have an Advisory Board (AB), a Board of Trustees (BOD), and a Management & Operations Council (MOC) and may develop other instruments as and when deemed necessary for expansion and/or consolidation.

(a) Advisory Board

The Organisation shall have an Advisory Board which shall be composed of not more than 10 strategically selected and appointed individuals who shall be respectable and well established individuals in society, and two youth representatives, one female and one male. The role of the Advisory Board shall be to provide advice and technical assistance to the Board of Directors and the Management & Operations Council regarding various matters relevant to the Organisation, its constituents and its activities.

While the first appointments to the Advisory Board shall be done in writing by the subscribers to this Constitution, subsequent appointments shall be done in the same manner, only that other members of the Advisory Board may recommend for appointment, a suitably qualified candidate, or reject, with reasonable and verified evidence, any candidate found to be unqualified for appointment, provided the prescribed maximum shall not be exceeded.

The Advisory Board shall set its own rules and procedures for its meetings.

(b) Board of Directors,

The Organisation shall have a Board of Directors whose permanent members shall be

1. Director (who shall also be in charge of consultation work)
2. Director (who shall also be in charge of Operations)

The Board of Directors shall have the powers to admit other Directors as and when deemed necessary, and following the procedure stipulated in the Directors' Code, Provided the number of non-permanent Directors does not exceed the number of permanent Directors.

The Board of Directors shall be the policy-making organ of the Organisation, and shall set its own rules and procedures for meeting.

The Board of Directors shall approve the Budget of the Organisation. And regard all monies received by it and have all such powers to invest the same and transpose the investments from time to time in accordance with the law.

(c) The Management & Operations Council

The Organisation shall have a Management & Operations Council, which shall be composed of the following Executive Officers:

1. Director (who shall also be in charge of consultation work)
2. Director (who shall also be in charge of Operations)
3. Regional Coordinators
4. Assistant Regional Coordinators
5. Programme Officers
6. Administration Officer
7. Finance Officer

Apart from the Director (In charge of operations) 1 and the Director (in charge of consultation), both of who shall be members of the Advisory Board and Board of Directors, all other Executive officers shall be appointed as stipulated in the Human Resource Manual. The MOC working through the Executive Officers shall be responsible for the management of the day-to-day affairs of the Organisation. All Executive Officers shall be salaried personnel.

(d) Duties of the Executive Officers

The Executive Officers shall work in conjunction with the BOD and be responsible for the implementation of the Organisations policies.

1. **The Director** (who shall also be in charge of consultation work)

The Director (who shall also be in charge of consultation work) shall unless prevented by illness or any other sufficient cause, preside over all the meetings of the Advisory Board and the Management & Operations Council. He shall provide general policy guidelines related to the affairs of the Organisation as expressly provided for in the Constitution, and may co-opt any person to advise both Boards and/or the Council in any capacity provided there is consensus by the respective organ over the need.

He shall be responsible to both Boards and shall be the organisation's liaison person and principle spokesperson, and shall as much as possible foster the image of the Organisation in liasing with others with similar objectives. He shall also do all such acts as are necessary for the efficient and effective running of the Organisation's affairs.

1. **Director** (who shall also be in charge of operations)

The Director (In charge of operations) shall be responsible for the overall administration and management of the Organisation and shall also act and take over all responsibilities of the Director-(in charge of consultation) in the absence of the latter. She shall be responsible for co-ordinating all affairs of the organization in the African region.

2. **Regional Co-ordinator**

The Regional Co-ordinator shall be responsible for initiating, organising and co-ordinating all Regional activities and programmatic issues under the directions of the Board of Directors through the other Directors.

3. **Ass. Regional Coordinators**

The Ass. Regional Coordinators shall be the under direct supervision of the regional coordinators in developing and implementation of programmes.

4. **Programme Officers:**

There shall be 2 Programme Officers in charge. These shall be responsible for planning, organising and conducting all components of the services in liaison with the other relevant programmatic components of the Organisation's activities.

5. **Administration Officer**

The Administration Officer shall work directly under the Directors and shall be responsible for the daily operations of the Organisation. He/she shall take all responsibilities of either of the two directors in the absence of the later. He/she shall be the Secret31Y to the Management & Operations Council, keeping minutes of all its meetings. Under the directions of both Directors, he/she shall arrange for meetings and undertake correspondence and publicity on behalf of the Organisation.

6. Finance Officer

The Finance Officer shall, in general, ensure that proper accounting procedures are adhered to and shall keep, on a proper accounting basis, all financial records of the Organisation. He/she shall provide the reports on the finances of the Organisation as well as audited accounts to the Board of Directors at the end of each financial year.

(e) Indemnity of Board Members and Executive Officers

Every member of the Advisory Board, the Board of Directors and the Management and Operations Council and other officers or servants of the Organisation shall be Indemnified against all costs, damage and loss and it shall be the duty of the Board of Directors, out of the funds of the Organisation, to pay all costs, losses and expenses which any person may incur or become liable for by reason of contract entered into or act or thing done by him/her in good faith in the capacity aforesaid, in any way in the discharge of his/her duties, including travelling expenses, and the Board may give to any officer or employee of the Organisation who has incurred or may be about to incur any liability at the request or for the benefit of the Board, such security by way of indemnity as it may think proper.

ARTICLE 6 MEETINGS & QUORUMS

(a) Advisory Board

The Advisory Board may meet for dispatch of business, adjourn and/or otherwise regulate its meetings as they deem fit. The quorum necessary for the transaction of business shall be not less than half the number of members of the Advisory Board at the time of convening the meeting.

Questions arising at any meeting of the Advisory Board shall be decided by a majority of votes. In case of any equality of votes, the Chairperson shall have a casting or second vote.

(b) Board of Directors

The BOD may meet for dispatch of business, adjourn and/or otherwise regulate its meetings as they deem fit, provided it does not meet less than two times in a year. The quorum necessary for the transaction of business shall be not less than half the number of members of the BOD at the time of convening the meeting.

Questions arising at any meeting of the BOD shall be decided by a majority of votes. In case of any equality of votes, the Chairperson shall have a casting or second vote.

(c) **Management & Operations Council**

The MOC shall decide its own rules of procedure for meetings and may meet not less than once in a month. It may delegate any of its powers to committees consisting of

such members of the Council as it may think fit and any committee so formed shall in the exercise of the power so delegated conform to the regulations prescribed by the Board. The provisions of this Constitution for the time being regulating meetings shall govern the meetings and proceedings of any such committees.

The quorum necessary for the transaction of business shall be not less than half the number of members of the MOC at the time of convening the meeting.

Questions

arising at any meeting of the MOC shall be decided by a majority of votes. In case of any equality of votes, the Chairperson shall have a casting or second vote.

ARTICLE 7 FUNDS & RESOURCE UTILIZATION

The funds and assets of the Organisation shall be applied solely towards the promotion of the Organisation's objectives as set forth in this Constitution, **PROVIDED THAT,** nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Organisation or prevent the payment of interest at a rate not exceeding the current bank rates or money lent or reasonable and proper rent for premises let by the Organisation.

All expenditure must be put down and approved by the MOC through quotation and proper assessment of the same.

ARTICLE 8 FINANCE

(a) Financial Year

The Financial Year of the Organisation shall be from 1 st January to 31 st December of every year, or as may from time to time be determined by the BOD.

(b) Accounts

It shall be the work of the Finance Officer to keep or cause the accounts to be kept and in particular as regards:

- i) The sums of money received and expended by the Organisation and the matters in respect of which such receipts and expenditure takes place.
- ii) The assets and liabilities of the Organisation.

The books of accounts shall be kept at the office or at such other place or places as the BOD thinks fit. This shall always remain open to the inspection of the members of the BOD during business hours.

At the end of the Financial Year, the Finance Officer shall lay before the BOD meeting a proper income and expenditure account for the Financial Year ended. A proper Balance Sheet as at the date on which the income and expenditure account is made up shall be prepared and laid before the same meeting, accompanied by proper reports of the Management and Operations Council and the Auditors.

(c) Auditors

The BOD shall appoint an auditor or auditors to who shall have the right to see all relevant accounting documents and shall make a report to the BOD of the accounts examined by them which shall state:

- i) Whether or not they have obtained all the information and explanations they have required; and
- ii) Whether, in their opinion, the Balance Sheet referred to in the report is properly drawn up so as to reflect a true and correct view of the state of the Organisation.

(d) Inspection of Books of Accounts and List of Members of the Advisory Board

The books of accounts and all documents relating thereto and a list of members of the Advisory Board shall be made available for inspection by any member of the BOD during business hours.

ARTICLE 9 AMMENDMENT OF THE CONSTITUTION

The Organization may make amendments to this Constitution provided that the name shall not be changed or amended, and provided also that no such amendment or modification shall impair or prejudice the effectiveness of the prohibitions contained in this Constitution against use of the income, property and assets of the Organization for personal use.

Amendments shall be made by a resolution at a BOD meeting by vote of two-thirds of members present. The quorum at the meeting shall be fifty percent of all the members of the BOD.

ARTICLE 10 DISSOLUTION

- (a) The Advisory Board may pass a resolution to dissolve the Organisation subject to The consent by the Department of Social Services.
- (b) The organisation shall not dissolve itself without prior consent in writing from the Department of Social Services obtained upon a written application addressed to the Board and signed by one Advisory Board member and The Directors.

ARTICLE 11 FORMATIONS OF BRANCHES.

- (a) Branches of the organisation may be formed with the approval of the Executive Committee and shall adopt the same constitution as that of the headquarters.
- (b) In addition, branches will not dissolve without consultation with their Headquarters. The Executive Committee will decide and amend rules and regulations governing the branches from time to time as it deem necessary.