

THE CONSTITUTION

OF

THE REGISTERED TRUSTEES

OF THE

YOUTH FOR DEVELOPMENT AND PRODUCTIVITY
YODEP

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ARTICLE 1

Name and Registered Office.

The name of the Association shall be the Registered Trustees of Youth for Development and Productivity here in after referred to as YODEP

The Address for service shall be P.O BOX 516, ZOMBA, MALAWI

The secretariat of the organization shall situate at a place identified by the Executive Director and approved by the Board of Trustees from time to time.

ARTICLE 2

Interpretation:

- | | |
|------------------------------------|--|
| (a) Annual General Meeting- | Shall refer to an annual meeting of the Majority or entire membership of the Association. |
| (b) Member - | shall mean a person who has voluntarily registered himself/herself in the association with the spirit of promoting the vision, mission and objectives of the association |
| (C) Board - | Shall refer to the Board of Trustees |
| (d) Organization- | Shall interchangeably mean association or YODEP |
| (e) Secretariat- | shall mean the administrative body of the association
Shall equally mean the facilities where administrative functions are housed. |
| (f) YODEP | Shall mean Youth for Development and Productivity. |
| (g) AGM | Shall refer to Annual General Meeting |
| (h) Trust | Shall refer to Youth for Development and Productivity (YODEP) |

ARTICLE 3

Status

- (a) The association shall be established as a body corporate with perpetual succession and non-political partisan in nature.
- (b) Charitable organization supporting all human beings in difficult circumstances regardless of gender, nationality, tribe, religious belief or opinion, political alignment, ability or disability, age or any other status.
- (c) The Association shall be a Private Humanitarian non-profit oriented organization to which no individual person shall have a legal claim of ownership except as is vest in the Trustees.

ARTICLE 4

Objectives

- (i) HIV and AIDS Prevention, Care, Support and impact mitigation.
- (ii) To promote active participation of young people in development activities
- (iii) To build the capacity and skills of young people so as to empower them to become self reliant
- (iv) To promote agriculture so as to achieve food and income security among rural poor households
- (v) To conserve, protect and rehabilitate degraded environment
- (vi) To provide care and support and safeguard the rights for the elderly people

ARTICLE 5

Powers of the Association

The Association through its Trustees shall have powers to: -

1. Solicit funds or material resources or both from donors within and outside Malawi as well as from the general public.
2. Administer the funds so solicited for purposes of advancement of the Association or for the attainment of any of its objects.
3. Invest any funds of the Association not immediately required for use by the Association.
4. Co-operate with other Associations having similar objectives to those of the YODEP.
5. Sue and be sued in the name of the trustees of the association.

ARTICLE 6

Membership

- (a) Full membership shall be open to all youth as per the National Youth Policy definition of Youth, regardless of gender, political opinion, religion, disability, tribe, or any other status.
- (b) Affiliate members shall refer to groups of people, clubs or programmes that the organization shall establish.
- (c) Associate Membership shall be open to organizations and individuals interested in the objectives of YODEP. This includes volunteers and staff.
- (d) Membership shall be lost through resignation, death, or conviction over acts of criminal offences or any other reasons, which the Board of Trustees shall deem fit.

ARTICLE 7

Secretariat

The secretariat shall situate at any such place as may be determined by the Executive Director from time to time and approved by the Board

The Secretariat shall be appointed by the Board of Trustees for the senior offices and the Executive Director for programme and project staff.

The secretariat shall consist of the Executive Director, Finance and Administration officer and any other staff that shall be recruited to carry out the activities of the organization.

DUTIES OF THE SENIOR MANAGEMENT OF THE ORGANISATION

The Executive Director

- (a) Be responsible for the general administrative functions of the Trust.
- (b) Keep all Trust records.
- (c) Maintain all the correspondence with members of the association and other relevant parties.
- (d) Organize all meetings of the Trustees
- (e) Take accurate records of the minutes of every meeting and prepare an annual report on the activities of the Trust.
- (f) Resource mobilization and allocation
- (g) Recruitment and disciplinary of programme staff and other staff
- (h) Staff performance appraisal
- (i) Networking with likeminded organizations
- (j) Chief spokesperson for the organization

FINANCE AND ADMINISTRATION OFFICER

DUTIES

- (a) Management of organization property and finances
- (b) Maintaining books of accounts
- (c) Preparing financial reports and statements

ARTICLE 8

Board of Trustees

1. There shall be a Board of Trustees consisting of Three (3) to seven (7) persons of whom two shall be women and two shall be youth and this shall be Executive body of the Association in charge of the affairs of the Association.
2. The Term of office of each Trustee shall be three (3) years, provided however that a Trustee shall be eligible for re-election for one additional term.
3. The Trustee shall elect among themselves a Chairperson, Secretary and Treasure who shall hold such office for three (3) years tenure of their office as Trustees but each shall cease to be such officer at the expiry of his term of office as a Trustee unless re – elected as Trustee.
4. The first Trustees shall apply for incorporation of the Association under the Trustees Incorporation Act (Cap 5:03 of the Laws of Malawi) and shall pay all expenses incurred in connection therewith out of the funds of the Association and may exercise such powers, authorities, rights, discretion and privileges as by this constitution conferred on them.
5. Election of subsequent Trustees shall be by invitation of the Board of Trustees and shall be confirmed at the Annual General Meeting of the year in which the Term of office of the first Trustees or other expires.
6. If a vacancy in the office of the Trustees arises before midway to the expiry of the term of office, the remaining trustees will appoint a replacement who will be subject to the ratification by the annual general meeting in the same year.
7. If the vacancy occurs after midway the term of office, the Trustees shall fill the vacancy by appointing a new Trustee or Trustees who shall hold office until the next Annual General Meeting where election of Trustees are to be held.
8. The funds and property of the Association shall vest in the Trustees, and such funds or property shall not be used by any person including a Trustee, for personal reasons. Or property shall not be used by any person including a Trustee for personal purposes except as may be specifically authorized by the Board of Trustees or the Executive Director as the case may.

ARTICLE 9

Powers of the Board of Trustees.

The Board of Trustees as a body shall have powers on behalf of the Association to:-

1. Manage the Association and be responsible for all the finances and property of the Association.
2. Establish a secretariat, determine its Constitution and rules of procedure, powers and duties, how such will function and supervise over it;
3. Determine financial requirements and expenditure of the Association.
4. Appoint signatories of its bank accounts which on any account shall be at least one countersigning with the Executive Director.
5. Borrow money on behalf of the Association on such terms and conditions as the Trustees may think fit;
6. Acquire, dispose of or otherwise alienate immovable property in the name of the Association.
7. Mortgage, charge or pledge any property of the Association as a means of security repayment of any debt, liability or obligation of the Association;
8. Receive any shares, moneys, securities, investments, property or other assets that may be donated or subscribed to the Association.
9. Bind the Association by the signature of the Chairperson or in conjunction with that of one other Trustee or by the signatures of the three (3) Trustees in any combination.
10. Prosecute and defend legal proceedings involving the Association.

ARTICLE 10

Qualification of an Office Bearer.

Any person who is of full age and legal capacity with complete control over and management of his estates may be elected to the office of the Trustees of the Association.

ARTICLE 11

Meetings of the Board of Trustees.

1. A meeting of the Board of Trustees may be called at any time by the Chairperson of the Board of Trustees whenever he/she finds it fit, necessary or expedient to do so for the dispatch of Business of the Association or on the requisition of three (3) Trustees. In either case five (5) days written notice of such meeting shall be given to every Trustee provided that a meeting of the Trustees may be called by shorter notice if all the Trustees holding office for the time being agree. Un written notice of a meeting may also be given if all Trustees agree.
2. The Chairman may call and set up Board of Trustees meetings as telephone conference calls. Where he does so such meetings shall be deemed to have completely transacted business only if the majority of the Trustees agree upon this at the end conference call meeting.
3. The Quorum for a meeting of the Board of Trustees shall be three (3) Trustees present at the meeting in person or by proxy as herein provided.
4. An instrument appointing a proxy shall be in writing under the hand of the appointer and only a person who is already a Trustee may be appointed as proxy.
5. If at any proposed meeting of the Board of Trustees a quorum is not present within forty-five (45) minutes of the time appointed for the meeting then the meeting shall stand adjourned to the following week on the same day, place and hour and in such event fresh notice of the meeting shall not be necessary. If at the adjourned meeting a quorum shall again not be present within forty five (45) minutes to the appointed time for the meeting the Trustees present shall proceed to transact the business of the meeting as if the quorum were present and decisions made there at shall be binding on the Board of Trustees and the Association.
6. The Chairman of the Board of Trustees shall preside at all meetings of the Board of Trustees, provided that if the Chairman is not present within thirty (30) minutes after the time appointed for the meeting and a quorum is present. The Trustees present and eligible to vote shall appoint one of their number to be Chairman of that meeting and proceed to transact the business of the meeting.
7. The Board of Trustees shall take its decisions at its meetings by a simple majority of the votes of the Trustees present in person or by proxy and voting and in the case of an equality of votes, the Chairman shall have a casting vote.
8. The Chairman shall have power to determine whether decisions in certain matters should be made by written ballots cast by members of the Board of Trustees without the Trustees being present at a meeting together. In such event a meeting shall be deemed to have been validly held and a decision made when the Chairman receives answers from the majority of the Trustees not later than ten (10) days after dispatch of his proposal.

9. The Board of Trustees shall maintain a record of.

- a. All appointments of Trustees and Officers of any committee established by the Board of Trustees.
- b. Names of Trustees present at every meeting of the Board of Trustees.
- c. Proceedings and resolutions of meetings of the Board of the Association.
- d. Proceedings and resolutions at meetings of any committee established by the Board of Trustees.

ARTICLE 12

Disqualification of Trustees.

A Trustee shall cease to hold the office of Trustee if:-

- a. He/she resigns as a Trustee
- b. He/she dies
- c. He/she becomes of unsound mind
- d. He/she is convicted of a criminal offence and is actually sentenced to serve a sentence of custodial imprisonment of whatsoever term.

ARTICLE 13

Meetings of the Association

1. The Association shall in each year hold its Annual General Meeting. And the notice for calling such a meeting shall describe it and shall be given in writing to every Trustee and members not less than twenty-one (21) days before the date of the meeting exclusive of the day when it is given or deemed to be given and the date for which it is given. Any General Meeting held in the year other than the Annual General Meeting shall be termed Extraordinary General Meeting.
2. Proceedings of Annual General Meeting and of an Extraordinary General Meeting shall not be invalidated because of the fact that any member did not receive a notice thereof or that the notice was received late.
3. The Chairman of the Board of Trustees shall preside at General Meetings of the Association.
4. The quorum at a General Meeting, whether Annual or Extraordinary General Meeting shall be two thirds of paid up members and at least two trustees
5. If within thirty (30) minutes from the time appointed for a General Meeting including an Annual General Meeting a quorum is not present, the meeting shall stand adjourned to

the following week on the same day and at the same place and hour. No notice shall be given of the adjourned meeting.

6. If at the adjourned General Meeting a quorum shall again not be formed within (30) minutes from the time appointed for the meeting, the members present shall proceed to transact the business of the meeting appearing in the notice as if a quorum were present, and decision made thereat shall be binding on the Trustees of the Association.
7. If at any General Meeting of the Association, whether Extraordinary or Annual General Meeting the Chairman is not present within thirty (30) minutes of the appointed time for the meeting, the Trustees present shall choose any of the Trustees present to be the Chairman of that meeting.
8. Except for elections, which shall take place at Annual General Meetings, voting at meeting of the Trustees shall be by show of hands and decisions on matters put to the vote shall be made by simple majority of the Trustees and members present and voting. In the event of an equality of votes, the Chairman shall have a casting vote in addition to his original or deliberative vote.
9. The Annual General Meeting of the Association shall be held at a selected day in the last three months of each year.

ARTICLE 14

Voting

1. Every member and Trustee present in person or by proxy at a General Meeting of the Association shall be eligible to vote.
2. No objection shall be raised to the qualification of any vote except at the meeting at which the vote objected to its cast and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
3. An instrument appointing a proxy shall be in writing under the hand of the appointer and no person other than a Trustee or registered member may be appointed a proxy.
4. The instrument appointing a proxy shall be deposited with the Chairman not less than fifteen (15) minutes before the time for holding the meeting, at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall be invalid.
5. No Trustee or member shall at any one time be entitled to appoint more than one (1) proxy to attend a meeting on his behalf. However, two (2) or more Trustees or members as their respective proxy and such Trustee or member shall, in addition to his

personal vote, exercise separate votes in respect of the Trustees appointing him as proxy.

6. No Trustee or member shall appoint a person to act as a proxy for any Trustee at more than one (1) meeting of the Association other than an adjourned meeting for which the proxy shall cease to be valid upon attendance of the meeting by the Trustee who issued it.
7. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer.

ARTICLE 15

Business of Annual General Meeting

The Annual General Meeting shall be held to transact the following business:-

1. To receive statements of accounts in the form of profit and loss account and balance sheet laid before it by the Secretariat.
2. To receive and consider the Board of the Trustees' reports.
3. To appoint auditors of the Association for the ensuing year.
4. To transact any other business of the Association as may be put forward by the membership
5. To elect the Board of Trustees if the AGM falls in the year in which the term of office expires.
6. To ratify replacements to the Board of trustees.

ARTICLE 16

The seal.

The organization shall have a common seal which shall bear the name of the Trust. The common seal of the Association shall be kept in the safe custody of the Executive Director and shall only be used on the written authority of the Board of Trustees. A register shall be kept of the documents to which the Common Seal has been affixed.

If any amendment or repeal is made to the name of the Trust, another seal shall be made accordingly

ARTICLE 17

Accounts and Auditing

1. The Accounting year of the Association shall run from January to December of each calendar year
2. The Secretariat shall:-
 - ❖ Be responsible for the day to day management and disbursement of the funds of the Association and shall for this purpose maintain books of accounts in which shall be recorded all matters relating to the finances, assets and liabilities of the Association.
 - ❖ Open a suitable bank account or bank accounts in the name of the Association into which funds of the Association shall be paid upon authority from the board of trustees.
 - ❖ Submit to the Association through the board of Trustees at every Annual General Meeting statements of Accounts in the form of income and expenditure account for the preceding year and balance sheet professionally audited by the Association's auditors duly appointed for that purpose at the previous Annual General Meeting.
3. The books of accounts of the Association shall be kept at such place as the Board of Trustees may think fit, and shall be open to inspection by the Trustees of the Association and donors
4. The Association may receive gifts, bequests, dividends and subvention from any Government, persons, organizations or institutions whether resident within or without the territorial boundaries of Malawi.
- 5.

ARTICLE 18

Notices of Meetings.

A notice required to be given by the Association under this constitution shall be served on the Trustees of the Association either personally or by post. Services by post shall be deemed to be effected upon delivery of the notice as the post office in a properly sealed, correctly addressed and pre-paid envelop ready for dispatch.

ARTICLE 19

Dissolution

The Trust may be dissolved at an Annual General meeting by a special resolution passed by two thirds majority of all delegates present at the meeting provided that:

- (i) Formal notice of the motion recommending dissolution has been sent with notice of the meeting two (2) weeks before such meeting
- (ii) Such a motion of the meeting has been signed by all trustees or a clear majority of the Membership
- (iii) All residual assets of the Trust after the settlement of the debts and liabilities shall with the consent of the board of trustees be applied towards a charitable organization with similar objectives to those of the dissolved YODEP.

ARTICLE 20

Indemnity

Every Trustee of the Association or as every employee of the Association acting with full authority of the Association in a matter concerning the Association shall be indemnified by the Association out of the funds of the Association against any liability incurred by such Trustee, Board of Trustee or employee as the case may be arising from claims by third parties.

ARTICLE 21

Amendments and Interpretation.

1. This Constitution may be amended at an Annual General Meeting of the Association by two-thirds majority of the Trustees and membership present and voting.
2. Proposals for amendments shall be communicated in writing by the Chairman to all Trustees and membership of the Association at least one (1) calendar month prior to the General Meeting at which the amendments are to be considered.

ARTICLE 22

Certification

This is the adopted certified copy of the Constitution

Mrs Lilian Kutengule

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BOARD CHAIRPERSON