



YALPAE

**YOUNG AFRICAN LEADERS
PIONEERS AND ENTREPRENEURS**

Africa's Light, paying forward to the future

CREATED MARCH 2026

BY LAWS

1ST EDITION



BY-LAWS

LEGAL STATEMENT

These By-Laws constitute a binding operational governance instrument of Young African Leaders, Pioneers and Entrepreneurs (YALPAE).

They give practical effect to the provisions of the YALPAE Constitution by establishing enforceable rules, procedures, and operational standards that guide the organisation's structures, leadership, and activities.

These By-Laws apply to all persons acting under YALPAE's authority, including members, directors, officers, volunteers, committees, chapters, and affiliated participants.

AUTHORITY CLAUSE

These By-Laws are adopted pursuant to the YALPAE Constitution and derive their authority from it.

They shall be interpreted consistently with:

- The YALPAE Constitution
- The YALPAE Mandate
- All applicable Annexes and governance instruments

These By-Laws shall not override or conflict with the Constitution.

In the event of any inconsistency:

- The Constitution shall prevail
- These By-Laws shall govern operational matters within their defined scope

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YALPAE BY-LAWS

Adopted in service of youth leadership rooted in love, ambition, respect, kindness, and responsibility.

1. PURPOSE, SPIRIT AND AUTHORITY

1.1 These By-Laws give practical effect to the YALPAE Constitution. They exist to translate constitutional principles into enforceable operational rules.

1.2 YALPAE is built on the belief that African youth are not problems to be managed, but partners to be trusted, guided, and held accountable with dignity. These By-Laws bind all structures, leaders, members, volunteers, and persons acting on behalf of YALPAE.

1.3 Where ambiguity arises, these By-Laws shall be interpreted consistently with the Constitution, the Governance & Charter, and YALPAE's founding values of love, ambition, respect, kindness, and integrity.

2. INTERPRETATION AND CULTURE OF PRACTICE

2.1 These By-Laws must be interpreted in a manner that promotes:

- Youth leadership with responsibility;
- Unity without uniformity;
- Accountability without fear;
- Growth without exploitation; and
- African-led solutions grounded in Ubuntu.

2.2 No provision of these By-Laws shall be applied mechanically or punitively where restorative, educational, or corrective approaches are more appropriate and consistent with YALPAE's values.

2.3 The Board may issue operational guidelines, manuals, or directives to support implementation, provided such instruments remain consistent with the Constitution and these By-Laws.

3. GOVERNANCE PHILOSOPHY AND STRUCTURE

3.1 Philosophy of Authority

Authority in YALPAE exists to serve the mission, not the ego of individuals. Leadership is exercised as stewardship, and power is always paired with accountability.

3.2 Governance Layers

YALPAE operates through three complementary layers:

- Strategic Stewardship: Board of Directors

- Coordinated Oversight: Executive Committee
- Programmatic Action: Portfolios, Chapters, Committees and Project Teams

3.3 Non-Delegable Responsibilities

The Board retains final authority over matters that safeguard the organisation's integrity, continuity, and mission, including constitutional amendments, strategy approval, budget approval, senior appointments, and dissolution.

4. BOARD OF DIRECTORS

4.1 Collective Stewardship

The Board acts collectively as the custodian of YALPAE's vision, values, legality and long-term sustainability. Directors shall not exercise authority as individuals outside formally constituted processes.

4.2 Conduct and Tone

Board members shall act with integrity, diligence, respect, and independence of judgment. Performance shall be reviewed in accordance with approved governance frameworks.

4.3 Performance, Growth and Accountability

- Each Director shall submit bi-annual KPI reports aligned with Annex A.
- Where performance gaps arise, the primary response shall be support, mentoring, and corrective planning.
- Persistent failure, refusal to improve, or conduct inconsistent with YALPAE values may result in formal corrective action or removal in accordance with the Constitution.

4.4 Chairperson and Vice-Chairperson Relationship

- The Chairperson provides strategic leadership, presides over Board meetings, and represents YALPAE externally in accordance with Board mandate.
 - The Vice-Chairperson supports coherence, ethical balance, and internal discipline, and acts for the Chairperson when required.
 - The Vice-Chairperson may be assigned responsibility for governance integrity, ethics, or organisational performance systems, ensuring leadership remains grounded and accountable.
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5. EXECUTIVE COMMITTEE (EC)

5.1 Purpose and Character

The Executive Committee exists to ensure continuity, responsiveness, and coordination between Board meetings. It is an enabling body, not a parallel authority.

5.2 Limits of Authority

The EC shall not amend policy, approve budgets, or bind YALPAE to long-term commitments unless expressly authorised by the Board.

5.3 Reporting and Oversight

The EC reports formally to the Board at least quarterly and remains accountable to Board direction at all times.

6. PORTFOLIOS, OFFICERS COMMITTEES AND COLLABORATION

6.1 Portfolio Leadership & Officers

Each Portfolio Director and officers are entrusted with advancing YALPAE's mission within their mandate, exercising initiative while remaining accountable to the Board. Authority is accompanied by reporting obligations and performance expectations.

6.2 Committees

- Committees support inclusion, participation, and shared ownership of work.
- All committees operate under approved Terms of Reference.
- Committees are advisory unless expressly delegated decision-making authority.

7. COMMITTEE GOVERNANCE

7.1 Authority to Establish Committees

The Board of Directors may establish committees as necessary to support effective governance, oversight, and operations. Committees derive their authority solely from the Board and operate only within the scope approved by Board resolution. The establishment of a committee does not transfer or dilute the Board's ultimate responsibility.

7.2 Types of Committees

The Board may establish:

- Standing Committees for ongoing governance, operational, or advisory functions; and
- Ad hoc Committees for specific, time-bound purposes or inquiries.

Committees may be advisory or decision-making only to the extent expressly authorised in writing by the Board.

7.3 Mandate and Terms of Reference

Every committee shall operate under written Terms of Reference approved by the Board, specifying purpose, scope, authority, limitations, duration, reporting obligations, and any delegated decision-making powers. Committees shall not act beyond their mandate.

7.4 Composition and Appointment

Committee members shall be appointed by the Board or by an officer authorised through Board resolution. Committees may include Board members, officers, members, volunteers, or external advisors, subject to safeguarding and conflict-of-interest requirements. The Board shall designate a Committee Chair responsible for convening meetings and reporting.

7.5 Conduct, Ethics and Safeguarding

All committee members are bound by the Constitution, these By-Laws, the Code of Conduct & Ethics, safeguarding policies, and all applicable governance instruments. Where committees engage in child-related or sensitive matters, safeguarding obligations shall prevail.

7.6 Meetings and Quorum

Committees shall meet as required. Quorum shall be defined in the Terms of Reference or, failing that, shall be a simple majority of appointed members. Meetings may be held in person or virtually.

7.7 Reporting, Confidentiality and Records

Committees shall report to the Board through the designated Chair or officer. Proceedings and records are confidential unless authorised and shall be maintained in accordance with YALPAE policies. Committees may not make public statements without authorisation.

7.8 Dissolution

The Board may dissolve any committee at any time by resolution. Ad hoc committees dissolve automatically upon completion of their mandate. Obligations of confidentiality, safeguarding, and accountability survive dissolution.

8. MEMBERSHIP ADMINISTRATION AND CARE

8.1 Membership as Community

Membership in YALPAE reflects belonging, responsibility, and shared purpose. Administrative processes must therefore be efficient, fair, and welcoming.

8.2 Admission and Digital Access

Membership applications, including those submitted online, are valid subject to verification and compliance with policy.

8.3 Discipline and Restoration

Disciplinary processes exist to protect the community, not to punish identity. All disciplinary action follows the Investigation & Appeals Policy and prioritises learning, restoration, and dignity.

9. CHAPTER GOVERNANCE AND UNITY

9.1 Delegated Authority

Chapters operate as expressions of YALPAE's mission within their local contexts and do not possess independent legal status.

9.2 Chapter Leadership

Each Chapter shall maintain accountable leadership structures consistent with national standards.

9.3 Support, Oversight and Intervention

Where challenges arise, the first response shall be support and guidance. Persistent non-compliance or harm to the organisation may result in corrective intervention, suspension, or dissolution by the Board.

10. FINANCIAL STEWARDSHIP

10.1 Ethical Management

Financial resources are held in trust for youth development and must be managed transparently and responsibly.

10.2 Controls and Reporting

The Financial Policies and committee as well as the Treasurer will provide oversight as well as the provide guide for operations and governance.

- Dual authorisation for financial transactions
 - Annual budget approval by the Board
 - Quarterly financial reporting
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11. SAFEGUARDING, ETHICS AND CARE

11.1 Shared Responsibility

Safeguarding and ethical conduct are collective duties. Every member has a role in protecting dignity and wellbeing.

11.2 Zero Tolerance with Due Process

Abuse, exploitation, harassment, or misuse of authority is incompatible with YALPAE's values and will trigger immediate protective action, followed by fair investigation.

12. DATA, COMMUNICATION AND IDENTITY

12.1 Respectful Data Use

Personal data shall be handled lawfully, securely, and respectfully.

12.2 Brand as Trust

Use of YALPAE's name and identity carries responsibility and requires authorisation.

13. RECORDS, TRANSPARENCY AND LEARNING

13.1 Institutional Memory

Records shall be maintained accurately to ensure continuity and learning.

13.2 Transparency

Members are entitled to clear information about governance, finances, and organisational direction.

14. AMENDMENT OF BY-LAWS

These By-Laws may be amended by a two-thirds ($\frac{2}{3}$) resolution of the Board, provided amendments remain consistent with the Constitution and YALPAE's core values.

15. ADOPTION

These By-Laws are adopted in recognition that strong systems protect kind communities, and that disciplined governance enables youth to lead with love, ambition, and integrity.

Adopted on:

