



MARCH 2026

OFFICIAL CONSTITUTION

VOL. 1

YALPAE

**YOUNG AFRICAN LEADERS
PIONEERS AND ENTREPRENEURS**

Africa's Light, paying forward to the future



CONSTITUTION

LEGAL STATEMENT

This Constitution constitutes the supreme governing instrument of Young African Leaders, Pioneers and Entrepreneurs (YALPAE), a registered Non-Profit Company operating in accordance with the laws of the Republic of South Africa.

It establishes the organisation's identity, vision, mission, governance structures, membership framework, and operational principles, and serves as the primary source of authority for all YALPAE activities, decisions, and governance instruments.

This Constitution applies to all members, directors, officers, volunteers, partners, and any person or entity acting under the authority or representation of YALPAE.

AUTHORITY CLAUSE

This Constitution derives its authority from:

- **Its adoption by the founding members of YALPAE**
- **The applicable laws governing non-profit entities within the Republic of South Africa**

All By-Laws, Annexes, policies, and operational instruments of YALPAE shall derive their authority from, and be interpreted consistently with, this Constitution.

In the event of any inconsistency:

- **This Constitution shall prevail**
- **All subordinate instruments shall be interpreted or amended to ensure alignment**

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YALPAE Constitution

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YALPAE CONSTITUTION

Young African Leaders, Pioneers and Entrepreneurs (YALPAE)

Registration No: K2025/670308/08

Registered as a Non-profit Organisation

Adopted :

1. PREAMBLE

We, the founding members of Young African Leaders, Pioneers and Entrepreneurs (YALPAE), united in the belief that youth are central to Africa's progress, adopt this Constitution to provide a clear framework for governance, unity, and action in pursuit of youth-led development across Africa.

This Constitution sets out YALPAE's vision, mission, values, governance arrangements, membership rules and operational principles to guide the organisation's establishment, growth and accountability to the young people it serves. Policies are binding but subordinate to the constitution.

2. NAME, LEGAL STATUS & REGISTERED ADDRESS

2.1 Name

The organisation shall be called **Young African Leaders, Pioneers and Entrepreneurs**, hereafter referred to as **YALPAE**.

2.2 Legal Status

YALPAE shall operate as a non-profit, non-political and non-religious voluntary association incorporated under the laws of the Republic of South Africa (or the jurisdiction chosen at registration). YALPAE shall have perpetual succession and a separate legal personality.

Registered as a Non-Profit Company (NPC) — Enterprise No: 2025/670308/08.

2.3 Registered Address

The organisation's registered office shall be the address recorded with the relevant registration authority. The Board may change the registered address by resolution and shall notify members and regulators as required.

2.4 Legal & Regulatory Compliance

YALPAE will comply with all applicable laws and regulations in the jurisdictions where it operates, including registration, reporting, taxation and statutory filing requirements.

3. VISION, MISSION & CORE VALUES

3.1 Vision

YALPAE envisions a thriving Africa led by a conscious, capable, and united generation of youth who are proudly rooted Africans, actively shaping their communities, economies, and governance today.

3.2 Mission

YALPAE exists to prepare, connect, and mobilize African youth to take responsibility for their futures and their continent by creating platforms for learning, leadership development, cultural pride, civic engagement, entrepreneurship, creativity, and community-driven solutions. YALPAE carries out its mission in alignment with the African Youth Charter and the principles of Pan-Africanism.

YALPAE prioritizes action over rhetoric, youth leadership over delay, cultural pride over erasure, freedom with accountability over control, and African-led solutions over dependency.

3.3 Core Values

YALPAE is guided by the following core values which shape our work and culture:

- **African Pride** — celebrate African heritage, opportunity and potential.
 - **Youth Leadership** — centre youth voice, agency and decision-making.
 - **Ubuntu** — promote human dignity, solidarity and mutual support.
 - **Innovation & Creativity** — encourage new ideas and creative problem solving.
 - **Knowledge & Skills Sharing** — prioritise learning, mentoring and capacity building.
 - **Education** — advance access to quality learning and lifelong development.
 - **Integrity & Accountability** — act ethically and take responsibility for outcomes.
 - **Equity** — seek fairness and inclusion across gender, region and background.
 - **Pan-Africanism** — promote continental cooperation and cross-border partnerships.
-

4. OBJECTIVES

To realise YALPAE's vision and mission, the organisation will pursue the following objectives. Each objective is expressed as a strategic focus area and indicative outcomes to guide planning and reporting. These objectives are pursued through **youth-led action**, early orientation, cultural pride, civic responsibility, and a results-driven approach that prioritises accountability, continuity, and community impact over symbolism or participation alone.

4.1 Leadership Development

Design and deliver youth-led leadership development initiatives, including training, mentorship, and peer-learning, that prepare young people to take responsibility, act decisively, and lead confidently in their communities, institutions, and sectors today.

Indicative outcomes: trained youth leaders, functioning youth leadership cohorts, mentorship matches; demonstrated leadership initiatives at community or sector level..

4.2 Entrepreneurship & Economic Inclusion

Support youth entrepreneurship, innovation, and economic participation by providing training, incubation, collaboration spaces, market linkages, and advocacy for youth-responsive economic policies, with the aim of expanding opportunity, reducing exclusion, and strengthening community resilience.

Indicative outcomes: youth-led enterprises supported; access to seed funding or grants; enterprise sustainability or growth indicators; job or income-generating opportunities created.

4.3 Education, Innovation & Research

Promote education, skills development, and early orientation initiatives that enable youth to identify their interests, ambitions, and viable pathways across academic, creative, entrepreneurial, athletic, and technical fields; support research, knowledge creation, and innovative approaches to learning and youth employment.

Indicative outcomes: programs launched, research outputs, innovative learning or employment pilots implemented, partnerships with academic, research or training institutions.

4.4 Civic Participation & Advocacy

Create platforms for civic engagement, political education, and policy dialogue that equip youth with an understanding of governance, economics, and public institutions, and enable meaningful youth participation in decision-making processes in line with the African Youth Charter and Pan-African principles.

Indicative outcomes: policy briefs, civic dialogues and consultations conducted, youth participation in governance or policy processes, strengthened youth representation in public forums.

4.5 Youth Wellness & Safeguarding

Promote the physical, mental, and social wellbeing of youth participants and ensure robust safeguarding systems across all programs, with particular attention to the protection, dignity, and development of Junior Members.

Indicative outcomes: wellness and wellbeing programs delivered, safeguarding policies, staff trained.

4.6 Climate Action, Green Development & Agriculture

Support youth-led initiatives in climate action, environmental protection, green development, and sustainable agriculture that contribute to ecological sustainability, food security, and livelihood development at community level.

Indicative outcomes: green projects implemented, environmental impact indicators tracked.

4.7 Arts, Culture & Media

Elevate youth expression through arts, culture, language and media programs that amplify African narratives and provide creative pathways and encourages cross-cultural unity.

Indicative outcomes: events hosted, media reach, youth creatives supported.

4.8 Chapters, Volunteers & Mentorship

Build and sustain a decentralised network of youth-led chapters, strengthen volunteer engagement, and establish structured mentorship pathways that enable YALPAE to scale its reach while maintaining quality, accountability, and alignment with its mission and values.

Indicative outcomes: active chapters, volunteer retention rates, mentorship program outcomes.

4.9 Cross-Border Partnerships & Fundraising

Establish and maintain strategic partnerships at local, continental, and international levels, and mobilise diversified funding and resource streams to support program delivery, organisational sustainability, and Pan-African collaboration.

Indicative outcomes: partnerships formed, funds and resources mobilised, diversified income streams and cross-border initiatives implemented.

4.10 Ethical Leadership & Pan-African Principles

Uphold ethical leadership, transparency, accountability, and Pan-African solidarity across all governance structures, programs, and partnerships, ensuring that YALPAE remains youth-led, principled, and committed to African-led solutions.

Indicative outcomes: compliance with governance standards, demonstrated Pan-African collaboration.

4.11 Implementation & Review

These objectives will guide YALPAE's strategic planning, annual work plans and monitoring & evaluation. The Board will review organisational objectives annually and update operational priorities to respond to necessary changing needs while remaining consistent with the

organisation's vision, mission and values.

5. GOVERNANCE

5.1 Supreme Authority

The supreme governing body of YALPAE is the **Board of Directors** (the “Board”), responsible for strategic oversight, fiduciary stewardship, and ensuring the organisation meets its objectives and legal obligations.

5.2 Youth Leadership Requirement

All Board members and Executive Committee members must be thirty (30) years of age or younger at the time of their election or appointment. Any member who meets this requirement at appointment may serve the remainder of their term even if they attain the age of thirty-one (31) or above during that term, but shall not be eligible for re-appointment or re-nomination thereafter. Transitional arrangements for current officeholders may be set by Board resolution.

5.3 Board Size, Composition & Mandatory Officers

- The Board shall consist of **not fewer than five (5) and not more than fifteen (15)** Directors.
- Mandatory officers: **Chairperson, Vice-Chairperson, Secretary, Treasurer.**
- The Board may create additional director portfolios (see Annex A).
- Up to two (2) ex-officio or honorary non-voting advisors may be appointed by the Board for specific expertise.

5.4 Terms of Office

- **Board Directors:** 5-year term, renewable once (maximum 10 years).
- **Executive Committee members:** 3-year term, renewable once (maximum 6 years).
- Terms should be staggered to promote continuity.

5.5 Nomination & Election of Board Members

- Nominations open at least **90 days** before the AGM. Members in good standing may nominate or self-nominate. Nominations must include a short CV and declaration of eligibility.
- Eligibility: nominees must meet membership and age criteria and disclose conflicts of interest.
- Election: held at the AGM by secret ballot. Ordinary resolutions pass by simple majority. Where multiple seats are contested, seats are filled by highest vote totals. In the event of a tie for the final seat, the Chairperson casts the deciding vote. Electronic voting permitted

where identity and security can be assured.

5.6 Executive Committee (EC)

The Board shall establish an **Executive Committee** responsible for operational oversight between Board meetings. Composition, delegated powers, and reporting lines must be set by Board resolution. However the EC is not liable for amending policy and budgets. EC members must meet the age requirement in 5.2.

5.7 Duties & Powers of the Board and Officers

- **Board Duties (non-exhaustive):** strategic planning, policy approval, financial oversight, risk management, appointment/removal of Executive Committee members, executive oversight (if staff employed), safeguarding and legal compliance.
- **Chairperson:** leads the Board, convenes meetings, serves as principal external representative.
- **Vice-Chairperson:** supports Chair, acts for Chair if absent, leads special projects as assigned.
- **Secretary:** governance administration, minutes, statutory filings, meeting notices.
- **Treasurer:** oversight of finances, budgets, controls, reporting and fundraising oversight.

5.8 Board Portfolios, Responsibilities & KPI Reporting

The Board shall maintain portfolio directors aligned with YALPAE's programmatic areas. Portfolio holders must report **bi-annually** to the Board on Key Performance Indicators. See **Annex A**.

5.9 Board Meetings, Quorum & Decision-Making

- Board meetings held at least **quarterly**; special meetings as necessary.
- **Quorum:** a majority (>50%) of current Board members.
- **Decisions:** ordinary matters by simple majority of those present and voting. A director with a conflict must not vote on the conflicted matter. In the event of a tie, the Chairperson casts the deciding vote.

5.10 Removal, Suspension & Resignation

- **Resignation:** Directors may resign in writing to the Secretary.
- **Suspension:** Pending investigation for alleged serious misconduct, the Board may suspend a director by a **two-thirds (⅔)** vote. Suspension shall be for a defined period pending process.
- **Removal:** For cause (breach of Code of Conduct, incapacity, absenteeism, criminal conviction, conduct bringing YALPAE into disrepute) after fair process: notice of

allegations, right to respond within **14 days**, and a **two-thirds ($\frac{2}{3}$)** vote of the full Board (excluding the subject). Removal of the Chair requires a **three-quarters ($\frac{3}{4}$)** vote of the full Board.

5.11 Founding Members

Founding Members are those who established YALPAE and adopted this Constitution. They do not hold routine governance, fiduciary, or operational authority and do not form part of the Board by default.

The Founding members' primary role is advisory and custodial, focused on safeguarding YALPAE's mission, vision, and continuity under the condition that they are no longer eligible to serve on the "Board" or the Executive Committee.

- **Conditions for Intervention:**

Founding Members may intervene only in exceptional circumstances where the persistent failure of the Chairperson, Vice-Chairperson, Treasurer and/or Secretary is materially affecting the organisation, where the organisation's overall approved Key Performance Indicators fall below fifty percent (50%) for two consecutive reporting periods, where an organisational emergency exists that threatens YALPAE's ability to operate or fulfil its mission, or where serious internal conflict has arisen and the established governance and dispute-resolution mechanisms have demonstrably failed.

- **Scope of Emergency Powers:**

When validly convened, Founding Members may exercise temporary and strictly limited powers solely to restore effective governance, including issuing corrective directives to the Board, facilitating mediation or structured intervention, and removing, appointing or electing interim Board member(s) where necessary to restore functionality and continuity.

- **Time Limits, Replacement & Review:**

Any intervention by Founding Members is limited to a maximum of **three (3) months**. Within this period, they must appoint and induct replacement leadership.

Any Board or Board member appointed under this process shall serve as **interim** for three (3) months and shall be subject to a formal performance review. Failure to meet required duties or KPIs shall result in removal and replacement.

- **Repeated Failure & Escalation:**

Where two consecutive interventions occur within any twenty-four (24) month period, this shall constitute systemic governance failure. In such cases, Founding Members shall convene a Special General Meeting to determine corrective restructuring or, if necessary, initiate dissolution procedures in accordance with this Constitution.

- **Automatic Cessation:**

Once governance stability is restored, all emergency powers of the Founding Members

shall automatically lapse, and they shall revert immediately to their advisory role.

6. MEMBERSHIP

6.1 Categories & Eligibility

- **Founding Members:** Those who signed the constitution adoption and/or founded YALPAE. Full voting and leadership rights.
- **Ordinary Members:** African youth aged **15–35** actively participating in YALPAE. Full voting rights and eligible for office (subject to the Board/Executive age requirement in Section 5.2).
- **Junior Members:** Ages **10–14**. Participate in age-appropriate programs. No automatic voting rights; may be granted supervised, issue-specific voting rights. Parental/guardian consent required.
- **Associate Members:** Associate Members are persons of African descent, including members of the African diaspora with sustained familial, cultural, or practical ties to Africa, as well as African nationals above the age of 35 who did not previously serve as Ordinary Members. Associate Members have no voting or office-holding rights but may serve in advisory, mentorship, collaborative, or in-kind support roles.
- **Alumni Members:** Former Ordinary Members who have aged out or stepped down. Eligible to mentor; voting only if specifically appointed to a voting role by the Board for particular matters.
- **Honorary Members:** Non-Africans or organisations appointed by the Board for exceptional service; no voting rights.

6.2 Admission Procedure

Applicants complete the membership application, provide required information, and consent to YALPAE policies. Membership is approved by the Membership Committee or designated officer, in accordance with the approved procedures. Notification provided within **30 days** of application. Effective date recorded in the Membership Register.

6.3 Membership Fees & Financial Assistance

- The Board may set annual membership dues. Dues are published annually by the Finance Committee.
- Payment terms: dues due within **60 days** of invoice/renewal notice. Failure to pay within **90 days** may lead to suspension of non-essential privileges after notice.
- Waivers or deferrals may be granted for financial hardship upon written request.

6.4 Rights & Obligations

Rights as per category. Ordinary and Founding Members hold full voting rights. Members must comply with this Constitution, the Code of Conduct, Safeguarding and other YALPAE policies, and provide accurate information to the Membership Register.

6.5 Resignation, Suspension, Termination & Reinstatement

- **Resignation:** By written notice to the Membership Officer. No refunds of dues.
- **Suspension:** For alleged policy breaches, pending investigation; may be imposed by the Board or Membership Committee.
- **Termination/Expulsion:** For serious misconduct following investigation and a right to a hearing and appeal. Final appeals are to a panel constituted according to the Investigation & Appeals Policy.
- **Reinstatement:** Possible following compliance with reinstatement conditions and approval by the Membership Committee.

6.6 Membership Register & Data Protection

YALPAE shall maintain a secure Membership Register with key contact and status information. Access limited to authorised personnel. Member data handled in accordance with YALPAE's Data Protection, Privacy & Intellectual Property Policy and applicable data protection laws.

7. MEETINGS OF MEMBERS

7.1 Annual General Meeting (AGM)

The AGM shall be held once every calendar year, within **six months** of year-end. Business includes adoption of minutes, Chair and Treasurer reports, presentation/approval of annual financial statements, election of Board members (when required), appointment of auditors (if required), and any special business notified in the meeting notice.

7.2 Special General Meetings (SGM)

An SGM may be called by the Board or by written request of at least **10% of Ordinary Members**. Notice must state the purpose.

7.3 Notice & Quorum for Member Meetings

- **Notice:** At least **21 days** written notice for AGMs and SGMs, or longer for constitutional amendments or dissolution.
- **Quorum:** For general meetings, **20% of Ordinary Members** or **15 Ordinary Members**, whichever is greater. If no quorum within 30 minutes of scheduled start, the meeting stands adjourned to a time set by the Chair; at the reconvened meeting those present constitute a quorum.

7.4 Voting & Proxies

- Each Ordinary and Founding Member present has one vote. Decisions by simple majority unless otherwise specified.
 - **Special Resolutions** (e.g., constitutional amendment, dissolution) require 75% ($\frac{3}{4}$) majority of votes cast.
 - Voting may be in person, by proxy (in writing to the Secretary with prior notice), or electronically where identity is verified and must be accompanied by an affidavit signed by the authorities.
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8. FINANCE & FUNDRAISING

8.1 Financial Principles

YALPAE shall manage its finances with integrity, transparency and accountability, ensuring that all resources serve the mission of youth empowerment and sustainable African development.

8.2 Sources of Income

YALPAE may raise or receive funds and resources through:

1. Membership contributions and voluntary donations;
2. Local and international grants (governments, institutions, development agencies);
3. Fundraising campaigns, merchandise sales and public events;
4. In-kind contributions (professional services, skills, venues, equipment, etc.);
5. Investments, including ethical ventures, stocks, bonds and other instruments;
6. Sponsorships and partnerships aligned with YALPAE's mission.

8.3 In-Kind Contributions

- Individuals or businesses may donate services, tools, platforms, mentorship, or media support.
- All in-kind contributions must be formally acknowledged and recorded.
- Donations that compromise YALPAE's values or independence may be declined.

8.4 Investment Policy

- Financial surplus may be invested in mission-aligned ventures or general financial instruments.
- Investments require Board approval and an annual risk-return review.
- Returns may support operations, scholarships, programs, or be reinvested.

8.5 Salaries and Compensation

- Compensation for staff or contributors is based on organisational financial capacity, fair distribution principles, and transparent approved structures.
- Compensation must not exceed reasonable local market standards without proper justification and Board approval.

8.6 Budgeting and Approval Process

- Departments, chapters and directors must submit budget requests before the start of the financial year.
- The Treasurer and Finance Committee must allocate or approve budgets within **two months** of submission.
- Unapproved or excess expenditures require written approval from the Finance Office.

8.7 Financial Oversight and Audit

- Quarterly financial reports submitted to the Board.
- An independent annual audit or review is conducted, with results shared at the AGM.
- All financial records are securely stored and accessible to relevant stakeholders as per policy.

8.8 Discipline & Integrity Fund

Fines from member suspensions or terminations shall be allocated to a **Discipline & Integrity Fund** to support ethics and capacity-building initiatives, income-generating organizational activities, and restorative member support where appropriate.

9. *FINANCE COMMITTEE*

9.1 Role and Function

The Finance Committee oversees YALPAE's financial health, including budgeting, reporting, investments and strategic financial planning. Duties and roles will be regulated and overseen by the Treasurer along with the guidance of the financial policies. This committee serves under a advisory and oversight authority not executive.

9.2 Composition

- Treasurer
- Assistant Treasurer
- Chairman
- Vice Chairman
- Board Secretary

- One Coordinator or Staff Member (optional).
- One Independent Advisor (external or honorary, optional).
- Auditor or Finance Officer (if applicable).

9.3 Duties

- Review and recommend the annual budget.
- Monitor expenditures and ensure policy compliance.
- Oversee fundraising strategies and financial planning.
- Review quarterly and annual reports.
- Advise on investment strategy and growth.
- Recommend internal controls or corrective actions as needed.

10. CHAPTERS

10.1 Establishment and Founders

- New Chapters must be founded by at least one voting member who has held membership for a minimum of **six (6) months**.
- Founders must submit a formal application for chapter recognition to the Board of Directors.
- All chapters shall operate under delegated authority which is the director of chapters, volunteers & mentorship and/or another delegate authorized by the director or the Board.

10.2 Constitutional Compliance and Local Autonomy

- Chapters may not amend the YALPAE Constitution; only the Board can authorize constitutional amendments.
- Chapters may propose local governance changes for review; final approval rests with the Board.
- Chapters retain local operational autonomy but must comply with YALPAE policies.
- Chapters may be suspended or dissolved by the Board given the chapter does not comply with the constitution of YALPAE.

10.3 Reporting Requirements

Chapters shall submit **bi-annual reports** to the National Executive Committee:

- First report: due within **three (3) months** after YALPAE's financial year-end.
- Second report: due **six (6) months** after the first report.
- Each reporting period includes a **one (1) month** submission window.
- Reports shall cover activities, finances, challenges, and volunteer engagement.

10.4 Financial Structure

- Chapters may establish local financial management systems.
- All chapter financial activity must be reported to the National Executive Committee as part of bi-annual reports.
- Chapters may solicit and manage local funding, grants, or sponsorships but must comply with YALPAE policies.

10.5 Volunteer and Mentor Management

- Chapters recruit and manage volunteers and mentors locally.
 - Each chapter shall appoint a **Volunteer Coordinator** to oversee volunteer activities and serve as the primary reporting liaison.
 - For hiring or program participation involving applications, volunteers and mentors shall be prioritized where qualifications are met.
-

11. CODE OF CONDUCT & ETHICS

11.1 Purpose

This Code of Conduct and Ethics (the “Code”) sets out the standards of behaviour, values and ethical obligations expected of all YALPAE members, directors, officers, staff, volunteers and partners. The Code supports the organisation’s mission, protects its integrity, and promotes a safe and inclusive environment for all participants.

11.2 Core Principles

YALPAE is guided by the following core principles: Integrity; Respect; Accountability; Service; Unity; Youth Empowerment.

11.3 Expected Conduct

All persons acting on behalf of YALPAE must:

- Comply with this Constitution, the By-Laws, and all applicable YALPAE policies while engaged in YALPAE-related activities;
- Represent YALPAE professionally and respectfully only when formally authorised, identifiable, or acting in a YALPAE capacity, including during official duties, communications, events, or when using YALPAE branding or platforms;
- Maintain confidentiality of sensitive or internal information unless disclosure is authorised or required by law;
- Avoid abuse of power, preferential treatment, discrimination, harassment or any behaviour that undermines dignity and inclusion;

- Promote constructive, solution-focused dialogue and collaboration; and
- Promptly declare any real or perceived conflict of interest and recuse themselves from related decisions.

11.4 Misconduct

Misconduct includes, but is not limited to: harassment (verbal, physical or sexual), discrimination or hate speech; fraud or theft; gross mismanagement of funds or resources; misuse of YALPAE's name, platforms or assets for personal gain; failure to disclose conflicts of interest; or any conduct that brings YALPAE into disrepute.

11.5 Reporting Misconduct

- Any person may report suspected misconduct confidentially to the Membership Committee, the designated Ethics Officer, or another authorised reporting channel set by the Board.
- Reports will be handled in accordance with the Investigation & Appeals Policy. Allegations will be treated seriously, investigated impartially and with due confidentiality.
- Whistleblowers acting in good faith shall be protected from retaliation.

11.6 Consequences

Confirmed breaches of the Code may result in proportionate disciplinary action, including warnings, temporary suspension, fines (where authorised), termination of membership or engagement, and referral to law enforcement or regulatory bodies where appropriate. All measures shall follow the procedures and appeal rights set out in the Membership & Disciplinary Policy.

11.7 Personal Conduct

YALPAE does not regulate or discipline personal conduct that occurs outside the scope of YALPAE activities, is unrelated to organisational duties, and does not reasonably present itself as representing YALPAE.

Personal actions undertaken in a private capacity, without use of YALPAE branding, platforms, authority, or representation, shall not in themselves constitute a breach of this Constitution or organisational policy, except where such conduct directly and demonstrably harms YALPAE or involves misuse of the organisation's name, resources, or trust.

12. CONFLICT OF INTEREST

12.1 Definition

A conflict of interest arises where a member's personal, financial or other interests, relationships or external roles create a real, potential or perceived interference with their duty to act in the best interests of YALPAE.

12.2 Disclosure Requirements

- All Directors, Coordinators, Committee Leads and other designated officers must complete a **Conflict of Interest Declaration** on appointment and re-submit it **annually**, and must make further disclosures promptly if new potential conflicts arise.
- Members may request a private disclosure process if the matter involves sensitive personal information; such disclosures will be handled confidentially.

12.3 Management of Conflicts

- Disclosed conflicts will be reviewed by the Board, the Ethics Officer or a designated committee.
- The affected person must recuse themselves from any discussion, decision-making or vote related to the conflicted matter.
- Summary entries of declared conflicts and decisions to manage them will be recorded in the **Conflict Register** and briefly noted in Board or committee minutes (subject to confidentiality constraints).

12.4 Failure to Disclose

Knowingly failing to disclose a conflict of interest may result in investigation and disciplinary action, which may include reversal of related decisions, restitution, suspension or removal.

12.5 Institutional Independence

YALPAE reserves the right to decline or terminate partnerships, funding, gifts or relationships that create an unmanageable conflict of interest or present unacceptable reputational risk. Decisions on such matters shall prioritise the organisation's mission, independence and public trust.

13. CHILD PROTECTION & SAFEGUARDING

13.1 Purpose & Scope

YALPAE is committed to creating and maintaining a safe, inclusive and empowering environment for all children and young people engaged in its programmes. This policy applies to all YALPAE members, volunteers, directors, coordinators, chapter leaders and partners who interact with youth (persons under 18 years), with particular emphasis on Junior Members aged 10–14.

13.2 Core Principles

YALPAE's approach to safeguarding is founded on the following principles:

- **Zero tolerance** of abuse, neglect or exploitation;
- **Best interests of the child** shall be the primary consideration in all actions concerning children;
- **Participation** — children's views will be respected and considered according to their age and maturity;
- **Confidentiality** — handling disclosures and investigations with sensitivity and privacy.
- **Accountability** — all personnel are responsible for preventing, reporting and responding to safeguarding concerns.

13.3 Safe Conduct Expectations & Reporting

- **Safe conduct:** Adults working with children must: avoid one-to-one unsupervised contact without parental or chapter permission; obtain explicit consent for photography or media use; never use corporal punishment or humiliating language; and maintain professional boundaries at all times.
- **Screening & checks:** Where legally permissible and practicable, YALPAE will require background checks or declarations from staff and volunteers who will work directly with children.
- **Reporting:** Any person who suspects or witnesses abuse, neglect, exploitation or any safeguarding concern must report it immediately to the Chapter Coordinator, the appointed Safeguarding Focal Person, or the Membership Committee. In urgent or criminal situations, reports should also be made to the appropriate child protection authorities or law enforcement.
- **Confidentiality & protection:** Reports may be made confidentially, and whistleblowers and reporters acting in good faith will be protected from retaliation.

13.4 Response, Support, Training & Review

- **Response & investigation:** YALPAE will respond to safeguarding concerns promptly, prioritising the child's safety. Allegations will be handled in accordance with the Investigation & Appeals procedures, and where necessary, YALPAE will suspend the

alleged individual from child-facing activities pending investigation.

- **Support for victims:** The organisation will provide or facilitate appropriate support and protection for alleged victims (including referral to specialist services) and ensure their views are heard in a child-sensitive manner.
- **Training:** All personnel and volunteers who engage with children will receive safeguarding orientation on appointment and regular refresher training thereafter.
- **Record keeping & reporting:** Safeguarding records and incident reports will be securely maintained and access restricted to authorised personnel. Serious incidents and recurring concerns will be reported to the Board and, where required, to funders or regulators.
- **Policy review:** The Child Protection & Safeguarding Policy will be reviewed at least every **two (2) years**, or sooner if laws, guidance or organisational practice change.

14. INVESTIGATION, DISCIPLINE & APPEALS

14.1 Investigation Procedure

- **Reporting:** Allegations of misconduct (including safeguarding breaches, fraud, harassment or other serious concerns) may be reported to the Membership & Disciplinary Committee, the Ethics Officer, the Safeguarding Focal Person, or another designated officer.
- **Initial assessment:** On receipt of a report, an initial assessment will be carried out promptly (normally within **7 working days**) to determine whether a formal investigation is required and whether interim measures (such as suspension or restricted duties) are necessary to protect individuals or preserve evidence.
- **Formal investigation:** Where warranted, a formal investigation will be conducted by an impartial investigator or panel appointed by the Board or Membership Committee. The subject of the allegation will be provided with written notice of the allegations and an opportunity to respond. Investigations will be conducted fairly, promptly and confidentially, and findings will be recorded in writing.

14.2 Standards, Interim Measures & Outcomes

- **Standard of proof:** Unless otherwise required by law, disciplinary findings will typically be made on the **balance of probabilities** (i.e., more likely than not).
- **Interim measures:** Pending the outcome of an investigation, the organisation may apply interim measures (suspension, temporary reassignment, access restrictions), consistent with the need to protect the integrity of the investigation and the safety of others.
- **Possible outcomes:** Following an investigation, possible outcomes include no further action, formal warning, remedial training, repayment or restitution (where applicable), fines (if authorised), suspension, termination of membership or employment, or referral to law enforcement or regulatory authorities.

14.3 Appeals

- **Right to appeal:** The subject of a disciplinary decision has the right to appeal within **14 days** of receiving the decision. An appeal must be submitted in writing, stating grounds for appeal and any supporting evidence.
- **Appeals panel:** Appeals will be considered by an independent Appeals Panel (as described in the Membership & Disciplinary Policy) whose members have not been involved in the original investigation. The Appeals Panel will aim to provide a written decision within **21 days** of receiving the appeal.
- **Finality & external review:** Where internal remedies have been exhausted, parties retain the right to seek external arbitration or legal recourse as permitted by applicable law.

14.4 Confidentiality, Support & Recordkeeping

- **Confidentiality:** All parties involved in investigations and appeals shall keep matters confidential to the extent possible, recognising the needs of natural justice and legal obligations.
- **Support:** YALPAE will provide information about support services (e.g., counselling, legal or medical referrals) to complainants and respondents where appropriate.
- **Records:** Investigation files, findings and associated documents will be retained securely and in accordance with YALPAE's data retention and privacy policies.

15. INTELLECTUAL PROPERTY & DATA

15.1 Definitions

For the purposes of this section:

- **“Intellectual Property” (IP)** includes trademarks, logos, copyrights, domain names, data, publications, reports, course materials, and all media created by or for YALPAE.
- **“Data”** means all personal information about members, partners, volunteers, staff and other stakeholders.

15.2 Ownership of Intellectual Property

All Intellectual Property created, developed or commissioned by YALPAE, or by any member, volunteer or staff in the course of their duties for YALPAE, shall be the sole and exclusive property of YALPAE. This includes the organisation's name, logo and all programme materials.

15.3 Member Contributions & Licence

By contributing to YALPAE projects or producing materials on behalf of YALPAE, contributors grant the organisation an **irrevocable, royalty-free, worldwide licence** to use, reproduce, adapt, publish and distribute those contributions for the purposes of YALPAE's activities. Contributors agree to assign copyright to YALPAE upon request.

15.4 Moral Rights & Attribution

- Where appropriate and practicable, YALPAE will acknowledge authorship and provide attribution for creative works and research outputs.
- Contributors may retain moral rights to be identified as the author, subject to the operational needs of the organisation and any confidentiality or third-party obligations.

15.5 Third-Party Intellectual Property & Use of Materials

YALPAE will not knowingly use third-party IP without permission. All necessary licences, permissions and clearances for third-party materials (including images, music, text or software) must be obtained and documented prior to use. Use of YALPAE's name, logo or branding by third parties requires **prior written permission** from the Board or an authorised officer and must comply with YALPAE's brand guidelines.

Nothing in this clause permits the use of personal data in a manner inconsistent with YALPAE's applicable data protection laws.

16. DATA PRIVACY & SECURITY

16.1 Data Privacy & Security Commitment

YALPAE is committed to protecting personal data and will process and store Data in accordance with applicable data protection laws and the organisation's Data Privacy Policy.

16.2 Data Handling, Retention & Consent

- Personal Data shall be collected lawfully, limited to specified purposes, and retained only for as long as necessary in accordance with YALPAE's data retention schedule.
- Explicit consent must be obtained before taking or publishing photographs, audio or video of individuals for promotional or public purposes. For Junior Members (under 18), parental or guardian consent is mandatory and must be recorded.
- Certain records, including safeguarding, disciplinary, and governance records, may be retained for longer periods in accordance with YALPAE's retention schedule and legal obligations.

16.3 Information Officer

The Board shall appoint an Information Officer (or equivalent) to oversee compliance with data protection obligations, manage data subject access requests, and serve as the primary contact for privacy matters. The Information Officer's name and contact details will be recorded in organisational records. The Information Officer may be an existing office bearer designated by the Board, and shall perform this role in coordination with the Chair, Vice Chair, and Secretary as set out in the Data Protection & Privacy Policy Schedule.

16.4 Third-Party Processors & Security

- Where YALPAE engages third-party processors to handle Data (e.g., cloud providers, payment processors), such processors must enter into written agreements requiring them to process Data only on YALPAE's instructions and to implement appropriate safeguards.
- YALPAE will implement reasonable technical and organisational measures to protect Data against unauthorised access, loss or disclosure.

16.5 Breach Response & Remedies

- In the event of an actual or suspected data breach, YALPAE will follow its incident response procedures, which include containment, assessment, notification to affected individuals and, where required by law, notification to relevant regulators.
- The Board may take disciplinary or civil action for breaches of this section in accordance with the Constitution and related policies, including revocation of licences, removal of unauthorised material, suspension of membership or other remedies.

17. PARTNERSHIP & SPONSORSHIP POLICY

17.1 Principles & Approval

Partnerships and sponsorships must align with YALPAE's mission, vision and core values and must not compromise the organisation's independence or reputation. All partnership or sponsorship agreements require **Board approval** before being finalised. The Board may delegate routine partnership approvals to a designated committee or officer within defined limits.

17.2 Due Diligence & Conflict Checks

Prior to entering any partnership or sponsorship, YALPAE will conduct appropriate due diligence, including reputational, legal and financial checks and conflict-of-interest screening. Any actual or potential conflicts identified must be disclosed and managed in accordance with the Conflict of Interest provisions in this Constitution.

17.3 Agreement Requirements

All partnerships and sponsorships shall be governed by a written agreement that sets out: scope and duration, roles and responsibilities, financial or in-kind contributions, reporting and accountability, branding and publicity rights, data protection and confidentiality obligations, termination rights, and dispute resolution mechanisms. Sponsorship agreements that include naming rights, exclusivity clauses or long-term financial commitments must be reviewed by the Board and, where appropriate, legal counsel.

17.4 Transparency & Reporting

Material partnerships and sponsorships shall be recorded in the organisation's partnership register and reported to the Board at regular intervals. YALPAE will publish summaries of major partnerships and sponsorships in its annual report or as otherwise required by funders or regulators to ensure transparency.

17.5 Termination

The Board may terminate or withdraw from any partnership or sponsorship where it determines the arrangement no longer serves YALPAE's interests, creates reputational risk, or breaches the organisation's values. Termination will be carried out in accordance with the signed agreement and applicable law.

18. DISPUTE RESOLUTION

18.1 Purpose & Principles

YALPAE is committed to resolving disputes in a manner that is **fair, impartial, timely, confidential and restorative**. Parties involved in disputes have the right to be informed of the process, to present their case, and to be accompanied or represented where appropriate.

18.2 Reporting & Initial Assessment

Disputes may be reported to the Membership & Disciplinary Committee, the Ethics Officer, the Safeguarding Focal Person (the director of youth wellness & protection), or another designated dispute officer. On receipt, the complaint or dispute will undergo an initial assessment to determine the appropriate pathway (informal resolution, mediation, formal investigation) and whether any immediate protective or interim measures are required.

18.3 Informal Resolution & Mediation

Where appropriate, parties will be encouraged to resolve disputes informally through facilitated dialogue or mediation conducted by an independent mediator or a neutral committee member. Mediation is voluntary and confidential; outcomes should be recorded and, where necessary, implemented with oversight.

18.4 Formal Resolution Process

If informal approaches fail or are not suitable, a neutral committee (which may include independent members) will investigate and make recommendations to the appropriate decision-making body (e.g., Board or Membership Committee). The process will respect natural justice: parties will receive written notice of allegations, have an opportunity to respond, and the investigator will produce written findings and recommendations.

18.5 Remedies, Implementation & Appeals

Recommended remedies may include mediation agreements, corrective actions, training, supervision, sanctions (warning, suspension, termination) or other appropriate measures. Parties dissatisfied with the outcome may appeal under the Membership & Disciplinary procedures. Where internal remedies are exhausted, parties may seek external arbitration or legal recourse in accordance with applicable law.

19. AMENDMENTS & DISSOLUTION

19.1 Amendments to the Constitution

- **Who may propose:** Any voting member in good standing; any Director, Coordinator or Chapter. Proposals must be submitted in writing to the Board and put to a vote by the Board.
- **Limits:** Amendments must not fundamentally alter YALPAE's founding vision, mission or core values in a way that changes the organisation's essential nature.
- **Process:** Submission → Board review (including Founding Member Review and any consultations) → Member notification at least **28 days** prior to the vote → Decision at a properly constituted general meeting.
- **Voting threshold:** Amendments require the approval of at least **75% (¾)** of votes cast by Ordinary Members at the meeting. Successful amendments shall be recorded, dated and published.

19.2 Dissolution

- **Grounds:** YALPAE may be dissolved if it can no longer achieve its mission effectively, a legal or external order requires its closure, or following a full review supported by the membership and Board.
 - **Approval thresholds:** Dissolution requires **80%** approval of the Board and **75% (¾)** approval of votes cast by Ordinary Members at a specially convened general meeting if dissolution is due to the Board not reach its KPI.
 - **Asset allocation on winding up:** On winding up, after satisfying all liabilities, remaining assets shall be applied first to continue or transfer existing YALPAE programs where feasible. Remaining funds shall be donated to other non-profit organisations or community initiatives with similar aims as determined by the Board and in accordance with applicable law. The Board shall ensure compliance with statutory requirements for NPCs or NPOs, and shall appoint a liquidator or responsible officer if required. Any proposed allocation shall be fair, transparent and compliant with donor restrictions.
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20. MISCELLANEOUS

20.1 Notices

Notices under this Constitution shall be in writing and delivered to contact details in the Membership Register by post, hand, email or other agreed electronic means. Notices are deemed served either when delivered in person, three business days after posting, or on delivery confirmation for electronic notices.

20.2 Interpretation & Governing Law

This Constitution is governed by the laws of the Republic of South Africa and in alignment with the African Union. If any provision is found to be invalid, illegal or unenforceable, that provision shall be severed and the remainder of the Constitution shall remain in full force.

20.3 Transitional Provisions

Officeholders at the time of adoption shall continue in office until the expiry of their terms unless removed in accordance with this Constitution. The Board may make transitional arrangements by resolution to facilitate implementation of this Constitution.

20.4 Signatures & Adoption

This Constitution was adopted on [insert date] by the undersigned founding members and remains in force until amended or superseded per the procedures herein.

ANNEX A — BOARD PORTFOLIOS & KPIs

Portfolio	Key Responsibilities	Key KPIs / Metrics
Chairperson	Lead strategic direction, represent YALPAE externally, chair Board meetings	% of strategic goals met; number of high-level engagements; Board meeting attendance
Vice Chairperson	Support Chairperson, oversee Board committees, lead special initiatives	Committee reporting rate; project completion rate; Board effectiveness
Board Secretary	Maintain records, manage compliance and governance admin	Timeliness of minutes; accuracy of Registers; policy compliance readiness
Treasurer	Financial oversight, manage budgets and fundraising reporting	Budget variance; funds raised vs. targets; financial report delivery
Director of Youth Wellness and Protection	Oversee wellness, safeguarding, and protection policies and programs	Program participation rate; safeguarding training compliance; incident resolution rate
Director of Arts, Culture and Media	Promote youth in arts and culture; manage media and visibility projects	Number of events; media reach growth; creative youth supported
Director of Climate Action, Green and Agricultural Development	Manage sustainability, environmental and agriculture initiatives	Number of green/agri projects launched; impact data (e.g., trees planted); youth participation
Director of Entrepreneurship and Economic Inclusion	Oversee youth enterprise, economic support and inclusion programs	Number of youth ventures supported; funding access enabled; market linkages
Director of Civic Engagement and Leadership	Guide civic participation and policy engagement efforts	Number of civic programs; youth in leadership roles; policy submissions
Director of Education and Skills Training	Lead education, training and capacity-building programs	Program completion rate; education partnerships; skills program impact
Director of Innovations and Research	Oversee research, innovation and tech-driven programs	Research outputs; number of innovations piloted; dissemination forums held
Director of Chapters, Volunteers and Mentorship	Manage regional chapters, volunteer programs and mentorship systems	Active chapters; volunteer retention and growth; mentorship satisfaction rate
Director of Marketing and Public Relations	Handle public image, branding, communications,	Social/media reach growth; media partnerships secured;



and PR	sentiment and engagement levels
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Note: All Portfolio Holders must submit a concise **KPI report to the Board twice per year** and an **annual narrative report at the AGM**.



YALPAE

**YOUNG AFRICAN LEADERS
PIONEERS AND ENTREPRENEURS**

Africa's Light, paying forward to the future