

For Youth Business Innovation Network (4YBIN)

Board – Led Association

Article of Association and Bylaws



December 2022

Mekelle, Tigray

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Article of Association

Article 1: Establishment

For Youth Business Innovation Network (4YBIN) is a not-for-profit and board-led civil society organization established for unlimited time.

Article 2: Definitions

In this Constitution and Bylaws unless the context requires otherwise:

1. For Youth Business Innovation Network (4YBIN) is a not-for-profit and board-led civil society organization.
2. **“Bureau”** means Tigray Regional State Justice Bureau.
3. **“Board”** means the Civil Society Organizations Board established in accordance with the provisions of this Constitution and bylaws;
4. Any expression in the Masculine gender in this Constitution and Bylaws includes the Feminine.
5. **“Organization”** means For Youth Business Innovation Network (4YBIN).
6. **“Manager”** means person elected by members or the board of the organization.

Article 3: Name

The name of this society shall be “For Youth Business Innovation Network” (4YBIN).

Article 4: Name, Nationality and Address of Founders

S.No	Full Name	Nationality	Address				
			Region	City	Woreda	Kebelle	Tel. No
1	Mr. Kunom Hailu Tesfay	Ethiopian	Tigray	Mekelle	Hawelti	Selam	0914724231
2	Mrs. Nebyat Abraha Gebru	Ethiopian	Tigray	Mekelle	Hawelti	Selam	0914154698
3	Mr. Micheale Abraha	Ethiopian	Tigray	Mekelle	Hawelti	Hayelom	0914723882
4	Mr. Nigus Kassa Atsbiha	Ethiopian	Tigray	Mekelle	Hadinet		0914751342
5	Mr. Gebresilassie Kidanu	Ethiopian	Tigray	Mekelle	Adi Shimdihun	Adi Shimdihun	0924343505
6	Mr. Mikeale Abraha	Ethiopia	Tigray	Mekelle	Hawelti	Daero	0934826878

Article 5: Logo

Logo of the organization shall be made public by the board.

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Article 6: Scope of Application

This provision shall be applicable in the whole Regional State of Tigray.

Article 7: Name and Address of the Organization

The head office of organization is Mekelle City, Hawelti Sub city, Tabia Selam and may also open branches in all Administrative Zones and Woredas in Tigray where the need arises.

Article 8: Purpose

The purpose of the Organization shall be

1. Provision of Comprehensive Emergency and Development Support to vulnerable people including Women, Children, Senior Citizens, Persons with Disability etc
2. Support the youth to create employment and actively participate in rebuilding their nation, region and community through the facilitation of Entrepreneurship training programs.
3. Transfer best practices to established and new youth business operators by establishing relationship with international organizations and thereby improve living standards of citizens. Facilitate finance to new and established business operators aiming to star up businesses and/or planning to expand their business.
4. Engage in all other humanitarian clusters across the emergency, recovery and development phases.

Article 9: Fiscal Year

The fiscal year of organization shall begin January 1 and ends on December 31.

Article 10: Membership Criteria

1. Any Ethiopian Tigray Resident qualifying for the following criteria shall be permanent member of this organization;
 - 1.1. Embraces the purpose of this organization
 - 1.2. Above 18 years old
 - 1.3. Abides by the rules and regulations of this organizations; and complies with additional disciplinary codes issued by the board
 - 1.4. Makes Membership Payment that shall be updated periodically
 - 1.5. The law has not revoked the rights of the person
2. Membership shall not be transferred to third party through inheritance.
3. Members of this organization shall not have any claim over the properties of this organization.

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Article of Association and Bylaws of For Youth Business Innovation Network

4. Survival of this organization shall not be affected upon the dismissal and/or admission of existing or new members
5. Employees and members of this organization shall not have any claim over the revenues and capital of the organization except for those legally determined service fees

Article 11: Honorary Membership

- 10.1. An Honorary Membership may be conferred upon a person or an organization having rendered notable service or financial contribution to further the objectives of the organization. Honorary membership shall be granted upon the decision of the board.
- 10.2. An Honorary Member shall be entitled to all the privileges, except for voting and of holding office,
- 10.3. An honorary member shall not have obligation to pay membership fee unless otherwise he/she willing to do so.

Article 12: Rights of Members

- 11.1. All permanent members shall have equal right
- 11.2. Membership right is nontransferable individual right
- 11.3. Any permanent member of this organization shall have the right to engage on any activities that contribute to advancing the mission and goals of this organization.
- 11.4. All permanent members shall have the right to vote and hold office; the right to information pertaining to the operations of the organization.
- 11.5. All permanent members shall have the right to be present on board meeting, suggest and vote on the performance of the organization.

Article 13: Obligations of Members

1. All members shall have the obligation to effect membership fees timely
2. All members shall have the obligation to settle any liabilities upon leaving and/or dismissal from membership.
3. All permanent members shall abide by the rules and regulations of the organization and respect directives and decisions issued by the board.
4. All members shall have the duty to respect the goals and obligations of the organization and stewardship to the proper use of the properties of this organization.
5. All members shall have the duty to be present on regular and extraordinary meeting of the organization.

Article 14: Membership and other fees

1. All Members have the obligation to effect monthly membership fee of ETB 300 and payments shall be made in the last day of the month in Gregorian Calendar.
2. Any member failing to make payment for six successive months shall be dismissed from membership of the organization.

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3. Manager of the organization shall compile and submit evidences of a members' payment default and based on which the boards makes decision to dismiss the defaulter from membership.

Article 15: Conditions of Membership Termination

Membership shall be terminated upon:

- 14.1. Death of the member
- 14.2. Discovering evidences of rules and regulations infringements; and other justifiable evidences and subsequent decision of the board.
- 14.3. Finding substantive evidences justifying that the actions of the member are threatening the survival and ruining images of the organization. Membership shall be terminated upon the approval and decision of the board.
- 14.4. Finding evidences that the member is no longer willing to engage on activities that advance the goals of the organization. Membership shall be terminated upon the approval and decision of the board.
- 14.5. Learning that the member failed to make membership fees for six successive months.
- 14.6. When the law, court or other legitimate organ revokes the rights of the member.
- 14.7. The member presenting written request to leave membership in the organization.

Article 16: Organizational Structure

1. The organization shall have board, manager, auditor, accountant, cashier and other jobs deemed necessary.
2. Any member of the board shall not hold office as auditor or manager



3. The organization has legal personality independent of its members
4. The organizational chart of the organization shall be what follows:

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Article 17: Powers and Functions of the Board

The board comprises permanent members as stipulated in Article 9 of this Constitution and Bylaws shall have the following powers and functions:

- 1.1. The board is the highest governing body of the organization
- 1.2. The board shall refine and improve the Constitution and Bylaws of the organization
- 1.3. In compliance to the rules and regulations of the organization shall appoint and dismiss auditor and determines remunerations
- 1.4. Board members shall appoint chair and vice chair of the board and manager of the organization.
- 1.5. Passes decisions on changing the head and branch offices of the organization.
- 1.6. Shall decide on dissolution of the organization, and establish control system of the organization.
- 1.7. Approves the organization's annual performance, financial report, annual budget and audit report.
- 1.8. Approves annual plan and budget by examining the annual work program of the organization
- 1.9. Set policy directions and strategies of the organization
- 1.10. Approves new membership requests
- 1.11. Hires external auditors to examine the organization's accounts
- 1.12. Dismiss members failing to discharge their duties in compliance to the provisions stipulated in article 12 of this governance document.
- 1.13. Develops and approves board meeting procedures of the organization
- 1.14. Shall decide on merger, integration of the organization with other civil society organizations.
- 1.15. Passes decisions over issues pertaining to charity organization
- 1.16. Determines membership and other fees and amounts of fines to be administered on violators.
- 1.17. Approves the organization's short, medium and long range plans and budgets
- 1.18. Develops and Implements Human Resources Management Guidelines and Operating Procedures
- 1.19. Evaluates and Monitors the performance of the manager in implementing board's resolutions, plans and budget
- 1.20. Ensures that adequate budget is available for program implementation and solicits other sources of finance.
- 1.21. Examines and approves the organization's management's performance report
- 1.22. Accepts the organization's policy improvement suggestions of the manager and approve it by incorporating their own inputs

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Article 18: Voting Procedure of the Board

1. Any board member shall be entitled to only to one vote in a board meeting.
2. Every member of the board shall have equal vote
3. Unless otherwise the board allows it, any member shall only give vote in board meeting in his/her physical presence.
4. The vote casting procedure shall be based on the principles of fairness, free and transparency.
5. Any board member disagreeing with board decisions shall have the right to have his opinion recorded in the board minute.
6. Every board member shall have the right to report to the pertinent government authority board decisions superseding laws and regulations of the regional state or civil society organizations

Article 19: Board Composition and Members

1. The board shall consist of 5 members
2. The board members shall elect chair, vice chair and secretary of the board

Power and Functions of Board Chairman, Vice Chairman and Secretary

1. Power and Functions of Board Chairman

- 1.1. Shall Call Board Meeting and together with the secretary determines agenda
- 1.2. Leads the meeting as chairman
- 1.3. Monitors the implementation of the board resolutions and directives
- 1.4. Reports to concerned government authority and other stakeholders board-approved quarterly, semiannual and annual performance reports and plans, audit reports and financial statements.
- 1.5. Shall prioritize agendas in board meeting
- 1.6. Shall be accountable to the board
- 1.7. Orders the organization's manager to carryout decisions of the board
- 1.8. Follows up the performance of the organization's manager
- 1.9. Submits all annual reports, except audit report in regular meeting

2. Vice Chairman

- 2.1. Performs all functions of the board chairman in the absence of the chairman
- 2.2. Performs all activities delegated by the chair and/or board of the organization

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3. **Secretary**

- 3.1. Prepares agendas in consultation with the chair of the board
- 3.2. Keeps minute of the board meeting
- 3.3. Maintains and protects records and documents of the board

Article 20: Board Meeting

- 1. Regular board meeting shall be convened 4 times in a year and where the need arises extraordinary board meeting shall be convened.
- 2. Extraordinary board meeting shall be organized upon the request of the board chairman or 10 percent of board members.
- 3. Board members shall be informed about agenda, place and date of board meeting before 15 working days ahead for regular board meeting and 5 working days ahead for extraordinary board meeting.
- 4. More than 50 percent of board members represents quorum.
- 5. Without prejudices to the provisions of sub article 4 of this article, if quorum has not been fulfilled for two successive days, board meeting shall be convened by board members who are available in the next day.
- 6. Agendas deemed worthy of board discussion by any member of the board shall be requested in writing and submitted to chair, vice chair and secretary of the board one week ahead of the regular board meeting.

Article 21: Election and Decision Making Procedures

- 1. Leadership of the organization shall be elected through full participation of members
- 2. Election board shall be selected from Election Committee
- 3. Election Committee shall conduct the election process after having approved criteria in general assembly.
- 4. The board shall establish election committee to replace board members whose terms office has expired and/or members not in the board for different reason
- 5. All votes shall have equal weight and all Board decisions shall be made according the majority vote. However, the board chair has decisive voting right.
- 6. The meeting procedures of the organization shall always adhere to democratic principles
- 7. Members of the Election Committee shall not present themselves as candidates

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8. Without prejudices to the provisions in sub article of this article, the election committee shall have the duty to hand over all responsibilities and functions of leaving members to the newly elected ones within 30 days.
9. Leaving members of the board shall not perform any activity in the organization starting from the date of their replacement except handing over organizational activities and resources to the newly elected member/s.
10. All decisions and issues that have not been approved by the board shall have no effect whatsoever.

Article 22: Term of Office of the Board Members

1. The term office of the Board members including chair, vice chair, secretary and remaining members shall be 3 (three) years.
2. Without the prejudice to the provisions of this articles sub article one, expiry of the terms of office of board members shall be handled according to the provisions stipulated under article 20 sub article 5 of this document.

Article 23: Power and Functions of Manager

Manager of this organization is accountable to the board and shall have the following powers and functions:

1. Shall represent the organization on its behalf pertaining to its relations with other organizations; undertakes on its behalf any activity, delegates and exchanges correspondence and engages in contracts representing the organization.
2. Manages the organization's bank account, check and transfer transactions in collaboration with others bestowed the responsibility to do so.
3. Implements all resolutions passed by the board
4. Prepares and submits financial reports of the organization every three month to the board.
5. Prepares and submits policy, plan and budget of the organization to the board.
6. Identifies strategies and tactics in diversifying and expanding resource bases deemed necessary in advancing the goals of the organization
7. Attracts, hires, decides salary and per diem of employees according the guidelines issued by the board

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8. Submit employees placement proposal for board approval for all jobs except cashier and maintain a professional staff with sufficient knowledge, skills, and experience
9. Direct, coordinate and control the daily activities of officers and staff of the organization
10. Decide on matters pertaining to the operations and activities of the organization
11. Ensure that the daily activities are undertaken according to the rules and regulations, and board decisions of the organization.

Article 24: Power and Functions of Accountant

The accountant is accountable to the manager and shall have the following functions:

1. Maintains accounts and controls the organization's expenses and revenues
2. Ensure that the organization's current account conforms to accepted accounting system
3. Manages the organization's bank account, checks and transfer accounts in collaboration with the manager and signs on the organization's checks and other financial documents
4. Maintains and controls the organization's financial documents
5. Keeps record of the organizations financial transactions, periodically prepares and reports income statement, balance sheet and cash flow statements of the organization.
6. Performs other activities assigned by the manager

Article 25: Power and Functions of Cashier

The cashier is accountable to the organization's accountant and shall have the following functions:

1. Collects the organization's income using legal documents
2. Deposits collected cash in the organization's bank account and maintains file of invoices
3. Maintains and manages petty cash of the organization
4. Prepares monthly bank reconciliation in collaboration with the accountant
5. Keeps the organization's check
6. Authorizes expenditure in collaboration with the organization's accountant and manager

Article 26: Power and functions of Auditor

1. The auditor shall not function as manager and serve as a board member of the organization.
2. The auditor is accountable to the board and shall have the following functions:
 - 2.1.Ensures proper property and finance management system in the organization
 - 2.2.Ensures that the activities and operations of the organizations are being undertaken according to the rules and regulations of the organization.

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2.3.Ensure adherence of the organization to Internal Audits Standards of the Government of Ethiopia and submits audit report to the board.

Article 27: Source of Revenue

The sources of finances shall be from membership fees, public contribution, from income generating activities of the organization and from financial and in kind contribution of donors.

Article 28: Improvement and Amendment of Constitution and Bylaws

1. This Constitution and Bylaws shall be improved and amended upon the request of $\frac{1}{4}$ of the board members
2. The decision to improve and amend the Constitution and Bylaw shall be made in regular board meeting; and request for amendment shall be submitted to board chair, vice chair or secretary ahead of the decision.
3. The Constitution and Bylaws shall be improved and amended upon the assembly of more 50 percent of board members and if $\frac{3}{4}$ of board votes in favor of improvement and amendment.
4. Improved and amended Constitution and Bylaws shall not be in force ahead of the bureau's approval

Article 29: Merging and Changing the Organization

1. The organization shall merge with other civil society organizations, change into other civil society organizations or integrate part of its mandates with other civil society organizations provided that $\frac{3}{4}$ of the board votes in its favor.
2. The merger and change of organization shall be facilitated by a committee constituting board chairman, vice chairman, secretary and manager of the organization.

Article 30: Dissolution

1. The organization shall be dissolved when the court or other legal organ decides on its closure
2. The organization shall be closed down when $\frac{3}{4}$ of the board votes in favor of dissolution'
3. Performance Report, Financial Statement of the Organization together with the decision to dissolve the organization shall be submitted to Justice Bureau and Vital Statistics Registration and Authentication Agency of Tigray.
4. The organization shall submit inventory of properties to the bureau

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5. The highest governing organ of this organization or the Agency shall transfer properties remaining after clearing debts of the organization to other civil society organizations of similar mandates.
6. The organization shall be closed down upon accomplishing its mission and/or discovering that its performance has been unsatisfactory against its goals.

Article 31: Board Members

S.No	Full Name	Nationality	Address					Signature
			Region	City	Woreda	Role	Tel. No	
1	Mr. Mesfin Worede	Ethiopian	Tigray	Mekelle	Quiha	Chairman	0914722157	signature
2	Mrs. Girmay W/michael	Ethiopian	Tigray	Mekelle	Hawelti	Vice Chairman	0930413031	signature
3	Mr. Kiros Kidanu G/hiwot	Ethiopian	Tigray	Mekelle	Hawelti	Secretary	0914706799	signature
4	Mr. Nigus Kassa Atsbiha	Ethiopian	Tigray	Mekelle	Hadinet	Member	0914751342	signature
5	Mr. Kunom Hailu Tesfay	Ethiopian	Tigray	Mekelle	Hawelti	Member	0914724231	signature

Article 32: Effective Date

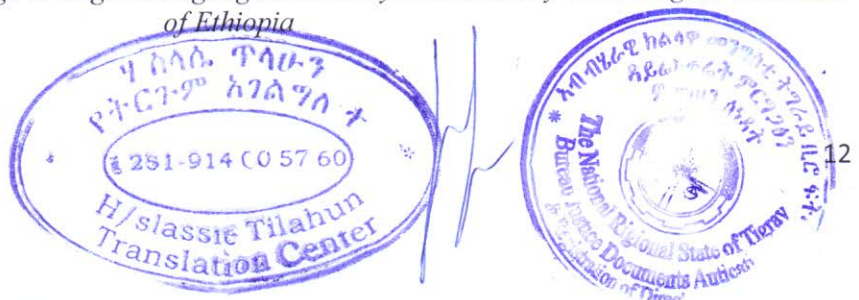
This Constitution and Bylaws shall enter into force from the Date of approval (December 2023) of Bureau Justice Registration and Authentication of Tigray.

Article 33: Name and Signatures of Founders

S.No	Full Name	Signature	Remark
1	Mr. Kunom Hailu Tesfay	signature	
2	Mrs. Nebyat Abraha Gebru	signature	
3	Mr. Micheale Abraha	signature	
4	Mr. Nigus Kassa Atsbiha	signature	
5	Mr. Gebresilassie Kidanu	signature	
6	Mr. Mikeale Abraha	signature	

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- The National Regional State of Tigray Bureau Justice, Documents Registration and Authentication Core Process Mekelle. Ser .Nº.05/2015 date 29/12/2022, I hereby certify that, they put their signature beforehand me.
- A circle stamp of The National Regional State of Tigray justice Bureau Document Registration and Authentication of Ethics.
- Unreadable signature is put in. Goitom Zemical W/Gebreal (Senior Expert, Documents Registration and Authentication).

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The National Regional State of Tigray Bureau of Justice, Documents Registration and Authentication Core Process

Mekelle
Serial No.

2228/5/2023

The Translator Affirmed by oath that the document correctly translated

Date 28/12/2023

Goitom Zemical W/Gebreal

Senior Expert of Documents Registration and Authentication

