

CONSTITUTION

of

The Universal Leaders Group

(ULG)

CONTENTS

	page
PREAMBLE	2
§ 1. INTERPRETATION OF CONSTITUTION	2
§ 2. NAME	2
§ 3. DESCRIPTION	2
§ 4. GENERAL ASSEMBLY	3
§ 5. COMPOSITION OF THE COMMITTEE	3
§ 6. TERMS	4
§ 7. PRINCIPLES	4
§ 8. CRITERIA FOR SELECTION OF COMMITTEE MEMBERS	4
§ 9. CODE OF ETHICS	5
§ 10. ADMINISTRATIVE AND OPERATIONAL SUPPORT	5
§ 11. PROCEDURES	5
§ 12. MEMBERSHIP	5
§ 13. FINANCE	6
§ 14. INELIGIBILITY	6
§ 15. COLLABORATION	6
§ 16. FORBIDDEN ACTS	6
§ 17. COMPENSATION	7
§ 18. ANNUAL ACCOUNTING	7
§ 19. NOMINATION OF CANDIDATES FOR COMMITTEE MEMBERSHIP	7
§ 20. TERMINATION OF COMMITTEE MEMBER'S MANDATE	7
§ 21. AMENDMENTS TO BYLAWS	7
§ 22. FOUNDATION	8
§ 23. ADOPTION OF THIS CONSTITUTION	8

PREAMBLE

We, the members of the UNIVERSAL LEADERS GROUP (ULG), uniting in a spirit of oneness within a community of highly motivated young leaders and entrepreneurs from diverse fields and desirous of initiating projects and programs to positively impact our immediate communities, Africa and the world at large

Do hereby give ourselves this constitution.

§ 1. INTERPRETATION OF CONSTITUTION

Words and phrases in this constitution shall have the usual and ordinary meanings. In case of diverging opinions between two or more members (see §°11) about the interpretation of this constitution which is of jurisdictional or substantial relevance to the ULG (see §°2), any member can demand the committee in service (see §°4) to discuss the term or prhasis in question. The committe then will state their precise interpretation by 5/7 vote of all Committe members in service at the time of the demand which has to be approved by the general Assembly (see §) and the African Youth Foundation's Executive Board.

§ 2. NAME

The name of this organization shall be 'THE UNIVERSAL LEADERS GROUP', referred to in this constitution as 'ULG'.

§ 3. DESCRIPTION

The ULG shall be a suborganisation of the African Youth Foundation (registered association under the laws of the Federal Republic of Germany with headquarters in Bonn, referred to in this constitution as 'AYF'), responsible for

- a) providing an informal, efficient framework for an ongoing exchange of opinions, knowledge and experience on strategic issues of concern by young professionals in diverse fields such as entrepreneurship, investments, education and development, and
- b) for the annual selection of classes of enterprising youth leaders in cooperation with the AYF's Executive Board
- c) for the initialisation and execution of such projects as conform with the aims which are set forth in these Bylaws.

§ 4. GENERAL ASSEMBLY

The ULG General Assembly shall be composed of all subscribed ULG members on the date of the Assembly's gathering. The General Assembly shall be convoked at least every two years and in case of urgent necessity by the ULG Committee in service (see §°5). The General Assembly shall decide about all issues as set forth in any other section of this constitution and about any other issues brought before it by a group of at least 20 % members subscribed on the date of the Assembly's gathering. If not set forth otherwise, the General Assembly shall decide about any issue brought before it with simple majority (50% of members participating in the vote, expressed abstentions counting). Subscribed members can vote directly on the General Assembly's gathering or by mail. Further details shall be decided by the Committee (see §° 5) in service.

§ 5. COMPOSITION OF THE ULG'S COMMITTEE

The ULG shall be directed by the ULG Committee which shall be composed of the following persons:

1. A Chairperson, appointed by the AYF Executive Board;
2. The immediately previous Committee Chairperson, as a non-voting Advisor;
3. Two Vice Chairpersons;
4. An Administrator;
5. A secretary;
6. Two members; and
7. A non-voting Associate Chairperson, who may be appointed by the Chairperson, at his or her sole discretion, to serve during all or part of the term of the Chair. The Associate Chairperson may not be a person who is otherwise a member of the same Committee Board. The Associate Chairperson shall assist the Chairperson in carrying out the duties of the Chairperson, but shall not serve, temporarily or otherwise, in the place of the Chairperson.

Committee members as mentioned in n° 2 - 6 of this paragraph shall be elected by the General Assembly after being nominated by the AYF's Executive Board. This election can also take place in a virtually held General Assembly if a General Assembly's meeting cannot be realized in time of the Committee's serving time (see §°6 for terms). Each member shall have a vote (Approval/Non-Approval) on each candidate for each position as mentioned in n° 2 - 6 of this paragraph. The candidate with the majority of Approvals will be elected for the designated term. At a parity of votes, a second ballot has to be held by the already approved Committee members and at a parity of votes between these, the decision will be made by the AYF Executive Board. All further details shall be outlined and conducted by the Committee.

§ 6. TERMS

Subject to the provisions of these Bylaws:

1. Committee members shall act only on behalf of the interests of the youth community and within the scope of the AYF mission and activities assigned to it by the AYF Bylaws.
2. Each voting Committee member shall serve a two-year term. A Committee member may serve at most two successive two-year terms.
3. The regular term of each voting Committee member shall begin at the conclusion of an AYF annual meeting and shall end at the conclusion of the second year AYF annual meeting.
4. Non-voting liaisons shall serve during the term designated by the entity that appoints them. The immediately previous Chairperson serving as Advisor shall serve as such until the conclusion of the next AYF annual meeting.
5. Vacancies in the positions of members, non-voting liaison or Chairperson shall be filled by the entity entitled to select the delegate, non-voting liaison or Chairperson involved. A vacancy in the position of non-voting Advisor (immediately previous Chairperson) may be filled by the AYF Executive Board from among persons with prior service on the AYF Board or the prior ULG Committee.
6. The existence of any vacancies shall not affect the obligation of the Committee members to carry out the responsibilities assigned to it in these Bylaws.

§ 7. PRINCIPLES

The ULG and especially the ULG Committee shall function together in a cooperative and respectful environment, irrespective of a member's or Committee member's sex, ethnic origin, religion, age, educational background and any other status or creed.

§ 8. CRITERIA FOR SELECTION OF COMMITTEE MEMBERS

Members to the ULG Committee shall be:

1. Accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and with experience and competence with collegial large group decision-making;
2. Persons with demonstrated leadership in addressing issues beyond their immediate professional interest;
3. Persons who have shown a commitment to public affairs;
4. Persons who have achieved a position of substantial influence;

5. Persons who have demonstrated a commitment to the principles and objectives of the AYF; and
6. Persons who are younger than 40 in the year of their nomination.¹

§ 9. CODE OF ETHICS

1. Every ULG member shall defend the name of the Organisation as well as its programs and decisions;
2. Every member shall be a model for servant leadership and development;
3. Every member shall pay his or her dues regularly;
4. Every member shall observe and keep a high level of morality in all spheres of life always;
5. The ULG shall remain non-political.

§ 10. ADMINISTRATIVE AND OPERATIONAL SUPPORT

AYF shall provide administrative and operational support necessary for the Committee to carry out its responsibilities.

§ 11. PROCEDURES

- (1) The Committee shall adopt such operating procedures as it deems necessary, which shall be published on the ULG's website and communicated to all members.
- (2) The Committee shall work continuously with the AYF Executive Board in order to secure the necessary collaboration between AYF and ULG.

§ 12. MEMBERSHIP

- (1) The membership includes students, young professionals in diverse fields such as, entrepreneurship, investments, education and development, private individuals and media.
- (2) The ULG Committee decides with 5/7 majority upon the admission of members. Rejections are to be put in writing as proof. The AYF Executive Board has to approve the candidate for membership. Should there be any discrepancies between the parties, an appeal could be made to the General Assembly.
- (3) The exclusion of a member is possible when there is defiance after two written membership fee payment requests are submitted by the AYF, and arrears are from more than 12 months, or the damages of the reputation of the organisation are seriously inflicted. A decision process for exclusion

1. The AYF Executive Board could make exceptions to this.

is allowed to comply with the process of admission. The AYF would occasionally be allowed to give its opinions about the procedure. The reasons for exclusions are to be documented.

(4) A member can always explain his/her withdrawal in writing. The contribution for the rest of the business year should however be paid.

§ 13. FINANCE

(1) The ULG is financed from membership fees and other means of funding from AYF.

(2) Committee members are entitled to 50% discount of membership fees.

(3) The ULG's budget year is the calendar year.

§ 14. INELIGIBILITY

(1) No person who serves on the ULG Committee in any capacity shall be eligible for selection by any means to any position on the AYF Executive and Advisory Boards or any other AYF body having one or more membership positions that the Executive Board is responsible for filling, until the conclusion of an AYF annual meeting that coincides with, or is after, the conclusion of that person's service on the ULG Committee.

(2) No person who is an employee of or paid consultant to AYF (including the Coordinator) shall simultaneously serve in any of the Committee positions described in §5 of this constitution.

§ 15. COLLABORATION

The ULG shall have the power to collaborate with any regional, national or international organisation established with the object of enhancing and facilitating youth initiatives in accordance with the ULG's vision and mission. However, the AYF Executive Board and ULG Committee shall set modalities for such collaboration.

§ 16. FORBIDDEN ACTS

No member shall:

1. Have the right or authority to bind or obligate the ULG to any Extent whatsoever with regard to any matter outside the scope of the ULG's purpose.
2. Use the group's name, credit or property for other than ULG purpose.
3. Do any act detrimental to the interests of the ULG or which would make it impossible to carry on the purpose of the ULG.

§ 17. COMPENSATION

No member shall be compensated for services rendered to the ULG except reimbursement or expenses and related costs of conducting the group's business.

§ 18. ANNUAL ACCOUNTING

At the end of each ULG's business year, a full and complete account of the condition of the ULG shall be prepared and made at an AYF's annual meeting to the AYF stakeholders, members of the ULG and anyone who may be concerned.

§ 19. NOMINATION OF CANDIDATES FOR COMMITTEE MEMBERSHIP

(1) At the end of each business year, the Committee members may offer themselves for re-nomination in writing to the AYF Executive Board on condition that the Committee member does not contravene § 14 of these bylaws.

(2) Any member of the ULG may offer him/herself or any other member to be nominated for any position within the Committee to the AYF'S Executive Board.

§ 20. TERMINATION OF COMMITTEE MEMBER'S MANDATE

If it has been determined that a Committee member has been negligent in his/her duties, that Committee member may be removed by 2/3 majority vote of the ULG Committee members present at a meeting where such a decision is to be made.

§ 21. AMMENDMENTS TO BYLAWS

(1) Resolution for amendment of this constitution shall not have any effect unless it has been debated by the members of the ULG and received votes of at least 2/3 of the members present and voting (expressed abstentions counting) at a General Assembly. Proposals for amendments of this constitution shall be sent to the Secretary for consideration by the ULG Committee at least a month before a General Assembly's gathering.

(2) In urgent cases, the voting can also take place in a written election, as long as conform to democratic voting standards. Therefore a written explanation has to be send to all ULG members by the Committee, given enough consideration time to the members which includes answering any question or comment stated by a member concerning the issue and communicating it in a written statement to the whole group.

§ 22. FOUNDATION

(1) The AFRICAN YOUTH FOUNDATION shall be recognised as the original proponent of this Organisation.

(2) The following shall be recognised as the Founding ULG Committee members:

1. Jefferson Worlanyo Agbai (Ghana) - Chairman
2. Lucy Mathai (Kenya) - Vice-Chairperson
3. Fidele Ange Honvou (Benin) - Vice-Chairman
4. Fola Late Lawson (Togo) - Administrator
5. Christelle Agbadebo (Benin) - Secretary
6. Lina Marie Kotonya (Kenya) - Member
7. Malcolm Anderson (Scotland) - Member

§ 23. ADOPTION OF THIS CONSTITUTION

This constitution was adopted by the ULG Committee of 2005 in unanimous vote.

For the Committee of 2005 have signed

on

in

Jefferson Agbai,
Chairman of 2005

Christelle Agbadebo,
Secretary of 2005