Constitution of 1M1B Foundation

Constitution

Article 1

SECTION 1
Name
The name of this Non Profit Corporation shall be 1M1B Foundation

SECTION 2
This Non Profit Corporation, recognized as a 501(c)(3) tax exempt public charity by the IRS will be non-political and non-sectarian in all of its relationships.

SECTION 4
Charter
The Non Profit Corporation shall maintain a charter in state of Wyoming, USA (where registered) as a Non Profit Corporation, recognized as a 501(c)(3) tax exempt public charity by the IRS.

Article 2

SECTION 1
Membership
The 1M1B is a non-membership based organization.

SECTION 2
Officers
The team consists of the Founders, Directors, Advisory Board, and Founding Members, Treasurer, Pro-Bono legal Consultant, Program Managers, Country Coordinators, Fellows, interns, volunteers and contractual employees.

SECTION 3
Qualifications of Officers
Any candidate for office must be a member in good standing, with high integrity, track record, must be eighteen (18) years of age or older, and must have been approved by the Directors of the foundation.

ARTICLE 3

SECTION 1
Executive Board
The Executive Board shall consist of the duly elected officers.
SECTION 2
Founding Members Board
The Founding Members Board shall consist of the Executive Board and Directors.

ARTICLE 4
SECTION 1
Each member of the Board will keep an accurate accounting of duties and records of yearly activities.

SECTION 2
An accurate inventory of all physical assets (except the organizational funds) and their location will be kept in duplicate. One copy to be retained with the Treasurer records. This inventory will be reviewed at least once annually at the Board meeting and verified.

ARTICLE 5
Meetings
The foundation shall hold regular weekly meetings 4 times a month at a time and place designated by the Executive Director.

ARTICLE 7
Logo
The 1M1B Foundation shall have the authority to establish a logo.

ARTICLE 8
SEAL
The foundation seal shall be kept by the Treasurer, to be used as required.
OUR GUIDING PRINCIPLES FOR GOVERNANCE

CHARTER

This document gives clarity to 1M1B about the way the 1M1B is organized and works. It also gives other readers a description of 1M1B.

1M1B Foundation (full form A Million for A Billion), is a leadership, entrepreneurship and a jobs creation initiative aligned to the United Nations Sustainable Development Goals (UN SDGs) with a mission to activate 1 million young leaders and entrepreneurs who will drive 1 billion people out of poverty. 1M1B creates jobs, build conscious enterprises and undertakes income enhancement initiatives for underserved communities by engaging urban leaders and startups. This document tends to facilitate and enable decision-making, rather than prescribe rules.

ADOPTION

1. This Charter was presented to the 1M1B Team, Advisory Board and Board Members for adoption with or without amendment, or rejection. Once adopted it became the official 1M1B Charter until review again in accordance with the terms of this Charter.

Description, Vision and Mission

Description of 1M1B

2. 1M1B Foundation (full form A Million for A Billion), is a leadership, entrepreneurship and a jobs creation initiative aligned to the United Nations Sustainable Development Goals (UN SDGs) with a vision to activate 1 million young entrepreneurs who will drive 1 billion people out of poverty in the underserved regions of the world. 1M1B creates jobs, build conscious enterprises and undertake income enhancement initiatives for underserved communities by engaging urban leaders and start-ups. This Charter does not create a new organization; rather, it establishes rules and guidelines which the team and partnering organizations will adhere to in formalizing their national, regional and global co-operation.

1M1B Vision

3. 1M1B believes that by creating new leaders, innovators and entrepreneurs will fill the gaps that are needed in their own communities — not just in hi-tech sectors, but in all sectors — 1M1B will empower the next generation to be self-reliant and innovative in solving the needs of developing countries.
1M1B Mission Statement
4. 1M1B is based on the principle "Small is the new big", the people and enterprises that 1M1B support address a very specific local issue which potentiates a big social impact in the community. The biggest advantage of 1M1B's initiatives is that they are co-created with the local community and hence 1M1B be customized for people of various cultures and backgrounds, so it remains relevant around the world. 1M1B's goal is to catalyze self-sustaining systems within countries that will continue to foster leadership, entrepreneurship and job creation for its communities.

Primary activities
5. The Primary activities of 1M1B are:
   a. Information sharing
   b. Capacity Building
   c. Workshops
   d. Contests
   e. Events
   f. Advocacy
   g. Cooperation with other NGOs and social entrepreneurs
   h. Partnerships with governments
   i. Mobilization of public support and awareness
   j. Any other activities which would promote the 1M1B Vision & Mission

Governance, Decision Making and Statements

Principles
6. The governance and 1M1B position statements and program development process is the responsibility of all 1M1B Team members, and is expressed through decisions of the 1M1B team. The 1M1B Executive Board may elaborate upon decisions in order to implement them, by creating processes and procedures in line with such decisions.

Governance through the Decision Making Process
7. 1M1B Statements, governance decisions, and other decisions, including the election of the Board, are made through the decision making process.
8. As 1M1B is a non-membership organization, it is recognized that voting by team members will not promote fairness of decision making. Hence consensus will be strived for, but sufficient consensus, namely the support for a decision by most of the team members, with only a small minority dissenting, will also be deemed to be full consensus in special circumstances.
9. In order to promote effective and democratic decision making, the 1M1B Executive Board will first ascertain which 1M1B team members are present, whether they represent individual 1M1B department or Partner organisation. Only such authorized representatives may take part in the decision making process. 1M1B Executive Board
will also encourage virtual participation of Members not present by requesting positions through email.

10. Decisions will be taken by sufficient consensus.

11. Sufficient consensus will first be reached when the facilitator is able to note that full consensus of all representatives is achieved, which will be the ideal, and which the facilitator will strive for.

12. Where full consensus is not reached, in cases where there are opposing or qualifying views, the facilitator will only rule that there is sufficient consensus when these views represent a significant small minority. In such cases:
   a. Facilitators will record the strength of the members or groups on the chart taking note of the size, weight, relevance, equity and particular significance, against each issue put forward for decision making
   b. In the case of opposing or qualifying views, the facilitators will first attempt by debate to eliminate the areas of difficulty
   c. Finally if deadlock is reached the facilitators will state the two opposing positions clearly, and
   d. Take a vote from each of the groups and note the voting on the chart
   e. In the case where those representatives whose views are overruled declare a formal dispute against the decision, the dispute will be referred to the 1M1B Founding Board, which will attempt first to resolve the dispute by mediation, and should this fail, the 1M1B Founding Board will confirm or overrule the decision, and may refer the issue back for further debate.

**1M1B Executive/Founding Members Board**

**The election and constitution of the 1M1B Board**

1. The 1M1B Executive Board will fulfill the function of 1M1B Global Coordination.
2. The election will be by nomination and decision making.
3. Nomination may be arranged by the 1M1B Founder & Directors.
4. Board Members will be chosen through the decision making process, or if unopposed, automatically.
5. The 1m1B Board should if possible reflect the balance and composition of 1M1B, including geographic and gender balance. Members of the Board are, however, representatives of 1M1B as a whole and do not represent their individual regions or organizations.

**Functions and Procedure of the Board**

1. The 1M1B Board will adhere to and operationalize the decisions, as well as facilitate during its term of office. The 1M1B Board will not take independent policy and position related decisions unless first referred to 1M1B as a whole. The board will rely on the local coordinators to insure regional representation in the decisions.
2. The 1M1B Board will represent 1M1B.
3. The 1M1B Board will act as an oversight to the 1M1B Secretariat, which will be accountable to the Board.
4. The 1M1B Board will take all funding decisions of 1M1B, in close consultation of 1M1B team.
5. The 1M1B Board will be the governing body and legal representatives of the 1M1B legal entity. Succeeding 1M1B Board members will give effect to this provision.
6. Any internal decisions by the 1M1B Board will be by vote and simple majority. The Board will however strive for consensus, wherever possible.
7. Notwithstanding anything to the contrary in this Charter, the 1M1B Board must fulfill the function of dispute resolution agency within the 1M1B Foundation. In the case of a dispute arising and not adequately provided for in this Charter, the 1M1B Board must attempt to resolve the dispute. The 1M1B Board may appoint one or more of its members to act as an intervener in disputes, or may appoint an independent third party to do so. All dispute resolution procedures will be designed by the 1M1B Board, and will in all cases include an attempt at mediation. Arbitration of a dispute may only occur if the parties to the dispute agree to do so and 1M1B agree to an arbitrator, who may be a 1M1B Board member. In the case of arbitration, the decisions of the arbitration will be final and binding.
8. A simple majority quorum is required for any regular or special meeting of the Board.
9. In the event of a vacancy due to resignation, removal or death of a sitting member, the Board shall request another nomination, or if a replacement of such is unavailable, then a special election may be had through a simple election process.
10. Board members are indemnified from any actions or conduct taken pursuant to a decision of the Board, unless such conduct was made in bad faith and gross error and neglect

1M1B Legal Entity

1. 1M1B is a legal entity in the form of a 501 c3 non-profit organization, in Wyoming, United States
2. The name of the Legal Entity is 1M1B Foundation
3. The first elected 1M1B Board under this constitution will be responsible for registration of the legal entity and for the opening of the 1M1B bank account.
4. The 1M1B legal entity will be subject to a yearly audit.
5. The purpose of the legal entity is solely to enter into funding contracts for 1M1B, as and when required, and to provide proper administration and oversight of such funds.
6. The day to day administration of the 1M1B legal entity will be managed by the 1M1B Team.
7. The 1M1B Legal Entity may be dissolved by decision of the Founding Members.

Amendment and Termination of this Charter

1. This Charter may be amended through a decision.
2. This Charter may be terminated by decision of the Founding Members.
Employee Codes

1. Employee codes should be set by the 1M1B Board in order to comply with the Labor Laws of the applicable countries where the employees of the 1M1B Team are employed.

1M1B Members Code of Conduct

Values

1. We commit ourselves to:
   a. Participatory, accountable and transparent decision-making.
   b. Ensuring that the Foundation remains true to its vision, mission and objectives.
   c. Mutual cooperation, collaboration and networking internally and with other organizations around issues of mutual concern.

Governance

2. As an international non-governmental organization, we recognize the importance of establishing and maintaining appropriate and effective bodies that will govern the internal functioning at the global and national levels. To this end we will:
   a. Ensure the Foundation has a clear vision, mission, objectives and policies, and adheres to them.
   b. Ensure the governance structure reflects the race, age group and gender composition of 1M1B globally and the various target constituencies that 1M1B works with, with regard to both their composition and their geographic spread.

Accountability

3. Our commitment to promote participatory, accountable and transparent decision making is enshrined in this code of conduct. We aim to:
   a. Develop mechanisms to enable all our team to be involved in planning programs that directly affect them.
   b. Provide opportunities for regular evaluations and updating of programs.
   c. Hold regular strategic planning sessions to which all 1M1B members are invited to contribute.
   d. Provide clear and transparent accounting on financial matters to the broader membership

Commitment to this Code of Conduct

4. All Members of 1M1B are committed to this Code of Conduct.

Breach of this Code of Conduct

5. The following constitute serious breaches of this Code of Conduct:
   a. Misrepresenting the Foundation and its positions
   b. Fraud or corruption
c. Opposition to 1M1B vision, or complete declared opposition to 1M1B position statements

d. Failure to account to 1M1B when required

Breaches may result in expulsion from 1M1B and legal action may be taken if necessary, as provided for in our Charter.

**Disciplinary Code**

1. The 1M1B Board may formulate a Disciplinary Code to amplify this Code of Conduct and set procedures for its application. The Disciplinary Code will become part of this Charter by decision of the Founding Members' Board.