



**INSTITUTION FOR DEVELOPMENT OF
RURAL AND INDIGENOUS PEOPLE (IDRAP)**

CONSTITUTION

NAME AND DOMICILE

Article 1

1. This Institute is named: “Institusi Pemberdayaan Masyarakat Asli dan Pedesaan (IDRAP)”.
2. This Institute is domiciled and headquartered in Kendari, with branches and/or representatives opened in other places decided by the Governing Body with approval from the Board of Founders.

TIME

Article 2

This Institute is commenced on October 22, 2003 and is established for an undefined period of time.

FOUNDATION

Article 3

This Institute is based on PANCASILA and the Indonesia Constitution 1945.

PURPOSE AND OBJECTIVE

Article 4

The purpose and objectives of this Institute are:

1. building the capacity of rural and indigenous people;
2. generating the income of rural and indigenous people;
3. improving the health quality of rural and indigenous people;
4. preserving the environment based on local practices and wisdom;

ACTIVITIES

Article 5

In order to attain those purpose and objectives mentioned in Article 4; the Institute runs activities as follows:



1. carrying out community education and awareness;
2. carrying out micro-credit;
3. supplying water system and sanitation facilities;
4. carrying out reforestation and coral reef rehabilitation.

and other activities in the frame of achievement of the Institute's objectives.

WEALTH

Article 6

1. Wealth of this Institute are consisted of:
 - a. Initial asset allocated by the founders;
 - b. Legally unbinding income both from domestic and foreign organizations/entities, private and public donations;
 - c. Contributions in the form of grants, will or other supports both fixed and unfixed ;
 - d. Revenues from the Institute's activities;
 - e. Other legal incomes.
2. Provisions stated in the Paragraph 1 above, shall be based on the principles of volunteerism, legality and unbinding, and not against the Indonesia laws and also not against the purpose and objectives of this Institute.
3. Fund which is not urgently utilized for the Institute need shall be saved and managed in accordance with procedure decided by all members of the Governing Body completely.

GOVERNING BODY

Article 7

1. This Institute is managed and led by a Governing Body consisting of at least:
A Chairperson,
A Secretary
A Treasurer
2. Members of the Governing Body are elected for a term of 5 (five) years by stipulating their position respectively, and can be dismissed and reappointed by Board of Founder.
3. Board of Founder may appoint some Advisors.

MEMBERSHIP OF GOVERNING BODY

Article 8

1. Membership of the Governing Body ceases because of:



- a. Dying;
 - b. Self request;
 - c. Being declared bankrupt or put under guardianship (*curatele*);
 - d. Conclusion of office period;
 - e. Being dismissed by the meeting of Board of Founder.
2. Dismissal of members of the Governing Body only takes place if he/she (they) failed to take measures either within or outside the Institute causing a detrimental wealth or reputation of the Institute.
 3. Decision of dismissal shall be made in writing by stating the reasons of dismissal, after having been given chance to defend him/her-self in a meeting of Board of Founder held specifically for this matter.
 4. If a vacancy happens in the Governing Body, other existing members may propose to Board of Founder candidate(s) to fill the said vacancy, however Board of Founder can assign other candidate(s) by avoiding candidate(s) proposed by member(s) of the Governing Body.

OBLIGATION AND POWER OF GOVERNING BODY

Article 9

1. Members of the Governing Body collectively oblige to realize the purpose and objectives of establishment of the Institute, by taking fruitful measures on managing and controlling the Institute's wealth in a good manner, including:
 - a. Creating/making bylaws, regulations and work plan of the Institute;
 - b. Organizing and seeking financial income/wealth for the Institute;
 - c. Performing other acts considered good and fruitful for development of the Institute.
2. Outgoing letters shall be signed by the Chairperson and/or the Secretary, and for the finance-related matters shall be signed by the Chairperson and/or Treasurer.
3. Within 2 (two) months after the end of the calendar year which is also the book year of the Institute, the Chairman shall make a report before the meeting of Board of Founder on the works of the Institute for the past year.

Article 10

Chairperson together with the Secretary or a person with a power from them, is entitled to represent the Institute within and outside the Court and therefore entitled to perform all acts, both in relation to organization and ownership, but for:

- a. Making a loan for or borne by the Institute, or lending the Institute's fund to another party, or any other parties to the Institute;
- b. Buying, selling or otherwise to obtain or relinquish rights of immovable items, including building and rights on land;



- c. binding the Institute as underwriter;
- d. pawning movable items belonging the Institute;

shall be done by prior written approval of Board of Founder.

MEMBERSHIP OF BOARD OF FOUNDER

Article 11

1. Members of Board of Founder are consisted of:
 - a. those who founded this Institute;
 - b. those who are proposed as successor by members of Board of Founder who want to resign, have been appointed by the meeting of Board of Founder;
 - c. those who are considered meritorius to this Institute by Board of Founder.
2. Appointment and dismissal of members of Board of Founder shall be done by the meeting of Board of Founder under a condition that proposal must be approved by at least 2/3 (two thirds) of the total members of Board of Founder.

MEETING OF GOVERNING BODY

Article 12

1. Governing Body is required to hold meeting at least once a year, and any time if deemed necessary by the Chairperson, or at least 2/3 (two-thirds) of the total members of Governing Body by written notification of this will to the Chairperson.
2. All the meetings shall be chaired by the Chairperson, or if the Chairperson is not present by a person elected by and from amongst those present;
3. Meeting of the Governing Body is considered valid if at least 2/3 (two-thirds) of members present.
4. If those present does not have a quorum, the meeting chair shall call another new meeting in 7 (seven) days at the soonest after the first meeting, and in 14 (fourteen) days at the latest, where a decision can be legally taken regardless having a quorum.
5. All the decisions are taken on a majority vote as usual, except specified otherwise in this Constitution or in the Bylaws.
6. Each member in the meeting is entitled to one vote.
7. If the number of pro-vote and contra-vote is equal, the meeting chair can make a decision in a full wisdom for the sake of its usefulness.



OBLIGATION AND POWER OF BOARD OF FOUNDER

Article 13

1. Board of Founder is obliged to supervise implementation of the working programs performed by the Governing Body.
2. Board of Founder is obliged to give advise to the Governing Body if needed.
3. Board of Founder has power to:
 - a. appoint and dismiss the Governing Body;
 - b. approve or not approve the draft of Bylaws proposed by the Governing Body;
 - c. approve or not approve the draft of working programs proposed by the Governing Body;
 - d. approve or not approve the draft of business unit proposed by the Governing Body.

MEETING OF BOARD OF FOUNDER

Article 14

1. Meeting of Board of Founder shall be held at least one a year, and any time if considered needed by the Chairperson, or on the request of at least 1/3 (one thirds) of the total members of Board of Founders in a written request to the Chairperson.
2. Meeting of Board of Founder is chaired by the Chairperson, or if the Chairperson is not present the meeting is chaired by a person amongst those present.
3. Meeting of Board of Founder is only valid if attended by all members of Board of Founders.
4. If one member is absent for any reason, he/she can delegate by a proxy letter to another person in Board of Founder.

FISCAL YEAR

Article 15

1. The fiscal year of this Institute starts from January 1 till December 31 every year.
2. The Governing Body is required to provide annual report together with the financial calculation and account of the Institute.
3. Those calculation, account and annual report shall be approved by Board of Founder.
4. Approval on those calculation, account and annual report discharges members of the Governing Body from managing acts for the reported year, as long as those actes are stated in the annual report.



CHANGE/ADDITION AND DISSOLUTION

Article 16

1. The decision to amend or to add this Constitution or to dissolve this Institute, is only valid if taken in a joint meeting of members of the Governing Body and Board of Founder which is attended by at least 2/3 (two-third) of the members of Management Board, and that initiative is agreed by at least 2/3 (two-third) of the valid votes.
2. All the provisions stated in Article 10 Paragraph 4, 5 and 6 shall also apply to that meeting.
3. If the Institute is dissolved, the joint meeting of members of the Governing Body and Board of Founder shall appoint 2 (two) liquidators amongst them, or other parties to settle the rights, liabilities and obligations of the Institute.

UTILIZATION OF THE REST WEALTH

Article 17

If this Institute is dissolved, the Governing Body under supervision of Board of Founder is obliged to settle all the Institute's liabilities, except if the meeting of Board of Founder determines to use the rest wealth in line with the purpose of the Institute.

FINAL PROVISIONS

Article 18

Regarding all other things which are not sufficiently provided in this Constitution shall be further regulated by the Governing Body in the Bylaws and/or other other regulation with the provision that the said regulations shall not be contrary to this Constitution.

In relation to this Constitution and its consequences, the founders choose permanent domicile in the Office of Clerk of District Court of Kendari in Kendari.