



Internal bylaws For the NGO Development Center

Chapter One

Article 1:

An NGO has been established in Jerusalem under the name of:

NGO Development Center

in compliance with the Law (1) for the year 2000 on Charitable Societies.

Article 2:

The NGO's location and address is:

Jerusalem – Dahiet El Barid, and it is entitled to open branches in the main cities of Palestine.

Article 3:

Scope of Work:

Palestine - entire West Bank (including Jerusalem) and the Gaza Strip.

Article 4:

Nature of the NGO:

A non-governmental, Palestinian, independent, non-profit organization, that establishes a framework for Palestinian NGOs and focuses on developing the civil sector and its institutions.

Article 5:

The NGO is representative and has independent finances, and has the right to own transferable and non-transferable funds and to use them only to achieve its goals.

Article 6:

The NGO has the following aims and objectives:

1. Enhance levels of cooperation, coordination and participation among NGOs and umbrella organizations and enhance cooperation and complementarily with the private and public sectors.
2. Enhance the capacity, sustainability and self-reliance of NGOs.
3. Identify in cooperation with umbrella organizations sets of criteria for and contribute towards developing policies related to the NGOs.
4. Advocate to support the work of NGOs in Palestine.
5. Provide precise and thorough information and research papers on NGOs and render it accessible to all.
6. Enhance the capacity and preparedness of NGOs to be responsive to the needs of the poor and marginalized.
7. Contribute towards the work of member organizations towards building and development a Palestinian, democratic strong civil society, based on political pluralism, the respect of human rights and the rule of law.



Chapter Two

Article 7:

Every normal Palestinian person or institution with full legal eligibility, registered in Palestine, is entitled to join the NGO Development Center, as long as he/she/it fulfills the required conditions as per the bylaws.

Article 8:

- a. Persons establishing the NGO are members in it, from the date of registration in the designed registry at the competent ministry.
- b. The Union of Charitable Societies, the Palestinian NGO networks, the Welfare Association, and Palestinian NGO Institutions, and the Palestinian General Union of NGOs, are permanent members in this organization, and represent at any given time at least 50% of the number of members. Members can adhere to the organization according to a special system, and their participation should have a positive effect on achieving the organization's goals.
- c. The Board of Directors is entitled to take a decision regarding the acceptance of applications. Should the Board of directors refuse an application, the applicant may object to this refusal in the nearest GA meeting.

Article 9:

a. The organization has two forms of membership:

- 1) Individual/personal membership.
- 2) Representative membership.

b. Requirements for the individual membership:

- 1) To be over 25 years of age.
- 2) Not to be charged criminally.
- 3) Not to be working in a governmental position.

c. Requirements for the representative membership:

- 1) Membership should be open to operating institutions, with an operational general assembly, that holds documented meetings for the board and assembly, and in which elections are carried out as per the law.
- 2) The organizations and institutions have the right to be represented by a person who is delegated by them, according to agreed upon selection criteria.
- 3) The organizations and institutions should provide their services mainly to their members.



Article 10:

Members' rights and duties:

Each members has one vote, and has the right to vote personally in each GA meeting, and also has the right to vote and run for presidency of the board of directors.

Article 11:

Membership withdrawal:

- 1) The membership ends in one of the following cases:
 - a. Death of the member, and if this person represents the institution, then its dissolution.
 - b. Withdrawal from the organization, in writing to the Board of Directors (BoD) thirty days prior to withdrawal.
 - c. The GA has the right, and following a suggestion from the Board of Directors, to decide to disqualify a member from the organization for one of the following reasons:
 1. Should he have committed a grave mistake in applying the laws and regulations of the bylaws, or in carrying out any decision taken by the GA or BoD.
 2. Should he have behaved contrary to the organization's goals.
 3. Should he have committed a crime.
 4. Should he have lost his representational function.

2) The Board of Directors may suggest to the GA to disqualify a member from the organization for the reasons mentioned in 1, 2 and 3, only after he has been warned in writing, given a reasonable time to rectify the damage, and a chance to defend his position.



Chapter Three General Assembly

Article 12:

The General Assembly is formed of members of the establishing committee, in addition to new members, as long as they are accepted in the organization, as per the agreed upon criteria.

Article 13:

GA ordinary and extra-ordinary meetings:

1. The GA meets in its main office or any other location that is defined in the invitation letter, accompanied by the agenda, at least once a year.
2. The GA meets further to a written invitation sent to all its members who are entitled to be present that shows the date and place of the meeting, and the agenda, two weeks before the date set.
3. The GA's extra-ordinary meeting is called based on the request of:
 - a. The majority of members of the Board of Directors.
 - b. At least one third of the GA members.

Article 14:

GA's areas of specializations:

The GA, in its ordinary meeting, looks at the following issues without needing to mention them in the letter of invitation:

1. BoD report on the organization's activities.
2. Financial report submitted by the BoD and endorsement of it.
3. Legal audited financial report, on the financial status of the organization, and endorsement of it.
4. Appointment of a legal auditor.
5. Discussion and approval of the annual work plan, and revision of the implementation of program and financial policies.
6. Elect a new BoD upon completion of the time set for the BoD.

Article 15:

The GA looks at the following matters, in its extra-ordinary meeting:

1. Amending the bylaws;
2. Disqualifying members of the BoD.
3. Review of any matter relating to the organization's activities, specifically setting general policies and guidelines, with the condition that changes are submitted in writing and approved by the majority of the GA members.
4. Dissolution of the organization and the manner in which it uses its assets and funds.
5. Merging the organization with other institutions or organizations.

Article 16:



1. The GA meeting is considered legal with the presence of a simple majority of its members, should the majority not be present, the meeting is postponed to another session, not exceeding 15 days from the time of the initial meeting, and it is legal with those present, as long as they do not represent less than one third of the members.
2. The GA elects one of its present members to be chair, and in case of disagreement, then the older person chairs.

Article 17:

1. The GA decisions are according to the absolute majority of its members with regard to amending the bylaws.
2. The GA decisions are according to a two thirds majority in the following matters:
 - a. Dissolution of the organization.
 - b. Disqualification of BoD members
 - c. Merging the organization with other institutions or organizations.

Article 18:

Minutes for each GA meeting will be drafted by the secretary and signed by him/her with the board's chair.

Article 19:

BoD should inform the competent PNA ministry in writing of the location and time of the GA ordinary and extra-ordinary meeting, at least two weeks in advance, accompanied by the agenda, and the list of GA members' names.



Chapter Four Board of Directors

Article 20:

1. The organization is managed by the Board of Directors (BoD), composed of thirteen members, elected by the GA, for a period of two years.
2. The establishing committee appoints the first BoD for up to one year after registering the organization.
3. The BoD is entitled to appoint honorary members in the organization, as it sees fit, but they are not eligible to vote.
4. A BoD member does not have the right to continue his membership for more than three consecutive terms.

Article 21:

BoD specializations:

The BoD specializes in the following issues:

1. Officially representing the organization on the local and international levels, and in front of the official parties, within the goals of the bylaws.
2. Preparation of the internal bylaws and necessary guidelines for the organization's work.
3. Approval of the detailed work plans that are derived from the annual work plan, and approval of the annual administrative, financial and operation plans that are prepared by the executive body.
4. Appointment of senior positions, defining their area of specializations, and ending their services according to the internal staff regulations.
5. Establish necessary committees to improve the work, and define their area of work.
6. Prepare the end of year financial statements and the new statements for the new financial year.
7. Supervise the balance statement for the new financial year, and audit the accounts for the completed financial year.
8. Submit yearly administrative and financial reports, and any other future plans or projects to the GA.
9. Fundraise as necessary to ensure the implementation of yearly programs in cooperation with the GA and the executive body.
10. Invite the GA to an ordinary meeting yearly or to a extra-ordinary meeting as necessary, and carry out its decisions as per the law and the bylaws.
11. Follow up on any remarks from the competent ministry and Commission of NGO Affairs, in regards to the organization's activities and respond to them.

Article 22:



The BoD selects among its members, a chairman, a deputy chair, a secretary, and a treasurer.

- a. The BoD chair/deputy chair if not present, specializes in the following:
 1. Represent the organization in front of other parties, in all its relations, and sign on its behalf on all contracts between the organization and other parties on which the BoD agrees.
 2. Chair the GA and BoD sessions, and the sub-committees that he attends.
 3. He is entitled to invite sub-committees for specific meetings.
 4. Approve the agenda of BoD meetings, and supervise the implementation of its decisions.
 5. Sign with the secretary on the meeting minutes, administrative decisions, and internal affairs regarding employees.
- b. The secretary specializes in the following:
 1. Prepare the BoD agenda, invite members, and take charge of the meeting, and prepare minutes, decisions and note them in the register, along with organizing the minutes of GA and BoD consecutive manner.
 2. Ensure that the competent PNA ministry and Commission of NGO Affairs is notified in a statement on the membership or of any change encountered, in writing, in a period not exceeding one week from the date of change or amendment.
 3. Supervise

Article 23:

BoD meetings:

The BoD meets at least once every three months, according to a set annual timetable and following an invitation from:

1. The BoD's secretary which is only legitimate if two thirds of the members are present.
2. Decisions are taking by simple majority (50% + 1) and in case of equal votes, and then the chair has the casting vote.
3. Each member has one vote.
4. The BoD meets exceptionally whenever necessary following an invitation from the chairman, his/her deputy or one third of members.

Article 24:

Membership withdrawal from the BoD:

1. Should a member resign in writing to the board, the board should decide within a period not exceeding one month from the date of



submission, and if it does not respond, then it will be considered as an approval.

2. Absence of the member from meetings on three consecutive occasions with no valid reason.
3. If one of the eligibility membership criteria no longer applies to the member.

Article 25:

1. The representative person may nominate another member instead of the member whose membership has been deleted for any reason. The BoD may also award a membership, replacing the individual member, to the member who had the next largest number of votes.
2. In case of resignation of the BoD collectively, the GA members will call for an urgent meeting, to select a new BoD.

Article 26:

The BoD may not assemble two members or more who have family ties from the first and second degree.

Article 27:

It is prohibited to work for the organization for money and be a member of the BoD.

Article 28:

Members of the BoD may not perform any task for the organization or for his own from which they may derive private benefits.



Chapter Five The organization's finances

Article 29:

The financial assets of the organization are composed of:

1. Subscriptions.
2. Donations, gifts and non conditional aid with receipts.
3. Any funds coming from fundraising carried out legally.
4. Resources approved by the BoD.
5. Endowments (if any).
6. Any other resources as approved by the BoD.

Article 30:

The organization will have an annual budget starting 1/1/ of each year and ending on 31/12 of the same year, that is supervised and controlled by one of the legal accountants. The auditors should submit a report on the financial situation of the organization for the past financial year to the general assembly in its yearly meeting to approve and endorse it.

Article 31:

- The organization will trust its financial amounts in a bank or banks that are accredited by the BoD and the organization should inform the Ministry of the relevant bank within one week.
- The treasurer is not entitled to keep in the organization's petty cash an amount exceeding US \$ 200.00 or any other amount decided by the BoD.
- The organization should submit to the auditor all minutes, financial documents and decisions relating to financial matters, along with expense and deposit sheets.

Article 32:

All finances are for the aims of the organization and it is forbidden to spend any amount for any other matter.

Article 33:

The organization should submit its yearly budget approved by the general assembly along with the financial and administrative report each year to the designated ministry at a time not exceeding four months of the financial year.



Chapter Six Dissolution

Article 34:

The organization can be dissolved in the following events:

- If the organization did not achieve its goals or failed to do so, the BoD or one third of the general assembly has the right to request a non-ordinary meeting for the general assembly to review the dissolution of the organization and how to handle its finances.
- The decision for dissolution is correct if it has been approved by two thirds of the general assembly members.
- The finances of the organization upon its dissolution and after having settled all unsettled dues, can transfer the amounts to another organization with similar goals within the borders of Palestine.
- In case it is difficult to find such an organization, then the money would proceed to the Islamic Waqf.



Chapter Seven General rules

Article 35:

The organization has the right by two thirds to form a union or a merger with another organization, in terms or region or quality.

Article 36:

The organization is entitled to form committees to achieve its goals as it sees fit.

Article 37:

The establishing committee is the first BoD upon registration, and the first round should not exceed one year.

Name of establishing committee and signatures:

No.	Name	Signature	No.	Name	Signature
1.	Zahi Khouri		2.	Ismail El Zabri	
3.	Rawya Shawwa		4.	Sufian Mushashe	
5.	Mohammed Shalaldeh		6.	Nahla Assali	
7.	Allam Jarrar		8.	Hisham Qaddumi	
9.	Darwish Abu Sharkh		10.	Abdel Karim Ashour	
11.	Mohammed Al Rayes		12.	Mohammed Shadid	
13.	Suleiman Khalil				