

Association of International NGOs in Nepal

An informal grouping of INGOs working in Nepal

Articles of Association

Revised April 2008

(Introduced September 1996)

Kathmandu, Nepal

ARTICLES OF ASSOCIATION

These Articles of Association relate to the Association of International Non-Governmental Organisations in Nepal (AIN). This is a membership-based organisation where members consider the Association as part of their institutional responsibility.

1. Shared Values/Principles

We, the members of this Association, have come together because of our common interest in equitable development in Nepal. Our shared values/principles are that:

- We work to help people in need, regardless of their ethnic backgrounds, political afflictions, religious beliefs, and gender difference or preferences, and do not provide assistance for the direct promotion of party-politics or sectarian ends.
- We mutually respect each other's independence and creativity, while recognising the necessity of discussion and dialogue, and the benefits to be gained from close interaction and coordination.
- We promote and provide development assistance with communities and local organisations using participatory approaches for self-reliant development.
- We promote and advocate respect for human rights, tolerance and social justice, and for the right of people to live in dignity and security.

2. Aim and Objectives

The aim of this Association is to facilitate coordination and learning amongst its member organisations and undertake advocacy for equitable development in Nepal.

Objective 1

To improve coordination and complementarity and mutual learnings of our activities in Nepal through regular sharing of information and joint initiatives.

Objective 2

To provide a forum where we can:

- meet and interact together and with other interested parties;
- form working groups to discuss issues affecting the poorer segments of Nepali society, and other issues of mutual interest;
- develop a common position and take collective action on issues of concern to us;
- undertake advocacy and influencing work on development and human rights related issues.
- facilitate/coordinate inputs and the participation of INGOs in Government and/or donor consultations.
- ensure the provision of a contact point for visitors seeking to learn about INGO activities in Nepal.

Objective 3

To facilitate the collection and sharing of information within, and for the International NGO community and the Nepali NGO community; to serve as a focal point for cooperation in a number of sectoral areas; to provide practical advice and assistance to new as well as established INGOs, and to cooperate with the Social Welfare Council (SWC) in its work as the main sponsor and coordinating body for INGOs in Nepal.

3. Membership

The strength of our Association lies in the commitment of the members to actively cooperate and coordinate in the Association's affairs. For this reason agency heads will normally represent their organisations. If it is not possible for the agency head to attend meetings, a person with the authority and capacity to vote on important issues should attend from the organisation. Members are expected at all times to be active, professional, responsible, and constructive.

There are three levels of membership within the Association – Full, Provisional and Observer. The criteria and eligibility are discussed below

3.1 Full Membership

An organisation is eligible to become a full member of the Association if it meets all the following criteria:

1. is an international non-governmental organisation (INGO) that has its headquarters overseas, or is officially recognised by the government of Nepal as an INGO;
2. is a non-profit making organisation;
3. is recognised by the government of Nepal;
4. has had an organisational presence in Nepal for at least one year at the time of applying;
5. does not proselytise;
6. does not represent or support a political party;
7. subscribes to the principles, aims and objectives of the Association;
8. adheres to the Association pledge regarding forced contributions;
9. adheres to other unanimously agreed commitments made by the Association from time to time;
10. has made a written application to the Association's Secretariat, endorsed by an existing Association member.

New organisations applying for full membership must first introduce themselves to a member of the Steering Committee and then submit an application to the AIN Secretariat, backed up by an endorsement from an existing AIN member. The authority for vetting or rejecting applications for membership of the Association lies with the Steering Committee. The Steering Committee will then make a recommendation regarding membership to the Association's Plenary or General Assembly.

3.2 Provisional Membership

Provisional membership status is available for INGOs that have begun their registration process but have not yet completed the registration process. For this status of membership criteria 3 & 4 above have been waived, but the rest of the criteria apply. Provisional members will not have voting rights or have the right to stand for election, but will have all other rights. The application process for provisional membership will be the same as for the application for full membership.

3.3 Observer Status Membership

INGOs or individuals that are active in development in Nepal, but that have no permanent office or official representative or representation in Nepal, will not be eligible for full or provisional membership. Instead, they may apply for observer status. Observer status members will not have voting rights or have the right to stand for election, but will have all other rights. The authority for accepting or rejecting applications for observer status membership lies with the Steering Committee.

3.4 Status, Rights and Obligations, Discontinuance of membership

Members

Status as members of the Association shall be conferred upon those organisations whose applications have been approved by the Association's General Assembly or Plenary.

Rights and Obligations

All categories of members shall have the right to raise issues, provide comments and offer recommendations on all matters relevant to the activities and operations of the Association.

All members shall receive, on a regular basis, all mailings and reports for general distribution, and have ready access to all general information kept on file at the Association Office or in the members section of the AIN website.

Full members (one designated senior representative from each member organisation) shall have the right to vote, and stand for election to the Steering Committee.

Full members can invite up to two others from their organisation to the Association's meetings -- as guests, observers or resource persons -- as the need arises.

Members shall pay a membership fee as may be determined by the General Assembly.

Members shall not engage in activities that are inconsistent with these Articles of Association.

Discontinuance of Membership

Membership of an organisation shall be discontinued if **any** of the following criteria are met:

- the member organisation informs the Steering Committee in writing of its intention to withdraw;

- the Association is dissolved;
- the member is in arrears of payment of membership dues (latest date for payment is the end of March of each calendar year, unless otherwise determined by the Steering Committee);
- the member has failed to attend more than two consecutive meetings of the General Assembly (this rule does not apply for observer status members);
- the member no longer complies with all the membership criteria; or
- the member does not adhere to commitments unanimously agreed by the Association from time to time.

4. Structure and Governance

The basic structure of the Association comprises three levels: the General Assembly and/or Plenary, the Steering Committee and the Secretariat.

4.1 General Assembly

The ultimate authority for the Association lies with the members who make up the General Assembly. The General Assembly meets once a year, usually in June, at which meeting the elections to the Steering Committee are held. The other five Association meetings, held in August, October, December, February and April, are designated as Plenary meetings. The General Assembly and the Plenary delegates authority to the Steering Committee to carry out the various functions of the Association on behalf of the Association.

Functions of the General Assembly

The functions of the General Assembly shall be:

- a) To elect the Steering Committee (see section below "Election of the Steering Committee)
- b) To endorse the selection of the three officers [Chairperson, Secretary and Treasurer] of the Steering Committee (see section below "Election of the Steering Committee")
- c) To direct the work of the Steering Committee in accordance with the objectives of the Association.
- d) To forward to the Steering Committee any comments it may have on applications for new membership.
- e) To make decisions on any subject presented by the Steering Committee for the direction of the General Assembly.
- f) To review the annual plan and budget related to the activities of the Association and to approve them, or to require modification to them.
- g) To review the annual financial reports and audit presented by the Committee and to approve them, or to require modifications to them.

Frequency of Meetings

The General Assembly will normally meet once every year (June). Exceptions to this may be made upon the recommendation of the Steering Committee or if 20% or more of the Members request an extraordinary General Assembly meeting to be held at another time.

Fourteen days prior notice of any General Assembly shall be given by the Steering Committee.

Procedure

The quorum for a General Assembly shall be 40% of the members. If this figure is not reached no decisions shall be made on behalf of the Association.

A General Assembly shall be chaired by the Chairperson of the Association or, in his or her absence, by a member of the Steering Committee.

To vote at a General Assembly, members must

- be a representative of a fully paid up full member organisation
- be represented in person, or
- have submitted a proxy vote in writing to the Association Secretariat in advance of the meeting.

Each member shall have one vote except for the member chairing the General Assembly who shall only vote if a casting vote is required.

Any motion out to the General Assembly must be proposed and seconded by separate Members present; a decision on the motion shall be reached by a simple majority vote except that in the event of a tied vote, a casting vote shall be exercised by the member chairing the General Assembly.

Election of the Steering Committee

The Members of the Steering Committee shall be elected by the following procedure:

- At the April plenary meeting, an announcement will be made about forthcoming vacancies on the Steering Committee, and the procedure for electing or re-electing new members of the Steering Committee will be outlined. This will be followed up by a communication from the AIN Secretariat.
- Nomination ballots will be distributed to all full member organisations in late April.
- Full members will be asked to nominate candidates for each vacancy on the Steering Committee.
- Each nomination shall be seconded by different full members, and agreed by the candidate in question.
- At the General Assembly meeting in June, if the number of nominations for vacancies on the Steering Committee received by the Secretariat is the same as the number of vacancies, then each nominee shall be automatically elected.
- At the General Assembly meeting in June, if the number of nominations for vacancies on the Steering Committee exceeds the number of vacancies then a vote shall be held, the number of votes cast in favour of each nominee determining the post holders.
- Immediately after the election results are known – and during a break in the General Assembly – the newly elected Steering Committee will meet to select the new office bearers (Chairperson, Secretary and Treasurer) for the forthcoming year if any office bearers have stepped down from the Steering Committee, or have failed to be re-elected. The recommendation of the Steering Committee will then be put to the reconvened General Assembly for endorsement by simple majority vote.
- If the General Assembly fails to endorse the office bearer recommendation of the Steering Committee, then the Steering Committee will reconvene at a later date and propose new office bearers for endorsement at the August Plenary meeting.

Eligibility of Steering Committee membership, and duration of term of office

A Steering Committee member has to be the Representative, Country Director or specially delegated senior manager of a fully paid up Association full member. The Steering Committee member must be willing to serve on the Steering Committee for at least one year, but preferably for a period of two years. The Steering Committee member must be able and willing to commit time to Steering Committee affairs and ensure regular and consistent presence at Steering Committee meetings.

There shall be no restriction on the number of times a Member may be a member of the Committee, but a maximum of four consecutive years is preferable, with a break of at least one year before resuming such membership.

Efforts will be made by the Steering Committee to ensure that not more than four of its members change in a period of 12 months.

Invitees

- Steering Committee members had agreed that two candidates with next highest number of votes to be included in SCM as Invitee.
- If in case any SC seats get vacant in mid term, the Invitees attending the Steering Committee meetings can be replaced as SC Members on an adhoc basis to provide additional input to the Committee till the next election period.

4.2 The Plenary Meeting

All members of the General Assembly shall meet on a regular two monthly basis. Such meetings shall be called Plenary Meetings and shall form the dynamic backbone of the Association throughout the year. In addition to continuing the ongoing functions of the General Assembly throughout the year, the Plenary Meeting takes responsibility for guiding the Steering Committee, and through it the Secretariat, on all duties, activities and decisions related to the Association.

5 Steering Committee

The Steering Committee will consist of nine members elected by the General Assembly. Within the Committee there shall be three Office Bearers: a Chairperson, a Secretary and a Treasurer.

Purpose and Function of the Steering Committee

The Steering Committee shall undertake specific responsibility to:

- a) select the Chairperson, Secretary and Treasurer from among those elected to the Steering Committee, and make a recommendation on this selection to the June General Assembly
- b) act on behalf of the General Assembly/Plenary between meetings and report on those actions at the next meetings;
- c) prepare the annual plan, activities, and budget of the Association for approval by the General Assembly/Plenary;
- d) determine the function, structure, resources and activities of the Secretariat;

- e) present to the General Assembly/Plenary, as necessary, reports on progress and finance;
- f) set up sub-committees and task forces to support the objectives of the Association. These bodies may include non-members;
- g) formulate by-laws and regulations to assist in the functioning of the Association provided these do not conflict with these Articles of Association;
- h) review and, with guidance from the General Assembly/Plenary, make decisions on applications and other issues related to Membership of the Association; and

Steering Committee Meetings

The Committee shall normally meet once a month or as often as it feels necessary.

The quorum for a Committee meeting shall be 50% of the Committee members. Decision shall be reached by a simple majority vote, with each Committee member, except the Chairperson, having one vote; in the event of a tied vote, the Chairperson shall exercise a casting vote.

In the absence of the Chairperson, another office bearer will chair the meeting. If all the Office Bearers are absent, then the meeting shall be postponed.

5.1 Office Bearers

The Office Bearers of the Association shall be the Chairperson, the Secretary and the Treasurer.

Responsibilities of the Office Bearers

The Chairperson shall:

- provide overall leadership to the Association;
- convene and chair meetings of the General Assembly/Plenary and the Steering Committee;
- represent the Association at other functions and meetings, or nominate another representative to do so.

The Secretary shall:

- be responsible for minutes being kept of all meetings and for making these available to the General Assembly and the Committee;
- assist the Chairperson in the execution of his/her duties.

The Treasurer shall:

- be responsible for the preparation of all-financial reports and audits and for ensuring that these shall be available for inspection by Members.

6 Secretariat

The Secretariat is responsible for carrying out the day-to-day activities of the Association. The Secretariat staff are employed under contract to the Association and are accountable to the Steering Committee.

Responsibilities of the Secretariat Staff

The Secretariat Staff shall:

- arrange and attend meetings of the Steering Committee and General Assembly/Plenary;
- ensure correct minute taking and distribution;
- organise and support various working groups of the Association;
- carry out the decisions and tasks of the Association as instructed by the Committee;
- arrange election procedures for Steering Committee Members;
- assist the Committee Members in the execution of their duties; and
- represent the Association when requested by the Steering Committee to do so.

7 Adoption, Amendment and Termination of Articles

These Articles shall be adopted provided at least two-thirds of the current full membership of the Association vote in favour of an appropriate resolution.

These Articles may be amended by decision of the General Assembly provided two-thirds of the full members vote in favour of the amendment.

The Association may be terminated by decision of the General Assembly provided two-thirds of the full members vote in favour of the relevant motion.

In the event of termination of the Association, the General Assembly shall decide how the assets of the Association shall be disbursed.

7.1 Omissions

Any issues which have not been dealt with specifically in these Articles of Association shall be decided by the General Assembly.