



**Association of International NGOs in Nepal**

***Articles of Association***

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Meeting on 19<sup>th</sup> April 2011

***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 organization where members consider the Association as part of their institutional responsibility.

## 1. Shared Values and Principles of AIN

We, the members of this Association, have come together because of our common interest in equitable development in Nepal. AIN is guided by shared principles and values of equitable development, which are in line with international standards of human rights. These include:

- AIN members are international non-governmental, non-profit, non party-affiliated organisations working in Nepal to advance the public good, including human rights, sustainable and equitable development, environmental protection, and humanitarian response.
- AIN member organisations implement their programmes without discrimination regarding gender, race, caste, ethnic origin, geographical location, disability, political affiliation, or religion, whilst acknowledging that adhering to these principles may involve affirmative action.
- AIN and its members are committed to contributing to an improved quality of life for Nepal's people, especially the poor and excluded, and focus assistance on reducing poverty, meeting the immediate needs and conditions of the poorest people, and enabling communities to be self-sufficient and empowered.
- AIN members ensure their work tackles discrimination, social exclusion and injustice.
- AIN members work with and through local partners – including communities, community based organisations, and government bodies – as partners in planning and implementation of development programmes, as well as with national NGOs, donors and the government on policy advocacy.
- In order to ensure broad ownership of members' work, AIN seeks to be transparent and accountable and to communicate intentions – and widen and deepen dialogue – with partners at all levels.
- As a network of INGOs, AIN recognises that all aid can influence conflict situations and create incentives and disincentives for peace. All AIN member programmes contribute to the strengthening of democratic norms and systems that allow for the nonviolent resolution of conflict.
- AIN and its members 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.

## 2. Mission and Objectives

**2.1 Mission:** AIN aims to be a strong, proactive, and accountable network of INGOs in Nepal which works towards equitable development, poverty reduction, sustainable peace, human rights, social inclusion and good governance among its members and their partners.

**2.2 Objectives:** AIN will work towards enabling its members to:

- 1) engage and coordinate with other development and humanitarian actors, including government bodies, NGOs, NGO associations, and funding partners;

- 2) continue to improve systems towards increased accountability, transparency and diversity;
- 3) have access to guidance and resources; and
- 4) collaborate in areas of common interest.

### **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 Basic Operating Guidelines (BOGs);
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**

#### **3.4.1 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.

#### **3.4.2 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.

#### **3.4.3 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

## **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.

#### **4.1.1 *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, Vice-Chairperson 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.

#### **4.1.2 *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.

### **4.1.3 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.

### **4.1.4 Election of the Steering Committee**

The Members of the Steering Committee shall be elected during the General Assembly, 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.
- If a member wishes to be nominated and has not yet received a nomination from a full member, the potential nominee should contact the AIN Secretariat who will assist in the nomination process.
- 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.
- In the event of a tie, the candidates will leave the room and another vote will be conducted.
- The newly elected Steering Committee will meet within one week after the election to select the new office bearers (Chairperson, Vice-Chairperson and Treasurer) for

the forthcoming year if any office bearers have stepped down from the Steering Committee, or have failed to be re-elected.

#### **4.2 The Plenary Meeting**

All members of the General Assembly shall meet regularly, on a 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.

#### **4.3. Steering Committee**

The Steering Committee will consist of eleven members elected by the General Assembly. Within the Committee there shall be three Office Bearers: a Chairperson, a Vice-Chairperson and a Treasurer. Pursuant to Article 7 below, AIN Members are encouraged to pay attention to diversity and equity issues when electing Steering Committee members. AIN shall strive to achieve an appropriate balance of international and national colleagues, gender balance and fair representation of disadvantaged/discriminated groups.

##### **4.3.1 *Purpose and Function of the Steering Committee***

The Steering Committee shall undertake specific responsibility to:

- a) select the Chairperson, Vice-Chairperson 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 working groups 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

##### **4.3.2 *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, the Vice-Chairperson will chair the meeting. If the Chairperson and the Vice Chairperson are absent, the Treasurer will chair the meeting. If all the Office Bearers are absent, then the meeting shall be postponed.

#### **4.3.3 Eligibility of Steering Committee membership**

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 a full term of two years. The Steering Committee member is elected on an individual basis: he or she does not represent an organisation but the AIN members that have elected her/him. 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. Individual Steering Committee members have the individual responsibility to plan their time to be able to attend and actively participate in all 12 regular SC meetings per year. A minimum of 8 meetings a year is compulsory, failing which the SC Member may lose his or her seat by decision of the Chairperson.

#### **4.3.4 Duration of Term of Office**

A term in the Steering Committee is two years. Membership of the Steering Committee is limited to a maximum of two terms within a five-year period. Efforts will be made to ensure that not more than four of its members change in a period of 12 months.

#### **4.3.5 Invitees**

The category of "Steering Committee Invitee" is hereby abrogated. Steering Committee Members currently serving in this category are invited to stand for elections at the next General Assembly. As per past practice, their term as "invitee" will not be counted against the duration of term of office stipulated in Article 4.1.6. If elected as Steering Committee Members they will be able to serve a maximum of two terms within a five-year period.

#### **4.3.6 Responsibilities of Office Bearers**

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

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 Vice-Chairperson shall:

- Assist the Chairperson in the execution of his/her duties and in providing overall leadership to the Association;
- Act as chair for meetings of the General Assembly, Plenary and Steering Committee when the Chairperson is unavailable;
- Replace the Chairperson in external representation functions

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.

#### **4.4. Responsibilities of the Secretariat**

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

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.

### **5. Workforce Diversity and Inclusiveness**

An inclusive and diverse workforce, with respect to gender, caste, ethnicity at all levels including management and decision making positions, is promoted in the spirit of the Interim Constitution 2007 and the Three Year Interim Plan 2007. This shall apply to the Steering Committee, Secretariat and Working Groups.

AIN Members are encouraged to participate in workforce diversity events and staff composition surveys conducted on a regular basis. They are encouraged to take these issues and principles into account while nominating and electing Steering Committee members, as well as designating Office Bearers.

### **6. Confidentiality and Communication Policy**

Information obtained by Steering Committee members and Secretariat staff or generated in performing the tasks outlined above will remain the property of AIN. Individual Steering Committee members and Secretariat staff shall not, without prior written permission from the Chairperson, disclose any confidential information to any external party. "Confidential Information" shall include any information or material provided by or belonging to AIN that has not been made generally available to the public, whether or not expressed in a document or other medium and whether or not marked as confidential. Confidential information or material may include, but is not limited to meeting minutes, reports, notes for the file and budgets.

### **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.

## **8. Omissions**

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

Signature and date if and once adopted by the General Assembly (by two-third of votes)