# A sample set of NGO By-Laws

Concrete By-Laws form the core of an NGO's identity and structure. By-Laws are called by different names in different countries, including "Articles of Association", "Statutes", "Articles of Incorporation", "Constitution" etc.

Having a clear set of By-Laws not only provides clarity to an NGO's structure and functioning, it also provides a basis for trustworthy relationships with other organizations and entities, and in building the NGO's identity. In many countries, developing and adopting a set of By-Laws (and taking action on the issues stipulated in the By-Laws) is a critical pre-requisite for its official registration with local authorities.

The table below provides a standard list of article, their content, and sample text, which can be selected from, and adopted by, a new NGO.

Note that this set is not targeted at any particular country and is provided an indicator only. It is also in no way complete. From the list below, an NGO can select only those articles that are relevant and necessary to their needs.

Specific countries may have their own stipulations for the contents of the By-Laws, and these will have to be referred to and satisfied, before the By-Laws are drawn and adopted. As mentioned in Articles 47-49, the By-Laws can also be changed or modified as the need arises.

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| **How to use this document:** 1. Check local laws on NGOs or related types of organizations to see if by-laws are needed for registration
2. If possible, review by-laws of similar local NGOs. Many times, NGOs are required to make their by-laws public. This is a good opportunity to study them
3. Go through the list below and identify which articles are needed and relevant. Not all are needed or are relevant to the type of NGO being set up.
4. Fill in the content for each article by answering the questions listed, and matching them with your own organizational plans for the NGO.
5. Consult your NGO Board and staff members for comments, suggestions and endorsement \*
6. Publicize the by-laws to obtain further comments and buy-in \*
7. Use the by-laws for registration of your NGO \*
8. Regularly review the by-laws (and modify, if needed) every year or two \*

\* These items can be part of a by-laws article itself!  |

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| **Article** | **Content** |
| Article 1: Preamble | What is the By-Law about? What will it contain?  |
| Article 2: Name, Acronym and Logo | What is the name of the NGO? What is its official acronym? If available, how does its logo design look like?  |
| Article 3: Applicable laws and legal status | Under what local and national laws is the NGO set up? Does it have official consultative status with the UN, or is it UN-accredited? Is it a member of any national, regional or international network/association/initiative?  |
| Article 4: Sphere of activities | What activities will the NGO undertake? What will be its spheres (or categories) of activities?  |
| Article 5: Location and Duration | Where is the registered office of the NGO located? What is its postal address? How long will the NGO be set up for - that is, is it for a limited period only, or is it unlimited?  |
| Article 6: Aims, Visions and Mission | What are the aims of the NGO? Have goals and objectives been developed? What is its vision statement? What will be the mission of the NGO, and who will be its target beneficiaries?  |
| **MEMBERSHIP** |
| Article 7: Membership | Does the NGO have members? What is the membership structure of the NGO?  |
| Article 8: Qualification | What are the qualifications of the NGO's members? Why are such qualifications needed?  |
| Article 9: Admission | How will members be invited and admitted to the NGO? What is the procedure?  |
| Article 10: Responsibility | What will be the expectations and duties/responsibilities of the NGO members?  |
| Article 11: Consensus Building | How will consensus building be achieved among the members? How will decisions be taken on the NGO's activities? What are the procedures?  |
| Article 12: Resignation | What are the procedures for a member to resign from the NGO's membership? Who should it be addressed to, and how is it accepted and processed?  |
| Article 13: Expulsion or Suspension | Under what circumstances can a member be expulsed or suspended from the NGO? Who will take the decision, and how will it be implemented? What process of redress will be available to the member?  |
| **ORGANIZATION** |
| Article 14: Organizational Structure | What is the organizational structure of the NGO? What will be the position of the staff members responsible for different aspects of the NGO's programmes?  |
| **GENERAL ASSEMBLY** |
| Article 15: Procedures | Will the NGO have a General Assembly? Why is it needed? Who can participate in the general assembly? Is there a proxy policy? How will the proceedings be reported to the general public?  |
| Article 16:Scope | What is the scope of the General Assembly? What will be the duties and responsibilities of the General Assembly?  |
| Article 17: Decision-Making | How will the General Assembly decisions be taken? How and who can present proposals for decision-making, and what is the procedure/process for taking decisions?  |
| Article 18: Quorum | What will be the minimum quorum needed to call for a General Assembly, for the proceedings to take place, and for decisions to be taken?  |
| **BOARD OF DIRECTORS** |
| Article 19: Composition | What will the Board consist of? How many members will the Board contain? What will be their positions? Which current working staff members will also be on the Board of the NGO?  |
| Article 20: Eligibility | Who will be eligible to become members of the NGO's Board? What will their qualifications be?  |
| Article 21: Selection and Appointment | How will potential individuals be identified and selected to the NGO's board? How will the appointment be decided and implemented?  |
| Article 22: Term of Office | How long will a member's term of office be on the NGO's Board?  |
| Article 23: Vacancies | How will vacancies in the Board's membership be handled? How will be the position be advertised and recommendations/applications processed?  |
| Article 24: Duties and Functions of the Board | What will be the duties and functions of the Board? What is the NGO's expectation of a Board member?  |
| Article 25: Decision-making. | Like the General Assembly, how will decisions be taken in Board meetings? What is the procedure and quorum for a decision to be accepted and implemented?  |
| Article 26: Press statements. | Who will prepare Press Statements to reflect the proceedings and functioning of a Board meeting or NGO's activities? How will a Board's acceptance of media/press statements be sought?  |
| Article 27: Meetings. | What is the usual agenda for a board meeting? Who will call it, and how will the proceedings be handled?  |
| Article 28: Quorum | What will be the minimum quorum needed to call for a Board meeting, for the proceedings to take place, and for decisions to be taken?  |
| Article 29: Resignation | If a Board Member wishes to resign from his/her position, how will it be handled? What is the procedure?  |
| Article 30: Removal | Under what circumstances can a Board member be removed (either expelled or suspended) from the NGO's Board? What is the procedure, and who has the authority to initiate such a procedure? What process of redress will be available to the Board Member?  |
| **SUPPORTING COMMITTEES** |
| Article 31: Running. | What committees will be set up to support the functioning of the NGO? (eg., Funding, media, strategy/policy/project development etc.).  |
| Article 32: Aims and Responsibilities | Why will these committees be set up? What will be their main aims and responsibilities?  |
| Article 33: Election and Term of office | How will the committees be set up? What is the procedure for the election/selection of committee member? What will be their term of office?  |
| Article 34: Duties and Responsibilities | What function will the members of the committee perform? What will be their duties and responsibilities? Who will decide the duties and responsibilities, and how can they be modified?  |
| **AUDITOR** |
| Article 35: Annual Audit. | Will the administration and finances of the NGO be audited? What is the procedure of the audit? How will findings of the audit be implemented?  |
| **STAFFING** |
| Article 36: Definition | How is staff members defined within the overall structure of the NGO's organization? How are they different from other types of members (eg. General Assembly or Board members)?  |
| Article 37: Duties and roles of staff members | How many staff members will be working at the NGO (both full-time and part-time)? What will be their duties and roles within the overall functions and activities of the NGO?  |
| Article 38: Hiring and dismissal | How will staff members be hired? Under what circumstances will staff members be dismissed or suspended? Who is authorized to take such action?  |
| **RESOURCES** |
| Article 39: Sources and uses. | What is the nature of (financial) resource needs of the NGO? What will be the primary sources of such resources (including private/personal sources).  |
| Article 40: Initial Capital and Assets | What will the initial capital needs of the NGO be? What kinds of assets (financial and non-financial) will be needed to start the NGO?  |
| Article 41: Funding Raising. | What policy will be put in place by the NGO for fund raising? What purposes will it be used for, and who will be responsible?  |
| **OTHER CLAUSES** |
| Article 42: Liability. | What are the applicable liabilities for the NGO? Under what circumstances are these liabilities applied? What procedures are in place to activate these liabilities, and who is responsible for them?  |
| Article 43: Fiscal year/Financial Year | What is the duration, and starting month, of the NGO's fiscal/financial year?  |
| Article 44: Applicable law and Court | Under what applicable law and court will the NGO be constituted? How will disputes and other legal matters be handled?  |
| Article 45: Dissolution. | Under what circumstances the NGO can/will be dissolved? What is the procedure for dissolution? Who will be responsible for dissolving the NGO?  |
| Article 46: Liquidation profit. | If profits are generated during the liquidation process of an NGO, how will it be disbursed? What procedures are in place to handle such matters?  |
| **ABOUT THE By-Laws** |
| Article 47: Coming into force. | When do the By-Laws come into force? What is the procedure to ensure that the By-Laws are legally accepted and are also informed to all appropriate/concerned persons?  |
| Article 48: Validity, and extension of validity, of By-Laws | What is the period of validity of the By-Laws? What is the procedure to extend the validity of the By-Laws?  |
| Article 49: Additions, modifications and amendments to Articles | What is the procedure for additions, modifications and amendments to be made to the articles in the By-Laws? Who is authorized to undertake the task? |