

Memorandum of Association

The Center for Human Rights and Democratic Participation "SHAMS"

Chapter 1

Article I:

This is considered the Memorandum of association for the Centre of Human Rights and Democratic Participation "SHAMS" in Palestine. It is devised since the center has been established and officially registered in accordance with the provisions of the law of the benevolence and civil society organizations No. (1) for the year (2000).

Article II:

The following terms and expressions - where they appear- respond to the meanings set out to them unless the presumption indicates otherwise:

- 1- The Center: Center for Human Rights and Democratic Participation "SHAMS"
- 2- The Member: ordinary or legal character who is a member of the General Assembly of the Centre.
- 3- General Assembly: the broader leading body in the Center and is composed of all members of the Center.
- 4- Board of Directors: members that are elected by the General Assembly to supervise and manage of the Centre.

Article III:

The Centre for Human Rights and Democratic Participation "SHAMS" was established in Ramallah city under the law of charitable and civil society organizations No. (1) in 2000.

Article IV:

The permanent address and the Head Office of the center is located in Ramallah city, the center is entitled to exercise its activities and to open branches in all Palestinian cities, villages and camps when needed.

Article V:

Legal character

The Center enjoys a status of independent legal character, and it has an independent financial disclosure, and has the right to own movable and immovable properties/assets and to dispose these funds within the limits that enables the center to achieve its goals and objectives.

Article VI:

The Center for Human Rights and Democratic Participation "SHAMS" is a Palestinian civil non-profit organization established in 2004 by a group of persons (academics and human rights activists) that share a common vision to build a Palestinian democratic civil society based on respect for human rights and non-discrimination.

Article VII:

Objectives of the Centre

1. Circulating and disseminating human rights culture/concept in the Palestinian society.
2. Encouraging young people to societal participation.
3. Promotion of Equality, non-discrimination and working to build bonds of trust among different social parties and segments.
4. Cooperation with civil society organizations in order to influence the issuance of legislations necessary for promoting the concepts of human and society rights.
5. Building a democratic civil society through the development of Palestinian society.
6. Activating and strengthening voluntary work in Palestine.

7. Encouraging issuance of researches and studies in the areas of human rights, democracy and civil society.
8. Strengthening the relationship with the Arab and International institutions dealing with human rights, democracy and civil society.

Chapter 2

Article VIII:

Membership

1. Membership of the center is individual, non-convertible or representative, and is not also inheritable.
2. Any ordinary and/or legal character that possesses the eligibility criteria (requirements and qualifications) has the right to be a member of the center in accordance with the provisions of this memorandum.
3. Founders are members of the Center from the date of its registration in the civil associations' registry in the Ministry of Interior.
4. new applicants for membership should submit an application to the Board of Directors comprises (Full Name, address, date of birth, profession, identification number, nationality), pledging commitment to apply and implement the provisions of the Memorandum of association of the Centre. The Board of Directors is authorized to approve or reject the application.

Article IX:

Membership Criteria:

1. The member shall not be less than 18 years old.
2. The member shall believe in the goals and objectives of the Centre
3. The agreement of at least two-thirds of the members of the Board of Directors on the application.
4. Payment of the annual subscription fees that are determined by the Board of Directors.
5. The member shall not have been convicted of a crime or a felony crime against the honor and trust.

Article X:

Rights and obligations of membership:

1. The member has the right to participate and vote at each meeting of the General Assembly, and has one voice in each ballot.
2. The member has the right to participate in the activities of the center and to benefit from its services.
3. The member abides by to pay annual subscription approved by the Board of Directors.
4. Each member has the right to nominate himself for membership of the Board of Directors in accordance with the provisions of the Memorandum of the Centre.
5. The member is not exempted from paying the amounts due for payment in case of the end of the membership.

Article XI:

The termination of membership

1. Membership ends in one of the following cases:
 - The death or loss of legal capacity of the member, and the dissolution of the member if it is a legal entity.
 - Submitting a written note thirty days prior to the resignation.
 - Loss one of the conditions of membership.
2. The dismissal from the institution for one of the following reasons:
 - Causing a huge physical or moral danger.

- If the member does not pay the annual subscription or any other financial dues to the Center, he will be informed with a two-month written letter to repay or he will lose his membership.
- Acting contrary to the goals and objectives of the centre.
- If the member did not attend two consecutive meetings of the General Assembly without an acceptable excuse.
- Convicted of committing a crime against public moralities.
- In the event that the member is being necessarily dismissed for the abovementioned reasons, the Board of Directors has not the right to expel him before informing him with a written letter and the member has the right to give a written reply to the Board of Directors, or to appear before the Board of Directors to defend his position in a period of up to fifteen days from the date of receiving the dismal letter.

Article XII:

Restoration of membership

Members who lost their membership because they did not pay the annual subscription can restore if they pay the amount owed to them.

Article XIII:

Every invitation or warning or notification that the Center directs to any member must be delivered to him written and personally or send to his address that the center has.

Chapter three

First: The General Assembly

Article XIV:

The General Assembly consists of all members paid all financial subscription imposed by the provisions of the center memorandum or by any other conditions imposed by this memorandum.

Article XV:

The General Assembly meetings:

1. The General Assembly meetings held at the Head Office, or may be convened at any other place specified in the invitation.
2. The General Assembly is invited to a regular meeting once every year at least.
3. Fifteen days before the meeting of the General Assembly to be held, a written invitation is sent to each of its members who are entitled to attend the meeting. The invitation must contain the location, date, and the agenda.
4. The General Assembly is invited to regular and irregular meetings by:
 - Majority of the Board of Directors members.
 - One-third of the General Assembly members.
 - Executive body if necessary.
5. The Board of Directors sets the date, place and the agenda for the regular and irregular meetings of the General Assembly, and the General Assembly may consider issues other than these specified in the agenda by the approval of two thirds of the General Assembly.

Article XVI:

The General Assembly considers in its regular meeting the following matters without the need to mention them in the invitation for the meeting:

1. The Board of Directors' report about the activities of the center during the previous year and ratification on it.
2. Financial report presented by the Board of Directors and ratification on it.
3. Legal auditor's report and ratify it.

4. Ratification on the estimated draft budget for the next year.
5. Employment of auditors.
6. Election of new Board of Directors.

Article seventeen:

In its irregular meeting, the General Assembly considers the following issues:

1. Amend the Memorandum of the Centre.
2. Dismiss all or some Board members, and withhold their confidence.
3. Unify or merge the center with other centers, associations or bodies.
4. Dissolve the center and determine how to dispose of its funds and assets.

Article eighteen:

The meeting of the General Assembly is valid with the presence of the absolute majority of its members, and if the absolute majority is not available, the meeting is postponed within a period that does not exceed fifteen days after the first meeting, in which the meeting is valid with the presence of the members who attended, but they have to be not less than one-third of the members of the center.

Article nineteen:

Presidency of the General Assembly meetings:

The Board chairman or his deputy presides over the Assembly meetings, and if they are absent, the meeting chaired by the member whom the General Assembly agrees on.

Article twenty:

Decisions of the general assembly:

1. Resolutions of the regular meetings of the General Assembly are issued by the absolute majority (50% +1) of the members present at the meeting.
2. Resolutions of the irregular meetings of the General Assembly are issued by the vote of two-third of the members of the center in the following issues:

Dissolution of the Center:

- Amend the memorandum.
- Dismissal of members of the Board of Directors and withdraw confidence from them.
- Unify or merge the center with centers, associations or with other bodies.

Article twenty one:

A record made in each meeting of the General Assembly, the Secretary writes the record then he signs it jointly with the Chairman of the Board of Directors, this record is a primary evidence of the legitimacy of the meeting and the decisions taken.

Second: the Board of Directors

Article twenty two:

Membership of the Board of Directors:

1. A Board of Directors ranging between (5) and (13) members runs the Center. They are elected by the General Assembly among its members, for three-year term, renewable for once.
2. The founders of the center are the members of its constituent Board of Directors for a term that does not exceed one year.

Conditions of the nomination for the Board of Directors membership.

Article twenty three:

Conditions of the Board of Directors membership:

1. Being a member in the center for a period that exceeds one year.
2. The member who is nominated for the presidency of the Board of Directors has to be a member in the center for more than two years at least
3. Members of the first Board of Directors following the constituent council are excluded from the conditions (1+2)
4. Appointment of a member in the Board of Directors by at least two members of the General Assembly.

Article twenty four:

Loss the Board of Directors membership.

The member of the Board of Directors loses his membership in the board in the following cases:

1. Absence of attending three consecutive meetings without an acceptable excuse.
2. In the event of resignation from the Board, he must submit a written notification to the Board of Directors and the Board takes its decision during a period not exceeding one month from the date of submission, and, if there is no response from the Board of Directors, then the resignation is approved on.
3. The end of the renewal period according to the first paragraph of Article (22) of this chapter.
4. If the member is not committed to his daily work in the Center.
5. If the member loses his legal capacity or exposes to bankruptcy.

Tasks and functions of the Board of Directors

Article twenty five:

Functions of the Board of Directors

1. Working to achieve the objectives of the Centre and practically apply the directions and recommendations approved by the General Assembly.
2. Adopting administrative plans and the annual programs that meet the vision of the General Assembly.
3. Submitting financial and administrative reports to the General Assembly.
4. Appointing employees for the center, approve on the resignations, and determine their functions in accordance with the provisions of the memorandum.
5. Inviting the General Assembly to regular and irregular meetings and implement their decisions in accordance with the provisions of the memorandum.
6. Working on finding sources of fund to support the center.
7. Managing the matters of the center, and preparing the internal regulations and instructions to conduct the work of the center.
8. Discussing and approving the financial and the administrative reports submitted by the executive body.
9. Forming committees as the governing council deems necessary to improve the work and identify their responsibilities.
10. Follow-up the observations from the relevant ministries in relation to the activities of the center and respond to them.

Article twenty six:

The Board of Directors chooses from among its members a Head Director and a Vice-head director and a secretary and a treasurer.

1. The Board of Directors chairman or his deputy in his absence specialize in the following:

- 1- Representation of the Centre in signing on all correspondences, letters, contracts and agreements made between the Centre and the other parties.
 - 2- Financial matters presidency, and sign the financial transactions with the treasurer.
2. The Secretary specializes in the following:
- 1- Preparing the agendas of the Board of Directors, extend invitations to the members, hold the Secretariat of the meeting and the preparation of the meeting records and register them.
 - 2- Capable of accountant book in accordance with law.
 - 3- Notify the relevant ministry, the Ministry of the Civil Organizations, and the General Union of the statement of the membership in the center through a written notification does not exceed one week.
 - 4- Implement the decisions of the Board of Directors.
 - 5- Preparing the annual administrative report about the activities of the center and submit them to the Board of Directors.
 - 6- Preparing the agenda of the General Assembly and invite the members to their regular and irregular meetings.
 - 7- Supervising all administrative tasks, personnel and accept applications for membership.
3. The Treasurer specializes in the following:
- 1- The Treasurer is responsible for all financial matters in accordance with the systems and assets used.
 - 2- Supervising all financial resources of the Centre and the expenses and receipts for all income received, and receive and deposit money with the National Bank adopted by the Board of Directors.
 - 3- Registering all income and expenses consecutively in special records and for that he would be responsible for organizing and supervising the financial tasks and the financial cabinet in addition to offer observations to Governing Council.
 - 4- Overseeing the annual inventory and submit a report about the outcome of the inventory to the Board of Directors.
 - 5- Spend all amounts to be legally disbursed with retaining documents proving the validity of the exchange process in addition to control and keep the documents.
 - 6- Reviewing financial reports of the center and reviewing the financial documents before the exchange process, adopt and keep them.
 - 7- Implement the resolutions of the Board of Directors concerning the financial transactions, provided that they are identical to the budget items.
 - 8- Preparing the budget of the center for the upcoming year with the participation of the Secretary and submit it to the Board of Directors.
 - 9- Signing the instruments and securities with the head of the Board of Directors.
 - 10- Replying on all the observations of the ministry or the relevant ministry.

Article twenty seven:

Decision-making

1. Decisions are taken by the majority, and the voice of the head director is weighted with the exception for the decisions below that require two-third of the voices of the board of directors.
 - Cancel or develop functions.
2. There is no right of representation in the voting process.

Article twenty eight:

The meeting of the Board of Directors

The Board of Directors meets once every three months invited by:

1. The Director of the Board or his deputy or the majority of the board members meeting held only if two-thirds of the members attend.
2. The Board is held irregularly by an invitation from the Head Director or his deputy or one-third of the members of the Board of Directors or at the request of the Director or his deputy.

Article twenty nine:

1. If a vacancy occurs in the board of directors, the remaining members may appoint another member from the General Assembly members to work in the board until the earliest meeting of the General Assembly, and the remaining members as "temporary committee " may continue to work as the Board of Directors for up to a month, according to the law of charitable associations and civil organizations No. (1) for the year (2000).
2. If the member of the Board of Directors is not able to perform his duties for any reason, the other members may appoint a member from the General Assembly to replace him until he returns to perform his duties.
3. If a vacancy occurred in one-third or more of the Board of Directors members, or if the Board's meeting is canceled because of resignation or death, the remain members of the Board (as interim committee) hold the task of the board's work for a maximum period of one month, during which the General Assembly is to choose a new board.
4. The General Assembly may dismiss the head director of the Board at any time, at the suggestion of the Board of the Directors.
5. The former Board of Directors is responsible for all financial and administrative matters during his term before the General Assembly and the competent authorities.

Article thirty:

Board of Directors must do the following:

1. Organizing the following records:
 - Send and receive correspondences from and to the center.
 - The memorandum, including the board of directors' members in each election cycle and the date of election.
 - The names of the general assembly members, including their identities, ages, date history of affiliation, profession and nationality.
 - Records of the meetings of the board of the directors and the and General Assembly sequentially.
 - Detailed records of the cash and the in-kind income and expenses, in accordance with the financial provisions existed.
2. The board of the directors must open the records referred to the Article twenty nine, paragraph "1" by the relevant department before use.
3. Organizing a record book for its meetings and decisions.
4. Retention of records in question for not less than seven years.
5. the head director of the Board of Directors or his deputy may sign on the spending and / or withdraw an amount not exceeding one thousand dollars or the equivalent in the currency that is legally individually in circulation, concerning other issues, the chairman of the board or the director and the treasurer sign all instruments and bonds and securities, which shall be binding and has done in his name in the internal processes within the framework of his powers.

Article thirty one:

The Board of Directors may not include two members or more who are first or second degree relatives.

Article thirty two:

The same person may not be as a chairman of the Board of Directors or of more than civil association at the same time.

Article thirty three:

The executive body

1. The executive body implements the policies and the programs approved by the Board of Directors.
2. Managing daily activities and events for the Centre.
3. Preparing detailed work programs derived from the annual plans approved by the General Assembly and the board of directors.
4. Recruiting the necessary funds to implement the programs of the Centre together with the board of directors.
5. Appointing staff in the Centre when there is a need.

6. Representing the center by signing on its behalf on all correspondences, contracts and agreements made between the Centre and other parties.

Chapter four

Article thirty four:

Financial resources of the center

Financial resources of the center consist of:

1. Contributions of the members.
2. Profits of the activities and projects implemented by the Centre.
3. Unconditional donations, grants and subsidies.
4. Resources approved by the board of directors.
5. Money earning allowed by law.

Article thirty five:

1. The center has an annual budget begins in 1 / 1 / of each year and ends in 31/12 of the same year.
2. A legal accountant supervises the budget, unless the expenditures are less than JD1000 or the equivalent in the legally circulated currency, and in both cases the auditor submits the financial report of the Centre to the fiscal year to the General Assembly at its annual meeting for approval and ratification.

Article thirty six:

1. The Center deposits all its cash funds in the bank that it deals with.
2. The Center informs the legal account auditor with all books of accounts, records of meetings, decisions and everything related to the financial situation of the center, including the annual budget.
3. The Center has the right to retain a cash account of no more than one month stipend through the treasurer.

Article thirty seven:

All funds of the Center are allocated to achieve its objectives, and the center may not disburse any amount that does not serve its objectives.

Chapter five

Dissolution and integration of the Centre

Article thirty eight:

1. The center has the right to merge with other organizations, bodies, associations or centers operating in the same area without affecting the rights of others, after getting approval by two-thirds of the general assembly members.
2. If the Center did not or failed to achieve its objectives, the majority of the board of directors or two thirds of the general assembly may call for an irregular meeting for the general assembly to consider the dissolution of the center and the disposition of its funds.
3. The decision concerning the dissolution of the center considered right with the consent of two-thirds majority of members of the general assembly.
4. Following the dissolution of the Centre and the payment of all financial obligations owed to it, all movable and immovable properties of the center transferred to a non-profit center, association or body working in the same area within the borders of Palestine decided by the two-thirds majority of the General Assembly members.

Article thirty nine:

The charity organization is prohibited from practicing its activities unless it is officially registered in the competent departments.