



AMAN Bylaws Amended 2023

**Union Coalition for Accountability and Integrity-
AMAN**

Chapter One

Article 1: Title of the Union

Coalition for Accountability and Integrity- AMAN.

Article 2: Location of the Union

Palestine, Ramallah, Al-Masayef, Irsal St., Rimawi BLDG., 1st FL.

Tel: 02-2989506/ 02-2974949.

Article 3: Range and scope of the Union's Operations

Promoting and consolidating integrity, transparency, and accountability in the Palestinian society across its various sectors.

Article 4:

The Union has a legal personality, an independent financial liability, and the right to own movable and immovable property and to act within the limits of achieving its objectives in accordance with the law.

Article 5:

The Union has the right to open one or more branches in Palestine, with the approval of the relevant official authorities.

Article 6: Union Objectives

- a) The Coalition for Accountability and Integrity-AMAN was established in 2000 at the initiative of a number of civil society organizations working in the fields of democracy, human rights, and good governance, as a civil society movement seeking to combat corruption and strengthen the systems of integrity, transparency, and accountability in the Palestinian society, with the following objectives:
1. Mobilizing Palestinian competencies and organizations in a joint effort to contribute to reaching the primary objective.
 2. Studying and diagnosing the causes, manifestations, types, and results of corruption and abuse of public office, prepare recommendations, propose appropriate mechanisms to combat corruption in various sectors of the public service, and exert pressure and influence to carry out the necessary reforms and implement the recommendations.
 3. Raising the level of public awareness among the Palestinian public regarding the dangers of corruption and its devastating consequences, as well as the importance of demanding the consecration of transparency, accountability, publicity, transparency, and responsible professional conduct.
 4. Follow up on efforts to implement the required reforms and institutionalize the accountability process.
 5. Strengthening the role of oversight institutions such as the Legislative Council, competent governmental bodies, and civil society organizations, as well as emphasizing the significance of free and objective various media outlets in achieving the overall objective.
 6. Contributing to the support and development of an honest and independent judiciary that can effectively combat corruption and prevent its spread.
 7. Proposing and revising Palestinian policies and legislation to ensure their effectiveness in preventing and combating corruption in collaboration with relevant authorities.
 8. Building connections with Arab networks and relevant international organizations, as well as strengthening the Palestinian role in them.
- b) Vision: A Palestinian society free of corruption.
- c) Mission: To enhance transparency, accountability, and integrity in Palestinian organizations within the framework of the National Integrity System, the United Nations Convention, and the Arab anti-corruption agreements.

Chapter Two Membership

Article 7: Membership of the Union

Membership in the Union shall be for civil society organizations and individual activists working in the field of good governance, rule of law, and anti-corruption, provided that individual membership does not exceed 25% of the General Assembly's total membership, as follows:

1. Five members from each Union member organization, taking into account gender representation and age group.
2. Membership in the Union is not transferable by proxy or delegation, and each organization shall update the Union on any changes to the membership of its Board of Directors periodically.

Article 8:

Each Palestinian organization with full legal capacity and working in the Union's field of work is eligible for membership provided it meets the required conditions and in accordance with the law.

Article 9:

a) Mechanism for recommending and accepting organizations' membership:

Organizations that founded the Union are considered as members of it as of the date of its registration with the relevant authorities.

1. Every organization that meets the membership requirements and wishes to join the Union must submit a written application to the Board of Directors, which must include (name of organization- address- date of registration- registration number), as well as a pledge to implement the provisions of AMAN Bylaws and the Board of Directors' decisions.
2. The Board of Directors has the authority to recommend whether an application should be accepted or denied. If the Board of Directors denies an application, the applicant may appeal the decision at the next General Assembly meeting.

b) Mechanism for recommending and accepting individual membership:

1. Members of the Board of Directors recommend members to the General Assembly based on a letter of recommendation, provided the applicant meets the membership requirements, the nomination takes gender into account, and the appropriate form is completed.
2. The Board of Directors has the authority to make a unanimous recommendation on whether or not to accept the application. If there is no consensus, the matter is referred to the General Assembly for a decision.

3. If the Board of Directors rejects the application, the rejection can be contested at the General Assembly's next meeting.
4. Membership for new individuals is accepted at the first meeting of the General Assembly and is limited to four consecutive years, with the renewal or termination of individual membership reconsidered after the first four years.

Article 10: Membership Requirements

For organizations:

1. The organization must have been in operation for at least five years, during which it issued annual and financial reports audited by statutory auditors.
2. Its objectives and activities are in line with those of the Union.
3. To adhere to the values of integrity, accountability, and transparency in its operations.

For individuals:

1. To be Palestinian.
2. To be active and experienced in one of the Union's fields of work (good governance, rule of law, and anti-corruption).
3. To be recognized for her or his integrity, professionalism, objectivity, and impartiality.
4. That no Palestinian or recognized court has convicted her/him of a felony or misdemeanor involving distrust.
5. She or he must not hold a senior position in any Palestinian National Authority institution (director general or above).
6. Not to be associated with any security services.

Article 11: Member's Rights and Duties

1. Union members have the right to participate or vote in the Union's General Assembly meetings through their representatives, with each representative having one vote on each poll.
2. Union members have the right to engage in its activities and make use of its services.
3. Union members are obligated to pay membership fees (contributions) in accordance with amounts determined by the Board of Directors and approved by the General Assembly.
4. Outgoing members of the General Assembly are still obligated to pay the amounts due to it when their membership in the Union ceases.

Article 12: Termination of membership

a. Membership in the Union Ends in One of the Following Cases:

1. If a member submits a written resignation to the Board of Directors 30 days prior to withdrawal.
2. If a Union member organization dissolves.
3. If a Palestinian judicial authority orders the member organization's permanent closure.
4. If a member organization is no longer active and engaged in its field of operation.
5. If a member violates any of the membership conditions outlined in Article 10 of AMAN's Bylaws.

b. A permanent committee identified as the "Ethics and Governance Committee" is elected from among the members of the General Assembly and consists of three members (at least one woman). It is in responsible for monitoring and supervising the organization's governance guarantees, work ethics, and addressing complaints submitted against the Chairperson, members of the Board of Directors, or members of the General Assembly.

c. The General Assembly may, based on the Board of Directors' proposal, decide to dismiss a member from the Union for one of the following reasons:

1. If contributions are not paid for three consecutive years.
2. If the Union's status and legal standing are seriously compromised.

d. A member whose memberships is terminated will be notified in writing.

e. The Board of Directors may not propose to the General Assembly that any member's membership be terminated unless she or he has been given a written warning, a reasonable period to rectify the error, and an opportunity to present her or his defense before it.

f. Reinstatement of membership

1. The General Assembly may restore membership to a member who lost it due to non-payment of the contributions if she or he pays the amount owed.
2. The General Assembly may restore membership to the member who lost it if the reason for losing membership is removed and the General Assembly agrees to this.

g. Membership fees (contributions):

1. All members of the Union are obliged to pay annual contributions.
2. The General Assembly decides the contribution rate for members based on the proposal of the Board of Directors.
3. The fiscal year begins on January 1 and ends December 31 of the calendar year.

The Board of Directors proposes changes to the annual contribution value, which are subsequently presented to the General Assembly for approval.

Article 13:

Every invitation, request, warning, or notice addressed by the Union to members shall be delivered in writing or sent by registered mail in the membership register.

Chapter Three

Board of Directors

Article 14:

1. The Union is governed by a Board of Directors composed of 11 members elected by the General Assembly every three years.
2. One or two members represent individual members, depending on the General Assembly's decision.
3. The membership of the Board of Directors shall not be renewed for more than two consecutive terms.

Article 15: Competencies of the Board of Directors

1. Managing the Union's affairs and developing the AMAN's bylaws, regulations, and instructions necessary for the proper function of the Union.
2. Appointing an Executive Directorate, identifying its competencies, and terminating its services in compliance with applicable laws.
3. Appointing advisors to the Board of Directors (special advisors on Board relations).
4. Forming the committees that the Board deems as necessary for improving the work and determining their competences.
5. Preparing the final account for the fiscal year upon its ending, the draft budget for the upcoming year and submitting it to the General Assembly for approval.
6. Submitting annual administrative and financial reports, as well as upcoming plans or projects, to the General Assembly.
7. Calling the General Assembly to ordinary or extraordinary meetings and carrying out its decisions in conformity with the provisions of the law.
8. Follow up on any observations made by the ministry (Ministry of Interior) or the competent ministry (Ministry of Justice) regarding the Union's activities and reply to them.
9. During its term in office, the Board of Directors is responsible for all financial matters before the General Assembly and the relevant authorities.
10. Accepting membership applications for individuals and organizations.

Article 16:

The Board of Directors elects a Chair (Chairperson of the Board of Directors), a Vice Chair, and a Treasurer from among its members, and determines the competent authorities to deposit and withdraw the Union's funds from banks.

- a. **The Chairperson of the Board of Directors, or in her/his absence, the Vice Chair shall be responsible for the following:**

1. Representing the Union before others or delegating to the Executive Director to sign contracts and agreements between the **Union** and other parties that the Board of Directors agrees to conclude.
2. Calling to Board of Directors meetings.
3. Overseeing the preparation of the annual administrative and financial reports on the Union's activities and submitting it to the Board of Directors.
4. Preparing the agenda of the General Assembly and inviting it to ordinary and extraordinary meetings in accordance with the law.
5. Accepting membership applications.

b. The Treasurer:

- The Treasurer is responsible for all Union financial matters in accordance with applicable financial systems and principles.
- General oversight of the Union's resources and expenditure.
- Supervising the annual inventory and reporting the results to the Board of Directors.
- Developing and presenting the Union's budget for the upcoming fiscal year in collaboration with the Union's Executive Director and the Chairperson of the Board of Directors.
- Signing instruments and securities according to the Treasurer's assignment by the Board of Directors.

c. The Executive Director (tasks):

1. Carry out the decisions of the Board of Directors.
2. Management of the Union and its branches, including:
 - Supervise, monitor, and organize the Union's operations and activities in collaboration with relevant unit officials.
 - Supervise employees: This includes following labor regulations when hiring and firing, organizing vacations, assigning work tasks, evaluating performance, and taking disciplinary action against employees, as well as selecting appropriate employees and volunteers to participate in local, regional, and international training courses.
 - Review reports prepared by employees and prepare periodic and annual reports for the Board of Directors on the progress of activities' implementation and the Union's financial and administrative status, as well as supervise the preparation of periodic reports or any related reports for project donors and the Board of Directors.
 - Prepare and submit the annual plan and budget to the Board of Directors in collaboration with the Union's units, in line with the applicable regulations, strategic plan, and general policies approved by the Board of Directors.

- Participate in the development and monitoring of the implementation of the Union's strategic plans, prepare and propose programs, and collaborate with the Board of Directors to recruit and mobilize the required funding and resources.
- Manage relationships with programs and projects' partners, review and annotate letters and documents received by the Union as needed.
- Prepare the Board of Directors' agenda in consultation with the Chairperson of the Board, supervise the preparation of minutes, and follow up on the implementation of decisions.

Article 17: Board of Directors Meetings

The Board of Directors meets at least once every three months, at the invitation of the Chairperson, her/his deputy, or the majority of the Board of Directors. The meeting is not valid unless two-thirds of the members attend. An absolute majority (50% + 1) makes the Board's decisions; if the votes are tied, the proposal is ruled unacceptable.

Article 18:

1. A member of the Board of Directors may resign from his or her position at any time pursuant to a written notice to the Board of Directors, which is responsible for submitting a recommendation of acceptance or rejection to the General Assembly for decision within one month of the notice's submission.
2. If a member is no longer eligible to serve on the Board of Directors, her or his duties shall cease.

Article 19:

1. A member of the Board of Directors is obligated to act in the interest of the Union within the scope of its objectives, in compliance with AMAN's Bylaws and the General Assembly's decisions, and to perform all duties imposed on the Union by law.
2. The General Assembly may dismiss a member of the Board of Directors from her or his position at any time based on a proposal from the Board of Directors as a result of her or his violation of the provisions of AMAN Bylaws or as a result of a complaint filed against her or him and verified as valid.

Article 20:

If the Board of Directors submits a collective resignation or is dissolved by a judicial decision, the Minister (Minister of the Interior) shall appoint a temporary committee of General Assembly members to carry out the Board of Directors' duties for one month and invite the General Assembly to convene during that time to elect a new Board of Directors.

Article 21: Union Records

The Board of Directors must:

a. Organize the following records:

1. A record of correspondence sent and received.
2. A record of AMAN Bylaws containing the names of Board members for each election cycle and their election dates.
3. A register of the Union's member organizations, including a copy of their registration certificate, Bylaws, and financial and administrative reports.
4. A record of the minutes of the Board of Directors and General Assembly meetings in a sequential manner.
5. A detailed record of cash and in-kind revenues and expenses in accordance with followed financial principles.
6. Record of the minutes of Board of Directors sessions, meetings, and decisions.

b. Before using the records described in Article 21, Paragraph (1), the Board of Directors shall have them sealed by the relevant department.

c. The Board of Directors must retain the records indicated in Article 21, Paragraph (1) and not destroy them during the course of its operation, as well as hand them over to the relevant department in the event the Union is dissolved. The Board of Directors must present these records to the Ministry's competent department whenever it requests them.

Article 22:

Union funds are deposited or withdrawn from banks with the signatures of two of the following three individuals: the Chairperson of the Board of Directors, the Vice Chair of the Board of Directors, and the Treasurer, provided that the Treasurer is one of them.

Article 23:

The Board of Directors may not include more than two members who are related by first- or second-degree kinship.

Article 24:

It is not permitted to combine membership on the Board of Directors with paid employment in the Union.

Article 25:

A member of the Board of Directors may not perform any work for the Union or benefiting it in which she or he has a personal interest.

Chapter Four General Assembly

Article 26:

1. The General Assembly consists of the members of the Union once their membership is accepted, and fulfill the financial obligations imposed on them in accordance with AMAN Bylaws, and on the dates set by the Board of Directors.
2. Member organizations are represented in the Union's General Assembly by five members of their respective Boards of Directors, and each member has the right to vote on the Assembly's decisions.

Article 27: Calling the General Assembly to Convene.

1. The General Assembly shall convene at its main headquarters, as well as any other venue specified in the invitation to which the agenda is attached, at least once a year.
2. The General Assembly shall convene by sending a written invitation to each of its members ten days prior to the meeting, including the date, venue, and agenda.
3. The General Assembly shall be called to an ordinary or extraordinary meeting upon the request of:
 - a. Chairperson of the Board of Directors.
 - b. The absolute majority of the Board of Directors.
 - c. At least one-third of the members of the General Assembly.
 - d. If the General Assembly is not called to attend in accordance with paragraphs (1) and (2) of Clause 3 of Article (27), the Minister may invite it to the meeting or delegate the task of doing so.

Article 28:

The Board of Directors determines the date, venue, and agenda of the ordinary and extraordinary General Assembly meetings.

Article 29:

At its ordinary meeting, the General Assembly addresses the following items, without need for prior notice through the meeting's invitation.

1. The Board of Directors' report on the Union's activities for approval.
2. The financial report submitted by the Board of Directors for approval.
3. The statutory auditor's report on the Union's financial situation and its approval.
4. Appointing a statutory auditor.
5. Electing a new Board of Directors.

6. Any new efforts relating to the Union's activity and the Board of Directors, which is generally concerned with setting general policies and directives for the Union.

Article 30:

At its extraordinary meeting, the General Assembly discusses one of the following items:

1. Amending AMAN Bylaws.
2. Terminating members of the Board of Directors and withdrawal of confidence from them.
3. Dissolving the Union and how to dispose of its funds.
4. Unite with other parties (associations, networks, federations, or others.)

Article 31:

1. The General Assembly meeting will not commence until an absolute majority (50%+1) of its members are present. If such a quorum exists at the start of the meeting, the General Assembly may continue deliberations and make decisions even if the number of attendees decreases during the course of the meeting.
2. If the aforementioned quorum is not reached within half an hour of the time stated in the invitation, the meeting will be considered postponed for 15 days at the same time and location, with no need for a new invitation. Those present at this postponed meeting may deliberate and make decisions regardless of their number, provided they constitute at least one-third of the members of the General Assembly.

Article 32:

The General Assembly meetings shall be presided over by the Chairperson of the Board of Directors or, in her/his absence, the Vice Chair. In the event that both the Chairperson and Vice Chair are absent or have resigned, the most senior member in age shall chair the meeting.

Article 33:

1. The General Assembly's decisions on amendments to AMAN Bylaws must be made by an absolute majority of its members.
2. A two-thirds majority of General Assembly members is required to make decisions on the following matters:
 1. Dissolving the Union.
 2. Amending the Union's objectives.
 3. Terminating members of the Board of Directors.
 4. Merging the Union into another Union.
3. Decisions of the General Assembly shall be issued by an absolute majority of the members present, except for the subjects mentioned in Article 33, Paragraph (2).

Article 34:

The Board of Directors shall prepare minutes for each meeting of the General Assembly, and the Chairperson chosen by the General Assembly shall supervise it.

Article 35:

The Board of Directors must provide written notice to the Ministry (Ministry of Interior) and the competent ministry (Ministry of Justice) of the date and venue of ordinary and extraordinary General Assembly meetings at least one month in advance, with the agenda attached.

Chapter Five

Union Finances

Article 36:

1. Without violating the provisions of Charities law number 1 of year 2000, the Union may raise funds for the Union's Fund through:
 1. Contributions of member organizations.
 2. Proceeds of the activities of the Union secured earning and legally permissible, provided that the profits are not distributed to members.
 3. Unconditional donations, gifts, grants, and subsidies from any natural or legal person.

Article 37:

1. The Union is committed to maintaining accounting books and records and appointing an auditor.
2. In its annual report, the Union discloses the profitable activities it has established, as well as the amount of financial accounts associated with these activities in its financial report.

Article 38:

1. The Union deposits its cash funds in a bank/s approved by it and must notify the competent ministry (Ministry of Justice) and the ministry (Ministry of Interior) of the depository within one week of its occurrence.
2. The Finance Manager may not hold a cash balance in the Union Fund that exceeds one month's expenses.
3. The Union shall provide the statutory auditor with all account books, meeting minutes, decisions, and payable/receivable receipts.

Article 39:

All of the Union's funds are dedicated to achieving its objectives, and no amount may be spent on any other purpose.

Article 40:

Every year, no later than four months after the conclusion of the fiscal year, the Union shall submit a copy of the annual financial and administrative reports to the Palestinian authorities as determined by the law, regulations, and instructions issued pursuant thereto.

Chapter Six

Dissolution of the Union

Article 41:

1. If the Union fails to realize its objectives or is unable to do so, the Board of Directors or one-third of the General Assembly members have the right to call an extraordinary meeting of the General Assembly to consider dissolving the Union and disposing of its funds.
2. The decision to dissolve shall be valid if two-thirds of the Union members attend the meeting and is approved by two-thirds of the General Assembly members.
3. If the dissolved Union has any remaining funds after fulfilling all obligations owed to others, those funds will be transferred to another association with similar objectives within Palestine.

Article 42:

The Union is considered dissolved if a final judicial decision to dissolve it is issued, or if the period of objection to the Minister's (Minister of Interior) decision to dissolve the Union expires.

Chapter Seven

General Provisions

Article 43:

The Union has the right, with a two-thirds majority of its members, to unite or merge with another body in compliance with the law.

Article 44:

The Union has the right to form action committees to achieve its purposes and objectives.

Article 45:

The Union has the right to coordinate joint activities with similar Arab and international organizations in compliance with the law.

Article 46:

The Union aims to enhance Palestine's role in international forums and organizations, based on a certificate of accreditation from Transparency International as a body specialized in issues of promoting integrity and combating corruption in Palestine.

Article 47:

The founders chose the following as the first Board of Directors for a period of one year:

No.	Name
1.	Dr. Hanan Ashrawi
2.	Dr. George Giacaman
3.	Mr. Abd Al-Rahman Aby Arafa
4.	Mr. Iyad Judeh
5.	Dr. Kamal El Sharafi
6.	Dr. Ziad Abu Amr
7.	Dr. Azmi Al-Shuaibi was chosen as Commissioner-General of the Union

Founding member organizations of the Union:

No.	Organization
1.	Palestinian Initiative for the Promotion of Global Dialogue and Democracy – Miftah
2.	Arab Thought Forum
3.	Palestinian Trade Center – Pal-Trade
4.	Palestinian Institute for the Study of Democracy – Muwatin
5.	Al- Mezan- Center for Human Rights
6.	Palestinian Council for Foreign Relations

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