



The Constitution of the Iraqi Al-Amal Association

**Passed by the Third General Assembly
December 2008**

CHAPTER ONE: THE IDENTITY OF THE ASSOCIATION

Article One: Name

IRAQI AL-AMAL ASSOCIATION hereinafter called the Association.

Article Two: Headquarter

Baghdad and it has the right to open offices¹, representation offices² and centers³ in other provinces.

Article Three: The Vision:

For the Welfare of Humanity.

Article Four: Nature of the Association's Work

A non-governmental humanitarian, developmental organisation, and not-for-profit with non-partisan organisation, based on voluntary work for the general benefit of all Iraqis without discrimination.

Article Five: Aims and Objectives

To rehabilitate human being and impact social consciousness to establish a modern civic society, through taking part in:

1. Eradication of illiteracy, ignorance and poverty, development of education, particularly the curricula and pedagogical methods.
2. Promotion awareness on human rights, gender, and civil, political, economical and cultural rights, the constitutional freedoms and the rule of law and justice.
3. Disseminating values of tolerance, solidarity and peace, the respect of others opinions, pluralism, the renunciation of violence and terrorism and all forms of segregation and discrimination.
4. Strengthening the role of women and their participation in the development process and the decision making positions at all levels.
5. Promotion intellectual and cultural awareness among children and young people, and the development of their abilities, skills and participation in public life.
6. Environment protection and reducing pollution, and promoting environmental awareness in society.

Article Six: Means of Achieving the Objectives

To achieve its objectives in Article 5 above, the Association shall adopt peaceful means and concepts of transparency, credibility and accountability through:

¹ The office is opened by a decision of The Board of Trustees and manages several projects.

² The representation office, an active member is designated in a province by the Executive Bureau, to represent the Association and manage its activities.

³ The Center is opened by a decision of the Executive Bureau, its duties are specific.

1. Implementation of service and development projects and programs for the marginalized and disadvantaged social categories, which will contribute in promoting social, cultural and health awareness and create a positive impact on human mentality and behavior.
2. Focusing on projects for women and children.
3. Providing humanitarian aid, health, educational, pedagogical and development services.
4. Organizing various activities in all fields (conferences, seminars, training workshops, researches, studies, opinion polls and art and sport activities ... etc).
5. Carrying out advocacy and pressure campaigns to influence public policies.
6. Cooperating and networking with local and international NGO's and other civil society institutions.
7. Coordinating and cooperating with relevant official and private establishments, both national and global.
8. Participating in local and international meetings and conferences, which benefit the objectives of the Association.

CHAPTER TWO: MEMBERSHIP

Article Seven:

1. The Association's membership shall be restricted in quantity and quality, according to the requirements of the Association's work. The membership is decided by The Board of Trustees.
2. A member of the Association must be an Iraqi by national, or a non-Iraqi resident in Iraq, of 18 years of age, enjoys full legal capacity and has never been convicted with a moral crime.
3. The membership shall be granted through a resolution by the Board of Trustees, upon the receipt of a written request by the applicant, attaching his/her C.V., commitment to the Association's objectives and Constitution, and the membership fee.

Article Eight: Rights and Obligations of Members

1. Participate in the various activities of the Association and in achieving its objectives
2. Has the right to stand for election for the Association's committees and participate in its elections and supervise its activities in accordance with its Constitution.
3. Submit proposals to the Association's committees, and participate in the formation of its annual programmes
4. Pay annual membership fee
5. Protect the reputation and the property of the Association

Article Nine: Termination of Membership

1. The Membership shall be terminated in the following situations:
 - II) Death of the member.
 - III) Written resignation
 - IV) Non-compliance with the Constitution. The decision of terminating the membership is reached by a majority of two thirds of the members of the Board of Trustees.
 - V) Failure to meet one of the membership's terms.
 - VI) Non-payment of the membership fee for two consecutive years.
 - VII) The decision of dismissal by the Board of Trustees, reached by a majority of two thirds of the members, for damaging the assets or the reputation of the Association, or hindering the programmes to achieve its objectives.

2. A member dismissed in accordance with the articles 3 and 6 shall have the right of appeal at the General Assembly.

3. The resignation or the dismissal of a member, shall not exempt him/her from legal and judicial prosecution in case of damage to the property or assets of the Association.

CHAPTER THREE: STRUCTURE OF THE ASSOCIATION

Article Ten: The Association shall consist of the following bodies:

1. The General Assembly
2. The Board of Trustees
3. The Executive Bureau

Article Eleven: The General Assembly

1. The General Assembly shall be the highest authority in all matters related to the Association including dissolving the Association.
2. The Board of Trustees shall give no less than two months notice to hold an evaluation General Assembly meeting annually and an election conference every three years. The Board of Trustees has the right, in exceptional circumstances, to postpone the General Assembly for a period of not less than two months. Two thirds of the Board or a simple majority of the members (half + 1) also have the right to call an emergency session of the Assembly.
3. The General Assembly Shall consist of :
 - I. The Board of Trustees (Original and Substitute members).
 - II. The Executive Bureau (Members of the Bureau who are not members of the Association participate as observers).

- III. The number of the delegates to the Assembly will be determined by the Board of Trustees, taking into account the geographical and gender representation and the diversity of the Association's activities.
- IV. A number of social, cultural and academic personalities selected by the Board of Trustees to attend as observers so long as their number does not exceed 25% of the total number of the delegates in I, II and III above.

Article Twelve: Tasks of the General Assembly

1. To decide the Association's policy, facets of activities, responsibilities and authorities of its different committees.
2. To consider and approve the report of the Board of Trustees on the work and activities of the Association.
3. To consider and approve the financial policy of the Association, its resources and expenditures.
4. To draw up the Association's plan of action between two General Assemblies.
5. To consider and approve proposals to amend the Constitution, if necessary.
6. To elect by secret ballot the members of the Board of Trustees.
7. To decide on all issues referred to it, which are outside the authority of the Board of Trustees.
8. The dissolution of the Association and transferring its assets to a similar organisation.

Article Thirteen: Rules and Procedures at Meetings

1. Quorum shall be achieved at the General Assembly, the Board of Trustees and the Executive Bureau by simple majority (half + 1) of the members of each body.
2. If quorum is not achieved, the said meetings shall be postponed for no longer than one day and shall be held regardless of numbers.
3. The General Assembly shall be chaired on by a committee of 3 elected by the Assembly.
4. Decisions at all the Association's bodies shall be based on simple majority (half + 1) of those attending unless stated otherwise in the Constitution. In the case of equal votes, the chairperson has an additional vote.
5. Amendments to the Constitutions shall be decided by a majority of two thirds of those voting at the General Assembly meeting.
6. Dissolution of the Association and the transfer of its assets to other similar charitable organisation shall be decided by a majority of two thirds of the total members of the General Assembly.

Article Fourteen: The Board of Trustees

1. Nomination to the Board of Trustees shall be open to the Association's members with at least three years membership.
2. To ensure that there is no conflict of interest, a member of the Board of Trustees shall not take a leading position in other NGO in Iraq, with a similar programme to those of the Association.

3. To ensure the independence of the Association, a member shall not combine the membership of the Board of Trustees and the membership of Parliament or a post at a government institution of a general manager or above.
4. The Board of Trustees shall be made up of 7 members and 2 substitute members.
5. In case of vacancies, for any reason, in the original membership of the Board of Trustees, the substitute members shall fill in the vacancies according to their electoral hierarchy. It is the right of the Board, by two third majorities, to assign new members, from the Association's members who meet the requirements of the Board's membership, when more than two vacancies occur.
6. The activities of the Board of Trustees' are voluntary without payment. Compensation payments may be awarded to a maximum of 3 members of the Board who dedicate their time to the work of the Association and who have no other income.

Article Fifteen: Duties the Board of Trustees

1. Elect, from within its members, a Chairperson, a Vice-Chairperson, a Secretary and a Finance Manager.
2. Set out and monitor the implementation of a plan of action for the work of the Association between two Assembly meetings.
3. Opening offices for the Association in the provinces.
4. Ratify the internal, administrative and financial procedures proposed by the Executive Bureau
5. Approve the Association's annual budget.
6. Monitor the work of the Executive Bureau.
7. Ratify the annual reports submitted by the Executive Bureau.
8. Ratify the annual financial report submitted by the Executive Bureau.
9. Participate in international, regional, and local conferences and meetings.
10. Determine the compensations for members of the Board of Trustees, in accordance with Article 14-6 above.
11. Determine the total number of the Association's members, the membership fee, granting membership, and making termination of membership in accordance with the terms of this Constitution.
12.
 - I. Appoint members of the Executive Bureau, and determine their number and duties according to the requirement of the Association's work.
 - II. A member of the Executive Bureau may be appointed from outside the Association if necessary.
13. The Board shall convene, at least, once every six months, and the Chairperson or two third of the Board's members have the right, to call an emergency meeting of the Board of Trustees.
14. The Secretary and the Finance Manager shall be permanent members of the Executive Bureau.

15. Other members of the Board shall have the right to attend the Executive Bureau's meetings if necessary.

Article Sixteen: Authorities of the Members of the Board of Trustees

1. **The Chairperson** is the Head of the Association, who shall chair its meetings and the meetings of the Executive Bureau if attended; represent the Association at other and official bodies and monitor the work of the Association. The Chairperson shall have the right to delegate part of his/her authorities to the Vice-Chairperson or the Secretary or both if necessary.
2. **The Vice-Chairperson** shall assist the Chairperson in executing his/her duties, in accordance with the authorities granted by the Chairperson. The Vice-Chairperson shall represent the Chairperson and assume full authority during the Chairperson's absence.
3. **The Secretary** shall coordinate the work of the Board, prepare the meetings' agendas, organise the minutes of meetings, distribute its decisions, deal with the correspondence of the Association and all matters of communications, and head the Executive Bureau.
4. **The Finance Manager** shall supervise the Association's financial affairs, manage and develop its financial records, supervise the process of preparing the annual budget, prepare the financial report, propose the annual estimated balance sheet, sign all the Association's invoices and receipts, open bank accounts.
5. The responsibilities of other members of the Board shall be determined in accordance with their sphere of activities.

Article Seventeen: Duties of the Executive Bureau

1. Manage of the Association's affairs, the implementation of its projects, the monitoring of its offices, centers and representation offices, the maintenance of its properties, the development of its resources, and the broadening of its work and services.
2. Determine the fields of activities and projects, their procedures in accordance with the Association's objectives and plans.
3. Establish centers and representation offices in the provinces in accordance with the Association's requirements.
4. Appoint employees and workers; determine their salaries or bonuses and terminate their services in accordance with the administrative and financial procedures.
5. Coordinate and cooperate with local and international NGO's and donors, and official institutions.
6. Provide the Board of Trustees with by-annual reports concerning the Association's activities, any obstacles, and suggestions regarding the plan of action and its amendment if necessary.
7. Prepare the annual financial report and the estimated budget for the upcoming year and submit it to the Board of Trustees.
8. The Bureau shall meet regularly to review and evaluate the work.
9. Hold enlarged meetings regularly, attended by the offices' managers and the Association's representatives in the provinces.

10. Submit the minutes of the meetings and the resolutions to the Board of Trustees for perusal.

Article Eighteen: Records of the Association

1. The Membership record shall have the members' names, addresses, ages, nationalities, occupations, qualifications, and dates of enrolment and the renewal of their memberships.
2. Minutes of meetings and resolutions of The Board of Trustees
3. Minutes of meetings and resolutions of the Executive Bureau.
4. Financial and accountings records, showing income and expenditure.
5. The Inventory of furniture and equipments.
6. The Association's insurance on its assists if available.
7. Any other necessary records required by the various programmes undertaken by the Association.

CHAPTER FOUR: FINANCES OF THE ASSOCIATION

Article Nineteen: Source of Income

The income of the Association shall be raised from:

1. Membership subscriptions and annual fees.
2. Non-conditional donations, gifts and grants from official and non-official agencies, from inside and outside Iraq.
3. Income from investment of the assets of the Association.

Article Twenty: Financial Procedures

1. The Association shall manage its financial resources by itself. The Board of Trustees shall draw up an annual budget for the financial year from 1st January to 31st December.
2. The Board of Trustees shall set out the procedures for spending, account management, and any other aspects of financial activities according to Unified Accounting System.
3. The annual final accounts shall be audited by a legal auditor, who is not a member of the Association.

Article Twenty One: Assets of the Association

1. Money of the Association shall be deposited at one or more recognised banks in the name of the Association. Withdrawal shall be by cheques signed, individually or together by the Chairperson of the Association or other person authorised by him/her and by the financial manager.
2. Expenditures, deposits and withdrawals shall be recorded and verified by appropriate receipts.

Chapter Five: PROVISIONAL RULES

Article Twenty two:

1. Notwithstanding the provisions of Article 14-1, members who have contributed to the work of the Association and supported the activities of the Association for a period of not less than three years, shall have the right to stand for election for the Board of Trustees regardless of when membership is acquired.
2. Clause 1 of this Article shall apply to the Third General Assembly only.

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