#### Important clauses from <http://www.gdrc.org/ngo/sample-by-laws.html>

**:**

**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 the position be advertised and recommendations/applications be processed?

Article 24:
Duties and Functions of the Board What will the duties and functions of the Board be? 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 functionings 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 their duties and responsibilities be? Who will decide the duties and responsiblities, 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 are 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 can/will the NGO 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?