

GIFT-MENA Bylaws

The following Bylaws of the GIFT-MENA are adopted pursuant to the GIFT-MENA Convention. To the extent there may be any conflict between the articles of the Convention and these Bylaws, the articles of the Convention shall govern.

Article I Means of Action

1. The means by which GIFT-MENA will advance its objectives include but are not limited to:
 - a) Developing applied governance and public administration programs tailored to the MENA region through different tools, including curriculum development, organization of training workshops, creation of a web portal, and promotion of governance-related initiatives, among others;
 - b) Developing the appropriate standards for reviewing the quality of programs;
 - c) Launching the “Institute Exchange Program”, a regional program aimed at the exchange of trainers, trainees, and training programs across the MENA and euro-Mediterranean region;
 - d) Organizing Training of Trainers’ programs for regional audiences in the MENA region;
 - e) Developing a web portal as a platform for sharing and developing knowledge, experience, and information on governance and public administration;
 - f) Developing databases to gather information on relevant institutions and experts from the MENA region;
 - g) Promoting programs of cooperation and exchange with institutions in regions other than MENA and with international organizations;
 - h) Promoting cooperative programs with governments in the region, including the organization and joint delivery of capacity building workshops/seminars;
 - i) Organizing study tours to promote peer-to-peer learning and effective technical assistance;
 - j) Mobilizing human, knowledge-based, and financial resources to support the development of GIFT-MENA activities.

2. Coordination of activities:
 - a) All GIFT-MENA promotion initiatives and project proposals shall be submitted in written to the Secretariat for approval and coordination;
 - b) All GIFT-MENA fundraising initiatives and plans shall be based on the general information and guidelines provided by the Steering Committee and/or General Assembly through the Secretariat;
 - c) The web site, brochures, and any other communication and dissemination tools shall be developed by the members in compliance with the Steering Committee decisions and in coordination with the Executive Secretariat;
 - d) The Secretariat shall be informed of any initiative or activity undertaken by a member for record.

Article II

Membership Eligibility, Rights and Benefits

1. Eligibility for membership: Membership is granted after completion and receipt of a membership application form and payment of annual dues. Any membership rejection should be timely and duly justified in written to the applicant. Decisions on the eligibility of particular applicants for any category of membership shall be made by the Steering Committee and in coordination with the Secretariat. The Steering Committee shall decide whether an applicant is eligible to become a Member of the network based on the following criteria:
 - a) Filing an application form to the Secretariat signed by a legal representative of the applicant institution. The application must include a statement of acceptance of the GIFT-MENA Convention;
 - b) Conformity with any of the membership categories stated in the Convention;
 - c) Non profit status;
 - d) Payment of the annual dues;
 - e) Willingness to participate in and contribute to the network, and to fulfil any other requirements established by the Steering Committee such as providing all the pertinent information for the network's database.
 - f) Commitment to participate in at least one GIFT-MENA activity a year and the General Assembly.
2. Cancellation and termination of membership: Any member may resign by filing a written resignation and upon settlement of all their outstanding obligations. A member can have their membership terminated by the Steering Committee for non-conformity with the requirements and duties of membership, including the payment of dues.
3. Principal Representatives: Each Institutional Member and Associate Member shall designate a Principal Representative who will be their focal point for all GIFT-MENA related matters. The Principal Representative shall be responsible for facilitating the participation in GIFT-MENA activities of other personnel from the member institution. The Principal Representative shall, either in person or by designated alternate from the same institution, cast the member institution's vote on all matters on which the organization is entitled to vote.
4. Membership rights and benefits:

Each member who pays annual dues shall be eligible to:

- a) Have access to all information and products of GIFT-MENA activities, including databases, training materials, learning modules, web-based tools, etc.;
- b) Propose new activities and projects;
- c) Be informed about all the activities and projects under preparation;
- d) Invite and recommend other institutions to become members of the network;
- e) Nominate members for the Steering Committee;
- f) Be elected for the Steering Committee;
- g) Participate in the General Assembly, General Assembly meetings, training programs, and other GIFT-MENA activities;
- h) Organize and implement programs and activities approved by GIFT-MENA;

- i) Inform any other institution about GIFT-MENA activities.

Institutional members which compose the General Assembly are entitled to vote on all matters on which the organization is entitled to vote.

5. Membership fees

The level of the membership fees due by each type of member shall be discussed and set by the GIFT-MENA General Assembly based on a recommendation of the Steering Committee.

6. Intellectual Property Rights

GIFT – MENA shall be entitled to all intellectual property and other proprietary rights including copyrights with regard to all products, documents and other materials which are produced, prepared or collected in consequence of the execution of joint actions of the members or the Secretariat under the GIFT-MENA heading.

Article III **General Assembly Meeting**

1. Each member institution shall be represented by a Principal Representative or designated alternate.
2. Quorum for a General Assembly Meeting shall consist of one third of Institutional Members. If the quorum is not constituted, the meeting of the General Assembly shall be interrupted for one hour. After the hour the quorum shall consist of the Principal Representatives or designate alternates of the Member Institutions present at the meeting.
3. Invitations to the General Assembly meeting shall be sent to Principal Representatives 45 days prior to the date of the General Assembly meeting.
4. Location and date of the General Assembly meeting shall be decided by the Steering Committee.
5. Voting: Only Institutional Members can vote on GIFT-MENA business. Non-voting categories of membership include Observers and Associate Members, who can participate in the debate but have no voting privileges. Votes shall be cast by the Principal Representatives of the Institutional Members or by designated alternates from the same institutions. No proxy votes shall be cast.

All issues to be voted on shall be decided by simple majority of votes cast by Institutional Members present at the General Assembly meeting through their Principal Representatives or designated alternates from the same institution.

6. At the General Assembly, members shall:
 - a) Discuss the overall direction of the network and its policies;
 - b) Provide information and guidelines for undertaking new activities and projects, and for resource mobilization;
 - c) Nominate and elect members of the Steering Committee;
 - d) Decide the location of the Executive Secretariat;

- e) Establish the membership fees and annual dues to be paid by GIFT-MENA members for the maintenance of the network;
- f) Confirm the budget for two years;
- g) Promote and strengthen collaboration and cooperation among member institutions; and
- h) Propose and adopt amendments to the Convention and the Bylaws.

Article IV Steering Committee

1. The Steering Committee shall be composed of five representatives of the Institutional Members, four of them elected by the General Assembly for a four-year term renewable only once and one appointed by the Institutional Member hosting the Executive Secretariat. No country shall have more than one of its member institutions represented in the Committee at any given time.
2. The steering committee
Transitional period - First elections:
Two members of the Steering Committee will be elected for two years period and two members for four years period in order to keep continuity of the Steering Committee work.
3. The Steering Committee shall be responsible for:
 - a) Formulating and subsequently recommending to the General Assembly major policies, strategies, and actions to provide overall direction to the network;
 - b) Creating ad-hoc committee/s if needed, that will enable the organization to respond to the needs of the network;
 - c) Nominating new Steering Committee members;
 - d) Approving the annual budget, work plans and annual reports;
 - e) Approving all contracts and agreements entered into on behalf of GIFT-MENA by the Executive Secretariat; ;
 - f) Granting acceptance of all grants and donations received by GIFT-MENA in pursuit of its objectives;
 - g) Making a recommendation to the General Assembly about the amount of annual dues and membership fees to be contributed by the members;
 - h) Appointing the Executive Secretary;
 - i) Granting new membership; and
 - i) Performing any other duties and functions that may be required by the General Assembly.
4. The Steering Committee shall meet at least once a year. Other meetings could be proposed by any member of the Steering Committee, and would be held upon acceptance of the majority of the Steering Committee members.
5. Quorum for a Steering Committee meeting shall consists of four members. Decisions shall be valid upon adoption by the majority of Steering Committee members present at the meeting.

6. Decisions of the Steering Committee can be made also per rollam (by e-mail, fax or letter). Decisions shall be valid upon adoption by the majority of Steering Committee members.
7. Nominations for election to the Steering Committee can be made by the outgoing Steering Committee, Institutional Members, or from the floor during the General Assembly meeting. Principal Representatives as well as designated alternates or other representatives of the Institutional Members are equally eligible for election as officers. Candidates do not need to be present during the election, but prior to the nomination they must have agreed to serve if elected.
8. If a member of the Steering Committee resigns during its term, the Institutional Member he-she represents shall appoint an alternate representative for the rest of the mandate.
9. If an Institutional Member of the Steering committee resigns during its term, a new Steering Committee shall be elected at the next General Assembly Meeting.
10. The Steering Committee can invite persons from organizations which support substantively and financially GIFT-MENA to attend and participate in its meetings. Invited members of the Steering Committee will not have voting rights.
11. Members of the Steering Committee will not receive any financial remuneration for serving in the Committee.

Article V **Executive Secretariat Location**

1. The Secretariat shall be housed by the Institute of Finance of Lebanon – Basil Fuleihan Institute.
2. The location of the Executive Secretariat may be moved to another Institutional Member based on a resolution of the General Assembly.
3. The hosting institution of the Executive Secretariat shall contribute to the operational budget of the Secretariat.
4. The hosting institution shall provide GIFT-MENA Secretariat with: available office space and staff; technical capabilities, including Internet connection; the capacity to open a special bank account for GIFT-MENA and an independent management of GIFT-MENA financials.
5. In case the location of the Executive Secretariat changes, the terminated Secretariat shall close the GIFT-MENA banking account to the day of termination, and transfer the rest of all financial means and the organization's intellectual, electronic and any other kind of property to the new Executive Secretariat. The terminated Secretariat shall provide the new Secretariat and the Steering Committee with a detailed narrative report of all ongoing activities, projects, responsibilities and liabilities, as well as a detailed financial report to the day of termination.

Article VI **Executive Secretary**

1. The Executive Secretary shall be responsible to the Steering Committee and to the General Assembly in all matters regarding the Executive Secretariat.
2. The Executive Secretary shall participate to all Steering Committee meetings but will not be granted a voting right.
3. The Executive Secretary shall be responsible for the following functions to be carried out by the Secretariat:
 - a) Coordination of all the network's programs and activities;
 - b) Preparation of reports, budgets and action plans for presentation to the Steering Committee and the General Assembly;
 - c) Negotiate contracts and agreements on behalf of the network;
 - d) Enter into contracts and accepting grants and donations to the GIFT-MENA account upon approval by the Steering Committee;
 - e) Co-sign contracts and agreements on behalf of the network with the legal representative of the Institutional Member hosting the Executive Secretariat;
 - f) Provide administrative support to the Steering Committee and create ad-hoc committees;
 - g) Institutional maintenance of the network (enlisting members, management of membership fees and budget, maintenance of records, minutes of meetings etc.);
 - h) Build and maintain the members' database and other databases indicated by the Steering Committee;
 - i) Preparation of circulars and dissemination of information through an organized information and communication system, including the network website;
 - j) Establish and maintain linkages/cooperation with other institutions;
 - k) Advise the Steering Committee, where appropriate, in the preparation of the networks' activities;
 - l) Fundraising for the network; and
 - m) Perform any other functions and duties that may be required by the Steering Committee and the General Assembly in the pursuit of the network's objectives.

Article VII

Financial Management

1. The Executive Secretary shall submit to each Steering Committee meeting a financial report providing information on the current state of the network's finances.
2. The Executive Secretary shall submit to the Steering Committee an annual financial report with detailed information on the GIFT-MENA income, expenditures, and pending income and to the General Assembly the financial reports for two years. The reports must also provide an independent audit statement of the GIFT-MENA finances. To promote transparency, GIFT-MENA financial reports will be made available to the public through the GIFT-MENA website.
3. The costs of the Secretariat shall be charged to GIFT-MENA account in such proportion as reflects the percentage of the staff time devoted to the work of

GIFT-MENA. The applied proportion has to be approved by the Steering Committee.

4. All grants, donations, and contracts as well as fundraising plans shall require prior approval of the Steering Committee.
5. The Steering Committee shall have the right to examine all grants, donations, fees, and contracts that will accrue to the network.
6. No officer of GIFT-MENA can enter into any debt obligation.

Article VIII **Effective Date and Amendments**

1. These Bylaws shall be effective upon adoption by the General Assembly – exceptionally by both Institutional and Associate Members present at the first General Assembly meeting of the organization.
2. These Bylaws may be amended when necessary upon approval of the General Assembly and provided that the proposed amendments have been circulated to all Institutional Members at least 30 days in advance of the General Assembly Meeting. Amendments can be proposed by the Steering Committee and/or majority of the Institutional Members.

Issued and adopted by the General Assembly on June 5, 2008 in Paris-France.

ANNEX: List of Institutional and Associate Members present at the first General Assembly meeting