

Amended

Registered under the Societies Registration Act
XXI of 1860

THE FEDERATION OF NGOs IN BANGLADESH (FNB)

**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION**

Approved by the Extra-Ordinary General Meeting (EGM)

06 November, 2015

MEMORANDUM OF ASSOCIATION

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ARTICLES OF ASSOCIATION

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Memorandum of Association and Articles of Association of The Federation of NGOs in Bangladesh (FNB)

NAME

- I. The name of the Association shall be THE FEDERATION OF NGOs IN BANGLADESH (FNB) and in short NGO FEDERATION.

OFFICE

- II. (a) Head office of the FNB, shall be situated in Dhaka (Presently at House-554 (4th Floor), Road-09, Baitul Aman Housing Society, Adabor, Dhaka-1207)
- II (b) The Federation will have branches at the following places:
 - i) Every district headquarter of the country will have a Branch of the FNB to be known after the district concerned for its independent identity. NGOs with headquarters anywhere in a district will be part of the FNB branch of that district subject to exception granted by the following sub-clause (ii).
 - ii) At such other place (s) as the Central Council of the FNB may determine from time to time by the vote of at least two-thirds majority of the members of that body present and voting in an AGM or an EGM. Provided that the matter has been included in the agenda of the concerned meeting and circulated with at least 21(twenty one) day's notice.
 - iii) Sector Networks of member NGOs of the Federation (by whatever name it is called) recognized by the FNB shall decide about the location of their respective headquarter with the consent of the majority of the member NGOs of that Network. Such networks will be formed to enhance the capacity and effectiveness of the member NGOs working in a specific functional area or with any specific focus. A Network will be recognized or allowed to be formed only if the National Executive Board

of the FNB is of the opinion that it will facilitate intensive coordination in program implementation, bring about synergies in operation in the best interest of the program and maximize the benefits for the people and the country.

- iv) Upazila Committees of FNB, in short UCs, will be set up at upazila level as a grassroots network of all member NGOs working in any upazila. The District Executive Committee of the FNB by majority decision will appoint the upazila level representative of any member NGO having active program in that the upazila as Convener of the UC on a year to year basis. Provided that no member NGO may be appointed Convener of more than two UCs in any district. Provided further that no member NGO shall remain Convener of any particular UC for more than three years at a stretch.

GOAL

- III. To uphold, protect and promote the interests of the NGO sector, ensure effective coordination among its members and stakeholders inspiring the practices of democratic and secular values in their programs and activities.

OBJECTS

- IV. The objects for which the Federation is established are:

All the objects will be implemented after obtaining necessary permission from the Government/Concerned Authority/Competent Authority.

1. To promote and support programs of member NGOs in Bangladesh.
2. To inculcate amongst members, the spirit of development free from party politics and sectarianism of all kinds. Members will be encouraged to take up gender proactive policies and programs in the best interest of the poor, ethnic minority and various marginalized groups including the aged and the disabled.
3. To promote friendly relationship and broad consensus of purpose amongst all NGOs at all levels.
4. To initiate and lead direct and indirect organized action in the best interest of the NGO community in the country.

5. To collect and disseminate statistical and other information and to make efforts for the spread of technical, economic and management knowledge to strengthen NGO activities in the country.
6. To take all necessary lawful steps for promoting, supporting or opposing legislation or any other action affecting the activities of the NGOs in Bangladesh.
7. To take positive and firm action at all times to protect and secure the lawful interests of the NGO community at all levels, in all matters and in all respects.
8. To convene, when necessary, conferences, workshops and seminars at such times and at such places as may be determined by the NEB.
9. To accept any bequest, gift, donation, or subscription towards, or to accumulate and provide fund or an endowment or waqf and to invest the same and apply the income arising there from or to revert to the capital thereof, for any of the objects of the Federation.
10. To acquire, by purchase or otherwise lands, buildings, other property, moveable or immovable, which the Federation, for the purpose thereof may, from time to time, think proper to acquire.
11. To sell, improve, manage, develop, exchange, lease, sublet, mortgage, dispose of, turn to account or otherwise deal with, all or any part of the property of the Federation.
12. To construct upon any land acquired for the purpose of the Federation any building or buildings for the purpose of the Federation and to alter, add to or remove any building upon such premises.
13. To subscribe to, become a member of, or otherwise cooperate with any other association or organization, whether incorporated or not, which is not linked to any political party and whose objects are supportive of poverty reduction and capacity building and welfare of the poor and the disadvantaged. The NEB shall take decisions in these matters subject to

post facto approval of the General Council of the Federation. Every Such decision shall be placed before the General Council in its immediately following meeting for consideration and decision. Provided that if in any case the General Council does not approve the action of the NEB then the same shall become void at once.

- 14.** To invest the surplus money of the Federation, not immediately required, in such security or securities as may, from time to time, be determined by the NEB of the Federation.
- 15.** To establish and support or aid in the establishment and support of associations, institutions trusts and conveniences calculated to benefit employees of the Federation or employees of member NGOs of the Federation or for the dependents of such employees, and grant pensions, allowances or financial assistance to help in cases of extreme distress or illness, and to make payment towards insurance or benevolent funds for such purposes.
- 16.** To enter into any arrangement with Government or any public authority, municipal, local or otherwise, that may seem conducive to the Federation's objects or any of them and to obtain from such Government or public authority rights, concessions and privileges which the Federation may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 17.** To sell or dispose of any undertaking of the Federation or any part thereof including shares and debentures for such consideration as the NEB may think fit and proper. All such decisions shall have to be placed before the next meeting of the Central Council for consideration and approval.
- 18.** To take or otherwise acquire and hold shares in any company involved in lawful business, trade or industry which will not be contrary to the aims and objects of the Federation.
- 19.** To undertake and execute gratuitous trusts and waqfs, the undertaking of which may seem desirable to the Central Council of the Federation.
- 20.** To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, and other negotiable instruments.

21. To promote good practices and ethical standards amongst member NGOs and to establish broad uniformity in matters of service conditions of staff, financial management, procurement policies and other internal control measures considered necessary to ensure transparency and fairness in the NGO sector.
 22. To promote and establish a nationally and internationally acceptable code of conduct based on honor, equity, human rights and gender pro-activity amongst members.
 23. Generally to do all other things incidental to the attainment of the above subjects.
- V. All income and property of the Federation shall be applied solely towards the promotion of the objects of the Federation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise by way of profit to the members of the Federation, provided that nothing herein shall prevent the payment in good faith of remuneration to any employee of the Federation or to any member of the Federation, nor to prevent the payment of interest on money lent or let by any member to the Federation, but no office bearer or member of the Committees at any level of the Federation shall be appointed to any salaried office of the Federation or to any office of the Federation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Federation to any member of any committee except repayment of out-of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Federation or its members. Provided that the provisions aforesaid shall not be deemed to exclude any member of the Federation or any member NGO associated with it from the benefit of any grant made in furtherance of any of the objects of the Federation, nor the gratuitous distribution among or sale at a discount to members of any books or other publications whether published by the Federation or otherwise relating to any of its objects where it has been so decided by the NEB by at least two thirds majority of its total members including the office bearers.

VI. Section (IV) of this Memorandum is the condition on which registration is granted by the Government to the Federation under the Societies Registration Act, 1860.

RIGHT OF AMENDMENT

VII. Any amendment of the Memorandum and Articles of Association of the FNB shall have to be approved by the Central Council with the Votes of 66% of the members present in person or authorized representative in an Extraordinary General Meeting called for this specific purpose. The presence of 51% of the total members of the Central Council shall form the quorum.

JURISDICTION


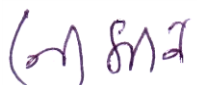



VIII. Territories to which the objects of the Federation shall extend shall be the whole of Bangladesh.

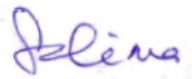





NATURE OF SOCIETY



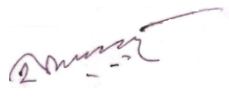



IX. It is a non-profitable, non-political, non-govt. voluntary charitable society.



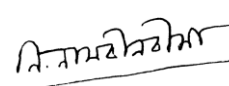


X. If upon winding up or dissolution of the Federation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be distributed amongst the members of the Federation but shall be given or transferred to such other Organization or Organizations having objects similar to the objects of this Federation to be determined by the Central Council of the Federation at or before the time of dissolution or in the default thereof by the Bangladesh Supreme Court (High Court Division) having jurisdiction in the matter.

We, the several persons whose names and addresses are subscribed below, having been empowered by the Extra-Ordinary General Meeting (EGM) held on 06 November 2015 and attended by 185 member NGOs out of 265 from all over the country are desirous of bringing amendments in the Memorandum of Association and Articles of Association. List of the National Executive Board Members.

S/N	Name and Address	Occupation	Signature	Witness
01.	Dr. Muhammad Ibrahim S/O: M. Dula Mia Mother: Sufia Khatun Chairman Centre for Mass Education in Science (CMES) H # 823, R # 19 (old) Dhanmondi R/A, Dhaka-1209	Private Development Service		
02.	A. H. M. Nouman S/O: Alhaj Dr. Mofizur Rahman Mother: Shamsun Nahar Executive Director DORP 36/2, West Sheorapara Dhaka-1216	Private Development Service		
03.	S. N Kairy S/O: : Late Ram Sawarup Kairy Mother's Name: Late Juti Rani Kairy Group CFO BRAC BRAC Centre 75 Mohakhali, Dhaka-1212	Private Development Service		
04.	Md. Fayzer Rahman S/O: Faraz Uddin Prodhan Mother: Sadjan Begum Executive Vice President ASA 23/3, Block # B Khiljil Road Muhammadpur, Dhaka-1207	Private Development Service		
05.	Zakir Hossain S/O: Late Chan Miah Mother's Name: Late Rabea Khanam Executive Director BURO Bangladesh House # 15 Block # F (3 rd Floor) Road# 105 Gulshan – 2, Dhaka-1212	Private Development Service		

S/N	Name and Address	Occupation	Signature	Witness
06.	Dr. Salima Rahman D/O: Mizanur Rahman Mother: Rahima Khatun Executive Director RDRS-Bangladesh House # 43, Road # 10, Sector # 6, Uttara Dhaka-1230	Private Development Service		
07.	M. A. Quader S/O: Late Keramat Ali Mondol Mother's Name: Mrs. Komela Begum Executive Director SETU T & T Colony Road, Courtpara PO Box: 10, Kushtia-7000	Private Development Service		
08.	Mozibur Rahman S/O: Ibrahim Matabbar Mother: Majida Bibe Executive Director Shariatpur Development Society (SDS) Sadar Road Shariatpur-8000	Private Development Service		
09.	Adv. Fakir Md. Mazharul Islam S/O: Late Alhaj Fakir Md. Idris Master Mother: Khudeja Akter Khatun Executive Director Organization For Rural Advancement (ORA) 271/7 (Ground Floor), Zafrabad, Sonkor, Muhammadpur, Dhaka	Private Development Service		
10.	Jesmin Prema D/O: Late Akter Hossain Mother: Shahana Akter Chairman Samaj Kalyan O Unnayan Sangstha (SKUS) 110, Nilufar Building (1 st Floor) Shantinagar, Dhaka-1217	Private Development Service		
11.	Dr. Sazzad Hussain Khandker S/O: Najir Hossain Khandker Mother: Shafur Khatun Chairman Social Advancement By Volunteer Everywhere (SAVE) 3/4, Black # G (3 rd Floor), Lalmatia, Dhaka-1207	Private Development Service		

S/N	Name and Address	Occupation	Signature	Witness
12.	Sk. Arif Ahmed S/O: Md. Anwar Hossain Mother: Rahima Begum Chairman ECO SOCIETY 343, Elephant Road, New Market, Dhaka-1205	Private Development Service		
13.	Aftabur Rahman Jafree S/O: Late Md. Lutfar Rahman Mother: Shamsun Nahar Rahman Paran Executive Director Ghashful 438, Mahadibag Road, Chittagong	Private Development Service		
14.	Harun Ur Rashid S/O: : Late Modi Uddin Ahmed Mother's Name: Late Aftafunnesa Executive Director Almeraj Foundation 4/1, Dharmo Sova crass Road Khulna	Private Development Service		
15.	Md. Jasim Uddin S/O: Late Meser Ali Executive Director Bahumukhi Palli Unnayan Sangstha (BPUS) Mohadevpur, Naogaon	Private Development Service		
16.	Md. Nurul Islam Dulu S/O: Late Ahmed Hossain Mother: Late Nurzahan Begum Executive Director Debi Chowdhurani Palli Unnayan Kendra (DCPUK) Ninodi Sadan, House#12, Road # 3/1 Satgara, Mistripara, Rangpur	Private Development Service		
17.	M. M. Anower Ullah S/O: Late Omar Ali Mother: Rawshan Ara Begum Executive Director Bangladesh Rural Advancement through Voluntary Enterprise (BRAVE) 271/6/-A, Niribili Project (1 st Floor) Sonkor, South Dhanmondi, Dhaka	Private Development Service		

S/N	Name and Address	Occupation	Signature	Witness
18.	Belal Ahmad S/O: Late Dr. Anwar Hossain Mother: Syeda Jabunnessa Executive Director Sylhet Samaj Kalyan Sangstha (SSKS) Probaho # 27 (1 st Floor) Machudikhirpar, Taltola, Sylhet	Private Development Service		
19.	Engr. Musbah Alim D/O: Abdur Rahman Mother: Lailatun Nessa Executive Director Catalyst 9/2, Ring Road, Shyamoli, Dhaka-1207	Private Development Service		
20.	Nilufa Nasreen Rima D/O: Md. Abdus Sattar Mother: Begum Amatur Razeka Executive Director Swadesh Unnayan Kendra (SUK) House # 342/1, Road # 4, Adabar, Dhaka-1207	Private Development Service		
21.	Daisy Ahmed D/O: Dr. Mahatab Mother: Fazilatun Nessa Director Palli Kallayan Shikkha Society (PKSS) Shingra Bazar, Shingra, Natore	Private Development Service		
22.	Md. Foysal Rahaman (Jasim) S/O: Late Md. Abdul Latif Mother: Late Monowara Begum Executive Director Protibandi Unnayan Sangstha (PUS) Halima Boarding, Complex-15, Station Road Jhalokathi Sadar Jhalokathi-8400	Private Development Service		

Dated, Dhaka the2015

Witness

- 1) sd/Md.
Advocate
- 2) sd/.....
Advocate

**Registered under the Societies Registration
Act XXI of 1860
Articles of Association
of
The Federation of NGO's in Bangladesh**

DEFINITIONS

1. In the interpretation of these articles the following words and expressions shall have the following meanings, unless there is anything repugnant in the objects of context:
 - i. The name of the Association shall be THE FEDERATION OF NGOs IN BANGLADESH (FNB) and in short NGO FEDERATION.
 - ii. "These Articles" means and includes the memorandum and these Articles of Association and the rules and Regulations of the Federation for the time being in force.
 - iii. "NEB" shall mean the National Executive Board of the Federation Constituted under Article 12.
 - iv. "Members of the NEB" shall mean office bearers of the NEB of the Federation and shall also include members of the NEB.
 - v. "Member NGO" shall mean every NGO who is a member of the Federation.
 - vi. The terms "Members of the National Executive Board" used in these Articles shall have same respective meanings as the terms "Directors" and "Board of Directors" have when used in the companies Act.
 - viii. "FNB District Branch" shall mean a branch of FNB in any district where the general body of all FNB Member NGOs with headquarters in that district shall be automatic members.
 - ix. "Sector network" shall mean a group of member NGOs who have come together to jointly work in furtherance of common program(s) in any functional area or on any specific issue for such time as they may collectively decide.

- x. “District Executive Committee” (in short DEC) shall mean the District Executive Committee of a branch of the FNB in a district. The Central Council of the Federation shall, from time to time, determine the role and functions of all these DEC’s besides their inherent powers to coordinate the activities of the member NGOs who are within their fold. The DEC of a FNB District Branch shall represent the member NGOs to all authorities in the district. The EC of a Sector Network shall similarly represent its members to the line ministries and functional agencies and also to the Federation in all matters of interest to the particular Network. The DEC of the FNB shall however, assist the Federation, when called upon to do so by the NEB, in all matters including the provision of expert support to the Federation on a need basis. The DEC of the FNB will coordinate the activities of the member NGOs under it in such matters as the members may authorize the DEC to do.
 - xi. “Upazila Committee (in short UC) shall mean a coordination committee of member NGOs in any Upazila and shall also include a committee other than a committee or sub-committee of the NEB set up by the Federation for any specific purpose.”
 - xii. “Year” shall mean a Calendar year commencing on the first day of January and ending on the thirty first day of December.
 - xiii. “Government” shall mean the Government of the People’s Republic of Bangladesh.
 - xiv. Words indicating the singular number shall include plural number and vice-versa.
 - xv. “Central Council” shall mean the 75 (seventy five) members of whom 50 (fifty) will be Permanent Members and 25 (twenty five) Rotating Members.
 - xvi. “NNCC” shall mean the National NGO Coordination Committee as referred to in Article 47.
2. For the purpose of registration the NNCC members are authorized to do everything necessary including signing of all documents and papers. The number of Member NGOs of the Federation at the time of registration shall not be a factor in applying for registration.

3. The Federation is established for the objects explained in the Memorandum of Association.

MEMBERSHIP

4. (a) The FNB will have one type of membership-local, national, international NGOs and networking organizations will be the members of the Federation.
 - b) Any Member NGO having at least three years old valid registration with the Government on the date of its application may apply for membership of the FNB provided that for a minimum of two years since obtaining registration it has implemented a systematic and acceptable development programs for poverty alleviation, capacity building or any right based activity for the welfare of the poor people, protection of one or more heritage (if the Central Council declares, subject to NEB's approval, the protection of any heritage as an acceptable activity) or protection and preservation of bio-diversity and/or environment as its focus with its own resources or with funds obtained from local or foreign donors. The Chief Executive or other assigned official of the applicant NGO will represent his/her respective NGO to the FNB. The acceptability of an applicant's program for purposes of membership of the Federation shall be determined by the NEB. However, any applicant NGO aggrieved by the decision of the NEB on its membership application shall have the right to appeal to the Federation and the decision shall be final and binding on the applicant. Such an application shall go through the same process as if this was a new application.
 - bb) The NEB shall have absolute discretion in accepting or rejecting membership application of any NGO without any reason whatsoever for any rejection of application.
 - c) Every Member NGO shall be required to be a part either of FNB branch of a district.
 - d) Each member NGO of the FNB may become member of FNB District Branch where it has or starts operation and shall remain a member of that district branch so long it continues to be operationally present in that district.
 - dd) Member of any FNB District Branch may become member of other District

Branches where it operates. Such a member shall be required to pay to the FNB Central Office for each district where it becomes a member.

- e) Every Sector Network recognized by the Federation shall be a Networking Member of the Federation with a seat in the Central Council with the right to be elected to any position in the NEB of the Federation but shall not be part of any FNB District Branch. Networking Members other than those who have been elected to the NEB may also be invited to attend all or any meeting of the NEB without the right to vote. Any networking member may also be nominated by the NEB to any Committee or Sub-Committee formed by it.
- f) Any Member NGO can be a member of one or more Sector Networks if it has programs or activities within the purview of the Sector Network (s) which it wants to join.
- g) Members of FNB who are additionally members of district branches other than their own district as per Article 4 (dd) may participate in the election of DEC.
- h) Ordinarily the Head of a Member or and Networking Member shall represent it in the Federation and its various bodies but if s/he nominates someone in writing then that person will become the representative in place of the Head.
- i) If a member organization is found to have violated the Code of Conduct of the FNB, the NEB may, after giving the accused member a chance of hearing, cancel its membership.

ADMISSION FEE AND ANNUAL MEMBERSHIP FEE

- 5. The following Admission Fee and Annual Dues shall be paid by Members and Networking Members of the Federation:
 - a) Admission Fee and Annual membership fee will be decided and revised from time to time by the NEB. FNB membership will be confirmed after the approval of NEB and payment of admission fee and annual membership fee. Every Member shall pay the annual dues by 31 December of the current year at the FNB Central Office.

6. All Members and Networking Members shall pay the Admission Fee and annual dues within two months from the date of issuance of the letter by the FNB Secretariat regarding grant of membership by the NEB. The annual dues shall be payable from the year in which the approval is given unless otherwise indicated by the NEB. However, on application with adequate justification, the NEB may relax the time frame for payment of the dues.
7. Admission Fee and annual dues may be changed upward or downward by the NEB.

MEMBERSHIP REGISTER AND LIST OF MEMBER NGOS

8. a) Register of Members- The Federation shall maintain a register for all Member NGOs containing the following particulars:-
 - (i) Names and addresses of Members or Networking-Members, as the case may be including date of granting membership with dates of payment of annual dues and other details shall also be recorded.
 - (ii) A separate list of organizations which have ceased to be Members/Networking Members with date and reason for cessation of membership.
 - (iii) Every entry in the register shall be signed by the Chief Operating Officer (COO) of the Federation with date of such signature and shall also be countersigned by the Chair and Chief Executive Officer (CEO) of the Federation within one month of the COO's signature.
- (b) This register shall be a public document and any person shall be entitled to ask for a photo copy of all or any page of the register duly attested by the COO by submitting an application in writing to the Chairperson and paying Tk. 100.00 (Take one hundred only) plus Tk. 2.00 (Taka two per page).

FUNCTIONS

09. The functions of the Federation shall be :

- (i) To provide representation on various national, public and semi-public bodies, standing committees, advisory councils or committees.
- (ii) To assist the members in amicably resolving disputes and disagreements if any arises between two or more members.
- (iii) To obtain affiliation of regional and international bodies set up to promote NGO activities, secure affiliation to, or participation in conference of such bodies abroad.
- (iv) To deal with any matter initiated by the Federation when a majority of the Member NGOs request it in writing to initiate some action on any specific issue.
- (v) To take up any matter referred to it by a Member NGO if the NEB, by three fourth majorities of total members, agrees with the request.
- (vi) To collect and circulate, free of cost, to all its Members all notifications and circulars issued by the Government from time to time in any matter concerning the NGOs, their work or likely to be of interest to a large number of them.
- (vii) To lobby with the Government so that it takes up appropriate and adequate poverty alleviation and social development projects and programs involving NGOs as implementers and partners.
- (viii) To promote and support the setting up an independent small NGO Foundation by the Government for funding of small NGOs for implementation of their own programs and activities. But the FNB shall not be directly involved in the management of such a Foundation when one is set up except allowing one or more of the office bearers or members of its NEB to be in the General Body or Governing Board of such a Foundation.
- (ix) To report to the Government its opinion and recommendations as and when necessary about the activities of the NGO sector.

- (x) To remunerate with the prior approval of the NEB a person, organization or company for services rendered to the Federation in respect of any activity undertaken by it in furtherance of its objectives.

CENTRAL COUNCIL

10. (a) There will be a 75 (seventy five)-member Central Council which will form the Central Body and will elect the NEB. Following members will be the part of the Council.
- i. **Permanent Council Members:** 50 (fifty) consisting of the Founder members; existing NEB and the members selected by the EGM.
 - ii. **Rotating Council Members:** Each DEC shall select one member as the district candidate to represent the district branches. Among the district candidates 25 (twenty five) will be selected by NEB as Rotating Members for its Central Council. They will be in the Council for the next 3 (three) years.
 - iii. Body of the Central Council may be increased/extended by NEB as and when needed. The 2:1 ratio between Permanent and Rotating members of the Council, however, will have to be maintained. The increase should not exceed 5% at any given time.
- b) Any vacancy caused by death of member shall be automatically filled up by the lawful successor of the deceased in the Member NGO concerned.
- c) If any Member NGO ceases to exist or ceases to be a member of the Federation its representation in the Central Council shall stand automatically terminated from the date of such an event without any further notice to the organization concerned.

NATIONAL EXECUTIVE BOARD (NEB)

11. (1) a) The management of the affairs of the FNB shall vest in a National Executive Board (NEB) consisting of 19 (nineteen) member NGOs to be elected through votes of the central council. Only the Central Council members shall be entitled to contest in the election of the NEB. Out of the 19

(nineteen) NEB members, 14 (fourteen) members shall be elected from the permanent members of the Central Council and the remaining 05 (five) members shall be elected from the Rotating members of the Central Council. The members of the NEB shall be elected to hold office for 03 (three) years.

b) The following shall be elected out of the 19 (nineteen) members of the NEB.

Chair: 1 (one)

Vice Chair:1 (one)

Treasurer:1 (one)

Executive Members:16 (sixteen)

c) Office bearers will be elected by the NEB from amongst the NEB members for a 03 (three) year tenure and she/he may be reelected.

d) If any NGO ceases to exist or ceases to be a member of the Federation then it shall automatically lose its position in the NEB with immediate effect.

e) If any vacancy in the NEB arises due to death, resignation, removal, insanity, insolvency, or conviction on grounds of moral turpitude or otherwise, the remaining Members of the National Executive Board shall fill the vacancy by electing a Member NGO from the Central Council for the remaining period of the term of the Member who has been replaced. Provided that any Member who contested the immediate past election of the NEB shall be barred from such a selection.

f) The first NEB of the Federation shall be nominated by the National NGO Coordination Committee (in short NNCC) as per Article48. The NNCC shall stand dissolved when the first NEB comes into office after registration of the FNB with the Government. The term of office of a Member NGO in the first NEB shall not be counted for purposes of term restrictions laid down by these Articles of Association.

(2) For purposes of registration the NNCC shall be treated as the NEB of the Federation and all persons constituting the NNCC shall be the signatories to the Memorandum and the Articles of Association of the Federation.

DISTRICT BRANCH

- 12.** a) In a district where the number of members, including the national NGOs, is 7 (seven) or more, there shall be a 5 (five) member District Executive Committee (DEC) consisting of one Chair, one Treasurer, one Secretary and two Executive Members to be elected by the Member NGOs. DEC formulation criteria will be formulated by NEB.
- b) Office-bearers of DEC (Chair, Treasurer and Secretary) shall be elected for 03 (three) year tenure and she/he may be reelected.
- (c) If any Member NGO ceases to exist or ceases to be a member of the Federation then its representative in the DEC, if any, shall cease to hold that position as soon as the aforementioned event takes place.
- d) If any vacancy in the DEC arises due to death, resignation, removal, insanity, insolvency, or conviction on grounds of moral turpitude or otherwise, the remaining Members of the DEC shall fill the vacancy by electing one from amongst the Member NGOs in their branch. A Member NGO so elected shall hold office for the remaining period of that particular term. Provided that a Member NGO which contested the immediate past election of DEC of the concerned branch of NEB shall not be elected under this clause.

UPAZILA COMMITTEE

- dd) If the number of members is 5 (five) or more including the national NGOs in an Upazila there will be a 3 (three) member Upazila Committee (in short UC) selected by the District Executive Committee in consultation with NEB. Where there is no DEC the National Executive Board (NEB) shall select a Convener for representing the FNB at Upazila level.

ELECTION

- 13.** (a) Election of the NEB and office bearers will take place every three years in the Annual General Meeting. AGM of every DEC shall be held within 30 (thirty) days of the AGM at the central level.
- b) Provided that in default of an election being so held within the prescribed period, the existing NEB or as the case may be DEC shall cease to function and an Ad-hoc Committee of 3 (three) persons to be decided by NEB shall

hold Annual General Meeting and election within 90 days from the date of its formation.

- c) The elections wherever prescribed in these Articles shall be held by secret ballot and in accordance with separate Election Rules framed by the NEB with the approval of the Central Council of the Federation.
- cc) The provisions of Article 14(b) shall not be of application until the year 2010 during which the existing NEB shall continue to function till a new NEB is elected within 120 days from the date of expiry of the term of the existing NEB.
- d) The Central Council shall appoint an Election Commission and an Election Appeal Board, each consisting of a total of not more than 3 (three) persons including a Chief Election Commission for three years. This shall be done by the Central Council in the first AGM held under these Articles. Thereafter it shall be done in the AGM which precedes the AGM holding the election. Provided that no member of the NEB or any DEC or a candidate or his/her proposer or seconder shall be in the Election Commission or Election Appeal Board. The Election Commission and the Election Appeal Board shall perform all acts in matters relating to election under the provisions of Articles of Association of the Federation and Election Rules formulated by Election Commission and approved by NEB with a maximum of three persons in the Election Commission or the Election Appeal Board.

Schedule for Election

- e) Election Commission shall, at least 45 (forty five) days before the date of holding of an election, announce the Schedule for the election.
- f) Notice of election and election schedule shall be published and exhibited in the official Notice Board and shall be circulated to the Member NGOs through courier service or Under Certificate of Posting or both under the supervision of the Election Commission.

Nomination for Election:

- g) Subject to the provisions of these Articles, Members shall pay their annual membership fees and such other fees as the Election Commission may require them to do within such time as shall be fixed in the election schedule, which shall not be less than 30 (thirty) days before the date of holding of

election. Nominations for any election shall be filed only under the signature of the Head of the Members organization.

Preliminary Voters List

- h) The Election Commission shall publish a preliminary Voters' List at least 25 (twenty five) days prior to the date of election and shall keep it open in the office of the Federation and its Notice Board for inspection by the members for at least 3 (three) working days. The same list shall be sent to the district branch office for display in the same manner and a separate list of voters' entitled to participate in the elections in a particular branch shall also be sent to that district branch office for similar display which shall be known as the District Branch Voters' List.
- i) Any dispute regarding inclusion or exclusion of any name in the Voters' List may be raised before the Election Appeal Board within 3 (three) working days of its publication. Within another 3 (three) working days the Board shall dispose of the dispute(s) after giving reasonable hearing to the concerned parties and intimate its decision to the Election Commission. The Election Commission shall publish the Final Voters' List within 3(three) working days of such decision of the Election Appeal Board.
- j) Any person whose name is not included in the Final Voters' List cannot be a candidate, a proposer or a seconder of any candidate for the election. Member who is eligible to vote may nominate a representative from his/her organization other than the one mentioned in the voters' list for casting vote.

Nomination Paper Submission

- k) Nomination papers shall be submitted in the prescribed form within such date and time as shall be fixed in the election schedule that shall be at least 15 (fifteen) days before the date of election. The nomination papers shall be duly filled in with full particulars of the candidate as may be specified in the prescribed Nomination Form. The filled in nomination papers shall be signed by the candidate, his/her proposer and seconder and must reach the Election Commission on or before the last date and time fixed in the Election Schedule.

- l) A candidate shall be entitled to contest for only one post. However, nomination papers may be submitted for a minimum of two posts. In such a case one nomination paper shall have to be withdrawn by the scheduled last date of withdrawal otherwise both the nominations shall be treated as void.
- m) The Election Commission shall scrutinize the nomination papers on the date and times mentioned in the Election Schedule and publish the list of valid nominations at the notified time and date. Candidates or their representatives, proposers and seconders may remain present at the time of scrutiny of the nomination papers.
- n) If any nomination paper is rejected by the Election Commission, aggrieved candidate may, within 3 (three) days of the date of publication of the List of Valid Nominations, appeal in writing to the Election Appeal Board. The Election Appeal Board shall, within the next 3 (three) days, dispose of the appeal after giving reasonable hearing to all concerned and intimate its decision to the Election Commission. That decision shall be final and binding on all parties. The Election Commission shall forthwith publish the final list of validly nominated candidates.

Withdrawal of Candidature

- o) If, after withdrawal of candidature, the number of candidates is equal to the number of seats to be filled up then such candidates shall be declared as elected. If the number of candidates is less than the number of seats to be filled up, the candidates shall be declared as elected and for the seats not filled up, the Election Commission shall hold election within 40 (forty) days from the original date of election on the basis of the same Voters' List. After publishing in the Notice Board of the Federation a new Election Schedule and in such case the time limit prescribed in these Articles for various things shall not apply. If the total number of final valid nominations is more than the number of offices to be filled, a poll shall be held on the date and time fixed for such poll in the Election Schedule. Voters shall cast their votes in secret ballot.
- p) The Election Commission shall determine the format of Ballot Paper for contested election. Each ballot paper in prescribed form shall bear the seal of

the Federation and shall also be signed by the Chair of the Election Commission. No ballot paper shall be considered valid unless it is so signed and also bears the seal of the Federation. Category-wise names of candidates for reserved seats shall be separately printed on the ballot papers by the Election Commission in all cases.

- q) Ballot Paper shall be issued to a voter by a member of the Election Commission at the polling center satisfying himself /herself about the identity of the voter through proper verification as per procedure determined by the Election Commission.
- r) Candidates receiving highest number of votes shall be declared elected and in case of equality of votes the candidates shall be selected by lottery to be conducted by the Election Commission in presence of such of the candidates as may be present at the time of counting of votes.
- s) The Election Commission shall forthwith publish the result of such Election in the Notice Board of the Federation by issuing a press release to the national dailies in Dhaka.

Objection

- t) Any candidate having any objection to the said results of election may file an objection to the Election Appeal Board within the date and time fixed for the purpose in the Election Schedule which shall not be less than 3 (three) working days from the date of publication of results of election.

Opportunity of hearing

- u) The Election Appeal Board, after giving an opportunity of hearing to all parties concerned, shall dispose of the objection and communicate its decision to the appellant and the Election Commission within 3 (three) working days counted from the last date fixed in the Election Schedule for filling a such appeal.
- v) The Election Commission shall, on receipt of the decision of the Election Appeal Board, forthwith publish the final result of election on the basis of such decision. If no objection has been filed in respect of any post within the date and time fixed in the Election Schedule the result declared by the

Election Commission under Article 14 shall be treated as the final results of the election for the post.

TERM OF OFFICE

14. a) The term of office of the Chair, Vice-Chair and Members of the NEB/DECs shall be three years (36 months) from the date of assumption of office. For purposes of this article the tenure of office of the first NEB or of the DECs established by it shall not be counted.
- b) Notwithstanding anything contained in these Articles of Association, the newly elected Office Bearers and Members shall automatically come into office within 30 (thirty) days after the date of the AGM and if the 30th day is a holiday then on the next working day. The three years term shall be counted for that date.

FREQUENCY OF MEETINGS

15. The NEB and every DEC shall hold a minimum of one meeting every three months and the gap between two meetings shall not exceed 90 (ninety) working days.

QUORUM FOR NEB AND DEC

16. One-third of the total members including office bearers shall constitute the quorum for a meeting of the NEB or any DEC formed under these Articles of Association.

POWERS

17. The NEB and the DECs shall have the following powers-
 - (i) To appoint any number of sub-committees or special committees or standing committees or expert committees to deal with particular problems or issues having a bearing on NGO activities, economy and other issues of development or human rights in the country. Provided that in case of a difference between the views of the NEB or as the case may be of the DEC and those of such committees the matter shall be referred to the Central

Council of the Federation for a final decision which shall be final and binding on all.

- (ii) To appoint staff headed by a Chief Operating Officer (COO) who may be called by any name as decided by the NEB or the concerned DEC and to frame rules and regulations to govern their selection, appointment, promotion, pay and allowances and benefits, leave and provident funds, traveling and other allowances and remunerations, privileges, disciplinary matters including removal or dismissal etc. of the staff.
- (iii) To appoint or engage technical advisers to render expert advice on various issues to the Federation or as the case may be to the branch/ Sector Network which is considered relevant and/or important by it.
- (iv) To delegate subject to such conditions as the NEB thinks fit, any of its powers generally to DEC's or to the DEC of a particular branch or a Sector Network. Similarly, the DEC of any District Branch may delegate any of its powers to a UC if it considers such delegation necessary in the best interest of the NGO work in that district.
- (v) To sanction to own members and staff as well as to other persons appointed on the committees and sub-committees, all expenses including traveling expenses in connection with official work.
- (vi) To meet the working expenses of the management, establishment charges and salaries of the staff.
- (vii) The NEB may send delegates or delegations abroad or invite foreign delegates or delegations connected with various fields of NGO activities and to bear expenses thereof. This power shall be exercised with the prior approval of the Government wherever such approval is required by law or rules.
- (viii) Subject to the provisions of the Articles of Association to enter into agreement upon such terms and conditions as the NEB may deem appropriate for working in connection with or for better development of the NGO sector with any organization that may apply to work in cooperation with the Federation if its objects are in no way inconsistent with the objects of the Federation as defined in the Memorandum and Articles of Association and if it is not directly or indirectly linked to any political party or group.

- (ix) The NEB shall be responsible for setting up different departments of the Federation to deal with various aspects of its business, including a separate Welfare Department to work exclusively for the welfare of the staff of the Federation and Member NGOs and to meet all expenses on account of or arising from the work of these departments.
- (x) The NEB shall make such rules, bye-laws and regulations as it may consider necessary and expedient for proper conduct of the business of the Federation, Such rules, regulations and bye-laws to remain valid shall have to be confirmed by the Central Council in the meeting immediately following their promulgation. Provided that rules, bye-laws and regulations changing the rights or privileges of Members shall always require prior approval of the Central Council before their promulgation.
- (xi) The NEB shall have powers to add, alter, improve and repeal regulations or bye laws of the Federation provided such rules, regulations or bye-laws do not militate against the standing rules and regulations, already confirmed by the Annual General Meeting or Extra-ordinary General Meeting of the Federation.
- (xii) In case of the Federation the NEB and in case of a branch or a Sector Network the DEC concerned will generally look after its business and will take all possible steps and measures to promote its popularity with a view to making a success of the aims and objects of the Federation and increase the status, dignity and honor of the Federation and of the NGO community in the country as well as at the international level.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

18. A person shall cease to be a member of the Federation and any organization under it including any committee if s/he files a petition of insolvency or is adjudicated as insolvent or has been adjudged by a competent court to be of unsound mind or is convicted of an offence involving moral turpitude.

THE CHAIR

19. The Chair shall be the Head and Chief Executive of the Federation or as the case may be of the Branch or the Sector Network subject to collegial decision-making process. S/he shall whenever possible, preside over meetings, issue statements on policy matters on behalf of the organization and lead all deputations and delegations. S/he shall address the General Meetings and shall perform such other duties as may be incidental to the office of the Chair. S/he may, with the consent of a majority of the members, invite any person or persons for any meeting of the NEB or as the case may be of the DEC.

VICE-CHAIR

20. If at any time the Chair is away from the country or has notified his/her inability to act as such, a Vice Chair nominated by the Chair shall act in his/her place and in the absence of both, s/he may delegate powers to any other functionary of the NEB or as the case may be of the DEC.

CHIEF OPERATING OFFICER

21. Subject to the supervision and control of the Chair and the NEB or as the case may be of the DEC, the COO shall have the following duties and responsibilities:-

- i) To carry on and have charge of all correspondence of the organization.
- ii) To keep and maintain the accounts and the funds connected with or in any way controlled by the organization.
- iii) To keep and maintain accurate minutes of all meetings.
- iv) To have charge of all papers and documents, furniture and all other properties, moveable and immovable.
- v) To issue and serve notice of all meetings.
- vi) To notify Members of impending elections and the results of the elections.
- vii) To demand and collect all dues from Members wherever applicable.

- viii) To prepare the Annual Report and Reports of all Committees.
- ix) To delegate any of his/her function to any sub-ordinate officers with prior written approval of the Chair provided that s/he shall remain responsible for all acts done on her/his behalf by such officers.
- x) To maintain administrative and disciplinary control over all staff in accordance with the rules and regulations in force.
- xi) To do and perform all acts and deeds that s/he may expressly be required to do by the NEB/DEC and generally perform such other duties as are incidental to his/her office.

**MEETINGS OF CENTRAL COUNCIL AND GENERAL BODY OF
DISTRICT BRANCHES**

22. a) An Annual General Meeting (AGM) of the Central Council of the Federation or of the General Body of a District Branch shall be held at least once in every calendar year at such time as may be decided by the NEB/concerned DEC as the case may be. Provided that the AGM of the District Branch be held after the AGM of Central Council. Such an AGM shall transact the following business.
- i) Confirm the minutes of the last Annual General Meeting;
 - ii) Receive and adopt the Annual Report;
 - iii) Receive and approve the audited accounts;
 - iv) Appoint Auditor/Auditors and fix their remuneration;
 - v) Any other business that may be transacted at a General Meeting with the permission of the Chair.

Provided that, the Central Council shall also transact the following additional business in all intervening AGMs between two elections:

- i) Appoint an Election commission and Election Appeal Board;
 - ii) Appoint an Advisory Committee as per the Article 52(i);
- b). In the event of any poll in an AGM/EGM or requisitioned meeting, Members shall cast their votes.

General meeting of all members

- c) In addition, a general meeting of all members of FNB shall be held in the first half of every year.

EXTRA ORDINARY GENERAL MEETINGS

23. Meeting of the Central Council or the General Body of the District Branch other than the AGM shall be called Extraordinary General Meeting (EGM) and shall be held at any time and at such place as the NEB/DEC may deem convenient for the disposal of the business for which the meeting is called.

MEETINGS ON REQUISITION

24. An Extraordinary General Meeting can be held on a requisition signed by one-fifth of the total number of members of the Central Council or as the case may be of the General Body of the Branch specifying clearly the business to be transacted.
25. Upon requisition made in writing by at least one-fifth of the members, the Chair shall convene an Extraordinary General Meeting within 21 days from the date of receipt of such requisition. A notice of such a meeting under the signature of Chair specifying the date, time and venue shall be circulated among the Members for their information at least fourteen days before the appointed date.
26. If the Chair does not proceed within 21 days from the date of the Requisition to call a meeting, the requisitionists may elect one of themselves as the Leader who shall call the meeting, but in either case any meeting so called shall be held within three months from the date of requisition. Every meeting so called by the requisitionists shall be called in the same manner or as nearly as possible in which meetings are to be called by the Chair. In the latter case the Leader shall perform all functions of the Chair in all matters relating to that Extra-ordinary General Meeting as per the decision of the majority of the requisitionists including issuing notice under his/her signature when asked to do so.

27. A requisition notice for an Extra-ordinary General Meeting shall express the object of the meeting and must be signed by the requisitioner. A copy of such notice shall be sent to the Chair, NEB and the COO/Member Secretary of concerned General Body and the same shall be sent by fax and courier service or registered post with acknowledgement due.

QUORUM FOR CENTRAL COUNCIL / GENERAL BODY OF BRANCHES

28. One-third members of the Central Council or as the case may be of the General Body of the District Branch present in person and qualified for the time being will form a quorum for an AGM or EGM including a requisitioned EGM and no business shall be transacted at such meetings unless there is a quorum.

NOTICE OF MEETING

29. At least 14 days' notice for Annual and other General Meetings intended to pass ordinary resolutions and at least 21 days notice for an Extraordinary General Meeting intended to pass special resolution specifying the place, date and hour of the meeting shall be circulated to the Members along with the notice of the meeting. A copy of the proposal or draft resolution shall invariably be attached to any such notice at all times. Non-receipt of such a notice by any Member shall not invalidate the proceedings of such a meeting if all other requirements prescribed by these Articles of Association have been fulfilled.

CONDUCT OF BUSINESS

30. The Chair shall preside over every General Meeting. If for any reason s/he is not present then those present shall elect the Vice-Chair and if s/he is not present then any Member from amongst themselves to act as Chair of the Meeting.

31. The Chair may, with the consent of the Members present, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
32. At any General Meeting, unless a poll is demanded by any Member, a declaration by the Chair of the meeting that the resolution has been carried and an entry to that effect in the book of the proceedings of the Federation shall be conclusive evidence of the facts, without proof of the number or proportion of the votes recorded in favor of or against the resolution.
33. If a poll is demanded as aforesaid, the same shall be taken in such manner as the Chair of the meeting directs and the result of the poll shall be deemed to be the resolution of that meeting.

VOTING RIGHTS

34. Every Member and Networking Member of the Central Council or as the case may be of the District Branch or of the NEB/DEC present in person at a meeting of that body shall have one vote only.
35. Every question submitted to a meeting of any such Body or Committee shall be decided, unless unanimous, by a majority of the members present in person and voting at such a meeting. Provided that a no-confidence motion against an office bearer or member of the NEB or of and DEC of a branch of FNB shall require three-fifth votes of the members present in person at such meeting of the Central Council or concerned General Body as the case may be. Provided further that a no-confidence motion against the entire NEB or and DEC shall not be passed if a minimum of 51% of the total number of members of the Central Council or the General Body, as the case may be, are present and at least three-fifth of members present in person have voted in favour of such a motion.

NOTICE ON MEMBER

- 36.** A notice may be served upon any Member/Networking Member either personally or by sending it through email as well as through post under Certificate of Posting or through courier service at the registered address of such Member/Networking Member.

PRELIMINARY EXPENSES

- 37.** The preliminary expenses of registration and other incidental expenses of the Federation shall be borne by the National NGO Coordination Committee (NNCC).

AUDIT

- 38.** At least once every year the accounts of the Federation/every District Branch/sector network shall be prepared and audited.
- 39.** The NEB/DEC shall at least once every calendar year lay before the Annual General Meeting the audited Balance Sheet and Income and Expenditure accounts of the Organization for the period not earlier than nine months prior to the date of the meeting and such period shall also be continuous to the period covered by the last audit report which has been approved by the AGM.
- 40.** a) The Auditors elected at the Annual General Meeting shall hold office for a maximum period of three years as determined by the AGM.
- b) The Auditors shall have a right of access at all times to the books of accounts and vouchers and shall be entitled to require from the NEB/DEC and all officers such information and explanations which are necessary for the performance of their duties.
- c) The Auditors shall make a report to the AGM on every Balance Sheet laid before it and the report shall state:-
- i) Whether or not they have obtained all the information and explanations required by them and Whether in their opinion the Balance Sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Organization's affairs according to their best information and the explanations given to them and as shown by the Books.

41. Every account of when audited and approved by a General Meeting shall be final except as regards any error discovered therein within three months following the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be final.
42. The Auditors shall be entitled to receive notice of and to attend any General Meeting at which any accounts which have been examined or reported by them are to be read before the Members and may make any statement or observation with regard to the account.

INDEMNITY

43. a) Every Office Bearer and Member of the NEB/DEC and all staff of the Federation/District Branch shall be indemnified by the concerned organization and it shall be the duty of the NEB/DEC to pay, out of its funds all costs, losses and expenses which such person(s) may incur or become liable to by reason of any contract entered into or act or thing done by them acting in good faith in the discharge of their duties including traveling expenses. The amount for which such indemnity is provided shall immediately be a charge on the property of the Organization and have priority over all other claims.
- b) No Chair, Vice-Chair, other office bearer or Member of the NEB/DEC or officer of the Federation/ District Branch shall be liable for the act, receipts or defaults of any other Member of the NEB/DEC or office or for joining in any receipt or other act or conformity or for any loss or expenses happening through the insufficiency or deficiency of title to any property acquired by order of the NEB/DEC for and on behalf of the organization or for the insufficiency or deficiency of any security in or upon which any of the moneys of the organization shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by an error of judgment or oversight on his/her part or for any other loss, damage or misfortune whatever shall happen in the execution of his/her duties or in relation thereto unless the same happens through his/her own dishonesty or negligence.

SEAL

44. a) The NEB shall provide a common seal for the Federation /District Branches. The seal shall be deposited with the Chief Operating Officer and shall never be affixed to any document except by the prior authority of the NEB/DEC and the Chair and at least one other Member of the NEB/DEC shall sign every such instrument to which the seal is affixed and all such instrument shall be signed by the Chief Operating Officer.
- b) Deeds, bonds and other contracts, under the seal made on behalf of the Federation /District Branch and signed by the Chair and the Chief Operating Officer and one Member of the NEB/DEC shall be deemed to have been duly executed.

SPECIAL PROVISIONS RELATING TO COMMENCEMENT, GENDER AND THE DISABLED

45. This Federation is being set up as a follow up of the decisions of a NATIONAL CONVENTION OF 2200 NGOs from all over BANGLADESH held at the GONOSHAYSTHO KENDRA, SAVAR on 26th July, 2002 which set up a NATIONAL NGO COORDINATION COMMITTEE (NNCC) with Sir Fazle Hasan Abed, Chairperson and founder CEO of BRAC as the Convener and of the SECOND NATIONAL CONVENTION of 1850 NGOs held at the Shaheed Suhrawardy Indoor Stadium, Mirpur, Dhaka on 23rd February, 2003 which unanimously decided to set up such a Federation.
46. Notwithstanding anything contained in the Memorandum or any other Article of these Articles of Association, the first National Executive Board of the Federation shall be nominated by the NNCC existing at the time of registration of the Federation. The Convener and Members of the NNCC shall be the signatories to the Memorandum and Articles of Association of this Federation of NGOs in Bangladesh.
47. The first National Executive Board nominated by the NNCC shall hold office for not more than twelve months from the date it takes over from the NNCC

after registration of the Federation. During this twelve month period it shall arrange to hold the first Annual General Meeting of the Federation to elect the National Executive Board for two years as per the provisions of the Articles of Association. Any NGO which does not fulfill the conditions of Membership of the FNB shall be automatically excluded from it even if it has been associated with the NNCC or a District NGO Coordination Committee (DNCC) set up by it prior to the registration of the FNB.

48. The DNCCs set up by the NNCC shall continue as the FNB Branch in the district concerned for a maximum period of twelve months from the date of registration of the FNB by which time FNB Branches under these Articles of Association shall be established by the Federation. Provided that the first NEB appointed by the NNCC as per the provisions of these Articles of Association may modify or reconstitute the Branch within three months from the date of registration of the FNB if it deems it necessary to do so. But such a decision will require two-thirds majority of the NEB.
49. (i) The Federation shall always encourage women, disabled and other disadvantaged people to participate in its management at all levels.

FINANCIAL MANAGEMENT

50. Unless otherwise decided by the Central Council, procedure for maintaining accounts, opening bank accounts and operating such bank accounts shall be determined by the NEB for the Federation as well as all its District Branches.

ADVISORY COMMITTEE

51. i) The Central Council shall appoint an Advisory Committee for the Federation with not more than five members from amongst NGO leaders of repute having a minimum of twenty years of dedicated service. The committee members shall elect one of them as Convener. Members to the Advisory Committee shall be nominated for a period of two years by a majority decision in an AGM or EGM.

Notwithstanding the foregoing provision, every immediate past Chair of NEB shall automatically become a member of the Advisory Committee for a

period not exceeding 2 terms, provided that not more than two such past Chairs shall be Advisors at the same time and that the total number of Advisors shall not exceed 5 (five) in all. The Central Council shall nominate the remaining members of the Advisory Committee.

- ii) The Advisory Committee will be basically a committee of elders to be consulted by the National Executive Board in such matters as it deems appropriate. The committee may on its own send unanimous recommendations to the NEB as well as the Central Council for consideration if it feels that the matter is of importance for the NGO movement. Any such recommendation sent to the Central Council shall be placed before it by the Chair at the first opportunity without fail.
- iii) Any vacancy arising in the Advisory Committee on account resignation or death may be filled up the NEB subject to the approval of the Central Council in its next meeting.
- iv) Appointment as the Convener or a member of the Advisory Committee shall not be a bar to a person representing his/her NGO in the Central Council, the NEB or any Committee of the Federation. However, no one shall participate in an election or hold any other post as long as s/he is in the Advisory Committee.

AMENDMENT OF MEMORANDUM & ARTICLES

- 52.i) Any amendment of the Memorandum and Articles of Association of the Federation shall have to be approved by Central Council with the votes of 60% members present in person in an Extra-Ordinary General Meeting of the total members.
- ii) Nothing in this article shall prevent the NEB to correct any bonafide mistake in the Memorandum or the Articles of Association, if any clerical error or gross incongruity is detected within on year from the date of registration of the Federation. Provided that such correction shall require the unanimous resolution of the NEB and the NNCC. A joint meeting of these two bodies will have to be specially convened with two weeks' notice with a definite

agenda where attendance of a minimum of 75% of the total number of persons constituting these two bodies shall be required. Provided further that such correction or corrections may be done once only and these shall not bring about any change in the basic character or structure of or the basic philosophy behind the Federation of NGOs in Bangladesh as contemplated at the time of founding of the Federation.


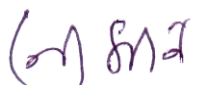



EFFECTIVENESS OF AMENDMENTS

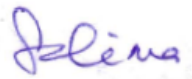





53. Amendments to the Memorandum and these Articles of Association shall become effective only after the approval of the Registrar of Joint Stock Companies as per law.



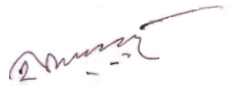



WINDING UP



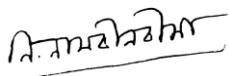

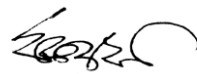
54. The provision of the Societies Registration Act of 1860, as in force at the time shall apply to the winding up or dissolution of the federation.

We, the several persons whose names and addresses are subscribed below, having been empowered by the Extra-Ordinary General Meeting (EGM) held on 06 November 2015 and attended by 185 member NGOs out of 265 from all over the country are desirous of bringing amendments in the Memorandum of Association and Articles of Association. List of the National Executive Board Members.

S/N	Name and Address	Occupation	Signature	Witness
01.	Dr. Muhammad Ibrahim S/O: M. Dula Mia Mother: Sufia Khatun Chairman Centre for Mass Education in Science (CMES) H # 823, R # 19 (old) Dhanmondi R/A, Dhaka-1209	Private Development Service		
02.	A. H. M. Nouman S/O: Alhaj Dr. Mofizur Rahman Mother: Shamsun Nahar Executive Director DORP 36/2, West Sheorapara Dhaka-1216	Private Development Service		
03.	S. N Kairy S/O: : Late Ram Sawarup Kairy Mother's Name: Late Juti Rani Kairy Group CFO BRAC BRAC Centre 75 Mohakhali, Dhaka-1212	Private Development Service		
04.	Md. Fayzer Rahman S/O: Faraz Uddin Prodhan Mother: Sadjan Begum Executive Vice President ASA 23/3, Block # B Khiljil Road Muhammadpur, Dhaka-1207	Private Development Service		
05.	Zakir Hossain S/O: Late Chan Miah Mother's Name: Late Rabea Khanam Executive Director BURO Bangladesh House # 15 Block # F (3 rd Floor) Road# 105 Gulshan – 2, Dhaka-1212	Private Development Service		

S/N	Name and Address	Occupation	Signature	Witness
06.	Dr. Salima Rahman D/O: Mizanur Rahman Mother: Rahima Khatun Executive Director RDRS-Bangladesh House # 43, Road # 10, Sector # 6, Uttara Dhaka-1230	Private Development Service		
07.	M. A. Quader S/O: Late Keramat Ali Mondol Mother's Name: Mrs. Komela Begum Executive Director SETU T & T Colony Road, Courtpara PO Box: 10, Kushtia-7000	Private Development Service		
08.	Mozibur Rahman S/O: Ibrahim Matabbar Mother: Majida Bibe Executive Director Shariatpur Development Society (SDS) Sadar Road Shariatpur-8000	Private Development Service		
09.	Adv. Fakir Md. Mazharul Islam S/O: Late Alhaj Fakir Md. Idris Master Mother: Khudeja Akter Khatun Executive Director Organization For Rural Advancement (ORA) 271/7 (Ground Floor), Zafrabad, Sonkor, Muhammadpur, Dhaka	Private Development Service		
10.	Jesmin Prema D/O: Late Akter Hossain Mother: Shahana Akter Chairman Samaj Kalyan O Unnayan Sangstha (SKUS) 110, Nilufar Building (1 st Floor) Shantinagar, Dhaka-1217	Private Development Service		
11.	Dr. Sazzad Hussain Khandker S/O: Najir Hossain Khandker Mother: Shafur Khatun Chairman Social Advancement By Volunteer Everywhere (SAVE) 3/4, Black # G (3 rd Floor), Lalmatia, Dhaka-1207	Private Development Service		

S/N	Name and Address	Occupation	Signature	Witness
12.	Sk. Arif Ahmed S/O: Md. Anwar Hossain Mother: Rahima Begum Chairman ECO SOCIETY 343, Elephant Road, New Market, Dhaka-1205	Private Development Service		
13.	Aftabur Rahman Jafree S/O: Late Md. Lutfar Rahman Mother: Shamsun Nahar Rahman Paran Executive Director Ghashful 438, Mahadibag Road, Chittagong	Private Development Service		
14.	Harun Ur Rashid S/O: : Late Modi Uddin Ahmed Mother's Name: Late Aftafunnesa Executive Director Almeraj Foundation 4/1, Dharmo Sova crass Road Khulna	Private Development Service		
15.	Md. Jasim Uddin S/O: Late Meser Ali Executive Director Bahumukhi Palli Unnayan Sangstha (BPUS) Mohadevpur, Naogaon	Private Development Service		
16.	Md. Nurul Islam Dulu S/O: Late Ahmed Hossain Mother: Late Nurzahan Begum Executive Director Debi Chowdhurani Palli Unnayan Kendra (DCPUK) Ninodi Sadan, House#12, Road # 3/1 Satgara, Mistripara, Rangpur	Private Development Service		
17.	M. M. Anower Ullah S/O: Late Omar Ali Mother: Rawshan Ara Begum Executive Director Bangladesh Rural Advancement through Voluntary Enterprise (BRAVE) 271/6/-A, Niribili Project (1 st Floor) Sonkor, South Dhanmondi, Dhaka	Private Development Service		

S/N	Name and Address	Occupation	Signature	Witness
18.	Belal Ahmad S/O: Late Dr. Anwar Hossain Mother: Syeda Jabunnessa Executive Director Sylhet Samaj Kalyan Sangstha (SSKS) Probaho # 27 (1 st Floor) Machudikhirpar, Taltola, Sylhet	Private Development Service		
19.	Engr. Musbah Alim D/O: Abdur Rahman Mother: Lailatun Nessa Executive Director Catalyst 9/2, Ring Road, Shyamoli, Dhaka-1207	Private Development Service		
20.	Nilufa Nasreen Rima D/O: Md. Abdus Sattar Mother: Begum Amatur Razeka Executive Director Swadesh Unnayan Kendra (SUK) House # 342/1, Road # 4, Adabar, Dhaka-1207	Private Development Service		
21.	Daisy Ahmed D/O: Dr. Mahatab Mother: Fazilatun Nessa Director Palli Kallayan Shikkha Society (PKSS) Shingra Bazar, Shingra, Natore	Private Development Service		
22.	Md. Foysal Rahaman (Jasim) S/O: Late Md. Abdul Latif Mother: Late Monowara Begum Executive Director Protibandi Unnayan Sangstha (PUS) Halima Boarding, Complex-15, Station Road Jhalokathi Sadar Jhalokathi-8400	Private Development Service		

Dated, Dhaka the2015

Witness:

- 1) sd/Md.
Advocate
- 2) sd/.....
Advocate