

**Constitution**

**OF**

**National Alliance of Humanitarian Actors, Bangladesh  
(NAHAB)**

## **1. Name**

The name of the Organization is **National Alliance of Humanitarian Actors, Bangladesh** (referred to as “the Alliance” in the rest of this document) shall be abbreviated and commonly known as **NAHAB**.

## **2. The Registered Office and Secretariat office:**

2.1. The Registered Office of the Organization shall be situated in Bangladesh at House No: 19, Road No: 12, Dhanmondi Residential Area, Dhaka- 1209, Bangladesh. The registered office will also serve as a secretariat for the Organization. Location of the Registered Office or Secretariat can be changed as and when felt necessary by the Executive Board of NAHAB.

## **3. Nature of the organization**

NAHAB is an alliance of voluntary, non-government, non-profitable, and non-political organizations that will advocate and facilitate a balanced, faster and needful humanitarian actions in Bangladesh.

## **4. Goal and objectives:**

4.1. The goal of the alliance is to encourage and support national/local non-governmental, national humanitarian organizations, partners and other relevant actors to uphold their voice, representation and commitment to invest for faster, needful and effective humanitarian actions in Bangladesh.

4.2. The alliance will function to achieve following objectives.

- a) Create a common space for Humanitarian actors to share information, experiences, and research findings.
- b) Provide an outlet for humanitarian actors to get easy access to information and knowledge products on humanitarian aspect.
- c) Advocate for collaboration among the humanitarian actors (GO, NGO, Private sector) at the management and implementation level on humanitarian interventions.
- d) Undertake advocacy for having appropriate policies and revision of policies for reflecting emerging issues and context.
- e) Raise the voice of local and national humanitarian actors at national level on relevant humanitarian issues and actual community needs.
- f) Advocacy for engagement of L/NNGOs to play an active role in the national humanitarian and disaster management architecture including district and local level disaster management structures.

- g) Advocacy for improved coordination at district and local levels in preparedness, response and recovery mechanism.
- h) Promoting development of consortium of L/NNGOs for accessing resources allocated for humanitarian actions at national and international level.
- i) Work with government and other organizations, institutions and agencies to address humanitarian agenda in disasters and in emergency.

## **5. Areas of Activity**

5.1 The working area of the Organization shall be the whole of Bangladesh.

5.2 NAHAB as an alliance of local and national humanitarian actors shall work in all divisions and districts for promoting localization in humanitarian actions in Bangladesh.

5.3 The ultimate beneficiaries of this alliance will be the disaster and emergency affected grassroots communities.

## **6. Type of Activities:**

The activities of NAHAB will be guided by the following theme

### **6.1 Coordination**

- a) NAHAB will closely work with the government to facilitate participation of local and national NGOs in any humanitarian action at local level.
- b) It will undertake steps aimed at making humanitarian actions needful and effective to reach the neediest affected people.

### **6.2 Networking**

- a) Represent collective voice of humanitarian actions in appropriate forum and meet relevant agencies and personnel at local, national and international levels.
- b) Expand the membership base within Bangladesh and become associated with other national or international bodies, institutions, organizations that fulfill the objective of NAHAB

### **6.3 Advocacy**

- a) Advocacy with the government to uphold the voice of humanitarian actors, particularly its members for balanced humanitarian system of Bangladesh.
- b) Advocacy with international organizations to recognize the balanced role of local and national humanitarian actors along with international actors.

### **6.4 Knowledge Management**

- a) Create a culture of cross-learning across NAHAB members and also with other relevant

agencies for expanding existing knowledge base and wider dissemination of lessons and good practices.

- b) Facilitate training programs, seminars, workshop and meetings for Non-Government, Semi-Government and government organizations, voluntary agencies and societies, local government bodies, institutions and individuals for attaining the objectives of the Organization.

#### 6.5 Resource mobilization

- a) NAHAB will advocate for increased allocation of national and international financial and non-financial resources and to channelize those through local and national level institutions.
- b) Facilitate the institution-building and expanding the existing institutional capacity of local and national NGOs for accessing technical and financial resources.

### **7. MEMBERSHIP:**

7.1. Membership is to be offered as per following criteria

- a) Any Bangladeshi local or national organization, institution, agency, trust, foundation contributing to faster and needful humanitarian actions will be eligible to apply for membership of NAHAB.
- b) An applicant must fulfill the following specific criteria based on the membership category related to humanitarian actions in Bangladesh.
- c) No individuals can apply for its membership.

7.2. Categories of Membership

7.2.1. General Member:

- a) Originated in Bangladesh and operating as National or Local organizations under the regulation set by the Executive Board of NAHAB.
- b) Registered with NGO Affairs Bureau of Bangladesh or Department of Social Services or Registrar of the Joint Stock Companies and Firm or Department of Women Affairs.
- c) Having documentary evidence of managing any humanitarian preparedness, response, recovery activities, at least two within last ten years one of which should be within last five years.

7.2.2. Affiliate Member:

- a) Forum, Network, Trust, Foundation operating in Bangladesh at National or Local levels under the regulation set by the Government of Bangladesh.

- b) Having commitment to engage in humanitarian actions and documentary evidence of humanitarian actions.
- c) Representative from any network, consortium, forum concerned with humanitarian actions should have clear decision from their own executive body to be an Affiliate Member of NAHAB

### 7.3. Membership Approval Process

- a) The Executive Board will review all membership applications and take decision regarding all membership and the fulfillment of eligibility for different categories of membership. Executive Board may invite potential organizations to join as Affiliate Member of NAHAB.
- b) The membership at NAHAB will be approved by the Executive Board and it will be conferred. Once the membership is given in one district, no separate membership registration will be required at other districts for their works in those districts. In case of the organization having implementation in multiple districts, the membership would be conferred from the district where the organization has been registered and its head office is located.

### 7.4. Membership Fee

Annual membership fee for General member of NAHAB will be tk 1000 per year or as decided in the Annual General Meeting of the alliance.

### 7.5. Voting Rights:

Only General Members will have voting rights in meetings of NAHAB.

### 7.6. Membership obligations:

- a) Attend and participate in network meetings in various forums/events organized by NAHAB central level Executive Board and Divisional Committees.
- b) Represent NAHAB at local level and build close relation with other humanitarian actors.
- c) Advocate for the alliance and seek to enroll potential new members,
- d) Participate in Annual General Meeting (AGM) and Extra-Ordinary General Meeting (EGM) called by the Executive Board,
- e) Implement program/activity set by NAHAB
- f) Maintain liaison with the network secretariat and act as an active NAHAB representative when required by the alliance.
- g) Provide support for organization of local level advocacy, communication and promotional activities by the alliance.
- h) Provide information and share resource materials as and when needed
- i) Support the sustainability of the network either through funding or providing voluntary assistance
- j) Regular payment of Annual Membership fee.

### 7.7. Termination of membership

- a) Inability to continue work on humanitarian issues for a long period of time as determined by the Executive Board, non-participation in three consecutive general meetings or act against the interest of the Organization will lead to discontinuation of membership where the decision of the Executive Board shall be final.
- b) In case of nonpayment of membership fee for 3 (three) consecutive year will automatically terminate the membership

## **8. NAHAB GOVERNANCE STRUCTURE**

There will be four levels of governance structure of NAHAB namely, the General Body, Executive Board, Divisional Committee and Advisory board.

### **8.1 The General Body:**

8.1.1 The General Body shall comprise all the Members listed in the Register of Members.

8.1.2. The General Body will perform the following responsibilities

- a) Shall elect the Executive Board.
- b) Shall approve Policy Strategy, Budget Plan, and Development Plan,
- c) Revision/amendment or supplement of Memorandum of Association and Rules and regulation of NAHAB
- d) Decision to cease the activities of NAHAB

### **8.2 The Executive Board:**

8.2.1 The Executive Board shall consist of 15 members. The Chairperson, Vice Chairperson, Treasurer, Member Secretary and Members of the Executive Board shall be elected or selected by the General Body and remain in their post for three years.

- a) The Executive Board shall consist of the following post.

Chairperson	01 (One)
Vice Chairperson	01 (One)
Treasurer	01 (One)
Members	11 (Eleven)
Member Secretary	01 (One)

- b) Out of this 15 members board there should be at least one representative from each of eight administrative divisions of Bangladesh.
- c) At least one office bearer (Chairperson, Vice Chairperson, Treasurer, Member Secretary) should be female.
- d) At least one fifth members of the executive board should be female including the female office bearer.

e) Only head of the organization is eligible to be member in the Executive Board unless otherwise decided by the Executive Board on case to case basis

f) In the Executive Board, an organization can be member for a maximum of two consecutive terms. However, they can become member after intervals.

8.2.2. All members in the Executive Board will be elected as ordinary members by the General Body. The elected members themselves in its first meeting will allocate port-folios among them electing Chairperson, Vice Chairperson, Treasurer, Member Secretary and EB Members.

8.2.3. If there is any vacancy in the Executive Board due to a valid reason, the Executive Board can co-opt until next general meeting/bye-election for filling vacancy.

8.2.4. The Executive Board shall serve for a term of 3 years.

8.2.5 Executive Board shall have the following responsibilities:

- a) Mobilize resources for the alliance activities, prepare annual budgets for the network and ensure budget accountability.
- b) Prepare and secure approval of the alliance annual work plan and budget from the general meeting of the alliance.
- c) Approve new membership
- d) Ensure that the members' directory and NAHAB website is updated on a regular basis
- e) Supervise secretariat in performing its duties
- f) Delegate required tasks to network members
- g) Represent the network domestically and internationally.

8.2.6 The office bearers of the Executive Board will have the following duties:

- a. Chairperson - The Chairperson will preside over the Executive Board meetings, main business sessions of the general meeting and serve as the spokesperson of the alliance.
- b. Vice Chairperson – The Vice Chairperson will stand in and carry out the functions of the chair in his/her absence.
- c. Member Secretary – The Member Secretary will supervise and guide the work of NAHAB secretariat, ensure that the EC functions smoothly and be responsible for facilitating the work of the EC in consultation with the Chairperson.
- d. Treasurer – The Treasurer will be responsible for ensuring financial accountability of NAHAB take steps for proper financial management, recording and reporting income and expenses, and preparing and implementing budgets and financial plan of NAHAB
- e. Executive Board Members – Responsibilities of the Executive Board Members will be to participate in the Executive Board meetings and undertake tasks assigned by the Board.

8.2.7 The Executive Board will meet at a minimum three times a year.

8.2.8 The Executive Board will generally take its decisions through consensus. In cases of differences in views when a formal counting is required or when discussion must occur over email, two-thirds membership will form the quorum and decisions will be taken by simple majority.

8.2.9 Each Executive Board member shall have one vote and may vote in person or by email.

### **8.3 Divisional Committee**

8.3.1 The NAHAB will operationalize its activities from division level. Accordingly, the Divisional Committee shall be composed with a minimum of five members unless otherwise decided by the Executive Board.

a) The Divisional Committee shall consist of the following post

Chairperson	01 (One)
Treasurer	01 (One)
Member Secretary	01 (One)
Members	2 (Minimum two)

b) In the Divisional Committee there should be at least one representative from each District of that division.

c) At least one fifth members of the Divisional Committee should be female.

d) Only head of the organization is eligible to be in the Divisional Committee

e) Organization can be the member of the Divisional Committee for a maximum of two terms.

8.3.2 The Divisional Committee Chairperson will represent the Division in the Central Executive Committee.

8.3.3 The Divisional Committee shall serve for a term of 3 years.

8.3.4 The Divisional Committee will meet at a minimum three times a year.

8.3.5 The Divisional Committee will cascade down the decision taken by Central NAHAB Executive Board.

### **8.4 Advisory Board**

8.4.1 The Advisory Board shall be composed of maximum 5 members representing key government personnel, subject expert etc.

8.4.2 The Executive Board will select the advisory board members.

8.4.3 The Advisory Board shall provide strategic guidance to NAHAB for faster and needful humanitarian actions.

### **8.5 Secretariat**



- 8.5.1. A Secretariat will be established to carry out and support the work of NAHAB under the supervision of the Executive Board.
- 8.5.2. The secretariat shall be staffed with at least two core staff members as decided by the Executive Board.
- 8.5.3. The key responsibilities of the Secretariat will be to:
- a) Carry out administrative work such as routine administration, budget management and reporting to the Executive Board.
  - b) Support effective coordination & communication among alliance members and other national and international forum/network to facilitate planning, development and implementation of alliance work plan.
  - c) Perform all logistic and event management functions of the alliance, providing support to the Divisional Committee, and the Executive Board.
  - d) Maintain and update the website and publication of communication materials (e.g., Newsletter and e-Newsletters, brochure, annual reports and special publications)
  - e) Update the membership registration and database and link members to capacity building opportunities
  - f) Discharge other duties as instructed by the Executive Board.
- 8.5.5 The secretariat will function according to NAHAB's mandate, as articulated by the Executive Board through these bylaws and the Annual Work Plan.

## **9. MEETING OF NAHAB**

- 9.1 The Annual General Meeting (AGM) shall take place every year. For the AGM, the Member Secretary will serve a notice of 15 days in advance with agenda.
- 9.2 An Extraordinary General Meeting (EGM) for any purpose may be called either by the Executive Board or at the written request of 20 percent of NAHAB members, stating its purpose. An Extraordinary General Meeting will take place with not less than one week notice given to the members.
- 9.3 At any meeting (AGM, EGM) a quorum shall consist of presence of majority of the eligible members or 40 (forty) eligible members which one is minimum.
- 9.4 Resolutions shall be carried by a simple majority vote, unless as stated in Clause 9 regarding amendment of the Memorandum of Association and Rules and Regulations.
- 9.5 The AGM shall have at least the following mandatory Agenda:
- a) Registration of participant members
  - b) Report of alliance activities
  - c) Financial and Budget reports
  - d) Strategic plan and work plan
  - e) Election of the Executive Board, if necessary(as stated in clause 3.2)
  - f) Any other business

## **9.6. Rules for Calling Meetings**

#### 9.6.1 Meeting of the General Body:

- a) The General meeting of the General Body shall be convened at least once every year. The abovementioned meeting shall be called Annual General Meeting of the Organization.
- b) All eligible members shall be notified at least fifteen days ahead of the meeting.
- c) A special meeting (EGM) of the General Body may be called at any time with one week's notice ahead of the meeting.
- d) If a meeting of the General Body is postponed for any reason, the meeting shall be held within sixty days of the date for which the meeting was originally scheduled.

#### 9.6.2 Meeting of the Executive Board:

- a) The Executive Board shall meet at least three times per year. Members of the Executive Board shall be informed at least seven days before a meeting is held.
- b) Emergency meetings of the Executive Board may be called if members receive at least twenty four hours' notice of such a meeting.
- c) If a meeting of the Executive Board is postponed for any reason, the meeting shall be held within a month of the date for which the meeting was originally scheduled by the Executive Board.

### **10. CONFLICT OF INTEREST:**

Any member or officer/staff that is aware of a potential conflict of interest with respect to any matter coming before the Executive Board or the General Meeting of NAHAB must make full disclosure of such interest to the Executive Board before any discussion or negotiation of such transaction. The Executive Board will take appropriate decisions keeping the objectives and interest of NAHAB in mind.

### **11. MAINTAINING BANK ACCOUNT**

Bank accounts of NAHAB will be maintained in scheduled banks as decided by the Executive Board; the Bank signatory panel will consist of the Chairperson, Member Secretary and Treasurer; transactions will be made with the joint signatures of any two.

### **12. AUDIT OF THE ACCOUNTS**

Based on the decision of the Executive Board, the Treasurer shall appoint a qualified chartered Accountant firm to conduct the yearly audit of the Organization's accounts and financial transactions. The audit report is to be presented and approved at the General Body by Treasurer for approval.

- 12.1. The funds of the alliance shall be collected from one-time or periodical contributions, from subsidies and donations or from positive responses to proposals and requests made by the Secretariat.
- 12.2. Bank accounts, expenditures and handling of resources are the purview of the Secretariat, guided and overseen by the Executive Board. At the end of each financial

- year the Secretariat shall prepare and submit a financial report to the Executive Board.
- 12.3. The financial year shall be on a calendar year basis starting on January 1 and ending on December 31.
  - 12.4. No later than one month before the beginning of the next financial year, the Secretariat shall draw up an estimate of income and expenditures in the form of a budget for the forthcoming financial year and submit it to the Executive Board for review and approval.
  - 12.5. No part of the assets, income, profits or net earnings of NAHAB shall inure to the benefit of the any member, employee and other person except as reasonable compensation for services in relation to NAHAB's purpose.
  - 12.6. The Treasurer, working on behalf of the Executive Board, is responsible for all financial matters, financial transactions and records of the alliance. She/he will present the audit report to the Annual General Meeting.

### **13. REVIEW AND REVISION OF CONSTITUTION**

The constitution is valid from the date of approval by the General Body. It may be amended or modified by the decision of the general meeting of the Alliance.

### **14. AMENDMENT OF THE CONSTITUTION**

Any change in the constitution of NAHAB requires a three-fourth approval vote by the eligible Members of the General body, who are present and entitled to vote. Thereafter, necessary approval shall be taken for such changes from the registration authority. Decisions regarding the change of the Constitution will be regarded as extra ordinary resolution and follow the necessary procedure for this purpose.

### **15. DISSOLUTION OF THE ASSOCIATION**

The Organization can only be dissolved by virtue of a resolution which is passed by a majority of not less than three-fifth of the eligible votes cast by the Members of the General Body who are entitled to vote, after members have been informed thereof at least twenty-one days prior to the meeting. Decisions regarding any and all of the Societies flexible assets shall be taken with prior approval of the Registration Authority. Assets may be transferred to institutions having purpose similar to the purpose of the Organization.