



ARTICLES OF ASSOCIATION
FOR
AFGHAN ORG FOR CHANGE



OG# 867

Law on Non-Governmental Organizations (NGOs)

Articles of Association of

Afghan Org for Change

- 1 The name of the organization is **Afghan Org for Change**.
(and in this document is called "the NGO")

- 2 Interpretation.

In these articles:

"the Law" means the Law on Non-Government Organizations (NGOs)

"address" means a postal address or, for the purposes of electronic communication, a fax number, e-mail address or a text message number in each case registered with the the NGO;

"the NGO" means the organization intended to be regulated by these articles;

"Secretary" means the secretary of the NGO or any other person appointed to perform the duties of the secretary of the NGO, including a joint, assistant or deputy secretary;

"Board of Directors" means the body of the directors under the Act and of trustees under NGO law;



“Honorary Trustees” means persons appointed by the Directors to act in an honorary capacity to provide advice, guidance or receive endorsements as thought fit by the Directors;

“Member” means a subscriber of the organization;

“Subcommittee” means a committee of one or more Directors;

Objects.

3

The NGO’s objects (the Objects) are:

(1)

To relieve financial hardship, distress and suffering among poor people, widows, orphans and other people in need by means of, but not exclusively, making grants or loans for providing or paying for items, equipment, services and facilities, including the provision of food, water and clothing, and livelihood programs for the benefit of the said persons;

(2)

To advance education for the benefit of the general public by means of, but not exclusively, the provision or the assistance in the provision of educational activities and facilities, such as schools and training centers for the benefits of said persons;

(3)

To relive sickness and to preserve good health among persons in need, by means of, but not exclusively, the provision or assistance in the provision of facilities such as testing and treatment centers, hospitals and clinics for the benefit of the said persons.



Powers

4

In addition to any other powers it may have, the NGO has the following powers in order to further the objects:

(1)

To raise funds;

(2)

To buy, take on lease or in exchange, hire or otherwise acquire any property or assets or land and to maintain and equip them for use;

(3)

To sell, lease or otherwise dispose of all or any part of the property or assets belonging to the NGO.

(4)

To setup trading subsidiaries or carry out any such trading activities that is allowable under law;

(5)

To borrow money and to charge the whole or any part of the property belonging to the NGO as security for repayment of the money borrowed.

(6)

To co-operate with NGO, voluntary bodies, individuals, corporations and statutory authorities and to exchange information and advice with them;



(7)

To establish or support any trusts, associations or institutions formed for any of the purposes included in the Objects;

(8)

To acquire, merge with or to enter into any partnership or joint venture arrangement with any other NGO or organization formed for any of the Objects;

(9)

To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(10)

To employ and remunerate such staff as are necessary for carrying out the work of the NGO;

(11)

To deposit or invest funds;

(12)

To provide liability indemnity insurance for the Directors or any other officer of the NGO;

(13)

To pay out of the funds of the NGO the costs of forming and registering the organization or NGO;

(14)

To appoint advisors or patrons or Honorary Trustees as the Directors think fit;



(15)

To do any or all such other lawful things as are necessary for the achievement of the Objects.

Application of income

5

(1)

The income, property and any surpluses of the NGO shall be applied solely towards the promotion of the Objects.

(2)

A Director is entitled to be reimbursed from the property of the NGO or may pay out of such property reasonable expenses property incurred by them when acting on behalf of the NGO.

(3)

None of the income, profits (surpluses) or property of the NGO may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the NGO. This does not prevent a member who is not also a Director receiving a benefit from the NGO in the capacity of a beneficiary of the NGO.

(4)

(a) A Director may receive a benefit from the NGO in the capacity of a beneficiary of the NGO.

(b) The Directors may arrange for the purchase, out of the funds of the NGO, of insurance designed to indemnify the Directors in accordance with the terms of the law.



(C) A Director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the NGO where that is permitted in accordance with, and subject to the conditions in, law on non-government Organizations (NGO)

(d) A Director or connected person may receive rent for premises let by the trustee or connected person to the NGO. The amount of the rent and the other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(e) A Director may take part in the normal trading and fundraising activities of the NGO on the same terms as members of the public.

(f) A Director or connected person may be employed by the NGO other than for acting as a trustee and may receive and retain reasonable remuneration paid to them in respect of their employment, provided that a majority of NGO trustees then in office are not in receipt of remuneration or payments authorized by clause 4, and any prior consent required from the NGO commission is given.

(g) A Director must be absent from the part of any meeting at which their employment or remuneration, or any matter concerning the contract, are discussed. They must also be absent from the part of any meeting at which their performance in that employment, or their performance of the contract, is considered. They must not vote on any matter relating to their employment or the contract and must not be counted when calculating whether a quorum of Directors is present at the meeting for the particular decision to be made.

(h) Any reference to a Director in this Article (4) is a reference to a Director or any person or body connected to a Director.



Liability of members.

6 The liability of the members is limited.

7 Every member promises, if the NGO is dissolved while they are a member or within twelve months after they cease to be a member, to contribute such sum as may be demanded of them towards the payment of the debts and liabilities of the NGO incurred before they cease to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Dissolution.

8

(1)

The members of the NGO may at any time before, and in expectation of, its dissolution resolve by means of a resolution passed by a majority of two-third of the total number of founding members of the NGO, that any net assets of the NGO after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the NGO be applied or transferred in any of the following ways:

- (a) Directly for the Objects; or
- (b) By transfer to any NGO or charitable institution or not-for-profit organization for purpose similar to the objects; or
- (c) To any NGO or charitable institutions or not-for-profit organization for use for particular purpose that fall within the objects;

(2)

In no circumstances shall the net assets of the NGO be paid to or distributed among the members of the NGO.



Members.

9

(1)

The subscribers to the memorandum are the first members of the NGO (herein referred to as "Founding Members")

(2)

Membership is open to any individual who is nominated by a Director in the form required by the Directors; and is approved by a majority of the Directors at their sole and absolute discretion.

(3)

The Directors may refuse an application or nomination for membership at their absolute discretion, if they consider it to be in the best interests of the NGO, and the Directors shall not be required to provide a reason for refusal.

(4)

Membership is not transferable to anyone else.

Termination of Membership.

10

Membership is terminated if:

(1)

The member dies; or



(2)

The member resigns by written notice to the NGO unless, after the resignation, there would be less than two member; or

(3)

The member is not from among the founding members and is removed from membership by a majority resolution of the Founding members, or in the event that no Founding members remain then by a resolution of the Directors, that it is in the best interests of the NGO that their membership is terminated.

General Meetings.

11

The Directors shall hold an annual general meeting every year only if it requested by at least ninety (90) percent of the total number of members entitled to attend and vote.

12

Notwithstanding any members rights to all a General Meeting under the law, General meetings or special General Meetings may be called at any time by the Directors.

Notice of General Meetings.

13

The minimum periods of notice required to hold a general meeting of the NGO is fourteen (14) days, except that a general meeting or an extraordinary general meeting may be called by shorter notice if it so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.



14

The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the NGO.

Proceedings at general meetings.

15

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum for all general meetings is two (2) members who are entitled to vote upon the business to be conducted at the meeting.

16

- (1) General meetings shall be chaired by the Director appointed by the voting members present at the commencement of the meeting.
- (2) If there is only one Director present they shall chair the meeting.

Decision at meetings.

17

- (1) Decisions at a general meeting shall be based on a consensus.
- (2) Where no consensus is reached, then, subject to sub-Article (5) of this Article (Article 17) and Articles 18, a vote may be demanded on the motion in question either
 - (a) By the person chairing the meeting; or
 - (b) By at least fifty (50) percent of the total number of members present.
- (3) Subject to sub-Article (5) of this Article (Article 17) and Articles 18, any vote at a meeting shall be decided by a poll.



- (4) The motion shall be deemed to be passed if at least fifty-one percent (51%) of the members present, and entitled to vote, vote in favor of the motion. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.
- (5) In the event that a dispute arises, the decision of the person chairing the meeting shall be final and binding on all members.

Votes of members.

18 Every member shall have one vote.

19 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Directors.

20 A Director must be a natural person aged 18 years or older.

21 No one may be appointed a Director if they would be disqualified from acting under the provisions of Article 26.

22 The number of Directors shall be at least two (2).

Appointment of Directors.

23

The "First Directors" shall be those persons notified to the NGO Department as the First Directors of the NGO.

24

- (1) The NGO may be ordinary resolution at a general meeting of the NGO appoint a member of the NGO who is willing to act to be a Director.



- (2) The Directors may appoint, by a resolution of the Board of Directors, a member of the NGO who is willing to act to be a Director of the NGO.
- (3) Subject to the provisions of Article 26 and any provision contained in the law, the Directors shall serve as a Director for life.

Officers & Board of Directors.

25

- (1) The collective body of Directors of the NGO shall be called the Board of Directors.
- (2) The meetings of the Board of Directors shall be chaired by a Director appointed or elected by the Directors at the commencement of their meetings.
- (3) Subject to sub-article (4) below, the Directors may appoint persons, who may not necessarily be from among the members, to act as ex-officio Directors of the NGO, fulfilling such duties as determined and delegated by the Directors from time to time.
- (4) The appointment of any ex-officio Director shall not confer any rights as Directors under the law whatsoever for that said person and may be revoked by a resolution of the Directors at their sole and absolute discretion.

26 Disqualification and removal of Directors.

A Director shall cease to hold office if the said Director:

- (1) Ceases to be a Director by virtue of any provision in the law or is prohibited by law from being a director; or
- (2) Ceases to be a member of the NGO; or
- (3) Becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs; or



- (4) Resigns as a Director by notice to the NGO and the Board of Directors accepts the resignation (but only if at least two Directors will remain in office when the notice of resignation is to take effect) ; or
- (5) Notwithstanding any members' rights under the law, is not from among the First Directors and is removed from the Board of Directors by a resolution of the Directors that it is in the best interests of the Charity that their directorship is terminated.

Proceedings of the Board of Directors.

27

- (1) The Directors may regulate their proceedings as they think fit and may use any electronic means as they think fit.
- (2) The Directors must call a meeting of the Directors if requested to do so by any one (1) Directors.
- (3) Questions arising at a meeting shall be decided by consensus or a majority of votes if a poll demanded.
- (4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

28

- (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made;
- (2) The quorum for Director meeting shall be two (2) Directors.

29

- (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.



- (2) The resolution in writing may comprise several documents containing the text of the resolution in like from each signed by one or more Directors.

Delegation.

30

- (1) The Directors may delegate any of their powers or functions to a committee of one or more Directors, or to an officer or staff of the NGO but the terms of any delegation must be recorded in the minute book.
- (2) The Directors may revoke or alter a delegation at their absolute discretion.
- (3) All laws and proceedings of any committees must be fully and promptly reported to the Directors.
- (4) The Directors may impose conditions when delegating;

Minutes.

31

The Directors must keep minutes of all appointments of officers made by the Directors, proceedings at meetings of the NGO and meetings of the Board of Directors.

Accounts, Annual Reports and Annual Return.

32

The Directors shall comply with their obligations with regard to the preparation, keeping of and presentation of accounting records and annual reports or returns for the NGO.

33

Any notice to be given to or by any person pursuant to the articles must be in writing or must be given using email or mobile phone text message.



Indemnity.

34

The NGO shall indemnify every Director or other officer or auditor of the NGO against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favor of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the NGO.

Rules.

35

- (1) The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the NGO.
- (2) The NGO in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (3) The rules or bye laws shall be binding on all members of the NGO. No rule or bye laws shall be inconsistent with, or shall affect or repeal anything contained in the article.

Dewah Khan

The Founder

Khalid Ahmad

Director & Board member