

Approved by the Governing board meeting dated 19 November 2021.



Constitution of Mongolian Family Welfare Association

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Ulaanbaatar

CONSTITUTION OF MONGOLIAN FAMILY WELFARE ASSOCIATION

CHAPTER 1 GENERAL PROVISIONS

Article 1: Definitions and Date of Establishment

1.1 Name of the organization

- a) The organization is named as “Mongolian Family Welfare Association” (MFWA). Hereinafter referred to as “the Association”.
- b) Short name: MFWA NGO

1.2 Form of the organization

- 1.2.1 The Association shall be member association of the International Planned Parenthood Federation (IPPF). The Association shall be operated as a non-governmental organisation, not for profit and is a social serving organization in Mongolia
- 1.2.2 The “Constitution” of the Association shall be a legal document complied with Non-governmental laws and other applicable laws of Mongolia as well as policy, goals and standards of the International Planned Parenthood Federation (IPPF).
- 1.2.3 Association, established in 1994, and since then, the constitution have been revised and amended in 2001, 2003, 2007, 2010, 2013, 2016, 2017, 2018, and 2021.
- 1.2.4 Headquarter of the Association is located in Ulaanbaatar city. The association may have branches and representative offices in administrative units such as provinces, capitals, districts, and sums of Mongolia.

Article 2: Definitions in the Constitution

2.1 Definitions used in the Constitution shall have following meanings:

- 2.1.1 The meeting of all members" is the highest governing body of the association to exercise the rights and obligations stipulated in this charter
- 2.1.2 “Governing Board” means the governing unit elected by the meeting of all members to operate within the framework of this charter;
- 2.1.3 “President” means a person elected by the meeting of all members with full rights to represent the association internally and externally, preside over board meetings, and sign contracts with the executive director based on the board's decision
- 2.1.4 Oversight committee" means a supervisory unit elected by the meeting of all members, which supervises the activities of the Board of Directors and the Executive Director on behalf of all members, and is responsible for reporting to the meeting of all members
- 2.1.5 Executive director" is an official appointed by the board of directors and authorized to provide day-to-day management, representation, and property management of non-governmental organizations within the scope of powers granted by the board of directors
- 2.1.6 “Secretariat” means a team le by the Executive Director, who is responsible for managing day-to-day activities of the Association;
- 2.1.7 “Branch” means a unit established in accordance with the Constitution and applicable rules;
- 2.1.8 “Member” means people who accepted the goals and policies of the association and joined the membership in accordance with the rules
- 2.1.9 “Honorary Officers” means the members of the Governing board and the Oversight Committee, the Chairman of the Governing board, and the Treasurer.

CHAPTER 2 GOALS, OBJECTIVES AND PRINCIPLES OF THE ASSOCIATION

Article 3: Goals and Objectives

3.1 The Association is strived to be a leading non-governmental organization (NGO) that provides Sexual and Reproductive Health and Rights education and quality services, accessible and result based planning and implementing organization in Mongolia. As a member of IPPF, MFWA adheres to its direction and operational goals, and sexual and reproductive health and rights, knowledge, education and access to services is a basic human right and is a necessary condition of human happiness, prosperity and peace with the following objectives:

- 3.1.1 To advocate and promote sexual and reproductive health and rights education to all women, men and young people to make free and informed choices;
- 3.1.2 To provide sexual and reproductive health services to all individuals;
- 3.3 To plan and implement sexual and reproductive health, rights activities on evidence based manner;
- 3.4 To regularly assess and improve sexual and reproductive health, rights education, services and activities.

Article 4: Principles

Association shall pursue following principles in order to reach its goals and objectives:

- 4.1 The Association shall adhere to the Mongolian and IPPF Standards on its sexual and reproductive health, rights education, services and activities.
- 4.2 To respect individual's choices and voluntary basis for provision of its sexual and reproductive health, rights education, services and activities.
- 4.3 To work in partnership with Mongolian government, public organizations, non-governmental, private companies, mass media organizations and international organizations on its sexual and reproductive health, rights education, services and activities.
- 4.4. To maintain gender equality without discriminating its members and clients by their race, nationality, age, gender, religion, political view, disabilities, sexual orientation, sexual identity, social and economic status, geographical location on its sexual and reproductive health, rights education, services and activities.
- 4.5 To pay more attention to vulnerable groups, remote and low income people when providing its sexual and reproductive health, rights education, services and activities.
- 4.6 To be free and independent from political and religious organizations, not to participate in political party alliances, movements, elections or religious activities in any way

CHAPTER 3 FUNDING, FINANCE AND AUDIT

Article 5: Financial sources

5.1 The Association's financial resources shall be from the following sources to meet its operational goals and objectives:

- 5.1.1 Funding for projects, activities and programs from non-governmental, international and other organizations;
- 5.1.2 Membership fee ;

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- 5.1.3 Donations, inheritance, gift, financial support and work pay by individuals or corporate that are not contrary with goal of the Association;
- 5.1.4 Income from association's clinic operations; and
- 5.1.5 The Association may receive or give loan to implement its activities.

Article 6: Expenses of Association

- 6.1 All the income, equipment and assets of the Association shall only be used for Goals and Objectives as well as Principles set in the Chapter Two of the Constitution.
- 6.2 No portion of the Association's income, commodities or property shall be paid or transferred, either directly or indirectly as loans, dividends, or profit to any member or staff of the Association.
- 6.3 Governing board and members and staff are prohibited to have any financial or commercial interest in supplying goods, services or materials to the Association to attain personal gain.
- 6.4 Governing Board of the Association, secretariat, working group, branch, sub branch is prohibited to make donations to any party or candidates for election of the Parliament, President's office and meeting of the Civil Representatives.

Article 7: Financial Control

- 7.1 An external auditor approved by IPPF and the Governing Board shall make annual audit inspection on financial books of the Association according to financial policy of the IPPF.
- 7.2 The auditor shall provide the audit report and management letter to the Governing Board annually.
- 7.3 The auditor's report and books of accounts shall be kept in headquarters of the Association and or archived in a place defined by the Governing Board and posted on association's website.
- 7.4 Any member of the Governing Board can have access to the audit reports.

**CHAPTER 4
MEMBERSHIP OF THE ASSOCIATION**

Article 8: Members and membership policy

- 8.1 Any citizen of Mongolia or foreign citizen legally residing in the territory of Mongolia that accepted goals and policies of the Association can become a member of the Association on the basis of voluntary according to rules of the Association.
- 8.2 It is prohibited to discriminate anyone, who made a request to become a member of the Association, by their race, nationality, age, gender, faith, political view, disabilities, social and economic situation, geographic location, sexual orientation and sexual identity.
- 8.3 Members of the Association shall consist of varied professions, background, gender and age and from different geographical locations.
- 8.4 Membership card may be issued to a member of the Association. The membership card design will be approved by the Governing board.

Article 9: Categories of Members

Association shall categorize its members as follow:

- 9.1 Member: Means a member who paid an annual membership fee and actively participates in the activities of the Association.

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- 9.2 Volunteer : A voluntary person means a person who does not pay taxes, but who supports and actively participates in the activities of the association with his professional education and skills, and who is not eligible to be elected as a representative in the meetings of all members
- 9.3 Special member: a member who has paid the tax determined by the Governing board, provides actual financial support to the activities of the association, and is elected as a representative at all members' meetings and has the right to participate with voting rights
- 9.4 Honorary member: A member who has actively participated in the activities of the association for more than 10 years and has the right to be elected and participate as a representative in the meetings of all members determined by the province or city branch and approved by the Board of Directors.

Article 10: Rights, Responsibilities and action for the Members

10.1 Members` rights

- 10.1.1 All the members except volunteers have a right to vote and elected at all members meeting and express their opinions
- 10.1.2 All the members except volunteers have a right to vote and be elected to the Governing board
- 10.1.3 All the members have a right to introduce with the governance and management decisions and financial reports
- 10.1.4 All the members have a right to participate in activities and receive discounted services in line with the relevant regulations.
- 10.1.5 A member has the right to withdraw from the Association at any time

10.2 Members` obligations

- 10.2.1 Members are responsible for following and supporting the laws and regulations of Mongolia, the IPPF's policies, goals and standards, the Association's rules, and the policies and procedures to be followed in its activities
- 10.2.2 Members are responsible for following the ethical principles, ethical standards and behavior by the Code of Ethics of the Association

10.3 Members responsibility

The member's ethical and other violations will be discussed by the Oversight Committee, and the it will make a conclusion and submit it to the President. The president will make a decision based on the opinion of the Oversight committee in accordance with the internal rules and code of conduct of the association.

Article 11 : Conflict of Interest by Members

- 11.1 All members of Governing Board, Oversight Committee and Branch leaders shall sign on Conflict of Interest form every year, and will be reviewed by the President.
- 11.2 All members are prohibited to set his/her personal interest higher than that of Association`s interest;
- 11.3 No individual member shall use his or her position with the Association to further the production, sales, distribution, advertisement and exchange of produced goods on the name of the Association in which that person has either a direct or indirect financial interest.
- 11.4 All members are prohibited to receive any gift or donations from following persons:
 - From factories that supply drugs and equipment to the Association; and
 - Any current and future service providers for the Association.

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11.5 All members are prohibited to use Association's structure, operation and assets for any party or candidates for elections of the Parliament, President's office and meeting of the Civil Representatives.

11.6 Any work or services provided by members in line with their profession voluntarily or attending meetings of the Governing Board, Oversight Committee or working groups shall be free of charge without expecting any salary except for reimbursement of expenses transportation, communications, and food expenses necessary for the implementation of the activities of the association will be paid in accordance with the related procedure.

11.7 No person may hold more than one honorary position.

Article 12: Fee

Association's membership fee amount shall be defined by the Governing Board.

Article 13: Register of Members

The Association to keep a register and update its members records to include name, gender, age, date of birth, profession for each category at all levels ie.provincial/city branch.

13.2 Executive director's secretariat is responsible for registration of the membership.

CHAPTER 5 STRUCTURE AND CONTROL SYSTEM OF THE ASSOCIATION

Article 14. All the members' meeting

14.1 The highest governing body of the association is meeting of all members

14.2 The meeting of all members is classified as ordinary and extraordinary meetings. Regular meetings at least once every 4 years

14.3 Governing board shall schedule the meeting of all members.

14.4 Branch leaders will notify their meetings within within 14 days after the announcement of the all the members meeting. 2 members from each branch will be elected to attend the all the members meeting as representatives.

14.5 All the members will be valid with more than 60 percent attendance of all the representatives

14.6 President's decision may be postponed by 7 days to meetings, attendance is below 60 per cent

14.7 Charter cases, the lack of attendance of all members of the meeting was postponed on the grounds specified in Article 14.6 of making decisions simple majority of those participating in the session, and that the decision will come into force

14.8. extraordinary meeting of the all the members will be held and notified by the President with more than 60 percent of the vote of the Governing board members or if justification is arised in Article 21, Clause 21.3. This announcement shall follow the procedures specified in the Session 14.1-14.6

14.9 Meeting of all members right

14.9.1 Elect Governing board members and resignation and removal

14.9.2 Elect President, resignation and removal

14.9.3 Elect Oversight committee, resignation and removal

14.9.4 Elect Treasure and resignation and removal

14.9.5 Discuss Governing board and Oversight committee reports

14.9.6 change and liquidate the association

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14.10 Eligible members participating in the meeting of all members have the right to nominate themselves or any other member to the Governing board, the oversight committee, and the President.

14.11 Election activities will be managed and organized by the Election Committee appointed by the Governing Board of in accordance with the procedure for conducting elections approved by the Governing board. The election committee consists of three people, one person is a lawyer, one person is a member of the Governing board, and one person is from the secretariat.

Article 15. Governing Board

15.1 Governing board is the governing unit elected by the meeting of all members to operate within the framework of this constitution

Article 16. Composition of the Governing Board

16.1 As a member of the Governing Board, a person who meets the requirements specified in the election procedure for electing elected officials of the Association and the association's rules will be elected for a period of 4 years at the meeting of all members. The composition of the Governing Board consists of 9 people, of which 6 are members of the association and 3 are external members. 1 of the 3 external members will be a woman and one is youth under 25 years old. It is forbidden to employ relatives as members of the Governing Board.

16.2 The Governing Board shall be chaired by the President. The President must meet the following requirements.

16.2.1 Graduated from university with higher education

16.2.2 Made a valuable contribution to the activities of the sector

16.2.3 Well-respected among the community, high skills on management, teamwork, ability to develop policy documents, and analyze

16.2.4 Adequate knowledge of foreign languages (English, Russian, Chinese and other languages)

16.2.5 No criminal record

16.2.6 No violation of association's code of ethics

16.2.7 Experienced in fund raising and mobilizing resources

16.2.8 Experienced in population, social policy and SRHR management

16.2.9 Worked as a member of the association for more than 5 years

16.2.10 Paid membership on time

16.3 At least 50 percent of the board members are women, and at least 20 percent are young people under the age of 25.

16.4 Requirements for the Governing board members:

16.4.1 Three or more years of good performance as a member and regularly participated in the activities of the branch

16.4.2 Leadership in the field of sexual and reproductive health, development of policy documents, analysis, conclusion, management and teamwork skills

16.4.3 Well-respected among the community and no violation of association's code of ethics

16.4.4 No criminal record

16.4.5 Adequate knowledge of foreign languages

16.4.6 Paid membership on time

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16.5 Requirements for the Governing board external members

16.5.1 External members are preferred if they are professionals or professionals in finance, accounting, economics, marketing, public relations, business management, risk management, medicine, law, or law.

16.5.2 Ability to develop policy documents, analyze, make conclusions, manage and organize, and work in a team

16.5.3 No criminal record

16.5.4 Must have worked in the profession for 5 or more years

16.5.5 Adequate knowledge of foreign languages

16.5.6 Having no conflict of interest with members of the Governing board and the president and executive management of the association

16.5.7 Other requirements specified specifically for the selection process

16.6 Candidates under the age of 25 for membership of the Governing Board of the Association must meet the criteria specified in the Election Procedures

16.7 The external board members have the same rights and duties as other members of the board

16.8 The candidate for the external board member will be selected on the basis of selection. The selection process will be conducted by the Election Committee, and the selected candidates who meet the criteria will be nominated to the meeting of all members. Selection of candidates for the members of the Governing Board shall be conducted in accordance with the election procedure approved by the Governing Board.

Article 17: Governing Board rights and obligations

Governing board shall implement following activities:

17.1 Governing board rights

17.1.1 To establish or liquidate Branch

17.1.2 To make amendments in the Constitution of the Association and approval

17.1.3 To appoint and resignation of of the Executive Director and support on effective management of Association's activities;

17.1.4 To approve structure, management and budget of Association's secretariat;

17.1.5 To review and assess reports of President and Executive director

17.1.6 To review reports of implemented project programs and project proposals submitted to sponsoring organization approve when necessary;

17.1.7 To establish regular, special and other committee of the Association and review reports;

17.1.8 Schedule extraordinary meeting for all members

17.1.9 To organize or participate in advocacy activities in order to achieve vision, goal and objectives of the Association;

17.1.10 To grant award or incentive to any citizen, entity or corporate, who made a significant contribution in sexual, reproductive health and rights and nominate or recommend name of the IPPF in any award;

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- 17.1.11 To monitor whether the Constitution, policy, rules and other documents of the Association are in compliance with laws of Mongolia and IPPF Rules and policies
- 17.1.12 To define amount of membership fee
- 17.1.13 To define the amount of fee or donations to be collected from members in special need.
- 17.1.14 Select two Regional Council members for IPPF-ESEAOR

Article 17.2 : Responsibilities of the Governing Board

- 17.2.1 Governing board shall have following responsibilities:
- 17.2.2 To protect reputation and value of the Association;
- 17.2.3 To define policy and strategy of the Association;
- 17.2.4 To ensure sustainability of funding necessary for activities and mobilise resources;
- 17.2.5 To approve annual plan and budget of the Association and monitor its implementation;
- 17.2.6 Mentoring, supporting, and empowering the Executive Director, secretariat staff, branch, and members
- 17.2.7 To monitor implementation of contract for cooperation with governmental, non-governmental or international organizations;
- 17.2.8 To develop and approve policy documents in compliance with goals and aims of the Association;
- 17.2.9 To appoint auditing firm for financial activities of the Association and review reports; and
- 17.2.10 To protect fixed assets of the Association and monitor its financial activities.

Article 18: Assignment of Power

- 18.1 Governing Board may assign its powers to the President and Executive Director except 17.1.1, 17.1.2, 17.1.3, 17.1.7, 17.1.11 according to relevant issues, to review reports of work implement in the frame of assigned power, review and assess the implementation of decision.

Article 19. Oversight Committee

- 19.1 Oversight Committee” means a monitoring unit composed from 3 people elected at all members meeting
- 19.2 Oversight committee members shall have health, financial and legal knowledge and are capable of monitoring and evaluation
- 19.3 Oversight committee will have 3 members, including one external member. The external member of the Oversight Committee shall be selected in accordance with the procedure specified in Article 16.8 of this constitution.
- 19.4 Requirements for the Oversight committee members:
 - 19.4.1 Ability to monitor, analyze, make conclusions, process information, report, monitor and manage progress and performance, and work in a team in the implementation of financial and community regulations
 - 19.4.2 No criminal record
 - 19.4.3 Must have worked in the profession for 5 or more years
 - 19.4.4 Adequate knowledge of foreign languages
 - 19.4.5 Having no conflict of interest with members of the Governing board and the president and executive management of the association
 - 19.4.6 Other requirements specified specifically for the selection process

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Article 20: Oversight Committee rights and obligations

20.1 Oversight Committee shall have following responsibilities assigned by the Governing board

20.2.1 monitor and follow up the implementation of the decisions from all the members ordinary and Extraordinary meetings

20.2.2 financial and operational control and monitor to the work of the Governing board and President and Executive director

20.2.3 To review and issue conclusions on ethical violations by members

20.2.4 Conduct inspections and investigations based on violations, complaints, and information disseminated in social media related to the accumulation of assets and financial activities of the society, make conclusions and demands, deliver them to relevant officials, and follow up their implementation

20.2.5 Making recommendations on the President, Governing Board, Executive Director, Financial statements, external auditor's report and financial statements

20.2.6 Develop proposals for the improvement of the financial and other activities of the association and related legal documents

20.2.7 Provide support and guidance for the association's activities

20.3 The oversight committee has the right to write recommendations on the activities of the Association's Governing board and the President in carrying out its functions assigned by the rules, and if necessary, impose requirements on them within the framework of the laws of Mongolia applicable to the activities of the Association and the powers specified in this constitution.

20.4 The oversight committee shall meet at least once a year, and the decisions of the meeting shall be submitted to the Governing board, the president, and the executive director, and they shall monitor the implementation. The oversight committee can make a decision by taking a written opinion as required by the time. If 2 of the members of the oversight committee express their agreement in writing, the proposal can be accepted and made a decision without holding a meeting.

20.5 Oversight committee will report its work to All the members meeting

20.6 In carrying out its activities, the Oversight Committee makes decisions in the form of recommendations, conclusions, proposals and demands.

20.7 The requirements regarding officials specified in Article 20.2.2 of this rule, who do not comply with the decision made by the Oversight Committee, shall be delivered to that official. If the Executive Director fails to comply with the requirements, the President, and if the President, Treasurer or Board member fails to comply, the meeting of all members shall present and discuss the violation.

20.8 The meeting of the oversight committee will be chaired by the chairman of the oversight committee, and the chairman of the oversight committee will be elected within the oversight committee.

Article 21: Resignation, Removal or Casual Vacancy of the Governing Board and Oversight Committee members

21.1 A member of the Governing Board and Oversight Committee may resign at any time by giving written notice to the President. The resignation shall take effect when received whether or not it is accepted.

21.2 Governing board members will continue to work until the end of the term even Governing board members are resigned

21.3 The dismissal of five or more members from the Governing board the President shall notify re election of members within 30 days from last members application

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21.4 If a member of the oversight committee is released the rest of the group continue to perform duties until the meeting of all members. when it released all oversight committee members there will be extraordinary meetings of all members in accordance with Article 21.3

21.5 If more than 6 months have passed since the date of resignation from the elected office, the member of the Governing Board and the Oversight committee may apply to participate in the selection process for the secretariat's job vacancy.

CHAPTER 6 MEETING OF THE GOVERNING BOARD

Article 22: Regular Meeting

22.1 Governing Board shall meet at the appointed place on the agreed date and time twice in a year.

Article 23: Extraordinary meeting

23.1 If necessary, the President can call for an extraordinary meeting of Governing Board with the support of majority of the members, provided always that the notice of meeting shall have stated its purposes.

Article 24: Notice of Meeting

24.1 Date of the Governing Board meeting shall be announced by Secretary to all members at least 14 days prior to the meeting; the announcement shall include agenda, date, time and place of meeting.

Article 25: Quorum

25.1 Presence of majority members shall be considered a quorum for the transaction of business at any meetings.

Article 26: Head of the Meeting

26.1 President of the Association shall chair the meeting of Governing Board. In case of the President is unable to chair the meeting due to any reasonable ground, , a chairperson can be selected from members of the Governing Board.

Article 27: Decisions of the Governing Board

27.1 Decisions of the Governing Board shall be effective only by majority of votes of all voting members. In case of equal votes, the President shall have the casting vote.

27.2 Clause 27.1 of the Constitution shall be effective similar to those other committees appointed by the Governing Board

27.3 Any issues can be resolved without announcing a meeting if majority of all voting members express their decision by written form for any urgent matter. The President will organize the process of taking written votes, and will accept the votes and make a decision. The decision of the Governing Board shall be signed by the President on behalf of the Governing Board.

27.4 Clause 27.3 of the Constitution shall be effective similar to those other committees appointed by the Governing Board

27.5 These written decisions shall be attached to the minutes of the Governing Board and or meetings of respective committee.

Article 28. Use of proxy

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If a member is unable to attend a meeting due to any reasonable ground, he or she may give a proxy vote to another member. A proxy must be in writing, dated and signed by the member for the stated meeting. Each member can hold only 1 proxy at any one time.

Article 29: Minutes of Meeting

The minutes of the Governing Board meetings shall be recorded by the Secretary and secretariat. The Secretary shall be appointed by one member from the meeting of the Governing Board and Oversight committee. Minutes of the meeting will be sent to the members of the Governing Board and Oversight committee within 14 days after the meeting. The relevant decisions of the Governing Board and Oversight committee meetings shall be submitted in writing to branches, committees and working groups.

Article 30. Term of office of the Governing Board and Oversight committee

30.1 The term of office of the Governing Board and the Oversight committee is 4 years. A member who has been elected to the Governing Board and the Oversight committee twice has the right to be elected as a member of the Governing Board and the Oversight committee one more after a break of four years. The total term of office of a member of the Governing Board and Oversight committee is 12 years.

30.2 The mandate of the member of the Governing Board and the Oversight committee shall be deemed to have been elected after the decision of the Election Committee has been approved by the meeting of all members. The chairman of the meeting shall sign the decision of the meeting of all members

30.3 In the last year of the term of office of the Governing Board, the meeting of all members shall be convened and elections of the members of the Governing Board shall be held.

30.4 One person cannot hold more than one elected position.

30.5 Staff are not eligible to vote or be elected.

CHAPTER 7 HONORARY OFFICERS

Article 30: President

30.1 The president is elected by the meeting of all members for a period of 4 years

30.2 President has the following responsibilities besides being Chairperson of the Governing Board:

30.2.1 To lead and guide members of Governing Board to develop policy of the Association;

30.2.2 To monitor activities of the Association on behalf of the Governing Board;

30.2.3 To Chair all meetings of the Governing Board, Election meeting Governing Board

30.2.4 To represent the Association at national and international level;

30.2.5 To approve and sign on funding and other relevant contract or agreement documents of the Association for implementing projects and programs approved by the Governing Board ;

30.2.6 To report to Governing Board

30.2.7 To implement other obligations defined by the Governing Board.

Article 31: Treasurer

31.1 Treasure is elected by the meeting of all members for a period of 4 years

31.2 Treasure shall have following responsibilities

31.2.1 To provide support on financial activities of the Association and monitoring

31.2.2 To monitor collection, and spending of the Association's finance and assets;

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- 31.2.3 To monitor budget of Association's operation and do financial analysis;
- 31.2.4 To report of financial activities of the Association to the meeting of Governing Board;
and
- 31.2.5 To perform other duties given by the Governing Board and President.
- 31.3 The requirements for treasure shall be determined by the election procedure for electing elected officials of the Association

CHAPTER 8 SECRETARIAT

Article 32: Secretariat

32.1 The Secretariat shall consist of the Executive Director, other officers staff and branch leaders.

Article 33: Executive Director

- 33.1 Association's Executive Director shall have following duties and liabilities:
 - 33.1.1 To manage day-to-day activities of the Association;
 - 33.1.2 To develop good governance and effective management by cooperating with Governing Board and President;
 - 33.1.3 To lead implementation of approved plan and budget and by the Governing Board ;
 - 33.1.4 To report to the Governing Board
 - 33.1.5 To perform other duties of the Governing Board and President.

Article 34: Full-time Staff

34.1 Full-time employee includes all paid staff of the Association. Appointment, resignation, work performance appraisal, award, incentives and warning of all staff including head of branches shall be the responsibility of the Executive Director.

Article 35: Staff Conflict of Interest

- 35.1 Every staff must sign the Conflict of Interest Form every year
- 35.2 Staff are prohibited to set his or her personal interest higher than that of Association's interest.
- 35.3 Staff are prohibited to carry out production, sale of products, exchange of items/goods in which the person has either a direct or indirect financial interest.
- 35.4 Staff are prohibited to receive any gifts or donations from following persons:
 - Drug manufacturers and suppliers of drugs, medicines or other commodities to the Association;
 - Any organization that provide services to the Association and selected future service providers
 - Members, clients, partner organizations and individuals to provide to service to the Association.
- 35.5 Staff are prohibited to use any structure of the Association, operation and assets to make donations to any party or candidates for election of the Parliament, President's office and meeting of the Civil Representatives.
- 35.6 Association shall adopt the policy restricting the appointment of spouses, children, siblings, grandparents/children or relatives of staff and governing board members to positions with in the association.

CHAPTER 9

PROVINCIAL/CITY BRANCHES

Article 36: Association's Branches

36.1 Association may have Branches and Sub branches established according to procedures and only one branch is accepted in each city/province/soum. It may also have sub branches, which are depend on one branches regardless of their number.

Article 37: Establishment of Provincial/City Branches

37.1 More than 50 people, who accept the aims, goals and policies of the Association and wish to establish a branch or subbranch of the Association shall submit their application to the Governing Board of the Association for approval.

Article 38: Activities of the Provincial/City Branches

38.1 Provincial/City Branch shall adopt the Constitution of the Mongolian Family Welfare Association for managing its operations and implementing programs.

Provincial/City Branch shall carry out its operations in compliance with the policies, rules and procedures set by the Association's Governing board.

38.2 The activities of the branch will be managed by the head of the branch, and the head of the branch will be appointed by the Executive Director.

~~Branches will be headed by the branch leaders and will be appointed by the Executive director.~~

Article 39: Four-year election meeting of the branches

39.1 The branches will hold branch members' meetings before all members' meetings, and will hold regular branch members' meetings once every 4 years and carry out the following activities

- To discuss the 4-year operational and financial reports of the head of the branch
- Elect 2 representatives to represent the branch at the All Members Meeting
- Representatives of all members attending the meeting must be members who have paid their membership taxes, have not violated the code of conduct of the association, and have no criminal record

39.2 If a decision is made to convene an extraordinary meeting of all members, then 7 days before the extraordinary meeting, the heads of the branch organize a meeting of the members of the branch and select a representative to participate in the extraordinary meeting

39.3 The branch may have a council to discuss and make decisions on certain issues, and the branches may use the income earned by creating internal resources other than hospital income to implement their mission and objectives, develop the branch and members, expand the ranks of members, and empower them by discussing them at the branch council meeting.

39.4 The branch does not have the right to dispose of real estate or fixed assets

39.5 The Governing board and the secretariat have the right to review the performance report of the branch, to conduct unexpected and planned monitoring and evaluation

39.6 The branches will be liquidated on the following conditions:

1. The fulfillment of the funding agreement is below 60% for 2 years
2. Membership does not reach 50% \Membership registration must be renewed and submitted to the Executive Director by January 20 of each year, and the membership fee has not been paid in full within the same period.

CHAPTER 10 LIQUIDATION OF THE ASSOCIATION

Article 40: Reason for the liquidation

40.1 The Association may be liquidated only in the event of a decision of the majority of all members to dissolve in accordance with the laws of Mongolia and the procedures set forth in these constitution. If it is not announced in advance to discuss the issue of liquidation of the Association, no voting on the liquidation of the Association can be held at the regular or extraordinary meeting of all members. If the issue of liquidation is to be discussed, the issue must be included in the agenda of the meeting of all members and the representatives of the meeting of all members have been notified.

40.2 If the decision to liquidate is made at the meeting of all members, the liquidation commission of the Association will be selected and appointed and the term of liquidation commission, liquidation costs, and the amount of payment to the commission shall be specified in the resolution.

Article 40¹: Assets after Liquidation

In case of Association's liquidation, any assets after settlement of all debts, loans and financial obligations shall be given to any organization(s) that has similar purpose or resolve in accordance with laws and regulations.

CHAPTER 11 CHANGES TO THE CONSTITUTION, APPROVAL AND REGISTRATION

Article 41. Approve amendments and revisions to the constitution

41.1 A member of the Governing Board, a member of the Oversight committee, and the Executive Director have the right to propose amendments to the constitution, and submit their proposals to the Governing Board in writing along with relevant reasons

41.2 The Governing Board will send the proposal to all branches and discuss it, and if the majority supports the proposal, it will be decided at the Governing Board meeting.

41.3 It will be registered in the state register after the decision on amendments and changes to the constitution and approval of the revision of the constitution is made.

1. Amended and approved by Biennial Delegates meeting dated September 12, 2001.
2. Amended and approved by Biennial Delegates meeting dated October 18, 2003.
3. Amended and approved by Biennial Delegates meeting dated September 7, 2007.
4. Amended and approved by Triennial Delegates meeting dated September 24, 2010.
5. Amended and approved by Triennial Delegates meeting dated September 14, 2013.
6. Amended and approved by Governing board meeting dated October 29, 2016.
7. Amended and approved by Governing board meeting dated September 30, 2017
8. Amended and approved by Governing board meeting dated September 30, 2018
9. Amended and approved by Governing board meeting dated November 19, 2021

Approved by the Governing board meeting dated 19 November 2021.