

Ref. 01/SHN-EGM/2024

Date: September 09, 2024

**NOTICE OF THE 1ST EXTRAORDINARY GENERAL MEETING
OF
SURJER HASHI NETWORK (SHN)**

Notice is hereby given that the 1st Extra Ordinary General Meeting (EGM) of Surjer Hashi Network (SHN) will be held on 30th September 2024 from 10:30 am to 11:30 am at the Conference Room of SHN Head Office, Abedin Tower, 6th Floor, 35 C/A, Dhaka 1213 to consider and, if thought fit, to pass the following as special resolutions:

PROPOSED SPECIAL RESOLUTIONS

1. Amendment of the existing title of Articles of Association

The existing title of Articles of Association is as follows:

“COMPANY NOT FOR PROFIT UNDER SECTION-26 OF THE COMPANIES ACT 1994”

“**RESOLVED THAT** the existing title of the Articles of Association be and is hereby amended as follows:

“COMPANY NOT FOR PROFIT UNDER SECTION-28 OF THE COMPANIES ACT 1994”

2. Amendment of the existing Article # 3 of the Articles of Association

The existing Article # 3 is as follows:

“The Company shall be a private Company within the meaning of Section 2(1) (q) of the Act and shall consist of members not exceeding fifty. The Company for the purpose of registration is declared to consist of 13 (Thirteen) members.”

“**RESOLVED THAT** the existing Article # 3 of the Articles of Association be and is hereby amended as follows:

The Company shall be a not-for-profit company with limited liability of its members within the meaning of Section 28 of the Companies Act, 1994, and shall consist of members not exceeding fifty. The Company for the purpose of registration is declared to consist of 13 (Thirteen) members.”

3. Amendment of the existing Article # 16 of the Articles of Association

The existing Article # 16 is as follows:

“At least 14 (fourteen) days' notice, specifying the place, the day and the hour of meeting, except in case of special business other than the general nature of the business where 21 (twenty-one) days' notice will be required, shall be given to the members in the manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting. Non receipt of such notice by any member shall not however invalidate the proceedings at any General Meeting.”



“RESOLVED THAT the existing Article # 16 of the Articles of Association be and is hereby amended as follows:

At least 21 (twenty-one) days' notice, specifying the place, the day, and the hour of the meeting, and in case of special business other than the general nature of the business where 21 (twenty-one) days' notice will be required, shall be given to the members in the manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting. Non receipt of such notice by any member shall not however invalidate the proceedings at any General Meeting.”

4. Amendment of the existing Article # 17 of the Articles of Association

The existing Article # 17 is as follows:

“All business as shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Ordinary Meeting, with the exception of the consideration of the financial statements, and the report of the Directors and auditors, the election of Directors and other officers in the place of those retiring by rotation and the fixing of remuneration of the auditors.”

“RESOLVED THAT the existing Article # 17 of the Articles of Association be and is hereby amended as follows:

All business as shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Ordinary Meeting, with the exception of the consideration of the financial statements, and the report of the Directors and auditors, the election of Directors and other officers in the place of those who retired and the fixing of remuneration of the auditors.”

5. Amendment of the existing Article # 30 (i) of the Articles of Association

The existing Article # 30 (i) is as follows:

“The Board of Directors shall consist of the following:

- a) Not more than 13 (thirteen) and not less than 7 (seven) Directors to be elected from amongst the members, exclusive of ex-officio Directors.
- b) One representative of USAID who will be an ex-officio Director.
- c) One representative from current implementing partner organizations of "Surjer Hashi Clinics" as would USAID nominate from time to time.
- d) The Managing Director if appointed from outside will be an ex-officio Director of the Company.
- e) A Director from an international non-government/multilateral organization in the areas of child and mother health.
- f) The Board of Directors shall have power at any time from time to time to appoint any other person to be a Director of the Company either to fill in a casual vacancy or as an Additional Director in the Board, subject to ratification of such appointment in the next Shareholders meeting.”

“RESOLVED THAT the existing Article # 30 (i) of the Articles of Association be and is hereby amended as follows:

The Board of Directors shall consist of the following:

- a) Not more than 13 (thirteen) and not less than 7 (seven) Directors to be elected from amongst the members, exclusive of ex-officio Directors.
- b) The Managing Director if appointed from outside will be an ex-officio Director of the Company.
- c) The Board of Directors shall have power at any time from time to time to appoint any other person to be a Director of the Company either to fill in a casual vacancy or as an Additional Director in the Board, subject to ratification of such appointment in the next Shareholders meeting.”

6. Amendment of the existing Article # 39 of the Articles of Association

The existing Article # 39 is as follows:

“The Directors shall meet from time to time but not less than once in three months to transact such business as may be indicated in the Notice of the meeting. 5 (Five) Directors present shall be the quorum for the meeting.

If at any meeting of the Board of Directors the person nominated by USAID as an ex-officio Director is not present such meeting shall stand adjourned.

- (a) The Chairman or in his absence, the Vice-Chairman of the Company shall preside over all meetings of Directors. If at any such meeting the Chairman or Vice-Chairman is not present at the time appointed for holding the same, the Directors present shall choose one amongst them to preside over the meeting. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (b) In case of matters requiring immediate decision for which convening a Board Meeting may be inconvenient, the decision may be arrived at by circulation. Such unanimous resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held.
- (c) In a situation requiring immediate decision of the Directors, the Chairman may take the decision subject to approval by the Board of Directors in its next meeting.
- (d) The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors.



- (e) If the Chairman of a committee is not appointed by the Board of Directors, a Committee may elect a Chairman of their meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 15 (fifteen) minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairman of that meeting."

"RESOLVED THAT the existing Article # 39 of the Articles of Association be and is hereby amended as follows:

The Directors shall meet from time to time but not less than once in three months to transact such business as may be indicated in the Notice of the meeting. 5 (Five) Directors present shall be the quorum for the meeting.

- (a) The Chairman or in his absence, the Vice-Chairman of the Company shall preside over all meetings of Directors. If at any such meeting the Chairman or Vice-Chairman is not present at the time appointed for holding the same, the Directors present shall choose one amongst them to preside over the meeting. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (b) In case of matters requiring immediate decision for which convening a Board Meeting may be inconvenient, the decision may be arrived at by circulation. Such unanimous resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held.
- (c) In a situation requiring immediate decision of the Directors, the Chairman may take the decision subject to approval by the Board of Directors in its next meeting.
- (d) The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors.
- (e) If the Chairman of a committee is not appointed by the Board of Directors, a Committee may elect a Chairman of their meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 15 (fifteen) minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairman of that meeting."

7. Amendment of the existing title of Article # 41 to 44 of Articles of Association

The existing title of Articles of Association is as follows:

"ROTATION OF DIRECTORS"

"RESOLVED THAT the existing title of the Articles of Association be and is hereby amended as follows:

"ELECTION OF DIRECTORS"



8. Amendment of the existing Article # 41 of the Articles of Association

The existing Article # 41 is as follows:

“At the first ordinary meeting of the Company, the whole of the Directors shall retire from office and at the ordinary meeting in every subsequent year, one-third of the Directors elected from amongst the Members for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons as who became Directors on the same day those to retire shall, unless they otherwise agreed among themselves, be determined by lot. A retiring Director shall be eligible for re-election. No person shall however be eligible for re-election as Director for more than two consecutive terms. Provided that the ex-officio Directors or the Chairman shall not retire on rotation.”

“**RESOLVED THAT** the existing Article # 41 of the Articles of Association be and is hereby amended as follows:

At the first ordinary meeting of the Company, the whole of the Directors shall retire from office. In every subsequent year, all directors shall retire and election of directors will be held at every Annual General Meeting, except the chairman and ex-officio directors.”

All members and directors of the Company are requested to make it convenient to attend the EGM accordingly. Those who are unable to attend the meeting in-person, may join the hybrid EGM by clicking at the following link.

https://teams.microsoft.com/l/meetup-join/19%3ameeting_ODAzNTg2ODEtN2lwMy00OWRkLWI3ODgtNzA1NzMyMzMyNTFi%40thread.v2/0?context=%7b%22Tid%22%3a%22371c7a09-5712-4b3c-b746-9bf2b73599ac%22%2c%22Oid%22%3a%227d9e3e7c-c935-4250-adc5-69e5bfa46bc6%22%7d

Meeting ID: 418 032 309 313; Passcode: 7jacMG

By the order of the Board

Md. Shohel Raha, FCA

General Manager, Finance and Accounts
and Company Secretary, SHN

Notes:

- i) All members and directors of the company are eligible to attend the meeting.
- ii) A member eligible to attend and vote at the EGM may appoint a proxy to attend and vote on his/her behalf. Proxy form duly completed and stamped must be submitted to the Registered Office of the Company not less than 48 hours before the time fixed for the EGM. No person shall act as a proxy unless s/he is a member of the company.
- iii) The Notice of the EGM and Proxy Form are available at the Company's website www.shnnetwork.org