



**BY-LAWS FOR
PARTNERS IN POPULATION AND DEVELOPMENT (PPD)
Revised November 2011**

1. Preamble and Mission Statement

The mission of *PPD* is to improve the quality of life of people through sustained advocacy, capacity building, networking, knowledge management / sharing and transfer of technology in the field of reproductive health and rights, population and development within the framework of South-South Cooperation.

Each Member Country will strengthen individual and institutional expertise, develop systems and undertake capacity building tasks so as to promote South-South exchange activities and will strive to expand South-South initiatives and consultative programs. Long term collaborative arrangements will be undertaken to reinforce partnership and networking with developing countries, donors and stakeholders to encourage triangular North-South Cooperation that will enable the achievements of *PPD's* mission and goals. The *PPD* Secretariat will provide a central point for networking among *PPD* Member Countries and other developing countries and for identifying opportunities for greater South-South exchanges and sources of financial support.

2. Charitable Purposes

The objects and purposes of *PPD* shall be exclusively charitable, educational, and/or scientific. The specific and primary purpose of *PPD* is to engage in charitable, educational, and scientific activities that benefit, perform the functions of, or carry out the public purposes of those developing countries.

3. Participation

PPD Member Countries shall be developing countries that will acquire membership through formal approval of the Board and being willing to contribute annually to the *PPD's* budget and program.

Associates, who may be invited to participate in *PPD's* meetings and other activities, shall be multilateral, bilateral, regional and national entities, governments, donors, private sector, civil societies and non-governmental organizations, from both developing and developed countries involved in *PPD's* South-South substantive activities or funding.

4. Governance

Governance of *PPD* will be the responsibility of a Board, which shall consist of a Minister or his/her representative appointed by each Member Country. The Board member will appoint a Partner Country Coordinator to act as focal person for *PPD* in a country. A representative of the UNFPA will sit ex-officio with the Board in a non-voting capacity.

5. Powers of the Board

PPDs' policies, programs, and matters relating to administration will be determined by the Board. The Board will select and supervise the activities of the Executive Director, adopt annual budget and audited financial statements, monitor and evaluate *PPD's* operations and admit new members.

6. Officers of the Board

The Board will elect a Chairperson from among its members. It will also elect a Vice-Chair, a Treasurer and a Secretary. These officers will constitute the Executive Committee of the Board.

The Executive Committee through the Chair will provide guidance to the Executive Director of the Secretariat. The Treasurer, together with the Executive Director, will take part in the review process of the budget and financial operations.

The Secretary will be responsible for the preparation of minutes and notes of the Board and Executive Committee meetings. In case of a vacancy in the Executive Committee, the Chair will select a member of the Board to serve until the next meeting. The Secretary will serve notices for the meetings of the Board and Executive Committee well ahead of the dates of such meetings.

7. Executive Committee

The Executive Committee will consist of 6 members with at least one representative from each of four major regions (sub-Saharan Africa; Asia; North Africa and the Middle East; and Latin America and the Caribbean). The Executive Committee members will serve a term of three years in any one position and not more than two consecutive terms. In addition, the *PPD* host country will be the Permanent Member of the Committee. The Chair may appoint one other member to the Executive Committee on a one year rotation.

8. Meetings of the Board and Executive Committee

The Board will meet at least once a year. The Executive Committee will meet at least twice in a year. In the event a Board Member not being an Executive Committee Member but hosting of Executive Committee meeting, he/she shall attend the meeting as an ex-officio member. The cost of Board members and their

respective country delegation attending PPD Board/Executive Committee meetings will ordinarily be borne by the member states.

9. PPD Secretariat and Regional /Program/ Liaison Office

The Secretariat of PPD will be located in Dhaka, Bangladesh. The Secretariat will act as the Headquarter of PPD. The Board member from the host country will serve as an ex-officio member of the Executive Committee. PPD may establish Regional/Program/Liaison offices to oversee its activities in various regions and promote PPD's South-South program. A Member Country itself or in association with other member countries may open such office after having approval from PPD Board, which will be operated according to policies, manuals and rules of PPD. The Regional/Program offices should be funded by their founding governments and donors and would not draw from PPD core funding for its operations.

10. Finances

- a) Accounting Period: The accounting period of PPD shall be from 1 January to 31 December every year.
- b) Funds provided to the Secretariat will be spent by it in accordance with internationally recognized rules, regulations and financial controls.
- c) The Executive Director will ensure that all monetary transactions are in accordance with the objectives of PPD and provide annual financial statements to the Executive Committee for approval.
- d) The financial statements shall be duly certified by a Chartered Accountants Firm.
- e) All funds to PPD should be channeled through the Secretariat that shall be custodian of all funds.

11. Executive Director / Deputy Executive Director

The Secretariat will be headed by an Executive Director assisted by Deputy Executive Director, both of whom will be selected from a developing country by the Board, on the basis of a job description and at a level of compensation approved by the Board. The Executive Director and Deputy Executive Director will attend all Executive and Board meetings. The Executive Director shall provide the chair of the Board and other officers / Committees a periodical report on PPD activities.

The tenure of both the Executive Director and Deputy Executive Director will ordinarily be for three years renewable subject satisfactory performance.

12. Other Staff

All other staff will be selected by the Executive Director subject to policies established by the Board or the Executive Committee.

13. Budget

The Board shall approve a budget for each fiscal year. The fiscal year will be 1 January through to 31 December.

14. Legal Status

PPD has been constituted with the participation of and by agreement among the member Countries as an intergovernmental organization. As such, it is not incorporated in any individual country. As appropriate, it may be the subject of specific national legislation regarding its privileges and immunities or it may enter into legally binding agreements for the same purpose with the Member Countries hosting its Regional/Country offices.

15. Prohibited Activities

PPD shall not conduct or be operated for profit, and no part of the net earnings of *PPD* shall inure to the benefit of any director, officer or other individual; provided, however, that this shall not prevent the payment to any such individual of reasonable compensation for services rendered to or for *PPD* in effecting any of its purposes.

No substantial part of the activities of *PPD* shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall *PPD* participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office or involve in any activity subversive to any states.

16. Dissolution

In the event of dissolution of *PPD*, its property or assets remaining on the date of dissolution shall, under no circumstances, be conveyed or distributed to any director, officer or other individual, nor to any organization created or operated for profit, but shall be distributed only to Member Countries for purposes consistent with the original aims of *PPD*.

17. Amendments

- a. Amendments to By-Laws will be by majority vote of the Board provided that the proposed amendments have been circulated /submitted in writing to the Board Members at least thirty days prior to the meeting.
- b. Upon adoption, an amendment becomes part of the By-Laws and is effective immediately.