

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

**A COMPANY LIMITED BY GUARANTEE AND LICENSED
UNDER SECTION 28 OF THE COMPANIES ACT, 1994**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**Management and Resources Development
Initiative**

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

**A COMPANY LIMITED BY GUARANTEE AND LICENSED
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**Management and Resources Development
Initiative**

ঢাকা
অবিকল মকল বলিয়া
প্রত্যয়ন করা হইল।

২৭/৭/২৩
(মোঃ রকিবুল ইসলাম)

সহকারী রেজিষ্টার
রেজিষ্ট্রারের অফিস।
লেখক ও পাঠক

২৭/৭/২৩

THE COMPANIES ACT, XVIII OF 1994

A COMPANY LIMITED BY GUARANTEE AND LICENSED UNDER SECTION 28 OF
THE COMPANIES ACT, 1994

Memorandum of Association

of


MANAGEMENT AND RESOURCES DEVELOPMENT INITIATIVE

- i) The Name of the Company is **MANAGEMENT AND RESOURCES DEVELOPMENT INITIATIVE.**
- ii) The Registered Office of the Company shall be situated in Bangladesh.
- iii) All the objects will be implemented after obtaining necessary permission from the Government/Concerned authority/Competent authority before implementation of the objects and the objects for which the Company is established are as follows:
 01. To establish run and maintain charitable and voluntary organisations, hospitals, health centre, training centre, sanatorium, senior citizens' report or care home.
 02. To improve marketing, management and production efficiency of enterprises and organizations by increasing access to technology, technical assistance, marketing and training and developing awareness among entrepreneurs of resources for business development information and assistance.
 03. To promote, establish, manage, control, supervise, gifts, grants, other assistance to any persons, cooperative society or group or associations of individuals as may seem the Organization conducive to or to achieve or to further any of the objectives and purposes of the Organization.
 04. To build awareness, conduct information-campaign, advocacy, action research, provide support, counselling/psychotherapy on HIV/AIDS, Addiction, Acid-Victims, Sexually Abused/Exploited and other different afflicted persons of the population.
 05. To introduce/arrange training programs for general and mental health professionals and workers at different levels.
 06. To provide general and mental health care services at all the 3 levels - primary, secondary and tertiary on the basis of cost recovery.
 07. To foster the Entrepreneurship development through training and technical consulting.
 08. To provide service to promote Rural Enterprise Development.
 09. To provide services with special emphasis on Women Entrepreneurship Development.



অবিকল নকল বলিয়া
প্রমাণিত করা হইল।
ঢাকা
(মোঃ রকিবুল ইসলাম)
সহকারী রেজিষ্টার
রেজিষ্ট্রারের পক্ষে।
লেখক ও পাঠক

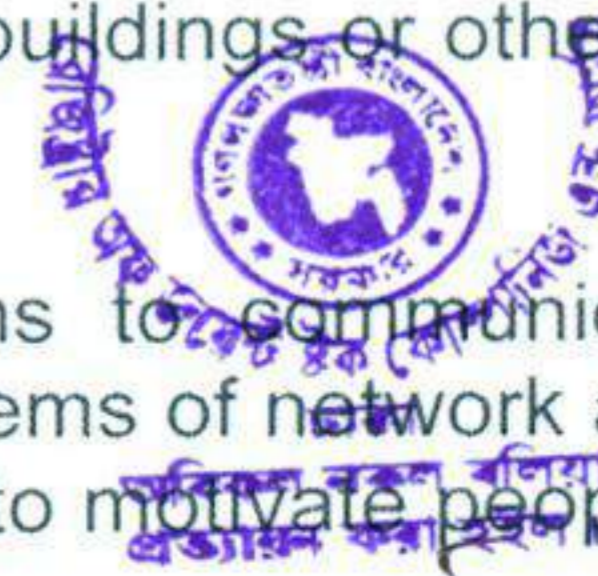
10. To undertake, develop and conduct research, data base, programs on science and technology, Consultancy services, training courses and other action oriented projects concerned with the operations, strategies and activities on productivity.
11. To effect productivity improvement efforts at the individual level through attitudes and work values, at the firm level through management, manpower, technology and individual peace, and at the national level through the commitment of both the private sector and the Government.
12. To create supportive environment and facility to enhance the IT skill level through Training and Consultation.
13. To create facility of IT education for comparatively low income group.
14. To establish appropriate linkage with Government and private sector organizations both locally and internationally for the purpose of advancing the development of a productivity movement in Bangladesh.
15. To play the watchdog role to protect environment and the interest of the community regarding industrial and communication systems activities and planning.
16. To ensure the overall development of the community through initiating different educational & economic activities.
17. To engage in both functional and mass literacy programmes for both adults and children.
18. To participate in house building programmes and all other social programmes deemed necessary for the uplift of the community in question;
19. To provide relief and rehabilitation services to the affected community or communities in the wake of a natural disaster or calamity.
20. To pay special attention to Gender Issues and also to child labour, abused, trafficked and exploited children as a whole.
21. To support any research centres, training institutes, schools, laboratories, inspection centres or other institutions as may be considered to be beneficial for the work of the Company.
22. To facilitate and promote the exchange and flow of information services, technical assistance, marketing and consulting, advising and material support or any other assistance for promotion of small and cottage industries.
23. To reduce poverty and unemployment through creation of employment opportunities in business enterprises.
24. To provide such services as may promote and support small and cottage industries, voluntary organizations, trade and business associations, co-operative, Government Agencies or any other group(s) or person(s) concerned with small and cottage industries.
25. To sponsor, promote and provide in various forms (and means) assistance, institutional advise and training to non-Government, semi-Government and

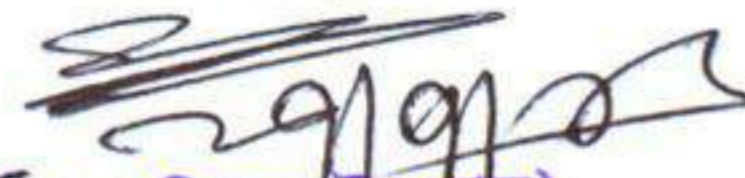


 বাংলাদেশ প্রযুক্তি কেন্দ্র
 ব্যাংকিং সার্ভিসেস লিমিটেড
 প্রকল্প পরিচালক
 (সহকারী পরিচালক)
 প্রকল্প পরিচালক
 প্রকল্প পরিচালক

Government organizations, voluntary agencies and societies, local government bodies, institutions and groups of individuals undertaking activities with a view to employment opportunities and alleviating poverty in conformity with the objects of and in a manner approved by the Company.

26. To promote, aid, guide, organize, plan, develop and co-ordinate projects/schemes aimed at all round development and help in creation of productive employment opportunities, promotion of self-reliance and generation of awareness for improvement in the quality of life of the disadvantaged.
27. To encourage, promote and assist efforts in small and cottage industries with focus on injecting new technologies and ideas and in generation, dissemination and application of appropriate technologies relevant to employment creation and poverty alleviation.
28. To support, conduct and arrange training programmes, seminars, workshops and promoting interaction amongst non-Government, semi-Government and Government organizations, voluntary agencies and societies, local government bodies, institutions and individuals for attaining the objects of the Company.
29. To collaborate with the organizations, institutions, bodies and societies in Bangladesh and abroad including relevant international agencies and constituents of the U. N. system interested in similar objectives and to cooperate with such institutions, bodies and organizations for furthering the objectives and purposes of the Organization.
30. To initiate, undertake and promote research activities directed towards (a) to small and cottage industries development, poverty alleviation and employment (b) to organize seminars, workshops, conferences and (c) to undertake publication of reports, periodicals, monographs, bulletins, journals' and books in furtherance of the objects of the Company.
31. To assist its clients procure any equipment, commodities, raw materials or other assets, from any part of the world as may be considered proper or expedient by the Company.
32. To enter into any arrangement with the Government or any other authority, local, municipal or other bodies, public or quasi-public bodies that may seem conducive to the objects of the Company.
33. To provide employment, source of income for poor people and for the purpose of improving their professional and vocational efficiency, to undertake agriculture, horticultural, piscicultural, industrial and commercial undertakings and project for imparting practical and on the job training to the poor class of people.
34. To purchase, hire or lease any land, building, industrial equipment or other facilities or materials or to develop land or construct buildings or other facilities for the Company.
35. To undertake virtual and real publication programs to communicate with all sections of society to draw their attention to the problems of network access of the developing countries, particularly of Bangladesh and to motivate people to look for solutions to these problems.




(মোঃ রশিদুল ইসলাম)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
লেখক ও শাসক

36. To help seminars, symposiums, workshops, dialogues and conferences in furtherance of the objectives of the Organization.
37. To obtain membership and to pay fees for the membership of any national or international bodies, institutions or organizations and to subscribe to their publications, if any, for furthering the objectives and purpose of the Organization.
38. To procure for the Company registration or recognition of the Government or any other concerned authority in the country or abroad take all such steps as may be necessary or expedient for enabling the Company to carry on with its functions properly.
39. To promote, organize and establish branches and offices of the Organization wherever considered necessary and to manage and control such branches and offices and to delegate such powers and functions to branches and offices as may be considered necessary for the promotion of the objectives and purposes of the Organization.
40. To invest the monies of the Organization, including those not immediately required, in such manner as may be determined by the Organization from time to time.
41. To raise funds and accept donations, grants, or other financial assistance from any Government, private or any other sources and agencies, institutions in Bangladesh and abroad for use in work consistent with the purposes and objects of the Company, provided, however, that the receipt of any such foreign loans or donations will be subject to Government approval on such terms as may be prescribed by the Government from time to time excepting that for loans from domestic sources no such approval of the Government will be necessary.
42. To establish pension/provident fund/benevolent fund/group insurance and/or any other fund for the benefit of the employees of the Company and provide other amenities and facilities to them.
43. To acquire, take-over or accept by way of gift, the assets of any other organizations, bodies or societies with similar objects or undertake and accept the management of any endowment or trust fund set up with similar objects as that of the Company.
44. To undertake, sponsor, support or aid any educational social, commercial, agricultural or industrial activities for attaining the objects of the Company.
45. To recruit, appoint, take on lien, deputation or on contract any employees, consultants or experts for the Organization and its programs and projects or to enter into any other agreement in this regard or to discontinue and terminate their services and deemed fit and proper by the Organization.
46. To organize subsidiary Organizations or undertake projects for fulfilling the objectives of the Organization, which may be profit oriented, but in the context of overall Organization, that profit will be used for the purpose of the fulfilment of the objectives of the Organization.
47. To use all income of the Company for the advancement of its objects.



অবিকল নকল বলিয়া
প্রত্যয়ন করা হইল।

(Signature)
মোঃ রকিবুল ইসলাম
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে।
লেখক ও পাঠক

48. The Organization conducts its activities and undertake to active its purposes only by the ways and means as permitted by the concerned authority.
49. To do all such other lawful things as are conducive or incidental to the attainment of the objects and furthering the growth of the Company.

And it is hereby declared that the objects specified in each paragraph of this clause shall, unless otherwise expressed in such paragraph, be regarded as a separate and independent object and shall be no more limited or restricted by reference to or inference from the terms of any other paragraph, or from the name of the Company.

- iv) The liability of the members is limited.
- v) All income of the Company shall be utilized towards the promotion of the aims and objects of the Company. The Company shall apply all its surplus and other income from its business, activity or from any of its property, howsoever derived, solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and the Company is hereby specifically prohibited to pay any dividend to its members in accordance with the requirement of section 28 of the Companies Act' 1994.
- vi) In the event of the Company being wound up, every member of the Company presently being a member or within one year afterwards, before he ceases to be a member, undertakes to contribute to the assets of the Company for payment of the debts and liabilities of the Company and for the costs, charges and expenses of winding up and for the adjustment of rights of the contributors amongst themselves such amount as may be required but not exceeding Tk. 1,000/- (Taka One Thousand) only.
- vii) If upon winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to or applied to some other organization(s)/institution(s) which is established on similar aims and objects to be determined by the three fourths vote of members of the Company in the Extra- Ordinary General Meeting at or before the time of dissolution under intimation to the Government.


ঢাকা
অবিকল নকল বশিয়া
প্রত্যয়ন করা হইল।

(মোঃ রুকিবুল ইসলাম)
সহকারী রেজিস্ট্রার
মেজিষ্ট্রারের পক্ষে
লেখক ও পাঠক

We, the several persons whose names and addresses are mentioned below, are desirous of being formed into a Company limited by guarantee under the provisions of the Companies Act, 1994, and in pursuance of this **Memorandum of Association**:

Sl. No.	Name, Address and Description of the Subscribers	Signature of Subscribers
01	<p>Dr. Baquirul Islam Khan Father's Name : Late Mr. Monirul Islam Khan Address : 125, Kalabagan 1st Lane, Dhaka-1205 Profession : Physician Nationality : Bangladeshi by birth Age : 48 Years</p>	
02.	<p>Mr. Pradip Shikha Chowdhury Father's Name : Fatik Chandra Chowdhury Address : Vill: Suti, P.O.: Suti, P.S.: Gopalpur, District : Tangail. Profession : Consultancy Nationality : Bangladeshi by birth Age : 41 Years</p>	
03	<p>Mr. Tarun Kanti Gayen Father's Name : Mr. K.B. Gayen Address : Vill: Fullbari, P.O.: Kadambari, P.S.: Rajair, District: Madaripur Profession : Councilor Nationality : Bangladeshi by birth Age : 39 years</p>	
04	<p>Mr. Iftakhar Ahmed Chowdhury Father's Name : Late Shafique Ullah Chowdhury Address : Vill. & P.O.: Ramnagar, P.S. Daganbhuiyan, District: Feni Profession : Private Service Nationality : Bangladeshi by birth Age : 40 years</p>	
05	<p>Mr. Sajedul Murad Father's Name : Late Abul Kashem Address : 23/A Amirbag R/A, Mehediabag Chittagong Profession : Private Service Nationality : Bangladeshi by birth Age : 31 years</p>	
06	<p>Mr. Iqbal Faruk Milky Father's Name : Abdul Halim Milky Address : House # 69/2, Road # 7/A Dhanmondi R/A, Dhaka Profession : Private Service Nationality : Bangladeshi by birth Age : 35 years</p>	 <p>ঢাকা অবিকল নকল বলিয়া প্রত্যায়ন করা হইল।</p> <p><i>(Signature)</i> (মোঃ রকিবুল ইসলাম) সহকারী রেজিস্ট্রার</p>
07	<p>Mr. Hasibur Rahman Father's Name : Shafiur Rahman Address : 187 Green Road(Ground Floor), Dhaka-1207</p>	<p><i>(Signature)</i> রেজিস্ট্রারের পক্ষে। লেখক ও পঠক</p>

	Profession : Media Management Nationality : Bangladeshi by birth Age : 35 years	
08	Mr. S.M. Morshed Father's Name : Alhaz Rafiqul Islam Address : 390/H, Madhubag, Magbazar Dhaka-1217 Profession : Social Worker Nationality : Bangladeshi by birth Age : 36 years	

Dated, Dhaka this 8th the day May of 2002

Witness to the above signature


বাংলাদেশ বার কOUNCIL
ঢাকা
অবিকল নকল বলিয়া
প্রত্যয়ন করা হইল।

(মোঃ রকিবুল ইসলাম)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
লেখক ও পঠিতক

THE COMPANIES ACT, XVIII OF 1994

A COMPANY LIMITED BY GUARANTEE AND LICENSED UNDER SECTION 28 OF
THE COMPANIES ACT, 1994

ARTICLES OF ASSOCIATION

OF

MANAGEMENT AND RESOURCES DEVELOPMENT INITIATIVE

Preliminary

1. Whereas it has been agreed by the several persons whose name are hereunto subscribed to establish and incorporate a non profit Company limited by guarantee not having a share capital under the provision of Section 28 of the Companies Act, 1994 (hereinafter referred to as " the said Act") in the name of MANAGEMENT AND RESOURCES DEVELOPMENT INITIATIVE in accordance with the provisions of the Memorandum of Association here to annexed and subject to the several regulations hereinafter contained in the seventh schedule of the Companies Act, 1994 which shall apply to the Company and shall be the regulations for the management of the Company and for the observance of the members thereof and their representatives and the same shall, subject to any exercise of the powers of the Company, in - reference to the repeal or alternation of, or addition to, its regulations by special resolution, as prescribed by the said act, be such as are contained in these Articles.

Definition

2. In these articles, unless there be something in the subject or context inconsistent therewith.

"The Act" means the Companies Act, 1994, and every statutory modification thereof for the time being in force.

"The Chairman" means the Chairman of the Company from time to time, duly nominated under the provisions of these presents.

"The Company" means **MANAGEMENT AND RESOURCES DEVELOPMENT INITIATIVE.**

"The General Meeting" means the meeting of the general members of the Company.

"The Board" means of "The Board of Directors" means the Board of Director of the Company as constituted under the provisions of these presents.

"The Executive Director" means the Executive Director of the Company from time to time duly appointed under the provision of these presents.

"Member" Means a member of the company whose name appears and/or is borne in the Register of Members.

"Month" means English calendar month.

ডাকা
সহকারী রেজিষ্টার
রেজিস্ট্রেশনের
লেখক ও সচিব
কোম্পানী আইন, ১৯৯৪
অধিদপ্তর
১০০, সিকিউরিটি
ভবন, ঢাকা



(মোঃ রাকিবুল ইসলাম)
সহকারী রেজিষ্টার
রেজিস্ট্রেশনের
লেখক ও সচিব

“The Office” means the Registered office for the time being of the Company.

“The Register” means the Register of Members to be kept pursuant to the Companies Act, 1994.

“Seal” means the common seal of the Company.

“Special Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by the Companies Act, 1994.

“In writing” and “written” includes printing, lithography, type-writing, telex, telefacsimile (FAX), and other modes of representing or reproducing words in a visible form.

Words importing the singular number only, include the plural number.

Words importing the plural number only, include the singular number.

Words importing the masculine gender only, include feminine gender.

Words importing the feminine gender only, include masculine gender.

Words importing persons include bodies corporate and otherwise, firms, association and non-Government, semi-Government and Government organizations.

Words or expressions in these Articles shall, except where it is repugnant to the subject or the context, bear the same meanings as in a Standard English dictionary.

Business of the Company

3. The business of the Company, its affairs and/or functions shall include undertaking all or any of the several objectives, and any act, deed or thing done in pursuance of, ancillary and/or incidental thereto as expressed in, and authorized by the Memorandum of Association hereto annexed.

Membership

4. The company for the purpose of registration is declared to consist of 8 (Eight) members. The company in (Board of Directors Meeting) may, whenever the business of it so requires, and in the interest of Company, register an increase or decrease of members would be approved by General body.
5. The subscribers to these presents and to the Memorandum of Association hereto annexed or such other persons as shall be admitted to membership of the company and shall be deemed to have agreed to become a member of the company in accordance with and in pursuance to these presents and whose names appear in the register of members, shall be the members of the company.
6. a) Any person interested in the promotion of, and engaged in any voluntary activities or social works, group members, intellectuals and researchers identified with and having commitment to the objectives of the Company shall

বৈজ্ঞানিক
সহকারী
সহকারী
লেখক ও
পাঠক

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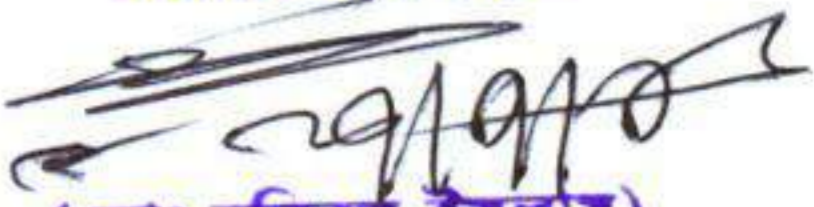
লেখক ও পাঠক

লেখক ও পাঠক

eligible for seeking membership of the Company. The member is defined as a person who is fully committed to the objectives of the Company and having been admitted there in according to the rules and regulations thereof, shall have paid a subscription, or shall have signed the register or list of members thereof.

- b) The Company shall maintain register of members clearly indication their full names, addresses and occupations and every member shall sign the same. If a member of the Board of Directors of the Company who shall thereupon cause the new address to be entered in the register of members. Where, however, a member does not notify any change of address to the Executive Director, the address appearing in the roll of members shall be deemed to be the correct address of the members. The register of members shall be maintained at the registered office of the Company.
- c) Members will be one of the following two categories:
- (a) General member
 - (b) Honorary member
- d) Membership of the Company may be terminated on the happening of any of the following events:
- i) On the member's death, resignation, insolvency, lunacy or conviction for a criminal offence.
 - ii) When a member does not attend three consecutive general meeting of the Company without prior leave of absence of granted by the Board.
 - iii) When the Company in general meeting, by a two third majority, decides to terminate the membership of any person who fails to reply at least three subsequent notices issued by the Board and is not satisfy to the Board Members.
 - iv) When a Member fails/neglects to pay his fees, subscriptions or other dues of the company. This is not applicable for ex-officio members.
 - v) Upon relinquishment/termination of his official status under which he holds the ex-officio membership.
- e) When a member desires to resign from his membership of the Company, he shall forward his letter of resignation to Executive Director of the Company and such resignation shall take effect only from the date of its acceptance by the Company and/ or the Board.
- f) Membership fees and Subscription:

Every member of the Company except honorary members, shall pay an entrance fee of Tk. 1000/- (Taka one thousand) only on his becoming a member of the Company and thereafter shall pay such monthly/annual subscription as may be determined for individuals and institutions by the Board of Directors of the Company.

গণপ্রজাতন্ত্রী বাংলাদেশ সরকার
অবিকল মকল বসিয়া
প্রত্যায়ন করা হইল।

(মোঃ রকিবুল ইসলাম)
সহকারী রেজিষ্টার
রেজিষ্ট্রারের পক্ষে
লেখক ও পাঠক

Authorities of The Company

7. The following shall be the authorities of the Company:
- i) General Body
 - ii) Board of Directors
 - iii) Chairman
 - iv) Executive Director
 - v) Such other bodies, committees, sub-committees or panels as may be appointed and/or constituted from time to time, by the Board of Directors of the Company.

The General Body

8. There shall be a General Body of the Company and it shall be composed of all members of the Company whose number shall not exceed 50 (Fifty).
9. The Chairman of the Company shall preside over all meetings of the General Body and Board of Directors.
10. The Chairman of the Company may invite any person other than a member to attend a meeting of the General Body. Such invitee, to be known as special invitee, shall not however, be entitled to vote at the meeting.
11. The General Body shall have the following powers and functions, namely:
- a) to give overall policy guidance and direction for the efficient functioning of the Company;
 - b) to approve the annual budget of the Company drawn up by the Board of Directors;
 - c) to consider the balance sheet and audited accounts for the previous year;
 - d) to consider the annual report prepared by the Board of Directors of the Company;
 - e) to amend these presents, if deemed necessary by way of additions, alteration, modification or substitution;
 - f) to perform such other functions as are entrusted to it;
 - g) to delegate such of its powers and functions to other authorities of the Company as it may consider necessary and proper.

General Meeting

12. The first general meeting of the Company shall be held at such time not being less than one month and not more than three months from the date of the

বোল্ডার স্টক কোম্পানী লিমিটেড
সংস্থাপিত
ঢাকা
অবিকল নকল বহিয়া
প্রত্যায়ন করা হইল।
মেজিষ্ট্রারের পক্ষে।
লেখক ও শাঠক

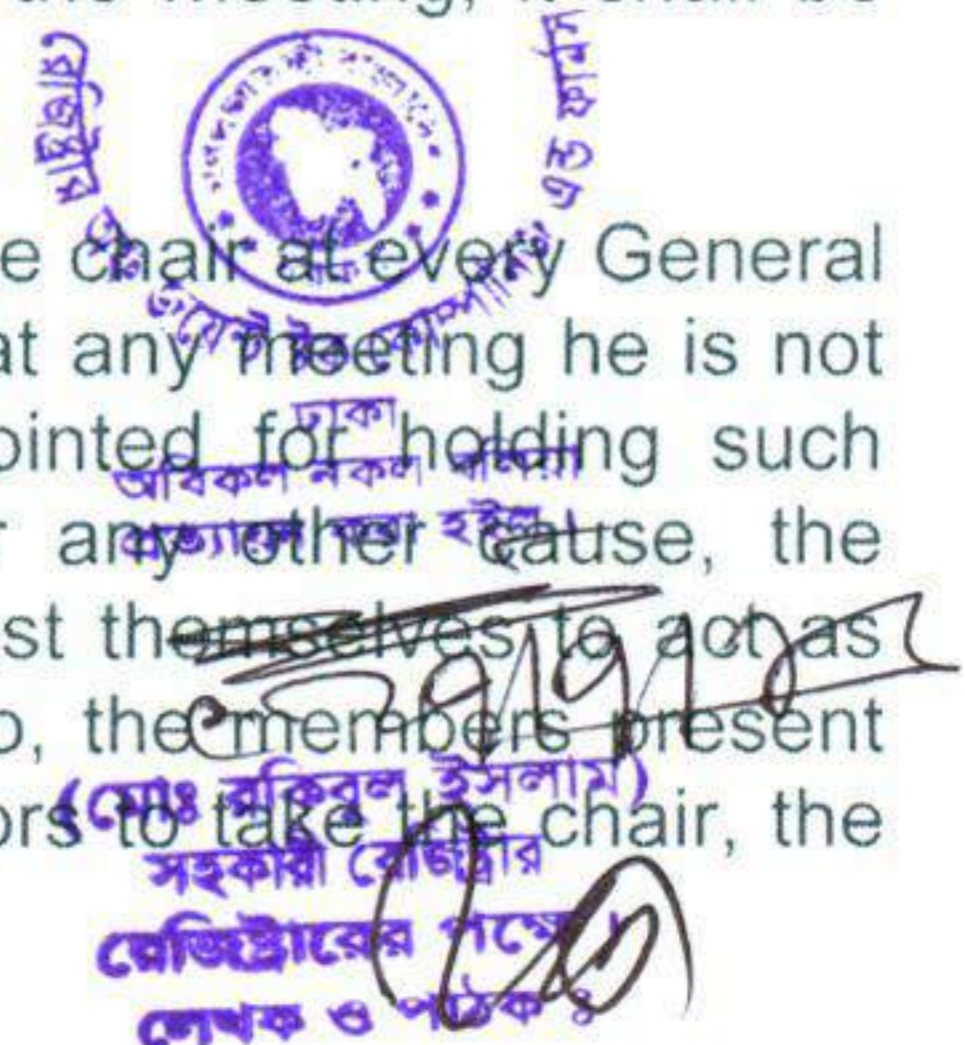
incorporation of the Company and at such place, time and date, as the Board may determine.

13. Subsequent general meetings of the Company shall be held at least once in every calendar year at such time and place as may be determined by the Board, but not more than fifteen calendar months after the holding of the last preceding general meeting.
14. The above named general meetings shall be called Annual General Meetings (AGM). All other general meetings of the Company shall be called Extra-ordinary General Meetings (EGM).
15. The Board of Directors may, whenever they shall deem fit, and shall upon a requisition made in writing by at least five members, convene an Extra-ordinary General Meeting.
16. Any such requisition shall specify the objects of the meeting required and shall be signed by the requisitionists, and shall be deposited at the office. The meeting must be convened for purposes specified in the requisition only.
17. The accidental omission to give any such notice to or the non-receipt of notice by any of the members shall not invalidate the proceedings of any such meeting.

Proceedings at General Meetings

18. All business shall be deemed special that is transacted at any extraordinary meeting and all that is transacted at an ordinary meeting with the exception of the consideration of the accounts, balance sheet and the ordinary reports of the directors and auditors, the election of directors and other officers in place of those retiring by rotation and the fixing of remuneration of the auditors shall be deemed ordinary.
19. No business shall be transacted at any meeting except the declaration of a dividend, unless a quorum of members is personally present at the commencement of the business. If the number of members of the Company at the time of the meeting do not exceed ten in number, the quorum shall be four; if they exceed ten, there shall be added to the above quorum one for every five additional members with the limitation that no quorum shall in any case exceed ten.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place, and if the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, it shall be adjourned forever.
21. The Chairman of the Company shall be entitled to take the chair at every General Meeting of the Company. If there be no Chairman or if at any meeting he is not present within 30 (Thirty minutes) after the time appointed for holding such meeting or is unable to be present due to illness or any other cause, the members of the Board present may choose one amongst themselves to act as Chairman of the meeting and in default of their doing so, the members present shall choose one of the members of the Board of Directors to take the chair, the

বিকল্প
সহকারী
মেজিষ্ট্রার
লেখক ও পঠক



members present shall choose one amongst themselves to act as the Chairman of the meeting.

22. The Chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a Meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of the adjournment of the business to be transacted at an adjourned meeting.
23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with the provisions of clause(c) of subsection (1) of Section 85 of the Act, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof to the number or proportion of the votes recorded in favour of, or against, that resolution.
24. If a poll is duly demanded, it shall be taken in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
26. A poll demanded on the question of election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman of the meeting shall direct.
27. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.


Votes of Members

28. On a show of hands every members present in person shall have one vote.

Board of Directors

29. The Board of Directors, subject to the general control and supervision of the General Body, shall generally pursue and carry out the objects of the Company as set forth in the Memorandum of Association hereto annexed and the Board shall be responsible for the management and administration of the affairs of the company in accordance with the Articles of Association and the rules and by laws made there under.

গেজিটার্ড
কম্পানী
সহকারী
রেজিষ্টার
ডাকা



সহকারী রেজিষ্টার
গেজিট্রারের
লেখক ও পাঠক

(মোঃ রকিবুল ইসলাম)
সহকারী রেজিষ্টার
গেজিট্রারের
লেখক ও পাঠক

30. The affairs of the company shall be managed by a Board of Directors which shall have the responsibility to determine the direction and scope of the activities of the company. It shall also have the responsibility to approve and administer the annual and supplementary budgets. The Board of Directors shall exercise full management and financial control of the Company.
31. Until otherwise determine by the Company in general meeting the number of Directors shall not be less than 7 (Seven) or more than 15 (fifteen).
32. At the first meeting of the Board of Directors after first General Meeting, the Board shall elect a Chairman from amongst its members who shall hold office until the next Annual General Meeting. The term of the office of the Chairman shall be two years except for the first Chairman who shall act as Chairman pre term until the first Annual General Meeting. The Chairman shall be eligible for re-election. The Chairman of the company shall be **Mr. Inam Ahmed**.
33. Notwithstanding anything contained herein the Board of Directors of the company shall be composed of the following persons and where applicable, be deemed to be elected and/or appointed as the case may be, in accordance with the provision contained in these presents:

01. **Mr. Inam Ahmed**
02. **Mr. Hasibur Rahman**
03. **Dr. Baquirul Islam Khan**
04. **Mr. Md. Abdur Rahim**
05. **Mr. Sakiul Millat Morshed**
06. **Mr. M. Emamul Haque**
07. **Mr. Syed Istiaque Reza**
08. **Ms. Rokia Afzal Rahman**
09. **Mr. Farid Hossain**

34. At the first and ordinary meeting of the Company, the whole of the directors shall retire from office and at the ordinary meeting in every subsequent year, except the Executive Director, one-third of the directors for the time being or, if their number is not three of a multiple of three, then the number nearest to one-third shall retire from office.


The Directors to retire every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day those to retire shall, unless they otherwise agreed among themselves, be determined by a lot. A Director retiring shall be eligible for re-election. The Executive Director shall serve for a term of 2 (two) years but he/she is eligible for re-appointment for further additional terms.

35. Except the ex-office members, any casual vacancy occurring in the Board of Directors may be filled up by the election of the Board of Directors but the person (who must be a member of the company) so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Directors in whose place he is appointed was last elected a Director.
36. The Company may, by extraordinary resolution, remove any Director before the expiration of his period in office and may by an ordinary resolution appoint another member in his stead; the member so appointed shall be subject to retirement at the same time, as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.


37. The office of Director of the company shall ipso facto be vacated if:
- He is found to be of unsound mind by a court of competent jurisdiction; or
 - He is adjudged an insolvent; or
 - He absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board of Directors for a continuous period of three months, whichever is longer, without leave of absence from the Board of Directors; or
 - He acts in contravention to Section 86 (1) of the Act; or
 - He is concerned in or participates in the profits of any contract with the company; or
 - He is sentenced to a term of imprisonment exceeding six months for any criminal offence; or
 - He, without the sanction of the Company in general meeting accepts or holds any office or profit under the company other than that of a legal or technical adviser or a banker; or
 - By notice in writing to the Company he resigns his office; or
 - He is remove from office by an Extra-ordinary Resolution of the Company.

MEETING OF THE BOARD

38. (a) The Board shall hold at least Four regular meetings in every year and shall be called by notice under the signature of the Chairman.
- (b) All meetings of the Board shall be presided over by the Chairman of the Company and in case the Chairman is absent or he does not function within 30 minutes of the stated time of the meeting, Directors present shall choose, in his place, one of themselves as Chairman of the meeting.
- (c) Minutes of the meetings of the Board shall be recorded by the Executive Director or in his absence by the officer e.i. The minutes shall be duly approved or corrected at the following regular meeting and filed in the permanent records of the Company.
- (d) Members of the Board shall be paid such sums of money as may be determined by the Company in the General Meeting, for their out-of-pocket expenses for attending meetings of the Board.
39. Every notice calling for a meeting of the Board shall state in writing the date, time and place of the meeting and shall be sent to every member of the Board ordinarily seven clear days before the day appointed for the meeting.
40. 5 (Five) members of the Board present in person shall constitute a quorum. No meeting shall proceed with its business unless a quorum is present at the commencement of the business of the meeting.

রেজিস্ট্রার

 ঢাকা
 প্রত্যাশন করা হইল।
 (মোঃ রাকিবুল ইসলাম)
 সহকারী রেজিস্ট্রার
 রেজিস্ট্রারের পক্ষে।
 লেখক ও পক্ষিক প

41. Each members of the Board shall have one Vote. All questions at meetings of the Board shall be determined by a vote of the members present; provided that in case of equality of votes, the Chairman shall have a casting vote.
42. Any business which the Board may consider necessary to perform, except such as may be required to be placed before the Annual General Meeting of the General Body, may be performed by a resolution in writing circulated among all members of the Board, and any such resolution so circulated and approved by a majority of the members signing, shall be as effectual and binding as if a resolution had been passed at a meeting of the Board.
43. The proceeding of all meeting of the Board and resolutions passed by circulation shall be recorded in a book, which shall be maintained by the Company for the purpose.
44. The Board shall exercise all executive and financial powers of the Company, except as delegation made to Executive Director by this Articles of Association of the Company and by the resolution of the Board of Directors, subject to such direction as may be issued by the General Body from time to time.
45. In particular and without prejudice to the generality of the foregoing provisions the Board shall have the powers, subject to the provisions hereof, to:
- i) prepare and execute detailed plans and programmes for furtherance of the objects of the Company;
 - ii) consider the annual and supplementary budgets placed before it and pass them with such modifications as may be deemed necessary for submission to the General Body;
 - iii) prepare the annual report and cause the preparation of the account of the Company for consideration of the General Body;
 - iv) enter for and on behalf of the Company, into agreements including those containing arbitration clauses;
 - v) law down terms and conditions governing scholarships, fellowships deputations, consultancy, grant-in-aid, research schemes and projects;
 - vi) establish maintain, amalgamate and/or close down institutions, offices, hostels etc. as may be deemed appropriate;
 - vii) enter into agreements with the Government and with the approval of the Government with foreign governments and international agencies and organizations and other public or private bodies or organizations or individuals for securing and or accepting loans or grants to the company on mutually agreed terms and conditions; provided that such terms and conditions shall not be contrary to or inconsistent with the objects of the Company as detailed in the Memorandum of Association hereto annexed;


 অবিভক্ত নকল বণিয়া
 (মোঃ রকিবুল ইসলাম)
 সহকারী সেক্রেটারী
 রেজিস্ট্রারের পক্ষে
 লেখক ও পরিচালক

- viii) take over, acquire (by purchase, gift, exchange, lease, hire or otherwise) from the Government and from foreign governments and international agencies and organizations and other public or private bodies or organization(s) or individuals, institutions, libraries, laboratories, museum, immovable or movable properties, endowments or other funds together with any attendant obligations, so that neither the transaction nor the terms and conditions whereunder it is concluded, is inconsistent with the objects set forth in the memorandum of Association hereto annexed;
- ix) appoint boards, committees, sub-committees and panels, consisting of persons who may or may not be members or employees of the Company to deal with any specific task as may be determined by the Board;
- x) institute, conduct, defend or abandon any legal proceeding by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company and for the purpose to appoint advocate(s);
- xi) refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
46. The Board may by resolution delegate such administrative, financial and other powers to the Chairman, the Executive Director, committee, such committee, panels and boards or any other officers of the Company as it may consider necessary and proper, subject to the condition the action taken by them under the powers so delegated, shall have to be confirmed and/ or ratified at the next meeting to the Board.
47. There shall be a Chairman of the Company who shall be elected by the Board of Directors from amongst themselves for a term of two years and be eligible for re-election. The Chairman of the Company shall see that the affairs of the Company are conducted efficiently and in accordance with the provisions of the Memorandum of Association hereto annexed and these Articles and any other Rules and Regulations and By-Laws of the Company.

CHAIRMAN

48. The Chairman shall preside over all meeting of the General Body and the Board of Directors of the Company.
49. The Chairman may himself call or may require the Executive Director to call a meeting of the General Body or the Board at any time.
50. The Chairman may in writing delegate such of the powers as he may consider necessary to the Executive Director.
51. The Chairman of the Company shall be **Mr. Inam Ahmed** and he shall be deemed to have been elected in accordance with the provisions of these presents.

সহকারী রেজিষ্টার
 ঢাকা
 অবিকল নকল বর্ণিত
 প্রত্যয়ন করা হইল।
 (মোঃ রকিবুল ইসলাম)
 সহকারী রেজিষ্টার
 রেজিষ্টারের পক্ষে।
 লেখক ও পাঠক

EXECUTIVE DIRECTOR

52. a) The Executive Director shall be responsible for the day to day management of the Company and without prejudice to the generality of the foregoing, he shall be responsible for :
- i) proper administration of the affairs, funds and resources and manage the properties of the company;
 - ii) as may be required by and be in the interest of the Company to make, draw, endorse, sign, accept, negotiate and give all cheques, bills of lading, drafts, orders, bills of exchange, promissory notes and other negotiable instruments, within the parameters set by the Board;
 - iii) securing the fulfilment of any contract, agreement or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company from time to time or in such manner as he may consider fit in the interest of the Company;
 - iv) appointment and at his discretion to remove or suspend managers, secretaries, officers, clerks and employees, either permanent or temporary as he may consider fit and to determine their powers and such instances and to such amount as he considers fit; provided, any equivalent or higher positions shall have to be subject to the approval of the Board of Directors;
 - v) prescribing the duties of all employees and staff of the Company;
 - vi) exercise supervision and disciplinary control over the work and conduct of all employees of the Company;
 - vii) coordination and exercise of general supervision over all the activities of the Company;
 - viii) create posts and appoint such staff as may be required for the efficient management of the affairs of the Company and regulate the recruitment and conditions of their service;
 - ix) incur expenditure subject to provisions of the approved budget;
 - x) to impose and recover fees and charges for the service rendered by the Company.
- b) The Executive Director may in writing delegate such of his powers as he may consider necessary to any officer/officers of the Company.

RESOURCES OF THE COMPANY

53. The resources of the Company shall consist of the following

বৈজ্ঞানিক
সংস্করণ
কোম্পানী
ফার্ম
জাকা
অবিকল্প নবন বনিয়া
প্রোগ্রাম করা হইল।

(মোঃ রফিকুল ইসলাম)
সহকারী রেজিষ্ট্রার
রেজিষ্ট্রারের পক্ষে।
লেখক ও পাঠক :

- a) grants made by the Governments;
- b) donations and contributions received from other sources including agencies or foundations from abroad, foreign governments, bodies and organisations and international agencies and organisations;
- c) loans received from domestic and /or external sources;
- d) fees and charges imposed by the Company for services rendered by it;
- e) income from investment;
- f) fees and subscriptions from its members; and
- g) income and receipts from other sources.

THE SEAL


54. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board or such other person as the Board may appoint for the purpose and they shall sign every instrument to which the seal of the Company is so affixed in their presence.

BANK ACCOUNT

55. a) The Company may open account of different types with any commercial/schedule bank in Bangladesh.
- b) All bank accounts shall be operated by the signatory/signatories, who is/are selected by the Board of Directors.
- c) The Company will receive all foreign donations made to it through a single account kept with any scheduled bank of Bangladesh.

ACCOUNTS

56. The General Body shall cause to be kept proper books of account with respect to:
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipts and expenditures take place;
 - (b) all sales and purchases of goods/services of the Company;
 - (c) the assets and liabilities of the Company.
57. The books of accounts shall be kept at the registered office of the company or at such other place as the General Body shall think fit and shall be open to inspection by the members of the General Body during business hours.
58. The General Body shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any of them shall be open to the inspection of the members of the Company not being members of the General Body, and the member (not being a member of the General Body) shall have any right of inspecting any account or book or document of the Company except as


 ঢাকা
 রেজিস্ট্রার
 (মোঃ রাকিবুল ইসলাম)
 সহকারী রেজিস্ট্রার
 রেজিস্ট্রারের কার্যালয়
 লেখক ও সাক্ষর

conferred by law or authorized by the General Body or by the Company in General Meeting.

59. The General Body shall prepare and place before the Company in the Annual General Meeting such profit and loss accounts, income and expenditure accounts, balance-sheets and reports as are referred to those sections.

AUDIT

60. One at least in every year the books of accounts of the Company shall be examined and the correctness of the receipts and payments, profit and loss account and balance sheet ascertained by one or more Auditors, who are approved by the Government or the registration authorities, to be selected by the General Body in the General Meeting.

INDEMNITY

61. Every member of the General Body, Governing Body, Chairman, Executive Director or other officer or employees of the Company shall be indemnified by the Company against all cost, losses or expenses which they may incur or incur or become liable to pay by reason of any contract entered into or act or deed done by them in discharge of their duties in good faith and any loss occasioned by any error of judgment, damage, or misfortune which may happen in the execution of their duties in connection with the affairs of the Company unless the same happens through their own willful neglect or default, and it shall be the duty of the General Body/Trustee, out of the funds of the Company to pay.

AMENDMENT

62. Subject to the approval of the Govt. the Articles of the Company may be amended, modified, substituted, altered or repelled by a three-fourth members present and voting on a special resolution for the purpose at an Extraordinary General Meeting of the members, provided that a notice in writing specifying the intention to propose the resolution as a special resolution shall have been served on the members of the Company at least twenty-one days prior to the meeting.

NOTICES

63. A notice may be given by the Company to any member either personally, or by sending it by post to him to his registered address. If a member fails to notify the Company of his registered address or the members has no registered address, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly given to him on the day on which the advertisement appears.

WINDING UP

64. If upon winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to

ঢাকা
অবিকল মকল বলিয়া
প্রত্যয়ন করা হইল।
সহকারী রেজিস্ট্রার
মোজিব্বারের
লেখক ও পঠিক

or distributed amongst the members of the Company but shall be given or transferred to or applied to some other organization(s)/institution(s) which is established on similar aims and objects to be determined by the three fourths vote of members of the Company in the Extra- Ordinary General Meeting at or before the time of dissolution under intimation to the Government.

SECRECY

64. Every Chairman, Executive Director, Director, Manager, Secretary, Auditors, Accounting Officer, Agent or other person employed in the business of the Company shall have to observe strict secrecy respecting all matters which may come to his knowledge in the discharge of his duties except where such disclosure is required by a court of law or is permitted by a resolution of the Company.


ঢাকা
অবিকল মকল বলিয়া
প্রত্যাহার করা হইল।

(মোঃ রুকিবুল ইসলাম)
সহকারী রেজিষ্ট্রার
রেজিষ্ট্রারের কার্যালয়
লেবক ও পটল

We, the several persons whose names and addresses are mentioned below, are desirous of being formed into a Company limited by guarantee under the provisions of the Companies Act, 1994, and in pursuance of this **Articles of Association**:

Sl. No.	Name, Address and Description of the Subscribers	Signature of Subscribers
01	<p>Dr. Baquirul Islam Khan Father's Name : Late Mr. Monirul Islam Khan Address : 125, Kalabagan 1st Lane, Dhaka-1205 Profession : Physician Nationality : Bangladeshi by birth Age : 48 Years</p>	
02.	<p>Mr. Pradip Shikha Chowdhury Father's Name : Fatik Chandra Chowdhury Address : Vill: Suti, P.O.: Suti, P.S.: Gopalpur, District : Tangail. Profession : Consultancy Nationality : Bangladeshi by birth Age : 41 Years</p>	
03	<p>Mr. Tarun Kanti Gayen Father's Name : Mr. K.B. Gayen Address : Vill: Fullbari, P.O.: Kadambari, P.S.: Rajair, District: Madaripur Profession : Councilor Nationality : Bangladeshi by birth Age : 39 years</p>	
04	<p>Mr. Iftakhar Ahmed Chowdhury Father's Name : Late Shafique Ullah Chowdhury Address : Vill. & P.O.: Ramnagar, P.S. Daganbhuiyan, District: Feni Profession : Private Service Nationality : Bangladeshi by birth Age : 40 years</p>	
05	<p>Mr. Sajedul Murad Father's Name : Late Abul Kashem Address : 23/A Amirbag R/A, Mehedibag Chittagong Profession : Private Service Nationality : Bangladeshi by birth Age : 31 years</p>	
06	<p>Mr. Iqbal Faruk Milky Father's Name : Abdul Halim Milky Address : House # 69/2, Road # 7/A Dhanmondi R/A, Dhaka Profession : Private Service Nationality : Bangladeshi by birth Age : 35 years</p>	 <p>ঢাকা অবিকল নকল বন্দিয়া প্রত্যয়ন করা হইল।</p> <p><i>[Signature]</i></p>
07	<p>Mr. Hasibur Rahman Father's Name : Shafiur Rahman Address : 187 Green Road(Ground Floor), Dhaka-1207</p>	<p>(মোঃ রকিবুল ইসলাম) সহকারী রেজিস্ট্রার রেজিস্ট্রারের পক্ষে লেখক ও পাঠক</p> <p><i>[Signature]</i></p>

Issue No. 121945 Date:28/03/2019

Form XII
Particulars of Directors, Manager and Managing Agents and of any change therein
The Companies Act, 1994 (See Section 115)



Name of the Company: **MANAGEMENT AND RESOURCES DEVELOPMENT INITIATIVE**, Reg. No. T544, Reg. Date: 13-MAY-03

Entity Address: 8/19, Sir Syed Road (3rd floor), Block- A, Mohammadpur, Dhaka

Presented for filing by: **Mr. Hasibur Rahman**

Sl.	The Present Name (a) or Names and Surnames (d)	Nationality	Nationality of Origin (other than the present nationality)	Usual Residential Address	Other Business, Occupation and Directorship, if any, if none, state so (b)	Date of Appointment or Change	Changes
1	Mr. Inam Ahmed	Bangladeshi	Bangladeshi	House No. 2/1, Lalmatia, Block- C, Apt. 3A, Dhaka, Phone :, email: , National ID: , TIN: 189554693378	Journalism		Continuing as Director as well as Chairman
2	Mr. Hasibur Rahman	Bangladeshi	Bangladeshi	3/F-C/1 North Dhanmondi, Bashiruddin Road, Kalabagan, Dhaka, Phone :, email: , National ID: , TIN: 129643626545	Private Service		Continuing as Director as well as the Executive Director
3	Mr. Sakiul Millat Morshed	Bangladeshi	Bangladeshi	390/H, Madhubag, Magbazar, Dhaka, Phone :, email: , National ID: , TIN: 773653551995	Private Service		Continuing as Director
4	Mr. M. Emamul Haque	Bangladeshi	Bangladeshi	11/B, Apt No.103/B, Road No. 71, Gulshan, Dhaka, Phone :, email: , National ID: , TIN: 630979925683	Private Service		Continuing as Director
5	Mr. Syed Ishtiaque Reza	Bangladeshi	Bangladeshi	Apt.2/A, F-7, Niketon, Gulshan-1, Dhaka, Phone :, email: , National ID: , TIN: 141496108424	Journalism		Continuing as Director
6	Ms. Rokia Afzal Rahman	Bangladeshi	Bangladeshi	Apt. 502, House-16, Road-96, Gulshan-2, Dhaka, Phone :, email: , National ID: , TIN: 644369353868	Business	28/DEC/2018	Retired & Re-elected as Director
7	Mr. Farid Hossain	Bangladeshi	Bangladeshi	Road- 9/A, Sector-7, House-8 (Sarna Shila), Uttara Model Town, Dhaka, Phone :, email: , National ID: , TIN: 371838829137	Journalism	28/DEC/2018	Retired & Re-elected as Director
8	Mr. Kajal Kanti Sengupta	Bangladeshi	Bangladeshi	Sheltech Mohana, Flat-4/G155 Monipuri Para, Tejgoan, Dhaka, Phone :, email: , National ID: , TIN: 536228295997	Private Service		Continuing as Director
9	Mr. Md. Nazrul Islam	Bangladeshi	Bangladeshi	Flat-3B, House-1124-1125, Road-11, Mirpur DOHS, Dhaka, Phone :, email: ,	Permanent Member of	28/DEC/2018	Retired & Re-elected as Director.

This document is digitally signed. Please find the soft copy to verify the signature.

Form XII

Particulars of Directors, Manager and Managing Agents and of any change therein
The Companies Act, 1994 (See Section 115)



Name of the Company: **MANAGEMENT AND RESOURCES DEVELOPMENT INITIATIVE**, Reg. No. T544, Reg. Date: 13-MAY-03

Sl.	The Present Name (a) or Names and Surnames (d)	Nationality	Nationality of Origin (other than the present nationality)	Usual Residential Address	Other Business, Occupation and Directorship, if any, if none, state so (b)	Date of Appointment or Change	Changes
				National ID: , TIN: 812383155411	National Human Rights Commission Bangladesh		

(Signature)

Mr. Hasibur Rahman

Director

Dated: 25-Feb-2019

(State whether Director, Manager or Managing Agents)

- (a) In the case of a Corporation its corporate name and registered or principal office shall be shown;
- (b) In the case of an individual who has no business occupation but any other directorship or directorships, particular of the directorship or some of these directorships must be entered. A complete list of directors, manager, managing agents shown as existing in the last particulars delivered shall always be given;
- (c) A note of the changes of the last list shall be made in this columns by placing against new directors name the words in place of by writing against a new directors, name the words "deed" resigned to as the case may be;
- (d) In case of a firm the full name, address and nationality of each partner, and the date on which each became a partner.
- (e) In case of multiple representatives, use comma(,) to separate names.

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