

ইস্যু নং ২৬৭৬
২২/১০/২৬
স্ট্যাম্প, কোর্টফি ও
স্বাক্ষর নগদায়িত।



THE COMPANIES ACT, XVIII OF 1994

A COMPANY WITH LIMITED LIABILITY AND LICENSED UNDER SECTION
28 OF

THE COMPANIES ACT, 1994

(ASSOCIATION NOT FOR PROFIT)

MEMORANDUM OF ASSOCIATION

OF

MEDIA RESOURCES DEVELOPMENT INITIATIVE

1st Amendment Vide special resolution dated 19/02/2022 as per Ministry of
Commerce Permission.

১৯/০২/২০২২
(মোঃ রকিব আহমেদ রনি)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
স্বাক্ষর ও পট

12 OCT 2023



THE COMPANIES ACT, XVIII OF 1994

**A COMPANY WITH LIMITED LIABILITY AND LICENSED UNDER SECTION
28 OF**

**THE COMPANIES ACT, 1994
(ASSOCIATION NOT FOR PROFIT)
MEMORANDUM OF ASSOCIATION
OF**

MEDIA RESOURCES DEVELOPMENT INITIATIVE

- i) The Name of the Association is **MEDIA RESOURCES DEVELOPMENT INITIATIVE**.
- ii) The Registered Office of the Association 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 Association is established are as follows:
 01. To develop the capacity of the media to produce quality investigative, objective, ethical and in-depth reports, to promote people's access to information, to create a free and diverse media environment in Bangladesh, to support the media in the transformation in their use of digital platforms.
 02. To promote people's access to information and support the media in the transformation in their use of digital platforms to promote people's access to information, to create a free and diverse media environment in Bangladesh, to support the media in the transformation in their use of digital platforms.
 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 Association conducive to or to achieve or to further any of the objectives and purposes of the Association;
 04. To create a free and diverse media environment in Bangladesh.
 05. To organize capacity development programs for media professionals, students of journalism or general students of public and private universities;
 06. To promote people's right to information by creating demand through awareness development of people and strengthening supply side by enhancing capacity of information providing authorities through training and orientation."
 07. To undertake, develop and conduct research, data base, Consultancy services, training courses and any other projects which relates to media development and people's right to information;
 - 7 (A). To promote social development and community empowerment utilizing own resources and in partnership with other entities;

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মোঃ রফিক আহমেদ রনি
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পদে
স্বাক্ষর ও পট
12 OCT 2023

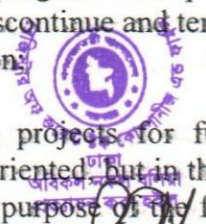


- 7 (B) To establish, run and maintain institution for attaining professional excellence in journalism, media operations and areas compatible with MRDI's mission;
- 7 (C) To support individuals or groups in initiating new start up in the areas relevant to MRDI's work through training and technical & financial assistance;
08. To create a supportive environment and facility to enhance the IT skill level of staffs of media houses and other stakeholders through training and Consultation;
09. To establish appropriate linkage with Government and private sector organizations both locally and internationally for the purpose of advancing the development of Bangladesh;
10. To pay special attention to gender equity in a gender transformative approach;
11. To facilitate and promote the exchange and flow of information services, technical assistance, consultancy, advising and material support or any other assistance for promotion of media related start-up's;
12. 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 Association;
13. 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 Association;
14. To initiate, undertake and promote research activities directed towards (a) the improvement of reporting quality and ethical standards of media organizations (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 Association;
15. To procure any assets, may be considered proper or expedient by the Association;
16. 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 Association;
17. To purchase, hire or lease any land, building, equipment or other facilities or materials or to develop land or construct buildings or other facilities for the Association;

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প্রত্যয়ন করা হইল
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সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পদে
দেখা ও পাঠ
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18. To organize seminars, symposiums, workshops, dialogues and conferences in furtherance of the objectives of the Association;
19. 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 Association;
20. To procure for the Association 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 Association to carry on with its functions properly;
21. To promote, organize and establish branches and offices of the Association 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 Association;
22. To invest the monies of the Association, including those not immediately required, in such manner as may be determined by the Association from time to time;
23. 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 Association, 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;
24. To establish pension/provident fund/benevolent fund/group insurance and/or any other fund for the benefit of the employees of the Association and provide other amenities and facilities to them;
25. 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 Association;
26. To recruit, appoint, take on lien, deputation or on contract any employees, consultants or experts for the Association 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 Association;
27. To organize subsidiary Association or undertake projects for fulfilling the objectives of the Association, which may be profit oriented but in the context of overall Association, that profit will be used for the purpose of the fulfilment of the objectives of the Association;


(মোঃ রকিব আহমেদ রনি)
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স্বাক্ষর ও মোহর
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28. To use all income of the Association for the advancement of its objects;
29. The Association conducts its activities and undertake to activate its purposes only by the ways and means as permitted by the concerned authority;
30. To do all such other lawful things as are conducive or incidental to the attainment of the objects and furthering the growth of the Association;

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 Association.


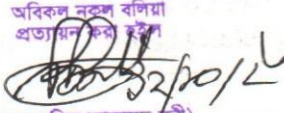
- iv) The liability of the members is limited.
- v) All income of the Association shall be utilized towards the promotion of the aims and objects of the Association. The Association shall apply all its surplus and other income from its business, activity or from any of its property, howsoever derived, solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and the Association 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 Association being wound up, every member of the Association presently being a member or within one year afterwards, before he ceases to be a member, undertakes to contribute to the assets of the Association for payment of the debts and liabilities of the Association 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 Association 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 Association but shall be given or transferred to or applied to some other organization(s)/institutions(s)/Association which is established on similar aims and objects to be determined by the three fourths vote of members of the Association in the Extra-ordinary General Meeting at or before the time of dissolution under intimation to the Government.

1st Amendment Vide special resolution dated 19/02/2022 as per Ministry of Commerce Permission.

ঢাকা
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প্রত্যাগমন করা হল
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সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে।
স্বাক্ষর ও পদস্বাক্ষর
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We, the several persons whose names and addresses are mentioned below, are desirous of being formed into an Association 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	Dr. Baquirul Islam Khan Father's Name : Late Mr. Monirul Islam Khan Address : 125, Kalabagan 1 st Lane, Dhaka-1205. Profession : Physician Nationality : Bangladeshi by birth Age : 48 Years	
02.	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	
03	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	
04	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	
05	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	  (মোঃ রকিব আহমেদ হান্না) সহকারী রেজিস্ট্রার রেজিস্ট্রারের পক্ষে স্মারক ও পাঠক 12 OCT 2023



06	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	
07	Mr. Hasibur Rahman Father's Name : Shafiur Rahman Address : 187 Green Road (Ground Floor), Dhaka-1207 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 the 13th day of March 2002

Witness to the above signature



অবিকল নকল বলিয়া
প্রত্যায়ন করা হইল

(Signature) 2/10/16

(মোঃ রাকিব আহমেদ রনি)

সহকারী রেজিস্ট্রার

রেজিস্ট্রারের পক্ষে

স্বাক্ষর ও পদস্বাক্ষর

12 OCT 2023

21/10/23

ইস্য নং ৬৪৪
২৭/৬/২৩
ট্যান্স, কোটকি ও
ওক নগদায়িত।



THE COMPANIES ACT, XVIII OF 1994

A COMPANY WITH LIMITED LIABILITY AND LICENSED UNDER SECTION 28 OF
THE COMPANIES ACT, 1994

(ASSOCIATION NOT FOR PROFIT)
ARTICLES OF ASSOCIATION

OF

MEDIA RESOURCES DEVELOPMENT INITIATIVE

Preliminary

- Whereas it has been agreed by the several persons whose name are hereunto subscribed to establish and incorporate "AN ASSOCIATION NOT FOR PROFIT" A Company with limited liability 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 MEDIA 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 Association and shall be the regulations for the management of the Association and for the observance of the members thereof and their representatives and the same shall, subject to any exercise of the powers of the Association, 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

- 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 Chair of the Association from time to time, duly nominated under the provisions of these presents.

"The Association" means MEDIA RESOURCES DEVELOPMENT INITIATIVE.

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

"The General Body" means the general members of the Association.



অবিকল নতুন বঙ্গিয়া
প্রত্যাশিত করা হল
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(মোঃ রকিব আহমেদ রনী)
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"The Board" means of "The Board of Directors" means the Board of Director of the Association as constituted under the provisions of these presents.

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

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

"Month" means English calendar month.

"The Office" means the registered office for the time being of the Association.

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

"Seal" means the common seal of the Association.

"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, tele facsimile (FAX), electronic mail 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 Association

3. The business of the Association, 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 Association for the purpose of registration is declared to consist of 8 (Eight) members. The Association in (Board Meeting) may whenever the




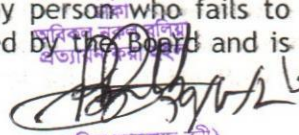
(মোঃ রকিব আহমেদ রনী)
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business of it so requires, and in the interest of the Association, register an increase or decrease of members would be approved by General body.

5. The subscribers to this Memorandum and Articles of Association or such other persons as shall be admitted to membership of the Association and shall be deemed to have agreed to become a member of the Association in accordance with and in pursuance to these presents and whose names appear in the register of members, shall be the members of the Association. However, the Association may increase its members list whenever the business of it so requires, and in the interest of the Association as approved by the General Body.
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 Association shall eligible for seeking membership of the Association. The member is defined as a person who is fully committed to the objectives of the Association 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.
- The Association 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 Association 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 Association.
- Members will be one of the following two categories:
 - General member
 - Honorary member
- Membership of the Association may be terminated on the happening of any of the following events:
 - On the member's death, resignation, insolvency, lunacy or conviction for a criminal offence.
 - When a member does not attend three consecutive general meeting of the Association without prior leave of absence granted by the Board.
 - When the Association 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.



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- When a member fails/neglects to pay his/her fees, subscriptions or other dues of the Association. This shall not be applicable for ex-officio members of the Association.
- Upon relinquishment/termination of his official status under which she/he holds the ex-officio membership.
- When a member desires to resign as a membership member (General & Honorary) of the Association, he/she shall forward his/her letter of resignation to Executive Director of the Company and such resignation shall take effect only from the date of its acceptance by the Board of Directors of the Association.
- Membership fees and Subscription:

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


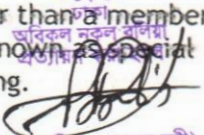
Authorities of the Association

7. The following shall be the authorities of the Association:

- General Body
- Board of Directors
- Chair
- Executive Director
- Such other bodies, committees, sub-committees or panels as may be appointed and/or constituted from time, by the Board of Directors of the Association

The General Body

8. There shall be a General Body of the Association and it shall be composed of all members of the Association whose number shall not exceed 50 (Fifty).
9. The Chairman of the Association shall preside over all meeting of the General Body and Board of Directors.
10. The Chairman of the Association 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.



(মোঃ রাকিব আহমেদ রণী)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
স্বাক্ষর ও পাঠক
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11. The General Body shall have the following powers and functions, namely:
- to give overall policy guidance and direction for the efficient functioning of the Association;
 - to approve the annual budget of the Association drawn up by the Board of Directors;
 - to consider the balance sheet and audited accounts for the previous year;
 - to consider the annual report prepared by the Board of Directors of the Association;
 - to amend these presents, if deemed necessary by way of additions, alteration, modification or substitution;
 - to perform such other functions as are entrusted to it;
 - to delegate such of its powers and functions to other authorities of the Association as it may consider necessary and proper.

General Meeting

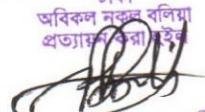
12. The first general meeting of the Association shall be held at such time not being less than one month and not more than three months from the date of the incorporation of the Association and at such place, time and date, as the Board may determine.
13. Subsequent general meetings of the Association 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 Association shall be called Extraordinary 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 Extraordinary General Meeting.
16. Any such requisition shall specify the objects of the meeting required and shall be signed by the requisitioners, 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

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সংসদীয় রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
লেখক ও পাঠক।
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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, income and expenditure account, the reports of the Board of Directors and Auditor's report, the election of directors in place of those retiring by rotation and the fixing of remuneration of the Auditor shall be deemed ordinary.
19. No business shall be transacted, unless the quorum of members are physically or virtually present at the commencement of the business. If the number of members of the Association at the time of the meeting do not exceed ten in number, the quorum shall be five; 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 Chair of the Association shall be entitled to preside at every General Meeting of the Association. If there be no chair or if at any meeting she/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 at such meeting may choose one amongst themselves to act as chair 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 or the members present shall choose one amongst themselves to act as the Chair of the meeting.
22. The Chair 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 Chair 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 Association 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.

অবিকল নকল বালিয়া
প্রত্যয় করা হল

(মোঃ রাকিব আহমেদ রনী)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে।
স্বাক্ষর ও পাঠক
17 AUG 2023



24. If a poll is duly demanded, it shall be taken in such manner as the Chair 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 Chair 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 Chair 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 Chair 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 all 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 Association 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 Association in accordance with the Articles of Association and the Rules and by-laws made there under.
30. The affairs of the Association shall be managed by a Board of Directors which shall have the responsibility to determine the direction and scope of the activities of the Association. 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 Association.
31. Until otherwise determined by the Association 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 Chair from amongst its members who shall hold office until the next Annual General Meeting. The term of the office of the Chair shall be two years except for the first Chair who shall act as Chair until the first Annual General Meeting. The Chair shall be eligible for re-election. The Chair of the Association shall be Dr. Baquirul Islam Khan.
33. Notwithstanding anything contained herein the Board of Directors of the Association 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

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সহকারী রেজিস্ট্রার
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03. Mr. Md. Abdur Rahim
04. Mr. Sakiul Millat Morshed
05. Mr. M. Emamul Haque
06. Mr. Syed Istiaque Reza
07. Ms. Rokia Afzal Rahman
08. Mr. Farid Hossain
09. Mr. Kajal Kanti Sengupta

34. At the first and ordinary meeting of the Association, 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 there, 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 person as who become Directors on the same day those to retire shall, unless they otherwise agreed among themselves, be determined by a lot. A retiring Director 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 Association) 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 Association may, by extraordinary resolution, remove any Director before the expiration of his/her period in office and may by an ordinary resolution appoint another member in his/her stead; the member so appointed shall be subject to retirement at the same time, as if he/she had become a Director on the day on which the Director in whose place he/she is appointed was last elected a Director.
37. The office of Director of the company shall ipso facto be vacated if:

- a) He /She is found to be of unsound mind by a court of competent jurisdiction; or
- b) He /She is adjudged an insolvent; or
- c) He /She 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
- d) He /She acts in contravention to Section 86 (1) of the Act; or
- e) He /She is concerned in or participates in the profits of any contract with the Association; or
- f) He /She is sentenced to a term of imprisonment exceeding six months for any criminal offence; or

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- g) He /She, without the sanction of the Association in general meeting accepts or holds any office of profit under the Association other than that of a legal or technical adviser or a banker; or
- h) By notice in writing to the Association he resigns his office; or
- i) He/she will be removed from office by an Extra-ordinary Resolution of the Association.

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 Chair.
- (b) All meetings of the Board shall be presided over by the Chair of the Association and in case the Chair is absent or he/she does not function within 30 minutes of the stated time of the meeting, Director's present shall choose, in his/her place, one of themselves as Chair of the meeting.
- (c) Minutes of the meetings of the Board shall be recorded by the Executive Director or in his/her absence by an officer of the Association and the minutes shall be duly approved or corrected at the following regular meeting and filed in the permanent records of the Association.
- (d) Members of the Board shall be paid such sums of money as may be determined by the Association 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 or through electronic mail 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 or virtually 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.
41. Each member 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 Chair 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, 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 actually or by electronic signature, shall be as effectual and binding as if a resolution had been passed at a meeting of the Board.

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43. The proceeding of all meeting of the Board and resolutions passed by circulation shall be recorded in a book actually or digitally, which shall be maintained by the Association for the purpose.
44. The Board shall exercise all executive and financial powers of the Association, except as delegation made to Executive Director by this Articles of Association of the Association 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:
- prepare and execute detailed plans and programmes for furtherance of the objects of the Association.
 - consider the annual and supplementary budgets placed before it and pass them with such modifications as may be deemed necessary for submission before the General Body;
 - prepare the annual report and cause the preparation of the account of the Association for consideration of the General Body;
 - enter for and on behalf of the Association, into agreements including those containing arbitration clauses;
 - lay down terms and conditions governing scholarships, fellowships deputations, consultancy, grant-in-aid, research schemes and projects;
 - establish maintain, amalgamate and/or close down, redundant offices of the Associations, as may be deemed appropriate;
 - 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 Association on mutually agreed terms and conditions; provided that such terms and conditions shall not be contrary to or inconsistent with the objects of the Association as detailed in the Memorandum of Association hereto annexed;
 - takeover, 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 where under it is concluded, is inconsistent with the objects set forth in the memorandum of Association hereto annexed;
 - appoint boards, committees, sub-committees and panels, consisting of persons who may or may not be members or employees of the Association to deal with any specific task as may be determined by the Board;



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- institute, conduct, defend or abandon any legal proceeding by or against the Association or its officers or otherwise concerning the affairs of the Association 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 Association and for the purpose to appoint advocate(s);
 - refer any claims or demands by or against the Association to arbitration and observe and perform the awards.
46. The Board may by resolution delegate such administrative, financial and other powers to the chair, the Executive Director, committee, such committee, panels and boards or any other officers of the Association as it may consider necessary and proper, subject to the condition that 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 Chair of the Association 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 Chair of the Association shall see that the affairs of the Association 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 Association.

CHAIR

48. The Chair shall preside over all meeting of the General Body and the Board of Directors of the Company.
49. The Chair may himself/herself call or may require the Executive Director to call a meeting of the General Body or the Board at any time.
50. The Chair may in writing delegate such of the powers as he/she may consider necessary to the Executive Director.
- The Chair of the Association shall be Dr. Baquirul Islam Khan and he shall be deemed to have been elected in accordance with the provisions of these presents.

EXECUTIVE DIRECTOR

52. a) The Executive Director shall be responsible for the day-to-day management of the Association and without prejudice to the generality of the foregoing, he/she shall be responsible for:
- proper administration of the affairs, funds and resources and manage the properties of the Association;

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রেজিস্ট্রারের
দেখক ও পঠিত

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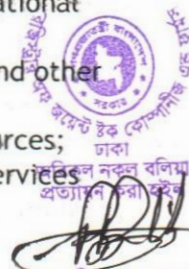
- as may be required by and be in the interest of the Association to make, draw, endorse, sign, accept, negotiate and give all cheques, electronic transfers, bills of lading, drafts, orders, bills of exchange, promissory notes and other negotiable instruments, within the parameters set by the Board;
- securing the fulfilment of any contract, agreement or engagements entered into by the Association by mortgage or charge of all or any of the properties of the Association from time to time or in such manner as he may consider fit in the interest of the Association;
- appointment and at his/her discretion to remove or suspend managers, secretaries, officers, clerks and employees, either permanent or temporary as he/she may consider fit and to determine their powers and such instances and to such amount as he/she considers fit; provided, any equivalent or higher positions shall have to be subject to the approval of the Board of Directors;
- prescribing the duties of all employees and staff of the Association;
- exercise supervision and disciplinary control over the work and conduct of all employees of the Association;
- coordination and exercise of general supervision over all the activities of the Association;
- create posts and appoint such staff as may be required for the efficient management of the affairs of the Association and regulate the recruitment and conditions of their service;
- incur expenditure subject to provisions of the approved budget;
- to impose and recover fees and charges for the service rendered by the Association.

b) The Executive Director may in writing delegate such of his/her powers as he/she may consider necessary to any officer/officers of the Association.

RESOURCES OF THE ASSOCIATION

53. The resources of the Association shall consist of the following;

- grants made by the Governments;
- donations and contributions received from other sources including agencies or foundations from abroad, foreign governments, bodies and organisations and international agencies and organisations;
- income from consultancies, technical assistance and other services provided by the association
- loans received from domestic and /or external sources;
- fees and charges imposed by the Association for services rendered by it;



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- income from investment;
- fees and subscriptions from its members; and
- income and receipts from other sources

THE SEAL

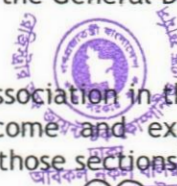
54. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board or such other person as the Board may appoint for the purpose and they shall sign every instrument to which the seal of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

BANK ACCOUNT

55. a) The Association may open account of different types with any commercial/ schedule bank in Bangladesh.
- All bank accounts shall be operated by the signatory/signatories, who is/are selected by the Board of Directors.
- c) The Association 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:
- all sums of money received and expended by the Association and the matters in respect of which the receipts and expenditures take place;
 - all sales and purchases of goods/services of the Association;
 - the assets and liabilities of the Association.
57. The books of accounts shall be kept at the registered office of the Association 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 Association or any of them shall be open to the inspection of the members of the Association 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 Association except as conferred by law or authorized by the General Body or by the Association in General Meeting.
59. The General Body shall prepare and place before the Association in the Annual General Meeting such profit and loss accounts, income and expenditure accounts, balance-sheets and reports as are referred to those sections.



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AUDIT



60. Once at least in every year the books of accounts of the Association shall be examined and the correctness of the receipts and payments, and a 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, Chair, Executive Director or other officer or employees of the Association shall be indemnified by the Association against all cost, losses or expenses which they may incur or insure 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 Association unless the same happens through their own wilful neglect or default, and it shall be the duty of the General Body/Trustee, out of the funds of the Association to pay.

AMENDMENT

62. Subject to the approval of the Govt. the Articles of the Association may be amended, modified, substituted, altered or repelled by a three-fourth members present physically or virtually through online platform meeting 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 Association at least twenty-one days prior to the meeting.

NOTICES

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

WINDING UP

64. If upon winding up or dissolution of the Association 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 Association but shall be given or transferred to or applied to some other organization(s)/institutions(s) which is established on similar aims and objects to be determined by the three fourths vote of members of the Association in

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the Extra- ordinary General Meeting at or before the time of dissolution under intimation to the Government.

SECRECY

65. Every Chairman, Executive Director, Director, Manager, Secretary, Auditors, Accounting Officer, Agent or other person employed in the business of the Association shall have to observe strict secrecy respecting all matters which may come to his knowledge in the discharge of his/her duties except where such disclosure is required by Right to Information Act 2009 or a court of law or is permitted by a resolution of the Association.

Accepted as new printed Articles of Association amended and has been adopted articles no. from 01 to 65 which has been adopted vide special resolution dated 19th April, 2022 (1st amendment)



অবিকল নকল বালিয়া
প্রত্যায়ন করা হল।

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