

Registered under the Societies Registration Act,

XXI of 1860

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

Panna Community Development Foundation

**Registered under the Societies Registration
Act, XXI of 1860**

MEMORANDUM OF ASSOCIATION

OF

Panna Community Development Foundation

I. NAME OF THE FOUNDATION:

The name of the Foundation is “**Panna Community Development Foundation**”
and in Bangla is “পান্না কমিউনিটি ডেভেলপমেন্ট ফাউন্ডেশন”

II. ADDRESS OF THE FOUNDATION:

The registered office of the Foundation is situated at House-53/1 & 53/2 (3rd floor), Flat- D, West Agargaon, Sher-e-Bangla Nagar, Dhaka, But upon decision of the Executive Committee of the Foundation it can be changed to anywhere in Bangladesh and abroad.

III. OPERATIONAL AREA:

Will be operated throughout Bangladesh and as per decision of the Executive Committee of the Foundation will open branch offices anywhere in Bangladesh & abroad.

IV. OBJECTIVE AND PURPOSE:

The objectives of the Society will be implemented after obtaining necessary permission from the Government/Concerned authority and competent authority and the objects contrary to the provision of section 20 of the Act shall be treated as ineffective. The objectives are as follows:

- i) The **Foundation** will work at the grassroots level in villages/wards for social, cultural, health care, educational, and environmental development of under privileged rural and urban slum communities including ethnic minority.
- ii) The **Foundation** will conduct need-based research and training in the areas of poverty reduction, enterprise development, health and nutrition, education, gender issues, and sustainable development.
- iii) The **Foundation** will promote and provide health care and health related services to create a positive impact on the lives of disadvantaged groups (especially focusing on mother and child health) through strengthening health service delivery and enabling access to education in Bangladesh.
- iv) The **Foundation** will undertake various activities to alleviate the deteriorating food and nutritional situation amongst the distressed groups, especially women and children and to initiate a process of holistic development by combining food assistance with health care, functional literacy and skill training.
- v) The Foundation will carry on humanitarian, charitable program & public health awareness program among the poor people through establishing charitable hospital & clinic.

- vi) The organization will take initiative for enhancing access to education, skill training, and health care for the poor people by establishing school, college, university, vocational training centre, health facility/clinic and research center.
- vii) The organization will undertake emergency relief work, emergency health care/medical treatment including health campaign and rehabilitation activities in case of natural disaster.
- viii) To create awareness among the target group/people of Bangladesh about the availability of free and open educational content, public health facility content, health bulletin, e-health access, e-health campaign, health treatment suggestions and enable them to effectively use them.
- ix) To take initiative for distribution of free medicine including emergency health care among the distressed people during any natural disaster.
- x) To help disadvantaged children through providing education, training and guidance in life skills, so that they become part of skilled workforce and useful members of the Society.
- xi) To establish training centers, conduct and arrange training programs, provide stipends, scholarships, fellowships to students. Organize seminars, conferences, workshops, lectures and set-up study groups, and publish reports and periodicals.
- xii) To make publicity in respect of the activities undertaken by the society in creating and developing awareness knowledge on environment, health, education, youth development, child rights, legal aid support, trafficking and sexual abuse, drug abuse, and gender issues.
- xiii) To conduct training on health education, para-medical training, computer training, vocational training, primary health care, human resource development, youth development, gender and development, AIDS and other health related trainings. All such trainings will be run by the society free of cost.
- xiv) To undertake research, collect and compile data in the areas of poverty alleviation, health care, education and gender issues and dissemination of important information through appropriate publications (booklets, leaflets, journal, article, research report and bulletin) among the target audiences.
- xv) For the greater development of country's education arena- by acquiring academic affiliation from national or foreign concerns to open their branch, or open individual school, college, universities and operate by the Foundation own self here and abroad, to perform research, training and offer educational degree.

V. SOURCE OF INCOME AND HEAD OF EXPENDITURES:

1. INCOME:

- a. Subscription from the members.
- b. Donation from elites of the society.
- c. Fund received from domestic and/or external sources.
- d. Research grants/funds from domestic and/or external sources.
- e. Foreign donation which shall be regulated by the foreign donation regulations ordinance 1978.

2. EXPENDITURE:

- a. The fund of the Foundation will be spent for implementing activities related to the goals and objectives of the Foundation Income of the Foundation shall not be distributed among the members of the Foundation by way of dividend or bonus.
- b. The rules for expenditure in different offices and branches of the Foundation will be prepared by the Executive Committee.
- c. Any expenditure that is contrary to the constitution shall not occur.

2. AUDIT:

The Executive Committee will get the accounts of the Foundation audited by any chartered accountancy firm. Audit report will be submitted and approved in the Annual General Meeting.

3. DISSOLUTION OF THE FOUNDATION:

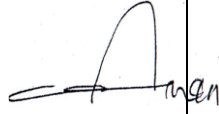
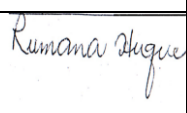
Upon the winding up or dissolution of the Foundation, if there remains, after the satisfaction of all its debts and liabilities any property whatsoever, that shall be handed over or transferred or given to any institutions, having objectives similar to the objectives of the Foundation, It shall be determined by the 2/3rd voting of the general and founder members of the Foundation in a special general meeting at or before the dissolution.




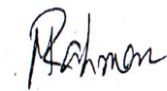

VI The Executive Committee:

The **First Executive Committee** is hereby constituted with the following members:

Serial No.	Name & Address	Designation
1.	Dr. M.A.Mannan	Chairman
2.	Dr. Rumana Huque	Vice-Chairman
3.	Dr. Md. Salim Ullah	Treasurer
4.	Sheuly Roselyne Palma	Executive Director (ED)
5.	Manasi Chakma	Member
6.	A.K.M. Mofizur Rahman	Member
7.	Advocate Abdur Rahman	Member

We, the several persons whose names, address and descriptions are subscribed below, are desirous of being formed into a Foundation in accordance with this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Foundation set opposite to our respective names:

Sl. No	Name, Father's Name, Address, Profession and Nationality	Date of Birth	Designation	Signature
01.	Dr. M.A.Mannan Father's Name: Late- Abdul Mazid House: 16, Block-B, South kazla, Dhaka-1236	01/01/1951	Chairman	
02.	Dr. Rumana Huque Father's Name: M.M.Masudul Huque House: 132/A, Niketon, Gulshan-1, Dhaka-1212	14/10/1976	Vice-Chairman	

03.	Dr. Md. Salim Ullah Father's Name: Late-Salamat Ullah House: 56, West Shewra Para, Dhaka-1216	01/10/1946	Treasurer	
04.	Sheuly Roselyne Palma Father's Name: Barnard Palma House: 62/A, Monipuri Para, Tejgaon, Dhaka-1215	04/09/1967	Executive Director (ED)	
05.	Manasi Chakma Father's Name: Roso Moy Chakma House: 221/4, North Kazi Para, Mirpur, Dhaka-1215	12/08/1979	Member	
06.	A.K.M. Mofizur Rahman Father's Name: Late- Md. Kalu Bapary House: 67B, Road-9A, Dhanmondi, Dhaka-1209	01/12/1958	Member	
07.	Advocate Abdur Rahman Father's Name: Late-Abdul Mannan Bhuiyan House: 65, Purana Paltan Lane, Paltan Tower, Flat-B/4, Dhaka-1000	10/08/1951	Member	

Date, the-----date of -----2016
Witness to the Signature of the Subscribers.

Registered under the Societies Registration Act,

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RULES & REGULATIONS

OF

Panna Community Development Foundation

1. If there is nothing repugnant or contrary to these aims and objectives, then
 - a) The name of the society is **“Panna Community Development Foundation”**. In short it will be called PCDF.
 - b) Act will mean the Society Registration Act, 1860.
 - c) Members will mean the names of who are written in the register book of the members, and E.C. will mean the Executive Committee of the Foundation.
 - c) Chairman means Chairman of the Foundation.
 - d) Executive Director means Executive Director of the Foundation.

2. ORGANIZATIONAL STATUS:

A non-government, non-profitable, non-political, voluntary and charitable organization.

3. MEMBERS:

In this society there shall be 04 categories of members:

- 3.1. Founder Members
- 3.2. Life Members
- 3.3. General Members
- 3.4. Donor Members

3.1. FOUNDER MEMBERS:

Those who were present in the meeting held with a view to establish the Foundation and donated minimum Tk.2,000/- at a time, will be considered as founder member of the Foundation. Founder members or their representatives will get priority to be elected as member of the Executive Committee.

3.2. LIFE MEMBERS:

Those who, being motivated by the objectives and programs of the Foundation, will donate TK.10,000/- in each or property worth TK.10,000/- at a time will be treated as a life member. They have no voting power in this Foundation. They can give advice to the Executive Committee as regards its development.

3.3. GENERAL MEMBERS:

Any citizen of Bangladesh irrespective of religion, cast and creed will be able to be member if he/she:

- (a) Agrees to abide by the Memorandum of Association and constitution of the organization and intends to devote himself/herself to the welfare of the Foundation.
- (b) The Executive committee approves and his/her application in the specific form of the Foundation is accepted by the Chairman.

- (c) Agrees to pay TK .500/- as admission fee & pay TK.100/- as monthly subscription or as fixed by the Executive Committee from time to time.
- (d) These conditions will apply to any organizations willing to be a member of the Foundation.

3.4. DONOR MEMBERS:

Any person who donates TK.20,000/- or more will be Donor Member along with any type of donation. They have no voting power in this Foundation. He/She can give advice to the Executive Committee as regards its development.

4. ORGANIZING STRUCTURE:

There are two types of Organizing Committee of this Foundation. They are as follows:

- i. The Executive Committee, and
- ii. The General Committee

4.1. THE EXECUTIVE COMMITTEE:

- (a) Names of the members of the First Executive Committee have been mentioned in the Clause-VI of the Memorandum of the Association. The Executive Committee will be formed of 7 (seven) members. Number of Members may be increased in such manner as may be approved by the Executive Committee. The members of the Executive Committee shall be elected for 5 (five) years or they may be selected or elected as mentioned in the Clause 16 of the Rules & Regulation.

- (b) Executive Committee:

(a) Chairman:	1
(b) Vice-Chairman:	1
(c) Treasurer:	1
(d) Executive Director:	1
(e) Executive Members:	3

Total:	<hr/> 7 (Seven)
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- (c) The Executive Committee will work for implementation of goals, objectives and program of the Foundation.
- (d) The Executive Committee will undertake and initiate any other jobs in pursuance with the goals, objectives and programs of the Foundation.
- (e) The Executive Committee will supervise all works of officers and staffs and extend co-operation to them.
- (f) Generally, there will be held one meeting in every three months. The meeting may be held at any time if necessary.
- (g) The Executive Committee will preserve accounts of assets, income and expenditure of the organization.
- (h) Management of office, running activities properly, extension of the organization, execution of goals, objectives, programs and projects or in case of necessity will prepare rule, by-rule and approve the same and will run the work as per rules prepared.
- (i) If any member of the Executive Committee will resigns, is relieved or if the post becomes vacant for any reason, the Executive Committee will take steps to fill-up the vacancy.
- (j) The Executive Committee will have the right and sub-committee as per need of the Foundation.

4.2. GENERAL COMMITTEE:

A meeting of the General Committee will be held once a year where the committee members will express their opinions in promotion and furtherance of the objectives of the Foundation. The Executive Committee will accept its reasonable advice and opinions.

5. RULES FOR MEMBERSHIP:

Any person who intends to benefit from the programs and project under this Foundation, through submitting application to the Head office accepting the condition of TK.5,00/- as admission fee and minimum TK.100/- as monthly fee, and if it is accepted by the Executive Committee will be treated as member under this Foundation. (*In this section member means general member.*)

6. DUTIES & RESPONSIBILITIES OF MEMBERS:

1. Regularize payment of monthly fees.
2. Regular participation in the meetings organized by the Foundation.
3. Regular participation in the programs thrown by the Foundation. (In this section member means general members.)

7. CANCELLATION OF GENERAL MEMBERSHIP:

1. Default in payment of 03 consecutive monthly (general member) fees.
2. Failure to attend three consecutive meetings.
3. Involvement in any activities that hamper the interests of the Foundation.
4. Non-compliance of the constitutional responsibilities bestowed by the Executive Committee member (and activities in conformity with the rules & regulations of the Foundation).
5. Participation in any activities subversive of the Foundation/state/discipline or declared as mad or lunatic or bankrupt by respective competent authorities.
6. Death or voluntary resignation.

8. RETRIEVAL OF MEMBERSHIP:

Terminated membership can be retrieved only after a written application by the person concerned seeking apology for his/her activities cited in article, and if approved by the Executive Committee and accepted by the Chairman.

9. BODY OF THE GENERAL COMMITTEE:

The founders and general members will form the General Committee by vote or by selection. There are 13 persons in the General Committee.

10. BODY OF THE EXECUTIVE COMMITTEE:

Through selection or election in secret ballot by the general members and founder members, a 7 member's Executive Committee will be elected for 5 years.

11. BODY OF ADVISORY COMMITTEE:

Body of Advisory Committee will be composed of leading social workers, researchers, university teachers, civil society members, lawyers, politicians, bankers, journalists, retired government and non-government officials. Executive Committee will appoint the Advisor/Advisors for 3 years. They have no voting rights. Advisory Committee will guide and assist the Executive Committee. The Chairman of the Foundation will preside over the Advisory Committee.

12. DUTIES & RESPONSIBILITIES OF GENERAL COMMITTEE:

- i) Approval of annual income & expenditure.

- ii) Approval of development program.
- iii) Attending Annual General Meeting.
- iv) Casting vote to elect members to the Executive Committee.
- v) Any member of Executive Committee shall lose his/her membership if 2/3rd (two-thirds) of the members of the General Committee cast vote against him/her.

13. DUTIES AND RESPONSIBILITIES OF THE MEMBERS OF EXECUTIVE COMMITTEE:

13.1. CHAIRMAN:

- 1. Will be the constitutional chief;
- 2. Will monitor all programs
- 3. Will preside over all meetings.
- 4. Will take measures to promote the cause of the Foundation;
- 5. Will interpret the constitution of the Foundation.
- 6. Will approve the appointment, transfer, salary and allowances of the staff of the Foundation.
- 7. Will have the responsibilities bestowed upon him/her by the Executive Committee carried out through all committee members.
- 8. If the Executive Committee fails to take decisions, Chairman's decision shall be final.
- 9. To operate bank account jointly with the Executive Director/Treasurer.

13.2. VICE CHAIRMAN:

He/she will preside over all meetings in the absence of Chairman of the Executive Committee as well as all works and meetings. He/she will assist the Chairman for smooth conduct of the activities of the organization.

13.3. EXECUTIVE DIRECTOR:

Will execute the following jobs mentioned below:

- 1. Subject to the directions of the EC/Chairman, the day to day management of the Foundation shall be vested in the Executive Director of Panna Foundation under conditions as may be specified in resolution appointing the Executive Director.
- 2. Will operate, control, co-ordinate, supervise and take necessary measures for implementing projects/programs of the Foundation.
- 3. Will preserve Foundation's official records and documents;
- 4. Will co-operate in every respect with the executive committee for the operation of their program and perform the responsibilities bestowed on by the Chairman.
- 5. On behalf of the Foundation he/she will be authorized: to perform any agreements in accordance with the laws of the country with foreign countries/agencies and local organizations/agencies, and also to take lawful measures against any criminal/subversive activities done against the Foundation by anybody.
- 6. To operate Bank Account jointly with the Chairman.
- 7. Will approve all expenditure and vouchers.
- 8. To recruit, appoint, transfer employee of the Foundation under the overall guidance of the Chairman/EC. To enter into any agreements in this regard or to discontinue and terminate their services as deemed fit and proper by the organization.
- 9. To promote and establish branches/offices of the organization wherever considered necessary and to manage and control such offices for the promotion of the objectives and purpose of the organization.

10. Will assist the Chairman in performing his/her day to day functions.
11. Above all, he/she will execute all orders/instructions given by the Chairman.

13.4. TREASURER:

1. Will collect the weekly/monthly income & expenditure statement from branch & project offices, keep the entries of those in the record books and prepare weekly/monthly statement.
2. Will preserve central cash-book, ledger book, receipt book, check book, pass book of the Foundation.
3. Will maintain the income, expenditure, vouchers and salary sheet.
4. To operate bank accounts jointly with the Chairman as a co-signatory.
5. Will conduct audit of branch & project offices.
6. Will perform the responsibilities given to him/her by the Chairman and Executive Committee.
7. Will submit last month's financial accounts within 7 days of the next month & ensure transparency of all the accounts.
8. Will maintain all the files related to accounts and preserve all files.
9. Will assist the Chairman in his/her day to day functions.

13.5. EXECUTIVE MEMBERS:

1. Will perform responsibilities as may be entrusted to them by the Executive Committee.
2. Will undertake all tasks for the interest of the organization
3. Will give overall assistance to the Executive Committee.

14. APPOINTMENT:

Chairman can appoint any Staff as and when required for the programs and projects of the Foundation.

15. DIVISIONS/DEPARTMENTS:

- a) Program/Project Operation & Management Department/Division
- b) Administrative and Human Resource Division/Department.
- c) Finance Division/Department.
- d) Monitoring & Evaluation Department.
- e) Lobbying, Policy Advocacy and Public Relation Division.
- f) Research & Publications Department.
- g) Training Department.
- h) IT & MIS Department.
- i) All the divisions/departments will be under the Chairman.

16. ELECTION:

16.1. ELECTION COMMISSION:

Before one month of expiry of the Executive Committee, the Election Commission will be formed by the Executive Committee. The Election Commission will comprise 3 members among from the Advisory Committee of the Foundation. One of them will be the Chief Election Commissioner and the rest two members will be called the Election Commissioner. The Election Commission will conduct election or selection to the Executive Committee from among founder and general members.

16.2. RESPONSIBILITIES OF THE ELECTION COMMISSION:

Within 14 days of formation of Election Commission, the Commission will declare the Election Schedule and then, within 2 weeks, they will make necessary arrangements of completion of the Election and will announce the result of the Election.

16.3. DISQUALIFICATION OF PARTICIPATIONS IN ELECTION:

- a. If any person is terminated from the Foundation and again reinstated.
- b. If any person has any liabilities to any institution and if complaint lodged in respect of that.
- c. If any person receives any show-cause notice for his misconduct or misappropriation of money from any institution or organization or any other lawful body of the country.
- d. If any person is declared as lunatic or bankrupt.
- e. If any person's age is below 18 years or above 75 years.

17. RESIGNATION:

- a. Member of the Executive Committee will submit their resignation letter to the Chairman.
- b. Chairman will submit his/her resignation letter to the Executive Committee.

18. FILLING VACANT POSITION:

If any position becomes vacant due to any reason then the same position will be fill-up in the Executive Committee.

19. SPECIAL POWER:

- a. If a situation/problem arises that is not clarified in any section or sub-section of the constitution will be finalized as per decision of the Chairman of the Foundation.
- b. No objection should be raised if this constitution is not repugnant the public rights.
- c. All decisions will be taken by the Chairman/Executive Committee.
- d. If meeting of the Executive Committee is not possible due to any reason, then the Chairman and Executive Director will be able to take decision, if not contrary to the Foundations/Constitution. But the same will have to be approved in the next meeting by the Executive Committee of the Foundation.

20. MEETING:

20.1. MEETING OF THE ANNUAL GENERAL COMMITTEE:

Annual General Meeting of the General Committee shall be held at least once in every calendar year. Executive Director will call this meeting in favor of the Chairman. 2/3rd members of the General Committee shall form a quorum.

20.2. MEETING OF EXECUTIVE COMMITTEE:

Meeting of the Executive Committee will be held once in every three months. All agendas of the foundation will be discussed and will take decisions, planning for implementing activities related to the goals and objectives of the Foundation. 2/3rd members of the Executive Committee shall form a quorum.

20.3. SPECIAL MEETING:

Special meeting will be held depending on the special situation. of the Foundation. The Chairman may also call this meeting if necessary for the greater interest of the organization.

20.4. DEMAND MEETING:

If meeting is not held as per rules then the members will request the Executive Director to call a meeting. If Executive Director does not comply with the request within 15 days, then the members will request the Chairman for the same and if the Chairman does not comply with the request with 7 days, then the members shall arrange a meeting. All the requests for the meeting must be in writing and signed by 2/3rd (two-thirds) members of the Foundation.

21. RULES OF CALLING MEETING:

At least 2 weeks before a meeting of the General Committee, at least 3 weeks before a meeting of the Executive Committee and at least 24 hours before special meeting. The members of the committees should be informed of the date, time & place of the meetings in writing. Every resolution of the meeting should be sent to the members.

22. QUORUM & DECISION:

If 2/3rd (two-thirds) members are present in the meetings then that shall be formed a quorum of meetings. In case of any decision, if the members are divided equally, then the Chairman's decision will be final.

23. FINANCIAL MANAGEMENT:

23.1. BANK ACCOUNT:

(i) All funds shall be deposited to the Foundation's principal account and shall not be withdrawn except by cheque.

(ii) The Principal/mother accounts of the foundation will be opened in Dhaka with a scheduled bank which will be operated by the Chairman as the Principal signatory, with two alternative co-signatories –(i) the Executive Director, or (ii) the Treasurer. The signature of the Chairman/Principal signatory will be mandatory, while any one of the co-signatories -the Executive Director, or in his/her absence, the Treasurer, will operate as the co-signatory.

(iii) All other projects or area accounts shall be opened at any place and with any banks with the approval of the EC and will be jointly operated by the the Executive Director as the Principal signatory and by any other person as the alternate signatory, as may be duly approved by the EC/Chairman.

23.2. AUDIT:

(i) The accounts to the Foundation shall be audited by Chartered Accountants to be appointed by the Executive Committee annually.

(ii) The auditors shall have the right of access at all times to the books of accounts of the Foundation without notice and shall be entitled to enquire from the Executive Director of Panna Community Development Foundation and any other staff member of the Foundation such information and explanation as may be necessary for the performance of their duties.

24. INCOME SOURCE OF FOUNDATION:

1. Membership Fee.
2. Members lawful subscription/donation.

3. Subscription/donation/grant from well-wishers.
4. Loan from Bank/Financial Institution/Insurance in a lawful manner and that effect to create legal mortgage, charge, lien of the assets of the Foundation.
5. Lawful donation/Loan from local and foreign firm or Govt.
6. Officer/staffs donation/gift/subscription in a lawful manner.
7. Lawful profit from implemented projects of the Foundation.
8. Earnings from the legal sale of Foundation's property, publication, rent and earnings from the services of the members and officials of the Foundation.

25. SECTORS OF EXPENDITURE:

1. For the purpose of implementing the goals, objectives and programs of the Foundation.
2. For the purpose of administrative activities for charitable purposes of the Foundation.
3. Chairman can spend maximum TK.50,000/- at a time without consent of the Executive Committee. He will need to explain the expenses to the Executive Committee.
4. Executive Director/Treasurer can spent TK.25,000/- on emergency demand. This will be regularized with the approval of the Chairman.
5. No expenditure will be made if it is contradictory to the constitution or programs or without the approval of Executive Committee.
6. Any expenditure against any unknown head can be made only with the consent of the Chairman/Executive Director/Treasurer and consent of the Executive Committee.

26. FUND OF FOUNDATION:

26.1. General Fund: This fund will be formed with membership fee, donation/subscription and profit of different projects. This fund will be utilized for implementation of the goals, objectives, and programs of the Foundation.

26.2. Relief Fund: This fund will be formed with the unconditional donation of govt. in case of, tidal bore & natural disasters.

26.3. Reserve Fund: This fund will be formed from unconditional donation of Taka 50,000 from officers, staffs, members under its projects/programs and people related with the Foundation. This fund can be used only for emergency purposes.

27. SALARY/ HONORARIUM & ALLOWANCES:

Salary and allowance for the officers/staff employed in implementing the programs/projects of the Foundation can be fixed according to the service rules depending on the financial condition of the Foundation. This salary and allowances will be fixed by the Executive Director in consultation with the Chairman and Treasurer. The Chairman and any members who will be directly involved with the project/research work of the Foundation will get monthly honorarium as determined by the Executive Committee.

28. APPOINTMENT OF OFFICERS/STAFFS:

For appointing skilled, experienced officer/staff, notice can be published in the daily newspapers including online media. Preference will be given to females and sub-candidates from disadvantaged group. The Chairman will appoint officers/staff of the Foundation in consultation with Executive Committee.

29. LEGALITY:

1. It will be treated a lawful Foundation if it is registered with any registration

authority of the Government of the People's Republic Bangladesh.

2.Executive Committee can get the registration of Society/Foundation registered with other department of the government of Bangladesh, if they deem it necessary.

3. It will not require any permission from any other local administration for setting up branch or project office or implementing trading programs anywhere in Bangladesh once it is registered with Dhaka City Corporation (North/South) under the Ministry of LGED of the Peoples Republic of Bangladesh.

30. BRANCH & PROJECT OFFICE:

Branch / project offices of this Foundation can be opened anywhere in Bangladesh.

31. ARBITRATION:

Whenever any dispute or difference arises between the Foundation on the one hand and any member on the other hand or amongst the members and directors touching or regarding the affairs of the Foundation or interpretation of any of these articles every such difference may be referred under the Arbitration Act, 2001 to the arbitrators one to be appointed by each party in dispute and their decision shall be binding on the parties concerned. In case, the Arbitrators fail to or the arbitrator themselves differ on the point referred to them, they shall refer the dispute to an umpire and his decision shall be final and binding on all concerned.

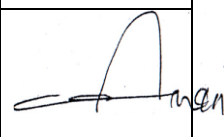
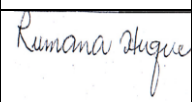
32. AMENDMENT OF THE CONSTITUTION:




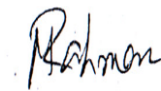

Any amendment, modification, substitution, alteration or addendum of any section or sub-section of this constitution can be made with vote of 2/3rd majority of the Founder and General Members on a special resolution for the purpose of an Extraordinary General Meeting of the Members, provided that a notice in writing specifying the intention to propose the resolution as a special resolution shall have been served on the members of the Foundation at least twenty-one days prior to the meeting.

33. WINDING UP OF FOUNDATION:

In the event of dissolution/winding up of the Foundation if any assets remain after meeting all debts and liabilities it shall not be distributed amongst its members but shall be given or transferred to such other Foundations/Societies having objects and purposes as near as possible identical with those of this Foundation and it is to be determined by the yes votes of not less than 2/3rd (two-thirds) of the total members of the Foundation.

We, the several persons whose names, address and descriptions are subscribed below are desirous of being formed into a Foundation in accordance with these Articles of the Association:

Sl. No	Name, Father's Name, Address, Profession and Nationality	Date of Birth	Designation	Signature
01.	Dr. M.A.Mannan Father's Name: Late- Abdul Mazid House: 16, Block-B, South kazla, Dhaka-1236	01/01/1951	Chairman	
02.	Dr. Rumana Huque Father's Name: M.M.Masudul Huque House: 132/A,Niketon, Gulshan-1, Dhaka-1212	14/10/1976	Vice-Chairman	

03.	Dr. Md. Salim Ullah Father's Name: Late-Salamat Ullah House: 56, West Shewra Para, Dhaka-1216	01/10/1946	Treasurer	
04.	Sheuly Roselyne Palma Father's Name: Barnard Palma House: 62/A, Monipuri Para, Tejgaon, Dhaka-1215	04/09/1967	Executive Director (ED)	
05.	Manasi Chakma Father's Name: Roso Moy Chakma House: 221/4, North Kazi Para, Mirpur, Dhaka-1215	12/08/1979	Member	
06.	A.K.M. Mofizur Rahman Father's Name: Late- Md. Kalu Bapary House: 67B, Road-9A, Dhanmondi, Dhaka-1209	01/12/1958	Member	
07.	Advocate Abdur Rahman Father's Name: Late-Abdul Mannan Bhuiyan House: 65, Purana Paltan Lane, Paltan Tower, Flat-B/4, Dhaka-1000	10/08/1951	Member	

Date, the-----date of -----2016
Witness to the Signature of the Subscribers.