

THE SOCIETIES REGISTRATION ACT, 1860

(21 NO ACT OF 1860)

MEMORANDUM

and

ARTICLES OF ASSOCIATION

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MANABADHIKAR SHONGSKRITI FOUNDATION

**REGISTERED AS PER THE SOCIETIES REGISTRATION ACT, 1860
(21 NO ACT OF 1960)**

**MEMORANDUM OF ASSOCIATION
OF
MANABADHIKAR SHONGSKRITI FOUNDATION**

- 1. NAME OF THE FOUNDATION:** The name of this Foundation is “Manabadhikar Shongskriti Foundation”.
- 2. IN ENGLISH:** Manabadhikar Shongskriti Foundation
- 3. ADDRESS OF THE FOUNDATION:**
Registered Office: Shanjher Maya, H#15, R#15, Dhandmondi, Dhaka-1209. But upon approval of the Executive Committee it can be changed.
- 4. OPERATIONAL AREA OF THE FOUNDATION:** Whole Bangladesh.
- 5. TYPE OF THE FOUNDATION:** It is a non-partisan, non-profitable and voluntary organization.
- 6. GOAL OF THE FOUNDATION:** To contribute in protection of human rights and establishment of human rights culture in every sphere of Bangladesh.
- 7. OBJECTIVES OF THE FOUNDATION:**
 - a. To raise awareness of human rights.
 - b. To encourage people for preservation of and sensitivity towards human rights
 - c. To identify incidents of human rights violation, conduct fact finding, prepare and publish report in this regard.
 - d. To expand organizational activities for preservation and establishment of rights of the people including children, girl child, minority group, women, poor, worker, disable and all sorts of disadvantaged group.
 - e. To provide legal assistance to mass people including children, girl child, minority group, women, poor, worker, disable and all sorts of disadvantaged group.
 - f. To identify laws and rules inconsistent with human rights principles partly or wholly and to advocate at local, national and international level for enactment and amendment of laws, policies and rules favourable to human rights culture.

8. FUND OF THE FOUNDATION:

- a. Grants and donations from dignitaries.
- b. Subscription and donations from members, activitst, supporter and well wishers.
- c. Grants and donations from Government of Bangladesh.
- d. Donations from national and international organizations.
- e. Donations from foreign governments.
- f. Grants and donations from national and international corporate houses.

9. EXPENDITURE OF THE FOUNDATION:

Income of the foundation shall be utilized only for implementation of the objectives of the organization. Income of the Foundation will not be distributed amongst its members by way of profit or bonus or pocket money or honorarium. But members may serve the Foundation and conditions of service will be applicable in such cases.

10. DISSOLUTION OF THE FOUNDATION:

If three-fifth of total members of the Foundation want its winding up for any specific reason, then the Foundation could be dissolved following due process and as per provisions of the Societies Registration Act. During the winding up or dissolution of the Foundation, after meeting all its debts and liabilities, the residues can be transferred to any organization and foundation having similar objectives. In any condition, the property will not be distributed among its members.

Executive Committee of the Foundation: Following persons with name, address and designation shall constiue as members of the Executive Committee:

Sl.	Name	Address	Designation
01.	Advocate Sultana Kamal	Sanjher Maya, H-15, R-12, Dhanmondi, Dhaka-1209.	President
02.	Advocate Saidur Rahman	H-7, R-13A, Sector-3, Uttara, Dhaka-1230.	Secretary
03.	Advocate Sanaiyya Faheem Ansari	H-538, R-11, Baitul Aman Housing Society, Adabor, Dhaka.	Treasurer
04.	Advocate Dalia Afroze	H-48, Apt-A-5, Block-H, Banani, Dhaka-1213.	Member
05.	Advocate Tanvia Roselin Sultana	H- Richmond Rahman Palace, 6 th Floor (East side), 32/9/7, Hashem Khan Road, Sultanganj, Rayer Bazar, Hazaribag, Dhaka-1209	Member

06.	Jahedul Alam Hitto	Ga-40/2, Shahzadpur, Gulshan, Dhaka-1212.	Member
07.	Advocate Sadia Tasneem	23/1, Purana Paltan Line, Dhaka-1000	Member
08.	Advocate Taufiq Al Mannan	H-538, R-11, Baitul Aman Housing Society, Adabor, Dhaka.	Member
09.	Eva Saha	Blue Bells, ANZ, Flat-D-3, 1/2 Mitali Road, Rayer Bazar, Dhaka-1209.	Member

We, the following person with name, address and profession stated below, do unanimously agree and put signature against each of our name in decision of establishing a foundation as per this Memorandum of Association-

Sl.	Name	Father/Mother's Name and Address	Profession	Signature
01.	Advocate Sultana Kamal	Father- Late Kamaluddin Ahmed Khan Mother- Late Sufia Kamal Sanjher Maya, H-15, R-12, Dhanmondi, Dhaka-1209.	Social Service	
02.	Advocate Saidur Rahman	Father- Late Wahed Ali Sarkar Mother- Late Rabeya Khatun H-7, R-13A, Sector-3, Uttara, Dhaka-1230.	Lawyer	
03.	Advocate Sanaiyya Faheem Ansari	Father- Late Iftekhar Ahmed Ansari Mother- Late Nazmunnesa Ansari H-538, R-11, Baitul Aman Housing Society, Adabor, Dhaka.	Social Service	
04.	Advocate Dalia Afroze	Father- Late Delwar Hossain Mother- Mohsina Begum H-48, Apt-A-5, Block-H, Banani, Dhaka- 1213.	Social Service	
05.	Advocate Tanvia Roselin Sultana	Father- M.A. Kaiyum Mother- Monowara Sultana H- Richmond Rahman Palace, 6 th Floor (East side), 32/9/7, Hashem Khan Road, Sultanganj, Rayer Bazar, Hazaribag, Dhaka- 1209.	Social Service	

06.	Jahedul Alam Hitto	Father- Late Arifudding Ahmed Mother- Late Meher Nigar Banu Ga-40/2, Shahzadpur, Gulshan, Dhaka-1212.	Private Job	
07.	Advocate Sadia Tasneem	Father- S.M.A Hakim Mother- Mahbuba Sultana 23/1, Purana Paltan Line, Dhaka-1000.	Lawyer	
08.	Advocate Taufiq Al Mannan	Father- Shawakat Azam Mother- Sabera Azam H-538, R-11, Baitul Aman Housing Society, Adabor, Dhaka.	Social Service	
09.	Eva Saha	Father- Late Ruhi Das Saha Mother- Late Lakshmi Bala Saha Blue Bells, ANZ, Flat-D-3, 1/2 Mitali Road, Rayer Bazar, Dhaka-1209.	Social Service	

REGISTERED UNDER THE SOCIETIES REGISTRATION ACT, 1860
(21 NO ACT OF 1860 ACT)

ARTICLES OF ASSOCIATION
of
MANABADHIKAR SHONGSKRITI FOUNDATION

- a) In this Act, unless there is anything repugnant in the subject or context:
- This “Act” means the Societies Registration Act.
 - “Member” mean who or whose name is enrolled in the register of the members of the Foundation.
 - “Founder Member” means 09 (nine) members during foundation.
 - “Executive Committee” means the executive committee of the Foundation.
 - “Articles of Association” means Articles of Association of Manabadhikar Shongskriti Foundation.
 - “Foundation” means an organization, titled Manabadhikar Shongskriti Foundation, working for the establishment of human rights culture.
 - “Human Rights” means the demand of dignity and access to justice by the human being.
 - “Defender” means group of people working for the establishment of human rights.
 - “Culture” means human rights culture including knowledge, awareness, sensitivity, belief towards human rights, practice and contribute for the establishment of human rights etc.
 - “Executive Committee” means 11 (eleven) members who are responsible for execution of the foundation.
 - “Executive Director” or Chief Executive means who will be the Member Secretary of the Foundation as ex-officio.
 - “Treasurer” means the treasurer of the Foundation who will be responsible for financial matters of the Foundation.

- “Member Secretary” means Member Secretary of the Executive Committee who is also the Executive Director or Chief Executive of the Foundation.
- “President” means President of the Executive Committee who will convene meeting of the Executive Committee, preside over the meeting, liaison and communicate with national and foreign donors as chief spokesperson and will act as chief representative of the Foundation.

1. NAME OF THE FOUNDATION:

The name of the Foundation is Manabadhikar Shongskriti Foundation.

2. ADDRESS OF THE FOUNDATION:

The registered office of the Society is situated at Shanjher Maya, H#15, R#15, Dhandmondi, Dhaka-1209. But upon decision of the Board of the Foundation, it may be changed anywhere in Bangladesh and in abroad.

3. OPERATING AREA OF THE FOUNDATION:

Whole Bangladesh.

4. MEMBER OF THE FOUNDATION:

- (a) Any person who has attained 18 years of age and who agrees with goal, objectives and activities of the Foundation, he/she will be considered as eligible members of the Foundation.
- (b) Whose application of membership in the prescribed form, is approved by the Executive Committee of the Foundation.
- (c) Members are bound to abide by the laws, by-laws and regulations of the Foundation adopted time to time.
- (d) Any person who is a member of the Foundation, shall pay the lumpsum membership fees of BDT 5000 and monthly subscription fees of 500 BDT fixed by the Executive Committee of the Foundation.
- (e) Membership of the Founder Members will continue for lifetime and can be vacant only by his/her death or resignation.

5. TEMPORARY WITHHELD AND CANCELLATION OF MEMBERSHIP:

- (a) If it is deemed to the Executive Committee that any member is involved in any of the following issues, the provision of temporary withheld/cancellation/permanent cancellation of the membership will apply:
 - In failure of payment of monthly fees for 06 (six) consecutive months;
 - In failure of attending 03 (three) sequential consecutive meeting without any reason;

- Involvement in any activities against the Memorandum of the Foundation;
 - Involved in any activities against the interest of the Foundation;
 - If sentenced and convicted by the Court;
 - If non-participation or due attention in the activities of the Foundation is found;
- (b) Any decision regarding temporary termination or cancellation and renewal of the membership shall be adopted by the three-fourth vote of the members.
- (c) If any member wishes to resign may submit the resignation letter to the President/Member Secretary of the Foundation with mentioning the reason. The decision of the Executive Committee shall be final in this matter.
- (d) If any position in the organogram gets vacant for any reason, the President and Member Secretary of the Foundation shall take joint initiative for fill up the vacancy at the earliest convenience.

6. REGAINING MEMBERSHIP:

If any member loses membership as per article 5(ga) and is show caused, he/she may submit new application to regain membership with justifying the reason. If his/her action is correctionable, the membership will be restored after confirmation as per article 4.

7. STRUCTURE OF THE FOUNDATION: The Foundation will have following organizational layers:

- (a) General Committee
- (b) Executive Committee

7.1 GENERAL COMMITTEE:

All members will be considered as members of the General Committee. General Committee is the apex body of the Foundation. A yearly meeting shall be held in each calendar year. As per proposal and support of the members of the General Committee or secret ballot, an Executive Committee consisting 09 (Nine) members will be selected/elected for a term of 2 (two) years either through proposal and support from the members of the General Committee or secret ballot:

Structure of the Executive Committee:

- (a) President.....1 person.
 - (b) Member Secretary.....1 person.
 - (c) Treasurer.....1 person.
 - (d) Executive Committee Members...6 persons.
- Total.....9 persons**

7.1.1 RESPONSIBILITIES AND POWERS OF GENERAL COMMITTEE MEMBERS:

- (a) All power of the Foundation shall be vested upon General Committee. General Committee shall take any valid decision for the interest of the Foundation.
- (b) **Annual Meeting shall be held within 18 months of the registration of the Foundation.**
- (c) Following discussion in the meeting of the General Committee and approval from Executive Committee, Chairperson of the Foundation shall appoint a President/Chief Executive who will take responsibility of the Member Secretary by position in the General Committee and in the Executive Committee.
- (d) If Executive Committee is involved in any activity subversive to the country, General Committee by the decision of its two-third members can cancel the Executive Committee.
- (e) Whereas it is decided to break Executive Committee, a 03 (three) members Ad-hoc Committee shall be constituted who will not participate in the next election and such Ad-hoc Committee will complete the election within next 60 (sixty) days and delegate the responsibilities to the new Executive Committee. Executive Director shall dispense of responsibilities as Member Secretary of the Ad-hoc Committee.

7.1.2 ACTIVITIES OF GENERAL COMMITTEE ARE FOLLOWING:

1. Ensure participation of the members through signature of name.
2. Read out last minutes of the General Committee Meeting.
3. Submit all types of report and take decision through consultation.
4. Approve appointment of auditor.
5. Amendment of by-laws (if any)
6. Adjourned Proposal/Miscellaneous
7. If the President is unwilling or regrets or unable to preside over a meeting, the responsibilities of the President may be bestowed upon any other member as per proposal and acceptance of the present members.

7.2 EXECUTIVE COMMITTEE:

All founder members will be considered as members of the Executive Committee. All executive power of the Foundation shall be bestowed upon Executive Committee. Meeting of the Executive Committee shall be held quarterly at least. Executive Committee will consist of 9 (Nine) members selected/elected for a term of 2 (two) years either through proposal and support from the members of the General Committee or secret ballot:

7.2.1 DUTIES AND POWERS OF EXECUTIVE COMMITTEE MEMBERS:

In general, Executive Committee will hold exclusive power on all matters of the Foundation-

1. Advise and assist Executive Director/Chief Executive in dispensing of regular activities.
2. Make all types of policy and take initiatives.
3. Assist Executive Director in implementation of Foundation's mission, objective and activities.
4. Maintain all assets and keep accounts of the Foundation.
5. Provide guidance in expansion and implementation of programme and projects.
6. Provide necessary advice in appointment of officer and staff of the Foundation.
7. Make all types of rules and regulation for the Foundation and provide approval thereof in need.
8. Approve appointment of the Executive Director of the Foundation.
9. Approve appointment rules and salary benefits for the Foundation.
10. In case of resignation, termination or vacancy of any post for any reason, the vacancy may be filled up through approval of majority members of the Executive Committee.
11. Meeting of the Executive Committee shall be held once in a quarter generally; additional meeting may be held in necessary cases.

7.2.2 ELECTION OF EXECUTIVE COMMITTEE:

Election process will be initiated 45 (forty five) days prior to the completion of 02 (two) years term of the Executive Committee. An Election Commission will be formed consisting of 03 (three) members amongst the General Committee members (who will not participate in the election) and 01 (one) of them will act as Chief Election Commissioner and 02 (two) others as Election Commissioner. Election Commission will prepare final voter list, election schedule will be published 15 (fifteen) days prior holding the election. Result declared by the Election Commission shall be considered as final.

7.2.3 DUTIES AND POWERS OF TREASURER:

He/she will collect and preserve fund, supervise cash book and audit and assist in other financial activities.

7.2.4 MEMBER SECRETARY:

He/she will be Executive Director of the Foundation and shall be responsible for implementing all activities of the Foundation.

7.2.5 EXECUTIVE COMMITTEE MEMBERS:

Members of the Executive Committee shall be bound to implement all responsibilities conferred by the Executive Committee.

7.3 BRANCHES OF FOUNDATION:

Foundation may open its branch offices at any place of Bangladesh in need with approval of the Executive Committee.

8. EFFECTIVENESS OF MEMORANDUM OF ASSOCIATION AND TENURE OF PRESENT EXECUTIVE COMMITTEE:

The Memorandum of Association will be effective after getting approval in the annual general meeting and obtaining approval of the registration authority. When the tenure of existing Executive Committee ends, next Executive Committee will be formed as per the Memorandum of Association. The tenure of first Executive Committee will be 2 (two) years.

9. BANK ACCOUNT OPERATION:

- (a) One or more accounts may be opened in the name of the Foundation in any scheduled Bank approved by the Government.
- (b) There will be total 3 (three) signatories amongst President/Chairman, Treasurer, Executive Director/Member Secretary and senior level staffs of the organization, and the transaction will be done with the signature of any 2 (two) persons. All fund of the organization will be deposited to the bank.

10 EXPENDITURE OF FOUNDATION:

If nothing contrary to the Memorandum of Association, any amount may be used in reasonable ground but the expenses incurred shall be approved in the Executive Committee Meeting.

11. AUDIT:

- (a) Organization's income and expenditure will be audited by any approved audit firm or any staff appointed by the registration authority.
- (b) With approval of the Executive Committee, audit report and annual report shall be submitted to all authorities including registration authority.
- (c) All audit report shall be approved by the Executive Committee.

12. FISCAL YEAR:

The Financial Year of the Foundation shall be January to December but for special reason it may be extended till 18 (eighteen) months in between 02 (two) Annual General Meetings.

13. MEETING OF THE EXECUTIVE COMMITTEE:

- (a) Meeting of the Executive Committee may held with 7 (seven) days notice.

(b) Emergency Meeting of the Executive Committee may take place with 24 (twenty four) hours notice.

(c) Meeting of the General Committee will be held with 21 (twenty one) days notice.

(d) Emergency Meeting of the General Committee may be held with 3 days notice.

14. DEMAND MEETING:

If meeting is not convened or held as per rules of the Memorandum, 2/3 (two third) from the relevant structure will request in written to the Executive Director/Chief Executive for calling upon the meeting. If Executive Director/Chief Executive does not comply with the request within 21 (twenty one) days, then the member(s) who called for such meeting will arrange the demand meeting by themselves, 3/5 (three fifth) members of the General Committee in present will form quorum to the meeting and decisions will be taken therein. Provided demand meeting will be held in the office premise of the Foundation.

15. CALLING MEETTING:

General meeting may be held in maximum 30 (thirty) minutes late from the scheduled time, otherwise meeting shall be adjourned. If General Meeting is postpond for want of quorum, notice for the next meeting will be given within 30 (thirty) days and if the meeting also lacks in quorum then members present will hold the meeting and their opinion and decision will be final. If meeting of the Executive Committee is adjourned for 02 (two) consecutive times, decisions will be taken by the members present in the third meeting.

16. ANNUAL MEETING:

(a) Annual General Meeting shall be held once in a year. But for special reason the tenure can be 18 (eoghteen) months.

17. QUORUM & DECISION:

2/3rd (two third) members from all structures of the Foundation shall form a Quorum. Decision will be taken by simple majority opinion of the members present in the meeting.

18. AMENDMENT OF THE RULES:

(1) Amendment, addition, alteration, change and revision of Article of Association and Memorandum of Association of the Foundation will be done in 2/3 (two third) members present in the General Meeting.

(2) Any proposal of amendment shall be submitted to the Executive Committee minimum 21 (twenty one) days before the General Committee Meeting. Executive Committee shall finalize the proposal and submit it to General Committee meeting.

(3) The proposal approved by the General Committee shall come into force once the amendment and the resolution passed is approved by the registration authority.

19. PUBLICATION AND PRINTING:

- (1) Executive Director in any need will do all type of publication and printing.
- (2) The Foundation may engage in publication and circulation of newspaper, bulletin, magazine, video film, poster as per rules of the government.

20. DISSOLUTION OF FOUNDATION:

For any reason, if 3/5 (three fifth) members of the organization demands winding up of the Foundation may be dissolved following due process and in accordance with registration act. During the winding up or dissolution of the Foundation, after meeting all its debts and liabilities, the residues will be transferred to any organization and foundation having similar objectives. In any condition, the property will not be distributed among its members.

We hereby certify that the submitted Articles of Association of the Foundation is true copy of this document.

Sl.	Name	Address	Title
01.	Advocate Sultana Kamal	Sanjher Maya, H-15, R-12, Dhanmondi, Dhaka-1209	President
02.	Advocate Saidur Rahman	H-7, R-13A, Sector-3, Uttara, Dhaka-1230	Secretary
03.	Advocate Sanaaiyya Faheem Ansari	H-538, R-11, Baitul Aman Housing Society, Adabor, Dhaka.	Treasurer
04.	Advocate Dalia Afroze	H-48, Apt-A-5, Block-H, Banani, Dhaka-1213.	Members
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