

The Societies Registration Act, 1860
(Act, XXI Of 1860)
Memorandum of Association
OF
ROS FOUNDATION

I. NAME:

The name of the Society: **ROS FOUNDATION** hereafter referred as **Foundation**

II. REGISTERED OFFICE:

The Registered Office of the Foundation shall be situated at House 31, Road 2, Block B, Niketon, Gulshan, Dhaka-1212 and such other places as may from time to time be determined.

III. AREA OF OPERATION:

The Area of Operation of the Foundation shall be any place of Bangladesh. It is the will of the settlers of the Foundation that the working area of the Foundation will be prioritized in the following manner:

1. “Badarpur” Gram and adjacent “Mollakandi” Gram, Uttar Matlab, Chandpur;
2. Shadullapur Union, Uttar Matlab, Chandpur.
3. Any place in Bangladesh.

However, whether in a given situation such priority requirement has been complied with or not cannot be questioned as long as the Executive Committee has considered it fit.

IV. NATURE OF THE FOUNDATION:

The Foundation is a voluntary, non-profitable, non-political, non-government, charitable organization.

V. OBJECTS OF THE FOUNDATION:

The mission of the Foundation is “**We are for the family, society and country**”. With this broad mission, the Foundation sets the following objects which shall be implemented after obtaining necessary permission from the government/concerned authority/competent authority and the objects contrary to the provision of section 20 of The Societies Registration Act shall be treated as ineffective:

- (i) To promote academies of excellence; establish, run and maintain school, college, institute, vocational institute, training centers and such other educational institution, both general and technical, for the purpose of diffusion of useful knowledge among the people or target group; establish libraries and information services, reading room, study centre for developing the reading habit of the society, and to distribute books free of cost among the poor students of School, College, University and other academy for the purpose of amelioration of the quality of education; take up program for promotion of literature, fine arts, science and education; arrange/take up training activities of improved educational program for literate and drop out people for the purpose of increasing capability of works; initiate, carryout, execute, implement, aid and assist activities towards skill development of population at large; educate people and make them conscious and concerned about self-reliance, social justice and co-operation so that they may be prepared and equipped to work out for themselves and for others and keeping in further with their own human dignity and destiny; grant stipends scholarship, fellowships; sponsor or organize seminars, workshop, conference and publication of periodicals; publish publications, reports, booklets, leaflets, magazines facilities to publicize the objects of the Society.
- (ii) To provide medical treatment, arrange medical Camp & establish hospital, clinic, day care centre, mother care center, old home, etc. and to provide such other medical or health services, equipments, materials and merchandise as may be considered necessary from time to time.
- (iii) To undertake and carry on any humanitarian or charitable program for the poor and under privileged people of Bangladesh; provide financial support for the poor and needy who do not have the capacity or good health, and support to help the recipients to sustain themselves; provide financial supports including interest free loans for the reduction of the social problems such as poverty, unemployment, indebtedness; help and devise schemes and projects and help to execute them which will assist the country towards elimination of poverty and misery; promote all types of activities aimed at the integral development of persons and communities; channelize the energies of our people towards constructive national work in the social, educational and cultural fields in co-operation with Government wherever feasible; take up program to distribute relief among the neglected, poverty stricken in the event of any natural calamity like flood, storm, cyclone and earth quack and in the event of any other humanitarian crisis.

- (iv) To create awareness, faith and values among the Members of the Public, poor masses and human society; undertake motivation work among the human being/public to create awareness in literature, arts and science and establish library and reading room for the members and for the use of general public in order to promote education and culture; defuse useful knowledge having impact on social and economical life of the country and the children to become good citizens of the country; increase awareness on gender issues and make means or opportunities for both, women and men, achieving their potential and sustainable human rights ; and to arrange mother and children vaccination program and social development.
- (v) To create the consciousness in child care, free education for all, self-support, family planning, health care and sanitation and conservation of nature and other self-reliant activities, relief and prevention of early marriage and dowry system.
- (vi) To promote the establishment of new voluntary organization and encouraging the expansion of existing one by appropriate assistance for technical or human resource development and make sanitary latrine, pure drinking water facilities and sanitation, arsenic solution, community health and family planning, literacy and numeric, orphanage program, disaster management program, social tree plantation project, ecological sustainability program, survey program, women empowerment, eradication of AIDS program, Ideal Village and Vocational Training.
- (vii) To accept donations, zakat, grants, contributions or lawful subscriptions towards promoting and maintaining the objects of the Society; create and provide funds and to vest and apply the same as and when the society may deem it expedient for carrying out any of its objects provided that the receipt of any foreign donations will be subject to government approval under Foreign Donation (voluntary activities) Regulations Act 2014. The income and properties of the Society shall be applied solely towards the promotion of the objects as set forth above and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, Bonus, Pocket Money, profits amongst the members of the Foundation.
- (viii) To undertake any other activity which will assist, promote, enhance, enrich, support charitable and voluntary activity analogous to the objects set out above as permitted by the Law of the Land and not inconsistent with the objects of the Foundation.

VI. SOURCE OF INCOME & HEAD OF EXPENDITURES:

1. Incomes

- a) Subscription from the members.
- b) Donation from the members of the society.
- c) Zakat
Foreign donation which shall be regulated by the Foreign Donation (voluntary activities) Regulations Act, 2014.
- d) Any other income not contrary to the laws of the Land.

2. Expenditures

All expenditures shall be made to execute the objects of the Foundation and in accordance with the approved budget.

VII. WINDING UP

The Foundation be "**ROS FOUNDATION**" may be wound up with the consent and approval of at least **3/5th** members of the Foundation by its Special General Meeting to be convened by giving at least 21 (twenty one) days' notice and upon winding up or dissolution of the Foundation, if there at all remain any assets after satisfaction of its debt and liabilities. The same shall not be distributed amongst the member of the Foundation, but shall be given to some other Foundation or in institutions having similar to the Foundation.

VIII. EXECUTIVE COMMITTEE

The names, addresses, occupations and designations of the members of the first Executive Committee to whom the management and affairs of the Foundation is entrusted as required under Section 16 of the Societies Registration Act, 1860, are as follows:-

SL No.	Name, Father's Name & Address of the Member	Nationality	Designation	Signature of the Member
1.	A.F.M. Badiuzzaman Father's Name:Late Zulfiqar Ali Mother's Name:Late Amena Begum Spouse's Name: Mrs. Razia Sultana Chowdhury Permanent Adress:Vill-Badurpur. PO-Beltali Bazar. PS-Matlab (North). Dist-Chandpur. Present Address:4-D, 'Urban Olive' House-46/1, Rd-5, Dhanmondi R/A. Dhaka-1205. NID # 2691649459443. Cell#01715371772. E-mail:canoe1987@gmail.com	Bangladeshi	President	
2.	ATM Khaliduzzaman Father's Name:Late M Sirajuzzaman Mother's Name:Late Tafura Zaman Spouse's Name: Bithi Fatema Khalid Permanent Adress:Vill-Badurpur. PO-Beltali Bazar. PS-Matlab (North). Dist-Chandpur. Present Address:Apt#A-5, House#20/A, Rd#8, Gulshan-1. Dhaka-1212. NID # 2692619559901 Cell#01713003157. E-mail:khalid4951@gmail.com	Bangladeshi	Vice President	

SL No.	Name, Father's Name & Address of the Member	Nationality	Designation	Signature of the Member
3.	<p>Air Commodore AKM Harun Chowdhury, ndc, psc (Retd) Father's Name:Late Dr. Abdul Aziz Mother's Name:Late Hazera Begum Spouse's Name: Mrs. Mahmuda Harun Permanent Adress:H-377, Rd-6, Mirpur DOHS. Dhaka-1216 Present Address: H-377, Rd-6, Mirpur DOHS. Dhaka-1216 NID #19542650898254649. Cell#01911418626. E-mail:akmharunc@gmail.com</p>	Bangladeshi	General Secretary	
4.	<p>ATM Tahmiduzzaman Father's Name:Late Md. Sadiruzzaman. Mother's Name:Jahanara Begum Spouse's Name: Sabrina Sabnam Rabbi. Permanent Adress:Vill-Badurpur. PO-Beltali Bazar. PS-Matlab (North). Dist-Chandpur. Present Address:Apt#A-1, H#52, Rd#14, Niketaon. Gulshan. Dhaka-1212. NID # 1317964373436 Cell# 01610008555. E-mail:tahmid1971@gmail.com</p>	Bangladeshi	Finance Secretary	
5.	<p>Iftekhar Uddin Ahmed Father's Name:Late Wakiluddin Ahmed Mother's Name:Late Afifa Akhter Spouse's Name: Khaleda Akhtar Shirin Permanent Adress:Post & Vill:Rupshi, PS-Rupgonj, Narayangonj. Present Address: H-717, Rd-10, Mirpur DOHS. Dhaka-1216. NID # 2696406697526 Cell# 01672277777 E-mail:</p>	Bangladeshi	Executive Member	

SL No.	Name, Father's Name & Address of the Member	Nationality	Designation	Signature of the Member
6.	<p>ATM Ashfaqzaman Father's Name:Late M Sirajuzzaman Mother's Name:Late Tafura Zaman Spouse's Name: Ireen Zaman Permanent Adress:Vill-Badurpur. PO-Beltali Bazar. PS-Matlab (North). Dist-Chandpur. Present Address:186/1 West Kafrul, Taltola Dhaka-1207. NID # 1317964197430 Cell# 01911419882. E-mail:atmzashfaq@gmail.com</p>	Bangladeshi	Executive Member	
7.	<p>Prof Dr. Shima Zaman Father's Name:Late Md. Sirajuzzaman Mother's Name:Late Tafura Zaman Spouse's Name: Md. Emdadul Haque Permanent Adress:Vill-Badurpur. PO-Beltali Bazar. PS-Matlab (North). Dist-Chandpur. Present Address: Unit#2S, H# 7, Block# G, Pallabi Extn, Mirpur 11 and ½, Dhaka-1216 NID # 2696352238314 Cell# 01727954400. E-mail:zaman_shima@yahoo.com</p>	Bangladeshi	Executive Member	

IX. DESIROUS PERSONS:

We, the undersigned are desirous of forming a Foundation namely: **ROS Foundation** under the Society Registration Act, 1860, in pursuance of this Memorandum of Association of the Foundation.

SL No.	Name, Father's Name & Address of the Member	Nationality	Signature of the Member
1.	A.F.M. Badiuzzaman Father's Name:Late Zulfiquar Ali Permanent Address:Vill-Badurpur. PO-Beltali Bazar. PS-Matlab (North). Dist-Chandpur. Present Address: 4-D, 'Urban Olive' House-46/1, Rd-5, Dhanmondi R/A. Dhaka-1205. NID # 2691649459443. Cell#01715371772. E-mail:canoe1987@gmail.com	Bangladeshi	
2.	AKM Nowsheruzzaman Father's Name: Late Mvi Md. Zulfiquar Ali Permanent Address: Aptt-D1, SUVASTU HOMES, 316/1 Baro Magh Bazar, Ramna. Dhaka-1217. Present Address: Aptt-D1, SUVASTU HOMES, 316/1 Baro Magh Bazar, Ramna. Dhaka-1217. NID # 2696654369888 Cell# 01715492414 E-mail: nowsherbd2008@yahoo.com	Bangladeshi	
3.	ATM Khaliduzzaman Father's Name:Late M Sirajuzzaman Permanent Address:Vill-Badurpur. PO-Beltali Bazar. PS-Matlab (North). Dist-Chandpur. Present Address:Apt#A-5, House#20/A, Rd#8, Gulshan-1. Dhaka-1212. NID # 2692619559901 Cell# 01713003157. E-mail:khalid4951@gmail.com	Bangladeshi	

SL No.	Name, Father's Name & Address of the Member	Nationality	Signature of the Member
4.	<p>Md. Mahbubul Alam Father's Name: Dr. Md. Shamsul Alam Permanent Address:Chotara (East), Post & Dist:Comilla. Present Address: Flat#2/602, Eastern Rokeya Tower. 98, Baro Moghbazar. Dhaka-1217. NID # Cell# 01713063339. E-mail:Mahbub.alam@hotmail.com</p>	Bangladeshi	
5.	<p>Air Commodore AKM Harun Chowdhury(Retd.) Father's Name:Late Dr. Abdul Aziz Permanent Adress:H-377, Rd-6, Mirpur DOHS. Pallabi.Dhaka-1216 Present Address: H-377, Rd-6, Mirpur DOHS. Pallabi.Dhaka-1216. NID # 19542650898254649. Cell# 01911418626. E-mail:akmharunc@gmail.com</p>	Bangladeshi	
6.	<p>ATM Ashfaquzzaman Father's Name:Late M Sirajuzzaman Permanent Address:Vill-Badurpur. PO-Beltali Bazar. PS-Matlab (North). Dist-Chandpur. Present Address:186/1 West Kafrul, Taltola Dhaka-1207. NID # 1317964197430 Cell# 01911419882. E-mail:atmzashfaq@gmail.com</p>	Bangladeshi	
7.	<p>ATM Tariquzzaman Father's Name:Late Md. Sadiruzzaman. Permanent Address:Vill-Badurpur. PO-Beltali Bazar. PS-Matlab (North). Dist-Chandpur. Present Address: H-377, Rd-6, Mirpur DOHS. Pallabi.Dhaka-1216 Passport No. AB 4130003 Cell# 008801674700000 E-mail: atm_zaman@hotmail.com</p>	Bangladeshi	

SL No.	Name, Father's Name & Address of the Member	Nationality	Signature of the Member
8.	Prof. Dr. Shima Zaman Father's Name:Late M Sirajuzzaman Permanent Address:Vill-Badurpur. PO-Beltali Bazar. PS-Matlab (North). Dist-Chandpur. Present Address: Unit#2S, H# 7, Block# G, Pallabi Extn, Mirpur 11 and ½, Dhaka-1216 NID # 2696352238314 Cell# 01727954400. E-mail:zaman_shima@yahoo.com	Bangladeshi	
9.	ATM Tahmiduzzaman Father's Name:Late Md. Sadiruzzaman. Permanent Address:Vill-Badurpur. PO-Beltali Bazar. PS-Matlab (North). Dist-Chandpur. Present Address:Apt#A-1, H#52, Rd#14, Niketaon. Gulshan. Dhaka-12123. NID # 1317964373436 Cell# 01610008555.	Bangladeshi	

The Societies Registration Act, 1860
(Act, XXI of 1860)
RULES & REGULATIONS
OF
ROS FOUNDATION

1. NAME OF THE SOCIETY:

ROS Foundation

2. REGISTERED OFFICE:

The Registered Office of the Foundation shall be situated at House 31, Road 2, Block B, Niketon, Gulshan, Dhaka -1212 Bangladesh.

3. DEFINITION AND INTERPRETATION

Unless it is inconsistent with the subjects and or context in which it is used:

- i. **“Act”** shall mean The Societies Registration Act, 1860 (Act No. XXI of 1860).
- ii. **“Appropriate Governmental Authority”** shall mean the relevant Ministry and/or department of the Government of Bangladesh or statutory bodies, autonomous organizations, associated with the activities of the Foundation.
- iii. **“Auditor”** shall mean the auditor for the time being of the Foundation appointed at the Governing Body meeting.
- iv. **“Descendants”** means the lineal descendants of Rahela Khatun and Osman Ali Sikder
- v. **“Executive Committee”** shall mean the Governing Body as constituted under the Rules and in pursuant to the s16 of the Society Act, 1860 and which shall be the body to look after the overall administration and management of the affairs of the Foundation.
- vi. **“Executive Committee Member”** shall mean the member(s) of the Executive Committee.
- vii. **“Finance Secretary”** shall mean a Secretary of the Foundation, the details of which are set out in Rule 13(VI).
- viii. **“Gram”** shall mean village.

- ix. **“General Body”** shall mean the general body comprising of all the Members of the Foundation.
- x. **“General Secretary”** shall mean a Secretary of the Foundation, the details of which are set out in Rule 13(IV).
- xi. **“Intellectual Property Rights”** shall mean any and all rights in patents, trademarks, copyrights and designs pertaining to symbols, names, images, logos, course content, product, material, software, design, digital or non-digital material or other work created as a consequence of implementation of the objects of the Foundation and all other intellectual property rights and equivalent and similar forms of protection, whether registered or unregistered, as well as the applications for registration and the right to apply for registration of any of these rights, in all cases which are used or owned by the Foundation.
- xii. **“Joint Secretary”** shall mean a Secretary of the Foundation, the details of which are set out in Rule 13(V).
- xiii. **“Member”** shall mean any person who becomes a member in accordance with the Rules, and shall include all classes of members.
- xiv. **“Memorandum of Association”** shall mean the memorandum of association of the Foundation.
- xv. **“Notice”** shall mean written communication by post, electronic means (including email, website posting) an advertisement in periodicals, or combination of these methods.
- xvi. **“President”** shall mean the President of the Foundation, set out in Rule 13(I).
- xvii. **“Organizing Secretary”** shall mean a secretary of the Foundation, the details of which are set out in Rule 13(VII).
- xviii. **“ROS Foundation”** shall mean the “ROS Foundation” which incorporated as a Foundation under the Societies Registration Act, 1860.
- x i x . **“Register of Members”** shall mean the register of Members, as set out in Rule 10.

- xx. **“Rules and Regulations”** shall mean the rules and regulations of the Foundation and as amended from time to time in accordance with the procedure contained herein.
- xxi. **“Seal”** shall mean the common seal, if any, from time to time of the Foundation.
- xxii. **“Vice President”** shall mean the Vice Presidents of the Foundation, the details of which are set out in Rule 13(II and III).
- xxiii. **“Year”** shall mean the period commencing from the 1st October and ending with the 30th September of the calendar year.
- xxiv. It is assumed that:
- a. Where a masculine is used, the feminine is included and vice versa.
 - b. Where singular is used, plural forms of the noun are also inferred and vice versa unless repugnant to the context and idea.
 - c. Matters not covered in these rules shall be decided upon by the Executive Committee subject to the approval at the general meeting.
 - d. If there is any inconsistency or ambiguity between the English version and the Bengali version, the English version shall prevail.

4. MEMBERSHIP:

Any person who is of 18 years old and interested in the activities of the Foundation and believes in its aims and objects shall be entitled to its Membership provided:

- i. He/ She agree to abide by the Rules and Regulations of the Foundation.
- ii. He/ She pay monthly subscriptions regularly (where applicable) and accepted as member by the current Executive Committee of the Foundation upon submission of a written application in prescribed form.
- iii. He/ She must adhere to the moral standards of the Foundation
- iv. The Executive Committee of the Foundation shall decide on the admittance of the applicant to the Foundation. The Executive Committee may refuse any application for Membership without showing any reason whatsoever.

5. CLASSIFICATION OF MEMBERS:

There shall be Five Categories of members of the Foundation namely:

- i. Founder Members
- ii. Primary Members
- iii. Life Members
- iv. Donor Members
- v. General Members

6. ELIGIBILITY OF MEMBERSHIP:

i. **Founder Member:**

The subscribers to the Memorandum of Association shall be the Founder Members. Further, any person who takes an active part in the establishment of the Foundation and is accepted for enrolment as such by the subscribers to the Memorandum of Association before the first meeting of the General Body shall be the Founder Member.

ii. **Primary Members:**

Descendants of Rahela Khatun and Osman Ali Sikder, Badarpur, Beltoli Bazar, Matlab, Chandpur, Bangladesh including their spouses are eligible to apply for primary membership.

iii. **Life Members:**

- a. Any member, except the donor member, who pays an amount, fixed by the General Body from time to time, to the Foundation will be the life member of the Foundation subject to approval in the general meeting of the ROS Foundation.
- b. The Life Membership shall continue till their death subject to the rules and regulations of the Constitution of the Foundation.
- c. The Life Members are exempted from monthly subscription.

iv. **Donor Members:**

Persons who contribute an amount, fixed by the General Body from time to time, will be considered as a donor member for a period of one or two years subject to renewable with the approval of the 3/5th members present personally, by proxy, at some general meeting of the Foundation. Donor member(s) shall have no voting rights. They shall not be eligible for election to any position of the Executive Committee of the Foundation.

v. **General Members:**

Any person who shows interest and commitment in the objects of the Foundation is eligible to become a General Member of the Foundation provided that a proposal/application for his/her general membership is submitted to the Executive Committee by at least one member and seconded by at least another Member. The Donor Member shall have no right to propose or second an application in this respect. The Executive Committee shall in its absolute majority, determined by vote, or by proxy, in favor by Three - Fourth (3/4) of its members, accept the proposal/application in principle for general membership. The Executive Committee shall submit the proposal/application along with their recommendation at the general meeting. The general body may finally accept/reject the proposal/application of a person to become a member.

Each accepted General Member shall have to pay registration fee and monthly membership subscription. Every General Member of the Foundation shall have the right to participate and vote in the elections of the Foundation to elect the executives of the Executive Committee.

7. ADMISSION FEE AND SUBSCRIPTION

(i) With the approval of the General Body the Executive Committee shall have the power to increase, decrease or vary the amount of monthly/annual subscription from time to time. Additional subscription, in addition to the monthly/annual subscription referred to hereinabove, may be collected by the Executive Committee from Members for a general or specific purpose or project.

(ii) All dues, including monthly subscription, additional subscription as provided in these Rules and any other dues or contributions, are payable to the Foundation within due time. The first monthly subscription would, however, be payable within one (1) month of the applicant's admission as Member of the Foundation.

8. TERMINATION OF MEMBERSHIP:

a. In the following circumstances, membership shall be terminated:

- i. On his/ her demise or resignation.
- ii. A member whose subscription is in arrear for a period of exceeding three months.
- iii. He/ She is duly declared to be incompetent to contract or debarred from membership by any court of law.
- iv. If adjudicated by any court of law to be a criminal offender/proclaimed offender or of unsound mind.

- v. If found guilty of anti-propaganda in relation to the aims and objects of the Foundation.
 - vi. He / She is guilty, in the opinion of the Executive Committee by Three-Fourth (3/4) majority, of improper conduct or on refusal to comply with or violation of any of the Rules and Regulations of the Foundation.
- b. If a member voluntarily applies to the Executive Committee to resign from the membership showing satisfactory reasons the Executive Committee shall temporarily accept the resignation which shall be finally approved at the general meeting by Two-Third (2/3) votes of the General Members.
- c. No actions under sub-sections (ii, v & vi) shall be taken without giving notice to the persons of the allegations and opportunity to present his/her explanations. Decision shall be taken by the Two-Third majority of the Executive Committee which shall be finally approved at the general meeting.

9. RIGHTS & PRIVILEGES OF MEMBERS

- a. Every Member, except the Donor Member, of the Foundation:
- i. Shall have the right to give their considered views/opinion in the General Meeting, which may help in the furtherance of the objects of the Foundation and its smooth functioning;
 - ii. Shall have the right to receive information and exchange of information of mutual interest;
 - iii. Shall have a right to obtain any information concerning the affairs of the Foundation after giving seven (7) days' notice;
 - iv. Shall have the right to attend the General meeting;
 - v. May introduce or second any resolution in the General Meeting with the permission of the President;
 - vi. May introduce or second any Member's name for election of the Executive Committee;
 - vii. May vote in favor or against any resolution in the General meeting;
 - viii. Shall be entitled to inspect the records of the Foundation with the prior approval of the Executive Committee;
 - ix. Shall be entitled to contest election for any post of the Executive Committee, if a Member introduces his name and another Member seconds him for the said purpose;
 - x. May exercise proxy voting in case of his/her physical absence in the general meeting
 - xi. Shall enjoy all facilities offered by the Foundation;

- xii. Every expelled Member shall have a right to prefer and appeal to the Executive Committee for re-admission against the reason of expulsion and the decision of Executive Committee shall be final provided that a Member who is in arrears of subscription at the time of voting and/or against whom any disciplinary action is pending shall have no right to vote unless he pays all the arrears and/or unless disciplinary action is decided finally in his favor under these Rules.
 - xiii. Shall be entitled to challenge any irregularity in the accounts and other records of the Foundation and can refer it to the President.
- b. However, the member(s), who has/have failed to pay monthly subscription for three consecutive months, shall not be entitled to exercise the rights mentioned above.

10. REGISTER OF MEMBERS

- a) The Foundation shall maintain a Register of Members containing the following information:
- i. The names, addresses and other relevant particulars of all the Members of the Foundation (names, addresses, contact details etc) from the date on which such persons have been accepted as Members.
 - ii. All changes taking place in the membership from time to time.
 - iii. Such other information as is relevant and for which decision is taken by the Executive Committee from time to time.
- b) No person shall be considered a Member or entitled to exercise any rights and privileges of a Member unless her/his name is enlisted in the Register of Members.

11. ADVISORY COUNCIL:

- A. There shall be an Advisory Council consisting not less than 3 (three) and not more than 7 (seven) members. The members of the Advisory Council shall be nominated by the Executive Committee. The President and the General Secretary of the immediate past Executive Committee shall be the ex-officio members of the Advisory Council provided they are not the members of the existing Executive Committee. The First Advisory Council consists of the following persons:

SL No.	Name, Father's Name & Addresses	Nationality
1.	Rokeya Ahmad Father's Name: Late Mvi Md. Zulfiqar Ali Address: C/O- Professor Shahidul Islam, BUET Teacher's Quarter (Opposite Nazrul Hall), BUET, Polashi, Dhaka. Contact Number:	Bangladeshi

2.	Md. Shahidul Haque Father's Name: Md. Obaidul haque Address: House # 32, Road # 116 Gulshan-1, Dhaka-1212. Contact Number: E-mail:	Bangladeshi
3.	Md. Emdadul Haque Father's Name: Md. Shamsul Haque Address: Professor, Department of Statistics, University of Chittagong, Chittagong. Contact Number: Cell: 01716520110; E-mail address: ehaque@cu.ac.bd	Bangladeshi

B. Advisory Council shall render Advice on any mater referred to it by the Executive Committee and the General Body. The Advisory Council may also provide any advice voluntarily which it deems fit and beneficial to the Foundation. The Executive Committee will try to make good use of the suggestions of the Advisory Council.

12. EXECUTIVE COMMITTEE

The general supervision, management and control of the Foundation shall be vested in the Executive Committee. The composition of the Executive Committee shall be as under:

SL.	Position	Number
1.	President	One
2.	Vice President	One
3.	General Secretary	One
4.	Joint Secretary	One
5.	Finance Secretary	One
6.	Organizing Secretary	One
7.	Executive Members	Nine (Maximum)

- i. There shall be a minimum of 07 (Seven) Members and maximum of 15 (fifteen) members in the Executive Committee, total being an odd number.
- ii. The members of Committee shall retire in accordance with such rules as may be framed in this regard by the Executive Committee.
- iii. Without prejudice to its general powers conferred by the Act and these Rules, the Executive Committee shall abide by the policies of the Foundation and any matter essential to achieving the objects of "ROS Foundation".

13. POWER AND DUTIES OF THE EXECUTIVE COMMITTEE:

I. PRESIDENT:

The President shall be the Head of the Foundation and shall preside over all meetings of the Foundation and the Executive Committee thereof. He/She shall be consulted on all matters relating to the Foundation; and his/her opinion; reasonable orders and instructions shall be honored and obeyed. The day to day administration and management of the affairs of the Foundation will be performed by the President or by any one Member of the Executive Committee delegated by him/her and President's decision shall be final. The President will sign all kinds of bank Cheque & documents in all respects as and when needed with the Vice President/General Secretary / Finance Secretary of the Foundation.

II. VICE-PRESIDENT:

The Vice- President shall generally assist the President in the discharge of his/ her function and responsibilities. In the absence of the President, the Vice- President shall preside over the meetings and enjoy all the powers and functions of the President.

III. GENERAL SECRETARY:

The General Secretary shall be in charge of carrying out all executive work of the Foundation. The General Secretary shall be responsible for the day to day administration and management of the Foundation. He will keep records of all affairs of the Foundation, issue notices of all meetings of the Foundation, sign, execute, seal and deliver all deeds, documents, instruments, notices and letters on behalf of the Foundation. He will represent the Foundation in the different offices of the Government, semi-government, organization, institutions, corporate bodies, both private and public in connection with any work/works of the Foundation both at home and abroad, represent the Foundation in all the national, international seminars, symposiums and workshops. The General Secretary will sign all kinds of bank cheques & documents in all respects as and when needed with the President/Finance Secretary of the Foundation.

IV. JOINT SECRETARY:

The joint secretary shall share all the responsibilities of the General Secretary and enjoy all the powers and functions of the General Secretary in his/her absence. Further, he/she shall exercise such powers as are specially assigned to him/her by the Executive Committee.

V. FINANCE SECRETARY:

The Finance Secretary shall be the custodian of the funds of the Foundation. He shall present to the Executive Committee a budget for the ensuing fiscal year for decision and the budget in final form shall be approved by the Executive Committee prior to the beginning of the fiscal year. He shall make a complete financial report at the Annual General Meeting (AGM) of the Foundation every year. He shall maintain a register of all assets of the Foundation including fixed property. In the absence of the Finance Secretary, the Executive Committee shall authorize any member of the Executive Committee to perform the functions of the Finance Secretary.

VI. ORGANIZING SECRETARY:

The Organizing Secretary shall primarily be responsible for office management, organize any such program as directed by the President or on his/her behalf the Vice President, and perform the duties & responsibilities of Joint Secretary and the Finance Secretary in their absence.

VII. EXECUTIVE COMMITTEE MEMBERS:

They will assist the Executive Committee in all respects as and when needed.

14. POWER AND FUNCTIONS OF THE EXECUTIVE COMMITTEE:

The Executive Committee in general is the final authority in all matters regarding the day to day activities of the Foundation and in particular shall be empowered:

- i. To administer, manage and control the Foundation;
- ii. To carry out the purposes of the Foundation, and use fund of the Foundation for the purposes;
- iii. To make, amend and alter Rules and Regulations for conducting the affairs and accomplishing the objects of the Foundation subject to the approval of the general body in compliance with the s12(a) of the Societies Registration Act, 1860;
- iv. To undertake transactions of all kinds;
- v. To promote or carry out research;
- vi. To provide advice relating to the Foundation;
- vii. To publish or distribute information;
- viii. To purchase, take on lease of any moveable or immovable property, and to develop, alter, improve or otherwise deal with the same as may seem expedient for the benefit of the Foundation;
- ix. To invest money or funds of the Foundation in such manner as may be deemed proper, advantageous and conducive to the aims and objects of the Foundation and to hold, sell or otherwise deal with such investment;
- x. To make grants of money and to give guarantees;

- xi. To set aside funds for special purposes or as reserve against future expenditure;
- xii. To set up sub – committee or other bodies for the efficient conduct or supervision of the work of the Foundation;
- xiii. To delegate such of its power and functions as it may be deemed proper to any person, sub – committee or anybody with a view to facilitating and ensuring the accomplishment of the aims and objects or for conducting any business or transaction of the Foundation;
- xiv. To appoint, discharge and regulate the functions of the paid staff of the Foundation;
- xv. To insure the property of the Foundation against any foreseeable risk and take out other insurance policies to protect the Foundation when required.

15. LEGAL PROCEEDINGS

- i. Any suit or other legal proceedings by or against the Foundation may be filed/ contested/ defended and conducted on its behalf either by the President or the Secretary or by any other person so authorized by the Executive Committee of the Foundation. Any pleadings or other documents in connection therewith may be signed and verified by any of such persons on behalf of the Association.
- ii. This power will also include the appointment of advocate/s, attorney/s etc. for the purpose.

16. DISPUTE RESOLUTION:

In case of any dispute, disagreement etc. arising out of the performance of any provision of this Memorandum of Association, or in the discharge of functions, duties and responsibilities of the organization or any member thereof, the disputing parties and the Executive Committee shall make sincere efforts to amicably settle the said dispute or disagreement, failing which the matter may be resolved through Arbitration in accordance with the provisions of the Arbitration Act 2001.

17. ASSETS AND FUNDS:

The Assets and Funds of the Foundation shall be collected by way of subscriptions, zakat, donations, gift, grant and loan.

18. ELECTION:

- a. The Executive Committee of the Foundation shall be elected by the Members of the Foundation for a period of 2 (two) years by secret ballot or any other process approved by the foundation.
- b. The Executive Committee shall have power at any time to co-opt any member to be member of the Executive Committee either to fill a casual Vacancy or as an addition to the Committee at any time.

19. MEETING OF THE EXECUTIVE COMMITTEE AND QUORUM:

- a. The Executive Committee shall meet at least once in three months or at any other time, if required to consider all matter which may have been submitted by the members for the consideration of the Executive Committee and the decisions of the Executive Committee shall be expressed in accordance with the decision of the majority of members present.
- b. Simple majority of the Member will constitute a quorum to hold a meeting. The President shall preside over the meeting.
- c. In the absence of the President, the Vice-President of the Executive Committee shall preside over the meeting.
- d. If a member, without showing reasonable cause acceptable to EC; remains absent in consecutive three meetings, his/her EC membership will be cancelled and the post will be declared vacant.
- e. The General Secretary of the Foundation /Foundation in consultation with President shall summon a meeting of the Executive Committee. At least Seven days' notice shall be given for an Executive Committee's meeting excepting the emergency meeting in which case 24 hours notice will suffice.

20. VOTING IN THE EXECUTIVE COMMITTEE MEETING:

Except in case for which provisions have been made in this constitution all matters coming up before the Executive Committee shall be decided upon by majority of votes. The President shall have the second or casting vote. However, the President shall only exercise his/her second or casting vote in the event of equality of votes.

21. MINUTES OF THE EXECUTIVE COMMITTEE MEETING:

The Executive Committee shall cause minute of the resolutions and proceedings of the Executive Committee to be kept/recorded in minute's book. Minutes signed by the President of the meeting shall be sufficient evidence of the facts stated therein.

22. GENERAL MEETING:

- i. The Annual General Meeting of all members of the Foundation shall be called by the President and his/her absence by the Vice Presidents or in both President's and Vice President's absence by one of the members of the members of Executive Committee once in every business year by giving 14 days' notice about the time and date and venue. The agenda of the Annual General Meeting shall be included in the AGM announcement. Non receipt of a notice by any member shall not invalidate the proceedings of an Annual General Meeting. One- Third (1/3) of the General Member shall form the quorum of a general meeting.

- ii. All other meeting of the members of the Foundation shall be called Extra-Ordinary General Meeting.
- iii. If any member with support of one-tenth of all the members of the foundation requires an Extra Ordinary General Meeting by serving a requisition notice addressed to the President over any specific agendum/agenda at any point of time, a general meeting must be held within 15 (fifteen) days from the receipt of such requisition. For the purposes of the service of requisition notice, dispatch of such a notice through registered post to the last known office of the Foundation, shall be deemed as completion of the service, failing actual delivery or receipt. In case of failure by the President or any person(s) authorized under this Rules and Regulations of the Foundation to convene a general meeting within 15 days from the receipt or deemed service of the requisition notice, whichever is later, the interested members comprising at least one-tenth of the total number, may proceed to convene the meeting by serving notice on the members, in which case, the above provisions relevant to the process and effect of a General Meeting shall apply, save where there is an exception provided herein by way of express terms.
- iv. One member can propose and seconded by 1/10th

23. PROXY VOTING IN THE GENERAL MEETING

- i. A member may exercise the right to vote in the general meeting either by being present in person or by proxy.
- ii. A proxy for a member is entitled to attend and be heard at a meeting of member as if the proxy were the member.
- iii. A proxy must be appointed by notice in writing signed by or, in the case of an electronic notice, sent by the member and the notice must state whether the appointment is for a particular meeting or a specified term.
- iv. No proxy is effective in relation to a meeting unless a copy of the notice of appointment is produced before the start of the meeting.
- v. A proxy is not effective unless it is produced by a specified time before the start of a meeting if the time specified is not earlier than 48 hours before the start of the meeting

24. MINUTES OF THE GENERAL MEETING:

Minutes shall be recorded in minute books to be provided for the purpose of the proceedings of the meeting. Every minutes signed by President of the meeting to which it relates or of a subsequent meeting shall be sufficient evidence of the facts stated therein.

25. DUTIES OF THE MEMBERS

Every member of the Foundation shall:

- i. Attend the General meetings regularly.
- ii. Give the necessary information to the Foundation, pertaining to any matter which is necessary to be known by the Foundation.
- iii. Not indulge in activities which are prejudicial to the aims and objects and/or the Rules.
- iv. In the event of any changes in his address, telephone number and other details, promptly notify the new address, telephone number or other details to the Secretary, who shall thereupon enter the same in the Register of Members.

26. OFFICAL YEAR:

The Official Year of the Foundation shall commence on 1st October of the Gregorian calendar.

27. BANK ACCOUNT:

The Foundation open bank accounts with any schedule bank (s) and operate the same by Joint signatures of the **any two from President, Vice President, General Secretary & Finance Secretary** of the Foundation.

28. AUDIT:

The Annual audit of accounts of the Foundation shall be done by such Chartered Accountants as may be determined by the members in Annual General Meeting.

29. AMENDMENTS:

The rules and Regulations may be amended, modified, substituted, altered or replaced by the **Three – Fifth (3/5)** members of the General Body, present in the AGM.

30. WINDING UP:

The Members of the Foundation may any time on a resolution passed by least Three-Fifth(3/5) of the members cease the operation of the Foundation and upon winding up of the Foundation all its assets and liabilities shall be transferred to another non-commercial organization established for exclusively non-profitable purpose having the same, as or similar to, the objects.

31. INDEMNITY CLAUSE

Any act done by the President, Vice President, the General Secretary, other Secretaries or any other member of the Executive Committee or by the Executive Committee as a whole in pursuance of their respective duties and responsibilities, cannot be questioned in any court of law or any other forum on ground of violation of the provision(s) of this Memorandum of Association, any rule or other norm or practice of this organization or on ground of breach of any duty including but not limited to fiduciary, contractual, legal or equitable duties, owed to any person or body, unless proved to have been done contrary to good faith.

32. SAVINGS

If no procedure has been prescribed in this Memorandum of Association for a given action, the Executive Committee in pursuance of its responsibilities, will make sincere efforts to follow a standard procedure practiced in similar organizations or will adopt a procedure, it considers fair and reasonable.

33. ESSENTIAL CERTIFICATE

“Certified that, this is the correct copy of the rules and regulations of the ROS Foundation”.

PRESIDENT	-----
VICE-PRESIDENT	-----
GENERAL SECRETARY	-----
FINANCE SECRETARY	-----
EXECUTIVE COMMITTEE MEMBER	-----
EXECUTIVE COMMITTEE MEMBER	-----
EXECUTIVE COMMITTEE MEMBER	-----