

**The Societies Registration Act
[Act XXI of 1860]**

**MEMORANDUM
AND
RULES & REGULATIONS**

of

D.Net

Present Address

6/8 Humayun Road, Block – B, Mohamadpur, Dhaka – 1207
Phone: 9131424, 8156772, 8124976.

Registered Office

House - 91, Road - 12A, Dhanmondi R/A, Dhaka - 1209

(Amendment June 24, 2006)

Memorandum of Association of **D.Net**

- I Name of the Society: Name of the Society shall be **D.Net**
- II Registered Office: The office of the society shall be situated at 6/8 Humayun Road, Block – B, Mohamadpur, Dhaka – 1207, Phone: 9131424, 8156772, 8124976. However, if necessary there may be branch office in any place outside Dhaka.
- Area of Operation: The area of operation of the Organization shall be throughout Bangladesh and abroad [developing countries and developed countries].
- Type of the Society: It will be a non-political, non-profit, Non-Government Organization. It promotes research and development activities in general and specifically through use of Information and Communication technology [thereafter ICT] throughout the country.
- D.Net will conduct academic and action research on various economic and national development agenda, particularly mainstreaming information and communication technologies (ICTs) in economic development of the country. D.Net will organize various activities for policy advocacy on the basis of research. As a non-political organization it shall not take part in any activities other than those mentioned in Section III.
- III The Aims and Objectives: a. The objectives for which the Organization is established are all or any of the following. All the objectives will be implemented after obtaining necessary permission from the Government /concerned/competent authority, where necessary and the objectives contrary to the provisions of section 20 of the Societies Registration Act, 1860 shall be treated as ineffective.
1. To work for development of the ICT network through out Bangladesh.
 2. To disseminate knowledge among the poor and Small and Medium Enterprise (SMEs) for using ICT to participate actively in the socio-economic development of Bangladesh.
 3. To work for using ICT for education and training in different academic expertise.
 4. To organize different activities to develop resource pool which can be shared over the Internet and other ICTs.
 5. To conduct action and policy oriented research on ICT for development mainly in the context of Bangladesh.
 6. To function as an agency for undertaking and promoting study, research and dissemination of knowledge in the field of development economics and

other sciences related to planning for national development and poverty alleviation through use of ICTs.

7. To collect information and generate data, conduct investigations, and undertake research projects for purposes of planning and formulation of policies, and of implementation of plans and policies regarding development and economic growth through use of ICTs.
8. To provide information and offer advice on modern research techniques and methodology in economics and other social sciences.
9. To promote programs for using ICT to reduce poverty and to improve the overall situation of the poor and SMEs by providing them access to the ICT based network resources.
10. To organize policy dialogue among the stakeholders to promote ICT based development in Bangladesh.
11. To hold power of attorney on behalf of the beneficiaries.
12. To participate in development activities and policy affairs organized by other agencies.
13. To organize facilities for education and skill development training for the poor, low income people and SMEs in order to enable them to contribute in development of prosperous Bangladesh through using of ICTs.
14. To conduct and undertake study and experimentation to find ways and means to create access to knowledge for economic activities through ICTs.
15. To promote, establish, manage, control, supervise, give gifts, grants, aid or other assistance to any person, cooperative society or group or associations of individuals as may seem the Organization conducive to or to achieve or to further any of the objectives and purposes of the Organization.
16. To arrange, establish and maintain funds, properties and assets by lawful subscription and contribution and by receiving and acceptance of gifts, grants, aids, donations, benefactions and other means, provided, however, in care of foreign gifts, donations.
17. To purchase, take on lease, exchange, hire or otherwise acquire any real and personal or immovable and movable properties and any rights and privileges whatsoever and to build construct alter and maintain buildings, houses or other constructions for the housing of the Organization or its staff or as necessary or convenient for achieving any of the objectives and purposes of the Organization.
18. To undertake virtual and real publication programs to communicate with all sections of society to draw their attention to the problems of network access of the developing countries, particularly of Bangladesh and to motivate people to look for solutions to these problems.
19. To open and operate accounts of any description with any bank or banks

and financial institutions.

20. To promote, organize and establish branches and offices of the Organization wherever considered necessary and to manage and control such branches and offices and to delegate such powers and functions to branches and offices as may be considered necessary for the promotion of the objectives and purposes of the Organization.
21. To expand the existing institutional capacity which is aimed at improving access to resources for the promotion of objectives and purposes of the Organization.
22. To invest the monies of the Organization, including those not immediately required, in such manner as may be determined by the Organization from time to time.
23. To hold seminars, symposiums, workshops, dialogues and conferences in furtherance of the objectives of the Organization.
24. To collaborate with the organizations, institutions, bodies and societies in Bangladesh and abroad including relevant international agencies and constituents of the U. N. system interested in similar objectives and to cooperate with such institutions, bodies and organizations for furthering the objectives and purposes of the Organization.
25. To obtain membership and to pay fees for the membership of any national or international bodies, institutions or organizations and to subscribe to their publications, if any, for furthering the objectives and purpose of the Organization.
26. To arrange for suitable remuneration to any person, firm, association, organization or institution for services rendered or to be rendered in or about the promotion of the objectives and purposes of the Organization.
27. To recruit, appoint, take on lien, deputation or on contract any employees, consultants or experts for the Organization and its programs and projects or to enter into any other agreement in this regard or to discontinue and terminate their services as deemed fit and proper by the Organization.
28. To organize subsidiary organizations or undertake projects for fulfilling the objectives of the Organization, which may be profit oriented, but in the context of overall Organization, that profit will be used for the purpose of the fulfillment of the objectives of the Organization.
29. To conduct its activities and undertake to active its purposes only by the ways and means as permitted by the concerned authority.
30. To undertake research and policy promotion in the area of national economic development where information and communication technology can play an effective role. In doing so D.Net may go for establishment of a separate entity which will put dedicated efforts for policy promotion.
31. To create employment opportunities for rural and urban population living below the poverty line and provide support services for women to engage in

productive work.

32. To undertake human resource development activities i. e., support society, develop programs and administer the projects and activities.
33. To increase awareness regarding gender issues and make means for opportunities for all to enable them to use their potential for sustainable human, social and economic development.
34. To take part in formation of a new organization by holding share, either through investment or through intellectual property, which may be profit oriented, but the profit will be used for the purpose of the fulfillment of objectives of the organizations.
35. It promotes research and development activities in general and specifically through use of Information and Communication technology [thereafter ICT] throughout the country.

- IV Incorporation and Linkage of the Organization :
- a. The Organization shall be a non-profitable organization - The income and property of the Organization however derived shall be applied solely for or towards the promotion and furtherance of the objectives of the Organization as herewith set forth, and no portions thereof shall be paid or transferred directly or indirectly to anyone who at anytime have been members of the Organization or any persons claiming through all or any of them, provided that nothing herewith contained shall prevent the payment in good faith reasonable and proper remuneration to any officer or staff of the Organization or any other person or not of the Organization in return for any services actually rendered to the Organization. However, the income of the organization may be paid against any debt obtained (either from individual or institutional) of the organization.
 - b. The Organization shall be a non-political organization and it shall not take part in any activities other than those mentioned in section III here in above.
 - c. The Organization shall, as decided by the Executive Committee, establish linkage and working relationships with other organizations within Bangladesh and in other countries having similar character and purpose towards realizing its objectives aimed helping promote development and cooperation.
- V. Fund:
- The fund of the Organization shall be raised from the following sources:
- i. Membership fee, Subscription, Levy and Donation received from the Members and staffs.
 - ii. Donation or Investment from individual, Government, Semi Government Body, Business Community, Well-wishers and International Agencies.
 - iii. Earning through Training Programs, Research Projects, Consultancy, Publication of Journal, Booklets, News Letter, Books and Souvenirs.
 - iv. Earning profit on Investment.
 - v. Earning of proceeds from different services to the beneficiaries.
- VI Founding Body:
1. The persons who participated in the process of formation of the organization will be the founder members. The founding body, constituted with the founder members will be the part of the Governing Body.

2. Rights and Obligations of the Founding Body

- a. Members of the founding body will have right to participate in the biennial General Meeting of the Governing Body.
- b. Members of the founding body will enjoy the right of being informed about the D.Net activities through access to Annual Report and Annual Financial Report of the organization.
- c. Members of the founding body will have right to attribute themselves anywhere as the Founding Member of the organization.
- d. Founder members will have to pay a fee fixed for such membership during the constitution of the organization.

VII General Body: The size of the General Body will be maximum 25. The General Body will be constituted with participation of all members of the founding body and additional maximum 9 member invited from outside.

VIII Governing Body: The affairs of the Organization shall be entrusted to the Governing Body.

We, the several persons whose names, father's names, addresses, professions and nationality are given below are desirous of being formed into an Organization under Societies Act not for profit in pursuance of the above Memorandum of Associations.

Sl No	Name & Father's Name	Address	Profession	Nationality	Signature
1.	Dr. Debapriya Bhattacharya S/O Justice Debesh Bhattacharya	Center for Policy Dialogue (CPD), House # 40/C, Road # 11, Dhanmondi R/A, Dhaka – 1205	Economist	Bangladeshi	
2.	Dr. Toufic Ahmad Chowdhury S/O Late Taffazal Ali Chowdhury	Faruki House Gangchar, Comilla	Economist	Bangladeshi	
3.	Prof. Mustafizur Rahman S/O Mr. Fazlur Rahman	57 North Road, Dhanmondi R/A, Dhaka – 1025	University Teaching	Bangladeshi	
4.	Dr. Ananya Raihan S/O Prof. Muhammed Idris Ali	B-4 Sobhanbagh, Savar, Dhaka;	Researcher	Bangladeshi	
5.	Mr. Jahirul Islam S/O A B M Shafiqul Islam	Nahar Bhaban, 35/e, Shah Ali Bag , Mirpur 1, Dhaka – 1216	Researcher	Bangladeshi	
6.	Dr. Shahnaz Karim D/O Mr. Rezaul Karim Khan	39/5A, North Pirebagh, Dhaka – 1216	University Teaching	Bangladeshi	
7.	Ajoy Kumar Bose S/O Late Arun Kumar Bose	Vill+Post: Keshabkathi, Upazila: Wazirpur, Barisal	Development Worker	Bangladeshi	
8.	Mr. Azmat Khan S/O Late M. Auzam Khan	Vill : Lauhati, Upazila- Delduar, Tangail	Business	Bangladeshi	
9.	Mahmud Hasan S/O Md. Siddique Hossain	Kaunai Main Road, Kawnia, Barisal	Development Worker	Bangladeshi	
10.	Mr. Arif Al Mamun S/O Professor Muhammad Mutiur Rahman	vill.- Baherchar, Post. – Tejkhali, Thana - Banccharampur, Dist. – Brahmanbaria	Teaching	Bangladeshi	
11.	Mr. Anir Chowdhury S/O Dr. A.M Chowdhury	House No. 71, Road No 11A, Dhanmondi R/A, Dhaka – 1209	Business	Bangladeshi	
12.	Mr. Mridul Chowdhury S/O Dr. A.M Chowdhury	House No. 71, Road No 11A, Dhanmondi R/A, Dhaka – 1209	Researcher	Bangladeshi	
13.	Mr. A.K.M Fahim Mashroor S/O Late AKM Abu Taher	156 Shantinagar, Dhaka – 1217	Business	Bangladeshi	
14.	Ashif M. Touhid S/O: Late AKM Abu Taher	154 Monipuripara, Bldg -6, Apt. No- D, Dhaka	Business	Bangladeshi	
15.	Mr. Dipak Kamal S/O Prof. Muhammed Idris Ali	B-4 Sobhanbagh, Savar, Dhaka	University Teacher	Bangladeshi	
16.	Mr. Shah Md. Ahsan Habib S/O Shah Abdur Rahman	Shahbag, Kaunia, Rangpur	Teaching	Bangladeshi	
17.	Mr. M. Shahadat Hossain S/O Late Haji M. Anwarullah Miah	House # 75, Street # 6, D.O.H.S. (old) Banani, Dhaka	Researcher	Bangladeshi	
18.	K.S. Sarwar Uddin Ahmed S/O: Shah Shamsuddin Ahmed	143 East Ulan Ahmed Vila, Dhaka - 1219	Teaching	Bangladeshi	

The Societies Registration Act XXI of 1860

Rules and Regulations of D.Net

- Article: 1** Classes of Membership: The membership of the organization shall be divided into: Founder and General members. Both founder and general members are part of the Governing Body. The General members will contribute to the activities of the organization according to their ability. The general members will be informed about the activities and achievements of the organization at a regular interval.
- The founder membership is permanent. However, the general membership is time bound. The duration of general membership is generally two years. On the completion of two years the membership will be invalid automatically. However, the membership may be renewed following the same procedure mentioned in the article 2 of rules and regulations of the organization. The general members will have voting power in the biennial meeting of the Governing Body, or in any extra-ordinary meeting of the Governing Body. The membership fee for the general member will be decided by the Governing Body.
- Article: 2** Eligibility of Membership:
- 2.1. Any person interested in socio economic development through research, and/or engaged in any voluntary activities having objectives or projects similar to D.Net's in Bangladesh, is eligible to become a general member of the organization on invitation by the Governing Body following the procedure mentioned in the article 2.2
- 2.2. Procedure for membership of a new person in the Governing Body of the organization:
- a. Any member of the Governing Body may propose a name for membership of the organization to the Chairman of the Governing Body. The proposal will include a CV of the candidate, reasons for such proposal.
 - b. The Chairman of the Governing Body will raise the issue of such membership in a regular meeting of the Body. No extra-ordinary meeting will be called only for the membership issue. However, such membership issue may be raised in an extra-ordinary meeting, if it is called for any other reason.
 - c. The membership proposal will be approved by explicit consensus of the members of the Governing Body.
 - d. After approval by the Governing Body the Chairman will issue a letter of invitation to the newly included member of the Governing Body within one month of such decision. The invitation letter will include the payment issue of the membership fee. The membership will be effective after payment of the membership fee. The new member will be invited to the next biennial meeting of the Governing Body.

- Article: 3** Cessation of Membership: 3.1. Membership of the Organization may be terminated on the occurrence of any of the following events:
- i. On the member's death, resignation, lunacy or conviction of criminal offence.
 - ii. When a member of the Governing Body or the Governing Body does not attend three consecutive meeting of the respective bodies, without prior leave granted by the Governing Body.
 - iii. Any member of the Organization who is in default of payment of his/her membership fees for a period of two years shall be ceased to be a member of the Organization.
 - iv. When the Organization in meeting of the Governing Body and by a simple majority decides to terminate the membership of any person with or without assigning any reason whatsoever.
 - v. When the Governing Body in its absolute and uncontrolled discretion and without assigning any reason excludes any member for any period as s/he is found guilty by conducting any act to deed prejudicial or detrimental to the interest of the organization, s/he shall have right of appeal against such decision of the Governing Body to the Governing Body. The appeal will be considered in the next meeting of the Governing Body and its decision will be final.
- 3.2. The Organization shall maintain a register for both founder and general members, clearly indicating their full names, addresses and occupations and every member shall sign the same. If a member of the Organization changes his address, he/she shall forthwith notify his/her new address to be entered in the roll of members. However, when a member does not notify any change of address to the Member Secretary of the Governing Body, the address appearing in the roll of members shall be deemed to be the correct address. The said roll of members, also called a register of members, shall be maintained at the registered office of the Organization.
- 3.3. When a member desires to resign from his/her membership of the Organization, he/she shall forward his/her letter of resignation to the Executive Director of the Organization and such resignation shall take effect only from the date of its acceptance by the Governing Body.
- 3.4. Terminated members who resign from his membership shall forfeit all claim such as any money paid by him/her to the Organization.
- Article: 4** The Organization Structure: The organizational structure of the D.Net shall be consist General Body, Governing Body, Executive Committee and Various Standing Committee and Ad hoc committees may also be formed as required.

The structure of the General Body is as follows:
The maximum size of the General Body is 25.

Chairman: 1

Vice Chairman: Maximum 3

Member Secretary – 1

[The member secretary shall be the CEO (Executive Director) of the organization]

Members: Maximum 20.

The Governing Body is the highest decision making body of the organization, which will meet every two years.

The structure of the Governing Body is as follows:

The maximum size of the Governing Body is 11.

Chairman: 1

[The Chairman of the Governing Body will automatically act as the Chairman of the Governing Body]

Treasurer: 1

Member Secretary – 1

[The member secretary shall be the CEO (Executive Director) of the organization]

Members: Maximum 8.

The Governing Body is the highest decision making body of the organization between two meetings of the Governing Body.

Article: 5 Appointment, pay and allowances:

5.1. The Executive Committee shall be able to appoint necessary number of officers and staff directly and through Executive Director for implementation of the aims and objective of the Organization

5.2. The members of the Governing Body, General Body and Executive Committee are eligible for sitting allowance for meeting attended, if such allowances are decided by the Governing Body. If any member of the Governing Body or Executive Committee gets appointment in any program or project, s/he will be able to draw salary according to the pay scale fixed by the Governing Body.

5.3. Appointment letter will be signed by the appropriate authority as defined in the D.Net Framework of Internal Governance (FIG).

Article: 6 Meeting of the General Body:

6.1. Meeting of the General Body:

a. Chairman of the Governing Body will chair all the meetings of the General Body.

b. Meeting of the General Body will take place every two years. Executive Director on behalf of the Chairman of the Governing Body will call the meeting of the General Body with at **least one month written notice**. The period of notice will be counted from the date of issue of such notice.

c. Proceedings of the meeting of the General Body:

- i) Minimum 50 per cent presence of the members of the General Body will be considered as quorum.
- ii) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called on the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to a date, time and place as may be decided, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- iii) The Chairman shall be entitled to take the chair at every meeting of the Organization including the General Meeting. If there be no Chairman or if at any meeting s/he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unable to be present due to illness or any other cause, or is unwilling to act, the members of the General Body present may choose one amongst themselves to act as Chairman of the meeting and in default of their doing so, the members present shall choose one of the members of the General Body to take the chair and if no such member is present or such member is not willing to take the chair, the members present shall choose one amongst themselves to act as the Chairman of the meeting.
- iv) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- v) At any bi-annual meeting of the General Body a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of the proceedings of the Organization shall be conclusive evidence of the fact, without proof the number of promotion of the votes recorded in favor of, or against, that resolution of the meeting at which the poll was demanded.
- vi) In the case of an equality of votes, whether on a show of hands or on a poll, the person of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

6.2. Election of the Governing Body and Vice Chairman in the meeting of the General Body:

- a. The General Body will form an electoral committee for conducting the election of the Governing Body. The election

will be conducted for members of the Governing Body.

- b. Any general member can propose one or more names for the membership of the Governing Body and for the vice chairman in the meeting of the General Body. The proposal must be supported by another general member.
- c. In case number of names is equal to the number of positions in the Governing Body and person, no voting will take place. The proposed names will be considered as the members of the Governing Body and person respectively. The Executive Director will be automatically the member of the Governing Body.
- d. Any proposed name can be withdrawn by written submission to the electoral committee.
- e. If number of proposed names for the Governing Body exceeds the number of positions, an election will take place. The electoral committee will propose two options for election:
 - i. By raising hands: for each name general members present in the meeting will raise hand. The number of hands will be counted by the electoral committee and announced in the meeting. The number of votes will be recorded against the nominee. After the procedure is complete top listed nominees within the member positions will be considered as elected members in the Governing Body.
 - ii. Ballot system: For all proposed names each member can put tick against maximum number of nominees, which is equal to the number of position in the Governing Body. Each voter will tick against maximum three names of the person.
 - iii. The nominees with highest vote will be considered as elected as the members of the Governing Body. Each member, contested for the membership in the Governing Body will sign the final result sheet.
 - iv. The newly elected members of the Governing Body will elect the person of the Governing Body by simple majority. The newly elected person of the Governing Body will act as the person of the Governing Body automatically.
- f. Any other procedure for the election may be decided by the simple majority of the meeting of the Governing Body.

6.3. The general meeting with simple majority will appoint reporters of the general meeting. The general meeting will finalize the agenda of the meeting, which will be proposed by the Executive Director, the member secretary of the

Governing Body.

6.4. The competence of the General Body

- i. The General Body can discuss any matter of the organization and call for explanation to the Executive Director
- ii. However, the matters which may be in the agenda of the General Body are:
 - a. approval of the progress report of the organization for the period between two general meeting
 - b. approval of the financial report of the organization
 - c. approval of the five year plan of the organization, where applicable
 - d. any other matter (s) decided in the Governing Body

6.5 Other than members of the founding body the additional maximum 9 persons may be included into the General Body by invitation of the Governing Body with a unanimous decision for such inclusion.

6.6. Power of the General Body:

- a. To give the overall policy guidance and direction for the efficient functioning of the organization.
- b. To approve biennial activity report of the organization
- c. To approve bi financial report of the organization
- d. To elect the Governing Body for the next two years term.
- e. To amend the memorandum and Rules and Regulations of the D.Net.
- f. Any decision under this article will be taken on the basis of two third majorities present in the meeting except the election of the Governing Body.

Article: 7 Meeting of the Governing Body

7.1. There shall be a Governing Body of the organization and that shall be composed following the rules and procedures described in the Article 4 and Article 6.2 of this Rules and Regulation. The Chairman of the Governing Body shall preside over all meetings of the Governing Body. In his/her absence the meeting will decide on a chair for that meeting. The Chairman may invite any person other than member to attend the meeting. Such invitee, to be known as special invitee, shall not, however, be entitled to vote at the meeting.

7.2. There will be two types of meeting of the Governing Body (i) Annual meeting (ii) Ordinary meeting. Every year there will be at least one ordinary meeting of the Governing Body. In case, there is only one ordinary meeting in a year, the ordinary meeting will be considered as annual meeting. The Governing Body shall have the following powers and functions in Annual Meeting, namely:

- a. to give overall policy guidance and direction for the efficient functioning of the Organization between the two meeting of the Governing Body of the organization.
- b. to approve the annual budget of the Organization drawn up by the Executive

Committee (EC);

- c. to consider the balance sheet and audited accounts for the previous year, prepared by the Treasurer and authorized person by the Executive Committee.
- d. to consider and approve the annual report prepared by the Executive Committee;
- e. to amend these presents, if deemed necessary, by way of addition, alternation, modification or substitution;
- f. to perform such other functions as are entrusted to it;
- g. go delegate such of its powers and functions to other authorities of the Organization as it may consider necessary and proper;
- h. to appoint Auditors;
- i. to elect members of the Executive Committee.
- j. total number of the members of the Governing Body must not exceed 11 (eleven)
- k. any decision under the Article 7.2 will be taken on the basis of the majority present in the meeting. The ordinary meeting of Governing Body will pursue the matters under articles 7.2 (a). 7.2 (g) and 7.2 (k)
- l. to approve appointment of staff conducted by the Executive Director.

7..3. A requisition for a meeting of the Governing Body can be placed by 50% of the members of the Governing Body.

7.4. Any such requisition shall specify the objectives of the meeting required and shall be signed by the requisitionists, and shall be deposited at the registered offices of the Organization. The meeting must be convened for purposes specified in the requisition only.

7.5. If the Governing Body does not proceed to call a meeting to be held within thirty days from the date of the requisition being deposited, the requisitionists or a major of them shall be entitled to call such a meeting with 15 days clear notice, which shall be called Extra-ordinary meeting of the Governing Body.

7.6. Any meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Governing Body.

7.7. One day notice at least, (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day of which the notice is given), specifying the place, the day and the hour of meeting, and in case of special business, the general nature of such business, shall be given in respect of every Meeting whether Ordinary or Extraordinary, to the members of the Governing Body in the manner in which notices are required to be served in accordance with the provisions herein below. Notwithstanding anything here in before

contained, a meeting may be convened by such shorter notice and in such manner as those members may think fit with the consent of all the members entitled to receive notice thereof.

7.8 The accidental omission to give any such notice to or the non-receipt to notice by any of the members shall not invalidate the proceeding of any such meeting.

Article: 8 Proceedings
the Meeting
of the
Governing
Body:

8.1. The business of an Annual Meeting shall be to receive and consider the profit and loss account, income and expenditure account and the balance-sheet, the annual report and of the Auditors, the election of members of the Executive Committee, if required or found necessary, and the election/appointment of the Auditor(s) and fixation of their remuneration, and to transact any other business which may be transacted at an Annual Meeting.

8.2. Minimum half of the total members will form the quorum of any kind of Meeting of the Governing Body.

8.3. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called on the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to a date, time and place as may be decided, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

8.4. The Chairman shall be entitled to take the chair at every meeting of the Governing Body. If there be no Chairman/Vice-chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unable to be present due to illness or any other cause, or is unwilling to act, the members of the Governing Body present may choose one amongst themselves to act as Chairman of the meeting and in default of their doing so, the members present shall choose one of the members of the Governing Body to take the chair and if no such member is present or such member is not willing to take the chair, the members present shall choose one amongst themselves to act as the Chairman of the meeting.

8.5. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

8.6. At any annual meeting of the Governing Body a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of the proceedings of the Organization shall be conclusive evidence of the fact, without proof the

number of promotion of the votes recorded in favor of, or against, that resolution of the meeting at which the poll was demanded.

8.7. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

Article: 9 Vote of
 Members:

9.1. On a show of hands every member present in person shall have one vote. On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer.

9.2. No person shall act as a proxy unless he is a member.

9.3. The instrument appointing him shall be deposited at the registered office of the Organization not less than forty-eight hours before the time of holding the meeting at which he proposes to vote.

Article: 10 Executive
 Committee:

10.1 The affairs of the Organization shall be managed by Executive Committee, which shall have the responsibility to determine the direction and scope at the activities of the Organization. The Executive Committee shall exercise full management and financial control of the Organization through an operational team which will be composed of members of the Governing Body and or appointed on salary/honorarium basis. The Executive Committee shall comprise member secretary of the Governing Body with Executive Director and other members of the Governing Body and/or representatives from appointed on salary staffs.

10.2. The Executive Committee shall be responsible for the management and administration of the affairs of the Organization in accordance with the Rules and regulations of the D.Net and Framework of Internal Governance (FIG) approved by the Governing Body

10.3. The number of members of Executive committee shall not exceed five. The composition of the Executive Committee will be as follows:

Chairman: 01 [Generally from the members of the Governing Body]

Member Secretary: 01 [By default the Executive Director]

Members: 03 [All three should be full time staff of the D.Net, maximum two should be from the staffs, who is not a member of the Governing Body].

10.4. Executive Committee will be appointed by the Governing Body every year along with the meeting of Governing Body or annual meeting of Governing Body.

10.5. The membership of the Executive Committee shall terminate (a) on his/her ceasing to be a member of the Organization in terms of clause 3.1 of Rules, or (b) on his/her absent from three consecutive meetings of the Executive Committee without leave of absence from the Executive Committee, or (c) on his/her resignation in writing to the Executive Committee.

- Article: 11** Power of the Executive Committee:
- 11.1. The Executive Committee shall have the power to approve programmes, projects, appoint staff according to the framework of internal governance, seek and accept contributions, authorize contracts in the name of the organisation, define and promote activities of the organization, approve quarterly budget, select auditors for the approval of the Governing Body, execute business delegated by the Governing Body through proper deployment of resources. It may delegate duties and powers to the officers and employees of the organization.
- 11.2 The Executive Committee shall have the power to make bye-laws for smooth running of the Organization
- Article: 12** Meeting of the Executive Committee:
- 12.1. The Executive Committee shall hold at least twelve meetings one in each month of the year and shall be called on behalf of the Chairman, Executive Committee by the Executive Director.
- 12.2. All meeting of the Executive Committee shall be presided over by the Chairman of the Executive Committee and in case of Chairman is not present at the meeting within 15 minutes of the stated time of the meeting, members present shall choose, in his place, one of themselves to be Chairman of the meeting.
- 12.3. Minutes of the meetings of the Executive Committee shall be recorded by a member of the Executive Committee, appointed by the meeting. The minutes shall be duly approved or corrected at the following regular meeting and filed in the permanent records of the Organization.
- 12.4. Members of the Governing Body, other than the Executive Director or such other person as may be named by the Organization in Annual Meeting, shall not receive any compensation for the services to the Organization and/or receive any profit out of the business of the Organization.
- 12.5. Every notice calling for a meeting of the Executive Committee shall state in writing the date, time and place of the meeting and shall be sent to every member of the Executive Committee, ordinarily seven days before the day appointed for the meeting.
- 12.6. Any inadvertent omission to give notice or the non-receipt or late receipt of a notice by any member shall not invalidate the proceedings of the meeting.
- 12.7. Two third members of the Executive Committee present in person shall constitute a quorum. No meeting shall proceed with its business unless a quorum is present at the commencement of the business of the meeting. No quorum shall, however, be necessary for an adjourned meeting.
- 11.8. Each member of the Executive Committee shall have one vote. All questions at meetings of the Executive Committee shall be determined by a vote of members present provided that in case of equality of votes, the Chairman shall have a casting vote.

11.9. The proceedings of all meetings of the Executive Committee and resolutions passed by circulation shall be recorded in a book which shall be maintained by the Organization for this purpose.

11.10. The Executive Committee shall exercise all executive and financial powers of the Organization, subject to such direction as may be issued by the Governing Body from time to time.

11.11. The Governing Body shall exercise all executive and financial powers of the Organization, subject to such direction as may be issued by the Governing Body from time to time.

11.12. In particular and without prejudice to the generality of the foregoing provisions, the Executive Committee shall have the powers, subject to the provisions hereof, to:

- i. prepare and approve annual plans and programs for the furtherance of the objectives of the Organization to be placed in the annual meeting of the Governing Body
- ii. prepare the annual and supplementary budgets for approval by the Governing Body with such modifications as may be deemed necessary
- iii. prepare the annual report and cause the preparation of the accounts of the Organization for consideration of the Governing Body;
- iv. vacate posts and approved appointment of such staff as may be required for the efficient management of the affairs of the Organization and regulate the recruitment and terms and conditions of their service.
- v. receive and have custody of the funds and resources of the Organization and manage the properties of the Organizations;
- vi. incur expenditure subject to the provisions of the approved budget by the Governing Body
- vii. enter, for and on behalf of the Organization, into agreements including those containing arbitration clauses
- viii. consider and approve terms and conditions governing scholarships, fellowships, deputation's, consultancy, grants-in-aid, research schemes and projects
- ix. to impose and recover fees and charges for the services rendered by the Organization

11.13. The Governing Body may by resolution delegate such administrative, financial and other powers to its Chairman, Executive Director, committees, sub-committees, panels and boards or any other officer of the Organization as it may consider necessary and proper, subject to the condition that action taken by them under the powers so delegated, shall have to be confirmed and/or rectified at the next meeting of the Governing Body.

Article: 13 Responsibilities of the Office Bearers:

13.1. Chairman

There shall be a Chairman of the Organization who shall be selected/elected by the Governing Body amongst general member. The chairman will be elected every two years in the meeting of the Governing Body according to the rules and procedures described in the Memorandum of Association and Rules and Regulations of the Organization. The Chairman shall preside over all meetings of the Governing Body and the Governing Body of the Organization. The Chairman may herself/himself call or may request the Member Secretary to call a meeting of the Governing Body at any time. The Chairman may in writing delegate such of the powers, as s/he may consider necessary to the Member Secretary. The first Chairman of the Organization shall be **Dr. Debapriya Bhattacharya** and he shall be deemed to have been nominated in accordance with the provisions of these presents.

13.2. Executive Director

The Executive-Director shall be the Chief Executive Officer of the Organization. He shall be nominated or appointed by the Governing Body and he shall receive such emoluments, benefits and facilities and will be governed by such terms and conditions as may be determined by the Governing Body from time to time. The Executive Director will also work as the Member Secretary of the Governing Body and the Executive Committee. The first Executive Director of the Organization shall be **Dr. Ananya Raihan** and he shall be deemed to have been appointed in accordance with the provisions of these presents.

- i. The Executive Director shall be responsible for the day-to-day management of the Organization and without prejudice to the generality of the foregoing; he shall be responsible to perform the following functions in consultation with the Chairman.
- ii. For the proper administration of the affairs, funds and resources of the Organization, including formulation of annual plans and the annual budget;
- iii. For execution of the annual plan approved by the Governing Body;
- iv. For making, drawing, endorsing, signing, accepting, negotiating and giving all cheque, bills of lading, drafts, orders, bills of exchange, promissory notes and other negotiable instruments as may be required by and be in the interest of the Organization;
- v. For securing the fulfillment of any contract, agreements or engagements entered into by the Organization by mortgage or charge of all or any of the properties of the Organization from time to time or in such manner as he may think fit in the interest of the Organization.
- vi. For appointing and at his discretion removing or suspending officers and other employees, either permanent or temporary as he may think fit and for determining their powers and duties and fixing their salaries or emoluments and for requiring security in such instances and to such amount as he thinks fit according to the Framework of Internal Governance (FIG).

- vii. For prescribing the duties of all employees and staff of the Organization;
- viii. For instituting, conducting, defending or abandoning any legal proceedings by or against the Organization or its officers or otherwise concerning the affairs of the Organization and also for compounding and allowing time for payment or satisfaction of any debts due and of any claims or demands by or against the Organization and for appointing advocate (s) for the purpose;
- ix. For referring any claims or demands by or against the Organization to arbitration and observing and performing the awards;
- x. For exercising supervision and disciplinary control over the work and conduct of all employees of the Organization;
- xi. For coordinating and exercising general supervision over all the activities of the Organization;
- xii. The Executive Director may in writing delegate such of his powers as he may consider necessary to any officer of the Organization with the approval of the Chairman.
- xiii. According to the decision of the governing any staff can act as Acting Executive Director for a maximum one year period at a time. All rights and obligations of the Acting Executive Director shall be similar to the regular Executive Director except the financial compensation. However, Governing Body may decide on extra allowances for such appointments. The person fulfilling the responsibility of the Acting Executive Director shall return to original position at the decision of the Governing Body.

13.3. Treasurer

The Treasurer shall be responsible for looking after the overall financial matter of the organization through appropriate delegation of authorities according to the Framework of Internal Governance (FIG).

13.4. Members

Member shall actively contribute to the activities and participate in different activities for promotion of the organization and achieving the objectives of the organization.

Article: 14 The Seal, Logo and Slogan:

14.1. The Organization shall have a seal in such form, as may be approved by the Governing Body.

14.2. The seal shall be affixed to any document or instrument to be executed by the Organization by such person authorized by resolution of the Governing Body

14.3.



14.4. **SLOGAN:** Development Research Network

- Article: 15** Bank Account:
- 15.1. The Organization may open bank accounts of different types (current, savings, fixed deposit etc.) in any scheduled banks, however foreign grants shall be operated through separate bank account in any scheduled bank.
- 15.2. All bank accounts shall be operated by the signatory/signatories, who is/are selected by Governing Body in accordance with Framework of Internal Governance

- Article: 16** Accounts:
- 16.1 The Treasurer shall keep proper books of account with respect to:
- a. All sums of money received and expended by the Organization and the matters respect of which the receipts and expenditures take place;
 - b. All sales and purchases of goods/services of the Organization.
 - c. The assets and liabilities of the Organization.

16.2. The books of account shall be kept at the registered office of the Organization or at such other place as the Executive Committee shall think fit and shall be open to inspection by the members of the Governing Body during business hours.

16.3. The General/Governing Body shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Organization or any of them shall be open to the inspection of the members of the Organization not being members of the Governing Body, and no member (not being a member of the Governing Body) shall have any right of inspecting any account or book or document of the Organization except as conferred by law or authorized by the Governing Body or by the Organization in annual meeting of the General/Governing Body.

16.4. The Executive Committee shall prepare and place before the Organization in the Annual Meeting of the Governing Body such profit and loss accounts, income and expenditure accounts, balance-sheets and reports as are referred to those sections.

16.5. The organization shall open and maintain accounts with banks and financial institutions and such accounts shall be opened under the joint signature of at least two key persons as stipulated in the framework of internal governance. An authorized person, who is in charge of day to day financial management according to the framework of internal governance may keep petty cash upto Taka 5000 (five thousand) only for routine office work and replenish it as and when necessary.

- Article: 17** Audit:
- In every financial (July-June) year the books of accounts of the organization shall be examined and the correctness of the receipts and payments, profit & loss and balance sheet are to be ascertained by one or more auditors to be

selected by the Governing Body. Such auditing will be carried out by an audit firm approved by the government or registration authority.

Article: 18 Notice: 18.1. A notice may be given by the Organization to any member either personally, or by sending it by post to him to his registered address. If a member fails to notify the Organization of his registered address or the members has no registered address, a notice addressed to him and advertised in a newspaper circulating in the neighborhood of the registered office of the Organization shall be deemed to be duly given to him on the day on which the advertisement appears.

18.2. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

Article: 19 Indemnity: Every member of the Governing Body, Chairman, Executive Director or other officer or employees of the Organization shall be indemnified by the Organization against all cost, losses or expenses which they may incur or become liable to pay by reason of any contract entered into or act or deed done by them in discharge of their duties in good faith and any loss occasioned by any error of judgment, damage or misfortune which may happen in the execution of their duties in connection with the affairs of the Organization unless the same happens through their own willful neglect or fault, and it shall be the duty of the Governing Body, out of the funds of the Organization to pay. Similarly, the organization is not liable for any liability of any staff, which may arise in the course of transaction which is not related to the organization.

Article: 20 Amendment: These Regulations may be amended, modified, substituted, altered or repealed by a three-fifth majority of the members present and voting on a special resolution for the purpose at Meeting of the Governing Body, 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 Organization at least twenty-one days prior to the meeting.

Article: 21 Dissolution: If upon winding up or dissolution of the Organization there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the organization but shall be given or transferred to some other Organization to be determined by the members in the meeting of the Governing Body.

We, the several persons whose names, father's names, addresses, professions and nationality are given below are desirous of being formed into an Organization under Societies Act not for profit in pursuance of the above Rules and Regulations.

Sl No	Name & Father's Name	Address	Profession	Nationality	Signature
1.	Dr. Debapriya Bhattacharya S/O Justice Debesh Bhattacharya	Center for Policy Dialogue (CPD), House # 40/C, Road # 11, Dhanmondi R/A, Dhaka – 1205	Economist	Bangladeshi	
2.	Dr. Toufic Ahmad Chowdhury S/O Late Taffazal Ali Chowdhury	Faruki House Gangchar, Comilla	Economist	Bangladeshi	
3.	Prof. Mustafizur Rahman S/O Mr. Fazlur Rahman	57 North Road, Dhanmondi R/A, Dhaka – 1025	University Teaching	Bangladeshi	
4.	Dr. Ananya Raihan S/O Prof. Muhammed Idris Ali	B-4 Sobhanbagh, Savar, Dhaka;	Researcher	Bangladeshi	
5.	Mr. Jahirul Islam S/O A B M Shafiqul Islam	Nahar Bhaban, 35/e, Shah Ali Bag , Mirpur 1, Dhaka – 1216	Researcher	Bangladeshi	
6.	Dr. Shahnaz Karim D/O Mr. Rezaul Karim Khan	39/5A, North Pirebargh, Dhaka – 1216	University Teaching	Bangladeshi	
7.	Ajoy Kumar Bose S/O Late Arun Kumar Bose	Vill+Post: Keshabkathi, Upazila: Wazirpur, Barisal	Development Worker	Bangladeshi	
8.	Mr. Azmat Khan S/O Late M. Auzam Khan	Vill : Lauhati, Upazila- Delduar, Tangail	Business	Bangladeshi	
9.	Mahmud Hasan S/O Md. Siddique Hossain	Kaunai Main Road, Kawnia, Barisal	Development Worker	Bangladeshi	
10.	Mr. Arif Al Mamun S/O Professor Muhammad Mutiur Rahman	vill.- Baherchar, Post. – Tejkhali, Thana - Bancechampur, Dist. – Brahmanbaria	Teaching	Bangladeshi	
11.	Mr. Anir Chowdhury S/O Dr. A.M Chowdhury	House No. 71, Road No 11A, Dhanmondi R/A, Dhaka – 1209	Business	Bangladeshi	
12.	Mr. Mridul Chowdhury S/O Dr. A.M Chowdhury	House No. 71, Road No 11A, Dhanmondi R/A, Dhaka – 1209	Researcher	Bangladeshi	
13.	Mr. A.K.M Fahim Mashroor S/O Late AKM Abu Taher	156 Shantinagar, Dhaka – 1217	Business	Bangladeshi	
14.	Ashif M. Touhid S/O: Late AKM Abu Taher	154 Monipuripara, Bldg -6, Apt. No- D, Dhaka	Business	Bangladeshi	
15.	Mr. Dipak Kamal S/O Prof. Muhammed Idris Ali	B-4 Sobhanbagh, Savar, Dhaka	University Teacher	Bangladeshi	
16.	Mr. Shah Md. Ahsan Habib S/O Shah Abdur Rahman	Shahbag, Kaunia, Rangpur	Teaching	Bangladeshi	
17.	Mr. M. Shahadat Hossain S/O Late Haji M. Anwarullah Miah	House # 75, Street # 6, D.O.H.S. (old) Banani, Dhaka	Researcher	Bangladeshi	
18.	K.S. Sarwar Uddin Ahmed S/O: Shah Shamsuddin Ahmed	143 East Ulan Ahmed Vila, Dhaka - 1219	Teaching	Bangladeshi	

END