THE COMPANIES ACT 1994  
(ACT. XVIII OF 1994)  
A PRIVATE COMPANY LIMITED BY SHARES  
Memorandum of Association  
of  
——————- LTD.  
I. The name of the Company is ————- LIMITED.  
II. The Registered Office of the Company will be in Dhaka.  
III. The objectives for which the company is established are all or any of the following provided that  
permission/approval/license from the Government or its appropriate agency and the concerned local government  
authority shall be obtained wherever it is so required by law, rules or regulations:

1. To carry on the business of manufacturing, trading, buying, selling, indenting, exchanging, converting, altering, importing, exporting, processing, Marketing, distributing, stocking, Merchandising and wholesaling consumer and Food product.
2. To  carry  on  the  business  as  builders,  property  developers,  Civil,  mechanical  and labor   contractors,   building   and   erection   engineers,   dealers   in,   importers, exporters  and  manufactures  of  prefabricated and precast  houses,  materials,  tools, implements,  machinery  and  metal  ware  in  connection therewith  or  incidental thereto  and  to  carry  on  any  other  business  that  is customarily,  usually  and conveniently  carried  on  therewith  in  or  outside  India  and  to  purchase,  acquire, take  on  lease  or  in  exchange  or  in  any  other  lawful manner  any  area,  land, buildings, structures and to turn the same into account, develop the same dispose off or maintain the same.
3. To carry on all or any of the business as the manufacturers, processors, the converters, the spinners, the weavers, the finishers, the producers, the suppliers and contractors, the exporters, the importers, the distributors, the agents, the traders, the wholesalers, the retailers, and the dealers of all kinds of knitted wear products, garments accessories (bags, hand bags etc.) readymade garments, worsted yarn, sweaters, and other allied products, specialized textile cotton, silk and synthetic products, spooling and thread tape lace
4. To carry on the business of Construction item, Paper, Jute item, Leather item, Textiles, Paper item, car, Cement, exercise instrument, Sports item, Medical oriented product, candy, mobile phone, computer parts, cosmetic item, Medicine, and all types of Stationery item production. Do business of sole agents, sole distributor’s commission agents, and manufacturer’s representatives, manpower recruiting agents.
5. To maintain all information relating to the clients business operations, practice and related systems in absolute confidentiality. The success surmounted through the humble reputation of developing various software at attractively low cost ensuring better product lives.
6. To carry on all or any of the business of running operating, managing and supplying data processing and information retrieval systems (whether or not remotely located and including but not limited to telex systems) and systems utilizing the capture storage processing, transmission or reception of message and signals (including but not limited to data, sound and visual images) by with the aid of, in conjunction with, or in any way utilizing computers operating, managing, supplying and dealing in services and facilities of all kinds which incorporate, use or are used in conjunction with in connection or ancillary to, systems of such description as aforesaid or any of the apparatus and equipments comprised therein.

To establish agencies or business or branches in home or elsewhere and regulate all things which the company lawfully may do as principals, agents, trustees, contractors or otherwise. To enter into any agreement or contract or deal with any kind of company, firm or persons for business and trade or run any industry with any means which benefit or profit to the company. To take or otherwise acquire and hold shares in any other such company having main objects altogether or in part similar to those of this company. To make draw, accept, discount, execute,

**We, the several persons whose names and address are subscribed are desirous of being formed into company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of this company set opposite to our respective names:-**

|  |  |  |  |
| --- | --- | --- | --- |
| SL. NO. | Name, Address, Description and Nationality of subscribers | Position of the subscribers | Signature of the subscribers |
| 01 | Name:  Father’s Name:  Mother’s Name:  Phone:  E-mail:  DOB:  NID:  TIN:  Address: | Chairman |  |
| 02 | Name:  Father’s Name:  Mother’s Name:  Phone:  E-mail:  DOB:  NID:  TIN:  Address: | Managing Director |  |

|  |  |
| --- | --- |
| Witness 1 | Witness 2 |
| Name:  Address:  Phone: | Name:  Address:  Phone: |

Dated the ……………………………………….day of ……………………………..2021

THE COMPANIES ACT 1994  
(ACT. XVIII OF 1994)  
A PRIVATE COMPANY LIMITED BY SHARES  
Articles of Association  
of  
——————- LTD.  
PRELIMINARY  
1. The Regulations contained in the schedule-1 of the companies Act, 1994 shall apply to this company with respect  
to such provisions as are applicable to a Private Limited Company , so far only as they are not negative or modified  
by or are not contained in the following articles or any other articles that may from time to time be framed by the  
company.  
2. In construing of these Articles unless there shall be something repugnant in the subject or context inconsistent  
there with:-  
a) “Act” means the Companies Act, XVIII of 1994.

b) “Company” means the ——— LTD.  
c) “Office” means the Registered Office of the Company for the time being.  
d) “Year” means the English Calendar year as followed by the Company.  
e) “Month” means the calendar month according to the English Calendar year.  
f) “Directors” means the Board of Directors of the Company for the time being.  
g) “Board” or “Board of Directors” means the Board of Directors of the Company for the time being.  
h) “In Writing” means written or printed, partly written and partly printed and includes lithography, type printed and  
other means representing word in a visible form.  
i) Word imparting the singular number only includes the plural number and vice versa.  
j) “Member” means the legal owner the share name where of being appeared in the Members register.  
PRIVATE COMPANY  
3. The Company is a Private Limited Company within the meaning of section 2(1) under clause (Q) of the companies  
Act,1994 and accordingly the following shall apply:-  
a) No invitation shall be issued to the public to subscribe for any share, debenture of the company;  
b) The number of members of the Company (exclusive of the persons in the employment of the company) shall be  
limited to fifty; and  
c) The right to transfer shares of the company is restricted in the manner and to the extent hereinafter provided.  
SHARE CAPITAL  
4. The Authorized Share Capital of the Company is Tk. 1,00,00,000/- (Ten lakh) divided into 1,00,000 (Ten Lac)  
Ordinary Shares of Tk. 100/- each with power to increase or reduce the same value of its shares.  
5. Subject to the provisions of the Articles, the share shall be under the control of the directors who may allot or  
otherwise dispose of the same.  
COMMENCEMENT OF BUSINESS  
6. The business of the Company shall be commenced from the date of incorporation of the company.  
SHARE CERTIFICATE  
  
7. The certificate of title to share and duplicate thereof whenever necessary shall be issued to the members under the  
common seal of the company and shall be signed by the Chairman and Managing Director of the company.  
8. If any share certificate is defaced, worn out, destroyed or lost, it may be re-issued on such evidence being  
produced and such indemnity (if any) being given as the Directors require and (in case of defacement or wearing out)  
on delivering of the old certificate and on payment of such sum not exceeding Tk.5.00 as the Directors may from time  
to time require.  
LIEN  
9. The company shall have a paramount lien on every share (not being a fully paid share) for all moneys called or  
payable at a fixed time in respect of that share, the company lien, if any, on a share shall extend to all dividends  
payable thereof.  
TRANSFER AND TRANSMISSION OF SHARES  
10. No transfer of any share shall be made or registered without the approval of the Board of Directors who may  
without assigning any reason decline to give any such approval and shall decline any transfer involving contravention  
of clause 3(b) of these articles. No share shall be transferred to any outsiders as long as any existing member is  
willing to purchase the same at a fair value to be determined by the Directors in a Board Meeting.  
11. The certificate of shares shall accompany the Instrument of Transfer of shares for transfer of shares previously  
approved by the Board of Directors.  
12. In the case of death of a member, the survivor where the deceased was a joint holder, and the legal personal  
representative of the deceased where he was a sole holder, shall be the only persons recognized by the company as  
having any title to his interest in the shares, but this Articles does not release the estate of a deceased sole/joint  
holder from any liability in respect of the said share.  
BORROWING POWER  
13. The Managing Director may from time to time with the approval of the Board of Directors may borrow from any  
source either from any commercial or schedule banks, or financing institutions or firms any sum of money required for  
the purpose of the company and secure the payment or repayment of such money so borrowed in such manner and  
upon such terms and conditions in all respects duly approved by the Board of Directors deemed fit in particular by  
hypothecation or charge on all or any part of the property of the company (both present and future) including its  
uncalled capital for the time being.  
GENERAL MEETING  
14. The general meeting of the company shall be held within eighteen months from the date of incorporation of the  
company and thereafter once in every calendar year (not being more than fifteen months after holding of the preceding general meeting) at such time and place as may be decided by the Directors of the company. The above  
mentioned general meeting shall be called “ORDINARY GENERAL MEETING” and all other general meeting of the  
company shall be called “EXTRA-ORDINARY GENERAL MEETING”.  
15. The Directors may at any time call an extra-ordinary general meeting and an extra-ordinary general meeting may  
also be called on requisition made by the shareholders in accordance with the provisions of section 84 of the  
companies Act 1994.  
APPOINTMENT AND REMOVAL OF A DIRECTOR  
16. The company may appoint or remove a Director from the company in its Annual General Meeting.  
PROCEEDING OF GENERAL MEETING  
17. Subject to the provision of section 87(2) of the Companies Act, relating to special resolutions at least fourteen  
days notice specifying the place, the day and the hour of the general meeting and in case of special business, the  
general nature of such business, shall be given to the members in such manner as may be prescribed by the  
company in a general meeting, but accidental omission to give such notice, to or non-receipt of such notice by any  
member shall not invalidate the proceedings of the general meeting. A general meeting may, with the consent in  
writing of all the member be convened by a shorter notice and in any manner they think suitable.  
18. No business shall be transacted at any general meeting unless the quorum of members is present at the time  
when the meeting proceeds to transact business. TWO members personally present shall form the quorum of any  
general meeting.  
VOTE OF MEMBERS  
19. No member shall be entitled to vote unless all installments or calls or other sum or sums presently payable by  
him, in respect of his holding of shares in the company has been paid.  
DIRECTORS  
20. Until otherwise determined in the general meeting the number of Directors of the company shall not be less than  
TWO and not more than TEN.  
21. The following persons shall be the first Directors of the company.  
a) —————-  
b) —————-  
22. The qualification of a Director shall be holding of share of 1000 (One thousand) ordinary shares of Tk. 100/- each  
in the Share Capital of the Company in his/her own name alone and not jointly with any others.  
23. The remuneration of a Director shall not exceed Tk. 500/- (Taka five hundred) each for meeting of the Directors  
attended by him together with such traveling and other expenses as may be incurred for attending the meeting.  
24. If any Director be called upon to perform any extra service or to make any special exertion for the Company, the  
Directors so doing may be remunerated either by a fixed sum or by a percentage on the profit of the Company as  
may be decided by the Company in General Meeting.  
25. Every Director shall vacate his office in the event of:  
a) He is failing to obtain the qualifying share.  
b) He becoming bankrupt or insolvent or on becoming unsound mind.  
c) He resigning from the office by giving notice in writing to the company.  
d) And if he acts in contravention of the section 86(f) of the Companies Act 1994.  
QUORUM  
26. Until otherwise determined by the Company in general meeting 2 (TWO) Directors present in person shall form  
the quorum of board meeting.  
POWER OF DIRECTORS  
27. The Management and control of the business of the company shall be vested in the Board of Directors who in  
addition to the powers and authorities by these presents or otherwise expressly conferred on them may exercise all  
such powers and do all such acts and things as may be exercised or done by the company and are not hereby or by  
the act expressly directed or required to be exercised or done the company in general meeting, but subject  
nevertheless to the provisions of the act and of these presents and to any By-law from time to time made by the  
Company in general meeting, provided that no regulation so made shall invalidate any prior act of the Directors which  
would have been valid if such regulation had not been made.  
28. Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by  
these presents, it is hereby expressly declared that the Directors shall have the following powers that is to say,  
power:-  
a) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and  
registration of the Company.  
b) To purchase or otherwise acquire for the Company any property, rights or privileges that the Company is  
authorized to acquire at such price and generally on such terms and conditions, as they think fit.  
c) To pay for any property, rights, and privileges acquired by the company in cash or in shares of the Company and  
any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be  
agreed upon.  
d) To secure the fulfillment of any contract or engagements entered into by the Company by mortgage or charge on  
all or any of the property of the Company and its unpaid capital for the time being or in such other manner as they  
may think fit.  
e) To accept from any member, on such terms and conditions as shall be agreed but subject to the provisions of the  
act, as surrender of his share or any part thereof.  
f) To deal with any of the moneys of the Company not immediately required for the company’s purpose in or upon  
such investments or securities (not being shares in this company) and in such manner as they may think fit, and from  
time to time to vary or realize such investments.  
g) To provide for the welfare of the employees or company and their wives and dependents and to award bonus or  
other payments for the benefits of such persons as may appears to the Directors just proper and to set aside a  
portion of the profit of the company to form a fund to build or contribute to the building of houses and subscribing to  
provident fund and other funds and establishment of schools, recreation centers and hospitals which will, the opinion  
of the Directors, tend to increase the repute of the company among its employees and the public.  
CHAIRMAN  
29. ———- shall be the first Chairman of the Company for a period of 5 (Five) years from the date of incorporation.  
a) He will preside all over the meeting and supervision all the activities of the company.

b) Full power to draw, sign, accept, endorse and negotiate, on behalf of the company, all bills of exchange,  
promissory notes, cheques, government papers and securities and all other instruments as shall necessary, proper  
and expedient for carrying on the business of the company.  
MANAGING DIRECTOR  
30. ———- shall be the first Managing Director of the company for a period of 5 (Five) years from the date of  
incorporation. His remuneration shall be fixed by the general meeting.  
31. Subject the control and supervision of the Board of Directors, the Managing Director shall exercise the following  
powers:-  
a) Control over the management of the business of the company with full power to do all acts, matters and things  
deemed necessary, proper and expedient for carrying on the normal day to day business of the Company.  
b) To make and sign all contracts to the business of the Company including contracts for sales and purchases and  
contracts for leases of property.  
c) To have the engagement and dismissal of managers, other officers, assistants, clerks, agents and special services  
and to determine their authorities and duties and to fix their authorities and to fix their remuneration’s.  
  
d) To sign all receipt for money paid to the company and all vouchers of payment made by the company and such  
signature shall be an effectual discharge for the money’s therein stated to have been received or paid.  
e) All the power, authority and discretion of the Board of Directors of the Company except as those which are  
otherwise stated by the Companies Act 1994 or by these presents are expressly directed to be exercised by the  
Board of Directors collectively or by the shareholders in general meeting.  
BANK ACCOUNT  
32. The company shall open Bank Account(s) with any schedule Bank in Bangladesh and abroad and shall be  
operated the same by the Signature of the Chairman of the company.  
COMMON SEAL  
33. The common seal of the Company shall not be affixed to any instrument except by the authority of a resolution of  
the Board of Directors in the presence of at least two Directors who shall sign such instrument to which the seal of the  
Company is so affixed in their presence.  
ACCOUNTS  
34. The Directors shall cause to be kept proper books of account with respect to:-  
a) All sums received and spent by the Company.  
b) All sales and purchases of goods and services by the Company.  
c) The assets and liabilities of Company.  
35. The books of account shall be kept at the registered office of the Company or at such place as the Directors shall  
think suitable and shall be open to inspection by the Directors during business hours.  
AUDIT  
36. Once at least every year the accounts of the Company shall be examined and the correctness of the profit and  
loss account and balance sheet ascertained by one or more Auditors appointed for the purpose and the provision of  
section 210 to 213 of the companies Act 1994.  
37. The company in general meeting shall fix the remuneration of the auditors except that they fix the remuneration of  
any auditor appointed by the Board of Directors.  
INDEMNITY  
38. The Managing Director and Directors, Officer, Servant shall be indemnity by the Company for all losses and  
expenditure incurred by him or them respectively in or about the discharge of their duty except their willful Act,  
neglect or default and shall be the duty of the directors to pay out of the fund of the company in cash all losses and  
expenses which the Managing Director or any other directors, officers or servants may in any way incur in the  
discharge of his or their duties and the amount for which indemnity is provided shall immediately attach a lien on the  
property of the company and have priority over all claims.  
ARBITRATION  
39. If and whenever any difference shall raise between the Company and any of the members of their representative  
touching the construction of any of the Article herein contained or any Act. matter or thing mad, done or omitted in  
regard to the rights and liabilities arising hereunder or arising out of the regulation existing between the parties by  
reasons of these presents or of the statutes or any of them, such difference shall be forthwith referred to two  
Arbitrators, one to be appointed by each party and difference to an Umpire to be chosen by the Arbitrators before  
entering on the consideration in accordance with the provisions of the Arbitration Act, 2001.  
WINDING UP  
40. It the company shall be wound up, the surplus assets shall (subject to any rights attached to special class of  
shares forming part of the share capital for the time being of the company) be applied first in the payment of the  
capital paid up on the ordinary shares and the excess (if any) shall be distributed among the members holding  
ordinary share in proportion of the member of ordinary shares held by them respectively at the commencement of the  
winding up.  
We, the several persons whose names and address are subscribed are desirous of being formed into company in  
pursuance of this Articles of Association, and we respectively agree to take the number of shares in the capital of this  
company set opposite to our respective names:-

|  |  |  |  |
| --- | --- | --- | --- |
| SL. NO. | Name, Address, Description and Nationality of subscribers | Position of the subscribers | Signature of the subscribers |
| 01 | Name:  Father’s Name:  Mother’s Name:  Phone:  E-mail:  DOB:  NID:  TIN:  Address: | Chairman |  |
| 02 | Name:  Father’s Name:  Mother’s Name:  Phone:  E-mail:  DOB:  NID:  TIN:  Address: | Managing Director |  |

|  |  |
| --- | --- |
| Witness 1 | Witness 2 |
| Name:  Address:  Phone: | Name:  Address:  Phone: |

Dated the ……………………………………….day of ……………………………..2021