

Societies Registration Act, 1860
(Act XXI of 1860)

MEMORANDUM OF ASSOCIATION

AND

RULES & REGULATIONS

OF

BANGLADESH KRISHI GOBESHONA ENDOWMENT TRUST

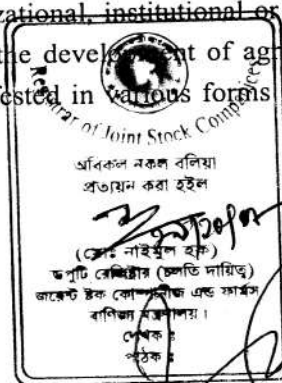


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BANGLADESH KRISHI GOBESHONA ENDOWMENT TRUST

- ## II (d) Definitions

“Agricultural research” means any scientific, technical, economic, social, organizational, institutional or similar research with the objective of understanding scientific, technical, agronomic, economic, social, organizational, institutional or similar other processes, their outcomes or applications towards the development of agriculture broadly defined (crop, fisheries, livestock, forestry manifested in various forms such as hunting, gathering, swidden agriculture etc.).



II (e) **Legal Framework**

The Trust will be created under Societies Registration Act, 1860 as an independent legal entity. It will be governed by the provision of the Trust Act and the "Instrument of the Trust" signed between the Author (Ministry of Agriculture) and the Trustees. It may be registered under the Foreign Donations (Voluntary Activities) Regulations Ordinance, 1978 to enable access to foreign donations. It will be not for profit Trust and should have its own seal and can sue and be sued.

II (f) **Beneficiaries**

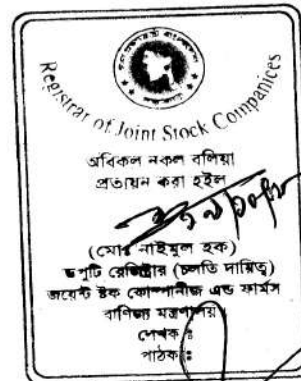
Krishi Gobeshona Foundation (KGF) and the participants to the CGP constitute the immediate beneficiaries. The ultimate beneficiaries of the Trust are expected to be the farmers and the people of Bangladesh.

III. **Objectives of the Trust**

The objectives for which the Trust is established are any or all of the following.

All the objectives mentioned hereunder will be implemented upon necessary permission, if needed, from the government and/concerned/competent authority and the objectives contrary to the provision of Section 20 of the Societies Registration Act, 1860 shall be treated as ineffective.

1. To professionally manage the Trust and its funds including the initial Endowment Fund received from the Government and also other funds subsequently received
2. To arrange for additional funds to augment the initial Endowment Fund for investment as well as other grants and donations for direct utilization for providing grants for research and research facilitation (including knowledge management) for agricultural development in Bangladesh
3. To utilize the income received through investment of the initial Endowment Fund to provide stable funding for agricultural research through Competitive Grants Program (CGP) managed and operated by the KGF established in 2006 under the Companies Act 1994.
4. To arrange national and international trainings, meetings, seminar, workshops and other similar events to publicize the role of the Trust and facilitate an enabling environment for research for agricultural development and receive funds for such purposes



5. To publish information related to the roles and functions of the Trust, its annual and other reports as well as research results in print and digital forms and/or facilitate such publications and receive funding for such purposes.
6. To initiate, develop and maintain professional links with organisations and individuals with aims and objectives of similar nature to the Trust both nationally and internationally.
7. To undertake any other activity for fulfilling any or all of the above objectives as deemed fit by the BOT.

IV Fund

- (a) A fund of the Trust shall be created. This may consist of an initial endowment from the GOB, other endowments, and grants, donations and other resources available from various legitimate sources from time to time
- (b) The Trust property, to begin with, shall consist of an initial Endowment Fund amounting to BD Taka 350 crore or its equivalent in foreign currencies. The Fund of the Trust may be augmented by other funds from the GoB, external assistance from bilateral and multilateral donors, and private donations, domestic and foreign.

V. Income

The income of the Trust shall consist of the returns from the investment made of the Endowment Fund from time to time, any donation or grant received for the sole purpose of research or facilitating research towards the development of agriculture in Bangladesh and any income for any other sources for achieving the objectives of the BKGET as determined by the BOT.

VI. Dissolution or Winding Up

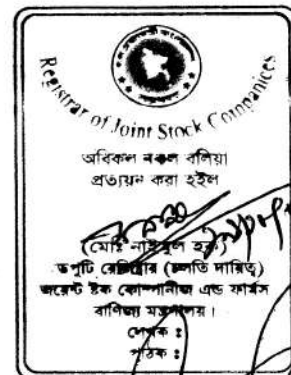
The Board of Trustees may, by unanimous decision of the Board in a meeting specifically called for the purpose, dissolve the Trust, if it appears in the best judgment of the Trustees that the Trust Fund(s) and income are not being used for the purposes that they were created, or the purpose(s) for which they were established have become irrelevant. In such event the assets and property of the Trust, if any remaining after satisfying any claims or liabilities etc, may be reverted to the Government exchequer or be transferred to or given over to such other organizations which have objectives similar to those of the BKGET.




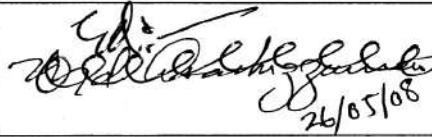
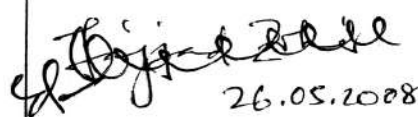

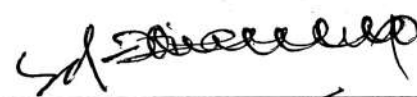


Board of Trustees

The first Board of Trustees is hereby constituted with the following members:

Sl	Name & Address	Designation	Profession
1.	Mr. M. A. Aziz, ndc Secretary Ministry of Agriculture Bangladesh Secretariat Dhaka, Bangladesh Nationality- Bangladeshi	Chairman	Service
2.	Dr. M. Asaduzzaman Research Director BIDS, Agargaon, Dhaka Nationality- Bangladeshi	Member	Service
3.	Dr. Sajjad Zohir Member Economic Research Group Nationality- Bangladeshi	Member	Economist
4.	Mr. Mahmudul Huq Bhuiyan Joint Secretary (Budget-2) Finance Division, Ministry of Finance Nationality- Bangladeshi	Member	Service
5.	Mr. Ziaul Haque Khondker Managing Director Investment Corporation of Bangladesh Nationality- Bangladeshi	Member	Service
6.	Mr. Nazrul Huda Deputy Governor Bangladesh Bank, Motijheel, Dhaka Nationality- Bangladeshi	Member	Service
7.	Dr. M. A. Hamid Miah Director, Krishi Gobeshona Foundation Farmgate, Dhaka. Nationality- Bangladeshi	Member	Service



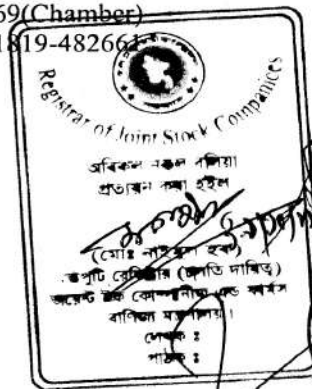
We the several persons whose names and addresses are stated below do hereby put signature against each of our names, being united and agreed in decision of establishing a Trust as per this Memorandum of Association.

Sl	Name & Address	Designation	Signature
1.	Mr. M. Abdul Aziz , ndc Secretary, Ministry of Agriculture Bangladesh Secretariat Dhaka-1000, Bangladesh Nationality- Bangladeshi	Chairperson	 26.5.2008
2.	Dr. M. Asaduzzaman Research Director BIDS, Agargaon, Dhaka Nationality- Bangladeshi	Member	 26/05/08
3.	Dr. Sajjad Zohir Member, Economic Research Group House # 3, Road # 16, Gulshan-1 Dhaka-1212 Nationality- Bangladeshi	Member	 26.05.2008
4.	Mr. Mahmudul Huq Bhuiyan Joint Secretary (Budget-2) Finance Division, Ministry of Finance Bangladesh Secretariat Dhaka-1000, Bangladesh Nationality- Bangladeshi	Member	 26/05/2008
5.	Mr. Ziaul Haque Khondker Managing Director Investment Corporation of Bangladesh 8, DIT Avenue (13-16 Floor), Dhaka Nationality- Bangladeshi	Member	
6.	Md. Nazrul Huda Deputy Governor Bangladesh Bank, Head Office, Motijheel, Dhaka-1000 Nationality- Bangladeshi	Member	
7.	Dr. M. A. Hamid Miah Director, Krishi Gobeshona Foundation Farmgate, Dhaka. Nationality- Bangladeshi	Member	 26/5/2008

Names & addresses of witnesses:

Suriya Begum, M.A.L.L.B
Advocate
Bangladesh Supreme Court
24-25, Dilkusha C/A, (6th Floor)
Dhaka-1000, Bangladesh.
Phone : 9570169 (Chamber)
Mobile No- 01819-482661

Md. Mahatab Alam, M.A.L.L.B
Advocate
Bangladesh Supreme Court
24-25, Dilkusha C/A, (6th Floor)
Dhaka-
1000. Bangladesh.
Phone : 9570169; 8353341 (Res)
Mobile No- 01819-221784



RULES & REGULATIONS OF BANGLADESH KRISHI GOBESHONA ENDOWMENT TRUST

- Section-1** If there is nothing repugnant or contrary of these aims and objectives, then
- The name of the Trust is **"Bangladesh Krishi Gobeshona Endowment Trust"** Act will mean the Societies Registration Act, 1860. Already notified in the "Bangladesh Gazette" Regd. No. DA-1, Dated 20 April 2008 (pp: 2303-2312).
 - Trust will mean the organization **"Bangladesh Krishi Gobeshona Endowment Trust" (BKGET)**
 - Members will mean the names of whom are written in the register book of the members.

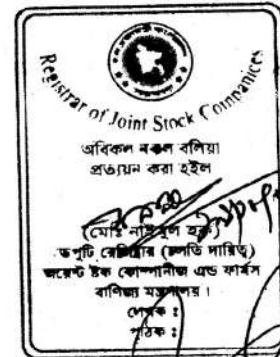
Section-2 Organizational Status
A not-for- profit, non-partisan, and voluntary entity.

Section-3 Organogram
The Trust will be managed by the BOT and on its behalf by the Chairman of the BOT. He/She will be supported by a Manager/Financial Analyst of the Trust and one Office Secretary and a messenger. Necessary office equipment, transport and other logistics will be determined and arranged by the BOT.

Section-4 Board of Trustee

- The Trust shall be managed by a Board of Trustees comprising (henceforth to be called as "Board") of 7 trustees, appointed by the Author. The composition of the First BOT is as follows:

/



Names and addresses of the members of first BOT.

Mr. M. Abdul Aziz, ndc
Secretary, Ministry of Agriculture
Bangladesh Secretariat
Dhaka-1000, Bangladesh
Nationality- Bangladeshi

Dr. M. Asaduzzaman
Research Director
BIDS, Agargaon, Dhaka
Nationality- Bangladeshi

Dr. Sajjad Zohir
Member, Economic Research Group
House # 3, Road # 16, Gulshan-1
Dhaka-1212
Nationality- Bangladeshi

Mr. Mahmudul Huq Bhuiyan
Joint Secretary (Budget-2)
Finance Division
Ministry of Finance
Bangladesh Secretariat
Dhaka-1000, Bangladesh
Nationality- Bangladeshi

Mr. Ziaul Haque Khondker
Managing Director
Investment Corporation of Bangladesh
8, DIT Avenue (13-16 Floor), Dhaka
Nationality- Bangladeshi

Md. Nazrul Huda
Deputy Governor
Bangladesh Bank, Head Office, Motijheel,
Dhaka-1000
Nationality- Bangladeshi

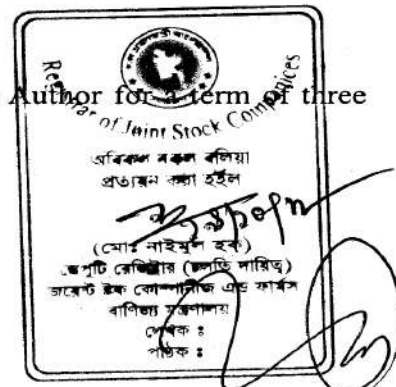
Dr. M. A. Hamid Miah
Director,
Krishi Gobeshona Foundation,
Farmgate, Dhaka.
Nationality- Bangladeshi

Executive Director of Krishi Gobeshona Foundation (KGF) will act as the ex-officio Secretary without voting rights during the meetings of the BOT

The BOT may increase the number of its members, not exceeding a total of 9, as well as increase the share of eminent citizens in the BOT in order to increase the usefulness, independence and effectiveness of the Trust.

i. Tenure of the Members of the Board of Trustees

The members of the First BOT shall be appointed by the Author for a term of three



years and no member shall serve more than two consecutive three year terms. On expiry of the term of Chairperson of the first BOT, the BOT will nominate a panel of three candidates for Chairpersonship, out of which GOB will choose one. In the event of the membership position(s) of eminent citizens falling vacant, the BOT shall nominate one or more eminent citizens, depending upon the situation, as Trustees.

ii. **Quorum in meetings**

The presence of four or fifty percent of the Trustees, whichever is greater, will form the quorum for the meeting of the BOT.

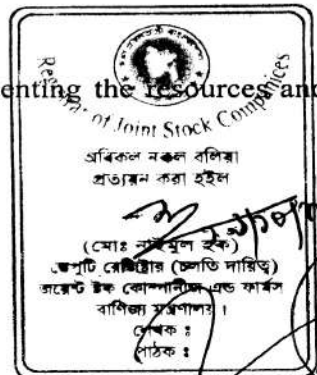
iii. **Honorarium**

BOT shall by unanimous decision fix an honorarium for attending meeting to reasonably compensate the Trustees for their time and diligence. They should also be reimbursed for travel and hotel expenses incurred in connection with attending the Board meeting. The trustees will not be entitled to any remuneration other than those mentioned above for attending meetings. BOT may, however, provide financial compensation to a Trustee having expertise to undertake specific tasks for which outside experts are not easily available, at rates to be determined by the Board and agreed by the Trustee.

iv. **Functions of the Board of Trustees**

The BOT shall be responsible for the following functions:

1. To design a policy of prudent investment and distribution of the funds endowed to the Trust, so as to protect and preserve the corpus of the Endowment Fund (s), ensure a balance between risks and returns and growth of the endowment principal and ensure implementation of the policy.
2. To distribute the proceeds of the endowments funds for financing CGP and other operational budget requirements of KGF and of the Trust on a timely basis.
3. Explore opportunities for alternative investment of the endowment fund to maximize returns consistent with minimum risks.
4. Mobilization of donations and contributions for further augmenting the resources and



incomes of the Trust

5. Collection of market intelligence and monitoring of the investment portfolio for making investment decisions,
6. Keep track of the timely inflow and outflow of income from and to the Trust accounts and oversight the operation of the accounts of the fund(s).
7. Monitor and oversee the utilization of the fund (s) i.e., whether the resources provided to immediate beneficiaries are being utilized for the purpose for which these were provided and submit reports annually to the Author.
8. Any other function as may be required for protecting, preserving and prudent investment and growth of the funds and incomes of the Trust and the beneficiaries and other ancillary activities.
9. Any other activity that helps to facilitate an enabling atmosphere for research for agricultural development in Bangladesh.

Section-5 Rights and Powers of the Trustees

The Trustees have the right to (i) possession of the instrument of trust and all other documents relating to the trust property (in this case money) and must have (ii) actual possession of the endowment fund (or any other property that may accrue to the Trust in future), (iii) reimbursement of expenditures made in connection with protection, preservation, investment of the fund or the interest of the beneficiaries, (iv) be indemnified from any gainer for breach of trust, (v) seek opinion of a court, if necessary, in connection with management of the funds/properties of the Trust and settlement of accounts on completion of ones duty as trustee or any other right under Chapter IV Sections 31-35, under the Societies Registration Act.

Powers of the trustees include those expressly provided under the Societies Registration Act and those under Instrument of Trust and general powers to do all such acts which are considered reasonable and proper for the realization, protection or further the benefits of the beneficiary and powers to invest the endowment funds in diverse instruments.

Section-6 Duties and Obligation of the Trustees

All the trustees must (i) fully inform themselves of the trust property (here size of the fund, currency in which it is endowed and held) and (ii) execute the trust bequeathed



on them in the manner prescribed in the Instrument of Trust and under the prescribed law, impartially and with due diligence and prudence.

Section-7 How to Cease to be a Trustee

A trustee may cease to be a trustee if he/she (i) dies or resigns, (ii) is physically and/or mentally incapacitated, (iii) is declared insolvent by a court of competent jurisdiction, (iv) is convicted for moral turpitude, (v) his/her actions are considered prejudicial or detrimental to the interest of the Trust by unanimous decision of all the other Trustees, (vi) migrates permanently from the country or (vii) fails to attend three consecutive meetings of the BOT without information.

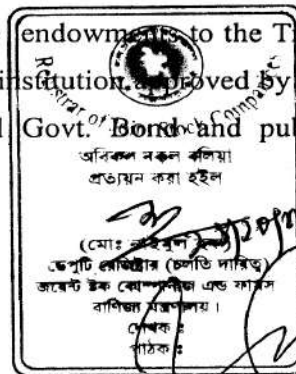
Section-8 Guidelines for Investment of the Initial Endowment Trust Fund and Use of the Income

The BKGET has received an Endowment Fund of Taka BD 350 crore from the Government of Bangladesh. This Endowment Fund is to be invested in suitable portfolios for generating an income for the Trust.

The Principal of this initial Endowment Fund shall be inviolate. Proceeds from this investment shall be used for the purpose of the Trust.

The Trust may receive over time, in addition to the initial Endowment Fund from the Government, other funds either as addition to the initial endowment fund or as separate grants and donations to be used directly for research and research facilitation. All such endowment funds given to the Trust shall be professionally managed and invested in diverse portfolios, depending on the conditions of the grants/donations, based on the provisions of the Trust Act and the Instrument of Trust and prudent judgment of the BOT, in a manner that would ensure maximum returns consistent with minimum risk of losses.

The likely investment opportunities for the investment of the endowment funds to the Trust may be (i) Fixed deposit in any scheduled bank or financial institution approved by the Bangladesh Bank (ii) Government Bonds including Local Govt. Bonds and public



enterprise bonds., (iii) stocks or real estates and (iv) other investments in Bangladesh or abroad as considered appropriate by the Board.

The income from the endowment fund shall be maintained in accounts, separate from the principal and other operational accounts of BKGET.

The Income generated from the Endowment Fund of the Trust shall be devoted mainly to the funding of agricultural research but also towards meeting the administrative and other incidental costs of the BKGET and the KGF.

Section-9 The Manager

There will be a Manager/Financial Analyst who will be responsible for advising the BOT on financial matters including investment opportunities, the flow of funds and income, day to day administration of the Trust and supervising the work of the support staff and be responsible for organizing meetings and liaison with the KGF and other relevant organizations and individuals.

Section-10 Bank Account

The BKGET may open one or more bank accounts depending on the purpose of the account. Initially the BKGET may open an account for receiving the initial Endowment Fund. All the accounts are to be jointly operated by the Chairman and the Manager/Financial Analyst or in his/her absence or till he/she is appointed a Trustee chosen by the BOT. All instructions to the Bank shall have the approval of BOT.

Section-11 Composition of the Fund

The Trust Fund shall consist of the following:

- (a) The initial endowment provided by the GOB.
- (b) Any other endowments, donations, grants made by the Government, private individuals/institutions, local or international, for the specific purposes of agricultural research, subject to the condition that in case of direct foreign donation, endowment necessary permission of the government would be obtained.



- (c) Any surplus of earnings from the endowment funds, over and above the budgetary allocations to the KGF and other necessary expenditures.

Section – 12 Disbursements of Funds

Disbursements of funds to the immediate beneficiaries shall be decided by the BOT in consultation with such beneficiaries.

Section-13 Accounts

The Trust shall cause to keep proper records and Books of Accounts regarding;

- (a) Investment portfolios of endowment fund(s).
- (b) Income arising from investment of the Trust from various sources.
- (c) Funds allocated to the KGF and other beneficiaries
- (d) Separate accounts for the Principal of the Endowment Fund(s) and the incomes from investment of the fund(s) of the Trust.
- (e) Any other grant or donation received either as augmentation of the initial endowment fund or for direct dispensation for research and research facilitation
- (f) Annual statement of the endowments and income from investment of those endowments and other sources and outflows [allocation to the KGF and other beneficiaries, and other incidental expenses including operational costs of BKGET].

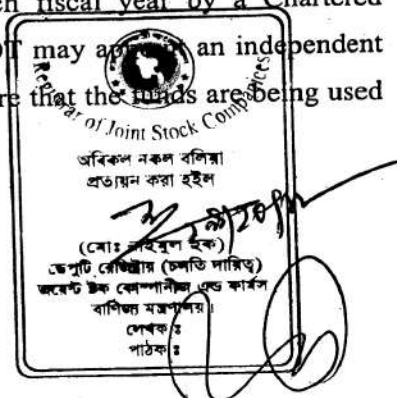
The BOT shall maintain all these books of account at the office of the Trust and these shall be open to inspection by all members of the BOT, the Beneficiaries and the Author.

Section-14 Budget of the Trust

The Chairman, with the assistance of Manager/Financial Analyst of the Trust, shall prepare an annual budget and submit it to the BOT for approval.

Section-15 Annual Audit

The Trust Fund shall be audited at the end of each fiscal year by a Chartered Accounting Firm to be appointed by the BOT. The BOT may appoint an independent external evaluator to make periodic assessment to ensure that the funds are being used



effectively and for the purpose intended.

Section-16 Reporting

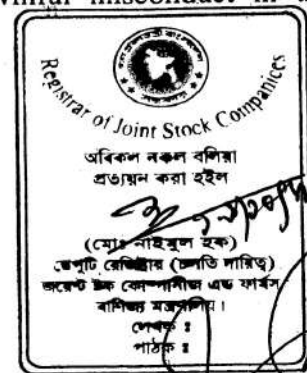
The Chairman of the Trust with the help of the Manager/Financial Analyst of the Trust shall prepare and submit to the Author quarterly report of investments and inflow and outflow of funds and incomes to the BOT. The BOT shall prepare and submit to the Author annual reports on investment strategies and income from the endowment(s) and other grants and donations and disbursement of funds to KGF and other beneficiaries and expenditures of the Trust.

Section-17 Withdrawal of the Trust Fund & Dissolution of the Trust

The Board of Trustees may, by unanimous decision of the Board in a meeting specifically called for the purpose, dissolve the Trust, if it appears in the best judgment of the Trustees that the Trust Fund(s) are not being used for the purposes that they were created, or the purpose(s) for which they were established have become irrelevant. In such event the assets and property of the Trust, if any remaining after satisfying any claim or liabilities etc may be reverted to the Government exchequer or be transferred to or given over to such other organizations which have objectives similar to those of the BKGET.

Section-18 Indemnity

Each Trustee or functionary of the Trust shall be indemnified by the trust to the extent as may be determined by the BOT, for financial liabilities, charges, fines, penalties imposed or assessed upon a Trustee for any action, suit or proceedings in which he or she is made a party by reason of being or having been, a Trustee or a functionary of the Trust acting within the scope of his/her duties, if such person (i) shall be determined to have acted in "good faith" and in a manner he or she reasonably believed to be in the best interests of the Trust and (ii) shall not be determined to have acted with gross negligence or willful misconduct in the performance of such duties.



Section -19 Revision of Memorandum of Association and Constitution

Any revision, addition, alteration and extension of the memorandum of Association and Rules & Regulations may be made for the interest of better functioning of the Trust with support of at least 2/3 majority of the members present in the meeting.

Section - 20 Meetings of the BOT

The BOT shall meet at least 4 times in a year subject to the condition that the maximum gap between two meetings, excluding emergency meetings, shall not exceed four months.

Section -21 Annul General Meeting.

The Annual General Meeting shall be held once in every year.

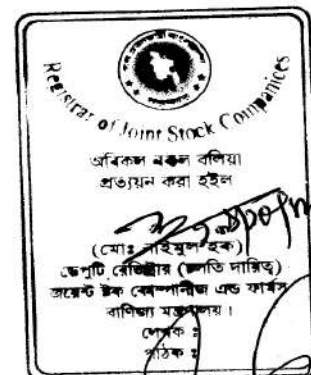
Section-22 Requisition Meeting

If a meeting is not called as per provision of the MoA of BKGET, 2/3rd members of the BOT may demand a meeting in writing to the Board of Trustee and the Chairperson of the BOT will give notice of the meeting within 21 days of receiving such written request. If the meeting is not called within 21 days of such written request, then the applicants of the requisition meeting may themselves call a meeting.

Section 23 Decision making


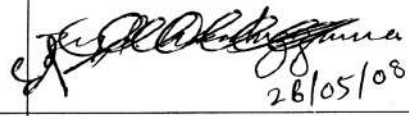



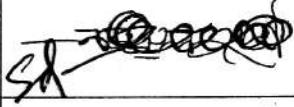

Any decision in the meeting shall be on the basis of the vote of the majority. If there is a tie, the Chairman may cast a second vote. If there is any note of dissent, this shall be recorded as part of the minutes of the BOT.

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Section-24

We hereby certify that the true copy of the rules and regulation of Trust is attached herewith.

Sl	Name & Address	Designation	Signature
1.	Mr. M. Abdul Aziz, ndc Secretary, Ministry of Agriculture Bangladesh Secretariat, Dhaka, Bangladesh	Chairman	 26.5.2008
2.	Dr. M. Asaduzzaman Research Director BIDS, E-17, Agargaon Sher-e-Bangla Nagar, Dhaka-1207	Member	 26/05/08
3.	Dr. Sajjad Zohir Member Economic Research Group House#3, Road # 16 Gulshan-1,Dhaka-1212	Member	 26.05.2008
4.	Mr. Mahmudul Huq Bhuiyan Joint Secretary (Budget-2) Finance Division Ministry of Finance Bangladesh Secretariat Dhaka-1000, Bangladesh	Member	 26/05/2008
5.	Mr. Ziaul Haque Khondker Managing Director Investment Corporation of Bangladesh 8, DIT Avenue (13-16 Floor), Dhaka	Member	
6.	Md. Nazrul Huda Deputy Governor Bangladesh Bank, Head Office, Motijheel, Dhaka-1000	Member	
7.	Dr. M. A. Hamid Miah Director, Krishi Gobeshona Foundation Farmgate, Dhaka. Nationality- Bangladeshi	Member	 26/5/2008

Name address of witnesses:


Suriya Begum, M.A.L.L.B
Advocate
Bangladesh Supreme Court
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Dhaka-1000.Bangladesh.
Phone : 9570169(Chamber)
Mobile No- 01819418266


Md. Mahatab Alam, M.A.L.L.B
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