

THE COMPANIES ACT, 1994  
( ACT XVIII OF 1994 )  
(A ONE PERSON COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

..... OPC

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(A ONE PERSON COMPANY LIMITED BY SHARES)  
MEMORANDUM OF ASSOCIATION  
OF  
..... OPC

- I. The name of the One Person Company is ..... **OPC.**
- II. The registered office of the One Person Company shall be situated in Bangladesh.
- III. The Objects for which the One Person Company is established are all or any of the following:
  - 1. ....
  - 2. ....
  - 3. ....
  - 4. ....
  - 5. ....
  - 6. ....
  - 7. ....
  - 8. To attain the business objectives company may enter into Partnership, Joint-venture, Take over or Amalgamate with any other company and also to take Loans from Bank/other Financial Institutions in such a manner as may company thinks fit.
  - 9. To mortgage the property and assets of the company as securities for loans and/or any credit facilities to be given to any associate company or companies or third party and also to give guarantee securing liabilities of such associate company or companies and/or third party.
- IV. The liability of the members of the Company is limited by shares.
- V. The Authorized Share capital of the Company is Tk. .... (BDT ..... ) only divided in ..... (.....) ordinary shares of Tk. ....(BDT .....) each. With power to increase or

reduce the capital and to divide the share capital into different classes and to attach thereto any special right or privilege or condition as regard dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares.

I, whose name and address is subscribed hereunder is desirous of forming a One Person Company in pursuance to this Memorandum of Association and I respectively agree to take all the shares in the capital of the company set opposite to my name:

Sl. No.	Name of the investor, Permanent Addresses, Profession, NID No. E-TIN No, Email, Date of Birth, Mobile No	Number of Shares of the Subscribers	Investor's Picture	Investor's Signature
01.	<b>Name.....</b> Father's Name : Mother's Name : Present Address : Permanent Address : Date of Birth : TIN : Mobile : E-mail: NID : Occupation : Business Nationality : Bangladeshi	25,000 (Twenty Five Thousand) Shares		

Sl. No.	Name of witness, Permanent Addresses, Profession, NID No. E-TIN No, Email, Date of Birth, Mobile No	Signature of the witness
01.	<b>Name</b> Father's Name : Mother's Name : Present Address : Permanent Address : Date of Birth : TIN : Mobile : E-mail: NID : Occupation : Business Nationality : Bangladeshi	

THE COMPANIES ACT, 1994  
( ACT XVIII OF 1994 )  
(A ONE PERSON COMPANY LIMITED BY SHARES)  
ARTICLES OF ASSOCIATION  
OF  
..... OPC

PRELIMINARY

The Regulations contained in the Schedule- 1 of the Companies Act, 1994 shall have as is hereby expressly modified or excluded, apply to this Company as are applicable to One Person Company.

INTERPRETATION

Unless there be something repugnant in the subject or context inconsistent therewith-

"Act" means the Companies Act, 1994.

"Company" means the "..... OPC"

"Dividend" includes bonus.

"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.

"Month" means the calendar month according to the English Calendar year,

"Special Resolution", "Extra Ordinary Resolution", have the meanings assigned thereto respectively by the Act.

"The Director" means the only Director of company for the time being.

"OPC" means "One Person Company".

"The Office" means the Registered Office of the company for the time being.

"The Register" means the Register of Persons to be kept pursuant to Companies Act., 1994.

Word importing the singular number includes the plural number and vice versa.

Word importing the masculine gender only includes the feminine gender.

"Year" means the English Calendar year as followed by the company.

ONE PERSON COMPANY

The Company is a One Person Company within the meaning of Section 2 (1) under Clause (Kha) (Kha Kha) of the Companies Act, 1994 and accordingly the following shall apply:

a) No invitation shall be issued to the public to subscribe for any shares and debenture of the Company.

b) The number of the Persons of the Company (exclusive of persons in employment of the Company) shall be limited to one.

c) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing.

SHARE CAPITAL

The Authorized Share capital of the Company is Tk. .... (BDT ..... ) only divided in ..... (.....) ordinary shares of Tk. .... (BDT ..... ) each with power to increase or reduce the capital.

#### SHARE CERTIFICATE

The Certificate of title to share and duplicate thereof whenever necessary shall be issued to the Person under the common seal of the company and shall be signed by Director of the Company. 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 Director require and (in case of defacement or wearing out) on delivering of the old certificate and on payment of such sum not exceeding Tk. 50.00 as the Director may from time to time determine.

#### TRANSFER AND TRANSMISSION OF SHARES

The Instrument of Transfer of any shares in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the register of the One Person Company.

No share shall be transferred to any person so long as such person is willing to purchase the same at the fair value to be determined by the Director at his/her discretion.

The procedure of ascertaining whether any person is willing to purchase any share shall be determined by the Director at his/her discretion.

#### ALTERATION OF CAPITAL

The Director may, with the sanction of the Company, in general meeting increase the share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe.

The Company may, by special resolution, reduce its shares capital in any manner and subject to any incident authorized and consent required by law.

#### BORROWING POWERS

The Director may, from time to time, raise or borrow any sum or sums of money for the Company from any person, bank, firms, Leasing companies and may secure the payment of such money in such manner and upon such terms and conditions in all respects as he/she thinks fit and in particular by making, drawing, accepting or endorsing on behalf of the Company any promissory notes or giving or issuing any other security of the Company or by mortgage or by charge or by the perpetual or terminable and with or without a trust deed charged upon all or any part of the

property of the Company (both present and future) including its uncalled capital for the time being.

#### GENERAL MEETING

There shall be at least one ordinary general meeting to be called the Annual General Meeting every year. It should be held every calendar year as soon as practicable after the annual closing of account of the Company but not later than fifteen months from the date of the last Annual General Meeting of the Company. The first General Meeting shall be held within 18 months from the date of its incorporation. The above meeting shall be called Annual General meeting and all the meeting of the company shall be called Extra Ordinary General Meeting and be presided over by the Director of the company.

#### PROCEEDING AT GENERAL MEETING

Subject to the provisions of Section 87(2) of the Companies Act, 1994 related to special resolutions at least twenty one days notice from the date of posting of the notice specifying the place the date and hour of the general meeting shall be given and in the case of special business, the general nature of such business shall be decided by the Director, in such manner as he/she thinks fit.

#### QUORUM (AGM)

The only Director present in person shall form a Quorum in any annual general meeting. Whenever the Director thinks it necessary, he/she may call an Annual General Meeting.

#### DIRECTOR

The number of director of the One Person Company shall be fixed to one. The following person shall be the first and permanent Director of the Company:

1. ....

#### QUALIFICATION OF SHARES

The qualification of a Director shall be holding in his/ her own name at least 25,000 (Twenty Five Thousand) shares of the nominal value of Tk. 100/- (Hundred) each unless otherwise determined in a general meeting.

#### POWER OF DIRECTOR

The Director shall exercise the following powers:

The management of the business of the Company shall be in the hands of the Director who may pay such expenses of any preliminary and incidental to the promotion, establishment and registration of the Company and do such acts as may be exercised and done by the Company as are not forbidden by the state or by this



Articles required to be exercised or done by the Company in general meeting, subject nevertheless, to any regulation to be inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meetings, which shall be valid and effectual.

The Director shall have the safe custody the Company's Seal, every instrument to which the seal is affixed shall be signed by the Director.

The Director shall be responsible for proper discharge of the Company's business.

The Director shall generally manage all concerns and affairs of the Company to appoint employees, officers, agents, advisers, organizers, engineers, scientists, technicians, labour's, servants, messengers, peons, guards. and others for the purpose of the Company, to remove or dismiss them and to appoint others in his/her place and to pay or cause to pay such salaries, wages, commission, allowances or other remuneration as may be deemed fit and proper and in particular to sanction and spend the preliminary expenses of the Company.

The Director shall promote, demote, punish, sack, transfer or re-designate any employee.

The Director shall sign documents and cheques on behalf of the Company or to delegate the power to any officer, person or attorney and give General Power of Attorney on behalf of the Company.

The Director shall borrow and raise any sum of money by loan or otherwise on mortgage or hypothecation, assets on such securities and terms as he may deem fit and execute, sign, seal or deliver all necessary documents or do any act on behalf the company.

The Director shall purchase, sell, left out, exchange, or otherwise dispose of absolutely or conditionally property and asset of the Company for the purpose of the Company.

The Director shall settle, compound, submit to arbitration and/ or to withdraw actions, accounts, claims, demands whatsoever whether arising in any legal proceeding or not.

The Director shall purchase or otherwise acquire at such prices and generally on such terms and conditions as he/she may deem fit any property, right, privileges and concessions as the Company is authorized to acquire and he/she may invest the reserve fund of the Company or dispose of the same on behalf of the Company as he/she may deem fit and proper.

The Director shall execute and to do, in the name of the Company, all such deeds and things as are necessary for welfare of the Company.

The Director shall sign and verify plaints, written statements, petitions, vakalatnamas authorizing legal practitioners to act on behalf of the Company in all courts (civil, criminal) within Bangladesh or abroad.

### **DISQUALIFICATION OF DIRECTOR**

In provision of Section 108(1) and 94 (1) of the Companies Act, 1994, the office of the Director shall be vacated if he/she.

- a) Fails to obtain within the time specified in provision of Section 97(1) of the Companies Act, 1994 or any time thereafter ceases to hold the share qualification necessary for his/her appointment, or
- b) He/ she is found to be a person of unsound mind by a court of competent jurisdiction, or
- c) He/ she is adjudged insolvent, or
- d) He/ she fails to pay calls made on him in respect or shares held by him within six months from the date of such calls being made, or
- e) Absent himself /herself from three consecutive meetings of the Director or from all meetings of the Director for a continuous period of three months whichever is longer without leave.
- f) Removed from the Directorship by an extra-ordinary resolution.

### **BANK ACCOUNT**

The Company shall open Bank Account with any Commercial Bank/ Private Bank or Financial Institutions and shall be operated by signature of the Director of the Company.

### **ADVISOR**

The Director may from time to time appoint any suitable and acceptable person(s) as Advisor of the Company and fix up his remuneration.

### **NOTICE**

When a notice is sent by registered post, service of the notice shall be deemed to be effectual by properly addressing, prepaying and posting a letter containing the notice and unless contrary is proved to have effect at the time which the letter would deliver by post and Regulation no 113 to 117 of schedule shall apply.

### **ACCOUNTS AND AUDIT**

The Director shall cause to be kept proper books of accounts as provided in Section 181 of the Companies Act, 1994. An Auditor shall be appointed and his/her duties

shall be regulated in accordance with Section 210 to 213 of the Companies Act, 1994 or any statutory modification thereof for the time being in force.

Every account when audited and approved at the General Meeting shall be conclusive except so far regards to and error.

Any such error when discovered within or before the audit of the next account shall be corrected forthwith.

#### ANNUAL RETURNS

The company shall comply with the provision of Section 36 of the Companies Act, 1994 as the making of annual returns.

#### DIVIDEND AND RESERVE

The Company at its Annual General Meeting may declare dividends, but no dividend shall be credited as Paid Up.

No dividend shall be payable except out of the profits of the Company of the year or any other undistributed profits and no dividend shall carry interest as against the company.

The Director shall have absolute discretion as to the employment of the reserves created out of the net profit of the company and in declaring fully paid Bonus Share out of profits.

The Director may from time to time pay to the Persons such interim dividends as appear to the Director justified by the profits of the Company.

#### INDEMNITY

The Director, officer and servant of the Company shall be indemnified by the company for all losses and expenditure by him/her or them respectively in or about the discharge of his/her or their duties, except when such happen from respective willful act, neglect or default and it will be duty of the Director to pay cash, out of the funds of the Company, all losses and expenses which the Director, officer or servant may have incurred in any way in the discharge of his/her or their respective duties.

The amount for which indemnity so provided shall immediately attach lien over the property of the Company and shall have priority over all other claims.

#### SECURITY

The Director, Advisor, Manager, Secretary, Auditors, Accountants, Officers, Agents or other persons employed in the business of the company shall have to observe

strict secrecy respecting all matters which may come to his/her or their knowledge in the discharge of the duties when required to do so by resolution of the company or by court of law or where the person connected is required to do so in order to comply with any provision of the law or in these presents.

#### ARBITRATION

If and whenever any difference shall arise between the Company and any of the Persons of his/her representative touching the construction of any of the Article herein contained or any Act, matter or thing made, done or omitted in regard to the rights and liabilities arising hereunder or arising out of the regulation existing between the parties by reason of these presents or of the statutes or any of them, such difference shall forthwith be referred to two Arbitrators, one to be appointed by each party and a third arbitrator may be chosen by the two Arbitrators, if deemed necessary, before entering on the consideration in accordance with the provisions of the Arbitration Act,2001.

#### WINDING UP

If the Company is wound up the surplus assets (subject to any rights attached any special classes of shares forming part of the capital for the time being) of the Company be applied first in the repayment of capital paid up on the ordinary shares and the excess (if any) shall be distributed among the Persons in proportion to the number of shares held by them respectively. The Director, the Secretaries, the Auditors and other Officers or Servants for the time being in relation to any of the affairs of the company be indemnified out of the assets of the Company from and against all or any act done or omitted in or about the bonafide execution of his/her duty.

I, whose name and address is subscribed hereunder is desirous of forming a One Person Company in pursuance to this Articles of Association and I respectively agree to take all the shares in the capital of the company set opposite to my name:

Sl. No.	Name of the investor, Permanent Addresses, Profession, NID No. E-TIN No, Email, Date of Birth, Mobile No	Number of Shares of the Subscribers	Investor's Picture	Investor's Signature
01.	<b>Name</b> Father's Name : Mother's Name : Present Address : Permanent Address : Date of Birth : TIN : Mobile : E-mail: NID : Occupation : Business Nationality : Bangladeshi	25,000 (Twenty Five Thousand) Shares		

Sl. No.	Name of witness, Permanent Addresses, Profession, NID No. E-TIN No, Email, Date of Birth, Mobile No	Signature of the witness
01.	<b>Name</b> Father's Name : Mother's Name : Present Address : Permanent Address : Date of Birth : TIN : Mobile : E-mail: NID : Occupation : Business Nationality : Bangladeshi	