

100 Rs.

[illegible]

$A = 79/-$

E. 43 h 71-
collected on 29.1.13.

Subsequently
25/11/77

28.1.03

DEED OF TRUST

THIS I N D E N T U R E made this the 24th day of January Two Thousand Three B E T W E E N EMDADUL HOQUE son of Abdur Razzak Biswas residing at 8 Colonel Biswas Road, Kolkata - 700 019, PS Karaya hereinafter called the "S E T T L O R" (which term or expression shall unless excluded by or repugnant to the subject or context be deemed to include his heirs, executors, legal representatives, administrators and assigns) of the FIRST PART: AND

(1) EMDADUL HOQUE son of Abdur Razzak Biswas residing at 8 Colonel Biswas Road, Kolkata - 700 019, (2) DR. AMINA HOQUE daughter of Late Md Amjad Hossain residing at 8 Colonel Biswas Road, Kolkata -19, (3) M T AKBAR son of Late Md Nezzahar Hossain residing at 84 Jhowtala Road, Kolkata -17 and (4) PROF M ABDUR ROQUIB son of Late Alhaj Abdul Karim residing at B-2/162 Kalyani, Nadia - 741 235 and (5) KHONDOKAR ANOWARUS SADAT son of Khondokar Abdus Salam residing at 53 Mojammel Haque Road, Baigachipara, PO Santipur, Nadia - 741 404, all Muslim by faith and hereinafter called the "TRUSTEES" (which term or expression shall, where the subject or context allows or admits of, be deemed to include the survivors of them and the successors or successors-in-office as and also the trustees or trustee for the time being of the Trust hereby created) of the **OTHER PART :**

Hoare
Secretary General

WHEREAS it appears to the Settlor that multidimensional activities to be undertaken from grass root level for the upliftment of people at large and educational institutions should be established and administered following rules and norms of the Constitution of the country and existing laws of the land and with that end in view the Settlor above-named is desirous of creating a trust for the objects and purpose mentioned hereunder and for the said objectives in view, the Settlor herein is desirous to contribute a sum of Rs. 10,000/- (Rupees Ten Thousand) only which would form the fund of the Trust.

AND WHEREAS the trustees have at the request of Settlor agreed to act as Trustees of these presents upon the terms and provisions hereinafter contained.

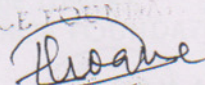
NOW THIS INDENTURE WITNESSETH as follows :

1. NAME OF THE TRUST AND INTERPRETATIONS.

- 1.1 The trust shall be in the name and style of "GUIDANCE FOUNDATION". Henceforth Trust means GUIDANCE FOUNDATION created by this deed.
- 1.2 The registered office of the Trust shall be located at 197 Park Street, P.S. Beniapukur, P.O. Circus Avenue, Kolkata - 700 017.
- 1.3 "Trust Property" shall include every kind of property movable and immovable owned by the Trust and mentioned in the books of account and other documents in the custody and control or that ought to be in the custody and control of the Trust.

2. AIMS AND OBJECTIVES OF THE TRUST.

- 2.1 To establish and maintain and/or to make grant to and/or provide Funds for establishment and maintenance of Schools including Kindergerten Schools, Colleges, Libraries, reading rooms, Hostels, Research Centres and such Institutions in various places to promote education and diffusion of useful knowledge in arts, fine arts, science, commerce, technology, handicrafts, theology and moral up-liftments for students of all communities.
- 2.2 To establish/take over and maintain Charitable dispensaries, hospitals, clinics, nursing homes, maternity homes, sanatoria and such other establishment for medical relief, Homes for the poor orphans, aged and widows.
- 2.3 To provide food and clothing to poor in kind or to dole out cash or provide basic amenities, including housing at subsidised rate or rates.
- 2.4 To publish Books & Journals, hold seminars & symposium, arrange exhibitions of things and works having educational values, to prepare & sell audio and video cassetts for spreading literacy and education amongst the masses.
- 2.5 To grant prizes, scholarships, loan and financial aids to encourage and assist the poor, deserving and meritorious students prosecuting their studies in schools, colleges, and other institutions, distributing books and stationery free of cost or at subsidised rate or rates.
- 2.6 To accept management and maintenance of educational institutions now being managed and maintained by others, if such management is handed over to this Trust by other such managements.

For GUIDANCE FOUNDATION

 Secretary General

- 2.7 To organise and establish such other institutions that will extend assistance, furtherance and promotion of education in general with due emphasis on Women's education.
- 2.8 To establish, organise, maintain, run and administer institutions, centres, libraries, community halls, auditoriums, hostels etc. and to organise various programmes to promote and conserve the culture and cultural activities of the Countrymen.
- 2.9 Generally to provide and promote without distinction of race, religion, caste, sex, creed or colour (a) relief to the poor (b) education (c) medical relief and (d) the advancement of any other object of general public utility including carrying on activities of business for profit, which shall be utilised for furtherance and promotion of the objects of the Trust.
- 2.10 To arrange and utilise audio-visual and other modern and technological aids and methods and also organise seminars, symposia, public meetings to achieve the above objectives.
- 2.11 To do and arrange such other acts, deeds, things, programmes and activities as may be incidental to and necessary for the promotion and implementation of the above objectives.

3. RAISING OF FUND AND EXPENDITURE

For achieving any or all the objects Trust will work to raise funds through donations, grants and contributions and to obtain and receive loans from individuals, associations, firms or any institution whatever and to invest and deal with the money and funds belonging to the Trust not immediately required in such manner as may from time to time be determined by the Board of Trustees subject to the law of the land, and to take on lease or purchase or accept by way of gift any land, building or any other property both movable and immovable and to remunerate any person, firm or institution for services rendered to trust in any capacity and to pay out of the funds of the Trust all costs, charge, expenses, incidental to the establishment, registration and advertisements of this Trust and to adopt and take such other lawful means as may be incidental and conducive to the accomplishments of all or any of the above objects and shall also receive grants and donations from foreign governments, institutions, NGO or agencies and individuals according to the prevailing law of the land.

4. CONTROL OF THE TRUST

The properties and funds shall vest in the Board of Trustees constituted by persons executing the deed of Trust. The number of members of Board of Trustees shall not exceed 9 (Nine). If there are vacancies at the time of execution of this deed the same can be filled by co-option by the Board of Trustees as and when decided by the Board of Trustees.

5. OFFICE BEARERS OF THE TURST :

(a) Chairman (b) Vice-Chairman (c) Secretary General and (d) Finance Secretary provided that the Board of Trustees is authorised to create any other office and elect other office bearers to fill up the post from among the Trustees.

THE GUIDANCE FOUNDATION

H. H. H.
Secretary General

The above office bearers shall be elected from among themselves by a majority of the Trustees at a meeting convened for the purpose. In such meeting Trustees will propose the name of office bearers and office bearers will be elected by majority vote. However no trustee will be eligible to propose or vote himself. Such proposal and vote will be submitted by Trustees in writing which will be preserved as record.

6. QUORUM

1/3rd shall be the quorum for ordinary meeting unless otherwise mentioned in the Trust Deed.

7. VACANCIES

A vacancy shall arise among the trustees in the following case:

- 7.1 When a trustee dies.
- 7.2 When he resigns his office as a Trustee.
- 7.3 When he is absent from three consecutive meetings of the Board, unless the Board records condoning such absence in the minutes of the meetings of the Board of Trustees for substantial cause.
- 7.4 When he becomes insolvent.
- 7.5 When he is convicted of any criminal offence involving moral turpitude.
- 7.6 When he acts or does anything detrimental to the interests of the Trust as may be decided by the Board and the Board of Trustees may remove such member.
- 7.7 On medical evidence when he is declared physically or mentally unfit by a resolution of the Board at a meeting convened for the purpose.
- 7.8 Acceptance of resignation or removal can be considered only in a meeting convened for the purpose and attended by at least 3/4th member of Board of Trustees and such affair to be decided by 2/3rd members present in the meeting. The Board of Trustees then by a 2/3rd majority of the existing members attending the meeting convened for the purpose, shall fill up the vacancies arising in the Board of Trustees.

However no action of the Board of Trustees shall be invalid or irregular because of any vacancy in the Board of Trustees.

8. TERMS OF OFFICE

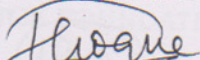
The Board of Trustees shall elect the office bearers, from among themselves within a month from the formation of the Trust. They shall remain in office for 5 years. The Board will elect office bearers for the next term within a month from the expiry of the term.

9. POWER OF TRUSTEES

The Board of Trustees shall have the following powers:

- 9.1 To open accounts with any Bank or Banks, in the name of the Trust and to operate such accounts and to give instructions to the Bank.

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- 9.2 To make, draw, endorse, sign, accept, negotiate and give all cheques, bill of lading, Railway Receipt, drafts, orders, bills of exchange, promissory Notes of Government of India and other and other negotiable instruments required in the course of the administration of the Trust and to determine who shall be entitled to sign on behalf of the Trust on cheques, release, controls and documents.
- 9.3 To appoint, constitute Attorneys or Agents and to delegate to such attorneys or agents or any of the Trustees herein all or any of the powers vested in them under these presents from time to time, remove such attorneys or agents and to appoint other or others in his or their place(s).
- 9.4 To institute, adjust suits, claims, comprise, compound, refer to arbitration all actions, suits, claims, demands and proceedings, regarding the Trust properties and that all disputes and differences between the trustees shall be subject to the Jurisdiction of the state of West Bengal. No trustee will be entitled to take recourse to a Court situated at any other place.
- 9.5 To call for and collect and receive funds and such funds may be utilised by them for such purposes and objects of the Trust, as they deem fit.
- 9.6 To accept and receive contributions.
- 9.7 To erect or cause to be erected building or buildings, equipments and machinery for the use, benefit and attainment of the objects of the trust.
- 9.8 To sell, transfer, exchange, convey and alienate or mortgage movable and immovable properties belonging to the Trust.
- 9.9 To manage, administer and control properties and all assets of the Trust directly or indirectly and all institutions under or connected with the Trust.
- 9.10 To demand, call for and realise moneys and other assets due or belonging to the Trust and issue receipts and vouchers for the receipt of the same.
- 9.11 To employ necessary staff for the management, administration and running of the Trust in general and for the institutions in particular and for the purpose of carrying out the object of the Trust on such terms as may appear proper to the Trustees and to delegate and to allot to such staff from time to time such powers and duties as may be necessary in the usual course of business.
- 9.12 To appoint from time to time and at any time to suspend, dismiss, remove or discharge any person under their control including clerks, accountant and to re-employ them with such power and duties and upon such terms either by giving one month notice or by giving one months salary as the Board of Trustees shall think proper.
- 9.13 The Board shall have full power to make, amend, delete or rescind rules and bye-laws of the Trust.
- 9.14 To do all acts and things which are connected with the administration of the Trust in general and of the institutions in particular and which are deemed by the Trustees to be in the best interest of the Trust and are desirable.

For GUIDANCE FOUNDATION

H. S. Das

Secretary General

- 9.15 To invest Trust Fund wisely to have safe and steady income to carry out the objects and purposes of the Trust.

10 FUNCTIONS OF THE CHAIRMAN

The Chairman will preside over the meetings of the Trust and conduct the proceedings. The Chairman is empowered to take decisions on urgent matters but the board should approve such decisions within a period of 15 days. The Chairman is empowered to delegate his powers to the Vice-Chairman or any other members of the Trust, as he may deem fit subject to the approval of the Board of trustees.

11. SECRETARY GENERAL

The Secretary General of the Board of Trustees shall work under the control and supervision of the Board conduct and manage all the affairs of the Trust, its properties and institutions, sign papers and carry on correspondence on behalf of the Trust, and shall be responsible for the safe custody of records of the Trust. He shall also perform such other duties as may be entrusted to him from time to time by the Board provided that in the absence of the Secretary General the Chairman or any other Trustee specially authorised may sign papers and carry on correspondence on behalf of the Trust and do all or any of the duties relating to the Secretary General under this clause. The Secretary General shall attend to the correspondence and day to day affairs of the Trust and for that purpose he shall have power to incur necessary expenditure from and out of the funds of the Trust.

12. FINANCE SECRETARY

Finance Secretary will be responsible to mobilise fund for the Trust activities with the help of Trustees. He will be responsible to keep all the accounts of the Trust well maintained and upto date with the help of necessary staff. He will be the compulsory signatory for the operation of Bank account.

13 APPOINTMENT OF EMPLOYEES

The Board shall have also power to employ necessary staff for management, administration and running of the Trust in general and of the Institutions in particular on such reasonable salaries and remuneration and on such terms as may appear proper to the trustees for managing the affairs of the Trust and the Institutions and for the purpose of achieving the objects of the Trust. They may be allotted or entrusted with such duties and responsibilities, as the Board would deem fit.

The Board shall be competent to remove the staff referred above without assigning any reasons thereof, on one-month's notice or payment of one month's salary in lieu thereof.

All appointment letters of the Employees of the Trust shall be signed by the Secretary General.

14 RECEIPTS OF CONTRIBUTION ETC. AND BANK A/C.

All contribution to the Trust shall be received by any of the members of the Board of Trustees against a receipt signed by the Chairman/Secretary General. The fund of the Trust shall be kept in the custody of the Finance Secretary.

H. S. S. S.
Secretary General

All accounts shall be placed before the Board of Trust for approval after proper audit. There shall also be scope of making running audit of the accounts.

The Bank A/C shall be operated by the joint signature of (1) Finance Secretary and (2) Secretary General OR Chairman.

15. OTHER MEMBERSHIP

Board of Trustees may decide to nominate patrons or may introduce such other membership for the support of Trust activities. Continuity of such nominations will be under the discretion of the Board of Trustees.

16. SUB COMMITTEES

Board of Trustees, for implementations and management of its activities may appoint different sub committee and/or managing committee. Such committee will be fully accountable to the Board of Trustees and will cease to exist if the Board of Trustees decides.

17. BRANCHES

Board of Trustees may decide to organise branches of the Trust in any part of the country. Such branches will be accountable to the Board of Trustees of the Trust as mentioned in this Deed and will cease to exist whenever the Board of Trustees will decide.

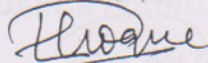
18. BOARD MEETING

A meeting of the board shall be held ordinarily at least once in 6 months. A notice by 1/3rd of the Trustees to consider the affairs of the Trust will make a notice of meeting constitutionally valid. All the proceedings of the meeting shall be recorded in the minutes book and to be preserved by the Secretary General on behalf of the Trust. Notice of every meeting of the Board together with the Agenda shall ordinarily be given by the Secretary General or convenors to all the Trustees at least seven clear days before the proposed date provided that in case of emergency there will be no time limit for serving the notice. If ~~it is~~ delivered to the Trustees personally or if such notice was issued to the last postal address furnished to the office of the Trust by the Trustee concerned and (1) posted within a reasonable time so as to presume that the notice should have reached the addressee (Trustee) in due course or (2) served on any such person of the said address of the Trustees concerned, the notice will be deemed to have been served.

The Chairman of the Board of Trustees shall preside over all meetings of the Board of Trustees. In the absence of the Chairman of the Board of Trustees in the meeting, the Vice-Chairman shall preside. In the absence of both, the Trustees present therein may elect a Chairman from themselves among to preside over the meeting.

Every question other than or subjects mentioned otherwise in this deed of Trust, which shall arise at any meeting of the Board shall be decided by a majority of votes of the Trustees present and in case of equality of votes, the Chairman of the meeting shall have second or casting vote, there shall be no vote by proxy.

THE GUIDANCE FOUNDATION


Secretary General

The proceeding of every meeting shall be entered in the minute book maintained for the purpose, be confirmed in the next meeting of Board of Trustees and be signed by chairman of the meeting.

No proceeding of the meeting of the Board shall be invalid because there existed at that time one or more vacancies in the Board.

Any resolution passed in emergency meeting is required to be approved by the Board in the next meeting to be convened within 30 days from the date of emergency meeting.

19. IMMOVABLE PROPERTIES OF THE TRUST

No immovable property belonging to the Trust shall be sold, exchanged, transferred, converted, mortgaged, or alienated in any manner whatsoever except when such exchange, transfer, conversion or alienation:

- 19.1 Is imperative in the interest of the Trust and Institutions and departments connected therewith.
- 19.2 Is not likely to adversely affect to any extent whatsoever the existence and benefit of the Trust, institutions and departments connected therewith and objects of the Trust.
- 19.3 Is decided to that effect by the Board in its meeting by a resolution passed by 2/3 majority of the Trustees present and such meeting must be attended by 3/4th member of existing Board of Trustees.

20. SUITS AND LEGAL PROCEEDINGS

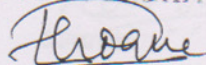
The Board or any one or more of the Trustees may apply for advice or the directions to the Court as occasion may arise. The Board or Trustees may sue or to be used in the name of the Secretary General of the Board. The Board may by a resolution passed specially or generally in that respect at any time and from time to time authorise any of the Trustees by power of Attorney or otherwise the Secretary General of the Board to represent Board of Trustees i.e. all Trustees:

- 20.1 To institute, conduct, defend, compound, withdraw or compromise, adjust, refer to arbitration or abandon any legal or other proceedings, claims or disputes, or against the Trust or Trustees or against its officers or employees concerning the affairs of the Trust and to sign and verify vakalats, plaints, statements, affidavits.
- 20.2 Entering into any agreement or contract or in executing and/or registering any documents;
- 20.3 Generally in doing and performing any act, deed, matter or thing, whatsoever which has to be done, executed and performed by the Board of the Trustees or Trustees as the case may be, in relation to any property of the Trust or in or about concerns, engagements, business affairs and matters of the Trust and or of the Board, and/or Trustees/Trustees as is/are such principal/principals.
- 20.4 The Board may take any other step it may deem fit to meet any contingency affecting the Trust in any legal proceeding or any other matter.

21. FINANCIAL YEAR

The official year of the Trust shall be 1st April to 31st March of each year.

FOR GUIDANCE FOUNDATION


Secretary General

22. WINDING UP OF THE TRUST

The Trust is revocable. The Trustees shall have powers to decide in a meeting to wind up the Trust activities. The property, funds and assets of the Trust that may remain after full settlement of the liabilities of the Trust will be transferred, paid and handed over to any other Trust or society or institution established for achieving similar aims and objectives provided that:

- 22.1 Notice of such meeting is served on all the existing Trustees.
- 22.2 Such meeting is attended by at least $\frac{3}{4}$ of the existing Trustees.
- 22.3 Such decision or resolution is carried by the votes of at least $\frac{4}{5}$ of the Trustees Present in the meeting.

23. AMMENDMENTS TO THE SCHEME

If at any time it is found that alterations in any of the provisions of this Trust or scheme for the purpose of effective achievement of the objects of this Trust are imperative and essential, then the board shall approve of such alteration by a resolution passed, in its meeting, and thereafter the modification shall become part and parcel of the terms, conditions and provisions of the Trust and of this scheme and such ammendment may be registered by supplementary deed as may be required by law.

The Board may at any time and from time to time make, amend, delete and rescind rules and by-laws for the conduct of its business, for the control, management and administration of the Trust made under this Trust and for carrying out the objects of the Trust relating to any matter under this scheme, provided that such rules and bye-laws shall not be inconsistent with or repugnant to any of the provisions of the scheme of the Trust.

Resolution to amend any provision of the scheme or to amend delete and rescind rules and by laws of the Trust must be adopted in a meeting attained by $\frac{3}{4}$ th members of existing members of Board of Trustees and passed by a $\frac{2}{3}$ rd majority of the members present in the meeting.

24. AMALGAMATION

The Trust may be amalgamated with any other Trust / Trusts with similar aims and objects if it is found beneficial to the cause of the Trust with consent of $\frac{2}{3}$ rd majority of the Trustees.

25. INVESTMENT

The Funds of the Trust shall be invested as per the provisions of the Income Tax Act, 1961.

26. AREA OF OPERATION

The area of operation of the objects shall be confined within the territory of India. No expenses shall be made outside India.

For GUIDANCE FOUNDATION

Signature
Secretary

27 AUDIT

A competent Chartered Accountant shall audit the accounts of the Trust each year before being placed at the Annual General Meeting.

28 DECLARATION

This Trust and the scheme set forth under this indenture shall come into force immediately after the execution and registration thereof.

The Trustees above named hereby constitute the Trust and declare that they have consented to be the Trustees under this Trust, accepted the Trust and have taken delivery of the possession de jure and defacto of the schedule fund and that in witness whereof, they the Trustees above named as parties hereto, have affixed their signature hereunder.

IN WITNESS WHEREOF the Settlor and the Trustees have these presents on the day, month and the year first above mentioned.

SIGNED, SEALED AND DELEVERD by the within-named SETTLOR at Kolkata in the presence of

1. Md. Sahid Ali
197, Park Street
Kolkata - 17

2. Gautam Manne
B24/8 ECTP Phase IV
Kolkata - 700107

Emdadul Hoque
SETTLOR

SIGNED, SEALED AND DELEVERD by the within-named TRUSTEES at Kolkata in the presence of:

1. Piyali Marick
12/B, Sahitya Parishad St.
Kolkata - 700006

2. Asif Ahmed
197, Park Street
Kolkata - 700017

1. Emdadul Hoque
Anina Hoque
3. M. T. Akbar
4. Prof. M. Abdur Raquib
5. Khondkar Anwarus Sadat

FOR GUIDANCE FOUNDATION
Secretary General

TRUSTEES