

**The Companies Act, 1994**  
**COMPANY LIMITED BY GUARANTEE**

**ARTICLES**

**OF**

**ASSOCIATION**

**OF**

**BUET 89 CLUB LIMITED**

**The companies Act, 1994**  
**(ACT XVIII OF 1994)**

**COMPANY LIMITED BY GUARANTEE COMPANY NOT HAVING**  
**A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**  
**OF**  
**BUET89 CLUB LIMITED**

1. The regulations contained in the Schedule-VII to the Companies Act, 1994 as applicable limited by Guarantee Company shall apply to this Club.
2. In these Article, unless there be something in the subject or context inconsistent therewith, the words and expressions shall have the meanings so defined:
  - a) The Company means **BUET89 Club Limited** also referred as the "Club"
  - b) Club means "**BUET89 Club Limited**"
  - d) Executive Committee' means the Directors of the Company for the purposes of the Companies Act 1994.
  - e) 'Committees' and 'Sub-committees' means Committees and Sub-committees duly appointed by the Executive Committee of the Club or the General Body as may be the case.
  - f) Office means the Registered Office of the Club.
  - g) 'Member' means former students of Bangladesh University of Engineering & Technology (BUET) or any person admitted as a member of the Club under Arts 8, 9 and 10.
  - h) 'General Body' means the Primary Members of the Club entitled to attend and vote at the General Meeting.
  - i) 'Meeting' means the Annual General Meeting, the Extra Ordinary General Meeting, the Emergency General Meeting and the Meetings of the Executive Committee or Committees or Sub-Committees.
  - j) 'Office Bearer' means the Members of the Executive Committee, including the President, Vice President, Secretary General, Joint Secretary General and Treasurer duly elected by the General Body.
  - k) 'Rule' means the Rules and Regulations for the management of the Club and observance by members thereof, subject to any amendment(s) that may be made hereafter, be those contained in these Articles, the Club Bylaws and any other instruction or instructions of the Executive Committee issued in conformity with the Articles of Association.
  - l) 'Bylaws' means the Club Bylaws.

- m) 'Code' mean the Codes of conduct for Members as provided in the Bylaws.
  - n) 'Register' means the Register of the Members or Register of the Common Seal or any other Registers kept and maintained by the Club.
  - o) 'Auditors' means the Official Auditors of the Club.
  - p) 'Seal' means the Official Common Seal of the Club.
  - q) 'Month' means the Gregorian calendar month.
  - r) 'Year' means the Gregorian calendar year.
  - s) 'Financial Year' means the financial year of the Club from 01 July to 30 June of the following year for audit purposes.
  - t) 'Employee' means the salaried staff of the Club.
  - u) 'Election' means the election of the office bearers of the Club.
  - v) 'BUET' means Bangladesh University of Engineering & Technology.
  - w) 'RB Member' means the Primary Member residing in Bangladesh.
  - x) 'NRB Member' means the Primary Member residing outside of Bangladesh.
3. 'Words' imparting singular number shall include plural number and vice versa, and words imparting masculine gender shall include feminine gender and vice versa.
  4. The business of the Club shall include several objects expressed in the Memorandum or any of them.

#### **NUMBER OF MEMBER**

5. The club for the purpose of registration is declared to consist of unlimited members.

#### **I-NAME**

6. The name of the Club shall be '**BUET89 CLUB LIMITED**'.

#### **II-OFFICE**

7. The Registered Office of the Club shall be situated at Dhaka, Bangladesh.

#### **III-MEMBERSHIP**

8. The members of the club shall be subscribers to its memorandum and Articles of Association of the Club and the persons who may hereafter be accepted as Members of the Club under Arts 9, 10, and 11.
9. **Primary Members** of the Club will include the former students of Bangladesh University of Engineering & Technology (BUET) who meet any of the following criteria: (i) started his/her university lives in 1984, (ii) graduated in 1989 from any of the following Departments – Civil Engineering, Electrical & Electronic Engineering, Mechanical Engineering, Chemical

Engineering, Metallurgical Engineering and Naval Architecture & Marine Engineering, (iii) graduated from BUET in 1991 from Architecture. The Primary Members of the Club are entitled to attend and vote in the General Meeting.

Primary Members have to pay the membership fee as prescribed for Primary Members in Art. 13, and pay the annual subscriptions (whenever applicable) as prescribed in Art. 14 provided that the membership of such Members is not discontinued under Art. 16.

10. **Affiliate Members** of the Club will include persons, other than Members, who are in sympathy with the objects of the Club and admitted as Members in the following categories without the voting rights:
  - a) **HONORARY MEMBERS:** Namely those persons of social standing who have made significant contribution towards the objectives of the Club and have been admitted as members of the Club. Honorary Members may also include the faculty members of BUET who were teachers of the Primary Members, or any distinguished personality from home and abroad. Honorary Members shall be admitted on invitation for lifetime provided that the membership of such Member is not discontinued under Art. 16. Honorary Member shall not be required to pay any membership fee or annual subscription.
  - b) **ASSOCIATE MEMBERS:** Spouse and dependent children of Primary Members will be considered as Associate Members provided that the membership of such Member is not discontinued under Art. 16. The membership is automatic, and shall not require any invitation. However, the membership of spouse will be valid as long as there is legitimate conjugal relationship with the Member. In case of death of a Primary Member, the spouse will continue to be an Associate Member until she/he remarries. Associate Member shall not be required to pay any membership fee or annual subscription.
11. **The following shall be eligible to become Members of the Club:**
  - (a) Any former students of **Bangladesh University of Engineering & Technology (BUET)** who meet any of the following criteria: (i) started his/her university lives in 1984, (ii) graduated in 1989 from any of the following Departments – Civil Engineering, Electrical & Electronic Engineering, Mechanical Engineering, Chemical Engineering, Metallurgical Engineering and Naval Architecture & Marine Engineering, (iii) graduated from BUET in 1991 from Architecture.
  - (b) Pay membership fees and subscriptions as provided in Arts. 9, 10, 13, 14 and 15.
  - (c) The membership is subject to the approval of the Executive Committee. The Executive Committee may exercise its discretion in each individual case for any past serious offense.
  - (d) If not discontinued from the membership of the Club under Arts 16 (b) and (e) subject to the conditions as provided in Art. 17.
12. Any person eligible to become member under Arts. 9, 10 and 11 above shall apply to the Secretary General as per the procedure laid down in the Bylaws. All application for membership shall be processed as per the Bylaws.

#### IV-MEMBERSHIP FEES AND ANNUAL SUBSCRIPTION

13. The Membership Fees for Primary Members shall be as follows:
- (a) **Primary Member:** Tk. 500.00 (Taka Five Hundred) only payable at on time in advance as per Rule.
- Note: The Executive Committee, with prior approval of the General Body, may increase or decrease the membership fees.
14. There will **no** annual subscription for the Primary Members. However, the Executive Committee, with prior approval of the General Body, may introduce the annual subscription for the Primary Membership.
15. The Affiliate Members shall not be required to pay the annual subscription.

#### V-DISCONTINUATION OF MEMBERSHIP

16. A person admitted as Member of the Club in any categories shall be considered to have been ceased to be a member on account of the following.
- (a) On resigning in writing with one month's notice.
  - (b) On failing to pay the Club dues within 90 days from its presentation.
  - (c) If found to be of unsound mind by a competent authority.
  - (d) If expelled by a resolution of the Executive Committee for any conduct against the objects of the Club or any activities prejudicial to the honour, reputation and interest of the Club or breach of any Club Rules and/or any codes after having given the Member concerned an opportunity to make an explanation except in case of serious breach of the Codes the Executive Committee may refrain a Member from visiting the Club for a period not exceeding 90 days pending investigation and final disposal as per procedure laid down in the Bylaws.
- In case a Member is expelled under this sub-clause he/she may appeal to the General Body for review. Such an appeal shall be addressed to the President in writing within 90 (ninety) days from the date of expulsion. The President shall place the same appeal before the General Body along with the opinion of the Executive Committee. The General Body may accept the said appeal with two-thirds majority of the members present and eligible to vote in the General Meeting.
17. (a) A Primary Member discontinued from membership of the Club under Arts. 16 (d) shall not be eligible for re-admission as Member of the Club for a period of 2 (two) years from the date of discontinuation of membership.
- (b) Any Affiliate Member discontinued from membership of the Club under Arts. 16 (d) shall not be eligible for membership at any time.
18. Any Member expelled or otherwise discontinued from the membership of the Club shall remain liable to pay all dues of the Club until his/her discontinuation of membership and shall not be entitled to refund of any monies paid to the Club.

## **VI-REGISTER OF MEMBERS**

19. The Register of Primary Members shall be kept by the Club, which shall remain closed for a period of 14 days immediately before the date of the Annual General Meeting and during that period no new name or names shall be added to the register. A separate Register shall be maintained for all Members other than the Primary Members.
20. Names of all discontinued members under Art. 16 shall be struck of the Register.

## **VII-RIGHTS AND PRIVILEGES OF MEMBERS**

21. All Primary Members shall enjoy the rights and privilege of receiving notices and attending and voting in the General Meeting, voting in the Elections of the Office Bearers, serving in the Executive Committee, proposing or seconding or balloting for Members and introducing guest(s) as per Rule.
22. All other Members of the Club shall enjoy the same privileges as the Primary Members except for the rights of attending and voting in the General Meetings, voting in the Elections of the office Bearer, serving in the Executive Committee, proposing, seconding or balloting for Members and introducing guest(s) as per Rule.

## **VIII-FACILITIES AND SERVICES**

23. The Club shall organize and run various facilities and services for the members and their families as per the Bylaws.
24. All members, other than members suspended under Arts. 16 (b) and (e), shall be entitled to use various facilities and services of the Club as per Rule and/or attend any event organized by the Club on payment of such subscription and/or charges as may be decided by the Executive Committee.

## **IX-FUND AND ACCOUNTS**

25. The Club may raise funds for its purposes by any of the following means or in any other lawful manner as decided by the Executive Committee.
  - (a) Membership Fees and Annual Subscription (if introduced later) from members.
  - (b) Grants, donations and gifts.
  - (c) Income from various facilities and services, fetes, concerts and/or any other events or programs allowed by law.
  - (d) Income from affiliated bodies and subsidiaries.
  - (e) Publication and sale of newsletters, directory and other printed matter.
  - (f) Various fund raising programs and events.
26. All funds and property of the Club shall vest in the Executive Committee as Trustees to carry out the purposes of the Club and shall not be used for any other purpose other than the objects of the Club as expressed in the Memorandum.

27. All income and expenditures shall be properly recorded and entered into the books of accounts with proper vouchers. The funds and accounts of the Club including documents related to the funds and accounts of the Club shall be maintained as per the Bylaws.

#### **X-CLUB DUES**

28. Membership Fees, Annual Subscriptions (whenever introduced), Bill or any other charges from sales of goods and services and/or interests on the unpaid dues owed to the Club shall be treated as Club dues and shall be settled as per the Bylaws.
29. If a member fails to pay the Club dues within 90 days from its presentation as per the Bylaws the said member shall be suspended immediately without notice for further action as per Art. 16. (b).

#### **XI-BANK ACCOUNT**

30. All monies received by the Club on account of admission fees or subscriptions or donations or proceeds from the sales of goods and services or any other dues shall be deposited in scheduled bank (s) in savings and/or current accounts opened in the name of the Club as decided by the Executive Committee. Such bank accounts shall be operated jointly by any two of the following.
- (a) President.
  - (b) Secretary General
  - (c) Treasurer

#### **XII-AUDIT**

31. Once at least in every year the accounts of the club shall be examined and the correctness of the balance sheet and income and expenditure account ascertained by as per the bylaws by one or more auditor(s), who is/are professionally reputed within the country, appointed by the General Body as per the procedure laid hereunder:

- (a) Each year at the Annual General Meeting the Primary Members shall appoint Auditor(s) to hold office until the Annual General Meeting in the following year.

In case as appointment of Auditor(s) is not made as aforesaid the Government may on the application of any Primary Member appoint such Auditor(s) for the current year and fix the remuneration to be paid to him/them by the Club.

- (b) An Office Bearer or any employee of the Club or any partner or any person in the Employ of an office Bearer or any employee of the Club or any person indebted to the Club shall not be appointed as Auditor(s) of the Club.
- (c) A person other than a retiring Auditor, shall not be capable of being appointed Auditor(s) at an Annual General Meeting unless notice of an intention to nominate that person to the office of Auditor(s) has been given by a Primary Member to the Secretary General not less than 14 (fourteen) days before the Meeting and the Secretary General shall send a copy of any such notice to the retiring Auditor(s) and shall give notice thereof to the Primary Members either by Advertisement or in any other mode allowed by the Articles not less than 7 (seven) days before the meeting, provided that if after the notice of the intention to nominate a Auditor has been so given an Annual General Meeting is called for a date 14 (fourteen) days or less after the notice has been given, the notice though not

given within the time required by this provision shall be deemed to have been properly given for the purpose thereof and notice to be sent or given to the Secretary General may instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the annual General Meeting.

- (d) The remuneration of the Auditor(s) shall be fixed by the General Body in the Annual General Meeting except that the remuneration of Auditor(s) appointed to fill any casual vacancy may be fixed by the Executive Committee.
- 32. The Auditors(s) shall be entitled to receive notice of and to attend any General Meeting of the Club at which any accounts which have been examined or reported on by him/them are to be laid before the members and may make a statement or explanation he/they desire with respect to the accounts.
- 33. Every account of the Club when audited and approved by General Meeting shall be conclusive except as regard to any error discovered therein within 90 days next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and henceforth shall be conclusive.

## XII-MANAGEMENT

- 34. The affairs of the Club shall be managed by an Executive Committee, which for the purposes of the Act shall be deemed to be the Directors of the Club.
- 35. The Executive Committee shall consist of 21 (Twenty One) Office Bearers as follows:

(a) President	1	To be elected from Members
(b) Vice President	1	To be elected from Members
(c) Secretary General	1	To be elected from Members
(d) Joint Secretary General	1	To be elected from Members
(e) Treasurer	1	To be elected from Members
(f) Member (CE)	3	To be elected from Members of CE
(g) Member (EEE)	2	To be elected from Members of EEE
(h) Member (ME)	2	To be elected from Members of ME
(i) Member (Arch)	1	To be elected from Members of Arch
(j) Member (ChE)	1	To be elected from Members of ChE
(k) Member (MetE)	1	To be elected from Members of MetE
(l) Member (NavE)	1	To be elected from Members NavE
(m) Member (General)	5	To be elected from Members of any Deptt

-----  
**Total:            21**



The following signatories of the Memorandum and Articles of Association shall be deemed to be the Members of the First Executive Committee and they shall be responsible for the Management of the Club until an Executive Committee is elected by the General Body as per Rule.

(a) Md Ziaul Hasan Khan	Convener
(b) Jobair Bin Alam	Co-convener
(c) Mahmud Hossain	Co-convener
(d) Md Ashrafuddin	Secretary General
(e) Syed Zakir Hussain	Member
(f) Mosfiq-us-Salaheen	Member
(g) Md Nurul Alam	Member
(h) Mir Manzurur Rahman	Member
(i) Md Ishtiaque Zahir	Member
(j) Khwaja Masum Billah	Member
(k) Mohammad Ali Biswas	Member

36. The Office Bearers shall be elected annually by the General Body in the Annual General Meetings.
37. Only the Primary Members shall be eligible for elections of the office Bearers of the Club provided that such Members shall not be elected for more than one office in the Executive Committee and shall not hold the same office in the Executive Committee consecutively for more than 2 (two) tenures each of 2 (two) years.
38. An office of the Office Bearer shall be declared vacant on account of the following:
- (a) On expiry of the two years tenure as an office bearer or on resignation in writing.
  - (b) If an office bearer remains outside the country for a period exceeding 6 (six) months and has informed the Secretary General in writing of his absence.
  - (c) Discontinuation of membership under Art. 16.
  - (d) Fails to attend three regular meetings of the Executive Committee consecutively without prior intimation to the Secretary General.
  - (e) If an Office Bearer refuses to accept the responsibilities assigned to him/her by the Executive Committee or fails to carry out the responsibilities assigned to him/her by the Executive Committee or fails to carry out the responsibilities for the position he/she has been elected by the General Body provided that any resolution to vacate an office Bearer under this sub-clause is adopted in a special meeting of the Executive Committee with a quorum of eight of the office Bearers present within 30 (thirty) minutes of the time appointed for such meeting and the resolution is adopted by two-thirds majority of the office Bearer present in the said meeting.
39. The existence of a vacancy in the Executive Committee shall in no way invalidate the decisions of the said Executive Committee and the several Acts thereof.

40. The Executive Committee may fill in a vacant position in the Executive Committee by co-option until the next elections of the office Bearers when the elections for the vacant position shall be held and the tenure for such vacant position shall be for the remaining period tenable by the same position.
41. Any Member who ceases to be an office bearer under Arts. 39 (d) and (e) shall not be eligible for elections to the Executive Committee for the next tenure.
42. Services of the Office Bearers shall be honorary.
43. The Executive Committee shall exercise such powers and functions as provided in Arts. 44 and 45 under Section XIV of the Articles of Association and the Bylaws.

#### **XIV-THE POWERS AND FUNCTIONS OF THE EXECUTIVE COMMITTEE**

44. The management of the Club shall vest in the Executive Committee and in that the Executive Committee shall exercise the following powers and functions.
  - (a) To carry out the aims and objectives of the Club.
  - (b) To admit Primary, Honorary, Consort and Associate Members of the Club as per Rule.
  - (c) To deal with all matters related to the general administration of the Club and the management of its facilities and services.
  - (d) To appoint, administer, suspend, terminate and dismiss the service of any employee on such terms and conditions as contained in the bylaws or as may be determined by the Executive Committee. In case of urgency the Secretary General may give temporary appointments and shall place the matter in the next regular meeting of the Executive Committee for approval.
  - (e) To deal with all matters related to any breach of Club Rules.
  - (f) To commence, institute, prosecute and defend all such actions and suits on behalf of the Club as may be deemed necessary or expedient, and to compromise or submit to arbitration any action or suit or dispute or differences.
  - (g) To deal with financial matters of routine nature as per Rule.
  - (h) To recommend the annual budget for approval by the general body.
  - (i) To collect, manage and disburse funds for all or any of the objects of the Club
  - (j) To invest such funds as may be considered over and above the immediate needs in securities permitted under Trust Act in fixed deposits or in Post office Saving Banks or in Postal Certificates or in Government Saving Certificates as considered proper and to dispose of any fixed deposits or securities or Postal Certificates.
  - (k) To raise funds/grants/loan with or without interest or otherwise from government, local authorities, banks or any person to fulfill the objects of the Club.
  - (l) To purchase, own, take on lease or otherwise acquire any land or property and/or construct or develop any building or structure for the purpose of the Club.

- (m) To manage, sell, lease, transfer or otherwise deal with all or any of the moveable or immovable property for the Club.
  - (n) To implement appointment of the auditor(s) approved by the General Body.
  - (o) To co-operate with any organization having similar objects both inside and outside the country for mutual benefit of the members and their families, also for fulfilling the objectives of the Club.
  - (p) To maintain proper books of account and prepare the audited balance sheet and the annual report for adoption in the Annual General Meeting.
  - (q) To open and operate banking accounts, including current, saving and fixed deposit accounts, with any scheduled bank(s) or post offices. All accounts shall be in the name of the Club as per Rule.
  - (r) To make, accept, endorse and execute any Promissory Note(s), Bills of Exchange and other negotiable documents as may be necessary.
  - (s) To appoint committees and/or from among the office Bearers and/or from member of and delegate to the committees or the sub-committees or any office Bearer or any employee or legal representative of the Club such responsibilities as may be deemed proper in accordance with the Rules.
  - (t) To frame and put into effect bylaws from time to time for the management, administration, election and for such purposes as are conducive.
  - (u) To vacate an office Bearer from the Executive Committee as per Art. 39.
  - (v) To fill in any vacant position in the Executive Committee.
  - (w) To issue identity (ID) cards to all Members and employees of the Club.
  - (x) To recommend amendments including additions and alteration of such rules and regulations for the approval of the General Body.
  - (y) To convene meetings of the General Body as per Rule.
45. The Executive Committee shall be collectively responsible to the General Body for all decisions and actions taken by it during the year and shall not be required to give reasons for its decisions and actions to any individual member or any affiliated body.
46. The quorum for the Executive Committee meeting is 7 members. However, at least 12 members will be required in the meeting to take any major decisions that may require changes in the Memorandum of Association (MOA) and Article of Association (AOA).
47. The Executive Committee will take decision on the majority of the votes of the members present in the meeting. However, if there is any tie situation, the President will give the casting vote.

#### **XVI-NOTICES**

48. A notice may be given to any Member as per the following procedure:

- (a) A notice may be given by the Club, either personally or sending it by post or Courier to him/her to his/her registered address of (if he/she has no registered address in Bangladesh) to the address, if any Within Bangladesh supplied by him to the Club for the giving of notice to him/her to. A notice may also be served by electronic mail (to the email address provided by the Member). In case a notice is sent by post/courier/email, service of the notice shall be deemed to be effected by properly addressing. Prepaying and posting a letter containing the notice and unless the contrary is proved to have been effected at the time of which the letter would be delivered in the ordinary course of post.
  - (b) If a Member has no registered address in Bangladesh and has not supplied to the Club an address within Bangladesh for the giving of notice to him, a notice addressed to him by electronic mail (to the email address provided by the Member) shall be deemed to be duly given to him on the day on which the email is sent.
  - (c) Notice of every General Meeting shall be given in same manner herein two weeks before to every Primary Member of the Club. No other persons shall be entitled to receive notice of General Meeting.
  - (d) No other members and/or persons other than Primary Members shall be entitled to receive notices of General Meetings.
49. The General Body is the supreme body of the Club which shall meet in the Annual General Meeting once on a year and in the Extra-ordinary General Meetings and Emergency General Meetings as and when required. It will have the powers to approve and disapprove any decisions and actions of the Executive Committee and/or any office Bearer and make or amend any Rule including the Bylaws.

#### **GENERAL MEETING**

50. The first General Meeting shall be held at such time not being less than one month and not more than three months after the incorporation of the Club and subsequently general meeting shall be held once in every year at such time, not being more than fifteen months after the holding of the last preceding general meeting of the club.
51. The Annual General Meeting shall transact the following business:
- a) Confirm the minutes of the last Annual meeting and all other General Meetings held during the preceding year;
  - b) Consideration of the Annual Report of the Executive Committee;
  - c) Adoption of the audited statements of accounts pertaining to the preceding year;
  - d) Appointment of auditor or auditors and fix their remuneration;
  - e) Holding of the election of the Executive Committee; and
  - f) Any other business on the agenda or any other matter that may be allowed to be discussed with the permission of the Chair.

Members, not physically present in the Annual General Meeting due to living outside of the country or any other valid reason, may participate in the meeting through electronic means (e.g. conference call, email, video conference etc). In that case, this participation through electronic media shall be treated as regular attendance.

52. Meetings other than the Annual General Meeting shall be called Extraordinary or Special General Meetings and the same may be held at any time and at such place or places as the Executive Committee may deem convenient for the disposal of the business of the club. The participation in the Extraordinary or Special General Meetings through electronic media will be equally accepted as in the case of Annual General Meeting.
53. An Extraordinary or Special General Meeting may be held on the requisition signed by at least one-tenth of the total members as per the Membership Register of the club specifying clearly the business desired to be transacted. The Executive Committee Member-in-Charge of Administration shall, upon the requisition having been so made in writing convene the Extraordinary or Special General Meeting of the club and such meeting shall be called within twenty-one days from the date of receipt of such requisition.
54. If the Executive Committee Member-in-Charge of Administration does not proceed to cause a meeting to be called within twenty-one days from the date of requisition made as aforesaid, the requisitions or a majority of them may themselves call a meeting, but in either case any meeting so called shall be held within three months from the date of requisition.
55. a) No business shall be transacted at any meeting unless a quorum of members is present at the commencement of the business. If the members of the club at the time of the meeting do not exceed ten in number, the quorum shall be five and if they exceed ten, there shall be added to the above quorum one for every five additional members with the limitation so that no quorum shall in any case exceed ten. If within one hour from the time appointed for the meeting quorum of members is not present, the meeting, if called on the requisition of the members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the following week at the same time and place and if at such adjourn meeting a quorum of members is not present, it shall be adjourned sine die.  
  
b) The Chairperson of the meeting may, with the consent of members in any meeting at which a quorum is present (and shall if so directed by the members in the meeting) adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting, except that 5 days notice shall be sufficient. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
56. At least fourteen days notice for Annual General Meeting intended to pass ordinary resolution, and at least twenty one days notice for an Extraordinary or Special General Meeting intended to pass any special resolution, specifying the place, time and date of the meeting shall be given to all members of the club. Accidental omission to send such notice to or its non-receipt by any member shall not invalidate the proceedings at such meetings.
57. Every issue, which would require decision in a General Meeting, shall be decided by a majority of the members present and voting at such meeting.
58. Notwithstanding anything contained in the Articles, no extraordinary or special resolution, particularly a resolution seeking amendments to the Articles of Association, shall be deemed to have been passed unless it has received the votes of three-fourth majority of the members present in person and voting.
59. Any resolution put to vote at an Annual General Meeting shall be decided in a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the

President or by at least by three members, present in person; and unless a poll is so demanded, a declaration by the President that a resolution has, on a show of hands been carried unanimously or by a proceedings of the Meeting of the Meeting of the Club, shall be conclusive evidence of the fact, without proof of the number or proportion of the vote recorded in favor of or against that resolution, except otherwise required by Rule.

### **VOTES OF MEMBERS**

60. Every member present in person shall have one vote.
61. No member shall be entitled to vote at any meeting unless all moneys due from him to the Club have been paid.
62. On a poll, votes may be given either personally or by proxy provided that a proxy shall be appointed in writing under the hand of the appointer. Such appointment should be informed to the Executive Committee as applicable by the appointee within a specific period before the date of any specific meeting where the said voting will be conducted.

Provided further that a Club shall not vote by proxy so long there is a resolution of its directors in accordance with the provisions of section 86 of the companies Act, 1994.

63. Members, not physically present in the meeting due to living outside of the country or any other valid reason, may cast their votes through electric means (e.g. conference call, email, video conference etc).
64. The Extra-Ordinary General Meeting may be convened as follows:
  - (a) The extra-ordinary Committee whenever considered necessary and expedient shall convene an extra-ordinary General Meeting. Such meeting shall be notified and conducted in the same manner as the Annual General Meeting except that the minimum period of notice shall be twenty-one days and no other business other than that specified in the notice convening the extra-ordinary General Meeting shall be transacted.
  - (b) An Extra-Ordinary General Meeting may be called on a demand of not less than one-tenth Members in the Register eligible to vote in the General Meeting. The Executive Committee shall upon a requisition having been so made in writing, stating the purpose of the meeting convene an Extra-Ordinary General Meeting with minimum 14 (fourteen) days notice and the meeting shall be conducted in the same manner as the Annual General Meeting. If the Executive Committee do not proceed within 30 (thirty) days from the date of the requisition being so deposited to cause a meeting to be called, the members requisitioning or a majority of them, may themselves call the meeting in the same manner as nearly as the meeting having been called by the Executive Committee. In either case any meeting so called shall not be later then 90 (ninety) days form date of the requisition.
  - (c) The quorum for the Extra-ordinary General Meeting shall be same as the Annual General Meeting and all resolution adopted in such General Meetings shall be by a simple majority as otherwise required by Rule; except that the Extra-ordinary General Meeting requisitioned for the purpose of moving no confidence motion shall require a quorum of one-tenth of the members of the Register eligible to vote in the General Meeting and the motion for no confidence be adopted by three-fourth of the members present in the meeting.

- (d) If within 30 (thirty) minutes from the time appointed for an Extra-ordinary General Meeting a quorum is not present, the meeting if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day, time and place in the next week and any number of members present and eligible to vote in the meeting shall form the quorum.
65. The Executive Committee while dealing with important matter(s) requiring immediate approval of the General Body may convene an Emergency General Meeting. Such Meeting shall be notified and conducted in the same manner as the Annual General Meeting except that the minimum period of notice shall be 10 (ten) days and no other business shall be transacted other than that specified in the notice convening the meeting.

#### **XVII-AMENDMENTS AND ALTERATIONS OF THE RULES AND BYLAWS**

66. Any of these Articles or any other Rule of Bylaws may be amended and/or altered by the General Body in an Extra-ordinary General Meeting to be convened by the Executive Committee specifically for the purpose for which at least 21 days notice in writing shall be given with the draft of the proposed resolutions for the amendments and/or alterations along with the opinion of the Executive Committee for consideration by the General Body which shall be adopted by at least two thirds majority of the Members present and eligible to vote in such Meeting.

#### **XIX-PROCEEDINGS AND THEIR EVIDENCE**

67. All minutes, proceedings, decisions and resolutions of the General Meetings, the Executive Committee meetings and the Meetings of the Committees and Sub-committees signed by the Secretary General or the Secretary of the any such meeting and counter-signed by the President or the member or office bearer presiding over the same meeting shall be accepted as evidence of all the matters stated therein.

#### **XX-COMMON SEAL**

68. The seal of the club shall not be used except in pursuance of the purpose of the Club.
69. The documents to which the seal of the club is affixed shall be signed on behalf of the club by the Secretary General or jointly by any two Office Bearers authorized by the Executive Committee in writing.

#### **XXI-ELECTION**

70. The election of the Office Bearers shall be held at an Annual General Meeting of the Club through secret ballot (paper or electric based) to be conducted by an Election Commission as per the procedure laid down in the Bylaws, Each Primary Member shall have one vote provided his/her name is included in the voter list as per Rule.

#### **XXII-WINDING UP AND DISPOSAL OF ASSETS**

71. The Club may be wound up and/or dissolved by a vote of three-fourth majority of the Primary Members present in person and eligible to vote in the Extra-ordinary General Meeting convened for the purpose with minimum 21 (twenty one) days notice in writing.

#### **XXII-OPERATION OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

72. All the provisions of the Companies Act 1994 (Act 18 of 1994) as applicable shall also apply to the Club.

**WE, THE SEVERAL, PERSONS** whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance of these Articles of Association:-

Sl #	Names of Subscribers	Addresses, nationality and descriptions of Subscribers	Signatures of Subscribers
1	Md Ziaul Hasan Khan DoB. 20 June 1966 S/O. Md Meser Ali Khan	47/8 Indira Road, Dhaka-1215, Bangladesh Occupation: Business	
2	Jobair Bin Alam DoB. 10 December 1965 S/O. Shafiqul Alam	70/2 Indira Road, Dhaka-1215, Bangladesh Occupation: Teaching (BUET)	
3	Mahmud Hossain DoB: 29 August 1964 S/O Torab Hossain	138 Crescent Road, Kathalbagan, Dhaka-1205, Bangladesh Occupation: Private Service	
4	Md Ashrafuddin DoB. 21 Jul 1965 S/O. Late Md Nuruddin	House: 11, Avenue: 2, Block D, Section: 2, Mirpur, Dhaka-1216, Bangladesh Occupation: Business	
5	Syed Zakir Hussain DoB. 14 Oct 1966 S/O. Late Syed Anowar Hussain	220 South Pirebagh, Mirpur, Dhaka-1216, Bangladesh Occupation: Engineering Service	
6	Mosfiq us Salaheen DoB. 13 Apr.1965 S/O Zaker Ahmed	G.P.GA-24, Mohakhali, Dhaka-1212, Bangladesh Occupation: Business	
7	Md Nurul Alam DoB. 01 Dec 1965 S/O. Late Abu Baker Siddique	Vill. Hasanpur, PO. Ulania Mehendiganj, Barishal, Bangladesh Occupation: Private Service	
8	Mir Manzurur Rahman DoB. 09 Sep 1966 S/O. Late Mir Enayet Hossain	Mira Bari, Vill: Chotto Gourichanna Upzilla: Barguna Sadar; Zilla: Barguna Occupation: Govt Service	
9	Md. Ishtiaque Zahir DoB. 20 Aug 1965 S/O. Abdus Zahir	36 Indira Road, Dhaka-1215, Bangladesh Occupation: Business	
10	Khawja Masum Billah DoB. 08 Feb 1967 S/O. Khawja Baqui Billah	Flat A7, House 27, Road 12/A, Dhanmondi, Dhaka-1207, Bangladesh Occupation: Private Service	
11	Mohammad Ali Biswas DoB. 31 July 1964 S/O. Moakammal Hussain Biswas	Road 6A, House 70/1, Prantic, Flat – B, Dhanmondi, Bangladesh Occupation: Service (Autonomous)	
12	Kazi Kamruzzaman DoB. 18 December 1965 S/O. Late Kazi Habibar Rahman	Vill. Goalbathan, PO. Bagsrirampur, PS/Dist. Narail, Bangladesh Occupation: Private Service	
13	Md. Shafiur Rahman DoB. 21 March 1966 S/O. Mayeenuddin Ahmed	Flat: A3, Sunnydale House 13, Road 9, Gulshan 1, Dhaka-1212, Bangladesh Occupation: Business	
14	Shah Mortoza Kamal DoB. 20 March 1966 S/O. Shah Ashraf Uddin Ahmed	House 16, Road 5, Block C, Mirpur 2, Dhaka-1216, Bangladesh Occupation: Private Service	
15	Md Mamunur Rashid DoB. 24 Sep 1965 S/O. Late Abdul Bari	B B Girls School Road, Akur Takur Para, Tangail-1900, Bangladesh Occupation: Private Service	



16	Md Jahangir Kabir DoB. 16 Aug 1966 S/O. Alhaj Md Abdul Hamid Miah	663/1 Shaheenbagh, Tejgaon, Dhaka-1215, Bangladesh Occupation: Govt Service	
17	Md Aminul Islam DoB. 01 Oct 1966 S/O. Shafi Uddin Ahmed	B-15/D-8 Agargaon Taltola Govt Officers' Quarters, Sher-e-Bangla Nagar, Dhaka-1207, Bangladesh Occupation: Govt. Service	
18	Abed Wahid Chowdhury DoB. 31 Dec. 1965 S/O. Abdul Wahid Chowdhury	37, Jallar Par Sylhet-3100, Bangladesh Occupation: Private Service	
19	Syed Ishteaq Hossain DoB. 24 April 1966 S/O. Syed Makbul Hossain	D3, House 13/1, Road 1, Dhanmondi, Dhaka-1205, Bangladesh Occupation: Business	
20	Md Shafiul Alam Talukder DoB. 11 dec 1965 S/O. Dr S A Talukder	5, Suharawardy Avenue, Baridhara, Dhaka-1212, Bangladesh Occupation: Business	

Dated.....day of.....2008

**Names, addresses and signatures of witnesses attesting the above signatures**

1.

Dated. ....