

গণপ্রজাতন্ত্রী বাংলাদেশ সরকার

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রেজিস্টার অফ জয়েন্ট  
স্টক কোম্পানীসহ ও সিকিউরিটিজ  
পাবলিক ট্রাস্ট, ঢাকা, বাংলাদেশ।  
তারিখ: 19 OCT 2008

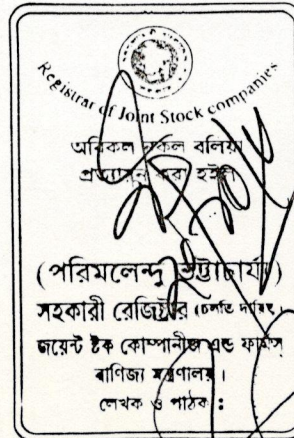
27/10/08

# ARTICLES OF ASSOCIATION OF BUET 89 CLUB LIMITED

No.1

Regd. No. C-73334(1376)/08

Regd. Date : 13-10-2008



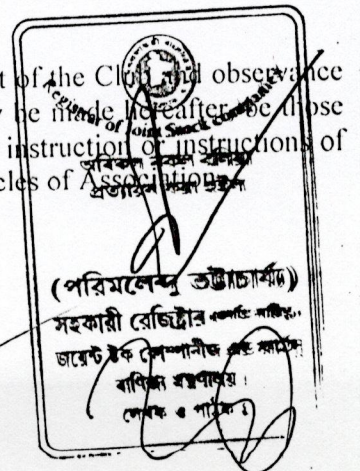


**The companies Act, 1994**  
**(ACT XVIII OF 1994)**

**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.





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- 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

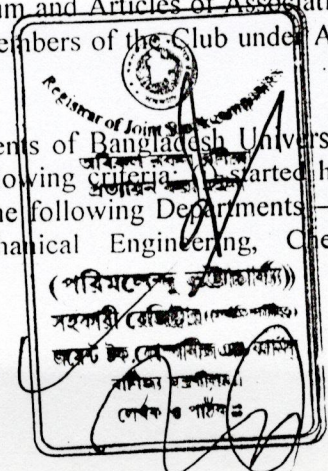
6. The name of the Club shall be ' BUET89 CLUB LIMITED'.

#### 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:**

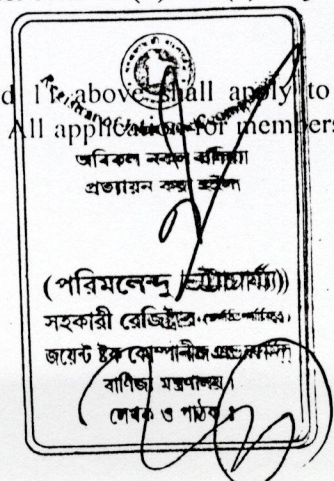
(a) Any former students of **Bangladesh University of Engineering & Technology (BUET)** who meet any of the following criteria: (i) started his/her university lives in 1984, (ii) graduated in 1989 from any of the following Departments – Civil Engineering, Electrical & Electronic Engineering, Mechanical 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 (c) 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 applications for membership shall be processed as per the Bylaws.



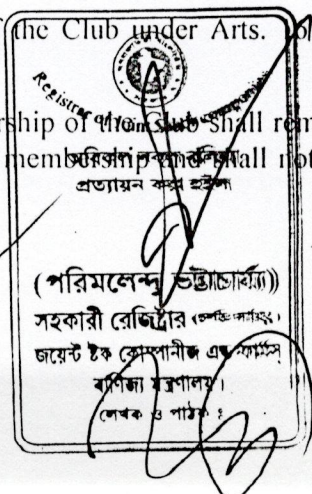


#### IV-MEMBERSHIP FEES AND ANNUAL SUBSCRIPTION

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. He/she 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 off the Register.

## VII-RIGHTS AND PRIVILEGES OF MEMBERS

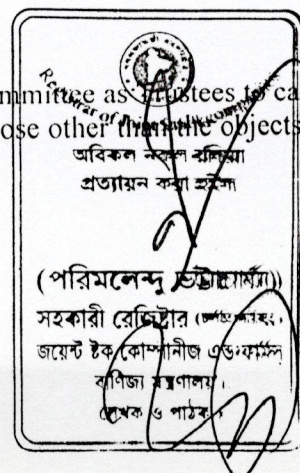
21. All Primary Members shall enjoy the rights and privilege of receiving notices and attending and voting in the General Meeting, voting in the Elections of the Office Bearers, serving in the Executive Committee, proposing or seconding or balloting for Members and introducing guest(s) as per Rule.
22.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

