

৳ ৪২৮২৮৪৮

৩০/০৬/১৯৮৪
 ডেপুটি সচিব (স্বর্ণ) টক
 কোম্পানী ও ফার্ম বাংলাদেশ
 ঢাকা -৪৩ পরিদপ্তর
 প্রদানের তারিখ-
 প্রাপ্ত নং- ৫৯৩৩

Bangladesh Cement Manufacturers Association

স্বর্ণ
 স্বর্ণ-স্মারক



(Handwritten signature)

(Handwritten signature)
 প্রকল্প পরিচালক
 ইনস্টিটিউট অফ সিস্টেমস এন্ড
 সিস্টেমস এন্ড সিস্টেমস



Companies Act, 1994
(Act XVIII OF 1994)

An Association incorporated under section
28 of the companies Act, 1994.

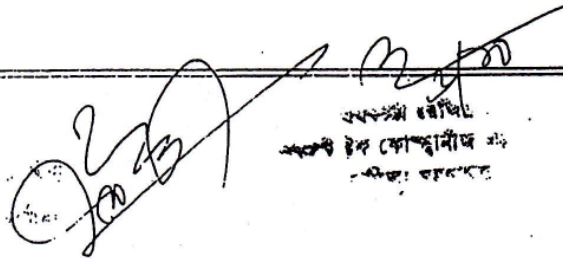
Memorandum

And

Articles of Association

Of

Bangladesh Cement Manufacturers Association



স্বাক্ষরিত
কর্তৃক ইং কোম্পানী
-১৯৯৪



০২৩ - ১১ - ১০২১ - ০৬



Certificate of Incorporation

No. C-433(10)/98

I hereby certify that Bangladesh
Cement Manufacturers Association

is this day incorporated under the Companies Act (Act XVIII) of 1994 and that the Company is Limited.

Given under my hand at Dhaka
this Twenty-third day of December
One thousand nine hundred and Ninety-eight



[Signature]
Deputy Registrar of Joint Stock Companies
Bangladesh.



J. S. C.-34

H.G.P. 9798 1802 MS-15,000 Copies, IC 081 1997

[Handwritten signature and scribbles]

The Trade Organization Ordinance-1961

and

The Companies Act 1994 (Act XVIII of 1994)
A Company Limited by Guarantee

and

Registered under section 28 of the Companies Act 1994

Memorandum of Association

OF

Bangladesh Cement Manufacturers Association

- i. The name of the Association shall be "BANGLADESHI CEMENT MANUFACTURERS ASSOCIATION"

AREA OF OPERATION

- i. The area of operation of the Association shall be the whole of Bangladesh.

REGISTERED OFFICE

- ii. The Registered Office of the Association shall be situated in Bangladesh.

OBJECTS

- iii. The objects for which the Association is established are :-

1. To establish a non-profit Trade Organization that will bring together and represent all sectors of Cement Traders including manufacturers; distributors; marchants and exporters etc
2. To protect, develop, support and promote all measures and steps toward open, free competitive marketing trade and manufacturer of all Cement plants and



A large, stylized handwritten signature in black ink, located at the bottom center of the page.

Cement factories in Bangladesh and to coordinate the efforts of the members of the Association to this end.

3. To work with the Government the Parliament and the Ministries to solve problems and obtain an equitable laws regarding Cement manufacturing, distribution and use in Bangladesh.
4. To make representation to the Government Public bodies, Organizations and other authorities on behalf of the members of the Association for the redress of their genuine grievances and for meeting the legitimate demands of members of the Association and Cement Trade and industry in general.
5. To participate in research and experimentation on the proper use of Cement and to work with international organizations in obtaining the results of research on needs of Cement use in buildings, factories, residential establishment etc. and to disseminate such information among local Cement manufacturers, distributors and merchants to improve, use efficiently in use of Cement in Bangladesh.
6. To encourage the Cement manufacturers, distributors, and merchants to conduct demonstrations of proper application of Cement to Builders, Contractors and Developers and to collect, monitor and publish information and statistics needed by the members and the Govt. for monitoring and improving Cement availability, distribution and use in the country, such information may be released to press, radio, and TV media to keep the public informed about cement consumption and progress being made through production and proper use of Cement in Bangladesh.
7. To promote the highest standard of business ethics, integrity and professionalism between and among the members of the Association and others.
8. To serve as an arbitrator, and /or mediator in solving problems and minor disputes keeping inview at all times the best interest of the Association and its member as well as the interests of the consumers and the country as a whole.
9. To promote, protect and safeguard the interest of all the members of the Association who are manufacturers, distributors, merchants, importers or exporters, dealers or retailers persons or organizations directly or indirectly connected with cement sector in Bangladesh.



10. To promote and maintain the highest standard of unity and cooperation among members of the Association in the conduct of the business carried on by them.
11. To develop through product promotion, wider uses of cement and related products and to consider and deal with all questions and matters concerning manufacture; transportation and trade of cement in general and to devise ways and means to overcome any difficulty or problem arising in connection therewith. And to discuss; promote and support any measures beneficial to production and use of cement and to oppose measures detrimental thereto.
12. To support and promote the concept of maximum economic yields in all sector of cement production keeping in view environment freely sustainable in cement production for the benefit of the country.
13. To promote experimentation and research that will assist in the general development of industries, enterprises or objects connected with the use of cement in Bangladesh and to study the potential of all measures conducive of the attainment of all or any of the objectives of the Association.
14. To promote by all available means the manufacture and production of all types of cement & clinkers in the country and to actively promote self sufficiency in cement production in the country through proper use of clinkers and other available inputs.
15. To promote and become members and /or associates of all national and international organization and bodies directly or indirectly related to cement manufacturing and use for enhancement and sustainable growth of the industry.
16. To establish and promote contacts with foreign countries and international or foreign organizations and develop relations with them in order to enhance trade, distribution and manufacture of cement in Bangladesh.
17. To subscribe & become member of the Federation of Bangladesh Chamber of commerce and Industry and to procure and furnish to any organization of trade & industry in Bangladesh or foreign country such information as may be conducive to the attainment of the objective of the Association.
18. To collect, maintain, distribute or supply all data statistics and other information necessary for the promotion and advancement of cement production and use in



Bangladesh through letters, circulars, periodicals or through press and other publicity media. And to obtain or develop informational books, brochures, visual aids and educational items for members and to distribute them on a pro-data, no profit no loss basis

- 19 To raise or borrow funds or secure the payment of money for promotion of the objectives of the Association and for meeting financial obligations and to create mortgage or charge on the property or assets of the Association in securing such loans and advances.
- 20 To act as principals, agents, managers, trustees for any society, committee Association or body directly or indirectly related to cement production & trade whether incorporated or not.
- 21 To purchase, lease, exchange or otherwise acquire and to alter improve, develop any land, buildings house, estates farms fittings and furniture or any other moveable or immovable properties, licenses or privileges as deemed necessary or expedient for accomplishing the objectives of the Association
- 22 To elect officers, appoint staff, agents, managers, secretaries, contractors and establish agencies and branches of the Association in any place within Bangladesh whatsoever
- 23 To represent and act as the members of the Association before all ministries, department or agencies of the Govt. and before all types of public and private, nationals international organizations and agencies whose activities affect the manufacture, distribution, transportation, trade and use of cement/clinker and to nominate its representative (s) for such organizations, if required
- 24 To contribute to the progress and advancement in every lawful manner and do all lawful acts to promote the welfare of the members of the Association.
- 25 To accept any gifts, donation or subscription towards any fund or endowment and to establish and support institutions or trust calculated to benefit the Members of the Association, its employees, ex-employees or their dependent and to grant gratuities, pensions and allowances, and to subscribe, donate or grant money for the promotion of use, research & sustainable growth in cement production or for charitable or benevolent objects or for public in general or useful objects



26. To arrange for given relief, medical or theirwise to the members of the Association, its employees or ex-employees or their dependents and to provide donations and grants as possible.
27. To bring suit, take legal action in court civil criminal revenue or otherwise whether original or appellate and to grant vakalatanama authorizing legal practitioners to appear for and on belief of the Association before all court, civil, criminal, revenue or otherwise.
28. To draw, make accept, discount execute and issue cheques drafts pay order, promissory notes and other negotiable or transferable instruments.
29. To pay for services rendered or to be rendered in connection with formation and registration of the Association or for furtherance of its objects.
30. To import goods, materials and the requirement of the members of the Association for purposes of experiment investigation & research but not for any commercial purpose.
31. To raise and recruit membership for the Association from amongst the Cement Manufacturers in Bangladesh and define eligibility requirement and attach thereto respectively such qualifications, preferences, right, titles, status, conditions and privileges as may be determined from time to time by the Executive Committee of the Associations.
32. And generally to do all such act of things as may be necessary from time to time inconnection with the affairs of the Association or for the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED THAT THE objectives specified in several paragraphs of this memorandum shall unless otherwise expressed in such paragraphs be regarded as independent objectives and accordingly, shall in no way be limited or restricted in application (except where limited by specific reference in any other paragraph)

IV. The Liability of the members is limited

V. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being windup while he is a member, or within one year afterwards for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up and for the adjustment of right of the contributors among



[Handwritten signature]

themselves, such amount as may be required but not exceeding Tk. 5,000.00 (Taka Five thousand) only and Tk. 3,000.00 (Taka three thousand) only for ordinary and Associate members respectively










- VI. The income and the property of the Association, however derived shall be applied solely towards promotion of the objectives of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to persons who at any time are or have been members of the Association, or to any of them or to any person claiming through any of them provided, however, that nothing herein contained shall prevent the payment in good faith of any remuneration or other allowances to any officers or servant of the Association or other persons except a member in return for any service.

WINDING UP

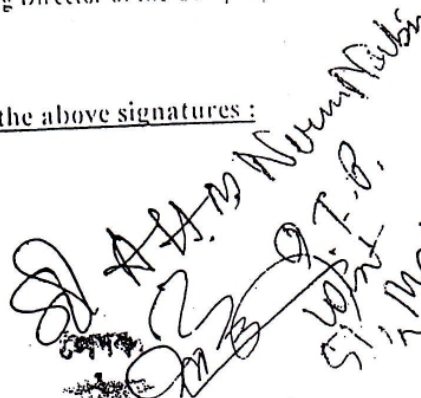

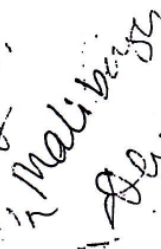
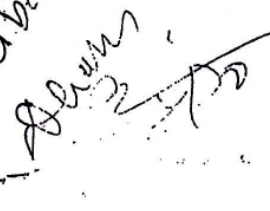
- VII. The Association shall be wound up or dissolved voluntarily whenever a special resolution is passed requiring the Association to be so windup. If the Association be woundup or dissolved and there should remain, after satisfaction of all its debt & liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having object similar to the objects of the Association to be determined by the 3/4th (Three fourth) members vote of the Association at an Extra-ordinary General meeting convened for the purpose.
- VIII. Provisions made in para VII of this Memorandum of Association are conditions on which the license is granted by the Ministry of Commerce, Government of the People's Republic of Bangladesh to the Association in pursuance of Section -3 of the Trade Organization Ordinance 1961 (XLV of 1961).



We the several persons whose names, addresses and designations are subscribed below are desirous of being formed into an Association in pursuance of this Memorandum of Association :-

Sl	Name	Organisation	Signature
1.	Meghna Cement Mills Ltd. Represented by Mr. Ahmed Akbar Shoban Managing Director of the Company	Meghna Cement Mills Ltd. Sena Kalyan Bahban (14th fl.) 195, Motijheel C/A, Dhaka-1000.	
2.	Chittagong Cement Clinker Grinding Co. Ltd. Represented by Mr. Md. Abu Tayab Managing Director of the Company	Chittagong Cement Clinker Grinding Co. Ltd. South Halishabar, Chittagong.	
3.	Mongla Cement Factory Represented by Lt. Col. Engr. M.S. Kamal Director of the Company	Mongla Cement Factory Sena Kalyan Bahban (21st fl.) 195, Motijheel C/A, Dhaka-1000.	
4.	National Cement Mills Ltd. Represented by Mr. Md. Iqbal Chairman of the Company	National Cement Mills Ltd. Chamber House, 38, Agrabad C/A, Chittagong.	
5.	Confidence Cement Ltd. Represented by Engr. Rezaul Karim Managing Director of the Company.	Confidence Cement Ltd. Ispahani Building (5th fl.) 14-15, Motijheel C/A, Dhaka-1000.	
6.	Hyundai Cement (BD) Co. Ltd. Represented by Mr. Cho Ki Won Managing Director of the Company.	Hyundai Cement (BD) Co. Ltd. House # 35, Road # 114, Gulshan, Dhaka, Bangladesh.	
7.	Anwar Cement Ltd. Represented by Group Capt. M. A. Akkas (Retd.) Managing Director of the Company.	Anwar Cement Ltd. Baitul Hossain Building 27, Dilkusha C/A, Dhaka-1000.	
8.	Modern Cement Co. Ltd. Represented by Mr. A. K. M. Muhiuddin Director of the Company.	Modern Cement Co. Ltd. 67, Dilkusha C/A, Dhaka-1000.	
9.	Niloy Cement Industries Ltd. Represented by MR. Abdul Matlub Ahmad Managing Director of the Company	Niloy Cement Industries Ltd. House # 2, Road # 11, Baridhara, Dhaka.	

Witness to the above signatures :

Witness signatures:







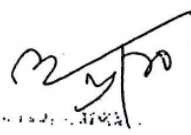
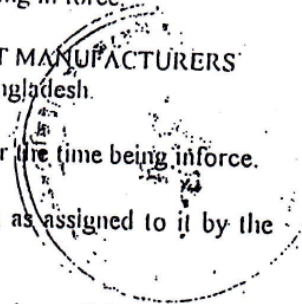
Companies Act, 1994 (Act XVIII of 1994)

An Association incorporated under
section 28 of the companies Act, 1994.



ARTICLES OF ASSOCIATION OF BANGLADESH CEMENT MANUFACTURERS ASSOCIATION

1. The Regulations contained in the schedule 7 (seven) to the Companies Act 1994 shall along with the regulation hereinafter adopted be the regulations of the Association.
2. In these Articles, unless there be something repugnant in the subject or context inconsistent herewith.
 - i. 'Act' means the Companies Act, being Act no XVIII of 1994 or any other statutory enactment or enactments for the time being in force.
 - ii. Association means "THE BANGLADESH CEMENT MANUFACTURERS ASSOCIATION" having its jurisdiction all over Bangladesh.
 - iii. 'Bye law' means the bye laws of the Association for the time being in force.
 - iv. 'Extraordinary' Resolution' shall have the meaning as assigned to it by the ACT.
 - v. 'General Body' means the General body of the members of the Association entitle to attend and vote at the general Meeting of the Association.
 - vi. 'General meeting' means a meeting of the General body whether ordinary or extraordinary.
 - vii. 'Office' means the Registered office of the Association for the time being.



- viii 'Annual General Meeting' means an Annual General meeting of the General body called and constituted and any adjourned meeting thereof.
- ix 'Persons' shall include any firm, company or any other body or individuals; whether incorporated or not
- x 'Seal' means the seal of the Association
- xi 'Register means the Register of members required to be kept pursuant of section 34 of the Act.
- xii. "Special Resolution " shall have the meaning assigned to it by section 87 of the Act.
- xiii. 'Year' means a ^{financial} calendar year reckoned from ^{July} 1st January and ending on the 31st day of December ~~31st December~~ 2011-2012
- xiv 'Committee' means the Executive committee of the Association under these Articles
- xv 'Secretary' means the Secretary of the Association who shall be a whole time paid employee of the Association.
- xvi. "Office Bearer" means and include all the members of Executive Committee
- xvii 'If and when the context so requires words imparting the singular shall include the plural and vice versa, and words imparting the masculine gender shall include females and the words imparting persons shall include bodies corporate

3 For the purpose of registration, the Association is declared to consist of unlimited number of members.

CLASS OF MEMBERS, THE QUALIFICATION AND RIGHTS

4 MEMBERS: Any Company, firm, Co-operative society, partnership or individual or any corporate body engaged in the manufacturing of cement shall be eligible for membership of the Association. Member will nominate neutral person to act and exercise its rights and discharge obligations and any reference in this articles to a member will refer to their nominees. The nominees may be changed or withdrawn by the members any time any nominees charged will loss his rights and any office he may be holding in the Association.



[Handwritten signatures and initials]

a. GENERAL MEMBER: Any Cement manufacturing Company, Association of persons as body corporate manufacturing cement in Bangladesh for local consumption as well as export outside the country as such is eligible to become a General member and applying for membership shall pay along with its application an admission fees of Tk. ~~10,000.00/-~~ ^{10,000/-}

b. Annual subscription of the General Member and Associate member are being Tk. ~~3,000.00/-~~ ^{3000/-} and Tk. ~~2,000.00/-~~ ^{2500/-} respectively

5. All members will be enrolled by the Executive Committee on receipt of proper application if they satisfy to requirements of Articles 4 Any member wishing to resign may do so by giving three months notice in writing addressed to the president of the Association at any time. He shall cease to be a member from the date of acceptance of his resignation by the committee. Any member so resigning shall nevertheless, be liable for the payment of all dues and all outstanding to the Association. If he fail to do so, the Association may take such action against him as may be considered necessary.

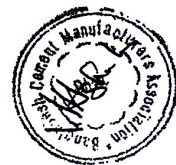
6. a. ~~He~~ shall be deemed to disqualified from becoming or continuing to be a member of the Association on any of the following grounds:

i. If he/she having been declared insolvent by any court, of law and remained undischarged, or is mentally incapacitated.

ii. If he fails to pay his subscription before 30th day of June each year or before the expiry of the last date fixed by a general meeting for payment of the Annual subscription of the members

iii. If he indulges in activities detrimental to the interests of the Association and for that reason if any member is removed from the membership shall be duly informed at least 15 days before the date of the meeting of the committee, by notice in writing, delivered at his known place of business to enable him to be present at the meeting and to defend himself personally or through some one nominated by him for the purpose.

b. Any member found to be employing any child labour in his or her industry shall be liable to such punitive action as may be determined by the Bangladesh Cement Manufacturers Association within the framework of the existing law of the country after following the inquiry hearing and appeal procedures.



REGISTER OF MEMBER

7. A register of member shall be maintained at the registered office of the Association in which the names and addresses of all members and changes in membership shall be recorded. The Register shall also indicate the nature of business carried on by each member together with name of its representative.

Every member shall have the right to inspect the Register and if he is not satisfied with the entry or entries made therein, he may request the secretary to amend it as necessary.

CERTIFICATE OF MEMBERSHIP

8. Each member shall be entitled to a Certificate of membership under the common seal of the Association.

9. i. The Management of business of the Association shall be vested in an executive committee.

- ii. ~~Executive~~ committee shall consist of 9 members from ~~fourteen~~ ^{the General body} ~~different Cement Manufacturers~~ and is to be constituted as follows: *J.B.C.M.A.*

- iii. The Executive committee constituted as above will elect the following office bearers exclusively from amongst its members:

a.	President	1 (one)
b.	Vice President	First Vice President 1 (one) Second vice-president 1 (one)
c.	Treasurer	1 (one)
d.	Executive Member	5 (Five)

- iv. The executive committee may employ a secretary and other office staff, whenever necessary, to carry out the day-to-day work of the Association.

- 10(A) The executive committee shall have the following power and duties:

- i. To promote; carry out all the rules, aims and objects of the Association.
- ii. To make arrangements for the annual election of the Executive Committee.
- iii. To promote and protect the interest of the members in accordance with the declared aims and objectives of the Association.



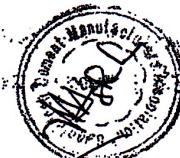
- iv To represent the views of the Association on matters relating to the aims and objectives of the Association.
- v With the interests of the Association as a whole family in mind to initiate persecute and defend such actions as may be deemed necessary & also to arbitrate, where business between members of the Association and with third parties.
- vi To be responsible and oversee the work and affairs of the Association, and manage assets.
- vii To recommend to the General Body any steps and special measures necessary for the smooth running of the Association.
- viii ~~To~~ appoint any member of sub-committees or standing Committees, to deal with the problems relating to the industries and undertaking represented by the Association.
- ix ~~To~~ delegate from time to time any powers to any of the sub-Committees or Standing Committee
- x To frame and put into effect rules, regulations and bye-laws for the office administration, trade practices arbitration, appointment of umpires and appeal board, compensation, allowances and remuneration of the employees for their services to the Association and for all such purposes as are conducive to the promotion of objects of the Association and in like manner rescind, and /or alter such rules regulations and bye-laws, for the time being in force.
- xi ~~To~~ collect admission fees, subscriptions and donations on behalf of the Association.
- xii ~~To~~ raise fund and loans on behalf of the Association with the approval of the General Bodies, such approval should be by a simple majority of the members of the Association.
- xiii ~~To~~ keep or cause to be kept proper books of account in which shall be entered true and complete accounts of the Association and to place the audited statement of account at the Annual General Meeting.
- xiv To defray all reasonable expenses of the delegates selected by the Association to represent it at events both in and out side Bangladesh.
- xv To nominate members to represent the Association on non-political public bodies and Committees of interest to the Association.



- xvi To convene the annual, ordinary or extra-ordinary General Meeting of the Association.
- xvii To fill any vacancy caused by death, resignation or expulsion of any member of the Executive Committee, subject to the approval of the General Body at its next meeting.
- xviii To Commence, institute prosecute and defend all such action of suits as the Committee may deem necessary and compromise or submit to arbitration any action suit or dispute or difference as the Committee may in its discretion think fit.
- xix Generally to adopt and to carry out all such measures, not inconsistent with the Memorandum and Articles of Associate of The 'Association' as may be necessary from time to time in order to achieve the objects of the Association.

EXECUTIVE COMMITTEE MEETING:

- (b) i The meeting of the Executive Committee shall be held as often as required.
- ii Notice of at least seven days specifying the venue, date and time of the meeting as well as the general nature of business to be transacted shall be given to all the members of the association. Non-receipt of notice by any member due to postal or other daily's shall not invalidate the proceedings. In case of an emergency, shorter notice may be given by the President or any Vice-president.
- iii Four members of the Executive Committee present in person shall form the quorum of the meeting of the Executive Committee.
- iv The President shall preside at the meetings of the committee. In his absence the first vice-president shall preside should neither be present then the second vice-president shall preside Should none be present the Members present shall elect a Chairman from among themselves to preside over the meeting.
- v In case of equality of votes at a meeting of the Committee the Chairman of the meeting shall have a casting vote.

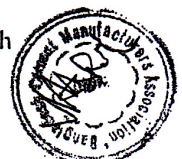


[Handwritten signature]

The minutes of all the meeting shall recorded regularly and properly by the secretary in a minute book of the Association.

ELECTION OF EXECUTIVE COMMITTEE

11. ✓ The Election of the Office Bearers of the Association shall be held prior to the holding of the Annual General Meeting and the results thereof shall be announced at the Annual General Meeting and the tenure of the Executive Committee shall be for a term of two years commencing from the date of the Annual General Meeting
- ii. The members of the Executive Committee (or so thereto) shall elect and retire as per Trade Organization Rules 1994.
 - iii. ~~The~~ Association shall fill up the vacancies created by retirement as aforesaid by election held immediately preceding the Annual General Meeting at which the members are to retire
 - iv. ~~The~~ names of the office bearers of the Committee for the ensuing year shall be announced at the Annual General Meeting and the new Committee shall take office from the outgoing Committee at the same Annual General Meeting.
 - v. Commission to send any notice, nomination or ballot papers to any member shall not invalidate the ballot or election provided that such commission cannot be proved to have materially affected the results of any such ballot or election
 - vi. The candidate who receives the largest number of valid votes shall be deemed to have been duly elected.
 - vii. In the event of equality of votes between two or more Members the decision shall be by lottery in presence of A.G.M. and the Member in whose favour the lottery is drawn shall be declared duly elected.
 - viii. Not more than one representative of any member shall be eligible to stand for election of the Committee.
 - ix. No member, who has not paid his subscription upto 60 days before the election takes place and has been enrolled within 120 days before the date of election shall be eligible to nominate or stand for election or vote.
 - x. Every member of the Association shall be entitled to cast one vote for each vacancy in the Committee.



[Handwritten signature]

xi. Votes at elections shall be cast in person only.

12. i. The first General meeting and election of the members of the Executive Committee of the Association will be held at such a time not being less than one month and not more than three months from the date of incorporation of the Association with the Register of Joint Stock Companies and there after once at least in every calendar year at such time, date and places as may be determined by the executive Committee. Such meeting shall be called the Annual General Meeting. The signatories to the memorandum & Articles of Association of the Association are the members of the Ad-hoc Committee and they shall hold office until the first General Meeting.

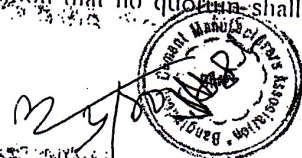
ii. The following business shall be transacted at the Annual General Meeting.

- a) Confirmation of the minutes of the last General Meeting.
- b) Presentation and adoption of the Annual report of the Association.
- c) Presentation and adoption of duly audited statements of accounts and the approval of the budget for the ensuing year.
- d) Appointment of the Auditor or Auditors for the ensuing year and the approval of their remuneration.
- e) Announcement of the name of the Executive Committee.
- f) Any other business notice of which shall have been given to the Executive Committee 14 clear days before the date fixed for the Annual General Meeting or such other business as may with the permission of the Chair be placed in the meeting.

iii. Meeting of the General Body of the Association other than Annual General meeting be called, Extra-ordinary/Special General Meeting and shall be held at such time and place as the committee may be deem convenient for the disposal of the business of the Association.

iv. The Executive Committee shall upon requisition in writing of at least one tenth or more Members convene an Extra-ordinary General Meeting and such meeting shall be called within 21 days from the date of receipt of such requisition and notice of such meeting shall be circulated among all the members for their information at least 21 days before the date fixed for the meeting as aforementioned and in default of which the requisitionists or the majority of them may convene the meeting with a notice of 21 days.



v. No business shall be transacted at any General meeting unless a quorum of members is present. If the member of Members does not exceed ten the quorum shall be five. if they exceed ten, one for every five additional members shall be added to the above quorum but with the limitation that no quorum shall in any case exceed ten.



- vi. A resolution other than Extra-ordinary or special resolution will be adopted by a simple majority of the members present in person. Extra-ordinary or special resolution shall require a sanction of three-fourth of the Members present in person.
- vii. Subject to the provision of section 87 (2) of the act relating to the special resolution at least 14 days notice for an Annual General Meeting and at least 21 days notice for an Extra-ordinary or special General Meeting, specifying the place, date and hour of the meeting shall be circulated to all the members along with a statement of business to be transacted in it. Non receipt of such notice by any member shall not invalidate the proceeding at such provided that copies of the notice for such meeting shall have to be published in at least two well circulated national daily news paper
- viii. If within half an hour from the time appointed for a General Meeting or special General Meeting the quorum is not formed the meeting if convened upon requisition shall be dissolved but in any other case it shall stand adjourned to the same day of next week at the same hour and place, and at such adjourned meeting members present shall be the quorum.
- ix. In the case of an equality of vote whether by show of hands or by ballot the president of the meeting at which a ballot is demanded shall exercise a casting or second vote.
- x. The president may with the consent of the members present adjourn the meeting 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.
- xi. Minutes of the proceedings of all meetings of the Association shall be recorded in a minute book to be kept by the president for this purpose. This shall be open for inspection by any member of the Association at any reasonable time.
- xii. Every resolution duly passed at any General Meeting shall be binding upon all the members of the Association.

POWER AND DUTIES OF OFFICE BEARERS

- 13. A. **PRESIDENT** : The President shall be the Chief Executive of the Association. And shall whenever possible preside over meeting of the Executive Committee and General Body of the Association and lead all deputation and delegations.
- ii. He may cause to be summoned meetings of the Executive Committee and the General Body of the Association.

- iii He shall take votes of the members at all meetings and in the case of equality of votes he shall have a casting or second vote
- iv He shall also distribute responsibilities among the members of the Executive Committee with the approval of the Committee.
- v He shall maintain the decorum of the Association as per titles constitutional provisions and discipline amongst the members as well as in meetings
- vi He shall present reports of the work of the Association at all General Meeting.

13. B

VICE -PRESIDENT : In the absence of the President the first vice-president in addition to his functions and responsibilities which the Executive Committee may delegate to him from time to time shall perform all functions of the President. In the absence of the President he shall also present audited statement of account of the Association of the preceding year. If none be present the second vice-president shall carry out the above functions.

13. C

TREASURER : Treasurer shall be the custodian of the accounts of the Association. He shall keep or cause to be kept, the correct accounts of the Association and shall be responsible to explain the accounts to the Executive Committee and the General Body.

13. D

EXECUTIVE MEMBERS : The Executive Members of the Association shall perform such duties and functions in regards to the Management of the affairs of the Association as the Executive Committee may from time to time delegate.

FUND.

- 14 The funds of the Association shall be deposited in an approved Bank. The account in the Bank shall be operated by any two Members -President / Vice-president and Treasurer, but the President is mandatory for withdraw of Bank Account or in the manner as decided in the Executive Committee. The Executive Committee shall maintain a true account of the sum of money received and expended by the Association and of matters in respect of which such receipts and expenditure took place and of all assets and liabilities of the Association. The books of accounts and other documents shall be kept at the registered office of the Association. The accounts of the Association shall be open for inspection by any members of the Association at any reasonable time.



Once at least every year the account of the Association shall be examined and the correctness of the accounts and balance sheets to be certified by one or more qualified auditor of auditors

The Association at the Annual General Meeting, in each year appoint qualified auditor/auditors to held office until the Annual General Meeting in the following year and shall fix his/their remuneration provided that the Executive Committee may fill up any casual vacancy in the office of the Auditor/Auditor and fix his /their remuneration the duties of an Auditor (s) shall be regulated in accordance with the provisions of sections 210 to 213 of the act and any statutory modification thereof for the time being inforce

Every account of the Association when audited and approved by a General Meeting shall be conclusive except as regards any error is discovered within three months after the approval thereof, and whenever any such error discovered within the period the account shall forth with be corrected and henceforth shall be conclusive. The Auditor or Auditors shall be entitled to receive notice of and to attend any General Meeting of the Association at which any account have been examined or reported by him or them, are to be placed before the members and may made any statement or explanation he/they may desire in respect of the accounts.

WINDING UP

15. If upon winding up or dissolution of the Association there shall remain after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Association but shall be given to some other institution or institutions having similar objects as may be determined by the votes of not less than 3/4th of the Members present personally at the time of dissolution, or in default thereof by such court of competent jurisdiction

COMMON SEAL

16. The Executive Committee shall provide a common seal for the Association. The seal shall be deposited with the president and shall never be affixed to any document except with the prior authority of the Committee and signed by the President.

COPIES OF MEMORANDUM AND ARTICLES

17. The Memorandum of the Association and the Articles shall be kept with the records of the Association. Printed copies of the same shall be supplied to all members on application



12/20/2011
12/20/2011

