

**A Company Limited by Guarantee
And
Licensed under Section 28 of the Companies Act, 1994**

**MEMORANDUM OF ASSOCIATION
OF
BUET ALUMNI ASSOCIATION**

i. NAME

The name of the Company is “BUET Alumni Association”

ii. REGISTERED OFFICE

The registered office of the Company is situated in Bangladesh.

iii. OBJECTIVES

The objectives (all of which will be implemented after obtaining necessary permission from the Government/concerned/competent authority before implementation of the objectives) for which the Company is established are as under:

1. To develop stronger bond and cohesion among the members and well-wishers of the Association.
2. To enhance and uphold professional competency and integrity of the members.
3. To appropriately link, liaise, and complement the activities of the various societies or clubs of BUET graduates that may exist in Bangladesh and in foreign countries with the Association.
4. To provide support to the members and their families in distress and to organize humanitarian activities in times of national calamities.
5. In collaboration and consultation with BUET university, to carry out the following:
 - (a) Enhance, uphold and promote the image and heritage of BUET as a Center of Excellence in technical education and research in Bangladesh and abroad.
 - (b) Support efforts of BUET and possible others for enhancing the quality of education and research and for establishing state-of-the-art educational and research facilities at BUET.
 - (c) Facilitate intellectual exchanges between BUET and advanced universities and institutions in other countries.

- (d) To offer career counseling to students, graduates and others associated with BUET.
6. To organize activities and information campaigns to continually expand its membership base and to collect contributions, donations and grants from Members, Patrons, individuals, companies, firms, semi-government and government organizations, NGOs, autonomous bodies, and societies that are local or foreign based. These contributions will be the primary financial resource required for implementing the various programs and activities of the Association for achieving its objectives.
 7. To develop a database of all members, which would include information on areas of their special expertise and interest, and maintain regular communication with them through mails, publications, and web pages that would facilitate their participation in the activities of the Association.
 8. To arrange social activities such as reunions, picnics, dinners, cultural programs, and exchange visits for greater social cohesion among members.
 9. To conduct conferences, seminars, symposia, workshops, and discussion forums on relevant issues for members and others.
 10. To support research works in the concerned fields and publication of appropriate books and journals on relevant subjects.
 11. To set guidelines for ethics and disciplines for the members of the Association.
 12. To liaise with other similar associations, institutes and universities.
 13. To acquire and dispose off assets and properties for the benefit and improvement of the Association.
 14. To invest monies of the Association not immediately required in such manner as may from time to time be determined by the Board of Trustees.
 15. To borrow or raise money using means determined by the Association from time to time and to use the same for all or any of the purposes of the Association in such a manner as may be determined by the Board of Trustees.
 16. To use all income of the Association for the fulfillment the objectives of the Association.
 17. To purchase, take on lease or allotment, or hire or otherwise acquire movable and immovable properties and to construct, erect, adapt, and to sell or let out all or any

portion of the same as may be considered desirable in the interest of the Association.

18. To recruit, appoint, take on lieu or contract, dismiss, discharge, terminate any employee, officer, consultant, expert for the Association on such terms and conditions as may be thought expedient by the Board of Trustees.
19. To open necessary accounts with any bank as may be necessary and to deposit money to and withdraw money from such accounts.
20. To do all such other lawful things as are considered conducive or incidental to the attainment of the objectives and furthering the growth of the Association; and
21. It is hereby declared that the objectives as set forth in any of the above sub-clauses shall be separate and independent objectives of the Association, except where the context otherwise expressly requires and shall not in any way be limited or restricted by reference to the terms of any of the sub-clauses or by the name of the Association, and that no such sub-clause or objective therein specified or the power thereby conferred shall be deemed merely subsidiary or auxiliary to the objectives mentioned herein above and the Association shall have full powers to exercise all or any of the powers conferred by any part of this clause.

iv. LIABILTTY OF MEMBERS

The liability of members is limited.

v. RESTRICTION ON DISTRIBUTION OF INCOME

No portion of the income, assets or properties shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the persons who at any time are or were members of the Association. Provided that nothing herein contained shall prevent the payment, in good faith, of remuneration to any officer or staff or servants of the association or other persons in return for any services actually rendered to the Association or the payment of interest on money borrowed from any members of the Association.

vi. NO DIVIDEND

No dividend can be paid to its members as required under section 28 of the Companies Act. 1994.

vii. DISSOLUTION

Undertaking

In the event of the Association being wound up, every member of the Association presently being a member or within one year afterwards before he ceases to be a member, undertakes to contribute to the assets of the Association for payment of the debts and liabilities of the Association and for the costs, charges and expenses of winding up and for adjustment of right of the contributors amongst themselves such amount as may be required but not exceeding the amount of his membership subscription only.

Dissolution

If upon winding up or dissolution of the Association there remains after the payment of all its debts and liabilities any asset or 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 Association or institutions having objectives similar to the objectives of the Association, to be determined by the members of the Association at or before the time of the dissolution and in default by such a judge of the High Court in Bangladesh as may acquire jurisdiction in the matter.

viii. AMENDMENTS

All amendments to the Memorandum of Association shall be subject to law and necessary prior approval of the Government shall be obtained whenever required by the Government in the public interest.

We, the following persons whose names address and other relevant details are subscribed below are desirous of forming “**BUET Alumni Association**” being an association of persons not for profit under Section 28 of the Companies Act, 1994 and in pursuance of this **Memorandum of Association:**

| Sl. No. | Name, address and other relevant details of the subscribers | Signature of the subscribers |
|----------------|---|-------------------------------------|
| 01. | Name: Engr. Prof Jamilur Reza Choudhury S/O: Engr. Abidur Reza Choudhury Permanent Address: 68, Elephant Road, Dhaka -1205 Local Address: 68, Elephant Road, Dhaka -1205 Telephone: 9881265 Occupation: Vice Chancellor, BRAC University Date of Birth: 15.11.1942 Nationality : Bangladeshi | |
| 02. | Name: Engr. Anwarul Alam S/O: Late Mvi. Hamidullah Permanent Address: House - 11, Road-138 Gulshan, Dhaka-1212 Local Address: Same as above | |

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| | <p>Telephone: 8821710 Occupation: Retired Chairman, RAJUK Date of Birth: 15.02.1936 Nationality : Bangladeshi</p> | |
| 03. | <p>Name: Dr. Iqbal Mahmud S/O: Late Asad Abul Mahmud Permanent Address: Lake Point, Apt. B-1, House-59 Road-5A, Dhanmondi, Dhaka-1209 Local Address: Same as above Telephone: 8618413 Occupation: Professor, Chemical Engg. Dept. BUET Date of Birth: 08.03.1940 Nationality : Bangladeshi</p> | |
| 04. | <p>Name: Ar. Shah Alam Zahiruddin S/O: Mr. Azharuddin Permanent Address: 152, Monipuripara, Dhaka -1215 Local Address: Same as above Telephone: 8112664 Occupation: Architect Date of Birth: 16.10.1936 Nationality : Bangladeshi</p> | |

| | | |
|-----|--|--|
| 05. | <p>Name: Engr. Prof. M. Anwar Hossain S/O: Late Dabiruddin Ahmed Permanent Address: Flat:A -502, Dhansiri Apartments 35, Indira Road, Dhaka-1215 Local Address: Same as above Telephone: 8159414 Occupation: Former VC Islamic Univ. of Technology Date of Birth: 05.01.1941 Nationality : Bangladeshi</p> | |
| 06. | <p>Name: Engr. M. R. Osmany S/O: Late Mukhlesur Rahman Chudhury Permanent Address: Apt.A-401, Eastern Housing, House-11, Road-71,Gulshan, Dhaka-1212 Local Address: Same as above Telephone: 8813169 Occupation: Chairman, BHS Date of Birth: 06.02.1941 Nationality : Bangladeshi</p> | |

| | | |
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| 07. | <p>Name: Ar. Kazi Zahedul Hasan S/O: Late Kazi Zahurul Hoque Permanent Address: House -54, Road-2A, Dhanmondi, Dhaka-1209 Local Address: Same as above Telephone: 8611033 Occupation: Managing Director, Kazi Farms Date of Birth: 21.08.1941 Nationality : Bangladeshi</p> | |
| 08. | <p>Name: Dr. Sadiqul Islam Bhuiyan S/O: Late Abdul Hamid Bhuiyan Permanent Address: Apt. 402, House -62, Road-27 Gulshan, Dhaka -1212 Local Address: Same as above Telephone: 8810174 Occupation: Former IRRI Representative for Bangladesh Date of Birth: 14.03.1942 Nationality : Bangladeshi</p> | |
| 09. | <p>Name: Engr. Dr. Ainun Nishat S/O: Late Gazi Shamsur Rahman Permanent Address: 5/7 Gaznavi Road, Mohammadpur Dhaka -1207 Local Address: Same as above Telephone: 9890395 Occupation: Country Representative, IUCN Date of Birth: 29.04.1948 Nationality : Bangladeshi</p> | |
| 10. | <p>Name: Engr. Prof. Aminul Hoque S/O: Late Noor Mohammad Sarker Permanent Address: Vill-North Baribhanga P.O.-Kalipura Bazar, P.S.-Matlab North, Dist.-Chandpur Local Address: Dept. of Electrical Engg. BUET Telephone: 9674344 Occupation: Professor of Electrical Engg. BUET Date of Birth: 04.07.1951 Nationality : Bangladeshi</p> | |
| 11. | <p>Name: Ar. Mubasshar Hussain S/O: Late Mohammad Ali Permanent Address: Flat-B-1, Swapna Neer 29/1, Road-08, Dhanmondi, Dhaka-1205 Local Address: Same as above</p> | |

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| | Telephone: 9123774, 01711-698889 Occupation: Managing Director, Assoconsult Ltd. Date of Birth: 27.12.1943 Nationality : Bangladeshi | |
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A Company Limited by Guarantee

And

Licensed under Section 28 of the Companies Act, 1994

**ARTICLES OF ASSOCIATION
OF
BUET ALUMNI ASSOCIATION**

I. PRELIMINARIES

- 1) **Whereas** the Bangladesh University of Engineering & Technology (BUET) and its predecessor institutions – East Pakistan University of Engineering & Technology (EPUET), Ahsanullah Engineering College (AEC), and Ahsanullah School of Engineering (ASE) - have maintained a rich heritage that was rooted in history starting with establishment of ASE’s predecessor institution, Dhaka Survey School in 1876. These institutions have proudly served the nation by producing graduates equipped with high quality technical education that found recognition in and outside the country. In more recent decades, AEC, EPUET and BUET have been the vanguard of excellence for degree awarding education in engineering, architecture and urban planning since the late 1970’s BUET has been offering post-graduate degrees in most of its technical disciplines. Today thousands of former graduates, at home and abroad, proudly look back at BUET as their Alma Mater.
- 2) **Whereas** in most advanced and many developing countries former students of universities have organizations that serve a number of important functions such as providing a forum for them to plan and implement their social activities and supporting their alma mater in various ways. The need for association of the former students of BUET has been felt by many for a long time but the idea did not practically materialize until this effort. The proposed BUET Alumni Association represents a pioneering endeavor for fulfilling the long-cherished desire in this direction.
- 3) **Therefore**, it has been agreed by the persons, whose names are hereunto subscribed, to establish and incorporate a body corporate under Section 28 of the Companies Act, 1994 by the name “BUET ALUMNI ASSOCIATION” (hereinafter called the Association) in accordance with the provisions of the Memorandum of Association hereto annexed and subject to the several regulations hereinafter contained in the 7th schedule of the companies Act,1994 which shall be the regulations or otherwise called the by-laws for the management of the Association and for the observance of the members thereof and the same shall, subject to any exercise of the powers of the

Association, in reference to the repeal or alteration of, or in addition to, its regulations by special resolutions, as prescribed by the said Act, be such as are contained in these Articles.

- 4) **Thus** the articles of Association as hereinafter called the by-laws will never go beyond the scope of the Memorandum of Association and conditions as laid down in the letter of approval from the Government and shall include those set out by the Government as parts hereof.

II. INTERPRETATIONS

In these presents, unless there is anything repugnant in the subject or context:-

- 1) “Act” means the Companies Act, 1994. In the event of any section of the Act to which specific reference is made in these presents being amended or altered by statute or otherwise, such reference shall be deemed to be amended or altered accordingly.
- 2) “Articles” or “By-laws” means these Articles of Association.
- 3) “Association” means BUET ALUMNI ASSOCIATION.
- 4) “Board” means Board of Trustees.
- 5) “Council” means Council of the Association constituted by the members of the Association.
- 6) “Member” means a Member, Associate Member or Life Member but not a Patron of the Association.
- 7) “Associate” means an Associate Member of the Association.
- 8) “Form” means a form specified by the Board.
- 9) “Government” means Government of the Peoples Republic of Bangladesh.
- 10) Unless otherwise specifically mentioned, “Graduate” means a graduate of BUET.
- 11) “General Meeting” means a general meeting of the members of the Association.
- 12) “Memorandum” means the foregoing Memorandum of Association.
- 13) “Prescribed” means prescribed by the articles or by-laws of the Association.
- 14) “Registered Address” means in the case of a member, his place of business and the address last notified by him to the Association as his address for communication.

- 15) “Register” means the register of members of the Association.
- 16) “Seal” means the Common Seal of the Association.
- 17) “Special Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by the Act.
- 18) “The Registrar” means the Registrar of Joint Stock Companies & Firms of Bangladesh.
- 19) “Month” means month of English calendar.
- 20) “Year” means year of English calendar.
- 21) “Financial Year” means twelve months from 1st July to the 30th June each year (for accounting purpose only).
- 22) “Published” means circulated amongst the members of the Association.
- 23) “BUET” means the Bangladesh University of Engineering and Technology.
- 24) Words used in the singular number also mean their plural number, and vice-versa.
- 25) Words used in the masculine gender also mean their feminine gender.
- 26) Words used to mean persons also mean corporations.

III. GOVERNANCE OF THE ASSOCIATION

1. The organizational structure of the Association shall consist of the Association Council constituted by the members of the Association at the top.
2. The Association for the purpose of registration is declared to consist of the subscribers to the Memorandum and the Articles of Association. The Board of Trustees is authorized to increase new members in the register in accordance with regulations described in these articles.
3. The Council shall elect a Board of Trustees which shall have the responsibility of planning and implementing programs and activities of the Association. The Board shall constitute several task-based committees for executing its programs and activities and for monitoring progress. The Executive Committee and the Finance Committee are two such committees. The Board may constitute other committees as and when these are perceived to be needed. The organization of the Association will therefore have the following hierarchical set-up:

- (a) The Association Council
- (b) The Board of Trustees
- (c) The Executive Committee
- (d) The Finance Committee
- (e) Other committees

IV. THE BOARD OF TRUSTEES

1) Overall conduct of the Management by the Board of Trustees

There shall be a Board of Trustees elected by the members of the Association Council. The Board shall act within the framework of these presents for the overall conduct of the management of the affairs of the association.

2) Duration of the Board

The duration of the Board shall be three (3) years.

3) Constitution of the Board

The Board will consist of a maximum of 27 (twenty seven) elected members and 3 (three) Ex-officio members selected jointly by the Board and BUET authority.

4) Alteration and expansion of the Board

At an appropriate time in future the Council may make provisions for a limited number of positions in the Board for representatives of the major chapters/clubs that are based outside the country which have become affiliated with the Association.

The Board may decide in future to reorganize itself; with new positions added or existing positions deleted and/or change of designations, to suit changing circumstances or new demands on the Board, subject to confirmation by the Council.

5) Rotation of the members of the Board of Trustees

Starting from the third Annual General Meeting of the Association, one-third (or the nearest lower number if a fractional number is resulted from the calculation) of the elected members of the Board of Trustees shall retire from office and they will be replaced by newly elected members. Every year, the trustees to retire shall be those who have been longest in office since their last election, but for persons who became Trustees on the same day those to retire shall, unless they otherwise agreed among themselves, be determined by lot.

At every Annual General Meeting the vacated positions shall be filled through election by simple majority of the members of the Association Council that are present.

6) First Board of Trustees

The following persons who are subscribers to the Memorandum of Association and the Articles of Association shall be the founder members and members of the first Board of Trustees:

| Sl No | Names | Designations |
|--------------|------------------------------------|--|
| 1 | Engr. Prof. Jamilur Reza Choudhury | President |
| 2 | Engr Dr. Sadiqul Islam Bhuiyan | Executive Director |
| 3 | Ar. Engr. Kazi Zahedul Hasan | Treasurer |
| 4 | Ar. Mubasshar Hussain | Vice President, Liaison & Public Relations |
| 5 | Engr. Dr. Toufiq M. Seraj | Vice President, Programs & Development |

7) Election to the Board

Save the three Ex-officio members, the rest nine (9) members shall be elected by the members of the Association Council from among the eligible candidates seeking election. Any accidental delay holding the election in due time will require the existing Board members to continue in office provided that such delay shall not exceed 60 (sixty) days from the date of expiry of the term of office of the outgoing Board. On expiry of the above sixty days, the Government may nominate a Board to administer the functions of the Board until a Board is formally elected.

8) Eligibility

A retiring member of the Board is eligible to seek re-election if he is not above the age of 75.

A member can serve the Board of Trustees for a maximum two (2) consecutive terms or six (6) consecutive years. However, a Trustee, who has served the Board for two (2) consecutive terms, can be re-elected after the lapse of three (3) years since completion of the last term as a Trustee.

Only members of the Association Council shall be eligible to compete in the election.

9) Voting

Votes will be by way of secret ballots.

No member shall be entitled to vote and can contest in the election unless his dues are paid in full.

10) Nomination and Candidacy

a) The President shall appoint, in consultation with the Board, a 3-member Nomination Committee, which shall include one of the Vice Presidents as the Chairman, for formalizing nominations for the Board of Trustees positions. The other two (2) members of the Nominating Committee shall be chosen from the Council members.

- b) The Committee shall be responsible for developing the Nomination Form and to have this approved by the President. Information required to be given in the Form shall include a short resume, address and signature of the candidate.
- c) At least forty five (45) days prior to the AGM, the President shall make a public announcement of the names of the Nominating Committee, the date, time and place of the AGM and election, and the number of vacant Trustee positions and shall request all members to send nominations to the Committee. The Association's web page and other appropriate media shall be used to publicize this matter.
- d) Only Members are eligible to nominate the candidates for the Board of Trustees positions.
- e) Inactive Members shall not qualify to nominate, to be candidates or to vote.
- f) The Nomination Committee shall screen the nomination papers. It may reject incomplete papers.
- g) Completed nomination papers shall be accepted by the Committee up to thirty (30) days prior to the date of election.
- h) The Nominating Committee shall scrutinize the nomination papers received, prepare a list of the candidates, and inform them of their candidacy not later than twenty (20) days prior to the date of election.
- i) A candidate may withdraw his/her candidacy by a written and signed request to the Committee up to twenty five (25) days prior to the date of election.
- j) The Committee shall prepare the final list of candidates and their short resume and post them in the web page of the Association and other appropriate locations at least fifteen (15) days prior to the date of the election.

11) **Holding elections**

- a) For holding the election, the President shall appoint an Election Commissioner from among the Council members who will not be a candidate for the Board of Trustees position, and inform the Nominating Committee of this appointment at least seven (7) days prior to the election date.
- b) The Election Commissioner shall be responsible to prepare the ballot papers, pre-approved by the President, and ballot boxes for use in the election. The Executive Director shall see to it that all needed support is provided to the Election Commissioner.
- c) The Board shall be responsible to formulate rules and regulations for voting in absentia by those members who are unable to physically participate in the election.

These rules and regulations shall be publicized through the web page and other appropriate means at least fifteen (15) days prior to the date of election.

- d) The Election Commissioner shall, in consultation with the President, conduct the election following a secret ballot system and shall submit the results of the election to the President during the AGM.
- e) The President shall, in consultation with the Election Commissioner, announce the results of the election as a part of the AGM agenda.

12) **Election of the Executive Committee**

The Board shall elect within fifteen (15) days of the AGM at which election takes place from among the Trustees the following nine (9) Office Bearers who will form the Executive Committee:

- i) President
- ii) Vice-President for Liaison & Public Relations
- iii) Vice-President for Programs & Development
- iv) Vice-President for Member Relation
- v) Executive Director
- vi) Director for Finance & Treasurer
- vii) Director for Project Management
- viii) Director for Member Services
- ix) Director for Publication & Communication

The President and other Trustees shall strive to ensure that the election of the above-indicated positions is held in a fair and friendly environment. They will encourage individuals with best qualification and interest to be candidates for the positions.

13) **Other Matters relating to election**

Where any dispute arises regarding any such election, it shall be referred by the Board to a Tribunal to be appointed by the Board before the election procedure starts. The decision of the Tribunal shall be final.

V. ASSOCIATION COUNCIL

The Association Council shall comprise all Members, Associate Members, and Life Members of the Association.

- i. The Council shall be the ultimate authority for all matters of the Association.

- ii. The Council shall be responsible for enacting any appropriate addition, alteration and amendment in the Constitution and By Laws as and when such a change will be deemed necessary by adopting special resolution within the meaning assigned to by the section 87 of the Companies Act, 1994.
- iii. The council shall elect for a term of three (3) years a Board of trustee members from among the Members of the Council.

Membership

All graduates and honorary de gree holders of BUET and its predecessor institutions (EPUET, AEC and ASE) shall be eligible to be Members of the Association, subject to their acceptance of the terms and conditions and payment of such fees as may be determined by the Board. In the case of ASE, individuals who have passed out from the institution will be eligible to be Members.

Associate Members

Subject to payment of such fees and fulfillment of such other conditions as may be prescribed by the Board, Associate membership shall be open to those who have not received any degree from BUET, EPUTE, AEC or ASE but belong to one or both of the following categories:

- (a) Current or former faculty members or officers of BUET, EPUET, AEC or ASE.
- (b) Current or former members of the syndicate or the academic council of BUET, EPUET or AEC.

Life Members

The Board of Trustees may elect to confer Life Member status on those Members who have made generous contributions to the Association. The minimum amount of such contributions shall be fixed by the Board.

VI. LIABILITIES OF THE MEMBERS THE EXECUTIVE COMMITTEE AND THE FINANCE COMMITTEE

A. Members' Liabilities

- a) Members and Associate Members who have not paid their dues for two years shall be considered "inactive" members. Their status shall become "active" as soon as all dues are paid. Only "active" Members shall be eligible to vote or to be a candidate in any election.
- b) Members, Associate Members, Life Members, and Patrons may formally dissociate themselves from the Association through a written statement addressed to the President of the Association, indicating the reason(s) for their decision. If a dissociated Member

or Associate Member wishes to be re-associated with the Association, he shall be required to make a fresh application. If there are dues that have remained unpaid during the previous period of membership, the applicant shall be required to pay in full the dues before the new membership shall be effective.

- c) Members occupying elected positions may resign from their positions for reasons that shall be made known in a written statement addressed to President. The Board shall be responsible for taking a decision on each resignation case.

B. Liabilities of the Executive Committee

The Executive Committee of the Board shall be composed of the following:

- (i) President
- (ii) Vice-President for Liaison & Public Relations
- (iii) Vice-President for Programs & Development
- (iv) Vice-President for Member Relations
- (v) Executive Director
- (vi) Director for Finance & Treasurer
- (vii) Director for Project Management
- (viii) Director for Member Services
- (ix) Director for Publication & Communication

This Committee shall be responsible to carry out the affairs of the Board and shall meet at the call of the President.

C. Liabilities of the Finance Committee (FC)

- (a) The Finance Committee (FC) of the Board shall comprise the following Trustees:

- ? Vice President for Liaison & Public Relations (Chair)
- ? Vice President for Programs & Development (Member)
- ? Executive Director (Member)
- ? Director for Finance & Treasurer (Member)
- ? Two (2) other Trustees who are not holding any specific offices of the Association

- (b) The FC shall function as a technical arm of the Board and shall support and oversee activities of the Association in the area of financial transactions and accounting and shall strive to uphold a high standard of corporate accountability.

VII. MEETINGS OF THE BODIES OF THE ASSOCIATION

A. The Association Council

Annual General Meeting (AGM)

- (i) The Association shall hold the first AGM within eighteen (18) months of its incorporation. Thereafter, AGMs shall be held once in every calendar year but not allowing more than fifteen (15) months to elapse between the date of one AGM and that of the next. Calling and holding of AGMs shall, unless there is anything repugnant, be in accordance with section 81, 84 and 85 of the Companies Act, 1994 save and except that no proxy shall be allowed. The first general meeting shall be held at such time not being less than one month and not more than three months for the date of incorporation of the Association.
- (ii) Election of the members to the Board of Trustees shall be held at the AGM of the Association in which every person who has completed the membership requirement at least thirty (30) days before the date of election is entitled to the present and participate.
- (iii) The President or on his advice the Executive Director of the Board of Trustees shall call all meetings of the Council by serving notice at least fourteen (14) days before each AGM.
- (iv) The President may call Extra-ordinary General Meetings (EGMs) if these are considered needed. Adopting a special resolution in an EGM shall require at least twenty one (21) days' notice be given to the members about the proposed resolution.
- (v) The President shall call an EGM if at least one tenth of the Council members have made a written request explaining the necessity for such a meeting. EGMs shall require unless for special resolutions, at least 21 days' notice.
- (vi) To constitute quorum in AGM or EGM, at least one tenth of the total members of the Association shall be required to be present, which shall include at least one-third of the Board members.
- (vii) If quorum is not fulfilled in an AGM within one hour (1hr) of the specified time, the AGM shall be reconvened within 14 days. There shall be no quorum requirement for the reconvened AGM.
- (viii) Decisions taken by the Council in a meeting (AGM or EGM) shall require support of simple majority of the members present. In case of a tie in voting, the President shall have the casting vote.
- (ix) The participants of the AGM shall consider and approve, as they may deem fit, the annual budget of the Association, the audited yearly financial statements and the annual report placed by the Board for consideration.

B. The Board of Trustees

- (i) The Board shall strive to hold at least four (4) meetings each year, with more or less regular intervals.

- (ii) Board meetings shall be called by the President. The Trustees shall be given an advance notice of at least seven (7) days, with a copy of the meeting's agenda, for regular meetings. The President may call emergency or special meetings on a shorter notice if there is any urgent matter to be addressed.
- (iii) If the President is absent, the senior-most Vice-President shall preside over the meetings. If no Vice-President is present, the senior-most member of the Executive Committee of the Board shall perform that function.
- (iv) The Executive Director shall be responsible for organizing the meetings and for preparing, formalizing and maintaining records of the proceedings of the meetings.
- (v) Presence of one-fourth (1/4) of the Trustees shall be required to establish quorum for the Board meetings.
- (vi) Board decisions shall require support of simple majority of the Trustees present in the meeting. In case of tie in voting, the President shall have the casting vote.
- (vii) Absence of a Trustee at three (3) consecutive meetings of the Board without intimation as such shall be considered a serious lack of interest or ability on his part to serve the Board. If this happens the President may, in order to protect the interest of the Association and in consultation with the members of the Board, declare the Trustee position vacant. However, absence due to unavoidable reasons such as sickness or long travel with prior intimation given to the Board will not be a ground for disqualification. A Trustee position that has been declared vacant by the President may be filled in by a Council member chosen by the Board for the interim period i.e. until the next election. But the Trustee position so selected shall be considered vacant at the time of the next AGM.

C. The Executive committee

- (i) The Executive Committee of the Board shall meet at the call of the President at least four (4) times during a year.
- (ii) At least seven (7) day's notice to the members shall be given for holding Executive Committee meetings.
- (iii) Presence of one-third (1/3) of the Committee members shall be required to establish quorum for Executive Committee meetings.
- (iv) Decision at the Executive Committee meetings shall require support of majority of the members present. In case of tie in voting, the President shall have the casting vote.

- (v) The President (in his absence, the senior-most Vice President) shall preside over Executive Committee meetings.

D. The Finance Committee

- (i) This Committee shall strive to meet at the call of its Chair. i.e. the Vice-President for Liaison & Public Relations, at least once every quarter or four (4) times each year.
- (ii) The President or any other member of the executive Committee may be invited to attend a meeting of this Committee when such attendance is considered useful.
- (iii) At least three (3) Committee members must be present to constitute quorum in FC meetings.
- (iv) Decision of the Committee shall require support of majority of the Committee members present. The Chair shall strive to build consensus on important issues handled by the Committee. In case of tie in voting, the President/Chair shall have the casting vote.

VIII. FUNDS AND FUND MANAGEMENT

- (a) Funds of the Association shall accrue mainly from contributions received from Members. Associate Members, Life Members and Patrons and donations from the Government of Bangladesh and other institutions/organizations and individuals in Bangladesh and abroad for supporting the activities of the Association. Some funds may be generated through special events for fund raising
- (b) Funds shall be deposited, as directed by the Board, at one or more locally functioning commercial bank(s). Some funds can be invested in bank's high-yielding saving instruments such as term deposits and saving certificates. The Association shall maintain separate accounts for funds received as contributions from members, patrons and donors in foreign countries.
- (c) Funds handled by the Association shall be properly audited at least once a year by a reputed audit firm engaged by the Board for this purpose. Audit reports shall be placed to the Association Council at the AGM or any other appropriate forum.
- (d) Funds shall be managed and expenditures shall be authorized following appropriate rules and regulations, including those that have been set forth by the Board for this purpose. The highest possible ethical standard shall be maintained in managing funds at all times.
- (e) As and when considered useful, the Board of Trustees may engage the services of professional consultants to ensure that fund management is done most satisfactorily.

- (f) The Board shall decide the mode of operation of bank accounts of the Association and designate the signatories for operating them.

IX. DUTIES AND RESPONSIBILITIES

The Association Council

The Association Council shall have the ultimate authority in all matters of the Association. It shall be responsible to set the Board policies and guidelines for programs and management of the Association. The Council shall delegate all management responsibilities to the Board of Trustees and shall ratify major interim Board actions by majority votes. The Council shall endeavor to assist the Board in every reasonable manner and to secure the interest and cooperation of all members and friends of the Association.

The Board of Trustees

The Board of Trustees shall have the responsibility of carrying out the affairs of the Association, which have been delegated to it by the Council. At each AGM, the Board shall present to the Council a report of its activities and future plans, including a report on the financial status, and a budget of estimated revenue income and expenditure for the next year. The Board shall set policies and guidelines for its effective and efficient functioning within the framework of the By Laws of the Association. The Board shall be responsible to make appropriate commitments and allocation of funds and to enter into contracts for obtaining needed goods and services for the Association in conformity with its By Laws. It shall exercise extreme caution in discharging this responsibility and take necessary precautions to safeguard the interest of the Association.

The Board shall be the principal driving force for conceiving and implementing programs and activities of the Association. It shall be responsible for guiding the activities of the Executive Committee, Finance Committee, and other committees that may be formed.

The Executive Committee

This Committee shall be the primary planning and implementing arm of the Board for all programs and activities of the Association. It shall be responsible for preparing annual and 6 monthly work plans and budget projections and for carrying out the programs and activities that have been approved by the Board. The Committee shall meet at the call of the President. It shall report to the Board in every Board meeting on the progress of major activities undertaken, the problems faced, and the plans for future.

The President

The President shall be responsible to call all meetings of the Council and of the Board, and to preside over them. The President shall represent the Association in important negotiations and maintain close contact with the Vice Chancellor of BUET concerning matters of mutual interest. He shall be responsible to appoint specific committees as and when needed and to

appoint personnel to fill approved staff positions following standard procedures. The President is responsible to ensure that the AGMs, EGMs and elections are conducted properly. He shall consult the Vice-Presidents and Directors on important matters concerning the Association and try to build consensus on difficult issues that may be faced. The President shall strive to enhance and uphold the image and reputation of the Association and to achieve the purposes for which it was established. He shall be responsible to ensure that major developments concerning the Association are reported to the Council. The President shall perform such other duties as may pertain to his/her office. The President shall remain accountable to the Council through the Board.

The Vice President for Liaison & Public Relations

The Vice President for Liaison & Public Relations (VP-LPR) shall report to the President. He shall be responsible for membership drive and for liaising with prospective patrons and donors of the Association. The VP-LPR shall work closely with the President, the other Vice-Presidents, and the Directors in developing plans and progress to attract prospective members and donors to the Association. He shall be responsible for obtaining Board's approval of the plans and programs as well as of the needed financial and personnel support to implement these. The VP-LPR shall inform the Board regularly of his activities and shall the request of the President, undertake other (special) responsibilities.

The Vice President for Programs & Development

The Vice President for Programs & Development (VP-PD) shall report to the President and be responsible for planning and overseeing development projects to achieve the objectives of the Association and for getting plans approved by the Board. He shall maintain linkage with BUET management in relation to common interests. The (VP-PD) shall consult the President, the other Vice-Presidents, and the Directors of Finance & Treasurer and other Trustees in planning and executing the task, and shall work closely with the Director of Project Management. He shall, at the request of the President, undertake other (special) responsibilities for the Association.

The Vice-President for Member Relations

The Vice-President for Member Relations (VP-MR) shall be responsible for liaising with the members, patrons, donors and well-wishers of the Association for fostering the image and reputation of the Association. This shall be achieved through use of appropriate communication channels, including the web page of the Association and the media. He shall consult the President, the other Vice-Presidents, Director for Member Services, other Trustees and the Director for Finance & Treasurer in planning his activities and be responsible to have these approved by the Board. He shall work closely with the Director for Communication & Publication on important matters in this area. The VP-MR shall report to the President and shall, at the request of the President, undertake other (special) responsibilities for the Association.

The Executive Director

The Executive Director shall be the executing officer of the Board and shall prepare and maintain all office records. He shall be responsible for organizing meetings of the Council, the Board of Trustees and the Executive Committee and for preparing and keeping of records of the proceedings. He shall have the overall responsibility for managing the appointed staff and for safe keeping the books and accounts of the Association, for making the correspondence with members and others on general matters that concern the association. He shall be responsible for managing the properties of the association, and for preparing and maintaining an up-to-date directory of current and prospective members and patrons of the association. He shall, at the advice of the President and Committee Chair, organize meetings of the Council, the Board, the Executive Committee, the Finance Committee and other committees and shall prepare and maintain records and proceedings of these meetings. The Executive Director shall support the activities of the President and those of the Executive Committee and other committees by providing appropriate resources needed for them to function properly. He shall carry out such other duties as many be assigned to him by the President.

The Director for Finance & Treasurer

The Director for Finance & Treasurer (DFT) shall be the custodian of all Association funds and other liquid assets. He shall be responsible for ensuring that all pertinent accounts and books are properly prepared and maintained. Jointly with the President and the Executive Director, the DFT shall be responsible for all financial transactions for the Association. He/She shall prepare an annual report of all financial activities undertaken during the year and have this approved by the Board and shall present this report to the Council at the AGM. He shall supervise the work of all staff engaged in accounting and book keeping and be responsible to ensure that all funds are managed and all transactions are conducted according to approved rules and regulations. The DFT shall, with approval of the Board of Trustees, arrange for proper and timely auditing of the financial activities of the Association to be conducted by a reputable accounting firm. He shall undertake any other relevant function at the request of the President.

The Director for Project Management

The Director for Project Management (DPM) shall be responsible for the management of the development projects that are undertaken by the Association. He/She shall consult the President and Vice-President for Programs & Development on all important matters, and keep the Executive Committee informed of his/her activities regularly. The DPM shall report to the Vice-President for Programs & Development. He/She shall undertake any other relevant function at the request of the President.

The Director for Member Services

The Director for Member Services (DMS) shall be responsible for planning and implementing appropriate services to the members of the Association and for having the activity plans approved by the Board. He shall solicit and utilize ideas from the Council members and donors

about their expectations in this area and formulate action plans keeping these expectations in the perspective. Examples of service may include organizing special lectures given by local and visiting members and guests, fellowship events and special events of the Association. He shall work closely with the Executive Director in maintaining up-to-date records of all Members, Associate Members, and Patrons and address their relevant queries. The DMS shall consult the President, Vice-President for Liaison & Public Relations and other Trustees on important matters. He shall report to the Vice-President for Member Relations and shall undertake, at the request of the President, other relevant functions of the Association

The Director for Publication & Communication

The Director for Publication & Communication (DPC) shall be responsible for the planning, development and printing of Association's publications of various kinds (e.g. news report, bulletins, journals, etc.) and their distribution and for publicizing through press reports, newspaper articles, etc. the programs and activities of the Association and appropriate news about its members. He shall strive to keep the members, patrons and donors well-informed of the achievements and plans of the Association. The DPC shall consult the Vice-President for Member Relations on important issues faced and obtain prior approval of the Board for all major plans and programs in the area of publication and communication. He shall report to the Vice-President for Liaison & Public Relations and shall undertake, at the request of the President, other functions of the Association.

The Members of the Association Council

The Members and Associate Members of the Council will be responsible to register with the Association and pay their dues to maintain their membership. They will be expected to participate, to the best of their ability, in AGMs and EGMs and other programs and activities of the Association. Liability of the Members and Associate Members shall be limited

X. NOTICE

- a. A notice to be given by the Association to any member either personally or by sending the same to the member by post or courier to the members' registered address as the same appears in the register of members or by advertisement in local newspapers.
- b. When a notice is sent to any member by post or courier, the service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting the envelop containing the notice unless contrary is proved to have been effected at the time at which the letter containing the notice would be delivered in the ordinary course of post.
- c. The accidental omission to give notice to any member shall not invalidate the proceeding of any general meeting.

XI. SEAL OF THE ASSOCIATION

The Association shall have a common seal, which shall remain under the custody of the Board. Every instrument to which the seal of the Association is affixed shall be countersigned by the President of the Association or any other person authorized by him.

XII. BOOKS OF ACCOUNTS

- a. The Board shall keep or cause to be kept all necessary books of accounts of the Association, particularly with regard to the following:
 - (vi) All sums of money received and spent by the Association and the matter in respect of which the receipts and expenditures took place.
 - (vii) All the assets and the liabilities of the Association.
 - (viii) All sales and purchases of goods and materials by the Association.
- b. The books of account shall be kept at the registered office of the Association or at such other place as may be decided by the Board.
- c. The books of account of the Association shall be open to inspection of the member of the Board during usual office hours and no members (not being a member of the Board) shall have any right of inspection of the accounts or the books or records of the Association except as conferred by the law or authorized by the Board or the Association in a general meeting.

XIII. FINANCIAL YEAR AND BUDGET

- a. The financial year of the Association shall be from 1st July to 30th June. All the money and other funds of the Association shall be under the control of the Board. The amount of money not immediately required for any of the purposes of the Association will be deposited in the bank account standing in the name of the Association or otherwise profitably invested as the Board may deem fit.
- b. At least three (3) months before the commencement of each financial year, the Board will prepare a budget estimate for the next year showing the probable receipt and expenditure of the Association for placing the same before the members at the annual general meeting for approval.

XIV. AUDITOR

A reputed chartered accounting firm shall be appointed every year as the auditors of the Association to audit its accounts. It is the Board who is responsible to prepare the annual

financial statements. The auditors' duties and functions shall be regulated in accordance with the provisions of the Companies Act, 1994.

XV. AMENDMENT OF THE ARTICLES

The provision in these Articles may, subject to the approval of the Director of Trade Organization, Ministry of Commerce, Government of Bangladesh, Dhaka, be amended, modified or altered by special resolution as per section 87 of the Companies Act, 1994 passed at any general meeting of the Association.

XVI. INDEMNITY

The members of the Board and other officers, and servants of the Association shall be indemnified for all losses and expenditure incurred by them in the discharge of their respective official duty except their willful act, neglect or default and it shall be the duty of the Association to pay out of its fund in cash all of such losses and expenditures incurred by them in the discharge of their respective official duty. The amount for which an indemnity is provided shall have priority over other claims against the Association.

XVII. WINDING-UP

If upon winding-up of the Association there remains any surplus fund after payment of all the debts and liabilities of the Association, the same shall be given or transferred to some other association or institution having objectives similar to the Association for the time being and in default thereof as may be decided by a court of competent jurisdiction.

XVIII. DISCIPLINARY ACTION

All Members and Associate Members of the Council shall be expected to abide by the rules and regulations of the Association that have been formulated by the appropriate authority of the Association and to support activities for achieving the objectives of the Association. Any Member or Associate Member found to violate the rules and regulations and /or to act against the interest of the Association shall be subjected to appropriate disciplinary actions that will be determined by the Board of Trustees.

We, the several persons, whose names and addresses are subscribed below, are desirous of being formed into "BUET Alumni Association" being an association of persons not for profit under Section 28 of the Companies Act, 1994 and in pursuance of this Articles of Association:

| Sl. No. | Name, address and other relevant details of the subscribers | Signature of the Subscribers |
|---------|---|------------------------------|
| 01. | Name: Engr.Prof. Jamilur Reza Choudhury S/O: Engr. Abidur Reza Choudhury Permanent Address: 68, Elephant Road, Dhaka 1205 Local Address: 68, Elephant Road, Dhaka 1205 | |

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| | <p>Telephone: 9881265 Occupation: Vice Chancellor, BRAC University Date of Birth: 15.11.1942 Nationality: Bangladeshi</p> | |
| 02. | <p>Name: Engr.Anwarul Alam S/O: Late Mvi. Hamidullah Permanent Address: H#11, R#138, Gulshan, Dhaka 1212 Local Address: Same as above Telephone: 8821710 Occupation: Retired Chairman, Rajuk. Date of Birth: 15.02.1936 Nationality: Bangladeshi</p> | |
| 03. | <p>Name: Engr.Dr. Iqbal Mamud S/O: Late Asad Abul Mahmud Permanent Address: Lake point, Apt. B-1, H#59, R#5A, Dhanmondi, Dhaka 1209 Local Address: Same as above Telephone: 8618413 Occupation: Prof. Chemical Engg. Dept. Buet. Date of Birth: 08.03.1940 Nationality: Bangladeshi</p> | |
| 04. | <p>Name: Ar. Shah Alam Zahiruddin S/O: Mr. Azharuddin Permanent Address: 152, Monipuripara, Dhaka 1215 Local Address: Same as above Telephone: 8112664 Occupation: Architect. Date of Birth: 16.10.1936 Nationality: Bangladeshi</p> | |
| 05. | <p>Name: Engr. Prof. M. Anwar Hossain S/O: Late Dabiruddin Ahmed Permanent Address: Flat A-502, Dhansiri Apartments, 35, Indira Road, Dhaka 1215 Local Address: Same as above Telephone: 8159414 Occupation: Former VC. Islamic Univ. of Technology Date of Birth: 05.01.1941 Nationality: Bangladeshi</p> | |
| 06. | <p>Name: Engr. M.R. Osmany S/O: Late Mukhlesur Rahman Choudhury Permanent Address: Apt. A-401, Eastern Housing, H#11, R#71, Gulshan, Dhaka 1212 Local Address: Same as above Telephone: 8813169 Occupation: Chairman, BHS. Date of Birth: 06.02.1941</p> | |

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| | Nationality: Bangladeshi | |
| 07. | Name: Ar. Kazi Zahidul Hasan S/O: Late Kazi Zahurul Hoque Permanent Address: H#54, R#2A, Dhanmondi, Dhaka 1209 Local Address: Same as above Telephone: 8611033 Occupation: Managing Director, Kazi Farms. Date of Birth: 21.08.1941 Nationality: Bangladeshi | |
| 08. | Name: Dr. Sadiqul Islam Bhuiyan S/O: Late Abdul Hamid Bhuiyan Permanent Address: Apt. 402, H#62, R#27, Gulshan, Dhaka 1212 Local Address: Same as above Telephone: 8810174 Occupation: Former IRRI Representative for B'desh. Date of Birth: 14.03.1942 Nationality: Bangladeshi | |
| 09. | Name: Engr. Dr. Ainun Nishat S/O: Late Gazi Shamsur Rahman Permanent Address: 5/7, Gaznavi Road, Mohammadpur Dhaka 1207 Local Address: Same as above Telephone: 9890395 Occupation: Country Representative, IUCN. Date of Birth: 29.04.1948 Nationality: Bangladeshi | |
| 10 | Name: Engr. Prof. Aminul S/O: Late Noor Mohammad Sarker Permanent Address: Village North Baribhanga, P.O Kalipura Bazar, P.S. Matlab North, Dist. Chandpur Local Address: Dept. Of Electrical Engg. BUET Telephone: 9674344 Occupation: Professor of Electrical Engg. BUET Date of Birth: 04.07.1951 Nationality: Bangladeshi | |
| 11. | Name: Ar. Mubasshar Hussain S/O: Late Mohammad Ali Permanent Address: Flat B-1, Swapna Neer 29/1 Road 8, Dhanmondi, Dhaka -1205. Local Address: Same as above Telephone: 9123774, 0171-698889 Occupation: Managing Director, Assoconsult Ltd. Date of Birth: 27.12.1943 Nationality: Bangladeshi | |

