MEMORANDUM OF ASSOCIATION
AND
RULES AND REGULATIONS
OF
BANGLADESH AOTS ALUMNI SOCIETY (BAAS)

BAAS CENTRE
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Memorandum of Association
of
Bangladesh AOTS Alumni Society

I. NAME

The name of the Society shall be “BANGLADESH AOTS ALUMNI SOCIETY” (hereinafter referred to as the Society)

II. ADDRESS

The Registered Office of the Society shall be situated at Rooms-31-32, 7th Floor, Eastern Plaza, Sonargaon Road, Hatirpool, Dhaka-1205.

III. OBJECTS

The objects for which the Society is established are:-

1. To promote fraternity among the ex-trainees of AOTS (Association for Overseas Technical Scholarship, Japan) in Bangladesh and to help each other in up-dating and up-grading their technical and managerial Know-how through appropriate technical activities.

2. To undertake appropriate activities such as training courses, seminars, exhibitions, etc. for the transfer of technology from Japan to Bangladesh for the industrial and economic development of this country with approval of the concerned authorities.

3. To supply the appropriate information to the International Industrial Information Centre (IIIC) of AOTS in Japan with approval of the concerned authorities.

4. To extend the appropriate assistance to the Japanese people who reside in or visit Bangladesh for the promotion of economic, industrial and friendly relationship between Japan and this country.

5. To promote the exchange of technological, managerial and scientific knowledge through the exchange of visits, publications, etc.
6. To publish journals, books and papers for benefit of the members of society in particular and the citizens of Bangladesh in general

7. To extend necessary cooperation and assistance to AOTS Japan in organising and implementing its training and seminar programs for Bangladesh.

8. To publish technical journals, technical books and technical papers for benefit of the members of the society in particular and the citizens of Bangladesh in general.

9. To promote friendship and cooperation with the other AOTS alumni societies in Bangladesh and those in the neighbouring regions and in the world.

10. To provide relief to the people at the time of natural disasters and to assist in their rehabilitation.

11. To purchase, hire, take on lease, or in exchange, or allotment, or otherwise acquire, erect, maintain, equip, construct, renovate movable or immovable property including land, building and equipment for the purpose of the society.

12. To receive lawful subscription, donation from the members of the society and outsiders and to accept any donation, gift, contribution towards promoting the objects of the society, provided however that the society shall not receive any foreign donation, gift, etc. without undergoing the formalities as laid down in foreign donations (Voluntary Activities) regulations ordinance 1978 of Bangladesh.

13. To acquire and maintain a suitable office for conducting the functions of the society and for meeting of the members.

14. To maintain a Library-cum-Information Centre for benefit of the members of the society in particular and the citizens of Bangladesh in general.

15. To do all such other things as may be incidental or conducive to the attainment of the objects of the society.

IV. The income and property of the Society shall be applied solely towards the promotion of the objects of the society as set-forth in the Memorandum of Association and no portion there of shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members of the society.

V. If upon winding up or dissolution of the society, there remains, after satisfaction of all its debts & liabilities, any assets, income or property whatsoever the same shall not be paid or distributed amongst the members of the society, but shall be given or transferred to some other society or association having objects similar to the objects of the society to be determined by the votes of not less than three-fifth members of the society.
Rules and Regulations
of
Bangladesh AOTS Alumni Society

I. PATRONS, ADVISERS AND AUDIT ADVISERS

The society may request eminent persons to become Patrons/Advisers/Audit Advisers of the Society. The decision to make such request shall be taken in the Executive Committee. Such enrolment of patrons and advisers will be confirmed in the following AGM.

II. MEMBERSHIP

The Society shall have the following three categories of membership:

1. Member

   a) Any ex-trainee of AOTS, Japan having his/her name in the up-to-date AOTS LIST OF MEMBERS and having the citizenship of Bangladesh shall be eligible to become a life Member of the Society.

   b) Any citizen of Bangladesh trained in a third country other than Japan and Bangladesh under AOTS Scholarship or Inter AOTS Alumni Resource Exchange Fund shall also be eligible to become a life Member of the Society.

   c) Any citizen of Bangladesh trained in Japan under the auspices of any organization other than AOTS, and if arrangement of the same training is made with the help of AOTS Head Office or AOTS Dhaka Office, will also be eligible to be a member of Bangladesh AOTS Alumni Society (BAAS). In order to apply for BAAS membership the ex-trainee will be required to furnish certificate of successful completion of the training and pay the membership fee.

2. Honorary Member

   Honorary Membership may be accorded by the Society to any Bangladeshi national in recognition of his/her contribution to the Society. Such decision shall be taken by the Executive Committee.

3. Corporate Member

   Any Bangladeshi Company or organisation supporting the aims & objectives of the society is eligible to become a corporate Member of the Society.

III. TERRITORY

The Society shall be a National Organization having its territorial jurisdiction all over Bangladesh. However, it will not impose any bar on any existing AOTS Alumni Society in the country or on any Sub-Centre of AOTS Alumni which may come into existence in future in different parts of the country.
IV. PRIVILEGES AND OBLIGATIONS OF MEMBERS

1. Members shall abide by the constitution of the Society and exert all efforts for healthy growth of the society.
2. Members shall be entitled to participate in all activities of the Society unless otherwise specified.
3. The Members shall have the right to vote or become members of the Executive Committee of the Society.
4. Any special Committee and/or Sub-Committee may be formed by the Executive Committee for specific purpose with members of any category.
5. Members of all categories shall enjoy the privileges and benefits of the Society.
6. It shall be the duty of every Member and corporate Member to support the Society financially by paying the specified Membership Fee and any other obligations which may be imperative in the pursuit of its objectives, provided that such obligations shall be approved by the Executive Committee/General Body.

V. MEMBERSHIP SUBSCRIPTION

1. Admission to any category of membership shall be subject to payment of applicable fees and subscriptions.
2. For admission to life and corporate membership the incumbent will apply in a prescribed form along with documentary evidence showing his/her eligibility for the purpose.
3. On scrutiny Executive Committee will approve and admit membership.
4. Honorary Membership will be admissible to distinguished personalities who by virtue of their position and understanding are able to contribute to the society or personalities who have rendered commendable services for the cause of the society. Executive Committee will identify and nominate Honorary Membership. Honorary Membership will be free of subscription.
5. Executive Committee will decide membership fees and subscriptions and review the same from time to time.

VI. ORGANIZATION

1. The organization of the Society shall consist of an Executive Committee of Twenty One persons from among the Members as detailed below:

   Elected Members:
   
   President  1
   Senior Vice President  1
   Vice Presidents  3
   Secretary General  1
   Joint Secretaries  2
Treasurer 1
Joint Treasurers 2
Executive Members 9

Ex-Officio Member:
Immediate Past President 1

Total 21

2. In addition, there will be at least 3 (three) Advisers who will advise the Executive Committee. Of the three 1 (one) will be Financial Adviser. They will be invited to participate in all EC meetings. EC in its first meeting shall decide and co-opt advisers for its tenure which will be informed in the immediately following AGM. Advisers will be eligible for re-election.

3. If the Immediate Past President become a candidate for any post of EC or become an Adviser, total number of Executive Member shall be 10.

4. A member shall not be elected in a particular post of office bearer (excluding Executive Member) for more than two terms. A member shall not hold office in the EC for more than 10 (ten) terms.

VII. ELECTION

1. The election of the Executive Committee shall be held in the month of March every two years. The date and venue of election shall be decided by the Executive Committee.

2. The Executive Committee shall nominate at least a three member election commission from amongst eligible members/advisers of BAAS at least three months ahead of election.

2.1. The Election Commission shall announce pools schedule, prepare voter list, invite nominations for various posts from amongst eligible members and conduct election in a fair and impartial manner on the spirit of secret ballot.

2.2. The Election Commission shall declare a candidature void if a candidate engages in unfair practices or engages in campaign in an unethical manner. In such case the Commission will give a chance of hearing to the incumbent.

2.3. The Members of the Election Commission shall not contest for any post in the election. On submission of any application for nomination his/her membership in the Election Commission shall become void and new member will be co-opted.

2.4. After the election, the commission shall submit the election result to the President of the society, post in the notice board and read aloud in the AGM if held.

2.5. Executive Committee shall render full cooperation, support, assistance and resources necessary to the Election Commission.

2.6. Election Commission shall perform as an independent body.

2.7. Election Commission may co-opt more members and volunteers to discharge its functions.

2.8. Election Commission may organise focused meetings to introduce candidates.
2.9. Nomination forms will be issued at a price decided by the election commission.

2.10. Election Commission may frame electoral rules and by laws consistent to the constitution and other bye laws.

3. In the event of any vacancy at any stage in the Executive Committee, the Executive Committee shall have the option to co-opt any suitable person from among the members of the Society to fill the vacancy. Such co-option will be informed in the immediately following AGM.

VIII. DUTIES OF THE ADVISERS, AUDIT ADVISER AND THE MEMBERS OF THE EXECUTIVE COMMITTEE

1. Advisers

   The Advisers shall advise and guide the Society in all matters and shall attend meetings of the Society.

2. Financial Adviser

   The Finance adviser shall advise the Society on all financial matters and shall audit the accounts of the Society on quarterly basis. The Financial adviser shall also attend meetings of the Society.

3. President

   i) The President shall give leadership in all activities of the Society.
   ii) The President shall preside over all meetings of the Society. In case of absence or inability of the President, the Senior Vice President will take the Chair. In case of absence or inability of the Senior Vice President, one of the Vice President will take the Chair.
   iii) The President shall consult with the members of the Executive Committee in determining the policy matters of the Society.
   iv) The President shall have a casting vote.

4. Senior Vice President and Vice Presidents

   The Senior Vice President and the Vice Presidents shall assist the President in the performance of his duties and shall act for the President during his absence.

5. Secretary General

   i) The Secretary General shall keep all records of the Society.
   ii) The Secretary General shall issue the Notice for any Executive Committee Meeting/General Meeting of the Society and shall keep accurate minutes of all such meetings.
   iii) Secretary General will communicate on behalf of the society where relevant and shall be responsible to implement the decisions of the Executive Committee and General Meetings.
6. Joint Secretaries

The Joint Secretaries shall assist the Secretary General in the performance of this duties and shall act for the Secretary General during his absence.

7. Treasurer

i) The Treasurer shall maintain all financial records of the Society.
ii) The Treasurer shall collect the membership fees from the members or the Society.
iii) The Treasurer shall prepare and present the Financial Statement in the Executive Committee Meeting/General Meeting of the Society.
iv) The Treasurer shall certify and sign all receipts and vouchers.
v) The Treasurer shall maintain a Bank Account of the Society and shall sign cheques together with the President/Secretary General.

8. Joint Treasurers

The Joint Treasurers shall assist the Treasurer in the performance of his duties and shall act for the Treasurer during his absence.

9. Executive Members

The Executive Members shall cooperate with other office bearers of the Society in all activities of the Society.

IX. GENERAL MEETING

1. General Meeting of the Society shall be held at least once a year. A notice of at least 14 (fourteen) days shall be served to this effect along with the agenda.

2. The agenda of the General Meeting shall be decided by the Executive Committee.

3. The following business shall be transacted at the annual general meeting:
   a) Confirmation of the minutes of the last general meeting.
   c) Presentation and confirmation of duly audited Statements of Accounts and passing the budget for the ensuing year.
   d) To transact any other important matters of the Society.
   e) Appointment of Auditor for next year

4. Forty of the members of the society shall form the quorum of the General Meeting. In the absence of a quorum, the meeting shall stand adjourned and shall be recalled within a fortnight and may proceed even without a quorum.

5. Extra-Ordinary General Meeting may be called at any time with the approval of the Executive Committee to transact any important and urgent matter, serving a notice of 7 (seven) days for the purpose. 40 (forty members) of the Society shall form the quorum of such Extra-Ordinary General Meeting. In the absence of a quorum, the meeting shall stand adjourned and shall be recalled within 7 (seven) days and may proceed even without a quorum.
X. EXECUTIVE COMMITTEE MEETING

1. The Executive Committee Meeting shall be held at least once in two months for which a notice of 7(seven) days shall be required.

2. One-third of the Executive Committee Members shall form the quorum for the meeting. All decisions shall be carried out by simple majority. In case of a tie, the Chairman shall have the casting vote.

3. In the absence of a quorum, the meeting shall stand adjourned and shall be reconvened within a week and shall proceed even without a quorum.

4. Extra-Ordinary Executive Committee Meeting may be called with a 24-hour notice to transact any emergency matter. The quorum of such meeting shall be one-fourth of the total Executive Committee Members.

XI. FINANCIAL POWER

1. The Society shall maintain a bank account with a scheduled bank in Dhaka and the bank account will be operated under the joint signatures of the Treasurer or any of the Joint Treasurer nominated by the Treasurer duly approved by the Executive Committee and the President/Secretary General.

2. Financial Powers of the society will be discharged as decided in the delegation of financial powers of the society.

3. Following will be the source of fund for the society:
   a. Membership Fee/subscription
   b. Donations
   c. Income from services etc.

XII. AMENDMENTS

1. Any member may propose amendment to the constitution (Memorandum of Association, Rules, Regulations and bye-laws) in writing to the Secretary General. Secretary General will place the same before the Executive Committee which will scrutinize the same in terms of consistency, necessity and legality. EC may also form sub-committee, if it deem fit, to scrutinize the same.

2. Executive Committee out of its own urge may propose amendments duly considering all relevant matters.

3. All amendments (considered by EC) will be placed before Annual General Meeting/Extra Ordinary General Meeting with prior notice and distribution of the proposed amendment among members.

4. AGM/EGM may accept proposal for amendment of Memorandum of Association with three-fifth members present supporting it. However bye-laws may be amended by a simple majority vote.

XIII. DISSOLUTION

The Society, due to certain circumstances, may be dissolved by the three-fifth majority vote of the total Members of the Society in General Meeting specially
convened for the purpose with a notice of at least 21 (twenty one) days. In such case the assets of the Society, if any, shall be dealt with according to clause-V of the Memorandum of Association of the Society.

XIV. GENERAL

1. Any member who wishes to resign from his/her membership of the Society shall give to the Secretary General a notice in writing to that effect along with the payment of all outstanding dues.

2. Any member may be disqualified from the membership of the Society or a specified period or for life by two-thirds vote of the Executive Committee Members for any violation of the constitution or for actions detrimental to the good name of the Society in a meeting called for the purpose, provided that the Member shall be given a chance of hearing to defend himself/herself before the E.C. Meeting. Such action shall immediately be circulated among the Members to the Society.

3. If any Member of the Executive Committee remains absent without any valid reason for three consecutive meetings, shall disqualify himself/herself to act as a Member of the Executive Committee.

4. The Executive Committee shall be obliged to call an Extra-Ordinary General Meeting with a notice of at least 7(seven) days if it is requisitioned by at least 30 (thirty) Members of the Society to discuss any serious issue concerning the Society.

5. The Society shall not indulge in any commercial and political activities or allow its funds and premises to be used for commercial and political purposes.

6. The Executive Committee may frame byelaws to carry out its business during its tenure. For continued practice such bye laws will be placed before General Meeting in which case it will be binding on all ECs to follow.

XV. ARBITRATION

Any kind of dispute which may arise in the Society shall be solved through arbitration within the Society.