

Memorandum of Association of BANGLADESH PIPE AND TUBE-WELL MERCHANTS' ASSOCIATION

1. The name of the Association shall be "THE BANGLADESH PIPE AND TUBE-WELL MERCHANTS ASSOCIATION".

2. The Registered office of the Association will be situated in BANGLADESH.

3. The objects of the Association are :-

i) To promote and foster ideas of Co-operation amongst the members engaged in the Trade of PIPE AND TUBE-WELL in Bangladesh.

ii) To protect and safeguard the interests of the members with particular reference to their business as described above.

iii) To enter into any arrangement and to take all necessary and proper steps with the government or with any other Authorities in which the Association may have interests, to help and assist them in formulating the policy relating to this trade in particular.

iv) To communicate with the Govt. and other public bodies with a view to promote measures for the protection of trade in which the members of this Association are engaged.

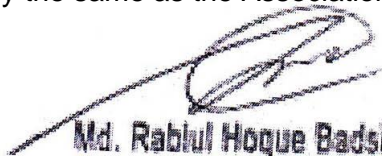
v) To arbitrate in the settlement of disputes arising out of commercial transactions between the members' parties willing or agreeing to abide by judgement and decision of the Association. vi)

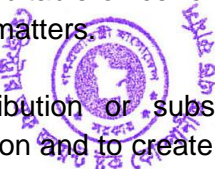
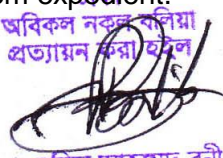
vi) To acquire and undertake the whole or any part of the dealings not organisations whose objects are similar to the objects of this Association


vii) To subscribe, to become members of and to co-operate with any other such body or bodies whose objects are altogether or in part similar to those of this association and to procure from and to communicate to any such Group/Association as may likely to further the objects of this Association.

viii) To acquire, promote and maintain a suitable office for holding and conducting meetings of members or arbitrators and others like matters.

ix) To accept any donation.gift, contribution or subscription towards promoting and maintenance of the object of the association and to create and provide funds and invest and apply the same as the Association may deem expedient.


Md. Rablul Hoque Badsha
President
Bangladesh Pipe & Tube Well Merchants Association


অবিকল নকল বলিয়া
প্রত্যয়ন করা হল।

(মোঃ রকিব আহমেদ রনী)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে।
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Administrative Officer
Ministry of Commerce
Govt. of the People's Republic of Bangladesh

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x) To sell, improve, manage, develop, exchange, lease or sublet mortgage, dispose of turn to account or otherwise to deal with all or any part of the property of the Association, whether movable or immovable.

xi) To construct upon any premises and building or buildings for the purpose of the Association and to alter, and to change or improve any building upon such premises.

xii) To invest any money and property of the Association upon such securities and in such manner as may be determined by the Association.

xiii) To borrow or raise any moneys required for the purposes of the association upon such terms and in such manner and on such securities as may be determined, and in particular by the issue of debentures charges upon all or any other property of the Association.

xiv) To aid and to receive aid from any other Society, Association, Firm, Corporation, Company, Partnership or person promoting or formed or intended to promote any of the subjects of the Association and to subscribe to or aid any such society, Association, Firm, Corporation, Company, Partnership or person with a view to obtain any advantage or benefit for the purpose of the Association and to subscribe to any fund or Society as may be considered deserving by the Association.

xv) To start publication of Journals and periodicals and otherwise defuse knowledge about trade and commerce, and to establish and maintain institutions for the training and teaching of Bangladesh Nationals in the arts or Industry trade and Commerce.

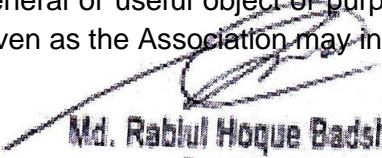
xvi) To establish and support or to aid in the establishment and support of any group and institution. for benevolent objects clause, Societies or funds for the benefit or huminity or any section thereof and subscribe to or to guarantee money for any charitable, educational or other trust.

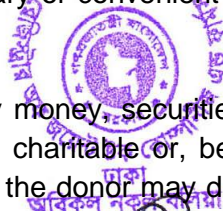
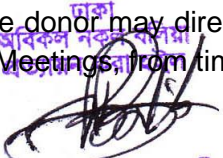
xvii). To pay out of the funds of the Association, all costs, charges and expenses preliminary and incidental to the promotion, establishment and th registration of the Association

xviii) To appear before any court and to appoint legal practitioners for the Association, to appear before the court and to defend, compound, or refer to arbitration any case of suit for or against the Association

xix) To acquire from time to time and manufacture and deal in all such stock in trade, goods, chattels and effect as may be necessary or convenient for furtherance of the objects of the Association.

xx) To devote, apply or subscribe any money, securities, stocks, or shares bequeathed or made over to the Association to such charitable or, benevolent objects, or for any public, general or useful object or purpose as the donor may direct or where no such directions are given as the Association may in General Meetings from time to time determine


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xxi) To adjust controversies between members of the Association.

xxii) To establish just and equitable principles in trade.

xxiii) To form a code or codes of practice to simplify and facilitate transaction of Commerce and Industry with particular reference to the trade in which the members of this Association are engaged in.

xxvi) To maintain uniformity in rules, regulations and usages of trade.

xxv) To collect and circulate statistics and other information relating to Trade, Commerce, Industry, Manufacture, Mining and Agriculture etc.


xxvii) To do all such other things as are incidental or as the Association may think conducive to the attainment of the above objects or any of them.


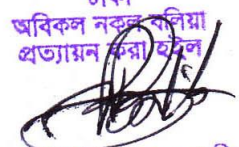
4. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth above and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise by way of profit to the members of the Association.


5. It upon the winding up de dissolution of the Association then remaining after satisfaction of all debits and liabilities any property whatsoever the same shall not be paid to or distributed amongst the member of the Association, but shall be given or transferred to some other institution of institutions having objects similar to the objects of this Association, to be determined by the member of the Association time of dissolution and in default thereof by such judge of High court as may have jurisdiction in the matter.

8. The liability of the members, Limited.

9. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterward, fos debts and liabilities of the Association contacted before the time at which he ceases to be a member, and of the conts, charges. and expenses of winding up of the same, and for the adjustment of the rights of the contributors amongst themselves such amount as may be required, not exceeding Tk. 500-00.


Md. Rabiul Hoque Badsha
President
Bangladesh Pipe & Tube Well Merchant's Association



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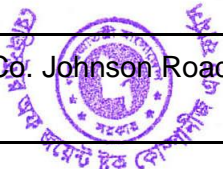
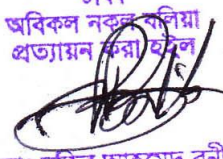

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We the several persons representing our respective firms whose names and addresses are subscribed below are desirous of being formed into an Association in pursuance of this Memorandum of Association.

SL. No	Names & Addresses Of the subscribers	Signature
1.	Mr. M. A. Rab, M/S Rana Corporation 145-147. Haji Osman Ghani Road, Dacca	
2.	Mr. Jalaluddin Md. Iqbal M/S Royal Trading & Co 34. Hazi Osman Ghani Road, Dacca.	
3.	Mr. Abdul Hakim Sarker M/S Lucky Filter & Iron Industries Rishikesh Das Road, Sutrapur, Dacca,	
4.	Mr. K. M. Sekander, M/S Rommel Filter & Iron Industries 10, Hazi Osman Ghani Road, Dacca:	
5.	Al-Haj A, Rouf M/S Progoti Filter Industries. 13, Upper Jessore Road, Khulna	
6.	Mr. Rabindra Nath Chakrabarty: M/S Ratan Trading & Co. Gohail Road, Bogra,	
7.	Mr. Abdur Rashid. M/S Balaka Sanitary. 178 Jubilee Road, Chittagong	
8.	Mr. Khairull Anam, M/S Northern Engineering Work Ganeshtals, Dinajpur	
9.	Mr. Shamsuddin, City Filter, Haji Osman Ghani Road.	
10.	Mr. Golam Mostafa, Moon Filter, Haji Osman Ghani Road.	
11.	Mr. A. G. Sikder, Sikder Agencies, Haji Osman Ghani Road	
12.	Mr. Insan Ali, Insan Bhai & Co. Johnson Road, Dacca.	



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SL. No	Names & Addresses Of the subscribers	Signature
13.	Mr. Syed Ahmed, Sohell, Filter. Haji Osman Ghani Road	
14.	Mr. M. A. Kashem, Kashem, Trading do-	
15.	Mr. Gopal Chandra Saha, Ureka Sanitary, do-	
17.	Mr. Fazlul Karim, Hakim Bros., Jubilee Road, Ctg do-	
18.	Mr. Salahuddin, Chashi Filter, Haji Osman Ghani Road.	
19.	Mr. Afzal Miah: Matin Brothers, do-	
20.	Mr. Azizur Rahman Ahmed Brothers, Mr. Amzad Hossain, Economic Sanitary, Mirpur, Dacca	
21.	Mr. Abul Bashar, Eastern Sanitary, Haji Osman Ghani Road. Decca gezudd	
22.	Mr. Ayezuddin Master. Asia Variety, Bogra.	


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 Bangladesh Pipe & Tube Well Merchants Association


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Articles Of Association Of BANGLADESH PIPE AND TUBE-WELL MERCHANTS ASSOCIATION

1. In these articles unless there be something repugnant to the subjects of context inconsistent therewith:-

“THE ASSOCIATION” means the Bangladesh Pipe and Tube, well Merchants Association

“MEMBERS” means the Members of the Association for the time being.

“THE COMMITTEE” means the Executive committee of the Association for the time Being as elected under the provisions of these Articles.

“GENERAL MEETING” means the annual General meeting of the Extraordinary General meeting of the Association as defined in the Companies Act, 1953.


“OFFICE BEARERS” means the Registered Office of the Association for the time being.


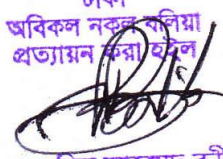
“THE ACT” is the companies Act, Vik of 1913 as in force in Bangladesh.


“SPECIAL RESOLUTIONS AND EXTRAORDINARY RESOLUTIONS” means the special resolutions and extraordinary resolutions as defined under the Companies Ac,

“THE YEAR” means the English Calendar months,

“IN WRITING OR WRITTEN” means, penting, lithography Or any other mode of representing or representing or re-producing words in legible form.


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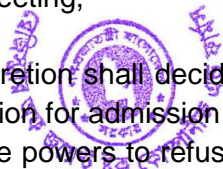
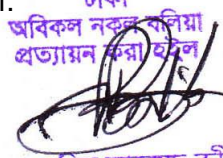
MEMBERS


2. The number of members of the Association shall be unlimited.
3. There shall be only one class of member namely "GENERAL MEMBERS" provided however, that if and when the Executive Committee so desires in the best interest of the Association, they may appoint persons of eminence as patron or Honorary Member, without any voting right.
4. Any registered firm dealing in trader's, importer's-exporter's, manufacturer's, contractor's, supplier's or any individual, partnership or corporate body involved in the business of tubewells, pipes, sanitary, tiles, mirrors, stoves, geysers, valves, boilers and all those products, fittings and raw materials, may become members of the Association,
5. The name of the candidate for membership of the Association shall have to be proposed by one and seconded by another and then may be enlisted as a member of the Association, subject to the approval of the Executive Committee of the Association. The following documents need to be submitted with the application form in order to become a member:
 1. Updated Trade License, 2. Updated Income Tax (E-TIN) Certificate/ Tax, Payment Receipt/ Return Acknowledgement Letter, 3. 03 (three) copies of passport size photographs, 4. NID Photocopy.

MEMBERSHIP FEE AND ADMISSION FEE

6. The admission fee of each member shall be Tk 2000.00, Development fee tk 5000.00 and the rate of annual subscription payable by them shall be Tk, 2000.00 payable within the month of January each year, The Secretary or Treasurer as the case may collect the fees by giving proper receipts, The membership fee will have to be paid immediately after election.
7. In the event of an application not been accepted as a member, the admission ize will be refunded.
8. The Association shall have the right to increase or reduce the membership fee and the admission fee by a special resolution passed at their meeting by the three fourth majority of votes of the members present at the meeting,
- 9 The Executive Committee at its discretion shall decide any question that may arise as to the eligibility or otherwise of any condition for admission as a member of the Association and its decision shall be final and also have powers to refuse any application for membership of the Association assigning reason thereof.


Md. Rabiul Hoque Badsha
President
Bangladesh Pipe & Tube Well Merchants Association


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DISQUALIFICATIONS OF MEMBERS

10. A member shall cease to be a member of the Association on the following grounds

- a) If found to be insolvent by a court of the competent jurisdiction,
b) Or upon dissolution or winding up of the firm of corporation. or.

c) if the membership fee falls in arrears for one year and who does not pay the same within 3 months from the date of the notice in writing given by the secretary of the Association; or

d) if the Executive Committee at the time by two third majority of votes suspend or expel any member for non-fulfilment of the contractual obligations or for the claims arising out of membership; or

e) for any activity which may in the opinion of the Executive Committee be detrimental to the interest of the Association, provided however, that such member before expulsion shall be given an opportunity to be heard in person explaining their conduct. The Executive Committee shall have the power to withdraw the order of suspension or expulsion.


11. If any member who a irregular member of the Association in accordance with provisions of Articles 10 (c) above, shall however, be eligible for paying the following re-admission fee:


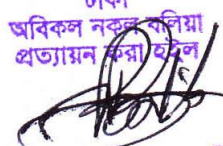
(1) Fine of 1000.00 Taka, (2) Re-admission fee of 2000.00 Taka and, (3) Current year subscription of 2000.00 Taka.


12. Any member who ceases to be a member of the Association shall nevertheless be liable for and shall have to pay all the arrears of dues payable to the Association.

13. a) If a member dies, his/her membership in the organization will be canceled. However, any of the heirs may re-apply for membership in the association.

b) Any member who ceases to be a member of the Association for any reason whatsoever, shall not be entitled to get the refunds of the yearly subscription or the admission fee.


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12. Mr. A. Rashid, Balaka Sanitary, Jubilee Road, Chittagong.
13. Mr. Fazlul Karim Hakim Brothers -do
14. Alhaj A. Roul Progoti Filter Industries, Upper Jessore, Road, Khulna
15. Mr. Salahuddin Chashi Filter, Hazi Osman Ghani Road, Dacca.
- 16, Mr. Afzal Miah Matin Brothers, English Road, Dacca.
17. Mr. Azizur Rahman Ahmed Brothers, Kaotala Road, Bogra.
18. Mr. Amzad Hussain Economic Sanitary, Mirpur, Dacca,
19. Mr. Abul Bashar Eastern Sanitary, Hazi Osman Ghani Road.
20. Mr. Ayezuddin Master Asia Variety, Bogra, Dacca.
21. Mr. Khairul Anam Northern Engineering Works, Ganeshtala, Dinajpur

17, At the annual general meeting in every year, the members of the Executive Committee including Chairman, Vice Chairman, etc. shall retire from office but shall be eligible for re-election,


18. The members of the Executive Committee shall immediately after the annual general meeting in every year, meet together and elect from among themselves one Chairman, two Vice-Chairman, one General Secretary, two Joint Secretaries, one Publicity Secretary and one Treasurer, who will hold office upto next following general meeting.


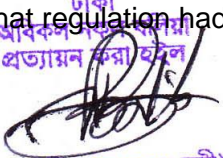
19. a) Any member / voter of the association can participate in the election for the post of director more than once in any term.

b) Any casual vacancy in the office of the Chairman, Vice Chairman, General Secretary, Joint Secretary, Publicity Secretary, and the Treasurers may be filled up by the members of the Executive Committee.

POWERS AND DUTY OF THE EXECUTIVE COMMITTEE

20. The management of business and all other affairs of the Association shall be vested in the Executive Committee who may pay all expenses incurred in the formation and registration of the Association and may exercise all such powers of the company as are not by the company Act, or by any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the company in general meeting but no regulation made by the company in general meeting shall invalidate any prior act of the executive Committee which would have been valid if that regulation had not been made.


Md. Rabiul Hoque Badsha
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21. The Member of the Executive Committee shall be elected annually by the Association in General Meeting,

22. Any causal vacancy occurring in the Executive Committee, of the than those mentioned in clause 19 above may be filled up by the members of the Executive Committee, by the person so chosen shall be subject to retirement at the next annual General Meeting.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

23. The Office of the member of the Executive Committee shall be vacated on the following grounds:

a) If he is found to be a person of unsound mind by a court of competent jurisdiction, or

b) If he is adjudged insolvent, or

c) He or any firm of which he is a partner or any joint stock company of which he is a Director, without the sanction of the Association in any general meeting holds any office or profit in the Association other than as a Legal Adviser, or a Banker or Secretary, or

d) If he voluntarily resigns from the office, or


e) If a director of the executive council is absent in 3 consecutive meetings or he is absent in the meetings of the committee continuously for 3 months and if it is without taking any leave, then the period which will be more will be counted and a notice to show cause will be given. He must reply to the association within 30 days of receiving the show-cause notice. If the reply is not accepted by the Executive Council after it has been reviewed by the Executive Council, the Board shall be empowered to relieve him from the post of Director. The decision shall be communicated to the expelled director by letter and to the general members by notice. The executive council can unanimously appoint a new director (Co-opt) to fill the vacancy of the director. or

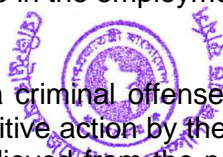
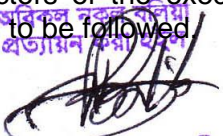
f) He or the firm or the corporation of which he is a partner, or a Director. ceases to be a member of the Association, or

g) If he is expelled from the membership by the Executive Committee, or

h) If he ceases to be a member of or to be in the employment of a member firm or the Company he represents.

24. If a director or top official commits a criminal offense or contrary to the interest of the organization while on duty, it may be punitive action by the organization or enforced by state law, if proven. In that case, he will be relieved from the post of director and the post of top officer with the support of 2/3 of the directors of the executive committee. In that case, Section 10 of the Articles of Association has to be followed


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REGISTER OF MEMBER OF THE EXECUTIVE COMMITTEE

25. The Association shall keep and maintain a Register of members of the Executive Committee in which shall be entered the names addresses and designation of the members of the Executive Committee and of any change therein from time to time with their respective date of appointment and the date on which any one of them ceases to be a member.

PROCEEDINGS OF THE MEETINGS OF THE EXECUTIVE COMMITTEE

26. The members of the Executive Committee shall meet together as often as may be necessary for the transaction or business of the Association, they may adjourn or otherwise or regulate their meetings in such a manner as they may think fit.

27. On the advice of the president, the general secretary will call regular meetings with at least 7 days' notice and emergency meetings with 24 hours' notice.

28. The Chairman shall preside over all general meeting as well as the meetings of the Executive Committee. In the absence of the Chairman . the Vice-Chairman shall take the Chair.

29. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the powers and authorities, of the Executive Committee, Unless otherwise determined one third of the members of the Executive Committee for the time being subject to a minimum of five members shall form the Quorum of the meeting of the executive committee.

30 All questions arising at a meeting of the Executive Committee shall be decided majority of votes, each member having one vote, and in case of equality of votes the Chairman of the meeting shall have second or a casting vote.

31 Any Resolution or Circular signed by the majority of the members of the Executive Committee shall be valid and effectual as if it has been passed at a meeting or the Executive Committee duly called and duly constituted.


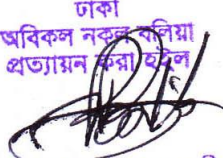
32. All acts done in a meeting of the Executive Committee shall not with standing that it was afterwards discovered that there was some defects in the appointment of any such member of the Committee or that they or any one of them were disqualified to be a member, be as valid as and effectual as if every such person has duly been appointed and was duly qualified to be a member provided however, that nothing herein contained shall be deemed to give validity to any act of the member or person acting as aforesaid after that it has been shown that there was some defects in his appointment or that they or any one of them were disqualified to be a member.


33. i) In order to run the activities of the Association smoothly and beautifully and to expand the scope of the Association, regional committees can be formed in the divisional cities:

(a) There should be a minimum of 200 (two hundred) members in the committee in the divisional city.

(b) Subject to the dispatch of their elected representative from each divisional regional committee to the Central Committee in Dhaka, direct appointment shall be made to the Central Committee for the post of Director in the Central Committee.


Md. Rabiul Hoque Badsha
President
Bangladesh Pipe & Tube Well Merchant's Association


ঢাকা
অবিকল নকল সুলিয়া
প্রত্যয়ন করা হল।

(মোঃ রকিব আহমেদ রনী)
সহকারী রেজিস্ট্রার
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স্বাক্ষর ও পাঠক
01 DEC 2024


Saber Hossain
Administrative Officer
Ministry of Commerce
Govt. of the People's Republic of Bangladesh

(8)

(c) The election of the regional committee shall be held under the supervision of the Election Commission constituted by the Central Committee in the concerned division.

(d) The income and expenditure of the Regional Committee shall be preserved by them. Only 100,000 / – (one lakh) annually will be deposited in the central office of Dhaka.

(e) The Regional Committee shall be operated under the supervision of the Central Committee.

ii) The Executive Committee shall have powers to appoint any sub-committee with such powers and authority for any specific purpose and in such manner as the executive committee may deem fit, and such sub-committee shall work under the direct control and supervision of the Executive Committee.

34. Without prejudice to the general powers and other power conferred by those present in the Executive Committee shall have the following powers:-

a) To appoint sub. committees consisting of such members of the executive committee as they may think fit,

b) To delegate to the sub-committee any of their power or authority to do such act and thing as may be delegated to them to perform and to submit their report or findings to the executive committee.

c) To make very or repeal rules for the regulation of the business of the Association and its offers or servants.

d) To keep link or liason with the Federation of Bangladesh Chamber of Commerce & Industry and other like Association.

e) To less deputation to the Government authority or any other authority for the purpose of redress of their genuine or rightful causes

f) And generally to do such other acts and things as may be necessary from time to time in connection with the attainment of the objectives of the Association as may be conductive to the best interest of the member of the Association.

MINUTES


35. The Executive committee shall cause the minutes of all the meetings of the Association whether of the Executive Committee or if all the general meetings to be duly recorded in the books provided for the purpose with regard to the following:


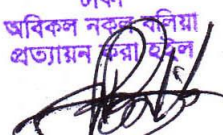
a) All appointments of officers, clerks and servants.


b) The names of all the members present at any meeting and to obtain their their elgrantufes.

c) All reports or findings of any sub committee.

d) All proceedings and resolution of the general meetings as well as all the meetings of the Executive Committee.


Md. Rabul Hoque Badsha
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স্বাক্ষর ও পাঠক
01 DEC 2024


Sabar Hossen
Administrative Officer
Ministry of Commerce
Govt. of the People's Republic of Bangladesh

THE CHAIRMAN

36. The Chairman shall be the chief Executive of the Association as well as of the Executive Committee. He will preside over all general meetings and all the meetings of the Executive Committee and shall receive all deputation and also lead delegations. The Chairman whenever he may deem fit call an urgent meeting of the Executive Committee to transact business of urgent nature with a shorter notice, as also to call an Extraordinary General Meeting,

THE VICE CHAIRMAN


37. In the absence of the Chairman the Vice-Chairman in order of seniority shall have the power to perform the duties of the Chairman and in the absence of the both Vice Chairman, the members of the Executive Committee shall elect any one of their members to perform the duties of the Chairman.


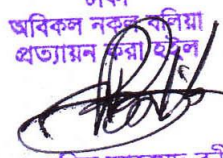
THE GENERAL SECRETARY


38. The General Secretary shall manage and carry on with the day to day business of the Association subject to the supervision of the Chairman,

39, The General Secretary, shall have the following duties and functions to performs :-

- a) To have the charge of all correspondence of the Association.
- b) Keep or cause to be kept all necessary books of accounts and documents of the Association.
- c) To keep and maintain correct and accounts minutes of all meetings of the Association as well as of the meetings of the Executive Committee.
- d) To have the charge of all papers, files, documents, articles of furniture, office equipment and other properties of the Association.
- e) To notify the members of the result of all elections of the Association,
- f) To issue and give notices of all meeting of Association and its Executive Committee.
- g) To demand and collect all dues from the members of the Association and to give receipts for the amount received.
- h) To hand over all the money received by him to the Treasurer after retaining an amount of Tk.10,000.00 (Ten Thousand) only in hand to meet the contingent expenses.


Md. Rablul Hoque Badsha
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লেখক ও পাঠক
01 DEC 2024


Saber Hossain
Administrative Officer
Ministry of Commerce
Govt. of the People's Republic of Bangladesh

i) To prepare the Annual report of the working of the Association to be placed before the members of the ordinary General Meeting.

j) To keep and maintain proper voucher of all expenses incurred by him and vouchers for expenses of Tk. 5,000.00 and above shall have to be made with the approval of the Chairman. And in order to purchase any fixed asset of the organization, whatever amount of money, it must be approved before the general meeting.

k) And generally to do and perform all other acts and things as are incidental to his office.

JOINT SECRETARY

40. In the absence of the General Secretary, his duties and function shall be performed by the Joint Secretary.

PUBLICITY SECRETARY

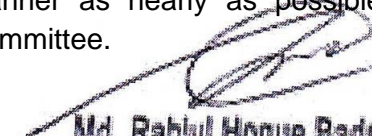
41. He will organise social functions such as literary symposium, publication of Journals and Magazines, in consultation with the Executive Committee or any other functions as are allotted to him by the Executive Committee from time to time.

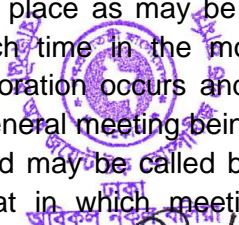
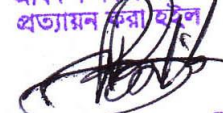
42. All money and other receipts received by the Treasurers from the Secretary or from any other member of the Executive Committee shall have to be deposited in the Bank Account or accounts to be opened in the name of the Association with any scheduled Bank in Bangladesh. He can retain a sum of Tk, 10,000.00 (Ten thousand) as cash in hand to meet the expenses of emergent nature. He shall also maintain an account of all amount received and deposited with the bank and cash in hand and the amount withdrawn from the bank and send a monthly statement of cash balance with the first week of the month following to the Chairman and General Secretary.

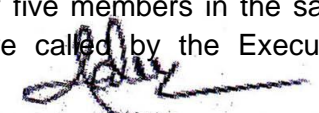
43. The Executive Committee of the Association if they so desire may appoint a whole time paid Secretary from outside the members of the Committee on such terms and conditions and at such monthly remuneration as they may think fit.

GENERAL MEETING

44. The First General Meeting of the Association shall be held at such time not being less than one month but not more than three months from the date of registration of the Association with the Registrar of Joint Stock Companies, Bangladesh, and thereafter once in every calendar year at such time (not being more than fifteen months after the holding of the last proceeding general meetings) and place as may be prescribed by the Association in general meeting, or in default at such time in the month following that in which the anniversary of the Association's incorporation occurs and at such place as the Executive Committee shall appoint. In default a general meeting being so held a general meeting shall be held in the month next following and may be called by any five members in the same manner as nearly as possible as that in which meeting are called by the Executive Committee.


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লেখক ও পাঠক
01 DEC 2024


Saber Hossen
Administrative Officer
Ministry of Commerce
Govt. of the People's Republic of Bangladesh

45. a) Members must be notified through notice 21 days before the annual general meeting and general members must be informed 21 days before the special general meeting is called. It should also be published in national newspapers.

b) The above mentioned general meeting shall be called ordinary meeting and all other general meetings shall be called Extraordinary.

46. The Executive Committee whenever they think fit and shell on a requisition made in writing by any five or more members call an Extraordinary General Meeting.

47. Any requisition made by the members must state the object of the meeting to be called and must be signed by the requisitionists and deposited at the registered office of the Association.

48. On receipt of the requisitions the Executive Committee shall forthwith call-a general meeting if they do not proceed to cause a meeting to be held within twenty one days from the date of requisition being so deposited, the requisitionists or any other five members may themselves call a meeting.


PROCEEDING AT GENERAL MEETING

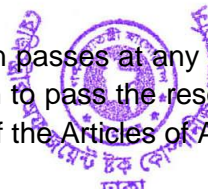
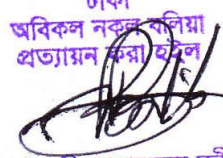
49. Subject to the provisions of section 81 (2) of the Company's Act 1913. Not less than fourteen days notice to the members specifying the place, the day and the hour of the meeting with a statement of the business to be transacted at such meeting shall be given in the manner hereinafter mentioned or in such other manner, if any or as may be prescribed by the Association in general meeting, but the non receipt or such a notice by any member of accidental omission to give notice to any member shall not invalidate the proceedings at any general meeting.


50. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an ordinary general meeting with this exception of the consideration of annual report of the Secretary about the working of the Association, the consideration of the accounts and the balance sheet the election of the members of the Executive Committee,

51. No matter can be discussed in the meeting if the quorum number of members is not present at the beginning of the meeting. If 1/5 of the regular members attend, the quorum of the Annual General Meeting and Special General Meeting will be considered fulfilled.

52 The Association by special resolution passes at any general meeting of the which twenty one day's notice specifying the intention to pass the resolution as special resolution shall be necessary, may amend the provisions of the Articles of Association of the Association.


Md. Rabiul Hoque Badsha
President
Bangladesh Pipe & Tube Wall Merchants Association


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লেখক ও পাঠক
01 DEC 2024


Saber Hossen
Administrative Officer
Ministry of Commerce
Govt. of the People's Republic of Bangladesh

53. If within half an hour after the time appointed for the meeting a quorum of members is not present, the meeting if called on the requisition of the members, shall be dissolved and in at the same time and place and if at such adjourned meeting a quorum of members is not present then any number of members, not being less than five shall form the quorum, any other case shall be adjourned to the next week same time same place and if no quorum shall be present at such abjourned meeting it shall be [adjourned sine die,

54. The Chairman may with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than those left unfinished at the meeting from which the adjournment took place.

55. At any general meeting when a resolution is put up to the vote of the meeting it shall at the first instance be decided on a show of hands unless a poll is (before the declaration of the result of show of hands) demanded by at least five members and unless a poll is so demanded the declaration by the Chairman of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to the effect in the book of proceeding of the meeting shall be the conclusive evidence of the fact without proof of the member or proportion recorded in favour of or against the resolution

56. If a pool is demanded in the manner aforesaid, same shall be taken in such a manner as the Chairman directs and the result of the pool shall be deemed to be the resolution of the meeting at which the pool was demanded.

VOTE OF MEMBERS

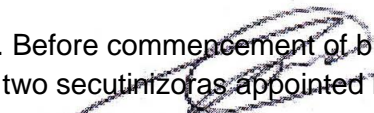
57. One person cannot be a voter more than once, but more than one member of the association can be. If a person is a member of more than one organization association, he can be a voter in favor of any one organization. Before publishing the primary voter list, the Election Commission will have to inform in writing the name of the organization on behalf of which it wants to be a voter.


58. No member can vote at any general meeting unless all money due from him to the Association have been paid at least seven days before the meeting


59. In case of equality of votes of Chairman of the meeting shall a second or casting vote,

60. The instrument of proxy shall be in writing duly signed by the appointer, duly stamped and lodged at the registered office of the Association at seventy two hours before the time appointed for the meeting and in default the instrument of proxy shall not be treated as valid.

61. Before commencement of business of the meeting for proxy forms shall be scrutinized by two scrutineers appointed by the Chairman.


Md. Rabiul Hoque Badsha
President
Bangladesh Pipe & Tube Merchants Association


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লেখক ও পাঠক
01 DEC 2024


Saber Hossen
Administrative Officer
Ministry of Commerce
Govt. of the People's Republic of Bangladesh

(13)

NOTICE

62. A notice to be given to the members may be given either personally or by sending the same to him by post prepaid to be registered addresses of the members as the same appears in th register of members or by advertisement in any daily newspaper.

63. When a notice is sent by post the service of the notice shall be deemed to have been affected by properly addressing prepayin and posting the letter 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 credinary course of post.

64 Accident commission to give notice to or the non-receipt of the notice by any member shall not invalidate the proceedings of any general meeting.

SEAL OF THE ASSOCIATION

65. The Association shall have common seal which will remain in the custody of the Chairman, when the seal of the Association is fixed on any instrument it shall have to signed by the chairman and countersigned by the General Secretary.


BANK ACCOUNT


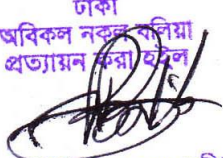
66. The Bank account or accounts shall be opened in the name of the Association with any scheduled Bank or Banks in Bangladesh, and the said bank account or accounts shall be operated upon under the Joint signature of the General Secretary and any one of the Chairman or the Treasurer as the case may be, the General Secretary being common in any case,


BOOKS OF ACCOUNTS

67. The Executive Committee shall keep or cause to be kept all necessary books of accounts of the Association with respect of the following:

- a) all sums of money received and expended by the Association and the matter in respect of which the receipts and expenditure took place and.
- b) All assets and liabilities of the Association, and
- c) All sales and purchases made by the Association.


Md. Rabiul Hoque Badsha
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লেখক ও পাঠক
01 DEC 2024


Saber Hossain
Administrative Officer
Ministry of Commerce
Govt. of the People's Republic of Bangladesh

68. The book of accounts shall be kept at the registered office of the Association or at such other place as may be decided by the Executive Committee, The books of accounts shall be opened to the inspection of the members of the Executive Committee during as usual office hours. No member not being a member of the Executive Committee shall have any right or inspection of the book of accounts and documents of the Association unless authorised by the executive committee or by a resolution of the Association in a General Meeting.

FINANCIAL YEAR AND BUDGET

69. The financial year of the Association shall be from 1st January to 31st December in each year.

70. The funds of the Association shall be under the control of the Executive Committee. All money not immediately required shall be deposited in the bank accounts or account of the Association or otherwise invested in such a security as the Executive Committee may deem fit.


71. At least three months before the commencement of every financial year, the General Secretary shall prepare a budget estimate or of the income and expenditure of the Association for the next year for consideration and scrutiny by the members of the Executive Committee so that it can be placed before the members at the annual General Meeting for approval.

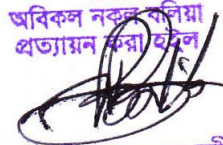
AUDIT OF ACCOUNTS


72. Chartered Accountants shall be appointed by the Association in the Annual General Meeting for the purpose of auditing the accounts of the Association and to prepare a balance sheet and to attach a report pointing out all the irregularities therein The duties of the auditors shall be regulated in accordance with the provisions of sections. 144 & 145 of the Companies Act,

INDEMNITY

73. The Chairman, Vice-Chairman, General Secretary and other officers and members of the Executive Committee shall be indemnified by the Association for all expenditure and losses incurred by them in the discharge of their respective official duty except their will full acts, neglects or defaults and it shall be the duty of the Association to pay out of its fund, all such expenditures and losses incurred by them in the discharge of their respective duty and the amount for which an indemnity has been provided shall in diately attach a lien on the property of the Association and shall have over all of or liabilities.


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ঢাকা
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লেখক ও পাঠক
01 DEC 2024



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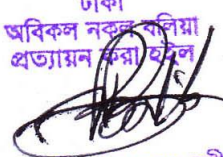
WINDING UP


74. If upon winding up or dissolution of the Association there remains alter the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or given or transferred to some other institution having objects similar to these of this Association to be determined by the majority of the members of the Association and in default as may be decided by a court of competent jurisdiction,

We the several persons representing our respective firms whose names and addresses are subscribed below are desirous of being formed into an Association in pursuance of the Articles of Association.


Sl. No.	Name	Addresses	Signature
1.	Mr. M. A. Rab	M/S Rana Corporation, 145.147 Hazi Osman Ghani Road, Dacca	
2.	Mr. Jalaluddin Md. Iqbal	M/S Royal Trading Co, 34. Hazi Qsinan Ghani Road Dacca	
3.	Mr. Abdul Hakim Sarker	M/S Lucky Filter & Iron Industries, Rishikesh Road, Sutrapur, Dacca.	
4.	Mr. K. M. Sekandes	M/S Rommel Filter & Iron Industries, 10, Hazi Osman Ghani Read. Dacca,	
5.	Mr. Alhaj A. Rouf	/S Progoti Filter Industries 13, Upper Jessore Road, Khulna,	
6.	Mr. Rabindra Nath Chakrabarty	M/S Ratan Trading & Co. Goahil Road, Bogra,	
7.	Mr. Abdur Rashid	M/S Baiaka Sanitary, 178, Jubilee Road, Chittagong,	
8.	Mr. Khairul Anam	M/S Northern Engineering Works Ganeshtala Dinajpur	


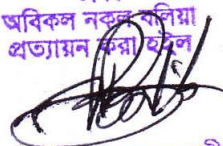

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ঢাকা
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স্বাক্ষর ও পাঠক
01 DEC 2024


Saber Hossen
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Ministry of Commerce
Govt. of the People's Republic of Bangladesh

SL. NO,	Names & Addresses of the subscribers	Signature
9.	Mr. Shamsuddin, City Filter, Haji Osman Ghani Road.	
10.	Mr. Golam Mostafa, Moon Filter, Haji Osman Ghani Road.	
11.	Mr. A. G. Sikder, Sikder Agencies, Haji Osman Ghani Road,	
12.	Mr. Insan Ali, Insan Bhai & Co, Johnson Read. Dacca	
13	Mr. Syed Ahmed, Sohel Filter. Haji Osman Ghani Road.	
14.	Mr. M. A. Kashem, Kashem, Trading. do-	
15.	Mr. Gopal Chandra Saha, Ureka Sanitary, -do	
16.	Mr. Fazlul Karim, Hakim Brosi, Jubilee Road, Ctg.	
17.	Mr. Salahuddin, Chashi Filter, Haji Osman Ghani Road.	
18.	Mr. Afzal Miah, Matin Brothers, do-	
19.	Mr. Azizur Rahman Ahmed Brothers, do-	
20.	Mr. Amzad Hossain, Economic Sanitary, Mirpur, Dacca	
21.	Mr. Abul Bashar, Eastern Sanitary. Haji Osman Ghani Road. Dacca	
22.	Mr. Ayezuddin Master. Asia Variety, Bogra,	


Md. Rablul Hoque Badsha
 President
 Bangladesh Pipe & Tube Well Merchants Association


 ঢাকা
 অবিকল নকল কলিয়া
 প্রত্যয়ন করা হল

 (মোঃ রকিব আহমেদ রনী)
 সহকারী রেজিস্ট্রার
 রেজিস্ট্রারের পক্ষে।
 সেধক ও পাঠক
 01 DEC 2024


Saber Hossen
 Administrative Officer
 Ministry of Commerce
 Govt. of the People's Republic of Bangladesh