

**A COMPANY LIMITED BY GUARANTEE AND
REGISTERED UNDER SECTION 28 OF THE
COMPANIES ACT 1994**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**INTERNET SERVICE PROVIDERS ASSOCIATION OF
BANGLADESH**



ঢাকা
জরিয়াল নম্বর ১৯৯৯
প্রভাসিল করা হইল

(স্বাক্ষরিত কুমার পাল)
সহকারী রেজিস্ট্রার (সেলফি দায়িত্ব)
রেজিস্ট্রার-জেনারেল পদে
নেপক ও নটিক

১৫/১২/১৯

১৯৯৯

**A COMPANY LIMITED BY GUARANTEE AND
REGISTERED UNDER SECTION 28 OF THE COMPANIES ACT 1994**

MEMORANDUM OF ASSOCIATION

OF

INTERNET SERVICE PROVIDERS ASSOCIATION OF BANGLADESH

1. NAME

The name of the Association is INTERNET SERVICE PROVIDERS ASSOCIATION OF BANGLADESH

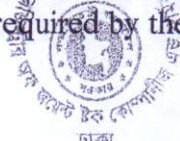
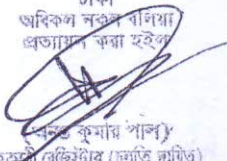
2. REGISTERED OFFICE

The registered office of the Association shall be situated in Bangladesh. The company may set-up chapter and /or branches in Bangladesh or any part of the world.


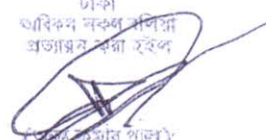
3. AIMS & OBJECTIVES

The objects for which the Association is established are:

- a) To promote project and safeguard the interest of all the members of the Association who are the representative of the Internet Service Provider for use in all types IT devices.
- b) To encourage and assist in the balanced development of the Internet Service business in Bangladesh.
- c) To work closely with the Government bodies and other organizations in the information Technology area with a view to enabling the Bangladesh Internet Service exploring the super highway.
- d) To create, foster and promote recognition of the intellectual value of the internet field amongst the public at large and users in specific.
- e) To frame and maintain a code of professional ethics and general standards of profession conduct and promote fair competition and healthy trade practices amongst Internet Service Provider.
- f) To Undertake and settle all matters in dispute either between the Associations members and others by arbitration or otherwise in accordance with the objects of the Association.
- g) To help in the development of human resources required by the Internet Service Provider and its related discipline.


ঢাকা
অধিকার নথি রাখা
প্রত্যয়ন করা হইবে

বকুল কুমার পাণ্ডা
সহকারী রেজিস্ট্রার (সমষ্টি নথি)
রেজিস্ট্রারের পক্ষে
লেখক ও পাঠক
20
11 JAN 2024

- h) To make the Government and other bodies aware of and be responsive to the needs of the Internet Service for a healthy and rapid economic growth.
- i) To promote and disseminate useful knowledge on Information Technology in general and Internet and Information services in particular, so as to enhance the contribution of these to the growth and development of the national economy.
- j) To co-operate with public bodies and other organizations engaged in activities and/or objectives similar to those of this Association in matters of common interest.
- k) To advise on enactment of legislation on a national basis on matters affecting the interest for Internet and Information Services and to assist the members of other Associations on national and local legalization that may have a bearing on the general interest of the Association.
- l) To act as a clearing house and information center for members of the Association and to provide co-operative services for their common benefit, and also to collect, tabulate and circulate information and statistics of value to industry.
- m) To study, carry out and sponsor research on problems relevant to the exercise of the Internet profession and consistent with the aims and objectives of Association.
- n) To edit, print and publish journals, books, pamphlets and other materials relevant to the objectives of Association.
- o) To undertake and execute any trusts which may be lawfully carried out by the Association and which may be conducive to the objects of Association.
- p) To provide/arrange institute award, scholarships etc, for outstanding work to an individual, company or organization related with Internet Service Houses.
- q) To adopt such means of making known the activities and services of the Association as may seem expedient and in particular by advertising in the press, by circular purchase and exhibition of works in interest, by publication of books and periodicals or any other kind of literature and by granting prizes, awards and donations.
- r) To enlist the services of experts and to have at its disposal expert advice on matters relating to the Internet Service Providers and related fields.
- s) To urge or oppose legislation and other measures and to procure change of law and practice affecting Internet Services to Business.
- t) To initiate and support legal action on its own or on behalf of members jointly or severally whether by authorization by members or on its own initiative, on all matters affecting members of the Association or an individual or a group of them or any branch of this discipline not directly represented by the Association.
- u) To organize, establish and start a separate department of Association for the purpose of research work pertaining to the purpose mentioned in the objects of the Association in organizing and establishing such departments, the Executive Council will be entitled to frame separate rules for their working.


ঢাকা
আবিকদ নকশা সিনিয়র
প্রভাষক সীদা হুইপ

স্বাক্ষরিত (সত্যি সত্যিক)
নেতৃত্ব পক্ষে
নেতৃত্ব ও পঠিক

- v) To sponsor on its own and/or arrange through the Government and other agencies visits of possibilities delegation of members to countries to promote the interests of the Internet prospects and of the Bangladeshi areas such as market surveys, joint ventures and collaborations , engineering consultancy , studies and all other allied matters.
- w) To undertake training or educational program in relation to the aims and objects of the Association.
- x) To advise course curricular and to organize certification systems for training for IT industry subject to the permission of the authority concerned as and when necessary.
- y) To undertake any other job to fulfill the aims and objectives of the Association.

4. The income of the Association, whatsoever derived shall be applied, solely towards the promotion of the objects of the Association as sets forth in this Memorandum of Association and the Association is hereby specially prohibited to pay any dividend to its members in accordance with the requirement of section 28 of the companies act. 1994.

5. The liability of the members of the Association is limited by guarantee.

6. The fourth paragraph of this memorandum of Association is a condition of which the license is granted by the Government of the Peoples Republic of Bangladesh to the Association in pursuance of the section 28 of the Companies Act. XVIII of 1994 and in pursuance of the concerned section of the trade organization ordinance, 1961.

7. Every member of the Association undertake to contribute to the fund of the association in the event of the same being wound up during the time that he is a member or within one year afterwards for payments of the debts and liabilities of the association contracted before the time at which he cease to be a member and of the cost charges and expense of winding up the same and for the adjustment of the rights of the contribution among the General and Associate members such amount as may has he required as membership registration fee not exuding Tk-30,000(thirty Thousand Only) for General Member and taka 10,000 (Ten Thousand Only)for Associate Members” All Nationwide, Divisional ISPs are eligible to register as ‘General Member’ and District, Upazila/Thana ISPs are qualified to register as ‘Associate Member’

8. If upon winding up or dissolution of the association there shall remain after the satisfaction of all its debts and liabilities any property what so ever the same shall not be paid on distributed among the members of the association and shall be given to some other institution on institutions having similar objects as may be determined by the 3/4th members present in extra ordinary general meeting and on in default these of by such judge of the high court attorney have or acquired jurisdiction of the matters.


ডাক
অবিকল নকল বণ্ণিত
ব্যয়মান করা হইল

ডঃ আরিফুর রহমান
মেম্বর প্রেসিডেন্ট (সিনিয়র)
ৱেবসিইটি এর পক্ষে
স্বাক্ষর ও পাঠক

We, the undersigned, are desirous of being forming an Association not for profit named Internet Service Providers Association under the Companies Act, 1994 having subscribed our names and addresses to this Memorandum.

Sl. #	Name , Address and Description	Signature	Name, Address and Signature of Witness
1.	Mr. S. M. Iqbal Managing Director Information Services Network Ltd, TMC Building (3 rd & 4 th Floor), 32, New Eskaton Road, Dhaka. Tel: 842785-5 Fax: 934560 Email: iqbal@bangla.net WEB: http://www.bangla.net		
2.	Engr. M. S. Afzal Managing Director Brac BD Mail Network Ltd, AArong Bhaban (18 th level), 65/66, Mohakhali C/A, Dhaka-1212 Tel: 9883978, 9883981, 9884635, Fax: 880-2-9884587 Email: rafel@bdmail.net http://www.bdmail.net (Bangladesh) http://www.brac.net (USA/Canada)		
3.	Mr. Abdus Salam Managing Director, Agni Systems Ltd, House # 61/C, Road # 17, Banani, Dhaka-1213. Tel: 882379, 872379, Fax: 871902 Email: salam@agni.com www.agni.com		
4.	Mr. Azhar H. Chowdhury (Jewel) Systems Manager, Grameen Cybernet Ltd, House # 1, Road # 80, Gulshan-2, Dhaka-1212. Tel: 872103-08 Fax: 880-2-872109 Email: info@citechco.net Web: www.citechco.net		



ঢাকা
অনিকল নকল স্বাক্ষর
প্রত্যয়ন করা হইল

(Handwritten signature)

(স্বাক্ষর করা পাল)
সহকারী সেক্রেটারি (স্বাক্ষর)
য়েসি-ইবিএম
সেবক ও পরিচালনা


০৫ JAN 2024


5.	<p>Mr. Monowar Hossain Khan General Manager, Vasdigital Communication Ltd , 100, Sukrabad Tower (1st Floor), Dhaka. Tel: 9121969, 9122865, Fax: 880-2-811231 Email: peeru@vasdigital.com Web: http://www.vasdigital.com Peeru.www.vasdigital.net</p>		
6.	<p>Mr. Moynul Huque Siddique, Chairman, BD Com Online Ltd, House # 67/A, Road # 11/A, Dhanmondi, R/A, Dhaka. Tel : 9124590, 9128722 Fax: 813173 Email: info@bdcom.com Web: http://www.bdcom.com</p>		
7.	<p>Mr. Syed Faruque Ahmed Director, Global Online Services Ltd, BTA Tower (10th Floor), 29, Kamal Ataturk Avenue, Banani, Dhaka-1212 Tel: 9885710,9885701 Fax: 880-2-883587 Email: sfque@txgroup.net Web:http://www.global-bd.net</p>		
8.	<p>Mr. Ershad Shafi Chowdhury Head of Technology Bangladesh Online Ltd, House # 19, Road # 7, Dhanmondi, R/A, Dhaka. Tel: 9668320 Fax: 9668321 Email:admin@bol-online.com Web: www.bol-online.com</p>		
9.	<p>Mr. Kazi Kawser Ahmed, Managing Director, SPAN Internet Works Ltd Suite-C-1, House # 37/A, Road # 14/A, Dhanmondi R/A, Dhaka-1209 Tel: 9110852 Fax: 880-2-812738 Email:kazi@spaninn.com Web: www.spaninn.com</p>		




ঢাকা
আবিকুল নবুল হোসেন
প্রত্যয়ন করা হইল
(স্বাক্ষর কুমার পাল)
মহাপরি রেজিস্ট্রার (লিডি মার্কেট)
রেজিস্ট্রারের পক্ষে
লেখক ও পঠক

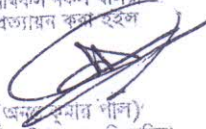
14 JAN 2024

10.	<p>Mr. Russel Zia Chief, Internet, DRIK Picture Library Ltd. House # 58, Road # 15/A(New), Dhanmondi R/A, Dhaka-1209 Tel: 812954, 9120125, 823412, Fax: 880-2-9115044 Email: russel@drik.net Web: http://www.drik.net</p>		
11.	<p>M. Rezaul Hassan Business Manager Proshika Computer Systems, Prashika Bhaban, 1/1, Ga, Section -2, Mirpur, Dhaka-1216. Tel: 809003 Fax: 880-2-9008420 Email: info@bdonline.com Web: http://www.bangladeshonline.com</p>		
12.	<p>Mr. Faisal Jalil Chowdhury, Chairman, Spectranet Limited, Sattar Chamber, 99, Agrabad C/A, Chittagong, Bangladesh. Tel: 710405-06 Fax: 880-31-710407 Email: fjasc@spnetctg.com Web: http://www.spnetctg.com</p>		
13.	<p>M. G. M. Kamal Pasha Managing Director, Digital Web Corp. Ltd. 57/12, West Pantha Path, Sonargaon Plaza (3rd Floor), Dhaka-1215 Tel:9132213, 9130621 Fax: 880-2-814066 Email: info@dwcorp.net URL: http://www.dwcorp.net</p>		

প্রদিকুল বকুল বুলিয়ার
ব্যক্তগায়ন বঙ্গ হইল

(মুদ্রিত নামে পাল)
স্বাক্ষরিত প্রকল্প (স্বাক্ষরিত নামে)
নেতিবাচ্যতার পক্ষে
স্বাক্ষরিত ও স্বাক্ষরিত
০৫ JAN ২০১৪

14.	SK. Mahbubur Rahman, Director, Westec Limited, H. H. Building (4 th Floor), 52/1, New Eskaton Road, Dhaka-1000 Tel:9342680, 9334557- Fax: 880-2-9339108 Email: info@bdlink.com Web: http://www.bdlink.com		
15	Mr. Hasan Quddus, Managing Director, Network Computing Line Ltd, 76/A, Segun Bagicha (2 nd Floor), Dhaka- 1000. Tel: 9338609-10 Fax: 880-2-842749 Email: info@ncll.com Web: http://www.ncll.com		
16	Md. Akhtaruzzaman Manju Consultant, AFTAB IT LTD Eastern Trade Center, 56, Inner Circular Road, Dhaka-1000, Bangladesh. Tel: 9352356 Fax: 9351993 Email: manju@aitlbd.net afa@aitlbd.net URL: www.aitlbd.net		
	Zain Omar CEO, Access Telecom (BD) Ltd, Suit # 901, Concord Tower, Road # 113, Kazi Nazrul Islam Avenue, Dhaka, Bangladesh. Email: zain.omar@accesstel.net		


 ঢাকা
 আঞ্চলিক নকল বণিয়া
 প্রত্যয়ন করা হইল
 (জনাব জমায় আলী)
 নথ্যকারী/অফিসার (জনতা দায়িত্ব)
 রেজিস্ট্রারের পক্ষে
 লেখক ও পাঠক।


 2024

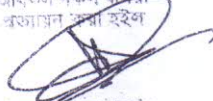
ARTICLES OF ASSOCIATION

OF

INTERNET SERVICE PROVIDERS ASSOCIATION OF BANGLADESH

1. The regulations contained in the schedule 7th to the Companies Act. 1994 shall apply to this Association along with the regulation contained in this Articles of Association
2. **INTERPRETATION:** In these Articles, the words standing in the first column of the table next hereinafter contained shall bear the meaning next opposite to them respectively in second column there, if not consistent with the subject of the context.

WORDS	MEANING.
Internet:	Internet is a network of networks. Nobody controls it, thus it is available worldwide. Millions of computers worldwide have access to this common resources of the mankind. A wide variety of services are possible using internet. Some of these are very common and simply uses the network generally available resources. A few of them need some extra effort in mailing the services available to users and are known as value added services. Common services are e-mail, Web, Telnet, Chat, Internet, Gopher, News etc. Value added services are Internet, Fax, Internet Telephone, Fax to Fax, Voice over IP Teleconferencing etc.
ISP:	ISP means Internet service providers
IT:	IT means Information Technology
Information Services:	Information Services include all services which involve Date Processing for the internet and related services for use of devices.
The Association:	The World "Association" wherever it occurs in the Memorandum of Articles and Articles of Association shall mean the Internet Services Provider Association.
The Executive Council:	The Executive Council of the Association for the time being refer to in this Articles as the Council.
The Articles:	The Articles means The Articles of Association for the time being in force.
The Members:	The members means the members for the time being of the Association except where specifically mentioned,

তাকা
আবিল নকপ বসিমা
বর্তমান করা হইল

(স্বাক্ষর পাল)
স্বাক্ষরিত (স্বাক্ষরিত)
স্বাক্ষরিত পাল
স্বাক্ষরিত ও পঠিত
৪ ১১ ২০২৪

	whose names shall have been duly entered in the Register of Members and who have not ceased to be members by virtue of any of the provisions of these rules.
The president:	The President means the elected President of the Association
The Vice-president:	The Senior Vice-President means the elected Senior Vice President of the Association.
The Vice-president:	The Vice-President means the elected Vice President of the Association.
The Secretary General:	The Secretary General means the elected Secretary General of the Association
The Joint Secretary General-1:	The Joint Secretary General-1 means the joint Secretary General elected by the members of the Association.
The Joint Secretary General-2:	The Joint Secretary General-2 means the joint Secretary General elected by the members of the Association.
The treasurer:	The Treasurer means the elected Treasurer of the Association
Director	Director means the Directors elected among the General and Associate members of the Association.
Executive Director	Executive Director means the head of Association's employees appointed by the Executive Council.
Sub-committee:	Sub-committee means any Sub-committee formed by the Executive Council.
The Register:	The Register means the Register of Members maintained in terms of the Articles o Association.
The Bye Laws:	The Bye Laws means the Bye Laws as existing from time to time and framed in accordance with these Articles and/ or as framed by the Executive Council under the power contained in these Articles.
The Office:	The Office means the registered office for the time being of the Association.
Month:	Month means Calendar Month
Official Year:	Official year means The Year commencing from the first of January and ending with the thirty first of December.

Words importing the singular number only shall also include the plural number words importing persons shall include individuals, firms and corporations. Words in male gender shall also include female gender.


 পাকা
 অফিসিয়াল নথি
 স্বাক্ষর করা হয়েছে
 (স্বাক্ষর করা)
 কলকাতা রেজিস্ট্রার (সিটি মার্কেট)
 মেসার্স স্ট্রিটার্স অফিস
 লেখক ও পঠক
 ২০/১১/২০২৪

3. POWERS OF THE ASSOCIATION

The Association shall have powers:

- a) The affiliate, admit to membership, takeover, assist and to receive assistance from any other Society, Association, Company, Corporation, Firm, Gov. Chamber of Commerce International Organization, Partnership Of Persons promoting or intending to promote any of the objects of the Association and to subscribe to or assist any such society.
- i) Members on election shall assume the responsibilities entailed by membership and shall be entitled to the benefits and privileges of members, pay where subscription is due unless and to the extent this be condoned by the Council.
- ii) The rights and privileges of members as defined in these Articles in the case of a Firm or Company or Society shall be exercised by such person authorized by power of attorney or otherwise to the satisfaction of the Council.

4. MEMBERSHIP

4.1 Any individual or Firm, Society, Company, or Division thereof Registered or Incorporated in Bangladesh and conducting business in Internet Services and/or associated services shall be eligible to apply for membership, provided :

- i) Its activity includes the development of Internet Services and/or associated services.
- ii) It performs this activity for commercial purposes.

4.2 i) If any member company is merged with any other company or is taken over as a going concern by any other company or its assets are assigned to any other company or

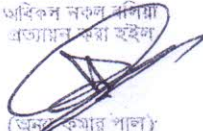
ii) If any individual firm is taken over as a going concern by any other individual and its business is carried on in any new name. The council may allow on application such new Company or the individual firm as the case may be to continue as a member in place of the old company or individual firm.

4.3.1 The Association for the purpose of registration is declared to consist of an unlimited number of Members.

4.3.2 The Executive Council may create or eliminate different classes of membership subject to the approval of the General body.

5. MEMBERSHIPS FEES

5.1 Application for membership shall be made to the Secretary General in such form as may from time to time be prescribed by the council. The council may call upon the applicant to furnish such additional information in relation his eligibility as may be considered necessary.

ঢাকা
জবিকস সফটওয়্যার
প্রত্যয়ন করা হইল

(অন্বরুল কুমার পাল)
সহকারী প্রিভাইটরি (সিটি পাবলিক)
রেজিস্ট্রারের পক্ষে
স্বাক্ষর ও পঠিতক
17 JAN 2024

5.2 Every application for membership shall be reviewed by the council and admitted by resolution adopted.

5.3 The council in its absolute discretion may admit members and shall be empowered to reject any application for admission without assigning any reasons whatsoever.

5.4 The admission or rejection of any application and payment of the prescribed membership fee and the annual subscription fee, the name of the applicant shall be entered in the register of members.

6. MEMBERSHIP DUES

6.1 Annual subscription fee for all members is payable in advance for every year and that should be paid within the first month of the calendar year. Any Member registering at the midst of the year should pay full annual subscription fee.

6.2 In cases where, in the opinion of the council, unusual expenditure or commitments may become necessary in furtherance of the objectives or interests of the association or its Members, the council shall be empowered to levy from the Members on the equitable basis such additional sums or sums.

6.3 Any member in arrear for 4 (four) months in payment of his annual subscription and levies shall be disqualified from taking part in any proceeding of the Association.

6.4 If all dues including annual subscription is not paid before 60 (sixty) days of election, a member shall not be eligible to be a voter.

7. PRIVILEGES OF MEMBERS

7.1 Members will be entitled to use all such services and facilities as are offered by the Association from time to time including the services offered by the information centre and library, reports and publication etc. at rates or price which shall be fixed by the council. He privileges of membership shall not be transferable transmissible.

8. ANNUAL MEMBERSHIP FEES & CLASSES OF MEMBER:

8.1 There are two classes of member such as (a) General Member and (B) Associate Member.

The annual Subscription fee structure is as follows.

(a) General Member: Tk 12,000/- (Twelve Thousand Only)

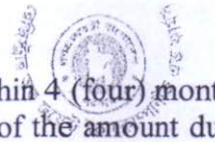
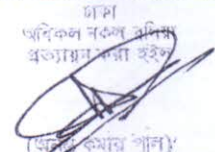
(b) Associate Member: Tk 5,000/- (Five Thousand Only)

8.2 Membership fees may be revised at any time at General Meeting.

8.3 Existing members need to be re-admitted however they need to pay the annual subscription on regular basis to retain the membership.

9. CESSATION OF MEMBERSHIP

9.1 If any member fails to pay the annual subscription levy within 4 (four) months of due date, a final notice shall be sent to such member requesting payment of the amount due within one (1)


স্বাক্ষর
অতিরিক্ত মহাপ্রদীক্ষক
প্রকৃতির ক্ষমতা হইল

(ডঃ কমল হোসেন)
মহাপ্রদীক্ষক (চলতি কার্যালয়)
রেজিস্ট্রারের পক্ষে
লেখক ও প্রতীক

2024

month. In default of payment within such period, the name of the member shall be deleted from the Register.

9.2 If in the opinion of the council, any member has by reason of breach of or non-compliance with the Articles, or otherwise, disqualify too be a member of the Association, he shall be invited to show cause within thirty (30) days from the date of notice as to why his name should not be removed from the Register. If the member fails to show cause in accordance with the notice, or if the Council is of the opinion that the member has failed to establish his continued eligibility, the name of such member shall be removed from the Register.

9.3 A member may resign from the Association at any time by giving thirty (30) days written notice to the Secretary General of his intention to resign and the resignation shall take effect upon the expiry of the notice, but without prejudice to any liability or obligation incurred by him while he was a member.

9.4 The council shall have power by resolution to expel from membership of the Association any member who, in the opinion of the council, is guilty of professional misconduct or has committed a breach of the provisions of the Articles of Association, after providing from him a statement or explanation in writing.

9.5 A Membership shall be canceled to be a member of the Association

- a) in case a member defaults in paying his subscription to terms of Rule 10.1 hereof.
- b) in case a member resigns in the manner laid down in Rule 10.3 hereof
- c) in case member who is an individual, if he is adjudged insolvent or shall make a composition or scheme of arrangement under the Insolvency Acts or if he is adjudged by a competent court to be of unsound mind or if he is convicted of an offense involving moral turpitude: in the event of his death or being found guilty of a criminal offense.
- d) in case a member who is a firm, if it is dissolved or adjudged insolvency or shall make a composition or scheme of arrangement under the Insolvency Acts, or the Partner's as such are convicted or scheme of arrangement under the Insolvency Acts, or the Partner's as such are convicted of an offense moral turpitude.
- e) in case a member who is company, if it goes into liquidation.
- f) in the event that at any time such member shall not be actively engaged in the business relating to Internet Service within the scope of the Association. This provision shall not apply to member who, pursuant to an order of the Internet business and performing of information services within the scope of the Association.
- g) except as hereinafter provide, a firm shall not cease to be a member by reason only of a change in the constitution of the firm occasioned by the admission, retirement or death of a partner, provided the business of the firm is continued in the conventional name in which such firm was elected member.
- h) a firm, a company, corporation or body corporate shall not cease to be a member of the Association upon any change being made in the conventional or corporate name of the firm, company or corporate.
- i) In case a member suffers from any disability, incapacity or disqualification as provided in these Articles.

দাকা
অধিকার নকল সনদ
প্রকাশন করা হইল
(ডক্টর কুমার পাশ)
বঙ্গীয় রেজিস্ট্রার (জনিত সনিক)
রেজিস্ট্রারের
স্বাক্ষর ও পাত

14 JAN 2024

9.6 The subscription/fees paid by the members of the association are not refundable on cessation of Membership

10. REGISTER OF MEMBERS

10.1 A register of members shall be maintained in which shall be entered the name and address and such other information about each member as required by the Act and such register shall be opened for inspection by the members or their authorized representatives at the Registered office during normal working hours.

10.2 Every member residing or carrying on business in Bangladesh shall register with the Association an address in Bangladesh for all communication.

11. EXECUTIVE COUNCIL

11.1 There will be an Executive Council of the Association to run the affairs of the Association.

11.2 Meeting of the Executive Council shall be held not less than once in three Months.

11.3 The Executive Council may exercise all the powers of the Association not specifically required to be exercised by the members in General Meeting.

11.4 The Executive Council shall be consist of Thirteen (13) members who are elected at the AGM in every two years.

11.4.1 Of the total number of members of the Executive Council, 9 post shall be reserved for General members and the remaining 4 posts for associate members. Both groups elected their candidate among themselves.

11.4.2 On completion the Executive Council Election. The Elected thirteen (13) members will select the office bearer among themselves by voting or unanimously the position of One President, One Senior vice President, One Vice President, One Secretary General, Two Joint Secretary General, One Treasurer and (6) Directors. If there is a "Tie" decision will then be taken through "Lottery" under supervision of the Election Commission.

11.5 The tenure of the Executive Council members shall have be two years.

11.6 All the Executive Council members are eligible to be re-elected by the votes as many times as the member's desire.

12. THE FIRST EXECUTIVE COUNCIL (Adhoc Convening Committee)

The first Executive Council (Adhoc Convening Committee) will consist of the following members:


The Convener:

Mr. S. M. Iqbal

Information Services Network Ltd. (ISN)

The Executive members:

1. Mr. Monwar H. Khan
Vasdigital Com. Ltd.
2. Mr. Azhar H. Chowdhury
Grameen Cybernet Ltd.
3. Mr. A. Salam


ঢাকা
অবিকল্প নব্বল সন্থিয়া
প্রত্যায়ন করা হইল
(স্বাক্ষর)
স্বাক্ষরী রেজিস্টার (স্বাক্ষর)
রেজিস্ট্রারের পক্ষে
স্বাক্ষর ও পাঠক।
14 JAN 2024

They shall hold office until the first general meeting and election of the Executive Council.

13. ELECTION

13.1 Election of the Executive Council Members will be held every alternate year by secret ballot before the Annual General Meeting, and the results of the election shall be announced in the Annual General Meeting of the same year. General members will cast their votes only in favor of nominees from General Members, and Associate Members will cast their votes only in favor of nominees from Associate Members.

13.2 Any temporary vacancy of a member of the Council will be filled by the Council by option as and when necessary.

13.3 In the event that a member of the council, who is an individual person, resigns from otherwise is removed as a representative of the Registered Member, the post of member shall fall vacant and clause 13.2 shall apply.

13.4 Election will be held as per Trade Organization Rules/94.

14. POWERS AND FUNCTIONS OF THE EXECUTIVE COUNCIL

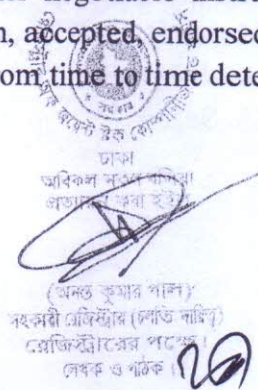
14.1 The Executive Council of the Association shall have general control and management the affairs, property and funds of the association and shall from time to time determined the policy of the Association in accordance with the aims and of activities of the Association, subject to the provisions of Articles and the directives of the General Body of Members.

14.2 The Council shall establish an administrative office to be known as the Secretariat of Association and shall determine from time to time in which major city of the Bangladesh such office shall be located.

14.3 The Council shall have power to employ clerical and other assistance as may considered necessary from time to time and fix their salaries, remuneration, bonus, pensions or any other benefit which they might think fit.

14.4 The Council may exercise all the power of the Association to borrow money are mortgage or charge to property or any part thereof and to issue debentures and of securities whether outright or as a security for any debt, liability or obligation of Association.

14.5 All cheques, promissory notes, bills of exchange and other negotiable instruments and receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed otherwise executed as the case may be in such manner as the Council may from time to time determine.



টান
আগ্নী সিস্টেমস লিমিটেড
কম্পিউটার সেক্টর
(স্বাক্ষরিত)

(স্বাক্ষরিত)

স্বাক্ষরিত

স্বাক্ষরিত

স্বাক্ষরিত

স্বাক্ষরিত

14.6 The Council shall have the power to acquire, depose of, lease, provide leases. moveable and immovable properties on behalf of the Association.

14.7 The Council shall keep minutes of the proceedings of the appointments of the officer and staff and of all the proceedings at all meetings of the Association and council the minutes shall be signed by the chairman of the meeting or by the chairman of the succeeding meeting.

14.8 Any modification of the Code of Ethics will be by voting and carried out by third majority of members present at a general meeting, and shall be binding on the memorandum of the Association.

14.9 The Council may from time to time appoint a Committee or sub-committee, or Regional/Divisional Sub-committee of member of the Association to investigate and report on specific problems or matters affection interests and objectives of the Association.

14.10 The President of the Association shall be the Chairman all meetings of the Executive Council and of the Association and, in his absence, the Vice President shall take Chair at any meeting of the Executive Council or of the Association. In the every absence of the President, Senior Vice President, the members present may elect one of the members as President of the ,meeting of the Executive Council and that President (temporary) will be the Chairman of that meeting only.

14.11 The office of a member of the Executive Council shall ipso facto be vacated if:

- a) he tenders his resignation by notice in writing to the Association.
- b) he ceases to be a member of the Association , under circumstances enumerate elsewhere thereof,
- c) Remains absent in 3 (three) consecutive meetings of the Council, unless such absent is condoned by the Executive Council.
- d) The Association by resolution in General Meeting resolves on his removal.
- e) If he ceases to be the representative of the member firm when elected.

14.12 The Executive Council shall have power to form All Bangladesh Sub Committee Regional Sub Committee or set up Zonal or Regional offices on such terms of reference as may be determined by the Executive Council.

14.13 The meetings of the Council shall be convened by the Secretary General as directed to the President. Four members of the Executive Council present in person shall form Quorum for a meeting of the Executive Council.

15. ANNUAL GENERAL MEETING AND EXTRA ORDINARY GENERAL MEETINGS

15.1 The first general meeting shall be held within 90 days from date of incorporation and there after the Annual General Meeting of the Association shall be held once in every calendar year.

15.2 The meetings referred to in the last preceding Rule shall be called Annual General Meeting; all other general meetings of the Association shall be called Extraordinary General meeting.

15.3 The Executive Council may, whenever they think fit, or on the requisition of not less than one tenth of the members of the Association, forth with propose to convene for Extraordinary

স্বাক্ষরিত
অধিকার পত্র
প্রত্যয়ন করা হল
সিদ্ধি কুমার শালি
সহকারী প্রেসিডেন্ট (সিনিয়র)
নেজিউরুদ্দীন পল্লী
গেথক ও পল্লী

11/11/2024

General Meeting of the Association, provided that the requisition shall in writing, stating the matters for consideration at the meeting to be called and signed by the members requisitioning the meeting and shall be deposited at the Association's office.

16. NOTICE

16.1 Not less than 14 days' notice of a general Meeting (including Annual General Meeting) shall be given to the members specifying the place, day and hour of the meeting with statement of the business to be transacted at the meeting.

16.2 The Secretary of the Association will have the authority to issue any notice in case of emergency on behalf of the Council.

16.3 The non-receipt of notice by any of the members shall not invalidate the proceeding any such meeting.

16.4 Any notice required by these Rules to be given to a member shall be deemed to sufficiently served or sent by post or courier properly addressed to his last known registered address in Bangladesh, if any and, if none, by exhibiting the notice during currency in a conspicuous place in or in the proximity of the Association's office notice sent by post or courier shall be deemed to have been served at the time when would have been delivered in the ordinary course of post.

17. PROCEEDINGS AT THE ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETINGS


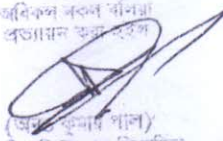
17.1 The business of the Annual General Meeting shall be to receive and consider the annual accounts of the Association and the Reports of the Executive Council and of the Auditors, appoint auditors and fix their remuneration and on every alternate year to elect members of the Executive Council for the ensuing term and to transact any business which under these Rules are required to be transacted at the Annual General meeting, the other business transacted at an extraordinary General Meeting shall be deemed special.

17.2 No business shall be transacted at any general meeting unless a quorum of members present. If the numbers of members of the Association does not exceed ten, the quorum shall be five, if they exceed ten, there shall be added to the above quorum one for every five additional members but with the limitation that no quorum shall in any case exceed ten.

17.3 The president of the Association or, in his absence, the Senior vice-president shall take the chair and if the President or the Senior Vice-President shall or in his absence, the Vice-President shall take the chair at the Annual General meeting or Extra-ordinary General Meeting of the Association and if the President or the Senior Vice-President/Vice-President shall not be present within 30 minutes after the time appointed for holding such meeting, the member present shall nominate another member as president on show of hands for presiding the meeting.

17.4 No business shall be transacted at any meeting, unless the requisite quorum is present at the commencement of business.

ডাকা
অধিকার সঞ্চালনা
প্রকাশন অফিস
(অ. ক. ম. প.)
স্বদেশী প্রেসিডেন্সি (স্বদেশী দক্ষিণ)
রেজিস্ট্রারের পক্ষে
লেখক ও সচিব



17.5 If within half-an-hour from the time appointed for the meeting a quorum be not present, the meeting convened upon such requisition as provided in Rule 16.3 hereof shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present, those members who are present in person and not being less than 3 shall be a quorum and may transact the business for which the previous meeting was called.

17.6 Every question submitted to a meeting shall be decided in the first instance by a show of hands. The President/Chairman shall declared whether the motion be carried or not by clear majority, unless a demand from a card vote be made before or immediately after such declaration, the matter shall be determined accordingly. If a card vote be required as aforesaid or shall be taken at once in such manner as the President of the meeting directs, unless the meeting shall decide on an adjournment or otherwise for the purpose thereof and result of the card vote shall be deemed to be the resolution the meeting at which such vote was demanded.

17.7 Only two authorized representative of each ISP is entitled to attend the General Meetings of the Association and vote will be only one.

17.8 The President of the general Meeting may adjourn the meeting, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the said General Meeting.

When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give notice of adjournment or of the business to be transacted at any adjourned meeting.

18. Executive Director

18.1 The Executive Council may appoint One Executive Director as employee and he/she will be the administrative head of the Secretariat and permanent staff of the Association.


19. AUDITORS

19.1 The accounts of the Association shall, at least once in every year, be audited as per provision of section 210-213 of the Companies Act 1994.

20. RECORDS AND DOCUMENTS

20.1 In addition to the Register of Members herein before referred to, the Executive Council shall keep or cause to be kept properly entered.

- a) Books of Account showing particular of all receipt and payment and the assets and liabilities of the Association.


জনাব
আবিরুল নূরুল হুসাইন
প্রত্যয়ন কর্মী হইয়া
(স্বাক্ষরকারী পাল)
সহকারী সচিব (সংশ্লিষ্ট দপ্তর)
গোষ্ঠী-স্বত্ব বিষয় - পক্ষে।
লেখক ও পঠিতক

- b) Minutes of meetings of the Association, the Executive Council and of any Sub Committee
- c) A register of member of the Executive Council.

20.2 All Records and documents shall kept at the registered office of the Association.

20.3 The books of accounts of the Association shall be open to inspection of my office member at the registered office of the Association During such hours as the office of Association remains open on any weekday excluding holiday.

21. OTHER BODIES

21.1 The Association shall have power, by special resolution to create, form, promote join with any other in the creation, formation or promotion of any other body whether the incorporated or unincorporated and whether a branch or subsidiary of the Association not and to affiliate itself with any such body and may also delegate to it any of its members. Any power or authority delegated by the Association in accordance with the provision this rule may be revoked or canceled by the Association by resolution in a General Meeting.

22. AFFILIATION

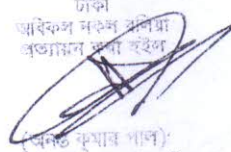
22.1 Any other Association or Institute of common interests shall be eligible for affiliation to the Association on such terms and condition as the Executive Council may decide. Such affiliation shall not affect the autonomy or independence of the affiliation body, which shall retain the full right decide and to pursue its own line of action including representations to the Government at all levels. Such arrangements for affiliation may be terminated, or reviewed from time to time, by the Executive Council at its sole description. Such affiliation members shall not have the right to vote.

23. PRESIDENT

23.1 The President shall preside over all meetings of the Council, all general meetings and lead all deputations. He shall preside over the Annual General Meeting, may address the members on such subject as he may deem proper, no such address shall be taken to represent the views of the Association or of the Council unless representation is expressly indicated.

23.2 The President shall also, at any time when he shall deem proper, communicate to the Association or to the Council such matters and shall make suggestions as may, in his opinion, tend to promote the prosperity and welfare and increase the usefulness of the association and shall perform such other duties as may be incidental to the office of the President.

24. SENIOR VICE-PRESIDENT

ঢাকা
আইকস মকস মল্লিকা
প্রভাসেন সেনা হইয়া

(অনন্ত কুমার পাল)
সংসদী মেম্বার (জেনারেল)
রেজিস্ট্রারের পক্ষে
স্বাক্ষর ও পঠিত।
2024

