

(Incorporated in Bangladesh under Section 28 of the Companies Act. 1994)

Memorandum

And

Articles of Association

OF

**REAL ESTATE AND HOUSING
ASSOCIATION OF BANGLADESH**

I. DEFINITION :

- A) "The Act" means the Companies Act. 1994, as adopted in Bangladesh and ordinance means the Trade Organization Ordinance, 1961 or any other statutory enactment for the time being in force.
- B) "The Association" means Real Estate and Housing Association of Bangladesh (REHAB).
- C) "Executive Committee" means the Executive Committee for the time being of the Association.
- D) "The Office" means the Registered Office for the time being of the Association.
- E) "The Register" means Register of Members to be kept pursuant to Section 31of The Act.
- F) "The Registrar" means the Registrar of Joint Stock Companies of Bangladesh.
- G) "Office Bearer" means 9 office bearers, i.e, the President, the Senior Vice President, Vice President (1) Vice President (2), the General Secretary, the Joint secretary, the Organizing secretary, the Treasurer and the Joint Treasurer.
- H) "Month" means Calendar month
- I) "Year" means Calendar Year
- J) "In Written" and "Writing" includes printing, lithography and other modes of representing or reproducing words in a visible form.
- K) "Published" means circulated amongst the members of the Association.
- L) "Vacancy" the term shall include all vacancies occurring, for any reason, after the announcement of the results or the bi-annual election, which is not a "temporary absence'.
- M) "Temporary absence" means unauthorized absence from attending upto 3 consecutive meetings without a temporary leave of absence.
- N) Words importing the singular number only, includes the plural number and vice-versa.
- O) Words importing the masculine gender also includes the feminine gender.
- P) Words importing persons includes corporation.
- Q) 'Members' means registered firms, companies, corporate bodies or juristic persons only.

II. MEMBERSHIP:

The members of the Association shall consist of registered firms, companies and corporate bodies engaged in Real Estate Development and Housing Industry who are (a) competent and eligible to become members and (b)agree to follow and abide by the Memorandum and Article of the Association,

its By-Laws, Code of Business Conduct, etc. and (c) pay all the membership fee, details of which are described below:

A. ELIGIBILITY:

Save and except as provided herein in the regulation contained in form B third Schedule of The Act and Trade Organizations Ordinance 1961 under *Section-8* all such amendments incorporated vide Govt. order No. MC/ABA-6/CA-4/2002/421 dt. 31.7.2002, shall be applicable to the Association.

- A). i. All juristic persons, corporate bodies, registered firms & companies are eligible for membership who are engaged in the Real Estate Development Industry. The member entity shall authorize a person, being a shareholder director or a partner as the case may be to participate and hold part in the Executive Committee.
- A). ii. A member of the Executive Committee shall have to be a Share Holder Director or a partner of the member entity itself. Any paid or employed person belonging to any member entity shall not be eligible to seek election or become a member of the Executive Committee.
- A).iii. In case an elected member of the Executive Committee leaves the member entity, then a new member shall be co opted by the Executive Committee who may or may not be from the said company as per V C(i) and/or V (C) (ii) below respectively, as the case may be.

All those who consider themselves eligible may apply to the Association for 'Membership' in the prescribed manner and form and whose applications are accepted by the Executive Committee shall become members of the Association.

B. MEMBERSHIP FEE:

1. The Association shall have only one class of member called general members. The admission fee for membership shall be TK. 1,00,000 (Taka One hundred thousand only). An annual subscription amounting to TK. 25,000/- (Taka Twenty five thousand) shall be paid to REHAB account within 31st March of the current year, failing which the following fines shall be paid by the defaulters :-

- a) TK. 5,000/- (Five Thousand) in case paid with in 30th April.
- b) TK. 7,500/- (Seven Thousand Five Hundred) in case paid after 30th April but before 31st May.
- c) TK. 10,000/- (Ten Thousand) in case paid after 31st May but before 30th June.

In case of failure to pay the membership fee along with the above stipulated fine after expiry of 30th June, the membership shall be deemed to have been ceased and the concern company will have to apply for new membership paying fees as of new member if it intends to continue as a member of REHAB. The Executive Committee shall then once again determine its suitability for membership.

2. The Admission Fee to Association for all members shall be Taka. 1,00,000/-. Admission Fee may be increased or decreased as decided by the Executive Committee.
3. The annual subscription of the 25000/- may also be increased or decreased by the Executive Committee.
4. Every candidate for Membership shall sign and deliver to the General Secretary, duly proposed by a member and seconded by another member, an Application in the prescribed Form together with the Admission Fee and the Annual Subscription.
5. The decision of the Executive Committee for or against any candidate for admission as a member of the Association shall be final. The Committee may admit or decline to admit a candidate as they may in their discretion think fit. The Executive Committee shall not be bound to give any reason for refusing admission of any candidate.
6. All decisions of the Executive Committee shall be **taken** by show of hands and the decision of the **majority members present** shall prevail.
7. A candidate thus admitted by the Executive Committee after the compliance of the above procedures, shall forthwith become a member of the Association, subject to **fulfillment of** all rules and regulations of the Association.
8. The Executive Committee may not admit or consider any application for new membership to the Association during the thirty days immediately preceding the Annual General Meeting in each year.
9. A list of members shall be kept in a register by the REHAB's Secretariat which shall set forth the names and addresses of the all the current members together with the names of the authorized representatives.

III. SUSPENSION OF MEMBERSHIP:

A member shall ipso facto be deemed to be suspended from membership of the Association if the member entity's activity is found to be prejudicial or detrimental to the interest of the association and / or failure to comply with Bye Laws or the Code of Business Conduct of the Association and the member entity is suspended by the Executive Committee by a resolution passed by the Executive Committee. Provided that such resolution is passed at a meeting attended by at least two-third members of the Executive Committee and two-third of the members so present shall vote in favour of the said resolution. Provided further that the member so suspended was issued a show cause notice by the Executive Committee. Such notice shall specify the date, place and time of the hearing so as to allow the member opportunity to defend himself before the Executive Committee.

IV. CESSATION OF MEMBERSHIP

- A) A member shall ipso facto cease to be member of the Association upon any change made in its name.
- B) A member of the Association may resign his membership any time by giving 30 days' notice in writing of his intention to do so, but he shall continue to be liable to pay all dues to the Association which may be outstanding against him on the date he ceased to be its member.

- C) A member shall also cease to be member of the Association :
1. If the member entity fails to pay its membership fee within the time frame mentioned in article II B1 above.
 2. If the member is adjudged as an insolvent by a competent court of law or convicted of having committed any offence or has wound up its operation.
 3. If the member entity's activity is found to be prejudicial or detrimental to the interest of the Association and/or failure to comply with By-laws or Code of Business Conduct of the Association and the member entity is expelled by the Executive Committee by a resolution passed at a specially convened meeting. Provided that the meeting so convened shall be attended by at least two-third members of the Executive Committee and two-third of the members so present shall vote in favour of the said resolution. Provided further that the member so expelled had an opportunity to show cause, as per procedures prescribed in Article III above.

4. Consequences of Cessation:

- A) Any person who ceases to be a Member of REHAB shall not use the name 'seal' or 'good will' of REHAB in any manner whatsoever and shall automatically cease to enjoy all rights and privileges of membership.
- B) Any member who shall by any means cease to be a member shall nevertheless remain liable for the arrears subscription and shall pay to the association all sums which at the time of cessation of membership may be due from such member to the Association. Full yearly subscription shall be due and liable to be paid to the Association even if the said member ceases to continue as a member at any time during that particular year.
- C) Such member or any member voluntarily withdrawing himself from the Association during any broken part of the year shall not be entitled to any refund of or rebate on the yearly subscriptions paid.

V. THE EXECUTIVE COMMITTEE

01. Formation of the Committee

- (A) The Executive Committee of the Association shall consist of (a) 9 office bearers and (b) 12 members as follows:

Office Bearers:

President -01, Senior Vice President-01, Vice President -01, Vice President -02, General Secretary-01, Organizing Secretary-01, Joint Secretary-01, Treasurer-01, Joint Treasurer-01.

Members -12:

Elected Members of Executive Committee:

- B) Members of the Executive Committee shall be elected through secret ballot by direct voting of the members whose names are included in the current "Members Register" at least 120 days immediately preceding the election and who have cleared subscriptions including all dues payable to REHAB 60

(sixty) days prior to the date of election. This Members' Register will be maintained and updated by the REHAB Secretariat. All elected Executive Committee members as declared by the Election Board shall continue to function as elected members. After completion of casting of all votes to elect the Executive Committee and within 48 hrs. of the declaration of Election results, the members of the newly elected Executive Committee that has been just formed under the supervision of the Election Board shall carry out by secret ballot to elect a President one Senior Vice President, Vice President -01, Vice President -02 and other office bearers for the Executive Committee, as per clause V(1)-A of the Articles of Association. In the unlikely event of a tie between Candidates drawing equal votes for any of the post(s) of the office bearers and unless the same is mutually settled, the election commissioner shall by lottery determine which one of the candidates will be the office bearer for that particular post.

All elected and so declared 21 Executive Committee members shall be eligible to elect from among themselves the 9 office bearers, notwithstanding any objection and/or dispute raised in connection with the election process of the Executive Committee itself.

If there is any objection raised against the mentioned election of the office bearers by any concerned member, he/she must present such objection to the Election Appeal Board within 3 days of the election date of the office bearers. Such appeal shall be heard and disposed of by the Election Appeal Board, within the date and time fixed for the purpose in the Election Schedule.

C) Co-Opted Members of Executive Committee to fill up vacancy:

- i) Any vacancy in the Executive Committee caused by death, insanity, insolvency or conviction on grounds of moral turpitude or otherwise shall be filled from amongst the current members of the Association by the Executive Committee through the process of simple co-option. Such Co-Opted members shall not have any voting rights in the Executive Committee and the remaining period of a particular term for which they are Co-Opted will not be counted as a term in the Executive Committee for the purpose of their being elected to the Executive Committee for the next 3 (three) consecutive terms.
- (ii) Any vacancy in any of the post(s) of the office bearer(s) of the Executive Committee (9 posts) shall be filled from amongst the existing elected member(s) of the Executive Committee by way of election. Any resultant vacancy in the Executive Committee shall be filled by way of co-opting members in the manner as described in C(i) above.

D. Temporary Absence.

During any temporary absence in the post of the President, Senior Vice President will act as the President and in case of temporary absence in the post of Senior Vice President, Vice President (01) shall discharge such functions and in his/her absence, Vice President (02) shall discharge such function. If no one as mentioned above is available, then the Executive Committee shall elect amongst its members to fill such post(s) during the period of temporary absence. Temporary absence means, not attending up to 3 consecutive meetings, after which such post shall be deemed to have fallen vacant unless a leave of absence is taken by the absentee.

E. Regional member of Executive Committee:

In addition to the 21 elected members, there shall be provision for Regional members in the Executive Committee. The Regional members of the Executive Committee shall be representing the interests of the REHAB members in the different districts of Bangladesh. Provided that the minimum number of REHAB members in the said district is 15 (fifteen), 1 (one) regional member may be elected for the Executive

Committee. If there are at least 50 (fifty) REHAB members in the said district, 2 (two) Regional members may be elected for the Executive Committee. If there are at least 100 or more REHAB members in any district, a maximum of 3 Regional members may be elected for the Executive Committee.

F. Election of Regional members :

In addition to the 21 (twenty one) Executive Committee members, the permissible number of Regional Executive Committee members as per VE will be elected on the same date, time and venue where all voters must cast their vote for 21 (twenty one) Executive Committee members and for the specified number of Regional Executive Committee members.

G. Election process, Rules and Regulations and Code of Conduct for Elections for the Regional Member

The election process, rules and regulations and Code of Conduct for elections for the Regional member(s) shall be the same as the election process for the Executive Committee as outlined in clause V 3 (1), V 4.

H. Advisory Member of EC:

The Executive Committee shall have the power to co-opt additional members beyond 21 members in the Executive Committee drawn from professionals and important personalities who may bring value to the Association. These members need not be members of the association but they should be capable of making valuable contribution towards attaining the objectives and goals of the association. Such members shall be called "Advisory Members" but they shall not have any voting right. The number of such 'Advisory Members' shall not exceed 4 (four) in number and shall attend the Executive Committee meeting only upon invitation.

02. Term of Office for the Committee

- A) The Term of Office of the Executive Committee, shall be Two years (24months). The term of assumption of office shall be deemed to have started on every alternative AGM. On completion of the Term of Office all the members of the Executive Committee shall be deemed to have retired from their respective office and in its place the newly elected and next Executive Committee shall take over their respective office.
- B) No elected person in the Executive Committee, shall continue for a consecutive continued period of more than 3 terms and after completion of three consecutive terms can no more contest an election as a candidate for the Executive Committee or any of its posts of office bearers for the next one term (2 years).
- C) No member, whose nominated individual, representative has been elected on the Executive Committee shall have the right to withdraw him/her from the Committee during the currency or tenure of the office term provided that such a representative shall have the right to resign from the Committee at any time.

Upon resignation, that 'post' in the Executive Committee shall be deemed to have fallen vacant.

03. Election process for the Executive Committee

3(1). Election Board and Election Appeal Board:

The Executive Committee shall appoint an Election Board and an Election Appeal Board at least 90 days prior to the election, in order to execute the election process. The Election Board and The Election Appeal Board shall each consist of 3 (three) persons nominated by three member entities who are not members of the current Executive Committee or seeking election or signing nomination as proposer or seconder of the candidates seeking election. These members of Election Board and the Election Appeal Board may or may not be the nominated representative of their respective companies in REHAB but must be a shareholder director of the member entity. Furthermore, in case member entities do not volunteer for Election Board/ Election Appeal Board, then the Executive Committee may select respectable persons from the civil society for the said purpose.

3(2) (a). If the Election Board and Election Appeal Board are not formed on due time, if the Election Schedule is not published in time, if the election is not held on time, or if the election results are challenged or if the election result is cancelled by the appropriate authority or the Annual General Meeting is not convened or not held in time, the existing Executive Committee members shall be treated as automatically retired from the date of expiry of their tenure whether the AGM is held or not. Provided that, if the aforesaid election can not be held in due time due to acts of God, the Executive Committee may apply to the Director, Trade Organization (D.T.O) for extension of time for election on the basis of the recommendation from the Election Board as well as a resolution adopted in this regard by the Executive Committee. And if such prayer for extension of time is considered acceptable by the D.T.O. the election must be completed within the extended time granted by the D.T.O. Otherwise, the members of the Executive Committee shall be considered to have been relieved from charges from the date of expiry of the extended period. If the prayer for extension of time is rejected the members of the Board shall be treated to have been relieved from charges from the date of expiry of their original term

(b). In case of automatic retirement of the Executive Committee members for not holding election in due time, or if the election result is challenged by anyone or the result is cancelled by the appropriate authority one Administrator shall be deputed by the DTO to run the day to day work of REHAB. The deputed Administrator shall hold the Election within ninety (90) days of his ascension or as per directives of the Govt. and hand over the charges to the newly elected Executive Committee.

(c). The concerned Executive Committee members must to comply with the above mentioned principles in toto for holding Election and Annual General Meeting in due time. In case of failure to abide by the above rules no member of the concerned Executive Committee would be eligible to contest in the Election for next 6 years.

3(3). Functions of The Election Board and The Election Appeal Board.

The Election of the Association shall be conducted following the Companies Act, 1994 and the additional rules for election framed by Ministry of Commerce (GOB) vide order No. MC/ABA-6/CA-4/2002/422 dt. 31.7.2002 under delegation of power vested in section 8 of The Trade Organization Ordinance, 1961 (XLV of 1961).]

- a. The Election board shall at least 80 (eighty) days before the date of holding election announce the schedule of such election.
- b. Notice of election and election schedule shall be published and exhibited in the official Notice Board and shall be circulated to the member entities under certificate of posting under the supervision of the Election Board.
- c. The Election Board shall publish a preliminary voters list at least 50 (fifty) days prior to the date of election and shall keep it open in the office of REHAB and its Notice Board for inspection of the member entities for at least 6 (six) days.
- d. Any dispute regarding inclusion or exclusion of any name in the Voters List may be raised before the Election Appeal Board within 6(six) days of the publication of the Voters List and Election Appeal Board within the next 3days dispose of the dispute after giving reasonable hearing to the concerned parties and intimate its decision to the Election Board. The Election Board within 3 (three) days of such decision of the Election Appeal Board shall publish the Final Voters' List.
- e. Any person whose name is not included in the final Voter's list cannot be a candidate or proposer or seconder of any candidate in the election.
- f. Nomination Papers shall be submitted in prescribed form within such date and time as shall be fixed in the Election Schedule which shall be at least 30 (thirty) days before the date of holding election. Such nomination paper shall be duly filled in with full particulars (as specified in the prescribed Nomination Form) of candidate, his proposer and seconder. Nomination papers thus filled in should be signed by the concerned candidate, his proposer and seconder and must reach the office of REHAB on or before the last date and time fixed in the Election Schedule.
- g. The Election Board shall scrutinize the nomination papers on the date and time mentioned in the Election schedule and publish the list of valid nomination at the notified time and date. Candidate himself or his representative, proposer and seconder may remain present at the time of scrutiny of the concerned nomination paper.
- h. If any nomination paper is rejected by the Election Board, the aggrieved candidate may within 3(three) days of the date of publication of the List of valid Nominations appeal in writing to the Election Appeal Board. The Election Appeal Board shall within the next 3 days dispose of the appeal giving reasonable hearing to all concerned and intimate the Election Board about the result of such appeal. The Election Board shall forthwith publish the final list of candidates.
- i. If after withdrawal of candidature, the number of candidates is equal to the number of seats to be filled up then such candidates shall be declared as elected. If the number of candidates is less than the number of seats to be filled up, the candidates shall be declared as elected and for the seats, not filled up, the Election Board shall hold election within 15 (fifteen) days from the original date of election on the basis of the same Voters' List after publishing in the Notice Board of the Association a new Election Schedule and in such case the time limit prescribed in these Articles shall not apply. If the total number of final valid nominations is more than the number of offices to be filled, a poll shall be held on the date and time fixed for such poll in the Election Schedule. Voters shall personally cast their votes in secret ballot. Voting by Proxy shall not be allowed.
- j. The Election Board may determine the form of Ballot Paper for contested election. Each ballot paper in prescribed form shall bear the seal of the Association and shall also be signed by the Chairman of the

Election Board. No ballot paper shall be considered valid unless it is so signed bearing the seal of the Association.

k. Ballot paper shall be issued to a voter by a member of the Election Board at the polling centre after proper identification by comparing his signature with the specimen signature recorded in the Association.

l. Candidates receiving highest number of votes shall be declared elected and in case of equality of votes the candidates shall be selected by lottery to be conducted by the Election Board.

m. The Election Board shall forthwith publish the result of such election in the Notice Board of REHAB.

n. Any candidate having any objection in the said results of election may file an objection to the Election Appeal Board within the date and time fixed for the purpose in the Election Schedule which shall be 3 (three) days from the date of publication of results of election.

o. The Election Appeal Board after giving an opportunity of hearing to all parties concerned shall dispose of the objection and communicate its decision to the Election Board within 3 (three) days from the last date fixed in the Election Schedule for filing of such appeals.

p. The Election Board on receipt of the decision of the Election Appeal Board about the results of election shall forthwith publish the final results of election on the basis of such decision. In case where no objection has been raised within the date and time fixed in the Election Schedule the results declared by the Election Board shall be treated as the final results of election.

q. At least 15 days prior to conclusion of the Term of Office of the existing Executive Committee, the Election for new Executive Committee must be completed by the Election Board. Charges of the office shall be handed over to the newly elected committee by holding an Annual General Meeting within the Term of Office of the previous committee. In the event the Annual General Meeting does not take place as mentioned above, the newly elected members for the Executive Committee shall then be deemed to have assumed the office from the date of expiry of the term of the retiring committee.

r. The election shall be held every 2 (two) years by secret ballot and its result shall be announced at the Annual General Meeting of the association. The office bearers for the preceding year shall retire and newly elected ones shall take over their respective offices at the Annual General Meeting.

04. ELECTION RULES & REGULATIONS:

- (1) Election Board shall conduct all functions relating to the Election. The Executive Committee shall not interfere in any matter pertaining to the election, save extending all support and cooperation to the Election Board.
- (2) The Election Board shall appoint one or more Election Officer (s) in order to assist them with the process of conducting the election provided that the Executive Committee members, candidates or proposer and seconder signing the nomination for a candidate cannot be appointed as an election officer. The remuneration of such election officers will be fixed by the Election Board upon approval of the Executive Committee.
- (3) Members shall be entitled to vote for their representatives for the Committee provided that each voter shall be entitled to cast one vote against each post of vacancies to be filled

- (4) The office bearers who have held office in the Association before under these Articles of Association shall be eligible to stand for election except those who have held office on the Executive Committee for a total period of 3 (three) consecutive terms.
- (5) Candidates seeking election must abide by the 'Code of Conduct for election' applicable from the time of declaration of the election schedule up to the completion of the election.

Action may be taken by the Election Board against any candidate for violation of the '**Code of Conduct for Election**' which includes cancellation of the candidature provided that the said candidate will be given the opportunity to defend himself against the charges.

Code of Conduct for Elections.

- (i) Advertisement **in print or electronic media**, any kind of poster, wall writing or banner cannot be used for the purpose of election.
- (ii) Election campaign in way of procession or slogan is banned.
- (iii) Black & White leaflets of A4 size can be circulated among members, but no gift of any kind can be presented to anyone.
- (iv) Election campaigns are to be stopped 48hrs. prior to the commencement of vote casting.
- (v) On the day of Election, the candidates or their supporters are not allowed to gather, meet, wear badges or carry posters within 100 yds. of the polling center or as declared by the Election Board imposing restriction.
- (vi) No candidate or voter should linger in and around the polling center, disregarding the directives of the Election Board.
- (6) The Election Board may organize projection meetings for all candidates and the chairperson of the Election Board shall preside over the meeting. Such projection meetings shall be held at least 48 hours prior to the polling time of the ensuing election. All candidates will be allowed to present their speeches to the attending voters within a time frame. Provided that, they must not deliver slanderous, impolite statement against anyone and refrain from giving political speeches.
- (7) If one or more rules of this Code of Conduct is violated or complaint received against any candidate for such violation, then the Election board will decide the issue in the light of this Election Rules giving proper opportunity to the accused person to defend himself. If the person concerned has an objection against the ruling given by the Election Board, he should place an appeal to The Appeal Board within 24 hours.
- (8) The Appeal Board on recommendation of the Election Board shall sit for a meeting from time to time to settle such issues concerning violation of the Code Of Conduct applicable for the election and The Appeal Board shall also have to be present at the polling center while votes are being cast.
- (9) Election Board shall control the entry of voters at the polling booth, in cases where many voters seek entry at a time. Apart from the candidates, listed voters, members from the law enforcing agencies, Election Officers and the Election Board members, no one shall be permitted to enter the polling booth.
- (10) Ballot papers are not to be carried outside of the polling booth and no more than one person at a time shall be allowed to enter in the secret-room earmarked for marking on the ballot paper.

- (11) All voters to cast their votes through secret ballot only inside the polling booth following the directives issued by the Election Board and concerned Election Officers. The Election Board is empowered to expel any candidate or voter from the polling centre, those are engaged in canvassing or enticing other voters or for any indecent behavior contradictory to this rule as directed.
- (12) Ballot Papers will have a photograph of the candidates.
- (13) Candidates are not permitted to discuss or canvas inside the polling booth with one another or with any voter.
- (14) Candidates may submit their objection to the Election board or to any of the Election Officers against such voter / voters, whose name is not listed in the Final Voter List or who have already cast their vote or giving a fake vote or violating the code of conduct during the election.
- (15) The Election Board shall act upon such objection/s, complaints and ensure necessary action to conclude the same.
- (16) Despite being warned by the Election board or the Election Officers, if any candidate/s continues canvassing or enticing the voters inside the polling centre, such candidate(s) will be relieved of his candidature and be expelled from participating the election following the rules of sub-clause (5) above provided that he/they will be given full opportunity to advocate in self-defense.
- (17) The Election Board shall determine the form of Ballot paper. The Ballot Papers must have serial numbers printed on the counter foil and compulsorily bear the Seal of the Association together with signature of the Chairman of the Election Board, or otherwise it will not be acceptable.
- (18) Only after ascertaining the identification of the voter without any doubt, the concerned election officer shall issue the ballot paper; ensuring that first part of the ballot paper bears the name and number of the voter, voter's signature, signature of the election officer with seal and the other part of the ballot paper is to be given to the voter for casting the vote. This part of the ballot paper shall not bear any serial number. The Election officer shall write down the number of the ballot paper against the name of the voter in the final voter list to record the casting of vote. A voter shall in no case, be given more than one ballot paper.
- (19) Any voter being physically incapable to cast vote without assistance of other shall be assisted by one of the official from among the Election Board to help him inside the polling booth.
- (20) At least 15 minutes prior to the start of vote casting, the Election Board, in front of the candidates (if present there), shall close and seal off the ballot-box after examining and determining the said to be fully empty. The said ballot box shall be kept in such a place that it is visible to both Election Board, Voters and the candidates.
- (21) During intermission or in the cases where the casting of votes has been suspended temporarily by the Election Board, the Ballot-box has to be sealed off by the Election Board and shall be kept in protected custody till the resumption of the vote casting.
- (22) All voters that are present at the polling centre on the appointed date and time as per the Election Schedule shall be entitled to cast their votes.

- (23) Casting of votes, shall stop when the time for casting of votes ends. This will be followed by counting of votes and be continued without break till completion. Candidates may remain present at the time of counting of votes. Any candidate unable to be present at the counting, may appoint one representative to replace him with prior permission from the Election Board.
- (24) With intention to count the votes, the Election commission will take out the ballot papers from inside the ballot Box and record the number of the ballot papers in a list before counting of votes cast.
- (25) Ballot Papers will be treated as cancelled for the following reasons;
- (i) If there is no seal or signature of an Election Officer
 - (ii) Excess marking than that of appointed posts or votes given to lesser number of candidates seeking election, and
 - (iii) Tampering, over-writing that is illegible and filling up the ballot paper disregarding the rules mentioned there in.
- (26) The Election Board will make separate packing of the said ballot papers and keep record in writing of such numbers.
- (27) The Election Board, from among the valid ballot papers, shall count the votes cast in favour of each of the candidates and make record of those. Provided that to perform the counting, apart from the Election Board or the Election Officers no one else can take part.
- (28) The Election Board after completion of the voting and counting of the votes shall declare and publish the results of the election.
- (29) The following documents shall be sealed, signed and packed separately under the supervision of the Election Board and the Appeal Board and shall be preserved under special custody after declaration of the election result with note, such as:-
- (i) Unused Ballot Papers, Valid Ballot Papers, Cancelled Ballot Papers of which Serial Nos. and pieces at hand to be recorded.
 - (ii) First part of the Ballot Papers attached to the bounded Book, those were supplied in the Election (Serial Nos. and pieces to be recorded).
 - (iii) Vote Counting and record List that has been signed by the Enumerator and Election Board.
- (30) Preserved documents mentioned under sub clause (29) can be reopened for inspection and examination in Presence of the concerned candidate(s) only after being ordered by the Election Appeal Board, The Government or the Court of Law.

05. BAR ON CONTESTING REHAB ELECTION:

No person shall be eligible to contest in the election of REHAB Executive Committee if he or she is convicted by the court on criminal case, corruption case or case involving moral turpitude and unless a period of 5 (five) years has elapsed since his release.

VI. POWER AND FUNCTIONS OF THE EXECUTIVE COMMITTEE

The Management of the business and affairs of the Association shall be vested in the Executive Committee who will be considered as Trustees of the Association in respect of the properties of the Association and power & functions of the Executive Committee shall be :-

- A) To look after the business of the Association and to take all possible measures and steps to promote the popularity of the Association with a view to achieving its aims and objectives and to increase the status and dignity and honour of the Association and members thereof.
- B) To make, add, improve, repeal such rules, Bye-laws, code of conduct and Regulations for the association and or its Regional Sub Committees as the Executive Committee may consider expedient for the proper working of business of the Association subject to the approval at a General meeting as per clause X (2) M.
- C) To enter into any agreement upon such terms and conditions as the Executive Committee may deem desirable for working in conjunction with any other trade organization with similar objectives and goals.
- D) To create any sub Committee of the Association which may be permanent or temporary or for a special purpose as the Executive Committee may deem necessary and to appoint Executive Committee members to such sub-committees and accordingly to fulfill the aims and objectives of the Association.
- E) To appoint Chairman for Regional Standing Committees of REHAB from amongst any member entity. Such a Chairman shall be a shareholder/director/partner of the member entity as the case may be. The Chairman shall be empowered to form a standing committee in order to facilitate the Executive Committee in fulfilling the aims and objectives of REHAB. All decisions of the Chairman and or the Regional Standing Committee shall be subject to the approval of the Executive Committee and such decisions of the Chairman and or the regional Standing committee must be forwarded within one week in writing in order for it to be approved by the Executive Committee.
- F) To delegate, subject to such conditions as they think fit, any of their powers to any committees or Sub-committee.
- G) The Executive Committee shall keep the members fully informed about their activities.
- H) To approve Organizational structure, salaries and relevant terms and conditions of employment of staff as and when it deems fit.
- I) To recruit, appoint, dismiss, terminate, remove or suspend or to take any disciplinary action against any member of the staff of the Association.

- J) To meet the working expenses of the management establishment charges and salaries of the staff of the Association.

VII. MEETING OF THE EXECUTIVE COMMITTEE

- A) The executive committee shall meet at least once in 60 days period as may be notified by the General Secretary under the direction of the President.
- B) The President or in his temporary absence the Senior Vice president and in his temporary absence Vice President 1 and in his temporary absence Vice President 2 will preside over all meetings of the association. In the absence of all the above mentioned office bearers, The Executive Committee shall elect amongst it's members to fill such post (s) during the period of temporary absence as per V.(D) above.
- C) The regular meeting of the executive committee shall require at least 7 days written notice, served by the General Secretary under the direction of the President but, emergency meeting can be held with at least 24hrs. Notice. The President will ensure holding of the regular Executive Committee meeting .As a whole, it is the responsibility of the executive committee to make such regulation as they think proper in regard to holding of the meetings of the Executive Committee and for the transaction of the business at such meetings.
- D) The quorum for Executive Committee meeting shall be at least one third of The Executive Committee members present in the meeting. The Members present shall wait for an hour more beyond the appointed time and if the requisite Quorum is still not achieved, the President shall adjourn the meeting.
- E) The President with consent of the majority of the members present may also adjourn any meeting of the Committee from time to time and place to place. At all such adjourned meetings, members of the Executive Committee actually present shall form a quorum and shall transact no business other than the business left unfinished from the meeting from which the adjournment took place.
- F) If a scheduled Executive Committee meeting does not take place in conforming with clause (VII.A), one or more committee members can put forward a written petition to the President to call such meeting, which is to be held within next 7 days time, or as an alternative, the General Secretary will serve notice for holding such meeting immediately after and by following such proposed agenda that has been determined by the members of the Executive Committee, number of which equals to a quorum at the least.
- G) If any Executive Committee member absents himself from three consecutive meetings of the Committee or from all the meetings of the Committee for a continuous period of three months, whichever, is longer without leave of absence from the committee, he shall cease to be a member of the Committee and his post shall be deemed to have fallen vacant.

- H) Leave of absence can be taken by informing the REHAB secretariat in advance and in writing about one's absence.
- I) The proceedings of all the meetings of the executive committee to be circulated among the Executive Committee members within 15 days from the date of the meeting and such proceedings to be recorded in the MINUTES BOOK of the association preserved at its registered secretariat
- J) No resolution duly passed at a meeting of the Executive Committee shall be amended, altered or rescinded at a subsequent meeting of the Executive Committee held within twelve months of the date on which resolution was adopted, unless two third of the total number of members of the Executive Committee vote for a change and the Agenda containing the proposal was duly circulated.
- K) All acts done by any meeting of the Committee or by a sub-committee shall notwithstanding any defect in the appointment of any member of the Committee or persons acting as aforesaid or any of them having been disqualified, be deemed valid as if every such person had been duly appointed and so qualified to be a member of the Committee provided that nothing in this Article shall be deemed to give validity to acts done by a person after the appointment of such person has been shown to be invalid by a competent authority.

VIII. DUTIES & RESPONSIBILITIES OF THE OFFICE BEARERS

The following shall be the duties & responsibilities of the President, Senior Vice President, Vice Presidents, General Secretary, Organizing Secretary, Joint Secretary, Treasurer and Joint Treasurer.

A) President

1. The President shall be the Chief Executive of the Association. He shall preside over the general meeting of the Association and lead deputation and delegations on matters with which the Association is concerned and also hold press conference and represent the Association in the country and abroad.
2. Notwithstanding the annual approved budget by the Executive Committee, the President shall have the authority to approve any amount not exceeding TK. 1,00,000/- (Tk. One hundred Thousand) in any one month in connection with the affairs of the Association at a time without prior consultation with or consent of the Executive Committee and the amount so sanctioned shall be paid from the funds of the Association and this sanction shall have to be approved by the next Executive Committee Meeting.
3. He shall preside over all meetings and conduct the proceedings and adjourn the same from time to time and place to place as and when required.

B) Senior Vice President

During temporary absence of the President, the Senior Vice President, shall perform all the functions of the President.

C) Vice Presidents

In the temporary absence of the Senior Vice President, the Vice President 1 shall be entrusted with the function of Senior Vice President and in case of his temporary absence Vice President 2 shall perform all the functions of the Senior Vice President.

D) General Secretary

The functions of the General secretary shall include but not be limited to the following:

1. To assist the President in the affairs of the Association
2. To execute all the matters with which the Association is concerned.
3. To issue and give Notice of all General Meetings and meetings of the committee and of the Standing Committee and sub-committee, if any, in consultation with the President and the concerned Chairman of the concerned Standing Committee.
4. To prepare the Annual Report of the Association in consultation with the Executive Committee, and the reports of the Standing Committees and Sub Committees.
5. To circulate amongst the members of the Executive Committee, the minutes of meeting and proceedings of the standing committee and sub-committee and amongst members of the Association and Annual Report, Notice and other information intended for circulation.
6. To maintain administrative and disciplinary control over the entire staff of the Association in accordance with the rules and regulations and the bye-laws framed by the Executive Committee, provided such actions are accepted by the Executive Committee.
7. To do and perform all acts and deeds that may be required in the interest of the Association and generally all such other acts as are incidental to his office.
8. To implement the decisions of the Executive Committee.

E) Organizing Secretary

The Organizing Secretary shall perform all the duties and responsibilities for the purpose of developing the membership, maintaining liaison with other trade bodies and develop REHAB activities in other regions of Bangladesh subject to the approval by the Executive Committee.

F) Joint-Secretary

In the absence of the General Secretary, the Joint Secretary shall perform all the functions of the General Secretary as decided by the President of the Association and also to perform the duties and responsibilities entrusted by the General Secretary in his presence.

G) Treasurer

- i) The Treasurer will be in charge of all collection and management of the funds of the Association. He shall be responsible for the financial matters of the Association. He shall discharge his functions under the Supervision of the President and the Executive Committee of the Association. He is the trustee of all funds of the Association and will ensure proper accounting of the funds and observing due financial procedures.
- ii) The Treasurer must within 2 (Two) months of assuming the position, prepare an annual budget and get the same approved by the Executive Committee. All expenditures made against each account heading within the approved budget shall not require the prior permission of the Executive Committee. Any expenditure beyond the approved budget against any head must be approved by the Executive Committee prior to incurring the expense.
- iii) The Treasurer shall ensure that the Accounts and Audit of the Association are maintained as per Article IX below and shall keep the Executive Committee posted of all financial matters.

H) Joint-Treasurer

The joint Treasurer will assist the Treasurer to perform all the functions of the Treasurer and in the absence of the treasurer, the Joint Treasurer shall perform all the functions of Treasurer as decided by the Executive Committee.

IX. ACCOUNTS & AUDIT

All moneys on account of daily collection and other subscriptions realized by the Association shall be deposited in a Bank approved by the Executive Committee. Withdrawals shall be made by means of cheques under the joint signatures of any two office bearers from among the President, the General Secretary and the Treasurer. The following functions shall also be performed strictly;

- A) Proper Account Books shall be preserved in the registered secretariat of the association corresponding to the subject mentioned hereunder;
 - (i) Detailed record of receipt and expenditure for all monetary transactions and of matters for which such transactions took place, and
 - (ii) Detail of all the assets and liabilities of the association.
- B) Association shall issue it's own money receipt against all payment received and compulsorily deposit the same in the Bank account of the association. The Association shall pay all dues against acknowledgement receipt All dues over Tk. 50,000.00 shall be paid through cheque unless for any special reason if it is necessary to make payment in cash, then the approval of the Executive Committee must be taken.
- C) The Treasurer shall prepare the Annual Balance Sheet and Income and Expenditure of Accounts and as per Companies Act, have it examined and audited by qualified auditors. Such audited accounts report shall be placed at the Annual General Meeting for approval.

- D) The Executive Committee shall circulate, free of cost, the Annual Balance Sheet, Audited report for Income & Expenditures, final audit report and Annual report of the Executive Committee, at least 14 days prior to the Annual General Meeting, among all members of the association eligible to attend such meeting.
- E) Failing to take reasonable steps in observing the aforesaid rules and regulations, the members of the Executive Committee shall not be able to compete in the election of the Executive Committee of REHAB of 6 (six) years.
- F) The first Auditors shall be appointed by the Executive Committee, thereafter Auditors shall be appointed by the Annual General Meeting on such remuneration as may be decided upon.

X. MEETINGS OF THE ASSOCIATION

1) ANNUAL GENERAL MEETING

The first General Meeting of the Association shall be held at such time not being less than one month and not more than three months after the incorporation of the Association and at such place, time and date as the Executive Committee may determine *in accordance with Section. 83 of the Companies Act 1994*. For holding Annual General Meeting of the Trade Association in accordance *with* the Companies Act, 1994 the following rules shall be applicable :-

- A. Annual General Meeting shall be held compulsorily once in every calendar year and such time being not more than 15 months after holding of the last preceding general meeting and shall specify the meeting as such in the notices calling it.
- B. At least 14 days notice shall be served for an Annual General Meeting entitled to pass ordinary resolution, specifying the place, date and hour of the meeting and shall be circulated to all the members along with the statement of business to be transacted in it. Non receipt of such notice by any member shall not invalidate the proceedings at such meetings.
- C. If the Scheduled Election gets postponed or examination of accounts could not be completed by the auditor, whatever the case may be, the Annual General Meeting must convene stating proper explanation of such failure.
- D. The quorum for the Annual General Meeting shall be at least **one tenth** members of the **General Body** present in the meeting. If the requisite quorum is not complete the attending members shall wait for an hour more beyond the appointed time and if the requisite quorum is still not formed, the meeting shall stand adjourned to the same day in the following week at the same time and place and at such adjourned meeting if a quorum is not formed within one hour from the time appointed for the meeting, members present shall form a quorum.
- E. The Annual General Meeting will transact the following business :
 - i. Confirmation of the minutes of the last Annual general meeting
 - ii. Adoption of the Annual Report of the Association
 - iii. Passing of the Audited Accounts of the Association
 - iv. Introduction of the newly elected Executive Committee

- v. Selection of Auditor and fixing of his remuneration
- vi. Miscellaneous with the permission of the Chair

For failure to take reasonable steps to hold the Annual General Meeting as per mentioned rulings, the concerned members of the officiating Executive Committee shall be disqualified to be a candidate in the election for Executive Committee of the Trade Association for the next 6 (six) years.

- F. The President and in his absence, the Senior Vice-President and in his absence the Vice-President-01 and in his absence Vice-President-02 shall preside over the Annual General Meeting of REHAB. If the President, the senior Vice-President or both the Vice-Presidents are not present, the Members present shall elect one from amongst themselves to act as Chairman of the Meeting.
- G. The President may, with the consent of the Members present, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- H. At any Annual General Meeting unless a poll is demanded by any Member a declaration by the President that the resolution has been carried and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the facts, without proof of the number or proportion of the votes recorded in favour or against the resolution.
- I. If a poll is demanded in the manner aforesaid, the same shall be taken in such a manner as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting on which the poll is demanded.
- J. Every representative present in person at a meeting of the Association and qualified to vote shall have one vote.
- K. Every question submitted to a meeting of the General Body, Executive Committee or any other Committee of Association shall be decided, unless unanimous, by a majority of the members present in person and voting at such meeting.

2) EXTRA-ORDINARY GENERAL MEETING

- A) Extra-ordinary General Meeting may be held at any time and at such place, as the Executive Committee may consider convenient for the disposal of business. At such meetings business specified in the agenda only may be transacted.
- B) The General Secretary upon a requisition made in writing by at least one tenth of the members, shall within 21 (twenty one) days proceed to call an Extra-ordinary General Meeting and such meeting shall be called within 45 (forty five) days from the date of receipt of such requisition. A notice of such meeting under the signature of the General Secretary shall be circulated among the members of the Association for their information at least 21 (twenty one) days before the time appointed.

- C) Any requisition made by the members shall express the objective of the Extra –ordinary General Meeting proposed to be called, must be signed by the requisitionists and should be sent to the General Secretary at the registered office of the Association by registered post.
- D) If the General Secretary does not proceed within 21 (twenty one) days from the date of the requisition being so deposited to cause a meeting to be called, the requisitionists or a majority of them may themselves call the meeting, with a notice of 21 (twenty one) days. Every meeting so called by the requisitionists shall be called in the same manner as nearly as possible as that the meetings are to be called by the General Secretary.
- E) One-tenth members of the General Body, present in person and qualified for the time being will form a quorum for the Extraordinary General Meetings and no business shall be transacted at such meeting unless there is a quorum.
- F) If within one hour from the appointed time for the meeting a Quorum is not present, the meeting, if convened upon requisition shall be dissolved but in any other case it shall stand adjourned to the same day of the next week at the same hour and place, and at such adjourned meeting if a quorum is not formed within one hour from the time appointed for the meeting, the meeting shall stand dissolved.
- G) The President and in his absence the senior Vice President and in his absence Vice President-01 and in his absence Vice President-02 shall preside over every Extra Ordinary General Meeting of REHAB. If the President or the Senior Vice President or both the Vice-Presidents are not present, the Members present shall elect one from amongst themselves to act as Chairman of the Meeting.
- H) The President may, with the consent of the Members present, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- I) At any Extra Ordinary General Meeting unless a poll is demanded by any Member a declaration by the President the resolution has been carried and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the facts, without proof of the number or proportion of the votes recorded in favour or against the resolution.
- J) If a poll is demanded in the manner aforesaid, the same shall be taken in such a manner as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- K) Every representative present in person at a meeting of the Association and qualified to vote shall have one vote.
- L) Extraordinary or special resolution shall require a sanction of three fourth of the members present in person.
- M) All Rules, Regulations or Bye-Laws affecting all members of the Association or any Amendments or Cancellation thereof, shall be framed by the Executive Committee, to be submitted in a General Meeting for confirmation within 90 (ninety) days after the decision of the Committee, but shall all the same be effective until otherwise decided in the General Meeting.
- N) Notwithstanding anything contained hereinabove, no resolution, concerning amendments to the Memorandum and Articles of Association of the Association, shall be deemed to have carried unless it has received the votes of Three-Fourth majority of Members present in person and entitled to vote on

such resolutions. Amendment to the Articles of Association shall be subject to the approval of the Government.

- O) Every member present in the meeting, including the votes of the President, shall have one vote. The President of the meeting, in case of equality of votes, shall have a SECOND or CASTING VOTE.
- P) No member shall be entitled to vote at any meeting unless all the moneys due from him to the Association have been paid.

XI. NOTICE

A notice may be served upon any member either personally or by sending it through the Registered Post at such members registered address. Any notice sent by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of post.

XI. INDEMNITY

Every President, Senior Vice President, Vice-President, other office bearers, Members of the Executive Committee, Secretary and other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Executive Committee to pay, out of the funds of the Association all cost, losses and expenses with such persons may incur or become liable to by reason of any contract entered into or act, thin done by them as such persons acting in good faith in the discharge of their duties including traveling expenses and the amount for which such indemnity is provided shall immediately be a charge on the property of the Association and have priority over all other claims.

No President, Senior Vice President, Vice-Presidents, office bearers, Members of the Executive Committee, Secretary or officer of the Association shall be liable for the act, receipts or defaults or any other Member of the Executive Committee or officer or for joining in any receipt or other act or conformity or for any loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for and on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any money's securities or effects shall be entrusted or deposited or for any loss occasioned by an error of judgment or oversight on his part or for any other loss, damage or misfortune whatever shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

XII. COMMON SEAL

The Executive Committee shall provide a common seal for the Association. The seal shall be deposited with the President and shall never be affixed to any document except with the prior authority of the Executive Committee and signed by the President, provided that any instrument bearing the seal of Association and issued for a valuable consideration shall nevertheless be binding on the Association Notwithstanding any irregularity touching the authority of the Notwithstanding to issue the same.

XIII. WINDING UP

The provision of the Companies Act, 1994, as amended from time to time regarding the winding up of a private company shall apply to the winding up or dissolution of the Association.