

Registration No: DHA-04315, Dated October 29, 1998

**MEMORANDUM OF ASSOCIATION
OF
BANGLADESH SOCIETY FOR TOTAL QUALITY MANAGEMENT**

I. NAME

The name of the Society shall be “Bangladesh Society for Total Quality Management” in short “BSTQM” (hereinafter referred to as the Society).

II. DEFINITION

1. Total Quality Management (TQM) will mean “a set of systematic activities carried out by the entire organisation to effectively and efficiently achieve organisation’s objectives so as to provide products and services with a level of quality that satisfies customers, at appropriate time and price”.

2. GENERAL Body will mean duly convened Annual General Meeting or General Meeting or Extra Ordinary General Meeting of Members of the Bangladesh Society Total Quality Management.

III. OFFICE

The office of the Society shall be located in Dhaka, Bangladesh.

IV. OBJECTIVES

The objects for which the Society is established are:-

1. To promote “Total Quality Management (TQM)” in Bangladesh.
2. To share and exchange experiences of various organizations of Bangladesh and abroad in implementing TQM.
3. To undertake necessary initiatives to develop awareness and skills in the field of TQM.
4. To undertake publications on various issues on TQM.
5. To promote industrial relations.
6. To promote friendship and cooperation with other similar societies in Bangladesh and abroad.
7. To purchase, hire take on lease, exchange allot, or otherwise acquire, erect, maintain, equip, construct, renovate or immovable property including and, building and equipment for the purpose of the Society.
8. To receive subscription, donation from the members of the Society and outsiders and to accept any donation, gift, contribution toward promoting the objects of the society provided however that the Society shall not receive any foreign donations, gift, etc. Without undergoing the formalities as laid down in foreign donations (Voluntary Activities) regulations ordinance 1978 of Bangladesh.
9. To acquire and maintain a suitable office for conducting the functions of the Society and for meeting of the members.

10. To maintain a Technical Library- Cum-Information center for benefit of the members of the Society in particular
 11. To organize national/ international conventions, competitions, seminar, training, workshop, meetings etc to disseminate, share, exchange knowledge, opinions on TQM and its tools.
 12. To sell, provide lease or rent, dispose property of any kind in the interest of the society.
 13. To become members of relevant national/ international bodies and to promote such organizations in the greater interest of promoting “Quality”.
 14. To recognize performance/ contributions in “quality” and to establish quality awards/ prizes/ scholarships etc.
 15. To carry out all activities consistent to above-mentioned objectives in the best interest of BSTQM.

**RULES AND REGULATIONS
OF
BANGLADESH TOTAL QUALITY MANAGEMENT (BSTQM)**

I. PATRONS, ADVISERS

The Society may request eminent persons, in recognition of their outstanding contribution, to become patrons/ Advisers of the Society.

II. MEMBERSHIP

The Society shall have the following three categories of membership.

1. Member/ Life Member

Any person having connection with an organization in the form of employer, manager, officer, consultant, trainer, or a professional in related field shall be eligible to become a Member of the Society.

2. Honorary Member

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

3. Organizational Member

An organizational/institutional member will be represented by three persons officially nominated by the institution.

Such member shall not be eligible to become a candidate for election the Executive Committee. But they can work in sub-committees and will be eligible to enjoy other benefits allowed by the Executive Committee.

4. Student Member

Student studying in primary, secondary, higher secondary and tertiary educational institutions up to master's degree, engineers and agriculturists up to graduation (four years after HSC) or equivalent are eligible to become a "Student Member" of the society.

5. On completion of Master's or equivalent degree, a Student Member will become eligible to be a Member of the society. He/she has to submit an application for membership duly filled in.

6. Interested persons may apply in prescribed form for membership.

7. Executive Committee will approve all categories of membership.

III. TERRITORY

The Society shall be a national organization having its territorial jurisdiction all over Bangladesh.

IV. PRIVILEGES AND OBLIGATIONS OF MEMBERS

1. Members shall abide by the constitution of the Society and exert all efforts for healthy growth of the Society.

2. Only Members/Life Members will be the electorate for the Executive Committee. Student Members will be the electorate for “**Central Chapter Committee**” and “**Institutional Management Committee**”.
3. Members of all categories shall enjoy the privileges and benefits of the Society.
4. It shall be the duty of every Member to support the Society in all aspects.
5. All categories of members will have the privilege to become sub-committee members or Members of the Election Commission and carry out special tasks assigned by the Executive Committee.

V. MEMBERSHIP FEE

1. A Member shall pay Membership subscription as decided by the Executive Committee from time to time.
2. A Member may become life member by paying the requisite amount of subscription as determined by the Executive Committee.

VI. EXECUTIVE COMMITTEE

1. The Organization of the Society shall consist of an Executive Committee of twenty one persons directly elected from among the Members as detailed below:

President	-	1
Vice President	-	4
Secretary General	-	1
Joint Secretary	-	2
Treasurer	-	1
Joint Treasurer	-	2
Members	-	10
	Total	21

2. The Executive Committee shall be responsible for overall Management of the Society and entrusted with at least of the following functions:
 - a. Preparation of policies and plan for the Society.
 - b. Implementation of the decisions of the General Meeting and Annual plan of the Society.
 - c. Routine Administration of the Society.
 - d. Preparation and Monitoring of budget and Preparation financial statements.
 - e. Any other issues to realize the objectives of the Society.
3. The Executive Committee shall be accountable to the general body.
4. The Executive Committee may form Sub-Committees in discharging its responsibilities.
5. The tenure of office of the Executive Committee shall normally be for a period of 2 (two) years. Any deviation from this due to some unavoidable circumstances must get approval of the general body. The counting of a year shall be from 1 st of January.

VII. ELECTION

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

7. The Executive Committee shall appoint an Election Commissioner who shall invite written nominations from the members for different posts of the Executive Committee and Student Chapter Committee at least one month before the date of election.
8. In the event of any vacancy in the Executive Committee, the Executive Committee shall co-opt any suitable person to fill the vacancy, which will be placed for approval in the next General Meeting.

VIII. ADVISORY COUNCIL

1. The Executive Committee may constitute an ADVISORY COUNCIL if it feels necessary having any number of advisors.
2. Full Advisory Council or selected Advisors may be invited to attend the meetings of the Executive Committee.
3. Advisory Council or an Advisor will advise the Executive Committee or its President.
4. Advisory Council may meet independently to discuss important matters of the society. Any Advisor of the Council or the President, BSTQM may convene such meeting. Advisors present among themselves will decide a Chairman to conduct the meeting.
5. Recommendations of the Advisory Council will not be a binding on the Executive Committee.
6. Tenure of the Advisory Council will be two years or up to the tenure of the Executive Committee whichever is earlier.
7. Immediately following General Meeting will be informed about formation of Advisory Council.

IX. DUTIES OF THE MEMBERS OF THE EXECUTIVE COMMITTEE

1. President

9. The President shall give leadership in all activities of the Society.
10. The president shall preside over all meeting of the Society in case of absence or inability of the Presidents, one of the Vice Presidents shall take the Chair.
11. The President shall consult with the members of the Executive Committee in determining the policy matters and other administrative issue of the Society.
12. The President shall have a casting vote.

2. Vice President

The Vice Presidents shall assist the President in the performance of his duties and senior most Vice President in order of membership number shall act as the President during his absence.
Executive Committee preferably in its first meeting will allocate responsibilities to the Vice Presidents to look after different functions of the society.

3. Secretary General

- a. The Secretary General shall keep all records of the Society and prepare reports.
- b. The Secretary General shall implement the decisions, and make correspondence of the Society.
- c. He will issue notices for any Executive Committee meeting/ General meeting of the Society and shall keep accurate minutes of all such meeting.

4. Joint Secretaries

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

4. Treasurer

1. The Treasurer shall maintain all financial records of the Society.
2. The Treasurer shall collect the membership fees and other receivables of the Society.
3. The Treasurer shall prepare and present the Financial Statement in the Executive Committee Meeting/ General meeting of the Society.
4. The Treasurer shall certify and sign all receipts and vouchers.

5. Joint Treasurer

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

VIII. GENERAL MEETING

1. General Meeting shall be held at least once a year. A notice of at least 14 days shall be served to this effect along with the agenda.
2. The agenda of the General meeting shall be decided by the Executive Committee.
3. Only the following business shall be transacted at the Annual general meeting.
 - a. Confirmation of the minutes of the last general meeting.
 - b. Presentation and adoption of the Annual Report of the Society.
 - c. Presentation and confirmation of duly audited Statements of Accounts and passing the budget for the ensuring year.
 - d. Appointment of Auditors.
 - e. Transact any other important matters of the Society.
4. One fifth of the Members of the Society shall form the quorum of the General Meeting. In the absence of a quorum, the meeting shall stand adjourned and shall be recalled within a fortnight and may proceed without a quorum.
5. Extra-Ordinary General Meeting any be called at any time with approval of the Executive Committee to transact any important and urgent matter, serving a notice of 7 days for the purpose. One fifth Members of the Society shall form the quorum of such Extra- Ordinary General Meeting.

IX. EXECUTIVE COMMITTEE MEETING

1. The Executive Committee shall meet as and when necessary. However, a meeting should be held at least once in two months. A notice of at least 7 days will be necessary to convene a meeting of Executive Committee.
2. Eight members of the Executive Committee shall form the quorum for the meeting. All decisions shall be carried out by simple majority. In case of a tie, the Chairman shall have the casting vote.
3. In the absence of a quorum, the meeting shall stand adjourned and be reconvened within a week and shall proceed even without a quorum.
4. Extra-Ordinary Executive Committee meeting may be called with a 24- hours notice to transact any emergency matter. The quorum of such meeting shall be one third of the total Executive Committee Members.

X. OPERATION OF BANK ACCOUNT

1. The Society shall maintain a Bank Account in the name of the Society with any schedule or commercial Bank operating in Bangladesh.
2. The Bank account of the Society shall be operated under the joint signatures of any two of the following members:
 - a. President
 - b. Secretary General
 - c. Treasurer

XI. AMENDMENTS

The Constitution of the Society may be repealed, amended or added by the two third majority votes of the Members present in General Meeting/ Extra-Ordinary General Meeting convened for that purpose.

XII. DISSOLUTION

The Society , due to certain circumstances, may be dissolved by the two third's majority vote of the total Members of the Society in a General meeting specifically convened for the purpose with a notice of at least 14 days. In such case the assets (after meeting liabilities) of the Society, if any, shall be donated to any organization having similar objectives.

XIII. GENERAL

1. Any member may terminate his/her membership of the Society through a notice in writing to the Secretary General to that effect along with the payment of all outstanding dues (if any).
2. Termination of Membership:

Membership of the society will be terminated if any one of the following criteria is fulfilled.

- a. A member committing a subversive act against the state as per verdict of a court of law.
- b. A member committing a criminal offence which leads to imprisonment in a court of law in Bangladesh or abroad or if the member is discharged/ terminated from a public office.
- c. Any act committed by a member against the objectives and or interest of BSTQM.
- d. An act of indiscipline committed by a member which, in the opinion of the Executive Committee of BSTQM has resulted from a unlawful action of the member causing physical injury, loss of properties and/or mental agony to another member(s) of BSTQM.
- e. Having outstanding annual subscription for more than two years.

In case of a,b,c and d the concerned member will be served notice by the Executive Committee by mentioning the allegations against him and will be given a chance of being heard. Such termination will be approved in the AGM or extra ordinary GM. In case of "e", serving a 30 days' notice will terminate membership.

3. If any member of the Executive Committee remains absent without any valid reason for three consecutive meeting, shall disqualify him/her to act as a member of the executive committee.
4. The Executive Committee shall be obliged to call an Extra- Ordinary General meeting with a notice of at least 7 days if it is requisitioned by at least 30 (Thirty) Members of the Society to discuss any serious matters/issues concerning the Society.
5. The Society shall not indulge in any commercial and political activities or allow its funds to be used for commercial and political purpose.
6. The Executive Committee will adopt by-laws commensurate to the Memorandum of Association. Such by-laws shall be placed in the General meeting for the continuance of its affect.
7. The Society may have sub-centre at different locations. The sub-centre will have a Chairman, a Vice-Chairman, a Secretary and Member.

XIV. ARBITRATION

Any kind of dispute, which may arise in the Society, shall be solved through arbitration by an arbitrator who will be appointed by the Executive Committee.

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History of Amendments:

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| 1. | 1 st amendments | : 9 th AGM held in 2006 |
| 2. | 2 nd amendments | : 11 th AGM held in April 2008 |
| 3. | 3 rd amendments | : 12 th AGM held on 28 March 2009 |
| 4. | 4 th amendments | : 13 th AGM held on 02 April 2010 |
| 5. | 5 th amendments | : 24 th AGM held on 27 March 2021 |