

**THE COMPANIES ACT OF 1994**  
**(ACT XXVIII OF 1994)**

**(TRADE ORGANIZATION)**

**MEMORANDUM & ARTICLES**

**OF**

**ASSOCIATION**



**SHIPPERS' COUNCIL OF BANGLADESH**





## Certificate of Incorporation

No. T.D. 134/80 of 1980-1981.

I hereby certify that **Shippers Council of Bangladesh** is this day incorporated under the Companies Act Act V99 of 1913 and that the Company is Limited.

Given under my hand at Dacca this Fifteenth day of July,  
One thousand nine hundred and Eighty.



Registrar of Joint Stock Companies  
Bangladesh.

**THE COMPANIES ACT OF 1994  
(ACT XXVIII OF 1994)**

**(TRADE ORGANIZATION)**

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**SHIPPERS' COUNCIL OF BANGLADESH**



**MEMORANDUM OF ASSOCIATION  
OF  
Shippers' Council of Bangladesh**

1. The name of the Association shall be "SHIPPERS' COUNCIL OF BANGLADESH".
2. The Registered Office of the 'Shippers' Council of Bangladesh' shall be situated in the City of Dhaka.
3. The objects for which the Association is formed and established are :
  - (i) To bring together the shippers in various parts of Bangladesh on a common platform for discussion of various problems affecting the shippers with particular reference to exports.
  - (ii) To consider, with the object to reaching a united view, all matters of policy on and any major developments in, the relationship between shippers, shipowners, railways, inland waterways, air and other interests and between shippers, port authorities and government so far as they affect the general interests of exporters and importers if required.
  - (iii) To enter into such negotiations, as a united body, as may be deemed necessary and, when agreed, to seek the assistance and advice of such other bodies as may be desirable.
  - (iv) To collect necessary information and statistical data from different agencies regularly and continuously. To circulate such information and statistical data and to publish pamphlets, brochures, etc. for the use and benefit of shippers and for promoting their interests.
  - (v) To take all steps as may be necessary for safeguarding the interests of the shippers in their relations with shipping lines and shipowners.
  - (vi) To provide for mutual consultations between shippers and shipowners/shipping conferences, port and other concerned authorities as well as government on matters of common interest.
  - (vii) To negotiate and enter into agreements with shipowners/shipping conferences and other concerned authorities on matters affecting shippers in the country.
  - (viii) To convene independently or jointly with other organizations conferences, seminars or meetings at such place, date or time as may be determined in furtherance of the objectives of the "Shippers' Council of Bangladesh."
  - (ix) To deal with problems relating to coastal shipping and internal movement of export cargo by any mode of transport to sea ports.



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অফিসে সফল হওয়া  
প্রত্যয় করা হয়।  
(মুহাম্মদ নফিকুল ইসলাম)  
সহকারী সেক্রেটারি  
রেজিস্ট্রারের পক্ষে  
লেখক ও স্বাক্ষর



- (x) To subscribe to and to become a member of or otherwise cooperate with any other organizations national or international whose objectives are similar to those of the 'Shippers' Council of Bangladesh'.
  - (xi) To accept any grants, gifts, donations and quotas whether in cash or securities and any property either movable or immovable and/or give any grants etc. in furtherance of the objectives of the Shippers' Council of Bangladesh.
  - (xii) To do all such other lawful things as are incidental or conducive to the attainment of the above objectives.
  - (xiii) And to undertake such other things as may be considered necessary by the Shippers' Council of Bangladesh from time to time.
4. The income and property of the Shippers' Council of Bangladesh shall be utilized towards the promotion and advancement of the objects of the Association. No portion of the property and income of the Association shall be payable or divisible amongst the members or transferred directly or indirectly by way of profits, dividend, bonus or otherwise to any person who at any time is or has been member of the Shippers' Council of Bangladesh or any person claiming through any of them provided that nothing herein contained shall prevent the payment of remuneration to any member thereof or any other persons in return for any services actually rendered to the Association or the payment of interest on money borrowed from any member of the Association or deemed to exclude any member of the Shippers' Council of Bangladesh from the benefit of any grant made in furtherance of any other objectives of the Association.
  5. The fourth paragraph of this Memorandum is a condition on which a license is granted by the government of the People's Republic of Bangladesh in pursuance of Section 26 of the Companies Act 1913.
  6. The liability of the members is limited.
  7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Taka 500/- (Taka five hundred) only.
  8. If upon the winding up of dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property which shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the object of the Association, to be determined by the members of the Association at or before the time of dissolution and in default by such Judge of the Supreme Court of Bangladesh, High Court Division as may have or acquire jurisdiction in the matter.

(মুহাম্মদ শফিকুল ইসলাম)  
সহকারী রেজিস্ট্রার  
রেজিস্ট্রারের দপ্তর  
লেখক ও সাক্ষর



We, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of the Memorandum of Association.

Sl. No.	Name and Signatures	Addresses and description of the Subscribers	Witness
1	Mr. S. M. Matiur Rahman	Chairman, Bangladesh Jute Export Corporation 14, Topkhana Road, Dhaka. (Chairman, SCB)	1. Mr. S.M. Matiur Rahman, Chairman, Shippers' Council of Bangladesh, Dhaka.
2	Mr. Mohiuddin Ahmed	Representative, Tea Traders Association of Bangladesh C/o. Oxford University Press, Red Cross Building (1st Floor), 114, Motijheel C/A, Dhaka-1000. (Vice Chairman, SCB)	
3	Syed Najmul Hasan	General Manager (Marketing), Bangladesh Jute Mills Corporation, Adamjee Court (Annex), 115-120, Motijheel C/A, Dhaka-1000.	
4	Qazi Humayun Kabir	Chief Officer (Shipping), Trading Corporation of Bangladesh, HBFC Building, 24, Purana Paltan, Dhaka.	
5	Capt. (Retd.) M. S. Ali	Chairman, Bangladesh Jute Association, Bangabandhu Road, Narayanganj.	2. Mr. Mohiuddin Ahmed, Vice Chairman, Shippers' Council of Bangladesh, Dhaka.
6	Mr. K. M. Hossain	General Manager (Purchase), Bangladesh Chemical Industries Corporation, Shilpa Bhaban, Motijheel C/A, Dhaka-1000.	
7	Mr. Masud Alam Siddiqui	General Manager, Bangladesh Sugar and Food Industries Corporation, Modern Mansion (5th Floor), 53, Motijheel C/A, Dhaka-1000.	

Dated, the 12th day of November, 1980

স্বাক্ষর, নাম ও ঠিকানা  
স্বাক্ষর করা হইল।  
(মুহাম্মদ শহীদুল ইসলাম)  
সহকারী সেক্রেটারি  
মেম্বারদের পক্ষে।  
স্বাক্ষর ও পঠিত।



# ARTICLES OF ASSOCIATION OF SHIPPERS' COUNCIL OF BANGLADESH

(Incorporated in Bangladesh under Section 26 of the Companies Act. 1913)  
(As amended under the Trade Organizations Rules 1994 and Government Order  
এমসি/অবা-৬/সিএ-৪/২০০২/৪২২ dated 31.07.2002)

1. In these Articles, unless there be something repugnant in the subject or context :-

“The Association” means the company called “The Shippers’ Council of Bangladesh”.

“Council” means “The Shippers’ Council of Bangladesh”.

“Member” means Ordinary Member and Associate Member of the Council for the time being.

“The Chairman” means the Chairman of the Council for the time being.

“The Senior Vice-Chairman” means the Senior Vice-Chairman of the Council for the time being.

“The Vice-Chairman” means the Vice-Chairman of the Council for the time being.

“The Board of Directors” or “Board” means Board of Directors of the Council for the time being.

“The Act” means the Companies Act. 1913, as adapted in Bangladesh. “Special Resolution” and “Extra Ordinary Resolution” have the meanings assigned thereto respectively by the Act.

“The Office” means the Registered Office for the time being of the Council.

“The Register” means the Register of Members to be kept in pursuance of Section 31 of the Act.

“The Registrar” means the Registrar of Joint Stock Companies, Bangladesh.

“Office Bearers” means the Chairman, Senior Vice-Chairman, Vice-Chairman and Members of the Board of Directors of the Council.

“Month” means the month according to the English Calendar.

“Year” means the year according to the English Calendar.

“Financial year” means twelve months from the 1st July to the 30th June (For accounting purpose only).

“In Written” and “Writing” include printing, lithography and other modes of representing or reproducing words in a visible form.

“Published” means circulated amongst the members of the Council.

Words importing the singular number only, include the plural number, and Vice-versa.

Words importing the masculine gender only, include the feminine gender.

Words importing persons include corporation.

2. The regulations contained in Form B of the third schedule to the companies Act 1913. shall along with the regulations herein adopted be the regulations of the Council.

- (a) The words “Executive Committee or Committee” where it occurs in the Articles of Association of the Shippers’ Council of Bangladesh will be replaced by the words “Board of Directors” and the words “Member of the Executive Committee” will be replaced by the words “Member of the Board of Directors”



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রেজিস্ট্রারের পক্ষে  
লেখক ও শাটক ৪



### NUMBER OF MEMBERS

3. The Association shall consist of unlimited members.
4. The Board of Directors hereinafter mentioned may, whenever the business of the Council required it, register an increase of members.

### DEFINITION OF MEMBERS

5. There shall be the following two categories of members in the Shippers' Council of Bangladesh.

- (a) Ordinary Members.
- (b) Associate Members.

**Ordinary Members** – Public Sector Corporations, Trade Association, Chambers of Commerce and Industry, Public Limited Companies, Private Limited Companies, Industrial Units, Trading Houses, Trading Organisations, Ports and other Authorities, Banks, Insurance Companies and such like bodies/companies/firms who are connected or engaged in export/import trade of the country will be eligible to become Ordinary Members of the Shippers' Council of Bangladesh.

**Associate Members** – Individuals, Firms, Public Limited Companies, Private Limited Companies, Industrial Units, Banks, Trading Organisations, Ports and other Authorities and such like bodies who are connected or engaged in export/import trade of the country will be eligible to become Associate Members of the Shippers' Council of Bangladesh.

### MEMBERSHIP, FEES, SUBSCRIPTION AND REGISTER OF MEMBERS

6. (a) All applicants for either Ordinary or Associate Membership of the Council shall submit application in a Form as may be prescribed by the Council from time to time, along with copies of valid trade license of the current year, last income tax payment certificate, if applicable, admission fee and annual subscription. The Board of Directors after scrutinising the application in its meeting may accept or reject the application. In case of rejection the cause for such rejection shall be intimated to the applicant and the fees paid by the applicant shall be refunded.

All those who are enrolled as members shall submit to the Council each year the copies of current trade license and last income tax payment certificate, if applicable.

- (b) An Associate member shall be eligible to upgrade his membership from Associate category to Ordinary category on payment of the difference of amount of yearly subscription.

7. (a) Admission fee for an Ordinary member shall be Tk. 7,500 (Taka seven thousand five hundred) only and for an Associate member Tk. 2,500 (Taka two thousand five hundred) only. The annual subscription payable by an Ordinary member shall be fixed



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লেবার ও পাবলিক

26/10/17



by the Board of Directors of the Council on the basis of exports/imports and/or such other basis as may be decided. The minimum annual subscription for an Ordinary member and an Associate member shall, however, not be less than Tk. 7,500/- (Taka seven thousand five hundred) only and Tk. 2,500/- (Taka two thousand five hundred) only respectively.


- (b) All subscription shall be payable in one instalment on or before 31st March of each year or within any other period fixed by the Board of Directors..
8. A list of members shall be kept in a Register in which shall be set forth the names and addresses of the members for the time being and in which all changes taking place in membership from time to time be recorded. The register shall also show the different categories of membership as well as the trade and industry in which they are engaged, the names of the authorised representatives and payment of annual subscription.
9. A member shall cease to be a member:
- (a) On his resignation being accepted by the Board of Directors provided the member had given three month's notice in writing to the Secretary General.
- (b) For non-payment of subscription inspite of the final notice being given under the orders of the Board of Directors.
- (c) On the Board of Directors finding that the member has ceased to exist.
- (d) On the Board of Directors finding that the member has indulged in any activity prejudicial to the interest of the Association.

### COMPOSITION OF BOARD OF DIRECTORS AND ELECTION OF OFFICE BEARERS

10. (a) The Board of Directors shall be composed of 11 members including the Chairman, Senior Vice-Chairman and Vice-Chairman. Seats on the Board of Directors shall be reserved for representatives of both the Ordinary and Associate members in the following manner :

Category of Member	Number of Representatives
Ordinary Member	7
Associate Member	4
<b>Total :</b>	<b>11</b>

- (b) i. In the election of Chairman, Senior Vice-Chairman and Vice-Chairman every voter shall have one vote for Chairman, one vote for Senior Vice-Chairman and one vote for Vice-Chairman.
- ii. In the election for members of the Board of Directors a voter belonging to the category of Ordinary members shall have seven votes and a voter belonging to the category of Associate member shall have four votes.

  
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 প্রত্যয়ন করা হইল।  
 মোহাম্মদ নফিজুল ইসলাম  
 সহকারী সেক্রেটারী  
 রেজিস্ট্রার  
 লেবক ও পলক



- (c) No member shall be nominated for election or shall be allowed to cast vote, propose or second in favour of any member contesting the election if he has not cleared his full dues and is not included in the final voter list.
- (d) The election of members of the Board of Directors of Shippers' Council of Bangladesh shall be held before 15 days of the expiry of the term and the Annual General Meeting must be held within the terms and charges should be handed over to the newly elected members of the Board of Directors in the same Annual General Meeting. If, however, the Annual General Meeting is not held accordingly, the newly elected members of the Board of Directors shall be deemed to have been empowered automatically. In cases of Election Board, Election Appellate Board are not formed and Election Schedule not drawn up within specified time and/or the results of election declared invalid by the competent authority and/or the Annual General Meeting is not held within the calendar year, the members of the existing Board of Directors shall be declared to have relinquished their responsibilities.

**Provided that :**

If the election can not be held for reasons beyond control (Acts of God) Director of Trade Organization (DTO) may be approached for extension of date of holding election within the resolution of Board of Directors in accordance with the recommendation of the Election Board.

If the extension of time is allowed by the Director of Trade Organization, election shall be held within the extended time otherwise the members of the existing Board of Directors shall be deemed to have relinquished their responsibilities. If the extension of time is not allowed by the Director of Trade Organization the members of the existing Board of Directors shall be deemed to have relinquished their responsibilities from the original date of election.

If adequate steps are not taken for holding election as per instructions, the existing Chairman, Senior Vice-Chairman, Vice-Chairman and Members of the Board of Directors shall not be eligible to contest in any election of any Trade Body for next 6 (six) years.

- (i) Provided that the election shall be held by secret ballot and members shall cast their votes personally. Voting by proxy shall not be allowed.
- (ii) The term of office of the members of the Board of Directors shall be two years from the date of assumption of office. Any person who is elected as a member of the Board of Directors through regular election held for every two year term and thus remains a member of the Board of Directors shall be eligible for re-election for every two years.
- (iii) Members of the Board of Directors thus elected shall elect Chairman, Senior Vice-Chairman and Vice-Chairman of the Board of Directors. If there are more than one candidate for the post of Chairman, Senior Vice-Chairman and Vice-Chairman then election for the same be held by secret ballot. In case of a tie, decision in the matter shall be taken by lottery. The results of the lottery will be taken by the Election Board shall conduct this election within 48 hours of the publication of the final results of the election of the members of the Board of Directors.



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সহকারী রেজিস্ট্রার  
রেজিস্ট্রারের পক্ষে।  
স্বাক্ষর ও পঠিত।



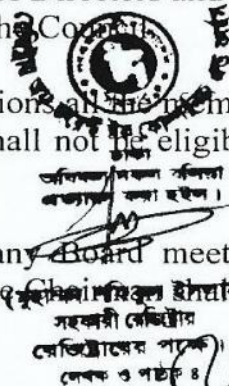
- (iv) A member of the Board of Directors who has been elected Chairman, Senior Vice-Chairman and Vice-Chairman through regular election held for every two year term and continues to hold the office of the Chairman, Senior Vice-Chairman and Vice-Chairman respectively shall be eligible to stand for re-election for every two years.

### FUNCTION AND POWER OF THE BOARD OF DIRECTORS

- v) The Board of Directors shall function as the executive body of the Council. The Board shall have the power to appoint committees, sub-committees or working groups to study or examine any particular subject/subjects or matters/and may delegate to any such committee, sub-committee or working group such power as the Board of Directors deems necessary to further the objects and policy of the Shippers' Council of Bangladesh.

The Board of Directors shall function, notwithstanding any vacancy therein and notwithstanding any defect in the appointment, nomination, co-option or election of any member, and no act or proceeding of the Board of Directors shall be invalidated or nullified by reasons of the existence of any vacancy therein or of any defect in the appointment, co-option or election of any member.

- vi) The Chairman shall preside over all meetings of the Council including Board of Directors meeting and in his absence the Senior Vice-Chairman and in his absence the Vice-Chairman shall preside. In the absence of all of them meeting shall elect one of its members present to preside over the meeting.
- (a) At least one meeting of the Board of Directors will have to be held in every two months period. A meeting of the Board of Directors shall be held by giving a notice of at least 7 (seven) days in consultation with the Board of Directors and the Chairman. In case of an emergent meeting a 24 hours notice may be given.
- (b) In case of failure of holding the meeting of the Board of Directors within specified time, one or more than one of the members of the Board of Directors shall request the Chairman in writing to hold Board of Directors meeting within 7 (seven) days otherwise the Secretary General shall be bound to convene Board of Directors meeting on written requisition of 4 members (quorum) of the Board of Directors as per Agenda suggested by them.
- (c) Within 15 (fifteen) days of holding of Board of Directors meeting, all minutes and decision shall be sent to the members of the Board of Directors and copies have to be retained in Resolution Books and Record Books of the Council.
- (d) In case of default or failure to abide by above directions all the members of the Board of Directors of Shippers' Council of Bangladesh shall not be eligible to contest any election of any Trade Body for next 6 (six) years.
- vii) 4 (four) members of the Board of Directors at any Board meeting shall form a quorum. In any meeting of the Board of Directors the Chairman shall have the right to cast a second vote in case of a tie.

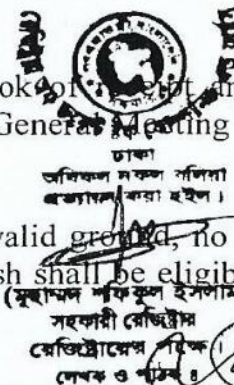




- viii) The Council may invite representatives from the Ministries of Shipping, Jute and Commerce and from Export Promotion Bureau not below the rank of Deputy Secretary to attend meeting of the Board of Directors but shall not be entitled to vote.
- ix) The Chairman shall exercise supervision and control over the affairs of the Shippers' Council of Bangladesh.
- x) If any vacancy in the Board of Directors arises due to death, resignation, removal, insanity, insolvency or conviction on grounds of moral turpitude or otherwise, the remaining members of the Board of Directors shall fill such vacancy by electing a member from the same category for which the vacancy is occurred. Person so elected shall hold office for the remaining period of the particular term.
- xi) There shall be a Secretary General who shall be appointed by the Board of Directors on such terms and conditions as may be determined by the Board of Directors
- xii) The Secretary General shall be the Chief Executive Officer of the Shippers' Council of Bangladesh and subject to any orders and rules of the Council he shall be responsible for the proper administration of the affairs of the Shippers' Council of Bangladesh under the guidance of the Board of Directors and the Chairman. The Secretary General shall as and when desired by the Board of Directors or the Chairman, represent the Council in negotiations/discussions with concerned agencies, both within the country and abroad, on behalf of the Council.

### ACCOUNTS AND BALANCE SHEET

- xiii) The Council shall maintain and preserve all of the following records and/or documents in its registered office.
  - (a) All money received and expenditure made specifying head of receipts and expenses.
  - (b) Records of all movable and immovable assets and
  - (c) All liabilities.
- xiv) All moneys received shall be accepted with proper money receipt and shall be deposited in the Shippers' Council of Bangladesh Bank Account. All payments shall be made after obtaining proper acknowledgement/ receipt. All payments made above **Taka ten thousand** must be made by Cheque.
- xv) Board of Directors shall ensure maintenance of Book of Receipt and expenditure, Annual Balance Sheet and audit report in the Annual General Meeting for approval of the members according to Companies Act.
- xvi) On failure to abide by the above directions without valid ground, no member of the Board of Directors of Shippers' Council of Bangladesh shall be eligible to contest in any election of any Trade Body for next 6 (six) years.





- xvii) Even if scheduled election can not held and/or audit report cannot be completed within time, still then Annual General Meeting must be held stating the failure hereof.

### ANNUAL GENERAL MEETING

11. (a) The Annual General Meeting of the Council shall be held once in every calendar year at such time and date as shall be determined by the Board of Directors but not later than 15 months of the last such meeting unless the period is extended by a competent Court under special circumstances. In the election year the election of the Board of Directors including its Chairman, Senior Vice-Chairman and Vice-Chairman shall be held before the Annual General Meeting, as per Article 10(iii).
- (b) Quorum of the Annual General Meeting : If the members of the Council at the time of the meeting do 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 with the limitation that no quorum shall in any case exceed ten.
- (c) The Annual General Meeting shall transact the following business :-
- To confirm the minutes of the last Annual General Meeting.
  - To pass the Annual Report of the Board of Directors, Audited Balance Sheet and Statement of Accounts for the preceding financial year.
  - To appoint an auditor or auditors and to fix their remuneration.
  - Declaration of the result of election and induction in office of the newly elected Chairman, Senior Vice Chairman and Vice Chairman and members of the Board of Directors.
  - Miscellaneous with prior permission of the Chairman of the Council.

### EXTRA-ORDINARY GENERAL MEETING

12. (a) Extra-Ordinary General Meeting of the Council shall be held at any time and at such places as the Board of Directors may deem convenient for the disposal the business of the Council. At such meetings business specified in the Agenda shall only be transacted.

At least 21 days notice for an Extra-Ordinary General Meeting specifying the place, date and hour of the meeting shall be circulated to the general members along with the notice of the meeting. Non-receipt of such a notice, by any member shall not invalidate the proceedings at such meeting.

- (b) **Quorum** : If the members of the Council at the time of the meeting do 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 with the limitation that no quorum shall in any case exceed ten.



(মুহাম্মদ শফিকুল ইসলাম)  
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রেজিস্ট্রারের শ্রমিক  
লেক্স ও হাউস ৪

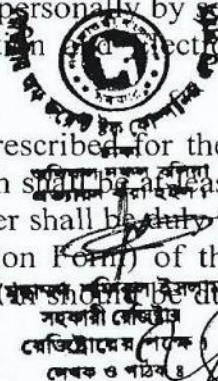


## PROCEDURE OF ELECTION OF THE BOARD OF DIRECTORS

13. (a) A 3 (three) member Election Board and a 3 (three) member Appellate Board including their Chairman shall be constituted by the Board of Directors at least 90 (ninety) days before the date of holding of election to perform all matters of holding of such election under the provisions of the Trade Organisations Rules, Articles of Association of the Shippers' Council of Bangladesh and Election Rules framed thereunder.

Provided that no member of the Board of Directors or a candidate or his proposer or seconder shall be included in such Election Board and Appellate Board.

- (b) Election Board shall announce the schedule of election at least 80 (eighty) days before the date of holding of election.
- (c) Notice of election and election schedule shall be exhibited in the office notice board and shall be circulated to the members under certificate of posting under the supervision of the Election Board.
- (d) Only such members as have been enrolled 120 days before the date of election shall be entitled to vote or stand for election or nominate a candidate for election. Further, member whose annual subscription remains due on the 60th day before the date of such election shall not be eligible to stand or nominate a candidate for election.
- (e) The Election Board shall prepare preliminary voters' list for each category of voters on the basis of Article 8 and publish the same at least 50 days before the date of holding of election and shall display the same on the office notice board of the Council at least for three days after the date of publication of such voters' list for the inspection of all members.
- (f) In case of any objection about inclusion or exclusion of name of any members from the preliminary voters' list the aggrieved member shall file an objection with the Appellate Board within 6 (six) days from the date of publication of the preliminary voters' list. The Appellate Board after giving reasonable opportunity of being heard to parties concerned shall dispose of the same and communicate its decision to the Election Board within 3 (three) days of filing such objection.
- (g) The Election Board shall publish the final voters' list within 3 (three) days of receipt of the decision of Appellate Board after incorporation in the preliminary voters' list the changes if any required by the above decision of the Appellate Board.
- (h) Only those voters whose names are included in the final voters' list shall be eligible to be candidate or proposer or seconder and cast votes personally by secret ballot under the provisions of the relevant Articles of Association and Election Rules framed thereunder. Voting by proxy shall not be allowed.
- (i) Nomination papers shall be submitted in a Form prescribed for the purpose within such date and time as per the election schedule which shall be at least 30 days before the date of holding of election. Such nomination paper shall be duly filled in with full particulars (as specified in the prescribed nomination Form) of the candidate, his proposer and seconder. Nomination paper thus filled shall be duly signed by the



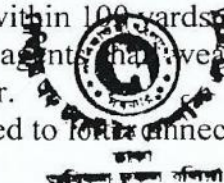


No member shall nominate, propose or cast his vote in favour of a candidate other than the one belonging to his own category of membership.

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in the মহাবীর সের্ভিস  
সেভিট্রিয়ের পক্ষে  
লেখক ও চার্টার



- (u) 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.
- (v) Election Board shall publish forthwith the results of such election in the office notice board.
- (w) Any candidate having objection in the said results of election may file an objection to the Appellate 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 election.
- (x) The Appellate 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 for filing of such objections, as mentioned in the election schedule.
- (y) The Election Board on receipt of the verdict of the Appellate Board about the results of election shall forthwith publish the final results of election on the basis of such verdict. In case where no objection is raised within the date and time fixed in the election schedule then the results declared by the Election Board under Articles 13(v) shall be treated as the final results of the election.
- (z) The following shall remain prohibited from the date of publication of the Election Schedule till the date of declaration of the final results of Election. In case of default of any of the following Code of Conduct by any Candidate his candidature may be cancelled after giving an opportunity of self-defence.
  - a) Advertisements, Banner, Pandel, Posters of all kinds.
  - b) All processions and Slogans and Miking.
  - c) Multicolour leaflets or brochures of all sorts. But the candidates are allowed to send A4 size Election leaflets to the voter printed in Black and White colour only but no gift is to be allowed to be sent to the voters.
  - d) No candidate individually, Jointly or Group-wise shall be able to meet in any meeting or entertain in Hotels, Restaurants and Community Centers directly or indirectly with the voters.
  - e) Under the supervision of the Election Board introductory meeting of all candidates may be arranged.
  - f) All Election campaign from 48 hours before the date and time of holding the Election till the completion of the Election.
  - g) Gathering or assembling at the entrance premises within 100 yards of SCB polling center and no candidate and/or his supporters and agents shall wear any badge or Monogram and shall not display or carry any poster.
  - h) No candidate, his supporter or voter shall be allowed to loiter unnecessarily within the polling center.
  - i) Election Board shall have the power to extrude any candidate, voter or supporter from the Election Booth, in case is found to violate any Code of Conduct, or misbehave or canvass for any candidate.



(মুহাম্মদ শফিকুল ইসলাম)  
সহকারী রেজিষ্টার  
রেজিষ্ট্রারের দপ্তর  
দেখা ও শাসিত।

*[Handwritten signature]*



However, the candidates may hold group-wise "Projection Meeting" under the Chairmanship of Chairman, Election Board who shall also conduct such Projection Meeting. Provided that.

- a) Each candidate shall be given equal time to address his voters.
- b) No Personal vilification, allegation or attack and no political speech shall be allowed.

Chairman Election Board may charge a fee at equal rate from the candidates for holding such Projection Meeting.

Any violation of Election Code of Conduct set-forth in these Election Rules shall be dealt with as follows :

- i) All objections against any candidates or grievances of any candidate for violation of Election Code of Conduct shall be filed forthwith in writing with the Election Board.
- ii) The Election Board shall conduct a proper hearing of the candidate for self-defence and shall give a decision.
- iii) In case the aggrieved candidate is not satisfied with such decision of the Election Board, he shall be able to appeal in writing with the Election Appellate Board.
- iv) The Appellate Board on recommendation from Election Board may meet from time to time in respect of giving quick decision in respect of violation of Election Code of Conduct.
- v) The Appellate Board shall be present during Election for over-seeing smooth running of Election and also to give quick decision after giving proper hearing to the aggrieved candidate.
- vi) All notice of such hearing shall be notified to the concerned parties through notice Board which shall be deemed to be valid.
- vii) The Decision of the Appellate Board after hearing shall be final and legally binding.

Election Board shall decide as to how many voters can enter into the Election Booth "at a time" for casting their vote. None shall be allowed to enter into the Booth, except the members of Election Board, Law Enforcing Agencies, candidates and the voters who come for casting vote.

Not more than one voter will be allowed to enter into the secret enclosure ear marked for sealing or putting tick mark in the ballot paper. No ballot paper shall be allowed to be taken out from the Election Booth.

All voters shall cast their votes by secret ballot under the supervision of Election Board. In case of violation of this order or disobedience or misbehaviour in favour of any candidate shall empower the Election Board to extend and/or voter from the area of Election Booth.

Candidate shall be allowed to enter Election area and election booth and take their seats only in the place specified and selected by the Election Board, however on permission from the Election Board they will be allowed to enter into the polling booth for casting their own vote for once.



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সহকারী মেম্বর  
মেম্বারদের পক্ষে  
স্বাক্ষর ও পদস্বাক্ষর



No candidate shall be allowed to indulge in any sort of discussion or campaign with any voter inside the polling booth.

Candidate may lodge complaint to the Election Board against any body who is not a voter, a false voter or has cast his vote earlier. Candidates may also lodge complaint to the Election Board for violation of any other election Code of Conduct on the part of any candidate or voter on their agents.

Election Board shall forthwith redress such complaints and issue necessary orders.

On the event of disobeying the orders or ignoring the cautions of Election Board, if any candidate continues to violate Code of Conduct as specified above, Election Board may take any action after giving chance for self defence.

The voter list shall also mention the name of the voter including voter number, name and address of the firm and TIN. All voters shall be identified by their specimen signature retained in the office, identity card with photograph issued by the Election Board. Any firm the name of whose representative is not shown in the voters list shall not be entitled to participate in the election.

Election Board shall be fully satisfied of the genuinity of the voter through his identity card or his specimen signature retained in the office of Shippers' Council of Bangladesh and then shall note down voters name and number. It shall then obtain the signature of the voter in the first part (Counter foil) of the ballot paper and put the seal of Shippers' Council of Bangladesh and his own signature and hand over the second part (i.e. Ballot paper) to the voter for casting his vote. The Election Board shall also keep a record of voter's name and serial number as proof of his casting of vote. In no case the Election Board shall issue more than one ballot paper to the same voter.

Election Board at its discretion, may allow any voter if found unable to cast his vote alone, due to physical inability with the help of one of the members of Election Board.

Before at least 15 minutes of starting election, Election Board shall ensure emptiness of the ballot box in presence of candidates, if present and shall place the box in a visible and prominent place for voting.

Not more than one ballot box shall be allowed to be placed to cast vote at any time irrespective of voter class or group. If one ballot box appears to have been filled or found unsuitable, the Election Board shall seal the same ballot box and place it in a safe and visible place and replace the ballot box by another empty and sealed ballot box.

In case of recess of voting (i.e. lunch, prayer etc.) for temporary time, Election Board shall seal the ballot paper till restart of polling.

All voters present in the booth during the time and date of Election schedule shall be allowed to cast their vote.

After completion of casting vote, counting of vote shall be started and continue till finishing of counting at a stress. Candidates may be present at the time of counting of vote. If however, they can not remain present they may, with permission of Election Board, authorize their representatives to remain present on their behalf.



স্বাক্ষর  
সচিব, নির্বাচন বোর্ড  
কেন্দ্রীয় কার্যালয়, ঢাকা

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Member of each class entitled to vote shall cast their votes by ballot, in the following manner :

- a) One vote for each seat to be filled in their own class.
- b) Voters shall use only the ballot paper specially prepared for the purpose by the Election Board.
- c) Each voter will be issued a "Voter's identity card" for the purpose of casting of vote. In this regard Shippers' Council of Bangladesh office will issue circular to all voters to collect their identity cards on submission of a request letter in their letter heads duly signed by the voter himself or through his authorized representatives.

After completion of voting, Election Board shall open the ballot box/boxes and count the ballot papers and then shall start counting the votes cast. Ballot papers shall be considered cancelled for the following reasons:-

- a) If there be no seal and signature of Election Board.
- b) If less or more votes are cast than the fixed number of seats. and
- c) If there be any over writing or erasing or mutilation.

Election Board shall count all valid votes of each candidate and duly keep proper record. No body except the Election Board shall be allowed to be present at the time of counting of votes.

On completion of casting and counting of votes, the Election Board shall announce and declare the result of election. After that the following documents shall be sealed and signed separately and jointly by the Election Board and Appellate Board and shall be preserved in safe custody:-

- a) Unused Ballot papers (with serial number and quantity)
- b) Valid votes (number to be mentioned)
- c) Invalid ballot papers (number to be mentioned)
- d) Counter foils of issued ballot papers (serial number and numbers to be mentioned) and
- e) Counting officials and Election Board duly signed and sealed results sheet.

The above mentioned documents shall only be opened in presence of the candidate or candidates by the order of Election Appellate Board, or Arbitration Tribunal or Government or Competent Court.

14. (a) Every Chairman, Senior Vice-Chairman, Vice-Chairman, Members of the Board of Directors and every officer or staff of the Shippers' Council of Bangladesh shall be indemnified by Association against and it shall be the duty of the Board of Directors to pay out of the funds of the Association all costs, losses and expenses which such persons may incur or become liable by reason of any contract entered into or thing done by them as such persons acting in good faith in the discharge of their duties including travelling expenses and the amount for which such indemnity shall immediately be a charge on the property of the Association and have priority as between the members over all their claims.

(মুহাম্মদ শফিকুল ইসলাম)  
সহকারী সেক্রেটারী  
স্বত্ত্বাধীন পক্ষে  
লেখক ও সাক্ষর



- (b) No Chairman, Senior Vice-Chairman, Vice-Chairman and Members of the Board of Directors or Secretary General or any other officer of the Shippers' Council of Bangladesh shall be liable for the acts, receipts or defaults of any other members of the Board of Directors or officer or for joining in any receipt of 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 Board of Directors for or 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 torturous act of any person with whom any moneys, security or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty or wilful neglect.

### WINDING UP THE SHIPPERS' COUNCIL OF BANGLADESH

15. (a) In the event of the Shippers' Council of Bangladesh being wound up during the time when one is a member or within one year afterwards, every member shall contribute to the assets and liabilities of the Shippers' Council of Bangladesh proportionately, to one's members for payment of debts and liabilities of the Shippers' Council of Bangladesh contracted before the time at which one ceases to be a member and of the costs, charges and expenses of winding up the Shippers' Council of Bangladesh.
- (b) The Shippers' Council of Bangladesh shall not be dissolved except by the vote of a majority of three-fourth members present at a general meeting called for the purpose.
- (c) It upon the winding up or dissolution of the Shippers' Council of Bangladesh there remains, after satisfaction of all debts and liabilities of the Shippers' Council of Bangladesh, any property whatsoever, the same shall not be distributed amongst the members of the Shippers' Council of Bangladesh but be transferred to some other institution or organisation having objects similar to the object of the Shippers' Council of Bangladesh, to be determined by the members of the Shippers' Council of Bangladesh at or before the dissolution.

### AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

16. The Memorandum and Articles of Association of the Shippers' Council of Bangladesh may be amended by two-third members of the Shippers' Council of Bangladesh in special General Meeting called for the purpose. Such meeting may be called either by the Board of Directors of the Shippers' Council of Bangladesh or on requisition by majority of the members of the General Body of the Association.

Accepted New Printed Articles of Association vide No-10(d)(ii) (iv)  
Adoption and Adopted vide Special Resolution Dated: 22.11.2018

অধিবেশন কাল স্থগিত  
প্রস্তাবনা করা হইল।  
(মুহাম্মদ শফিকুল ইসলাম)  
সহকারী সেক্রেটারী  
রেজিস্ট্রারের পক্ষে।  
স্বাক্ষর ও মোহর।