

সংখ্যা নং ৩৩৬৭ তারিখ- ২৩-১২-২০২৪

কম্পানি আইন, ১৯৯৪

UNDER SECTION 28 OF THE COMPANIES ACT, 1994

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF



BANGLADESH FREIGHT FORWARDERS ASSOCIATION



স্বাক্ষরিত
২৩/১২/২৪

২৩/১২/২৪

স্বাক্ষরিত
২৩/১২/২৪
আলমগির মন্ডল
ব্যবস্থাপক
বাংলাদেশ ফ্রাইট ফরওয়ার্ডার্স অসোসিয়েশন

3 MAY 2024



Certificate of Incorporation

No.TO-735/10.....

I hereby certify thatBangladesh Freight.....

.....Forwarders Association.....

is this day incorporated under the Companies Act (Act XVIII) of
1994 and that the Company is Limited.

Given under my hand at.....Dhaka.....

this...Twenty-Second.....day of.....March.....
two thousand.....Ten.....



Deputy

Registrar of Joint Stock Companies & Firms,
Bangladesh.

THE COMPANIES ACT, 1994

(ACT XVIII OF 1994)

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

MEMORANDUM OF ASSOCIATION OF
BANGLADESH FREIGHT FORWARDERS ASSOCIATION

The Name of the Association is "Bangladesh Freight Forwarders Association"

- I) This Association, namely, Bangladesh Freight Forwarders Association has been formed by dissolution of International Freight Forwarders Association of Bangladesh and Association of Cargo Agents of Bangladesh. By Virtue of being a member of the aforesaid associations, a company/firm shall automatically become the member of Bangladesh Freight Forwarders Association, provided that the said company/firm fulfill the criteria of eligibility for membership of the new association as per its Memorandum and Articles of Association. All existing assets, liabilities, funds and office establishments etc. will accordingly be inherited by Bangladesh Freight Forwarders Association.
- II) The Registered office of the Association shall be situated in Bangladesh.
- III) The area of operation of the Association shall be the geographical territory of Bangladesh.
- IV) The objects for which the Association is established are:
 1. To promote, protect and safeguard the interest of the members of Bangladesh Freight Forwarders Association, engaged in total transportation of the goods in International trade by sea, land, air or combined or multimodal transportation and any other service like, warehousing, packing, space booking, export/import documentation, CFS operation, customs brokerage/clearing and forwarding, consolidation/deconsolidation and all other functions pertaining to freight forwarding, cargo agency, logistics service provider, Non Vessel Operating Common Carrier, logistics and supply chain management.
 2. To promote unity and to encourage, promote and foster the ideas of co-operation and friendly relations amongst the Freight Forwarders and logistics service provider in Bangladesh.

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২১/০৬/২৪
সাধারণ সম্পাদক
আল-আমিন হোসেন
বাণিজ্য মন্ত্রণালয়
বাংলাদেশ সচিবালয়, ঢাকা

স্বাক্ষরিত
২১/০৬/২৪
(স্বাক্ষরিত আল-আমিন হোসেন)
সংসদীয় প্রতিনিধিত্ব
বাণিজ্য মন্ত্রণালয়
বাংলাদেশ সচিবালয়, ঢাকা
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16. To establish any of fund or endowment and accept towards the same any request, gifts, donation or subscription and to establish and support institution and trust calculated to benefit the members of the Association, its employees or their dependants and to grant gratuities, pensions and allowances, and to subscribe or grant money for any charitable or benevolent objects or for any general public or useful objects.
17. To establish and prepare general principles and Standard Trading Conditions (STC) to regulate and control the business of freight forwarders of Bangladesh.
18. To hire/appoint and remunerate persons or companies for services rendered or to be rendered to the Association.
19. To pay from the fund of the Association all costs, charges and expenses preliminary and incidental for promotion, establishment and registration of the association.
20. To borrow or take loan from any source as may be required by the Association from time to time to secure the payment of such loan or debts in such manner and on such terms and conditions as may be determined by the Board of Directors of the Association.
21. To draw, make, accept, discount, execute bills of exchange, promissory notes, cheques, pay orders and any other negotiable or transferable instruments.
22. To bring/institute suites or take any other legal actions, civil, criminal, financial, financial or otherwise, whether original or appellate, in any court of law in Bangladesh or elsewhere for and on behalf of the Association and also sign petition, applications, written statements and vakalatnamas and authorize legal practitioners to act for, and on behalf of the association.
23. To represent the cause of the Association before all the authorities concerned or any other local body or standing committee.
24. To formulate rules, regulate, change, reform standard, policies, principles and practices to be maintained and as well as their business.

V) The Liability of the members is Limited

VI) The income and property of the Association whatsoever derived shall be applied solely towards the promotion and attainment of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of profit or dividend to the members of the Association provided that nothing herein contained shall prevent the payment in good faith or expenses or remuneration to any employees of the Association or any other person thereof for the services rendered to the Association.

স্বাক্ষরিত
২০/০৫/২৪
আগস্টিন সুলতানা
প্রশাসনিক কর্মকর্তা
আগিকা মহলায়
স্বাক্ষরিত সচিবালয়, ঢাকা

স্বাক্ষরিত
২০/০৫/২৪
মোঃ রফিক আহমেদ সানী
সহকারী রেজিস্ট্রার
জাজিরদারের পক্ষে
২৩ MAY 2024
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- VII) The Paragraph (VI) Of This Memorandum of Association is Condition on which the license is granted by the Government of the People's Republic of Bangladesh to the Association In pursuance of section 3 of the Trade Organization Ordinance, 1961 (XLV of 1961) & any Subsequent change/amendment.
- VIII) If upon winding up or dissolution of the Association, There shall remain after the satisfaction of all its debts and liabilities any property, whatsoever, the same shall not be paid or distributed among the members of the Association, but shall be given to some other association or institutions, society, etc. having similar objects as may be determined by by the votes of not less than 3/4th of the members present personally at the time of dissolution, or in default thereof by such Judge of the Supreme Court (High Court Division) as may have or acquired jurisdiction in the matter.
- IX) Every member of The Association hereby undertake to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same as may be required not exceeding TK. 5,000.00 for ordinary members and TK. 2,000.00 for Associate Members.
- X) All amendments to the Memorandum of Association shall be subject to the prior approval of the government of the People's Republic of Bangladesh and shall also be made whenever require by the Government in the public interest.
- XI) We the several person, whose names and addresses are subscribed below, are desirous of forming into an association in pursuance of this Memorandum of Association and we respectively agree to abide by the Rules and Regulations made hereunder;

স্বাক্ষরিত
২৩/০৩/২৪
নাসরিন সুলতানা
প্রশাসনিক কর্মকর্তা
বাণিজ্য মন্ত্রণালয়
সংসদ ভবন, ঢাকা

জাতীয়
সংসদ
বাণিজ্য
মন্ত্রণালয়
ঢাকা
অধিকার সচিব
প্রত্যাশিত
স্বাক্ষরিত
(মোঃ রকিব আহমেদ রনি)
সংসদীয়
রেজিস্ট্রার
স্বাক্ষর ও পাঠ
২৩ MAY 2024

11.	Capt. Mohiuddin Abdul Kadir Director Human Resources	Interport Ship Agents Ltd. H.B.F.C. Building (5 th Floor), 1/D, Agrabad C/A, Chittagong.	
12.	Mr. M. A. Sobhan Director Human Resources	Sunnytrans International Ltd. Light House, H# 461(g. Floor), R# 31, New DOHS, Mohakhali, Dhaka.	
13.	Mr. Syed Golam Mowla Director (Special Affairs)	Multi Freight Ltd. Novo Tower (11th Floor) 270 Tejgaon Industrial Area, Dhaka-1217	
14.	Mr. Amirul Islam Chowdhury (Mizan) Director	Transmodal Company Ltd. Sattar Chamber (3rd Floor) 99 Agrabad C/A, Chittagong.	
15.	Mr. Demien Gonsalves Director	Airborne Cargo Services Ltd. House # 97A (3rd Floor), R # 7 Sector # 4, Uttara Model Town, Dhaka- 1230	
16.	Mr. Asif A. Chowdhury Director	Crown Navigation Co. (Pvt.) Ltd. Jiban Bima Bhaban (3rd Floor), 1053, Agrabad C/A, Chittagong.	
17.	Capt. (Retd.) Zahir Uddin Ahmed Director	Suzuti Cargo & Logistics Services Mouchak Tower (9th Floor) 83/B, Siddeswari Circular Road Malibag Turn, Dhaka-1217.	
18.	Mr. Zahid Hossain Director	Awards Transportation Ltd. 1Fl, Mukta Bhaban 193/F Fakirapool Road, Motijheel C/A, Dhaka-1000.	
19.	Mr. Mohd. Sazzadullah Director	Hybrid Trade & Marketing Ltd. Aziz Court (3rd Floor) 88/89, Agrabad C/A, Chittagong	

তারিখ
১১/০৫/১৪
আগস্টিন সুলতানা
মানসনিক কর্মকর্তা
বাণিজ্য মন্ত্রণালয়
বালোদেশ সচিবালয়, ঢাকা

গোপনীয়
অবিকল নকল বণিয়া
প্রত্যয়ন করা হইল
(মোঃ রাকিব আহমেদ বনৌ)

সংকল্পিত
রেজিস্ট্রারের পক্ষ
লেখক ও পাঠক
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THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)
A COMPANY LIMITED BY GUARANTEE AND REGISTERED
UNDER SECTION 28 OF THE COMPANIES ACT, 1994
ARTICLES OF ASSOCIATION
OF
BANGLADESH FREIGHT FORWARDERS ASSOCIATION

PRELIMINARY

The regulation contained in the 7th schedule of the Companies Act, 1994 (Act XVIII of 1994) shall apply to this Association registered under section 28 of the Companies Act, 1994 read with the Trade Organization Act, 2022. The provisions made in these Articles shall be interpreted in accordance with the provisions of the Trade Organization Act, 2022 and the Rules and/or delegated legislations framed thereunder time to time by Government of Bangladesh.

Provision of the Companies Act, 1994 will apply where no specific direction is stipulated in these articles.

INTERPRETATION

In these Articles unless there is something repugnant in the subject or context inconsistent therewith:

01. The Association means Bangladesh Freight Forwarders Association (hereinafter referred to as "BANGLADESH FREIGHT FORWARDERS ASSOCIATION") incorporated under the provision of section 28 of the Companies Act, 1994.
02. "Member" means any firm or company whose application for membership has been approved by the Board of Directors and whose name have been entered in the register.
03. "Board of Directors" means Board of Directors elected as per the Articles of Association.
04. "Director" means any member of the Board of Directors of the Company.
05. "Regional Committee" means the regional committee formed by the Board of Directors of the Company.
06. "The Act" means the Companies Act, 1994 (Act XVIII of 1994) of Bangladesh.

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২৪/১৬/১৯
সাধারণ সম্পাদক
বাংলাদেশ ফ্রাইট ফরওয়ার্ডার্স
অসোসিয়েশন, ঢাকা

সহকারী সেক্রেটারি
বাংলাদেশ ফ্রাইট ফরওয়ার্ডার্স
অসোসিয়েশন, ঢাকা
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07. "The Registrar" means the Registrar of Joint Stock Companies and Firms of Bangladesh, appointed by the Ministry of Commerce, Government of the People's Republic of Bangladesh.
08. "The Register" means the official directory of the Members of the Company being retained as per section 34 of the Company Act, 1994.
09. The Association may register unlimited number of members and no restriction shall apply on the number of Registered Members.
10. "Special Resolution" and "Extraordinary Resolution" shall have the meaning assigned thereto respectively by the Companies Act, 1994.
11. "The President" means the President of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.
12. "The Chief Administrative Officer" means full time paid Secretary of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.
13. "The Year" means the English Calendar Year.
14. "The Month" means the English Calendar month.
15. "In the writing or written" shall mean printing, lithography or any other mode or representing or reproducing words in legible form.
16. "The Office" means the registered office of BANGLADESH FREIGHT FORWARDERS ASSOCIATION located in Bangladesh.
17. "Regional Office" means the branch office(s) of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.
18. "The Act" means the Trade Organization Act, 2022 (Act IX of 2022).
19. "The Rules" mean the regulations or delegated legislations enacted under the Trade Organization Act, 2022 or as amended from time to time.
20. "Government" means Government of the People's Republic of Bangladesh.

21. CLASSIFICATION OF MEMBERS

There shall be two classes of members:

- a) General Members
- b) Associate Members

a) General Members:

General Members shall be the commercial entities engaged in Freight Forwarding and Logistic Services, Consolidator, De-consolidator, Cargo Agent, NVOCC and MTO, Business.



(স্বাক্ষরিত) (স্বাক্ষরিত)
স্বাক্ষরিত (স্বাক্ষরিত)
স্বাক্ষরিত (স্বাক্ষরিত)
স্বাক্ষরিত (স্বাক্ষরিত)

b) Associate Members:

Associate Members shall be the commercial entities engaged in the business of related services, and as determined by the Board of Directors time to time.

c. Adviser:

The Board of Directors may, from time to time, appoint 'Advisers' for a period of two (2) years from the date of appointment, who shall be appointed from among the members of BANGLADESH FREIGHT FORWARDERS ASSOCIATION with at least 25 years of industry experience with good standing, proven track record and reputation. That the number of Advisers shall not exceed four (4) at any point of time. An adviser thus appointed shall render his/her advice to the Board of Directors upon request from the Board.

22. ELIGIBILITY FOR GENERAL MEMBERSHIP

General Members shall be the commercial entities engaged in Freight Forwarding and Logistic Services, Consolidator, De-consolidator, Cargo Agent, NVOCC, and MTO, Business that meet the following criteria:

a) The applicant seeking a General Membership should be incorporated with the Registrar of Joint Stock Companies and Firms of Bangladesh as a Company limited by shares or as a partnership firm or proprietorship firm, carrying out the business of Freight Forwarding and Logistic Services, Consolidator, De-consolidator, Cargo Agent, NVOCC, and MTO.

b) The entity must have a Trade License, TIN Certificate, and VAT Registration Certificate.

If the applicant is a partnership firm, it must be registered in RJSC under the Partnership Act, 1932.

c) The Board of Directors shall have the power to set any further criteria of eligibility for new members.

23. APPLICATION FOR MEMBERSHIP

Every application seeking any kind of membership shall be made in the manner prescribed by BANGLADESH FREIGHT FORWARDERS ASSOCIATION. That the prescribed Application Form shall contain signatures of a proposer and a seconder who are General Members of BANGLADESH FREIGHT FORWARDERS ASSOCIATION. That the Board of Directors may change the requisites of the prescribed Application as they may deem fit, from time to time.

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সাধারণ সুলতানা
পেশাদারিক কর্মকর্তা
লিঙ্গা মহাপালায়
১০১ গতিবালায়, ঢাকা

(মোঃ রাকিব আহমেদ মনি)
সংসদীয় পরিচালক
বাংলাদেশ ফ্রাইট ফরওয়ার্ডার্স অসোসিয়েশন

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24. APPROVAL OF MEMBERSHIP

a) Notwithstanding to any provision of this Articles, entry of new members shall be decided by the Board of Directors who shall have the discretion to accept or reject any application for membership.

b) The Board of Directors shall have the power to accept, reject or defer disposal of an application for new membership within one hundred and eighty (180) days from the date of submission of such application.

25. ENTRY FEE, ANNUAL SUBSCRIPTION AND RE-ENTRY FEE

a) The Board of Directors shall have the power to fix and collect fees and/or charges for the membership of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, except for the annual subscription and re-entry fees. The annual subscription and re-entry fees shall be fixed only at the EGM.

b) The Board of Directors may collect or charge BANGLADESH FREIGHT FORWARDERS ASSOCIATION Development Fee from an applicant seeking membership of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

c) That the Board of Directors shall have the power to amend or revise the fees and/or charges as specified in the table below, as it may deem necessary for the interest of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

d) Any application submitted seeking re-entry or membership of BANGLADESH FREIGHT FORWARDERS ASSOCIATION must be accompanied with the requisite payment of entry or re-entry fee, membership fee, annual subscription fee, BANGLADESH FREIGHT FORWARDERS ASSOCIATION Development Fee and/or any other applicable fees, prescribed by the Board of Directors. For any unsuccessful application any payment of fees deposited by an applicant shall be refunded subject to deduction of application processing and administrative fee from the amount of Entry Fee. Entry Fee and Annual Subscription Fee paid with any application submitted with false information or fraudulent or forged documents shall be forfeited.

e) Payment for subscription of all classes of members shall be due on 1st January in each calendar year.

	General Member	Associate Member
Entry Fee	BDT 100,000.00	BDT 25,000.00
Annual Subscription Fee	BDT 2,500.00	BDT 2,500.00
Late Fee for Annual Subscription (Per Month)	BDT 200.00	BDT 200.00
Re-entry Fee	BDT 5,000.00	BDT 5,000.00

(মোঃ রকিব আহমেদ রণী)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
স্বাক্ষর ও পদস্বাক্ষর

স্বাক্ষরিত
২১/০৮/১৭
আসফিয়ার সুলতান
প্রশাসনিক কর্মকর্তা
তারিখ: ২১/০৮/১৭
আবুদাবিহা ১৮৬১০১৮, ঢাকা

26. REGISTER OF MEMBERS

The name, address, or any particular of the entity who becomes a member of BANGLADESH FREIGHT FORWARDERS ASSOCIATION must be recorded in the Register. Any change/s made therein, from time to time, shall duly be recorded, including the date of entry and cessation as a member, in the Register of Members of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

27. CEASATION, SUSPENSION, DISQUALIFICATION OR EXPULSION OF MEMBERSHIP

A member shall cease to be a Member of BANGLADESH FREIGHT FORWARDERS ASSOCIATION or be suspended or disqualified or expelled on the following grounds:

a) If a Member fails to pay its annual subscription fee, along with late fee (if any), by 31 December of each calendar year. Provided that payment of annual subscription fee shall stand due on 1st January, and no late fee shall be charged if paid by 31st March of the said year. Payment of late fee will be applicable from January if paid after 31st March of the said year.

b) If the member is adjudged insolvent or bankrupt by a competent court of law.

c) If the member is convicted of any criminal offence or adjudged defaulter by a competent court of law.

d) Upon dissolution or winding up of the company, partnership firm or proprietorship or entity.

e) If two-third majority of the members of the Board of Directors of BANGLADESH FREIGHT FORWARDERS ASSOCIATION decide to suspend or expel a member, against whom a complaint has been filed by another member entity and such complaint has been proved.

f) For any activity or action of the member, which may in the opinion of the simple majority of the members of the Board of Directors, appears to be detrimental or adversarial to the interests of BANGLADESH FREIGHT FORWARDERS ASSOCIATION. Provided that such member is given an opportunity of being heard by in person appearance.

g) If a Members fails to submit to BANGLADESH FREIGHT FORWARDERS ASSOCIATION every year a copy of the up to-date renewed "Trade License" within 90 days from the due date each year, subject to compliance of any other law applicable in this regard.

h) A member whose membership has been ceased or suspended or expelled for any reason as provided hereinabove, may re-apply for new membership or re-entry subject to complying with the relevant provisions and terms and conditions as may be applicable. A new or re-entered member shall not be eligible to participate in election

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আলমিহ আলতান
ব্যবসায়িক কর্মকর্তা
১০/১০, প্রত্নভাঙ্গা
খারোয়া-২০১, গাজিপুর, ঢাকা

(মোঃ রকিব আহমেদ রনি)
সহকারী সেক্রেটারি
নির্বাহী কর্মকর্তা

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or cast vote if its membership or re-entry takes place within the previous one hundred and twenty (120) days prior to the election day.

i) Any annual subscription fee or entry fee paid by member in a given running year shall be forfeited forthwith upon cessation or renouncement or suspension of the membership.

j) A member who desires to discontinue or renounce its membership with BANGLADESH FREIGHT FORWARDERS ASSOCIATION must serve a ninety (90) days prior written notice to the BANGLADESH FREIGHT FORWARDERS ASSOCIATION President. Such discontinuation, or resignation or renouncement of membership shall not absolve the member from payment of its outstanding dues to BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

k) No unregistered partnership or unincorporated company or enterprise without having a Trade License shall be eligible for Membership.

28. RIGHTS AND PRIVILEGE OF MEMBERS

All General Members shall be entitled to:

a) Attend all Annual General Meetings (AGM) and Extraordinary General Meetings (EGM) of BANGLADESH FREIGHT FORWARDERS ASSOCIATION upon receiving appropriate notice and circular, and enjoy voting right at the said AGM or EGM.

b) Participate in the election process of the Board of Directors of the Association as a voter and/or candidate, subject to compliance of the relevant provisions or requirements prescribed under the Articles.

c) Submit proposals for inclusion in the Agenda for Board of Directors Meetings and General Meetings.

d) Seek assistance from BANGLADESH FREIGHT FORWARDERS ASSOCIATION for the settlement of disputes or any other matter of business interest, and enjoy any privileges or benefits that may be provided by BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

29. All Associate Members shall be entitled to:

a. Attend, as observer, in all AGMs of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, upon receiving notices from the Board of Directors of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

b. Have access to all publications and information disseminated by BANGLADESH FREIGHT FORWARDERS ASSOCIATION, subject to any restriction(s) imposed by the Board of Directors, time to time.

১৩/১০/১৮
আসামি সুলতান
প্রশাসনিক কর্মকর্তা
বাণিজ্য মন্ত্রণালয়
আবুদাবিহা, তাজা

১৩/১০/১৮
মোঃ রফিক আহমেদ রনি
সহকারী সেক্রেটারি
বাণিজ্য মন্ত্রণালয়
আবুদাবিহা, তাজা
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c. **Nominate** in writing one authorised representative who must either be a Director, or a Partner or Proprietor of the Associate Member, and revoke or change such nomination.

d. **Make any suggestion(s)** for the interest of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

30. Associate Members shall have no voting rights at any BANGLADESH FREIGHT FORWARDERS ASSOCIATION meeting/s, and shall not be eligible for nomination for the Board of Directors Election.

31. BOARD OF DIRECTORS

a) The management of BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall at all times be vested with the Board of Directors of BANGLADESH FREIGHT FORWARDERS ASSOCIATION. The Board of Directors shall be consisting of 19 Members who shall be elected by the General Members.

b) The members so elected, within 48 hours of the official declaration of the results by the Election Board, shall meet to elect amongst themselves for the positions specified below:

- i. One (1) President
- ii. One (1) Senior Vice President
- iii. Three (3) Vice Presidents
- iv. One (1) Director, Administration
- v. One (1) Director, Finance
- vi. Twelve (12) Directors

Provided that, portfolios of the Twelve (12) Directors will be assigned by the Elected Board. In order to ensure adequate regional distribution of the posts, if the President is elected from one region, the Senior Vice President will be elected from the other region. Distribution of Directors in several Customs Authority areas will be done on proportionate basis according to the number of initial licenses issued by each regional Customs Authority, provided that Chittagong region will be represented by 7 (seven) members of the Board of Directors. Until BANGLADESH FREIGHT FORWARDERS ASSOCIATION has a new region (in addition of Dhaka and Chittagong), Chittagong region will be represented by 8 (eight) members of the Board of Directors, subject to the decision of the Board of Directors.

c) Members of the Board of Directors shall be elected by General Members through secret ballot as per the provisions of Trade Organization Act, 2022, and Rules framed thereunder. An outgoing Member of the Board shall become eligible for re-election. The election shall be held as per the relevant provisions of Trade Organization Act, 2022, and the Rules framed thereunder and as per any other law applicable in this regard onward election will take place every 02 (two) years.

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আলমিন সুলতানা
প্রশাসনিক কর্মকর্তা
মানিভায়া অফিসালয়
আলোদেশ সচিবালয়, ঢাকা

স্বাক্ষরিত
২৪/০৬/১৮
মোঃ দারুল আমিন
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
স্বাক্ষর
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d) The Board of Directors shall serve as the Managing Body of BANGLADESH FREIGHT FORWARDERS ASSOCIATION. In addition, it may exercise the powers and authorities explicitly conferred upon it by the relevant laws or by the MOA and AoA, and the Board of Directors may take up or perform any act, as per its decision taken in a Board Meeting or AGM or EGM, subject to not being in conflict to the Companies Act, 1994 and the MoA and AoA. Provided that the Board of Directors shall not take up or pass any resolution or make any decision with the objective to invalidate or for annulment of any lawful or legitimate decision/s or action taken by the previous Board of Directors, which would have remained valid or in force as if the previous Board of Directors was performing its function.

32. Without prejudice to the general powers, the Board of Directors shall have the power to:

a) Appoint, control, and dismiss an Chief Administrative Officer or such other staff as it deems necessary.

b) If any position in the Board of Directors fall vacant because of death or incapacity or cessation or suspension or renouncement of membership or for reasons stated in the Articles of Association of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, the Board may, at its discretion, invite the candidate who got the highest number of votes amongst the remaining unsuccessful candidates, to become a Member of the Board of Directors for the remaining period of the existing tenure of the Board. That in case such if candidate is unwilling or fails to accept such appointment, the Board shall have the power to co-opt a suitable candidate from amongst the General Members who in view of the Board has the necessary experience, capacity, and good standing.

c) Appoint committee or sub-committee for any specific purpose and period as the Board of Directors may deem appropriate.

d) Expel, suspend, or take disciplinary action on any member acting in a manner deemed to be contrary to the object or detrimental to the interest of the Association.

e) Delegate, subject to such conditions as the Board of Directors thinks fit, any of its power to committee or sub-committee.

33. Any member of the Board of Directors shall cease to hold office if he/she is no longer the authorised representative of a General Member.

34. The Board of Directors may establish regional office(s) with appropriate Regional Committee from time to time, by a Special Resolution taken at an AGM.

35. ANNUAL GENERAL MEETING (AGM)

The first Annual General Meeting shall be held within 90 days from the date of incorporation and thereafter all Annual General Meetings shall be held once in every calendar year, but not later than fifteen months from the date of the last Annual General Meeting for the following purposes:

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প্রশাসনিক কর্মকর্তা
বাণিজ্য মন্ত্রণালয়
বাংলাদেশ সচিবালয়, ঢাকা

স্বাক্ষর
মোঃ রাকিব আহমেদ বসী
সহকারী প্রকৌশল
প্রকৌশল বিভাগ
পাঠক
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c) To conduct any other business, subject to receiving request from a General Member in writing issued at least 7 (seven) days prior to the Meeting.

36. A minimum of twenty-one (21) days' notice of every Annual General Meeting shall be given to all Members specifying the time, date, and place of the AGM. The notice shall include the Annual Report, Balance Sheet, Statement of Accounts, and the Agenda for the AGM.

37. Presence or representation of at least ten percent (10%) General Members of BANGLADESH FREIGHT FORWARDERS ASSOCIATION is required to form the quorum in an AGM. At the AGM, each General Member may be represented by a representative nominated by such member, who shall be entitled to one vote.

38. The President of BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall preside as the Chairman to hold and conduct the AGM, and shall, in case of a tie, be entitled to the casting vote.

39. Annual General Meeting shall be held at any place within Bangladesh.

40. EXTRAORDINARY GENERAL MEETING (EGM)

An Extraordinary General Meeting (EGM) may be called and convened by the Board of Directors of BANGLADESH FREIGHT FORWARDERS ASSOCIATION if it considers it necessary to conduct any business, subject to issuing a Notice of not less than 21 days.

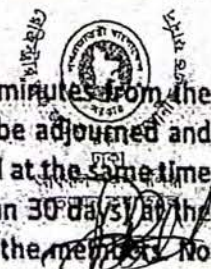
41. The Chief Administrative Officer shall convene an Extraordinary General Meeting (EGM), upon receiving requisition signed by at least one-tenth (1/10) of the total General Members subject to obtaining approval of the President, specifying the purpose of such meeting.

42. At least Twenty-one days' notice, for such meeting, together with the Agenda, shall be given to all Members for such Extraordinary General Meeting.

43. PROCEEDINGS AT GENERAL AT AGM AND EGM

No business shall be transacted in any General Meeting unless a quorum of members of BANGLADESH FREIGHT FORWARDERS ASSOCIATION is present at the commencement of such meeting.

44. If the quorum required is not present or fulfilled within sixty (60) minutes from the scheduled time on the date of an AGM or EGM, the meeting shall be adjourned and shall automatically be rescheduled on the 7th day from that date and at the same time and same place/venue, or on any subsequent day (but no later than 30 days) at the same place or at any other venue, subject to notification issued to the members. No quorum shall be necessary in such meeting.



(মোঃ রকিব আহমেদ রনি)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের কার্যালয়
মে ১৩, ২০২৪

নামনির্ন
২২/০৬/২৪
আসামিন সুলতানা
প্রশাসনিক কর্মকর্তা
বাণিজ্য মহলায়
বাংলাদেশ সচিবালয়, ঢাকা

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Election Date. Only General Members shall be eligible to seek candidacy and cast vote in the Election of the Board of Directors.

50. No person can be a voter or candidate to the Election of the Board of Directors of BANGLADESH FREIGHT FORWARDERS ASSOCIATION unless he/she is a Proprietor/Partner/Shareholder Director of the General Member company/firm, provided that the Member duly nominates such person 40 (forty) days prior to the date of the Election Date.

a) The existing Board of Directors shall constitute a three member Election Board and a three member Election Appeal Board, at least 90 (Ninety) days prior to the date of Election. Following persons shall not be eligible to be included in the Election Board or Election Appeal Board:

- i) Member of the Board of Directors,
- ii) Person seeking candidacy at the Election,
- iii) Proposer or Secunder of a Candidate.

b) The Election Board shall conduct the Elections and announce the Election result in writing which shall be signed by all the members of the Election Board.

51. The Election Board shall announce the Schedule of the Election at least 80 (Eighty) days prior to the date of Election, by specifying the dates for the following:

i. A date for publishing the preliminary voters list i.e. Members list, prior to 50 days of Election as per provisions herein.

ii. Date for filing any objection with the Election Appeal Board for inclusion or exclusion of the name of any voter from the preliminary voters list within 6 (six) days from publication of the preliminary voters list.

iii. Date for publication of the final voter list at least 40 days prior to the Election date as per the provisions herein.

iv. Date for filing of nomination papers for Election candidates at least 30 (thirty) days prior to the date of Election.

v. Date and time for examining the nomination papers shall be the following day of the last date of submission of nomination and the date for publishing the list of candidates whose nomination papers were found valid shall be within 2 days (48 hours) upon completion of the examination, i.e., 28 days prior to the date of Election.

vi. Date for filing appeal to the Election Appeal Board, against rejection of any nomination paper shall be within 2 days (48 hours) from the date of publication of the valid nominations paper.

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বাংলাদেশ সচিবালয়, ঢাকা

(মোঃ রফিকুল হক রণী)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের কার্যালয়
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vii. Election Appeal Board shall dispose of any appeal within 3 days (72 hours), after which the list of valid candidates' names shall be published.

viii. Date of withdrawal of candidature shall be 21 days prior to the date of Election, after which the final list of valid candidates shall be published.

ix. The counting of votes shall start immediately, but not later than 3 hours, upon completion of casting of the votes and the result shall be declared officially within 24 hours upon completion of the counting of the votes.

x. Date and time for filing of any 'objection' to the Election Appeal Board against the Election results shall be made within 3 days from the date of declaration of the Election result and the date of disposal of the same shall be 3 days thereafter.

52. The Election Board in addition of publishing and exhibiting the Notice of Election and the Schedule of Election in the notice board of BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall mail the said notice and schedule to every member through courier or e-mail.

53. The Election Board may introduce a prescribed form of the nomination paper.

54. Any General Member whose name is not been included in the final voter list shall not be eligible to be a candidate or a proposer or a seconder of a candidate for the Election.

55. The Election Board shall examine the nomination papers as per the date and time specified in the Schedule of Election. A candidate himself or his representative, proposer and seconder may remain present at the time of the examination of the nomination paper. Thereafter, the Election Board shall publish the list of candidates whose nomination papers have been found valid.

56. If the Election Board rejects any nomination paper, the aggrieved candidate may within 3 (three) calendar days from the date of publication of the list of valid nominations as per the provisions stated hereinabove shall file a written objection with the Election Appeal Board. The Election Appeal Board shall within the next 3 (three) calendar days dispose of the appeal, upon allowing the aggrieved party an opportunity of being heard, and shall communicate its decision to the Election Board. The Election Board upon receiving the decision from the Election Appeal Board, shall publish the final list of valid candidates as per the aforesaid decision of the Election Appeal Board.

57. a) The Election Board shall publish a preliminary list of voters i.e., Members List as per Article 52(i) who shall be eligible to vote, at least 50 (fifty) days before the date of election, and shall keep it accessible by the Members, at the office of BANGLADESH FREIGHT FORWARDERS ASSOCIATION for at least 3 (three) calendar days.

b) General Members may file applications with the Election Appeal Board for inclusion or exclusion of any name in, or from the preliminary voter list within 6 (six) calendar days as per Article 52(ii), from the date of publishing the preliminary voter list, and the

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বাণিজ্য মন্ত্রণালয়
গণপ্রজাতন্ত্রী বাংলাদেশ, ঢাকা

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Election Appeal Board shall dispose of such appeal/application within the next 3 (three) calendar days, upon allowing the parties opportunity of being heard, and shall communicate its decision to the Election Board. The Election Board shall publish the final voter list within 3 (three) days from the date of receiving the decision of the Election Appeal Board.

- c) If after the withdrawal of candidature as per the provision herein, it is found that the number of valid candidates is equal to or less than the number of seats for which elections are being held, then there shall be no voting, and the said candidates shall be declared as elected. If the number of valid candidates is less than the number of seats for which elections are being held, then elections must be held for the remaining seats based on the same voter list within the next 15 (fifteen) days, and a new Schedule of Election shall be published on the notice board of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.
- d) If upon the withdrawal of the candidature it is found that the number of valid candidates is more than the number of seats for which elections are being held, then the persons included in the final voter list shall cast votes on secret ballot.
- i) The Election Board shall introduce prescribed Ballot Papers.
- ii) The candidates securing the highest number of votes shall be declared as elected and if in any case such highest votes are equal then the required number of candidates shall be declared elected through lottery, and the result of the elections shall be published in the notice board of BANGLADESH FREIGHT FORWARDERS ASSOCIATION. If any candidate has any objection with respect to the aforesaid result of the elections, he may file an objection with the Election Appeal Board within 3 (three) days from the date of publication of the election results. If any objection is filed as aforesaid, the Election Appeal Board shall dispose of the appeal within the next 3 (three) days from the last date specified for filing of the objection, upon allowing the parties opportunity of being heard, and shall communicate its decision to the Election Board. If upon receiving the decision of the Election Appeal Board, it becomes necessary to amend/correct the election results published earlier by the Election Board, then the Election Board shall immediately amend/correct the election result and publish the same as soon as possible.

58. ADDITIONAL RULES FOR ELECTION

Election Board and Election Appeal Board will carry out and perform their duties as per the provisions of the Trade Organization Act, 2022, and any relevant regulations or laws. The Board of Directors shall not interfere in any matter regarding the Election.

- 59. Director General of Trade Organizations may appoint one or more election officials if the same is recommended by the Election Board for the interest of conducting an appropriate election. No Member of the Board of Directors, candidates or proposer and seconder of a candidate shall not be eligible to be appointed as election officials.



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আবদুল করিম আহমেদ রনি
সিনিয়র প্রেসিডেন্ট
রেজিস্টারেশন পক্ষে
মেম্বর ও

স্বাক্ষরিত
২০/০৫/২৬
আবদুল করিম আহমেদ রনি
সিনিয়র প্রেসিডেন্ট
রেজিস্টারেশন পক্ষে
মেম্বর ও

60. The following Guidelines for Election Campaign shall be applicable from the time of publication of the Schedule of Election until the Election is completed. The Election Board may take necessary action or measures including cancelling the candidature, if a candidate is found violating the guidelines, subject to allowing the accused candidate an opportunity of being heard. The terms and conditions shall be as below:

a) Standoes, X Banners, Banners and Manifestos may be used. Printed posters and wall writings are prohibited.

b) Procession or slogan chanting is prohibited.

c) A4 size black and white leaflets or pamphlets are allowed. Gifts are strictly prohibited. Candidates are encouraged to use Digital Platform for election campaign, and to avoid unnecessary printing.

d) Panel Introduction Meeting may be conducted.

e) Candidate Introduction Meeting for all candidates may be held under the Guidance and Supervision of the Election Board.

f) No Election Campaign is allowed within the last 48 hours prior to the Date of Election.

g) On the Day of Election, candidates or their supporters are prohibited to assemble within 100 yards of the Voting Centre.

h) Unnecessary hanging around of the Voters at the Voting Area is prohibited.

61. Projection meetings may be presided and conducted by the Chairman of the Election Board. Delivering Political Speech is not allowed. Election Board may impose a prescribed amount of fees applicable for all candidates to meet the expenses for any meetings.

62. The Election Board shall dispose of any complaint for violation of one or more terms of the Guidelines for Election, subject to allowing the accused candidate an opportunity of being heard, and shall communicate its decision. A party aggrieved by the decision of the Election Board, may prefer an appeal to the Election Appeal Board. The Election Appeal Board shall adjudicate any appeal forthwith regarding violation of Election Guidelines and shall be present at the Vote Centre during the vote casting and counting hours to dispose of such appeal, if any. Election Appeal Board shall issue special notification or announcement to the parties to allow them an opportunity of being heard. Notification or announcement issued or communicated through email, text messages or through messenger shall be valid. The decision of the Election Appeal Board shall be final, and no further appeal or complaint on the same matter shall be allowed.

63. Election Board shall decide about the maximum number of voters that may enter into the voting room at a time. No person, other than the Members of the Election Board,

Election Appeal Board, Candidates, Voters, and Law Enforcement Agency, is/are allowed to enter into the voting room/hall during the Voting Period/Hours.

64. Only one voter is allowed to enter into the secret polling booth for casting the vote or marking the ballot. Ballot paper/s is/are not allowed to be carried or taken out of voting room/hall.
65. Voters must, under the supervision and vigilance of the Election Board and the concerned Election Officials shall cast their vote through marking ballot paper as per the Election Regulations. A candidate or voter may be expelled from the vote center if he/she is found violating any Election Rule or for committing misconduct, campaigning or engage in any kind of unruly or provocative action/deed.
66. Candidates may remain, at the designated place/seat in the vote centre or hall or premises or room, allotted for them by the Election Board. Candidates are not allowed to enter into the polling booth for any reason or purpose other than for the purpose of casting his/her own vote.
67. No candidate may engage in any kind of discussion or campaigning with any voter in the polling booth and in the voting room or hall.
68. Candidates may file or lodge objection or complaints to the Election Board as well as to the election officials against any voter whose name is not included in the final voter list or who is found to have casted or casts forged vote.
69. Election Board shall take necessary action or steps to dispose of any complaint.
70. A candidate's candidature may be cancelled or suspended, if any candidate is found engaged in discussion and/or canvassing or campaigning, despite receiving warning by the Election Officials or Election Board, upon providing him/her an opportunity of being heard.
71. Election Board shall decide about and make the Ballot Paper in a prescribed manner or form, and each Ballot Paper shall have number printed on the First Part of the Ballot Paper and must have the Seal of the Trade Organization and Signature of the Chairman of the Election Board, for being valid. Any deviation from the aforesaid shall render the Ballot Paper cancelled.
72. The voter list shall mention the name, name and address of his/her organization (General Member) and E-TIN number of the voter. Voters will be identified by the specimen signature preserved in BANGLADESH FREIGHT FORWARDERS ASSOCIATION Office or by the Voter Identity Card bearing his/her photograph, Issued by the Election Board. No voter is allowed to cast vote without showing or producing his/her Voter Identity Card or if his/her signature does not match.
73. Upon identifying a voter by his specimen signature or Identity Card, Election Officials will register the name of the voter, voter number and shall obtain the voter's signature.

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on the first part of the Ballot Paper. In the Second Part, Election Officials shall file the Ballot Paper appropriately, obtain his/her signature and apply the Seal on it and hand over the Ballot Paper to the voter. Election Officials shall write down Ballot Paper number corresponding to voter's name in the final voter list and mark the voter list as casted vote. That under no circumstances a voter shall be given or provided with more than one Ballot Paper.

74. If a voter is unable to cast his/her vote, due to physical inability, and requires assistance or help, Election Board shall assign a member from the Election Officials to assist such voter to cast his/her vote.
75. The Election Board, at least 15 minutes prior to the commencement of voting, the in the presence of the candidates (if present), shall close and seal the Ballot Box upon conducting appropriate checking to ensure that the Ballot Box is empty, and then shall keep the Ballot Box at a prescribed suitable place so that it is visible to the candidates and the voters.
76. Only one Ballot Box shall be placed or kept at a time in the polling booth. If the Chairman of the Election Board is satisfied that a particular Ballot Box is full, he/she shall seal the Ballot Box and place it at a safe and visible place and provide an empty and sealed Ballot Box for dropping the marked Ballot Papers within.
77. During recess of voting or in cases the election is postponed for the time being by the Election Board, the Ballot Box shall continue to be sealed and kept for resumed voting.
78. A voter present at the voting center is allowed to cast his/her own vote within the specified schedule and hours as stated in the Schedule of Election.
79. Casting of votes shall be stopped upon the end of the voting hours, in accordance with the Schedule stated under Article 79, and counting of votes shall start and it will continue until the counting of the Ballot Papers ends. Candidates are allowed to remain present during the counting of the votes and may as well nominate representative/s on his/her behalf, subject to obtaining prior permission from the Election Board.
80. The Election Board shall commence counting of votes, upon opening Ballot Box, and by registering the number of Ballot Paper found in the Ballot Box. Ballot Paper shall be deemed as cancelled under the following circumstances.

a) If the Ballot Paper does not have the seal and signature of an Election Official.

b) If a voter has voted for or marked the Ballot Paper for more posts than specified or if the voter has voted for number of candidates lesser than it is required.

c) Unclear Ballot Paper with scratch mark, over writing and for filling out Ballot Paper upon violation of the Directives.

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বাণিজ্য মন্ত্রণালয়
স্বাধীনতা সড়ক, ঢাকা

অতিরিক্ত নকল বহিষ্ঠা
প্রশাসনিক কর্মকর্তা
বাণিজ্য মন্ত্রণালয়
স্বাধীনতা সড়ক, ঢাকা
(মোঃ মলিক আহমেদ রনি)
সংসদী বেকিং
বোজিংয়ের ক্ষেত্রে।
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81. Election Board shall register (count) one vote for each candidate from each vote casted on a valid Ballot Paper. Candidates and his/her representatives, pre-approved by the Election Board, may participate in the counting process, along with the election officials.

82. Upon completion of the counting of votes and performing all the due diligence, the Election Board shall announce and publish the Election Result, and shall seal separately and sign the following papers and documents have to be separately, and such bundles of the Ballot Paper shall be preserved and kept under the custody of the joint supervision of the Election Board and Election Appeal Board. As;

- a) Unused Ballot Paper (serial number and total numbers to be mentioned.)
- b) Valid Ballot Paper (numbers to be mentioned)
- c) Rejected Ballot Paper (number to be mentioned)
- d) 1st part of the delivered Ballot Paper attached with Ballot Book (serial no and numbers to be mentioned).
- e) Counted Ballot Papers with signature by the counting officials and the Election Board.

83. Preserved Ballot Papers and documents, as per Article 83, can be released from the bundles only in the presence of the concerned candidate/s under the directives of the Election Appeal Board, FBCCI Arbitration Tribunal, or representative of the Honorable High Court or DTO nominated person.

84. TERM OF OFFICE OF THE MEMBERS OF THE BOARD OF DIRECTORS

a) The term/tenure of the Board of Directors shall be two years or as per the Trade Organization Act, 2022 and the Rules framed thereunder.

b) A person shall be eligible to seek nomination for Election for the Board of Directors as per Article 31 (c) and as per the provisions of the Trade Organization Act, 2022 and the Rules framed thereunder.

85. DISQUALIFICATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The office of the Members of the Board of Directors of BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall be vacated if a Member,

a) Is found to be a person of unsound mind by a court of competent jurisdiction; or

b) Is adjudged insolvent by a Competent Court; or

c) Holds any office of profit under BANGLADESH FREIGHT FORWARDERS ASSOCIATION other than as Legal Adviser, or Banker or Secretary or in any other capacity without the prior approval of BANGLADESH FREIGHT FORWARDERS ASSOCIATION sought/passed in a General Meeting.

d) If punished with imprisonment for a period exceeding two years for any offence involving moral turpitude; or

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বাণিজ্য মন্ত্রণালয়
বাংলাদেশ, গতিবাজার, ঢাকা

অবিকল নকল বণিয়া
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বাণিজ্য মন্ত্রণালয়

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e) Voluntarily resigns from the said office; or

f) If he/she remains absent for or in three consecutive meetings of the Board of Directors or from all the meetings of the Board of Directors for a continuous period of three months, whichever is longer without leave of absence from the Committee; or

g) If found to be acting against the interest of the BANGLADESH FREIGHT FORWARDERS ASSOCIATION, and in such case he/she may be removed from the office by a resolution taken in an Extra-Ordinary General Meeting or General Meeting, specially convened for such purpose, and with the presence of at least two-third Members of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

h) If he/she ceases to be a Sponsor Director or Partner of the Member Company or the Partnership Firm that he/she represents or belongs to.

Provided that disqualification, from the position of Member of the Board of Directors shall be subject to the relevant provision of the Rules and of the Articles of Association pertaining to the Members of the Board of Directors.

86. PROCEEDINGS OF THE MEETING OF THE BOARD OF DIRECTORS

a) That BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall hold at least 6 meetings of the Board of Directors in a calendar year. In the event of any emergency the Board of Directors shall have the discretion to call a Meeting of the Board of Directors promptly in physical presence or online.

b) For any Board of Directors Meeting a 7 (seven) days prior notice specifying the specifying the place, date and time of the Meeting, along with the agenda to be transacted shall be served upon all Members of the Board of directors. Non receipt of the notice by any Member, for any reason, shall not invalidate the proceedings of, or the resolution passed in the Meeting.

c) All meetings of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the powers and authorities of the Board of Directors. That 10 (Ten) Members of the Board of Directors present in person in a Meeting of the Board of Directors shall form the quorum.

d) The President shall preside over all the Meetings of the Board of Directors. In case of his absence such meeting/s shall be presided by the Senior Vice President, and in his absence the Vice President of BANGLADESH FREIGHT FORWARDERS ASSOCIATION. In the absence of the Vice Presidents any Member of the Board of Directors may preside over the Meeting/s.

স্বাক্ষরিত
২১/০৫/১৭
নাসরিন সুলতানা
প্রশাসনিক কর্মকর্তা
বাণিজ্য শ্রমসাধ্য
বাংলাদেশ পরিবহন, ঢাকা

স্বাক্ষরিত
২১/০৫/১৭
আবিকুল হকুল বলিয়া
প্রত্যাশিত কর্মকর্তা
(মোঃ রকিব আহমেদ রনি)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে।
৭৩ MAY ২০১৭
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e) The Director Administration, upon receiving request from the President, may at any time call for a Meeting of the Board of Directors. All Meetings of the Board of Directors shall be held in the Office of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, unless otherwise decided by the Board of Directors.

f) All agenda or decision transacted in a Meeting of the Board of Directors shall be decided by the simple majority of votes, and in case of a tie or equal votes, the President shall have a second or the casting vote.

g) If the Board of Directors Meeting is not held within a period of 120 (Should be 90) days, such Meeting must be called within 7 (seven) days upon receiving a written request by one or more Members to hold such Meeting, and in the absence of such written request the Director Administration shall serve a notice for holding such Meeting, with the proposed agenda, and that 10 (Ten) Members of the Board of Directors present in such Meeting of the Board of Directors shall form the quorum.

h) Minutes of the Meeting shall be sent to all Member of the Board of Directors within 15 (fifteen) working days of holding a Board of Directors' Meeting. That Minutes Book shall be preserved in the registered office of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

i) A Member of the Board of Directors, if fails to take steps to adhere to the Rules and Regulations, shall be ineligible for nomination as a candidate for any Election of the Board of Directors of a Trade Organization for the next six years.

87. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The management of the day to day business and all other affairs of BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall be vested on the Board of Directors, and shall have the authority exercise all such powers and authorities accorded by BANGLADESH FREIGHT FORWARDERS ASSOCIATION, subject to not being in conflict with any provision of the Trade Organization Act, 2022 or Regulations or Rules frames thereunder. That no regulation passed by BANGLADESH FREIGHT FORWARDERS ASSOCIATION in a General Meeting shall invalidate any prior act or decision of the Board of Directors, which would have been valid if that regulation had not been passed or made.

Without prejudice to the general and other powers conferred by these presents, the Board of Directors shall exercise the following powers:

a) To appoint regional committees, sub-committee or ad-hoc committee consisting of such number of Members as it is permitted by these articles, and if no number is mentioned for such committee, the number of Members shall be determined by the Board of Directors as it may deem fit.

নামারিত
২১/৫৩/১৪
আলমদীন সুলতান
প্রশাসনিক কর্মকর্তা
বাণিজ্য সচিবালয়
বাংলাদেশ সচিবালয়, ঢাকা

১৫/৫/২৪
সচিব
প্রত্যাশন করা হল
(মোঃ প্রকির আলমসেদ রনি)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের কার্যালয়
মেম্বর ৩০

b) To delegate to the regional committees, sub-committee or ad-hoc committee such power and authority, to do such act and thing as may be delegated to them to perform and to submit their report and findings to the Board of Directors.

c) To frame, amend or repeal Rules and Regulations for conducting the business of BANGLADESH FREIGHT FORWARDERS ASSOCIATION and for its officers and employees.

To lead delegations or deputations before any authority or authorities within Bangladesh or abroad for the interest and representation of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

d) To appoint the Chief Administrative Officer and other employees that may be necessary for the effective functioning of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, and to frame Rules and Regulations or by-laws regarding any matters or issues pertaining BANGLADESH FREIGHT FORWARDERS ASSOCIATION's business.

e) Generally, to do all other acts and things as may be necessary from time to time for the attainment of the objects of BANGLADESH FREIGHT FORWARDERS ASSOCIATION that may be conducive for the best interest of the Members.

f) To commence, institute, file, prosecute and defend all actions or suits and to compromise or submit to arbitration, any action, claim, suit or dispute to protect the best interest of BANGLADESH FREIGHT FORWARDERS ASSOCIATION and its Members.

g) To allocate fund for the Bangladesh Freight Forwarders Foundation Trust for the purpose of carrying out charitable and benevolent activities for the benefits and welfare of the BANGLADESH FREIGHT FORWARDERS ASSOCIATION Members and employees of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, subject to the decisions of the Board of Directors of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

h) To allocate fund and power or authority to spend such fund for the purposes of maintaining regional offices by the regional committees for the purpose of paying rents, salaries to the employees or staffs and/or for any other purpose or purposes as the Board of Directors may deem fit and proper, from time to time. Any other expenses must be accounted for and approved by auditors. Auditors shall be appointed in accordance with the provision of this Articles of Association and the relevant laws.

88. POWERS AND DUTIES OF THE OFFICE BEARERS

a) President:

i) The president shall be the Chief Executive of BANGLADESH FREIGHT FORWARDERS ASSOCIATION and shall preside over the meetings of the Board of Directors and General Body of the Association and shall lead all delegations.

ii) May attend meetings of the Board of Directors and the General Body of the Association and represent BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

স্বাক্ষরিত
২৩/০৫/১৬
মাননীয় সভাপতি
বাংলাদেশ ফ্রাইট ফরওয়ার্ডার্স
অসোসিয়েশন, ঢাকা



স্বাক্ষরিত
২৩/০৫/১৬
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iii) Shall take votes of the Members in all Board Meetings and in the case of tie of votes, he shall have the right to the casting or second vote.

iv) Shall distribute responsibilities among the Members of the Board of Directors with the approval of the Board.

v) Shall maintain the decorum of BANGLADESH FREIGHT FORWARDERS ASSOCIATION as per its bylaws and maintain and preserve discipline amongst the Members in all meetings.

vi) Shall present Reports of BANGLADESH FREIGHT FORWARDERS ASSOCIATION in all General Meetings.

b) Senior Vice President:

In the absence of the President the Senior Vice President, in addition to the duties, functions and responsibilities entrusted upon him, shall perform as the Board of Directors may delegate upon him, from time to time, and shall perform all functions and duties of the President.

c) Vice President:

The Vice presidents of the respective regions shall be the regional In-charge and shall be responsible for the smooth functioning of that region and for proper implementation or execution of the decision/s taken by the Board of Directors, and be accountable to the Board of Directors for all purposes.

In absence of the President and the Senior Vice President, one of the Vice Presidents (as nominated by the President) shall carry out the function of the President and the Senior Vice President.

d) Director Administration:

That the Director Administration shall call all the Meetings of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, including the EGMs and AGMs, upon receiving request from the President or the Board of Directors, and be accountable to the Board of Directors for all purposes.

e) Director Finance:

That the Director Finance shall carry out the functions and responsibilities to take care of and look after the financial affairs and accounts of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, and be accountable to the Board of Directors for all purposes.

f) Member of the Board of Directors:

নাসরিন
২৩/০৬/১৯
নাসরিন সুলতানা
ব্যবসায়িক কর্মকর্তা
বাণিজ্য মন্ত্রণালয়
বাংলাদেশ সচিবালয়, ঢাকা

স্বাক্ষরিত
২৩/০৬/১৯
মোঃ রফিক আহমেদ রণী
সহকারী সিনিয়র
সিনিয়র কর্মকর্তা
বাণিজ্য মন্ত্রণালয়
বাংলাদেশ সচিবালয়, ঢাকা

Directors: The Directors shall discharge responsibilities as it may be determined by the Board of Directors from time to time.

89. AFFILIATION

That **BANGLADESH FREIGHT FORWARDERS ASSOCIATION** shall be Affiliated with the Federation of Bangladesh Chambers of Commerce and Industry, and or with such entities as it may be prescribed by the Government.

- 90.** Before **BANGLADESH FREIGHT FORWARDERS ASSOCIATION** sends its nominee(s) to the General Body of the Federation of Bangladesh Chambers of Commerce and Industry, at least 15 days prior to the concerned meeting or proceeding of the General Body, it shall send a list of the nominee(s) and the said nominees(s) in order to participate in the meeting or other proceedings of the General Body shall submit as per direction of the Board of Directors of the Federation, copies of their up-to-date trade licenses and if they are income tax payees, then the latest copy of the income tax return certificate.

91. BANK ACCOUNT

The Bank Account or accounts standing in the name of **BANGLADESH FREIGHT FORWARDERS ASSOCIATION** shall be operated upon the joint signatures of any two from amongst the President, Sr. Vice President, Vice President and Director (In charge of Finance) designated by a resolution of the Board of Directors as the case may be, provided that the Director (In charge of Finance) shall be a common signatory in all cases. All funds of **BANGLADESH FREIGHT FORWARDERS ASSOCIATION** shall be deposited to such bank or banks as may be determined by the Board of Directors time to time.

92. ACCOUNTS

The Board of Directors shall cause true accounts to be kept:

a) Of the assets and liabilities of **BANGLADESH FREIGHT FORWARDERS ASSOCIATION**; and

b) Of all sums of money received and spent by **BANGLADESH FREIGHT FORWARDERS ASSOCIATION** and for the matters in respect of which sums or money have been received or spent.

c) All sales and purchase of goods and materials by **BANGLADESH FREIGHT FORWARDERS ASSOCIATION**.

d) Once at least in every year the accounts of **BANGLADESH FREIGHT FORWARDERS ASSOCIATION** shall be audited by one or more auditor(s).

নাজমুন্না
২০/০৫/২৪
স্বাক্ষরিত সুশান্তা
প্রশাসনিক কর্মকর্তা
বাণিজ্য মন্ত্রণালয়
বাংলাদেশ সচিবালয়, ঢাকা

অবিকল নথি
কম্পিউটার
স্বাক্ষর
ঢাকা
অবিকল নথি
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
২০/০৫/২৪
(মোঃ রকিব আহমেদ রণী)
সহকারী রেজিস্ট্রার
Page 29 of 31

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93. REPORTS

That BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall submit the following documents to the Director General of Trade Organization and the Federation of Bangladesh Chambers of Commerce and Industry:

a) Copies of the Annual Report of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, the Statement of Income-Expenditure and the Audited Balance Sheet presented in the Annual General Meeting held as per the provision of the Act, within 30 days from the date of holding of such meeting.

b) A copy of the reports relating to every election held under the Rules and the Articles of Association within 30 days from the date of holding such election.

94. FINANCIAL YEAR BUDGET AND AUDIT

a) The Financial year of BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall be from 1st January to 31st December in each English Calendar year. All the money and other funds of BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall be under the control of the Board of Directors. The amount of money not immediately required for any purpose of BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall be deposited in the Bank Account or account standing in the name of BANGLADESH FREIGHT FORWARDERS ASSOCIATION or otherwise profitably invested, as the Board of Directors may deem fit.

b) Three months prior to the commencement of each financial year, the Director Finance shall prepare a budget estimated for the next year showing the likely amount of receivable and expenditure of BANGLADESH FREIGHT FORWARDERS ASSOCIATION for approval by the Board of Directors, and for placing the same before the Members at the Annual General Meeting for their approval.

c) A Chartered Accountant Firm shall be appointed as the Auditor of BANGLADESH FREIGHT FORWARDERS ASSOCIATION to audit the Accounts of BANGLADESH FREIGHT FORWARDERS ASSOCIATION and to prepare the Annual Balance Sheet.

95. AMENDMENT OF THE ARTICLES

The provisions contained in these Articles of Association may, subject to the approval of the Director General of Trade Organizations, Ministry of Commerce, be amended, modified or altered by Special Resolution passed at a General Meeting of BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

96. INDEMNITY

The members of the Board of Directors and any other officials and employees of BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall be indemnified for any losses and expenditures incurred by them in the course of discharging their respective



নাম্বার
২৩/০৬/১৮
জাতিসংঘ মুদ্রাস্থানা
সাংসদিক কর্মসূচী
বাণিজ্য মন্ত্রণালয়
রাষ্ট্রপতি, ঢাকা

১৯৯৬ সালের ১২ই জুন
১৯৯৬ সালের ১২ই জুন
১৯৯৬ সালের ১২ই জুন
১৯৯৬ সালের ১২ই জুন

functions or duties, except for their willful negligence or default, and BANGLADESH FREIGHT FORWARDERS ASSOCIATION, in such case, shall compensate or pay off from its own fund for such or any losses or expenditures incurred. The amount for which an indemnity is hereby provided shall have priority over all other claims to be made against, or incurred by BANGLADESH FREIGHT FORWARDERS ASSOCIATION.

97. WINDING UP

Winding up of BANGLADESH FREIGHT FORWARDERS ASSOCIATION may be done upon following and in compliance the relevant provisions of the Companies Act, 1994. Any surplus amount or fund remaining upon payment of all debts and liabilities of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, shall be paid or distributed or donated to any entity having similar objects and of similar nature (non-profit) to those of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, subject to the decision of the 3/4th majority of the Members of BANGLADESH FREIGHT FORWARDERS ASSOCIATION present in the Extraordinary General Meeting or before the winding up, and in case of any default thereof the same may be decided and guided by a court of competent jurisdiction.

98. DISPUTE RESOLUTION

BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall have a Committee for Complaint Redressal purpose which may arise between BANGLADESH FREIGHT FORWARDERS ASSOCIATION Members or between BANGLADESH FREIGHT FORWARDERS ASSOCIATION Members and their Clients/Customers or Vendors, which shall be comprised of such Members nominated by BANGLADESH FREIGHT FORWARDERS ASSOCIATION Board of Directors. The Committee shall hear and dispose of any complaint filed by or received from any BANGLADESH FREIGHT FORWARDERS ASSOCIATION Member against another Member or a 3rd party or vice versa, i.e., 3rd party who may have a complaint or grievance against a BANGLADESH FREIGHT FORWARDERS ASSOCIATION Member. BANGLADESH FREIGHT FORWARDERS ASSOCIATION may adopt a Guideline in this regard, duly approved by the Board of Directors. All complaint or grievance received or filed shall be disposed of in accordance to the said guidelines by the Committee.

99. BANGLADESH FREIGHT FORWARDERS ASSOCIATION shall have an Arbitration Committee, comprised of such Members nominated by BANGLADESH FREIGHT FORWARDERS ASSOCIATION Board of Directors. All disputes that may arise between BANGLADESH FREIGHT FORWARDERS ASSOCIATION Members shall be referred to the BANGLADESH FREIGHT FORWARDERS ASSOCIATION Arbitration Committee, and such dispute shall be settled in accordance with the Arbitration and Mediation Rules of BANGLADESH FREIGHT FORWARDERS ASSOCIATION, to be introduced by BANGLADESH FREIGHT FORWARDERS ASSOCIATION, subject to the approval of the Board of Directors.

স্বাক্ষরিত
২১/০৩/১৮
আলমদীন সুলতান
ব্যবসায়িক কর্মকর্তা
বাণিজ্য সঞ্চালক
বাংলাদেশ পরিদপ্তর, ঢাকা

(মোঃ রকিব আহমেদ রাসী)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে।
লেখক