

রেজিস্টার্ড নং ডি এ-১

বাংলাদেশ



গেজেট

অতিরিক্ত সংখ্যা
কর্তৃপক্ষ কর্তৃক প্রকাশিত

বুধবার, মে ১৬, ২০১৮

Government of the People's Republic of Bangladesh
Ministry of Shipping

NOTIFICATION

Dated : 30 Baishakh 1425 BE/13 May 2018 AD

S.R.O. No. 135-Law/2018.—In exercise of the powers conferred by section 32 of the Bangladesh Shipping Corporation Act, 2017, the Government is pleased to publish the following English translation of the Act to be called the Authentic English Text of the Act, and it shall be effective from the date on which the Act comes into force under sub-section (2) of section 1 of the Act :

The Bangladesh Shipping Corporation Act, 2017

Act No. 10 of 2017

An Act to repeal and re-enact the Bangladesh Shipping Corporation Order, 1972 in a time befitting manner

WHEREAS it is expedient and necessary to repeal and re-enact the Bangladesh Shipping Corporation Order, 1972 (President's Order No. 10 of 1972) in a time befitting manner in order to keep continuity of operation of the organization, Bangladesh Shipping Corporation, established thereunder;

THEREFORE, it is hereby enacted as follows :—

1. **Short title and commencement.**—(1) This Act may be called the Bangladesh Shipping Corporation Act, 2017.

(2) It shall come into force at once.

(৫৭৪৩)

মূল্য : টাকা ১৬.০০

2. **Definitions.**—In this Act, unless there is anything repugnant in the subject or context—

- (1) “Corporation” means the Bangladesh Shipping Corporation (BSC) established under section 3 of this Act;
- (2) “Chairman” means the Chairman of the Board of Directors;
- (3) “Executive Director” means the Executive Director of the Corporation;
- (4) “Director” means a Director of the Board of Directors;
- (5) “Board of Directors” means the Board of Directors constituted under section 6 of this Act;
- (6) “regulations” means regulations made under this Act;
- (7) “Managing Director” means the Managing Directors of the Corporation; and
- (8) “rules” means rules made under this Act.

3. **Establishment of the Corporation.**—(1) For carrying out the purposes of this Act, the Bangladesh Shipping Corporation established under the Bangladesh Shipping Corporation Order, 1972 (President's Order No. 10 of 1972) shall have effect in such way as if it had been established under this Act.

(2) The Corporation shall be a body corporate having perpetual succession and a common seal with power, subject to the provisions of this Act, to acquire, hold and dispose of property, both movable and immovable, and to enter into contract, and shall by the said name sue and be sued.

4. **Functions of the Corporation.**—(1) It shall be the function of the Corporation to provide safe and efficient maritime trade services by international waterways and to increase regional cooperation, commercial or business transactions and, in addition to these, to take over and operate any undertaking and its movable or immovable properties vested in this Corporation, by notification in the official Gazette issued by the Government.

(2) Without prejudice to the applicability of the provisions of sub-section (1) the Corporation shall, in particular, reserve the following powers, namely :—

- (a) to acquire, hire, charter, hold or transfer ships or vessels;
- (b) to be engaged in any function including the business transactions or to establish any organization for such purposes or to be affiliated with such organizations, within the scope of operation of the Corporation, in or outside Bangladesh;
- (c) to repair, build, recondition or assemble ships, vessels and other similar vehicles;
- (d) to perform the tasks of adjusting machinery and spare parts of ships, vessels and other similar vehicles, assembling and manufacturing of machinery, and to perform repair works for reconditioning thereof;
- (e) to establish or to make arrangements for establishing any institute for providing instructions and training for the potential candidates for employment or the persons employed in shipping-related activities or ancillary thereto;
- (f) to acquire, develop, expand and hold or transfer of any movable or immovable property:

Provided that no movable or immovable property shall be acquired or transferred without the approval of the Government;

- (g) to operate own workshops for repairing ships or vessels and, through the workshops, to repair own ships and any other domestic or foreign ships if needed;
- (h) to acquire ships, vessels or naval crafts through ownership or joint ventures or any other arrangements and to conduct any other business related thereto;

- (i) to appoint shipping agents in the ports of the country and abroad;
- (j) to open and operate bank accounts in the country and abroad for performing commercial and business activities of the Corporation;
- (k) to perform other activities related to the functions mentioned in clauses (a) to (j); and
- (l) to perform such other functions as may be assigned by the Government by notification in the official Gazette.

5. **Head office.**—(1) The head office of the Corporation shall be situated in Chittagong.

(2) The Corporation may, if it deems necessary, with the prior approval of the Government, establish its regional offices at any other places in Bangladesh and abroad.

6. **Board of Directors.**—(1) The Corporation shall have a Board of Directors.

(2) The Board of Directors of the Corporation shall consist of not exceeding 13 (thirteen) members as follows, namely :—

- (a) Minister, Ministry of Shipping, who shall also be its Chairman;
- (b) Secretary, Ministry of Shipping, ex-officio;
- (c) one person not below the rank of a Joint-Secretary nominated by the Finance Division;
- (d) one person not below the rank of a Joint-Secretary nominated by the Ministry of Commerce;
- (e) Managing Director of the Corporation, ex-officio;
- (f) Executive Director (Finance) of the Corporation, ex-officio;

- (g) Executive Director (Technical) of the Corporation, ex-officio;
- (h) Executive Director (Commercial) of the Corporation, ex-officio;
- (i) Director or Directors elected by the shareholders under sub-section (4); and
- (j) at least one independent Director nominated by the Government in accordance with the provisions made by the Bangladesh Securities and Exchange Commission.

(3) The Secretary of the Corporation shall discharge secretarial duties to the Board of Directors.

(4) If the shares of the Corporation are subscribed for by the public, the shareholders may elect Directors on the following conditions :—

- (a) when the capital subscribed for by the public exceeds 20% but does not exceed 34% of the total shares subscribed, 1 (one) Director; and
- (b) when the capital subscribed for by the public exceeds 34% of the total shares subscribed, 2 (two) Directors.

(5) The Directors elected under sub-section (4) shall be elected in accordance with the provisions of the share regulations of the Corporation and the regulations issued by the Bangladesh Securities and Exchange Commission.

(6) In case of election of Directors from among the shareholders, the concerned shareholders shall have the required number of shares in accordance with the rules issued by the Bangladesh Securities and Exchange Commission:

Provided that the above mentioned provisions shall not be applicable in the cases of the Chairman, the Members of the Board of Directors, the Managing Director and the Executive Directors of the Corporation nominated or appointed by the Government.

(7) The members mentioned in clauses (i) and (j) of sub-section (2) shall discharge their duties for 3 (three) years from the date of election or nomination.

7. Functions of the Board of Directors.—(1) The functions and the directions of business activities of the Corporation shall be conferred to the Board of Directors and the Corporation shall perform its functions according to the directions of the Board of Directors.

(2) The Board of Directors shall give directions to the Managing Director for conducting activities on commercial basis by considering public interest.

(3) In discharging its functions the Board of Directors shall be guided by such instructions on questions of policy involving national interest as may be given to it from time to time by the Government.

8. Managing Director and Executive Directors.—(1) There shall be a Managing Director and such of Executive Directors, not less than 3 (three) and not more than 7 (seven), on such terms and conditions as may be determined by the Government.

(2) The Managing Director shall be the Chief Executive of the Corporation.

(3) The Managing Director and the Executive Directors shall be whole time officers of the Corporation and shall exercise such powers and perform such functions as may be prescribed or as may be assigned to them by the Board of Directors from time to time.

9. Disqualification of elected Directors.—No person shall be considered to be eligible for being elected as a Directors, or shall continue to be a Directors, if he—

- (a) is not an adult citizen of Bangladesh;
- (b) is or at any earlier time has been declared insolvent and does not get exempted from liabilities after being declared insolvent;
- (c) has been declared lunatic or of unsound mind by a competent court;

- (d) has been, on conviction for a criminal offence involving moral turpitude, sentenced to imprisonment for a term not less than 2 (two) years;
- (e) absents himself from three consecutive meetings of the Board of Directors without leave of absence granted by the Board of Directors; and
- (f) does not possess minimum shares.

10. **Vacancy of the office of Director.**—(1) If, for any reason, a vacancy occurs in the office of a Director other than an elected Director, the Government shall nominate a new Director to the vacant post and if a vacancy occurs in the office of an elected Director, the shareholders shall fill that post by election.

(2) If any nominated or elected Director of the corporation becomes unable to attend three consecutive meetings of the Board of Directors without permission, his office shall be deemed to be vacant and the Government or the shareholders, as the case may be, shall nominate or elect, as the case may be, a new Director in accordance with the provisions of sub-section (1) for discharging the duties of the said vacant post.

11. **Meeting of the Board of Directors.**—(1) The meeting of the Board of Directors shall be held at such time and place as may be determined by the Chairman.

(2) To constitute a quorum at a meeting of the Board of Directors not less than 5 (five) members including the Chairman shall be present :

Provided that no quorum shall be required in case of an adjourned meeting.

(3) In each meeting every Director, including the Chairman, shall have one vote, and in the event of an equality of votes, the Chairman shall have a second or casting vote.

(4) If, for any reason, the Chairman is unable to preside over a meeting, then any member nominated by the Chairman, or as prescribed by regulations in this behalf, shall preside over the meeting.

(5) No act or proceeding of the Board of Directors shall be invalid or be called in question merely on the ground of existence of any vacancy in, or defect in the constitution of the Board of Directors.

12. **Executive committee.**—(1) There shall be an executive committee consisting of the Managing Director and the Executive Directors.

(2) The executive committee shall be responsible for carrying out the overall activities of the Corporation and shall execute the decisions of the Board of Directors.

(3) The Secretary of the Corporation shall perform secretarial duties at the meetings of the executive committee.

13. **Committee.**—The Board of Directors may, if required, from time to time, for performing or for assisting to perform the functions assigned by the Board of Directors, constitute one or more committees consisting of the Executive Directors, Directors or officers.

14. **Appointment of Advisors, Consultants and Maritime Officers.**—The Corporation may, for the efficient performance of its functions with the approval of the Board of Directors, subject to the fulfillment of necessary terms and conditions, appoint Advisors, Consultants and Maritime Officers.

15. **Allocation of business.**—The Board of Directors may, for the efficient performance of day-to-day activities of the Corporation, allocate such powers and duties as it may deems necessary to the following officers or committees, namely :—

- (a) the Managing Director or any Executive Director;
- (b) any committee constituted under section 13; or
- (c) any employee of the Corporation.

16. **Delegation of powers.**—(1) The Managing Director may delegate powers to the employees of the Corporation and to the persons concerned for conducting cases.

(2) The Board of Directors may, if required, for the efficient performance of the functions of the Corporation, and for the smooth operation of its fleet of ships in the maritime routes, and in order to facilitate its commercial and business transactions, delegate its powers and duties to the Managing Director, subject to the terms and conditions in this regard under this Act or under the provisions of the regulations, if any.

(3) The Managing Director of the Corporation may, if required, for the purpose of facilitating the business transactions of the Corporation, subject to the terms and conditions determined in this regard by the Board of Directors or in accordance with the rules, if any, delegate his powers and responsibilities related to operation of day-to-day office to the General Manager and other employees of the Corporation.

17. **Appointment of employees of the Corporation.**—The Corporation may, with the prior approval of the Government, appoint such number of employees as it considers necessary for the efficient performance of its functions and the terms and conditions of their service shall be prescribed by regulations.

18. **Share capital.**—(1) The authorized capital of the Corporation shall be not less than Taka 1000 (one thousand) crore which shall be divided into 100 (one hundred) crore ordinary shares with a face value of Taka 10 (ten) each.

(2) The authorized capital of the Corporation may be increased on the basis of resolutions adopted in the annual general meeting or the extra-ordinary general meeting.

(3) The paid up capital of the Corporation shall be not less than taka 350 (three hundred and fifty) crore which shall be divided into 35 (thirty five) crore ordinary shares.

(4) The paid up capital of the Corporation may be increased by the resolutions adopted in the annual general meeting or the extraordinary general meeting.

(5) Not less than 51% shares in the paid up capital of the Corporation shall be owned by the Government and the remaining shares may be determined to offer for public subscription on the basis of the decision of the Board of Directors.

(6) The face value of each share in the authorized capital and the paid up capital of the Corporation shall have to be determined in accordance with the orders and directions of the Bangladesh Securities and Exchange Commission.

19. Several shares to be considered as securities.—The shares of the Corporation shall be included in the securities mentioned under the Trusts Act, 1882 (Act No. II of 1882) and shall be considered as the approved securities for carrying out the purposes of the Securities Act, 1920 (Act No. X of 1920) and the Insurance Act, 2010 (Act No. 13 of 2010), and shall be government in accordance with the directions issued from, time to time, by the Bangladesh Securities and Exchange Commission.

20. Annual general meeting and extra-ordinary general meeting and shareholders rights.—(1) The annual general meeting of the shareholders of the Corporation shall be held before the completion of the accounts of the next financial year at the head office of the Corporation or at a convenient place adjacent to the head office.

(2) The extraordinary general meeting of shareholders may be convened at any time upon an application of the majority of Directors of the Board of Directors.

(3) The shareholders present at the annual general meeting shall be entitled to have discussion on the annual accounts of the Corporation, annual report of the Board of Directors on its activities and the report of the auditors on annual balance sheet and accounts, and to approve the recommendations produced by the Board of Directors.

21. **Formation of fund and disbursement of share dividend.**—(1) The Corporation shall, out of its earnings, form a general reserve fund and may, by the Board of Directors, from time to time, form such other special funds as may be prescribed.

(2) The Corporation may, after making provisions for interests, taxes, doubtful and bad debts, depreciation of assets, existing funds and maintenance of reserves and any other matter determined by the Board of Directors, declare a dividend out of the profits accruing in a year.

(3) The funds shall be operated in such manner as may be prescribed by rules.

22. **Expenditure.**—(1) All the expenditure related to acquisition of ships, vessels, naval crafts for the Corporation, charter of domestic and foreign ships, development of the Corporation, operation and management of ships in maritime routes and all types of administrative and establishment expenditure of the Corporation *i.e.* salaries, allowances and all related expenses for employees, shipping officers and sailors and other commercial expenditure as may be spent from its revenue or paid up capital.

(2) In case of making expenditure of the Corporation, the rules, regulations and directions made by the Government shall have to be followed.

23. **Purchase and sale of ships, etc.**—(1) In case of acquisition or purchase of ships or any other naval crafts of the Corporation, the Public Procurement Act, 2006 (Act No. 24 of 2006) and, as the case may be, the international rules, regulations and policies shall have to be followed.

(2) The Corporation may, as per recommendations of the Board of Directors and upon approval of the Government, sell ships in accordance with the policies related thereto.

24. **Borrowing power, etc.**—(1) The Corporation may, subject to the approval of the Government, obtain loans at home or abroad in Bangladeshi or foreign currency.

(2) If a loan is obtained to meet any special expenditure, or to repay a loan, no part of it can be spent for any other purpose.

25. **Accounts and Audit.**—(1) The Corporation shall maintain its accounts properly and prepare annual statement of accounts.

(2) The Comptroller and Auditor-General of Bangladesh, hereinafter referred to as the Comptroller and Auditor-General, and shall audit the accounts of the Corporation every year and submit a copy of the audit report to the Government and the Corporation.

(3) Notwithstanding the audit mentioned in sub-section (2), the accounts of the Corporation may be audited by 2 (two) Chartered Accountants as defined in article 2 (1) (b) of the Bangladesh Chartered Accountants Order, 1973 (P.O.No. 2 of 1973) and one or more Chartered Accountants may be appointed for this purpose and the Corporation shall pay their remuneration in accordance with decision of the Board of Directors.

(4) Notwithstanding anything contained in any other provision of this section, the Government may, in special circumstances, complete audit assignments of the Corporation by local or international audit firms.

(5) For the audit of the accounts of the Corporation the Comptroller and Auditor-General and or any person authorized by him in this behalf or the Chartered Accountant appointed under sub-section (3), or the local or international audit firm appointed under sub-section (4), shall have access to all records, documents, cash or bank deposits, surety, fund or other property, etc, and may examine the Chairman, directors or any officers or employees of the Corporation.

(6) The Chartered Accountants appointed under sub-section (3) or the local or international audit firm appointed under sub-section (4) shall, after completing the audit, submit a copy of the audit report to the Government and the Corporation.

26. **Annual report.**—The Corporation shall submit to the Government before the expiry of the next financial year, an annual report on the accounts and activities for each financial year.

27. **Winding up of the Corporation.**—No provisions related to the winding up of a Company under the Companies Act shall apply to the Corporation, and the Corporation shall not be wound up except through the specified procedure and Order of the Government.

28. **Power to make rules.**—The Government may, by notification in the official Gazette, make rules for carrying out the purpose of this Act.

29. **Power to make regulations.**—The Board of Directors may, with the prior approval of the Government, make regulations subject to not being inconsistent with this Act and rules.

30. **Recovery of due of the Corporation.**—(1) If any due of the Corporation remains unrealized under this Act, from any local person or organization, it shall be deemed to be public demand and the same may be recovered, subject to the provisions of the Public Demands Recovery Act, 1913 (Act No. III of 1913).

(2) If any due of the Corporation remains unrealized under this Act, from any foreign individual or organization the same may be recovered in accordance with the provisions of the concerned agreement, if any, or subject to the rules-regulations of the existing international laws.

31. **Repeal and savings.**—(1) The Bangladesh Shipping Corporation Order, 1972 (President's Order No. 10 of 1972), hereinafter referred to as the said Order, is hereby repealed.

(2) Notwithstanding such repeal under sub-section (1)—

- (a) any act done, any measures taken or any proceeding initiated under the said, Order shall be deemed to have been done, taken or initiated under this Act;
- (b) all assets, ships, vessels, naval crafts, land or land-property, buildings, motors or vehicles, workshops, rights, facilities received, powers, authorities and benefits and all properties, movable and immovable, cash and bank balances, fund, fees, authorized capital, all accounts, share capital, money earned through sale of shares, equity of the Government of Bangladesh, investment of money, all books of accounts, registers, records and documents, related thereto etc. acquired by the Corporation established under the said Order, shall be vested in and transferred to the Corporation established under this Act and the Corporation shall be entitled to the same;

- (c) the due of the Corporation established under the said Order from different organizations, shipping agents and charterers shall be deemed to be due of the Corporation established under this Act;
- (d) the debts, liabilities and responsibilities of the Corporation established under the said Order, the legal obligations incurred and the contracts, documents or instruments entered into by or with it, shall be deemed to be the loan, liabilities and responsibilities and the legal obligations of the Corporation and the contracts, documents or instruments entered into by or with it shall be deemed to be of the Corporation established under this Act;
- (e) any case filed, any measures taken or any proceeding initiated, by or against the Corporation established under the said Order, if pending or continuing, shall have to be disposed of in such a way as if it had been filed, taken or initiated under this Act;
- (f) all the employees employed, advisers, law advisers and legal experts, consultants, auditors, shipping agents and brokers, at home and abroad, etc, appointed under the said Order, shall hold office in, or, as the case may be, remain engaged in the service of, the Corporation established under this Act on the same terms and conditions as they were applicable to them before such repeal;
- (g) all provident, gratuity and pension funds formed and maintained under the said Order shall be transferred to, maintained and operated by, the Corporation established under this Act; and
- (h) the Board of Directors constituted under the said Order and the decisions, approvals and recommendations of the Board of Directors, and regulations, made, notifications issued, orders or Directions given, approvals or recommendations made, all plans or programmes taken, all budgets granted, account statements and annual reports approved and all acts done by it, if remained in force immediately before such repeal and not inconsistent with any provision of this Act, shall be deemed to have been made, issued, given, taken, granted, approved and done under the provisions of this Act, and shall remain in force until the expiry of its tenure, or is amended or canceled under this Act.

32. **Publication of Authentic English Text.**—(1) After the commencement of this Act, the Government shall, as soon as may be, by notification in the official Gazette, publish an English translation of the Act to be called the Authentic English Text.

(2) In the event of conflict between the Bangla and the English text, the Bangla text shall prevail.

By order of the President

মোঃ নজরুল ইসলাম
সিনিয়র সহকারী সচিব।