

Ref: EGM2025

Dated: 30/08/2025

NOTICE OF EXTRA-ORDINARY GENERAL MEETING (EGM)

Notice is hereby given that an Extra-Ordinary General Meeting of **Bangladesh Marine Academy, Chattogram, Alumni Association Society (BMAAA)** shall be held at its Registered office of the Association on **30/08/2025** at 7 P.M. to transact the following agenda.

AGENDA

1. Amendment for the Clause **Definitions “1 to 21”** change to insert new Clause **Definitions “1 to 31”** Articles of Association of the organization (BMAAA).
2. Miscellaneous, if any, with permission of the President.

All the members of the Executive Committee of the Bangladesh Marine Academy, Chattogram Alumni Association Society (BMAAA) is hereby requested to attend the meeting in due time.

By order of the Executive Committee of
the Bangladesh Marine Academy, Chattogram Alumni
Association Society (BMAAA)



GHULAM M. SUHRAWARDI
President

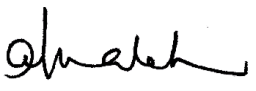
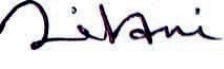
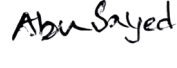
Copy to: All Members

Date: 30/08/2025

MINUTES OF THE EXTRAORDINARY GENERAL MEETING

Proceedings of the Extraordinary General Meeting of Bangladesh Marine Academy Alumni Association Society (BMAAA) held at its registered office of the Society on **30/08/2025** at 7 P.M.

The following Executive Committee members attended the meeting:

Sl no	Personal information	Designations	Signature
01	GHULAM M. SUHRAWARDI	President	
02	M. HABIBUR RAHMAN	Vice President	
03	MD GOLAM SARWAR	Vice President	
04	MOHAMMAD MAHBUBUR RAHMAN	General Secretary	
05	MOHAMMAD MOINUDDIN	Asst. General Secretary	
06	ABU. MD. FAZLE RASHID	Treasurer	
07	MOHAMMED ABDUL MALEK	Executive member	
08	M.A FASHIUR RAHMAN	Executive member	
09	MD. ZILLUR RAHMAN	Executive member	
10	MOHAMMAD MASUD KARIM HASAN	Executive member	
11	FAISAL AL ASADUZZAMAN	Executive member	
12	MD. GOLAM ZILANI	Executive member	
13	KAZI MD ABU SAYED	Executive member	
14	K M SAIFUL ISLAM	Executive member	

15	ASHIK IMRAN	Executive member	
16	ANGON DAS	Executive member	

Ghulam M. Suhrawardi, President of the Society, presided over the meeting

The President of the Society proposed that, due to a change that has occurred in the management of the Society, instead of the provisions of Clause Definitions “1 to 21”, a change to insert new Clause Definitions “1 to 31” in the Articles of Association of the Society is required. Present Members have discussed the proposal of the President and agreed to pass the following resolutions as special resolutions:

Resolved that Article insert new **Definitions “1 to 31”** of the Articles of Association of the Society be and is hereby amended to read as follows

**THE SOCIETIES REGISTRATION ACT, 1860
ACT No. XXI OF 1860**

RULES & REGULATIONS

OF

BMAAA

DEFINITION

For simplicity, Bangladesh Marine Academy Alumni Association Society will be termed as BMAAA

Objectives

- **The organisation shall endeavour to establish a common platform for all the ex-cadets of Bangladesh Marine Academy, Chattogram, who had passed out since 1962.**
- **Facilitate communication and connection with its alumni across the globe;**
- **Develop strong bonding amongst its alumni;**
- **Develop a strong bonding with its Alma Mater, Bangladesh Marine Academy, Chattogram;**
- **Hold social gatherings and professional seminars;**
- **Address the current and evolving issues, analyze them and facilitate ways to advance the welfare and careers of its alumni;**

- **Act as a liaison body between the various authorities, national and international, Bangladesh Marine Academy, to advance the interests of the alumni;**
- **Act as an effective consultant agency to advise and guide the alumni for their professional development;**
- **Stand beside the alumni in distress at home and abroad;**
- **Develop unified connections with the alumni around the world.**

Definitions

In these Rules and Regulations, unless the context or subject matter indicates otherwise, the following terms shall have the meanings assigned to them below:

- a) **"Alumni"** means any ex-cadet who has graduated or passed out from the Bangladesh Marine Academy, Chattogram, since 1962.
- b) **"Rules and Regulations"** or **"Rule"** means the Rules and Regulations of the Bangladesh Marine Academy Alumni Association (BMAAA).
- c) **"Memorandum of Association"** means the Memorandum of Association of BMAAA.
- d) **"General Member"** means any ex-cadet who has graduated or passed out from the Bangladesh Marine Academy, Chattogram, since 1962, but without voting rights.
- e) **"Year"** means the **financial year** in respect of accounting matters, and the **English calendar year** in all other respects.
- f) **"Executive Committee"** means the Executive Committee of the BMAAA, duly constituted for the purpose.
- g) **"Chapter" or "Branch"** means any group of Alumni residing abroad, consisting of a minimum of 10 members, and duly approved by the Executive Committee of the BMAAA.
- h) The terms **"Special Resolution"** and **"Extraordinary Resolution"** shall have the meanings assigned to them under the relevant Act.
- i) The **BMAAA Executive Committee** shall consist of **one President, one Vice Presidents, one General Secretary, one Assistant General Secretary, one Treasurer, and six Executive Members.**
- j) **"The Office"** means the registered office of the BMAAA.
- k) **"The Register"** means the Register of Members maintained in accordance with the provisions of the Act.
- l) **"Proxy"** includes an attorney duly constituted under a power of attorney.

1.0 CATEGORIES OF MEMBERSHIP AND ELIGIBILITY

Types of Membership

a) GENERAL MEMBER:

All Alumni of the Bangladesh Marine Academy (BMA) and/or ex-cadets who have graduated from the Bangladesh Marine Academy, Chattogram, since 1962 shall be eligible to become a **General Member** of the BMAAA, by signing an application for of membership. Upon acceptance, the applicant shall be enrolled as a General Member of the Association. General Members shall be entitled only to such rights and privileges as may be conferred upon them by the Rules and Regulations of the Association. General Members shall not possess voting rights in any election or decision-making process of the Association.

b) LIFE MEMBER:

An Alumni may become a **Life Member** of BMAAA upon payment of a one-time subscription fee as prescribed in the bylaws.

All Life Members shall:

- Have full voting rights.
- Be eligible to contest elections for the Executive Committee of the Society.

c) REGISTERED MEMBER:

Any Alumni and/or ex-cadets of the Bangladesh Marine Academy (BMA) shall become Registered Members upon payment of the applicable fees as prescribed in the bylaws.

d) HONORARY MEMBER:

Any distinguished individual—whether Bangladeshi or a foreign national—may be granted Honorary Membership of BMAAA, subject to approval by the Executive Committee.

The Commandant of the Bangladesh Marine Academy, Chattogram, shall be designated as an Honorary Member by virtue of his position. He shall also be considered a registered BMAAA member. He will enjoy all rights and privileges of a registered member, including participation in discussions and voting, without the obligation to pay membership fees. This position is valid for the period he is serving as the Commandant.

e) SPONSOR MEMBER:

Any organization, irrespective of association with the Bangladesh Marine Academy, Chattogram, may be granted **Sponsor Membership** upon providing annual sponsorship to BMAAA, subject to approval by the Executive Committee. Sponsor Members shall not have any voting rights.

f) MEMBERSHIP FEES:

The Executive Committee shall have the authority to determine, revise, or adjust the membership fees for all categories from time to time, as deemed necessary and appropriate.

g) MEMBERSHIP APPLICATION PROCESS:

- Upon payment of the applicable membership fees, applicants must complete the **Membership Form**, available:
 - On the official BMAAA website, or
 - As a hard copy from the Dhaka or Chattogram office.
- The completed form must be submitted to the Chattogram office by hand, courier, or post. A signed, scanned copy by email will also be accepted.

- After processing, the Membership Number and official signatures will be added, and the approved form will be returned to the member via any suitable means of communication (e.g., email, courier).

2.0 GOVERNANCE: EXECUTIVE COMMITTEE

The Bangladesh Marine Academy Alumni Association (BMAAA) shall be governed by an elected body, hereinafter referred to as the **Executive Committee (EC)**.

2.1 Composition of the Executive Committee

The Executive Committee shall consist of **11 members**, elected from among the **Life Members** and **Registered Members** of BMAAA. The structure shall be as follows:

- **1 President**
- **1 Vice President**
- **1 General Secretary**
- **1 Assistant General Secretary**
- **1 Treasurer**
- **6 Executive Members**
- It was resolved that the Immediate Past President of the BMAAA shall, by default, be accorded a continuing role within the Association as an Advisor, provided he is willing to serve, thereby ensuring continuity and preservation of institutional memory. The term will be for a period of two years.

All members of the Executive Committee must be at least twenty-five (25) years of age at the time of election, except for office bearers whose positions require a higher minimum age due to the responsibilities attached to their office.

2.2 Term of Office

Members of the Executive Committee shall serve a term of **two (2) years**.

They shall be eligible for re-election for a maximum of **one (1) additional consecutive term**, allowing a total of **two (2) successive terms** in office.

2.3 Cessation and Vacancies

a) Cessation of Membership

Any member of the Executive Committee who ceases to be a valid member of the BMAAA shall automatically forfeit their position on the Executive Committee.

b) Filling of Vacancies

In the event of a vacancy, the Executive Committee shall have the authority to co-opt an eligible Life or Registered Member to fill the position, provided that such co-option does not exceed 30% of the total number of Executive Committee members.

c) Excessive Vacancies

If vacancies exceed 50% of the total number of Executive Committee members, a fresh election shall be called to reconstitute the Executive Committee.

2.4 Meetings of the Executive Committee

a) The Executive Committee shall convene meetings at least once every three (3) months if possible; however, no fewer than four (4) meetings must be held within a calendar year. The year shall be calculated from the date the Executive Committee assumes office.

- The **President** shall determine the date, time, and venue (physical or virtual) of each meeting.
- **Online meetings** shall carry the same validity as in-person meetings.
- The meeting **agenda** must be circulated to all EC members at least **15 days** prior to the scheduled meeting date.

b) Attendance Policy:

If an Executive Committee member fails to attend **three (3) consecutive meetings**, they shall be deemed to have vacated their position, subject to a majority vote of the EC in a subsequent meeting.

c) Quorum

A minimum of five **(5)** Executive Committee members shall constitute a **quorum** for any EC meeting.

2.5 Subcommittees

The Executive Committee may form **Subcommittees** as necessary and delegate powers within the scope of its authority.

The EC reserves the right to **review, amend, or revoke** any decision made by such Subcommittees.

2.6 Powers and Functions

The Executive Committee shall have the authority to take decisions or actions deemed necessary to fulfill the **aims and objectives** of BMAAA.

2.7 Formation of Advisory Panel

The Executive Committee (EC) shall have the authority to appoint an Advisory Panel. The panel may consist of any number of distinguished individuals whose experience and standing are deemed valuable to the mission and advancement of BMAAA. The Advisory panel shall not exceed seven members. The selection process will comply with Article 7.1. Only the EC members will be considered as voters.

Purpose:

The Advisory Panel shall serve in a non-executive capacity, offering guidance, strategic insight, and recommendations to the Executive Committee on matters of importance, upon request or as required.

2.8 Departmental Representation Balance

Given that BMAAA members primarily consist of Deck Officers and Engine Officers. Efforts shall be made to maintain departmental harmony and balanced representation in all elected or appointed bodies of BMAAA. It is recommended that no more than 60% of the representation be from either the Deck or the Engine department.

2.9 PRESIDENT

The **President** shall, unless prevented by illness or other sufficient cause, preside over all **Executive Committee meetings, General Meetings, and Emergency General Meetings** of the BMAAA.

The President shall:

- a) Spearhead the strategic direction and vision of the Bangladesh Marine Academy Alumni Association (BMAAA).
- b) Guide the Alumni in all matters concerning the objectives, operations, and welfare of BMAAA.
- c) Ensure the smooth and effective operation of all activities and initiatives of BMAAA.
- d) Preside over all meetings of the Association and perform any additional duties as assigned by the Executive Committee.
- e) The President must be at least **50 years of age** at the time of election.

2.10 VICE PRESIDENT

The **Vice President** shall assist the President in all matters relating to BMAAA. **Vice President** shall assume the duties of the President in his/her absence or inability to perform duties, unless otherwise directed by the Executive Committee. The Vice President shall preside over meetings as per the above provisions when required. Vice President must be at least **45 years of age** at the time of election.

2.11 GENERAL SECRETARY

The **General Secretary** shall act as the chief administrative officer of BMAAA, responsible for the coordination and execution of the Association's day-to-day affairs under the supervision of the Executive Committee.

The General Secretary shall:

- a) Call all Executive Committee, General, and Emergency General Meetings in consultation with the President, ensuring that agendas are prepared accordingly.
- b) Maintain accurate records and minutes of all meetings, ensuring confirmation at subsequent meetings.
- c) Handle all correspondence on behalf of BMAAA under the general supervision of the EC. In urgent situations where consultation with the EC is not possible, the General Secretary shall consult the President, with such decisions subject to ratification at the next EC meeting.
- d) Execute duties and responsibilities as assigned by the Executive Committee.
- e) Prepare and submit the **Annual Report** of BMAAA activities, subject to prior approval by the EC.
- f) Appoint an **Office Secretary** on behalf of the EC to assist with administrative tasks, including communication, record-keeping, financial transactions, event coordination, banking, and liaison duties.
- g) The General Secretary must be at least **40 years of age** at the time of election.

2.12 ASSISTANT GENERAL SECRETARY

The **Assistant General Secretary** shall support the General Secretary in all administrative functions of BMAAA.

The Assistant General Secretary shall:

- a) Discharge the duties of the General Secretary in his/her absence or inability to act.
- b) Perform any additional tasks assigned by the Executive Committee and/or the General Secretary.

2.13 TREASURER

The **Treasurer** shall be responsible for managing the financial affairs of BMAAA under the direction and supervision of the Executive Committee.

The Treasurer shall:

- a) Receive and disburse all funds on behalf of BMAAA, issue receipts for monies received, and maintain proper vouchers for all payments made.
- b) Maintain accurate and up-to-date **Books of Accounts**, and present them to the Executive Committee or General Body as and when required.
- c) Prepare a complete **Statement of Accounts** along with reconciliations to be presented at the **Annual General Meeting (AGM)** after approval by the EC.
- d) Oversee the preparation and execution of financial audits and ensure compliance with all legal and statutory obligations, including those related to Society registration and reporting.

2.14 EXECUTIVE COMMITTEE MEMBERS

The **Executive Committee Members** shall actively cooperate with all office bearers in executing the activities, programs, and initiatives of BMAAA. A duly elected EC will declare its unequivocal and unwavering allegiance and loyalty to the constitution and the rule of law.

They shall:

- Participate in EC meetings and decision-making processes.
- Support various operational, administrative, and event-related functions.
- Serve on subcommittees or task forces as assigned by the EC.
- Promote the objectives and welfare of BMAAA among the Alumni community.
- Approve all costs incurred by BMAAA by majority vote in a meeting.

3.0 VOTING RIGHTS

Only duly listed Life Members and Registered Members of BMAAA, whose membership dues are fully paid and up to date, shall be entitled to voting rights following a waiting period of three (3) months from the date of dues clearance.

Eligible members may exercise their voting rights in the following instances:

- a) **Annual General Meeting (AGM)**
- b) **Extraordinary General Meeting (EGM)**
- c) **Elections** of the Executive Committee or any other elected body within BMAAA.

Members who are in arrears of membership fees or whose membership status is otherwise not in good standing shall be disqualified from voting until all outstanding dues are fully cleared.

Following the clearance of such dues, the member shall regain eligibility to vote only after three (3) months.

4.0 Election Schedule and Membership Eligibility

- a) The Executive Committee (EC) of BMAAA shall be elected every two (2) years. The first election must be held within two years of the Association's registration.
- b) Only duly listed Life Members and Registered Members who have paid their dues in full up to the fiscal year ending at least six months prior to the election date.
- c) A candidate running for office must be a member in good standing, with dues paid in full up to the fiscal year ending at least six months prior to the election date.

5.0 Formation of the Election Commission

- a) Upon deciding to hold an election, the Executive Committee shall, no later than three **(3) months** before the election date, constitute an independent **Election Commission** consisting of **three (3) members**, including one **Chief Election Commissioner (CEC)**.
- b) Once the Election Commission issues an official election schedule, the Executive Committee (EC) shall continue to perform only routine administrative functions. It shall not undertake any significant decisions, including but not limited to:
- i. Convening an AGM, or EGM
 - ii. Making structural or policy changes
 - iii. Initiating new financial or strategic commitments
 - iv. Organizing any social event(s) — such as picnics, family nights, endowment programs, etc. — under the name of the Executive Committee or BMAAA.

If any essential meetings or significant tasks must be conducted during this period, the Election Commission must approve them before the session begins.

c) Additionally, an **Appeal Board** comprising **three (3) members** shall be formed to address any disputes or grievances arising from the election process. Their verdict shall be considered final.

d) BMAAA shall bear all reasonable costs incurred by the Election Commission to conduct the election. A simple majority vote in an EC meeting will approve these costs.

6.0 Role and Authority of the Election Commission

- a) Once constituted, the Election Commission shall assume full responsibility for organizing and conducting a free, fair, and transparent election. The BMAAA Secretariat shall provide necessary administrative support as required.
- b) The Election Commission shall:
- Formulate and implement all relevant election procedures and guidelines.
 - Publish an election schedule, candidate eligibility criteria, and voter lists in a timely manner.

7.0 Election and Voting Process

7.1 Selection of Candidates

- a) Any eligible voter may nominate one or more qualified candidates for a specific position or multiple positions within the Executive Committee. At least one other eligible voter must second each nomination.
- b) The nominated individual must formally accept the nomination to be considered a candidate for the specific position for which they have been nominated.
- c) No political platforms, campaign advertisements, or promotional announcements shall be permitted on any official BMAAA communication portals. The formation or promotion of candidate panels is strictly prohibited. All candidates must contest the election based solely on their merit and achievements.
- d) The election process must uphold the highest standards of decency, fairness, and integrity at all times.
- e) If one or more Executive Committee positions remain unfilled after the electoral process, the sitting Executive Committee may, by majority vote at an official EC meeting, nominate and approve individuals to fill such vacancies.

7.2 The Election Commission shall post the biodata of all eligible candidates on the official BMAAA communication portals as a means of introducing them to the voting members. Each candidate shall submit their biodata for this purpose. The biodata must not exceed four hundred (400) words, as measured using Microsoft Word or an equivalent standard word count tool.

7.3 Voting process

a) Elections shall be conducted through **secret ballots**, which may include:

- **In-person secret voting,**
- **Electronic (online) voting,**
- Or any combination thereof, as deemed appropriate by the Election Commission.

b) A precise **cut-off date and time** for submission of postal or electronic ballots shall be fixed before Election Day. Voting may be conducted either **in person** or **electronically**, subject to the procedures approved by the Election Commission.

8.0 Counting of Votes and Declaration of Results

a) The Election Commission shall commence vote counting immediately following the official cut-off time for voting. As voting shall be conducted electronically, the counting process is expected to be prompt and efficient.

b) In the event of unforeseen circumstances beyond the control of the Election Commission that prevent immediate counting, all voting materials and relevant evidence shall be securely handed over to the three (3) senior-most officials of the Association. The Election Commission shall retain a duplicate set of the records for accountability and verification purposes.

c) In the event of any disputes regarding the voting or counting process, all materials and records shall be submitted to the Appeals Board as stipulated in **Article 5(c)**. The verdict rendered by the Appeals Board shall be considered final and binding.

9.0 FINANCIAL YEAR AND FUND MANAGEMENT

The **financial year** of the Bangladesh Marine Academy Alumni Association (BMAAA) shall commence on **1st July** and end on **30th June** of each calendar year.

10.0 Sources of Funds

The primary source of funding for BMAAA shall be **membership fees** collected from its members, as well as any other lawful sources, such as donations, sponsorships, grants, or proceeds from events.

11.0 Allocation and Use of Funds

The **Executive Committee (EC)** shall be responsible for the management and allocation of BMAAA's funds. All expenditures must align with the Association's objectives and be properly authorized.

Funds shall generally be utilized for the following purposes:

- i. Administrative expenses, including office operations and costs associated with meetings.
- ii. Travel and accommodation expenses incurred by EC members or the Office Secretary when engaged in official BMAAA activities.
- iii. Production and distribution costs of journals, magazines, newsletters, and other official BMAAA publications.
- iv. Financial support (subvention) to members representing BMAAA at international and

national meetings or conferences.

v. Costs related to organizing conferences, symposiums, reunions, general meetings, and other official events.

vi. Travel and accommodation expenses for overseas specialists or guests invited by BMAAA for educational, training, or professional development programs.

vii. Payment of dues or subscriptions for BMAAA's affiliation with international organizations or societies.

viii. Any other expenditure deemed necessary and approved by the Executive Committee in furtherance of BMAAA's objectives.

12.0 BANKING AND AUDIT

a) The BMAAA shall maintain one or more **bank accounts** in its name (**BMAAA Society**) with any scheduled bank(s) in Bangladesh, as approved by the Executive Committee.

b) The operation of such bank accounts shall be governed by signatory authority, as determined and revised by the Executive Committee from time to time. Typically, accounts shall be operated under **joint signatures** (e.g., Treasurer and President/General Secretary).

13.0 GENERAL MEETINGS

There shall be two categories of General Meetings of the Bangladesh Marine Academy Alumni Association (**BMAAA**):

a. Annual General Meeting (AGM), Extraordinary General Meeting (EGM)

b. Quorum for the meetings

The quorum for an AGM/EGM shall be 25 total Life and Registered Members. The presence of members may be either physical or virtual. If a quorum is not present within thirty (30) minutes of the scheduled time, the meeting shall be adjourned and reconvened as per the provisions set by the Executive Committee.

c. Passing Resolutions

Any resolution proposed at an AGM/EGM shall require a two-thirds (2/3) majority of the members present and voting to be passed.

14.0 EXTRAORDINARY GENERAL MEETING (EGM)

a) An **Extraordinary General Meeting (EGM)** may be convened:

- By decision of the Executive Committee, **or**
- Upon written requisition by at least **20%** of the total Life and Registered Members.

b) Notice Period

A minimum of **14 days' written notice** shall be given to all members, specifying the date, time, venue (physical or virtual), and agenda of the meeting.

c) Meetings may be conducted **online**, with virtual attendance counted towards quorum and voting.

15.0 ANNUAL GENERAL MEETING (AGM)

a) The **Annual General Meeting (AGM)** of BMAAA shall be held once every calendar year at a date, time, and place (physical, virtual, or hybrid) as determined by the Executive Committee.

b) Notice of Meeting

A **written notice** of the AGM, accompanied by:

- The **audited annual statement of accounts**, and

- The **agenda** shall be circulated to all members **at least 21 days** before the scheduled date of the meeting.

c) Agenda of the AGM

The standard agenda for the AGM shall include, but not be limited to:

- i. Confirmation of the minutes of the previous Annual General Meeting.
- ii. Consideration and approval of the **audited accounts** and **financial statements** for the preceding financial year.
- iii. **Election of office bearers** and Executive Committee members, when elections are due.
- iv. Appointment of the **auditor** for the following financial year.
- v. Discussion and resolution of any other matters, such as:
 - Decided by the Executive Committee, **or**
 - Formally submitted in writing by any member to the General Secretary **at least 14 days** prior to the date of the meeting.

d) Meetings may be conducted online, with virtual attendance counted towards quorum and voting.

16.0 LEGAL ENTITY STATUS

- i. The **Bangladesh Marine Academy Alumni Association (BMAAA)** is established as a **non-profit organization**, operating solely for the benefit of its members and in pursuit of its stated objectives.
- ii. **Constitution Formation and Adoption:** The Constitution of BMAAA shall be adopted at an Extraordinary General Meeting (EGM) convened for that purpose. The draft Constitution must be presented to the general membership and passed by a resolution as outlined in Clause 13(c) of the existing constitutional framework. This ensures that the governing document reflects the collective will of the membership and is adopted through a transparent and democratic process.

17.0 Non-Profit Nature

BMAAA shall operate on a **non-profit basis**, and no part of its income or assets shall be distributed to its members, office bearers, or any individual, except in furtherance of its objectives as approved by the Executive Committee.

18.0 Limitation of Liability

There shall be no **contractual or legally binding relationship** between the Executive Committee and individual members, other than the obligation of members to:

- Comply with the Rules and Regulations of BMAAA, and
- Pay the applicable membership fees as determined by the Executive Committee.
-

19.0 Disclaimer of Debt Responsibility

The BMAAA shall **not be liable** for any debts, liabilities, or obligations incurred by any member in their personal capacity or in activities not expressly authorized by the Executive Committee.

No member shall have the authority to bind BMAAA to any financial or legal commitment without prior written approval from the Executive Committee.

20.0 INDEMNITY

Every member of the **Executive Committee**, any **Sub-Committee**, **Auditor**, **Officer**, **Employee**, or **Servant** of the Bangladesh Marine Academy Alumni Association (BMAAA) shall be entitled to be **indemnified** out of the assets of the Association against:

a) All liabilities, claims, actions, proceedings, damages, or demands arising from any act, decision, or omission made in good faith in the proper execution of their duties on behalf of BMAAA.

b) All losses, costs, charges, and expenses incurred in connection with:

- The performance or discharge of their official duties,
- Any contract lawfully entered into on behalf of BMAAA,
- Any lawful act or deed carried out in their capacity as a member of the Executive Committee, Sub-Committee, auditor, officer, employee, or servant of BMAAA.

c) This indemnity shall not apply in cases where such liabilities or losses arise due to:

- Personal misconduct,
- Willful negligence,
- Fraud,
- Breach of trust,
- Or actions taken outside the scope of authority granted by BMAAA.

The protection afforded by this clause shall continue to apply even after cessation of holding such office or position, in respect of acts performed during their term of service.

21.0 WINDING UP / DISSOLUTION

The **Bangladesh Marine Academy Alumni Association (BMAAA)** may be **voluntarily wound up** or dissolved by a resolution passed at a duly convened **General Meeting**.

22.0 Resolution for Dissolution

A decision to wind up BMAAA shall require:

- A resolution passed by at least a **three-fifths (3/5)** majority of the eligible voting members present at the General Meeting (either in person or online).
- Proper notice of such a meeting must be given in accordance with the provisions governing General Meetings.

23.0 Disposal of Assets

a) In the event of winding up, dissolution, or cessation of operations for any reason:

- All debts and liabilities of BMAAA shall first be duly settled.
- Any remaining **assets or property** shall **not** be distributed among members.

Instead, such surplus assets shall be:

b) Transferred or donated to another non-profit institution, organization, or association having **similar objectives** to those of BMAAA, **or**

c) Disposed of in such manner as determined by a **three-fifths (3/5) majority** vote of the members present at the dissolution meeting.

The selected recipient organization must also be **a non-profit entity** and aligned with educational, professional, or charitable purposes consistent with BMAAA's mission.

24. ACCOUNTS AND AUDIT

- a) The **Bangladesh Marine Academy Alumni Association (BMAAA)** shall appoint a qualified **Auditor or Auditors** to conduct an annual audit of the Association's financial statements.
- b) The appointed auditors shall:
- Examine and audit the financial records of BMAAA for each financial year.
 - Prepare the **Audited Financial Statements** in accordance with applicable accounting standards and legal requirements.
 - Submit the audited statements to the **Executive Committee (EC)**.
- c) The **Audited Financial Statements** shall be presented at the next **General Meeting** (AGM or EGM).
- d) Once approved by the Executive Committee, every audited account, duly signed by the Auditors and the Executive Committee, shall be deemed **conclusive and binding**, except in cases where an error is subsequently discovered before the audit of the following year's accounts.
- e) If any such error is identified, it shall be **immediately rectified** and reported to the Executive Committee for approval.

25.0 Appointment and Remuneration of Auditors

- The Executive Committee, by a majority vote in a meeting, shall appoint the Auditor(s) and fix their **remuneration**.
- The appointed Auditor(s) must be **independent** and shall **not** be a member of the Executive Committee or hold any office within BMAAA.

26.0 Bylaws

- a) The Executive Committee shall establish a detailed set of Bylaws to supplement this **Constitution** and provide clear guidelines for the day-to-day operations, administrative processes, and functional activities of the **Bangladesh Marine Academy Alumni Association (BMAAA)**.
- b) The ByLaws shall serve as an **operational manual**, offering detailed procedures, workflows, and protocols necessary for the effective implementation of the objectives, rules, and decisions of BMAAA.
- c) The Bylaws shall remain **subordinate** to the Constitution. In the event of any conflict between the provisions of the SOP and this Constitution, the provisions of the Constitution shall prevail.
- d) The Executive Committee shall have the authority to **amend, update, or revise** the Bylaws from time to time, as deemed necessary for the efficient functioning of BMAAA.
- e) Any amendment to the Bylaws shall require approval by a **simple majority vote** of the Executive Committee members present at a duly convened meeting.
- f) All changes to the ByLaws must be properly documented, dated, and communicated to relevant members and stakeholders to ensure transparency and consistency in operations.
- g) Supremacy of Constitution and Law**
- 1. Consistency with the Constitution**
- All bylaws, rules, and regulations enacted under this Constitution must remain consistent with its provisions. In the event of any inconsistency, the Constitution shall prevail.

2. Conformity with the Law of the Land

No bylaw, rule, or regulation of the Association shall contravene or conflict with the prevailing laws of the land. Any such provision shall be deemed null and void to the extent of the inconsistency.

27.0 Code of Ethics

This Code of Ethics is established to guide the conduct of all members of BMAAA, including its Executive Committee, subcommittees, chapter representatives, and general members.

a) Integrity and Honesty

- Members shall act with honesty, fairness, and transparency in all dealings related to the association.
- No member shall knowingly misrepresent the Association or its interests.

b) Respect and Inclusivity

- Members shall treat each other with dignity and respect, regardless of batch, rank, region, or background.
- Discrimination, harassment, or any form of exclusionary behavior will not be tolerated.

c) Commitment to the Association's Mission

- Members shall uphold and promote the mission, values, and objectives of BMAAA.
- Members shall strive to support the Academy and fellow alumni through constructive engagement and mentorship.

d) Confidentiality

- Information discussed or shared in confidence during meetings or through internal communications shall not be disclosed without proper authorization.

e) Conflict of Interest

- Members shall disclose any personal or professional conflicts that may affect their objectivity or actions on behalf of the Association.
- Decisions shall be made in the best interest of the Association, not for personal gain.

f) Accountability

- All members, especially those holding office, shall be accountable for their responsibilities and actions.
- Misuse of authority, resources, or association funds is prohibited.

g) Collegial Conduct

- Disagreements shall be handled respectfully and through appropriate channels.
- Members shall refrain from gossip, slander, or spreading misinformation about others in the Association.

h) Ethical Representation

- When representing the Association, members shall act professionally and courteously, reflecting positively on BMAAA and the Bangladesh Marine Academy, Chattogram.

i) Transparency and Fairness in Elections and Appointments

- Members shall ensure fair, impartial, and democratic processes in all elections and committee appointments.

j) Commitment to Continuous Improvement

- Members shall strive for personal growth and support the development of the Association through feedback, volunteerism, and innovation.

28.0 ETHICS COMMITTEE

a) The Ethics Committee shall be established to provide guidance and recommendations on ethical matters, dilemmas, and conduct-related issues concerning members of the **Bangladesh Marine Academy Alumni Association (BMAAA)**.

b) The Committee shall consist of five (5) members, all of whom must be selected from among the Life Members and Registered Members of the Association. Members of the Committee shall be appointed by the Executive Committee through a decision made by majority consensus of its members.

- c) The Ethics Committee shall deliberate and decide on all ethical issues through **secret electronic voting** among its members.
- d) The Committee's decisions shall be made in good faith and aligned with the core values and Code of Ethics adopted by BMAAA. Their decisions, once recorded and ratified, shall be communicated to the concerned parties and, where applicable, the full Executive Committee.

29.0 GRIEVANCE COMMITTEE

- a) The **Grievance Committee** shall be responsible for addressing and resolving complaints, concerns, or grievances raised by members of BMAAA.
- b) The Committee shall also comprise **five (5)** members from the **Executive Committee**.
- c) Grievance matters shall be evaluated and decided through **secret electronic voting**, ensuring impartiality, confidentiality, and fairness in all deliberations.
- d) The Grievance Committee shall maintain a formal record of all submissions, decisions, and actions taken, and will report findings to the Executive Committee if broader action is required.

30.0 DISPUTE RESOLUTION

a) Scope

The purpose of this clause is to provide a structured, fair, and efficient process for resolving disputes between members or between members and the Association, without recourse to formal litigation unless necessary.

b) Step 1: Negotiation

Parties involved in a dispute shall first attempt to resolve the matter through direct **negotiation**, with the aim of reaching a mutually agreeable solution.

c) Step 2: Mediation

If negotiation fails, each party shall nominate **one (1) Registered Member** of BMAAA to serve as a **mediator**. A **third mediator** shall be appointed by a **majority vote of the Executive Committee**.

The mediation panel shall facilitate discussions with the goal of arriving at a voluntary resolution.

d) Step 3: Arbitration Panel

If mediation fails, the matter shall be referred to a **Five-Member Arbitration Panel**, composed as follows:

- Each party nominates **one (1) Registered Member** of BMAAA.
- The remaining **three (3) members** are appointed by a **majority vote of the Executive Committee**.
- Panel members shall not include current members of the Executive Committee.

e) Proceedings:

- Sessions may be held virtually and should not exceed **five (5) hours total**, conducted over a maximum of **three sessions** within a period not exceeding **three (3) months**.
- Each party shall present its case and supporting documents.
- The panel shall render its decision by **secret electronic vote** of the five members. Their majority votes will represent the verdict.
- The verdict shall be deemed **final and binding** on all parties.

f) Legal Exception

The parties involved agree to **waive their right** to initiate legal proceedings in any court of law, except where the decision of the Arbitration Panel **conflicts with the laws of Bangladesh**.

31.0 Closing Statement

This document is accepted as the revised and official **Memorandum of Association and Rules & Regulations** of the **Bangladesh Marine Academy Alumni Association (BMAAA)**, formerly known as the **Alumni Association of Bangladesh Marine Academy Society**, pursuant to the **Special Resolution dated 25th November 2018**.

ESSENTIAL CERTIFICATE “Certified that this is the correct copy of the rules and regulations of the Bangladesh Marine Academy Alumni Association Society (BMAAA)”.

SL	Position	Signature
1	President	
2	Vice President	
3	Vice President	
4	General Secretary	
5	Asst. General Secretary	
6	Treasurer	
7	Executive member	
8	Executive member	
9	Executive member	
10	Executive member	

There being no other agenda, the meeting ended with a vote of thanks to the chair.


(Ghulam M. Suhrawardi)
President