

The  
Bangladesh Gazette



*Extraordinary*  
Published by Authority

---

WEDNESDAY, AUGUST 1, 1984

---

GOVERNMENT OF THE PEOPLE'S REPUBLIC OF BANGLADESH  
MINISTRY OF LAW AND JUSTICE

Justice Branch

*Section-IV*

NOTIFICATION

Dhaka, the 31st July, 1984

No. S.R.O. 365-L/84/525-JIV/IT-1/83.—In exercise of the powers conferred by sub-section (2) of section 5 of the Administrative Tribunals Act, 1980 (VII of 1981), the Government is pleased to appoint Mr Justice M. A. Khaliq, a retired Judge of the Supreme Court of Bangladesh, as member of the Administrative Appellate Tribunal for a further period of one year with effect from 28th August 1984.

By order of the President

JUSTICE MD. ABDUL QUDDUS CHOUDHURY

*Secretary.*

MINISTRY OF JUTE AND TEXTILES

NOTIFICATION

Dhaka, the 1st August 1984

No. S.R.O.366-L/84.—Whereas Notification under clause (3) of Article 4 of the Bangladesh Industrial Enterprises (Nationalisation) Order, 1972 (P. O. No. 27 of 1972), has since been issued to omit M/s. Allied Jute Mills Limited from the First Schedule to the said Order;

Now, Therefore, in exercise of the powers conferred by sub-clause (b) of clause (4) of Article 4 of the aforesaid Order, the Government is pleased to make the following consequential changes in the Memorandum of Association and Articles of Association of M/s. Allied Jute Mills Limited, namely:—

1. In the aforesaid Memorandum of Association,—

(a) throughout the Memorandum of Association,—

(i) for the word “Pakistan” the word “Bangladesh” shall be *substituted*; and

(ii) for the words “East Pakistan” the word “Bangladesh” shall be *substituted*;

(b) in paragraph III, in entry (13) the words “Government or” shall be *omitted*; and

(c) in paragraph V, for the word “Rs” the word “Taka” shall be *substituted*.

2. In the aforesaid Articles of Association,—

(1) throughout the Articles of Association, unless otherwise provided,—

(i) for the word “Rs” the word “Taka” shall be *substituted*, and

(ii) for the word “Pakistan” the word “Bangladesh” shall be *substituted*;

(2) in Article 1,—

(i) for the definition of “THE MANAGING AGENTS” at serial (5) the following definition shall be *substituted*, namely:—

“(5) “THE GOVERNMENT” means the Government of the People’s Republic of Bangladesh.”;

(ii) the definition of “Operative and working Director” at serial (8) shall be *omitted*; and

(iii) in the definition of “The Registrar” at serial (10), for the words “East Pakistan” the word “Bangladesh” shall be *substituted*;

(3) for Article 4 the following shall be *substituted*, namely:—

“4. **Business of the company.**—The business of the company shall include the several objects expressed in the Memorandum of Association or within its scope and meaning all matters incidental thereto or any one of them to be taken in hand soon after the incorporation of the Company as Directors in their discretion shall think fit.”;

(4) in Article 5, for the words “East Pakistan” the word “Bangladesh” shall be *substituted*;

(5) in Article 8, clause (c) shall be *omitted*;

(6) in Article 20, for the words “one Director and countersigned by the Managing Agents” the words “Managing Director” shall be *substituted*;

- (7) in Article 47, for the commas and the words “, Provided that, where such application is made by transferor, no registration shall in the case of partly paid shares be effected unless the Managing Agents give notice of the application to the transferee in the manner prescribed by Section 34(2) of the Act and subject to the provisions of Articles 47 and 52 the Managing Agents” the words and commas “and, subject to the provisions of Articles 49 and 52, the Managing Director” shall be *substituted*;
- (8) in Article 54, for the words “Dhaka and Karachi” the word “Dhaka” shall be *substituted*;
- (9) in Article 60(a), the words, figure and letter “subject to the provisions of Article 4A” shall be *omitted*;
- (10) in Article 69, the words “or from the Managing Agents” shall be *omitted*;
- (11) for Article 93, the following shall be *substituted*; namely:—  
“93. **Chairman of General Meeting.**—The Chairman of the Board of Directors shall preside as Chairman at a General Meeting. If at any meeting he is not present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of the Directors present, or in default of such Director or if he is unwilling to act as Chairman, the members present shall choose one of their members to be Chairman of that general meeting.”;
- (12) in Article 102, for the words “Managing Agents” the words “Managing Director” shall be *substituted*;
- (13) for Article 109 the following shall be *substituted*, namely:—  
“109. **Number of Directors.**—(1) Until otherwise determined by the Company in general meeting the number of Directors shall not be less than three nor more than fifteen:  
Provided that so long as the Government shall hold shares in the capital of the Company, the Government shall have the right to nominate Directors in proportion to its shareholding interest:  
Provided further that the Government shall have the right to nominate one additional Director so long as the payment made to the Company by the Government as loan or as capital infusion during the period of its nationalisation are not fully paid to the Government.  
(2) The Directors nominated by the Government shall be *ex-officio* Directors and shall not be included in the rotation of Directors.”;
- (14) Article 110 shall be *omitted*;
- (15) Article 110B shall be *omitted*;

(16) for Article 113 the following shall be *substituted*, namely:—

“113. **Qualification of Directors.**—(1) The qualification of a Director shall be his holding shares to the value of Tk. 25,000 at least in his own name, relaxable in the case of Directors representing interest holding shares of the requisite value.

(2) An *ex-officio* Director shall not be required to hold any qualification share.”;

(17) for Article 114 the following shall be *substituted*; namely:—

“114. **Quorum.**—Three Directors including at least one *ex-officio* Director nominated by the Government shall form the quorum for the meeting of the Board of Director.”;

(18) in Article 117, for the words, figure, brackets and full-stop “The remuneration of a Director shall not exceed Rs. 100 (Rupees one hundred only) per meeting attended by him” the words and full-stop “The remuneration of a Director shall be Taka two hundred or such amount as may be determined by the company with the approval of the Controller of Capital Issues.” shall be *substituted*;

(19) in Article 119,—

(a) for the words “office of a Director” the words and comma “office of a Director, other than an *ex-officio* Director” shall be *substituted*, and

(b) for the words “a Managing Director”, the words “the Managing Director” shall be *substituted*;

(20) in Article 120, for the words “a Managing Director” the words “the Managing Director” shall be *substituted*;

(21) in Article 121,—

(a) the words “Managing Agents and” shall be *omitted*;

(b) the words “or his” shall be *omitted*, and

(c) the words “or him” shall be *omitted*;

(22) for Article 124 the following shall be *substituted*, namely:—

“124. **Retention and retirement of Directors.**—At the first ordinary meeting after the incorporation of the Company the whole of the Directors shall retire from office.”;

(23) Article 126 shall be *omitted*;

(24) in Article 136, for the words, figure, letter, brackets and comma “subject to the provisions of section 87D(5) of the Act, questions” the word “Questions” shall be *substituted*;

(25) for Article 137 the following shall be *substituted*, namely:—

“137. **Chairman.**—A Chairman shall be elected by the Board of Directors from among themselves. If at any meeting of the Directors, the Chairman be not present at the time appointed for holding the same, the Directors present shall choose some one of their numbers, other than the Managing Director, to be the Chairman of such meeting.”;

(26) in Article 142, for the words, figure, letter, brackets and comma “Except for the purpose of section 87D(5) of the Act, a resolution” the words “A resolution” shall be *substituted*;

(27) in Article 146,—

(a) in clause (6), for the words and brackets “such agents (other than Managing Agents)” the words “such agents” shall be *substituted*;

(b) in clause (22), the words “or to Managing Agents” shall be *omitted*; and

(c) clause (28) shall be *omitted*;

(28) Articles 148, 149, 149A, 149B, 150, 151(a), 151(b), 152, 153, 154, 155 and 156 shall be *omitted*;

(29) Article 157 shall be *omitted*;

(30) Article 158 shall be *omitted*;

(31) in Article 201, for the words “East Pakistan” the word “Bangladesh” shall be *substituted*; and

(32) after Article 207, the following new Article shall be *added*, namely:—

“208. **Article to override other Articles.**—Notwithstanding anything contained in these Articles,—

(a) the Directors shall raise or secure the discharge of the liabilities the company took over by the bipartite Agreement and tripartite Agreement by creation of mortgage or charge on the undertaking of the whole of the property of the company, both present and future, including its uncalled capital or by the issue of bonds perpetual or redeemable debentures or debenture stock of the company, both present or future, including its uncalled capital for the time being and after the aforesaid liabilities are discharged, the Directors may raise or secure the repayment of any sum or liability in such manner and upon such security over the assets of the company as may be thought prudent;

(b) the company shall act as per the provisions of the bipartite Agreement and tripartite Agreement till the liabilities specified in these Agreements are discharged in full.

*Explanation.*—In this Article,—

- (a) bipartite Agreement means the bipartite Agreement entered into by the company with the Government on 30th November, 1982;
- (b) “tripartite Agreement” means the tripartite Agreement executed on 30th November, 1982 among the company, the Government and the Bangladesh Jute Mills Corporation.”.

By order of the President  
K. G. MOSTAFA  
*Joint Secretary-II.*

---

NOTIFICATION

Dhaka, the 1st August 1984

No. S.R.O. 367-L/84.—In exercise of the power conferred by the clause (3) of Article 4 of Bangladesh Industrial Enterprises (Nationalisation) Order, 1972 (P. O. No. 27 of 1972), the Government is pleased to omit M/s. Allied Jute Mills Limited from the First Schedule to the said Order.

By order of the President  
SK. ABDULLAH  
*Deputy Secretary (ID).*