

RULES AND REGULATIONS
OF
MUMBAI AND NHAVA-SHEVA SHIP-AGENTS' ASSOCIATION

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P R E A M B L E :

- (i) The previous name of the Association viz., "BOMBAY AND NHAVA-SHEVA SHIP-INTERMODAL AGENTS' ASSOCIATION" was changed to " MUMBAI AND NHAVA-SHEVA SHIP-AGENTS' ASSOCIATION" (M A N S A) in the Annual General Meeting of the Association held on 17th August 2001 along with amendments to some other clauses.
- (ii) The General Body in its Annual General Meeting held on 9th September 2011, unanimously resolved to introduce Definition of 'Ship Agent' as shown under Rule No. V (h).
- (iii) The General Body in its Annual General Meeting held on 14th September 2012, unanimously resolved to amend the Clauses as at Rule No. VI (b) Membership Fees & XI (d) Composition & Election of Executive Committee.**

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- I) The name of the Association shall be "MUMBAI AND NHAVA-SHEVA SHIP - AGENTS' ASSOCIATION".
- II) The Association is formed and established with the aims and objects and for the purpose set out in detail in the Memorandum of Association.
- III) LOCATION:-
The Registered Office of the Association shall be situated at 901, Arcadia Building, N.C.P.A. Marg, 195, Nariman Point, Mumbai - 400 021, in the State of Maharashtra.
- IV) OFFICIAL YEAR:-
The financial year of the Association shall be from April to March.
- V) DEFINITIONS:-
In these rules and regulations unless inconsistent with the context or meaning thereof:
- a) "Association" shall mean MUMBAI AND NHAVA-SHEVA SHIP-AGENTS' ASSOCIATION (M A N S A).
- b) "Member" shall mean a member of the Association, whether an individual, a firm, a company or a corporation, and shall also include a member provisionally elected.
- c) "President" shall mean the President of the Association.
- d) "Vice-President/s" shall mean the Vice-President/s of the Association.
- e) "Executive Committee" shall mean and include president, Vice-Presidents, and other members elected and functioning as such for the time being of the Association.

- f) "Executive Committee Member" shall mean a Committee Member elected to the Executive Committee of the Association for the year.
- g) "Secretary-General" shall be the Chief Executive in charge of the administration of the Association subject to the control of the Executive Committee and direction of the President.
- (h) "Ship Agent" shall be an individual, a firm, a company or a corporation who represents a Principal engaged in the business of owning and / or operating ship for transportation by sea of cargo and / or passengers.

VI) **MEMBERSHIP:-**

- a) Any Ship Agent who agrees in writing to be bound by the Memorandum and Rules and Regulations of the Association and the Conduct Rules, being Annexure I hereto, shall be eligible for membership of the Association. Where any Firm, Corporation or Limited Company applies for Membership of the Association, shall submit the following in writing along with the specified Membership Form duly filled in for Membership and agrees in writing to be bound by the Memorandum and Regulations of the Association and Conduct Rules of the Association and shall be represented by the Director or Authorized representative whose name shall be notified in writing to the Association and that it shall be eligible for Membership subject to the following:
 - 1. Copy of the Registration Certificate under Shop & Establishment Act if it is a Firm; Copy of Memorandum & Articles of Association if it is a Corporation and/or a Limited concern.
 - 2. Copy of Registration with Customs & Ports of Mumbai & Nhava-Sheva.
 - 3. Letterhead showing details of Principals' names and other details.
 - 4. List of Cargo and/or Passenger Vessels handled in the Ports of Mumbai & Nhava-Sheva.
- b) Membership Fees shall be Entrance Fee of **Rs.20,000/- (Rupees Twenty Thousand Only-)** plus applicable taxes payable in advance and Annual Fee of **Rs. 36,000/- (Rupees Thirty Six Thousand only-)** plus applicable taxes payable in advance at the time of joining the Association and subsequent annual fee shall be paid in the beginning of each year. The Entrance and Annual Fee may be increased or decreased by the Association as may be required from time to time.

The above payment entitles every Member Company to send two persons free for the AGM Reception.

- c) The prescribed form for membership should be duly proposed and seconded by two different member-firms.

All application in the prescribed form for Membership of the Association shall be placed before the Executive Committee of the Association and an applicant shall be deemed to be a member of the Association on its application being accepted by the Executive Committee and on its paying the prescribed entrance fee and first annual fee plus applicable taxes.

The decision of the Association as to whether to admit or reject an applicant as a member of the Association shall be final and binding on all concerned and shall not be questioned, and the Association shall not be bound to assign any reasons for its decision.

- d) Every applicant on being admitted to the membership of the Association shall be deemed to have agreed to confirm to and abide by Rules and Regulations of the Association for the time being in force and as amended from time to time.
- e) Every member, being a firm, corporation or limited Company, shall notify in writing the name/s of the person/s who will represent it on the Association and for all purpose of the Association such a person/s will be deemed to be the member's representative/s until such notification is withdrawn or modified in writing.

VII. **CESSATION OF MEMBERSHIP:-**

- a) Any member who does not pay his fees as prescribed in Rule VI(b) or does not pay any other dues or contributions which may from time to time be fixed by the Association shall be called upon by notice in writing to be given by the Association to pay up the same. In the event of failure by the member to pay the same within a period of 30 days from the date of receipt by him of such notice, the name of such member shall be removed from the Register of Members without any further intimation to him and he shall cease to be a member of the Association with effect from the date of such removal.
- b) A member who desires to resign from membership to the Association of the Association shall give notice in writing of this intention to do so to the Secretary-General of the Association. Such notice shall be given not less than one calendar month before the closing of financial year of the Association, and such member shall be liable for and pay all his outstanding dues to the Association up to the date of his resignation as member, which shall be limited to membership fee plus applicable taxes, and such contribution to any project of the Association as the member resigning has, prior to the submission of his resignation, agreed to make.

VIII) **REGISTER OF MEMBERS:-**

The Association shall maintain a Register of members containing the name, address and occupation of each member, the date of resignation or cessation of membership. The register shall be open for inspection by any member on an application in writing being made at least Seven days in advance.

IX) **WORK OF THE ASSOCIATION:-**

1. **ORDINARY GENERAL BODY MEETING:**

- a) The Secretary-General shall, in consultation with the President, or, in his absence, either of the Vice-Presidents, convene Ordinary Meetings of the Association as often as may be necessary or expedient to decide on matters of policy relating to the objects of the Association and / or dispose of matters relating to the working of the Association.
- b) In event of decision required to be taken on any matters urgently and from day-to-day, such decisions may be taken by the President or in his absence by either of the Vice-Presidents, after ascertaining the views of other members of the Executive Committee and further, if considered necessary, the views (by circular letters or by telephone) of all members of the Association.

2. **NOTICE FOR THE MEETING:**

- a) At least 7 days' notice shall be given by the Secretary-General to all the members for every Ordinary Meeting of the Association; provided that in the event of any ordinary meeting being required to be convened urgently, the Secretary-General may have the discretion of giving a shorter notice.
- b) At least 14 days' notice shall be given by the Secretary-General to all the member for every Annual General Meeting of the Association.
- c) An Extra-Ordinary or Special General Body Meeting may be convened by the President or in his absence by either of the Vice-Presidents, provided 25% of the members request in writing for such a meeting and for such meetings 7 days notice shall be given by the Secretary-General to all the members.

3. **ANNUAL GENERAL MEETING:**

The Annual General Meeting of the Association shall be held each year within 6 months of the completion of the year at the time to be decided and notified by the Executive Committee, and shall be a closed meeting. The following business shall be transacted at an Annual Meeting.

- a) To receive and adopt the Annual Report and the Audited Statement of Accounts of the Association for the previous financial year.
- b) To record the results of election of the President, Vice-President(s) and Executive Committee Members for the ensuing years.

- c) To elect an Auditor or Auditors for the ensuing years and to fix his or their remuneration or honorarium.
- d) To transact such other business of which notice may have been given by a member at least 7 days before the date fixed for the annual meeting.

4. **ATTENDANCE AT THE MEETING:**

- a) A member shall be represented at the meeting of the Association, whether ordinary, extra-ordinary, special, or annual, by the representative notified by the member in accordance with Rule (VI-e) above. Only one representative on behalf of each member shall be entitled to a vote at this meeting.
- b) The quorum for ordinary meeting shall be one-fourth of the total valid membership of the Association on the day of such meeting. The quorum for annual meetings of the Association shall be one-fourth of the total membership of the Association on the day of such meeting. The quorum for extraordinary or special meetings of the Association shall be one-third of the total membership of the Association on the day of such meeting.

X) **ADMINISTRATION:-**

The management of the Association and properties shall vest in a body to be hereinafter called the Executive Committee.

XI) **COMPOSITION AND ELECTION OF EXECUTIVE COMMITTEE:**

- a) The Executive Committee shall consist of the President, two Vice-Presidents, and Nine other members of the Association to be elected at the Annual General Meeting every two years.
- b) The President, the Vice-Presidents and Executive Committee members shall retire every two years but can offer themselves for re-election.
- c) All the members of the Executive Committee including President and others shall normally attend the Executive Committee Meetings and if they are unable on any occasion they shall notify the Committee in writing showing their inability to attend.
- d) Ordinarily non-attendance for consecutive three meetings or a total of 6 meetings **with or** without notice will disqualify the member from continuing as members of the Executive Committee.

- e) The Executive Committee meetings will be called by the President or in his absence by either of the Vice-Presidents and the number of such meeting will depend on the requirements as may be determined by the President and / or either of the Vice-President.
- f) The President shall be the Chairman of every meeting of the Executive Committee. In the absence of the President either of the Vice-Presidents shall be the presiding Chairman.
- g) All decisions at meetings of the Executive Committee shall be by a majority. The President shall in the event of a tie have a casting vote.

XII) **ELECTION OF OFFICE BEARERS:-**

- a) Members of the Executive Committee shall be elected by the members of the Association in accordance with the procedure set out in these Rules. They shall assume office immediately after the Annual General Meeting for the Financial Year and shall remain in office until the conclusion of the Annual General Meeting to be held on the specified date two years later, but they shall be entitled to stand for re-election. Such elected Executive Committee soonest thereafter, will elect from amongst its members a President and upto two Vice-Presidents, who will hold office for a term of 2 years.
- b) Nominations for election of office bearers shall be sent in writing to the Secretary-General 15 days before the Annual General Meeting or the day of election in the prescribed form, and shall be signed by the proposer and seconder, both being members of the Association. The nominations received shall be placed before the Annual General Meeting and the results declared at such meeting.
- c) In case the valid nominations received are in excess of the number of office bearers to be elected, the election shall be held by show of hands or by secret ballot each shipping company as may be decided at the Annual Meeting. Each member shall be entitled to cast one vote for electing each of Twelve Executive Committee members.
- d) The Past Presidents of the Association will be permanent co-opted Members of the Executive Committee of the Association. However, they will have no voting right in the elections to the Executive Committee and that any other candidate from the same member-company to which the Past-President belongs can contest elections to the Executive Committee.

XIII) **VACANCIES:-**

- a) Any vacancy in the Office of a President shall be filled in by a Vice-President who shall be nominated by members of the Executive Committee at an Executive Committee Meeting.

- b) Filling up of vacancies in Executive Committee: In case three or more vacancies occur at any time before 6 months to the expiry of term of the Executive Committee; these shall be-filled through a bi-election.
- b) Bi-Election process for vacancies in the Executive Committee: Upon occurrence of vacancies of three or more Executive Committee Members; the Secretary-General shall set a date for election and notify same in writing to the members, at least 10 days in advance. Nominations for the bi-election of office bearers shall be sent in writing to the Secretary-General as per the schedule indicated by the Secretary-General in the notification.

The election, if required, shall be held on the set date indicated in the notification. The process of election shall be through secret ballot as in the case of election to office bearers. An election Officer shall be appointed by the President who shall supervise and declare the result of the election and advise same to the members.

XIV) **AUDITORS:-**

The Association shall at every annual meeting appoint an auditors or a firm of auditors for the purpose of auditing the accounts of the Association and of all funds controlled by the Association.

XV) **DUTIES OF OFFICE BEARERS:-**

1. **PRESIDENT:**

- a) The President shall preside at all meetings of the Executive Committee and at all Ordinary Meetings and Extra-Ordinary or Special Meetings.
- b) The President shall lead all deputations on behalf of the Association.
- c) The President shall be the Official representative of the Association on the Committees constituted by all Government Agencies; however, he can exercise his right to appoint Vice-President or any other member of the Executive Committee in his place, if it is deemed necessary.
- d) The president shall also at any time communicate to the Association or to the Executive Committee such matters as he may deem proper and shall make such suggestions as may in his opinion tend to promote the objects of the Association and increase its usefulness.
- e) The President shall also perform such other duties as may be assigned to his office.

2. **VICE-PRESIDENTS:**

In the absence of the President, either of the Vice-Presidents shall assume all the duties of the President.

3. **SECRETARY GENERAL:**

The Secretary General will be appointed by the Executive Committee. He will be under the day-to-day control of the President and in his absence the Vice-Presidents. He will also be subject to overall control of the Executive Committee. He shall keep all minutes of meetings of the Association and of the Executive Committee. He shall handle such correspondence as may be required. He shall promptly collect and distribute all incoming mail.

4. **HONORARY SECRETARY:**

In the absence of the Secretary-General, the Executive Committee may appoint one of the Officials or any of the Executive Committee Members of the Association to act as Honorary Secretary. Such Honorary Secretary shall assume all the duties of the Secretary-General but will not be entitled to vote nor will he be entitled to any remuneration or honorarium.

XVI) **POWERS AND DUTIES OF EXECUTIVE COMMITTEE:**

1. The Executive Committee shall meet any time as may be required by the President and in his absence by either of the Vice-Presidents and shall be entitled to make such regulations as it thinks proper for the summoning and holding its meetings, and for the transaction of business at such meetings.
2. The President and in his absence either of the Vice-Presidents shall be the ex-officio of Chairman of the Executive Committee.
3. The Quorum for the meeting of the Executive Committee will be half of the Members of the said Committee.
4. A yearly report of the activities of the Association shall be prepared by the Executive Committee and shall be circulated to all members of the Association at least twenty-one days prior to the date of the annual meeting. Such report shall be submitted to the Annual Meeting for adoption.

5. The Management of the activities and of the funds and properties of the Association shall be vested in the Executive Committee. In addition to the powers by those presents expressly conferred upon it, the Executive Committee shall be entitled to exercise all such powers and do all such acts and things as may be exercised or done by the Association for and in connection with the attainment or advancement of the objects of the Association as set forth in the Memorandum of Association, provide that any of them is not hereby or expressly required to be exercised by the Association in Ordinary Meeting.
6. Without prejudice to the generality of the powers conferred by the foregoing clause, the Committee shall have powers to take any action which in its opinion, would be beneficial to the promotion, protection, and furtherance of the objects of the Association.
7. The Committee shall have powers to appoint Secretary-General and other staff and fix their remuneration and other terms.
- 7a) The business, administration and affairs of the Association shall be carried on and managed by the Executive Committee consistent with the aims and objects of the Association. The Executive Committee shall and may exercise such powers as may be necessary for smooth running of the Association.
8. The Executive Committee shall be entitled to exercise, interalia, the following powers:-
 - a) To make and secure suitable and effective representations with Port Authorities, Customs Authorities, various Governmental and other officials, unofficial and quasi Official Bodies, Trade Association, also Labour Bodies, Dock Labour Board etc.
 - b) To maintain as far as possible a uniform approach to all problems affecting shipping in Mumbai and Nhava-Sheva.
 - c) To nominate delegates, advisers etc., to represent the Shipping interests at various conference in India and abroad which have a bearing, direct or indirect, on shipping.
 - d) To communicate with Chambers of Commerce and other commercial and public bodies in and outside India and to concert or promote measures which may be beneficial to Shipping Interests in Mumbai and Nhava-Sheva.
 - e) To collect, circulate, and collate statistics and other information relating to costs or various services in Mumbai and Nhava-Sheva port with a view to making efficient and effective representation to the bodies/authorities concerned and to ensure that services provided are commensurate with the services said to be provide.

- f) To collect and distribute information which has a bearing on the members' activities in the Port, and disseminate information in enactment's under trade notice, customs notice etc., relevant to shipping in general, and also to publish periodically bulletins to serve the interests of shipping in Mumbai and Nhava-Sheva and to prepare press release as and when necessary on any matter affecting Shipping.
- g) To hold conferences, from and maintain a library, promote and organize lectures and study tours, fund institution of professorship or studentship or fund for scholarship in order to encourage, assist and extend knowledge and information in relation to or connected with shipping.
- h) To endeavour to settle controversies between members of the Association amicably and in a suitable manner upholding the interests of the Association.
- i) To collect manage and disburse funds raised or to be raised, and solicit, obtain or accept, subscriptions, donations, grants, gifts of all kinds for and in connection with the attainment or advancement of any of the objects of the Association.
- j) To invest and deal with moneys of the Association in such manner as may from time to time be determined.
- k) To borrow or raise moneys in such manner as the Association shall think fit for or in connection with the attainment or advancement of any of the objects of the Association.
- l) To purchase, take on lease or exchange, hire, or otherwise acquire any property, moveable or immovable and any rights or privileges which the Association may from time to time think proper to acquire or consider necessary or conducive to the attainment or advancement of any of its objects.
- m) To sell, lease, grant licenses, improve, develop, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property, assets, rights and effects of the Association for the time being in such manner and for such consideration as the Association may think fit.
- n) To pay for any rights or property acquired by the Association and to remunerate any person for services rendered whether by cash or otherwise as the Association may deem fit.

XVII) MINUTES OF THE MEETINGS:-

The Secretary-General shall keep books in which the minutes of every meeting of the Executive Committee and other meetings of the Association shall be regularly and accurately recorded. The Minutes shall be confirmed at the next respective meeting of the Executive Committee or the Association as the case may be.

XVIII) SUB-COMMITTEES:-

The Executive-Committee may nominate members to act as a Sub-Committee for any specific purpose and for specific period as may be deemed necessary; such sub-committee shall cease to function as soon as the purpose for which it has been constituted is achieved or on determination of the period for which it has been constituted, whichever is earlier, or as otherwise directed by the Executive Committee.

XIX) ELECTION OF REPRESENTATIVE OF THE ASSOCIATION ON BOARD OF TRUSTEES OF i) Mumbai Port Trust and ii) Jawaharlal Nehru Port Trust or on any Board related to shipping / Ports etc.

For the election of Representative of the Association on the Board of Trustees of i) Mumbai Port Trust, and ii) Jawaharlal Nehru Port Trust or on any other Board related to Shipping/Ports etc., the Secretary-General shall issue a Notice to all members of the Association calling for a nomination for such post, as these would be the elected Nominees.

If there are more Nominations than ONE post, the Executive Committee shall elect the Representative of the Association from the Nominations received from all member-firms, for which a Ballot paper shall be prepared and circulated to the Executive Committee Members for voting. If there is only ONE Nomination for one post, the said Nomination shall be deemed to have been elected unopposed.

XX) ACCOUNTS:-

The Secretary-General shall maintain the Accounts of the Association and shall be responsible for all receipts and expenditure of the Association, also accounts with Bank as approved by the Association also for auditing of the accounts by the Auditor / Auditors appointed at the Annual Meeting. The Bank Accounts as approved by the Association shall jointly be operated by the President or either of the Vice-Presidents and the Secretary-General and in the absence of the Secretary-General by the Honorary Secretary.

XXI) APPLICATION OF INCOME:-

The income, money and property of the Association however derived shall be applied solely towards the attainment or advancement of all or any of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever as profit to the persons who at any time are or have been members of the Association or any person claiming from, by, through under or in trust for any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers, employees or servants of the Association or to any member thereof or any other person in return for any service actually rendered to the Association or the payment of interest on money borrowed by the Association from any member.

ALTERATIONS IN RULES AND REGULATIONS:-

These rules shall be recorded in a book to be kept as a record of the Association and printed or cyclostyled copies of the same shall be forwarded to all the members. No alteration or addition shall be made to these Rules unless the same is approved by a majority of 2/3rd of the members of the Association present at a special meeting to be convened by a notice issued at least 7 days before the holding of such meeting and in which notice all the proposed alterations shall be clearly set forth.

XXII) DISSOLUTION OF THE ASSOCIATION:-

The dissolution of the Association shall take place only in accordance with the provisions of Sections 13 and 14 of the *Societies Registration Act, 1860*. On the dissolution of the Association all debts and liabilities of the Association shall be paid out of the property and funds of the Association except funds and property held on special trusts and the balance of such property and funds shall not be paid or distributed amongst the Members of the Association or any of them but the same shall be given to some other Institution or Institutions having objects similar to the object of the Association and which prohibit the distribution of its or their property and funds and income amongst its or their members, such Institution or Institutions to be determined by not less than 2/3rd of the members of the Association present at a meeting or in default thereof by the Charity Commissioner of the State of Maharashtra or by a competent Court of Civil Jurisdiction in Bombay having jurisdiction in the matter. The property, funds and unapplied income held under special trust shall be handed over to the Trusts or Institutions having objects similar to the objects of the Special Trusts with an undertaking from them that Special Trusts shall continue to be administered by such trusts or institutions in the same manner and according to the terms of the respective Trusts as public charity trusts.

XXIII) **MEMBERS ETC. INDEMNIFIED:-**

Every Member, Secretary-General or other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Managing Committee out of the funds of the Association to pay, all the liabilities costs losses and expenses which may be incurred by any such person in respect of any contract property into by him on behalf of the Association or otherwise in the proper discharge of his duties and against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted.

XXIV) **RULES AND REGULATIONS :-**

The provisions of the Societies Registration Act 1860, shall apply to the Association in manners not herein provided for.

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**(Annexure I)**  
**(Refers to MANSA Rules & Regulation No. VI a)**

**VOLUNTARY CODE OF CONDUCT**

All Members of the Association shall be guided by the “Not Binding Voluntary Code of Conduct” as mentioned herein.

1. The Agent will work diligently, honestly, and efficiently to protect and safeguard the Principals’ physical, financial, manpower and intangible assets whilst they are in his custody.
2. The Agent will use due care and skill and high standard of professional competence in performance of his duties towards the Principals.
2. The Agent will comply with all national laws and other regulations that bear on the duties to be performed by him. The Agent will advise his Principals of the Laws and Regulations in his territory that bear on the Principals business.
4. The Agent will promote the Principals commercial interests by diligently and efficiently promoting the Principals Company and services in the territory. He shall be diligent in advising the Principals of the requirements of the Trade in the territory.
5. The Agent will apply a high standard of professional competence and integrity when dealing with the Trade in his territory.
6. The Agent shall exercise due care and diligence to guard his Principals the Trade and his company from fraudulent practices.
7. The Agent shall work with his fellow Agents, Industry Associations and National Authorities to promote a professional Shipping Agency Industry in his territory.

**We hereby declare the above mentioned are Correct Rules and Regulations and Annexure I of Mumbai & Nhava-Sheva Ship-Agents Association as amended from time to time till date.**

Sd/-

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**PRESIDENT**

Sd/-

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**SECRETARY GENERAL**

Sd/-

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**SECRETARY**

**Date : January 2005**  
**Place : Mumbai**