



THE COMPANIES ORDINANCE 1984

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF



**ALL PAKISTAN TEXTILE PROCESSING
MILLS ASSOCIATION**

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MEMORANDUM AND ARTICLES

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Memorandum of Association

OF

ALL PAKISTAN TEXTILE PROCESSING MILLS ASSOCIATION

1. NOMENCLATURE

The name of Association is "**ALL PAKISTAN TEXTILE PROCESSING MILLS ASSOCIATION.**"

2. REGISTERED OFFICE

The Registered Office of the Association will be situated at Faisalabad in Punjab Province, Pakistan. Besides the Registered Office, the Association shall have three Regional Offices at Faisalabad, Karachi and Lahore/Gujranwala. Regional Office will also be established at Quetta and Peshawar when justified by the number of members in the provinces of Balochistan and NWFP/FATA.

3. AIMS AND OBJECTS

- (i) To protect and promote the interest of all persons dealing in processing of textile products, including dyeing, bleaching and printing.
- (ii) To protect and promote interests of textile processors and secure cooperation among textile processing community in general and among textile goods production.
- (iii) To represent the cause and interests of persons dealing in textile processing and other allied trade in matters affecting commerce in general, and these trades in particular, before the Govt. or any other Authority.
- (iv) To negotiate and/or to enter into agreement with the Government of Pakistan, Provincial Governments, Semi-Govt. Organizations, Firms Associations, in order to protect and secure the best interest of the members to acquire or to obtain better results in trades.
- (v) To keep the members informed, from time to time, about any development in the technique and trends of this Industry and Trade.
- (vi) To develop this trade and industry in Pakistan on modern scientific lines/basis.
- (vii) To render to Government, or other authorities, such assistance, information and advice, as may enable them to promote trade & commerce.
- (viii) To establish just and equitable principles in trade & commerce.
- (ix) To form a code or codes, or practice, to simplify and facilitate transaction of business.
- (x) To maintain uniformity in rules, regulations and usages of trade and commerce.
- (xi) To undertake special inquiries, and initiate action, for securing redressal of legitimate grievances of the members of Association.
- (xii) To resolve controversies amongst the members of the Association, if any.
- (xiii) To arbitrate in the settlement of disputes arising out of commercial transactions between parties willing, or agreeing, to abide by the award of the Arbitrators of the Association.

- (xiv) To collect and disseminate statistical and other data, and information, for the promotion of the objects of the Association.
- (xv) To establish Regional Offices, Sub-Offices, Branches and Units of this Association in any place in Pakistan where it may be necessary to do so, in the interest of the Association on the above lines.
- (xvi) To establish and maintain, an information Bureau, to print and publish journals, periodicals, newspapers, books, pamphlets, leaflets, directories, etc., and to maintain library and reading rooms for the promotion of the objects of the Association.
- (xvii) To arrange and convene conferences, lectures, shows, meetings on the subjects involving the interests of the members of the Association.
- (xviii) To affiliate with any national or international trade organizations having objects altogether, or in part similar to those of this Association for the purpose of securing the aims and objects of this Association, provided the Association shall not be affiliated with any international or Foreign Body without the prior permission of Government.

The Federal Government reserves the right to direct any number of trade organizations to merge if each trade organization is involved in the same or similar trade, industry or service, or any combination thereof. Any process of merger of trade organizations shall comply with the provisions of the Companies Ordinance 1984 (XLVII of 1984) in this regard

- (xix) To aid in subscribing money to any charitable or benevolent purposes, or for the promotion, generally of any matter of charity, or other, useful objects with a view to establish harmony and business relationship among various mercantile communities in general and Pakistani community in particular.
- (xx) To take such steps on the personal or written appeals, general meetings or otherwise, as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions, or otherwise, for promotion of the objects of the Association.
- (xxi) To provide help, and encourage study and training in technical and commercial matters, by granting scholarships, awarding prize stipends, and giving other monetary aids to institutions through such other ways and means as may be determined from time to time.
- (xxii) To purchase, take on lease or in exchange, hire or otherwise acquire, any real estate which may be deemed necessary or convenient for the purpose of the Association.
- (xxiii) To construct and maintain, and alter, any houses, buildings or works, necessary or convenient for the purpose of the Association.
- (xxiv) To take any gift or property, whether subject to any special Trust or not, for any one or more of the objects of the Association.
- (xxv) To draw, accept and endorse, cheques, bills, hundies, promissory notes or other negotiable instruments and, to operate accounts of the Association with any Bank or Bankers.
- (xxvi) To sell, manage, lease, mortgage dispose of or otherwise deal with, all or any part of the property of the Association.
- (xxvii) To borrow and raise money for the purposes of the Association in such manners as the Association may think fit.
- (xxviii) To invest any money of the Association, not immediately required for any of its objects, in such manner as may from time to time be determined, and utilize its profit for promoting the objects of the Association.

- (xxix) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.
- (xxx) To frame bye-laws, rules and regulations, for the conduct of the members, office-bearers and officers of the Association to carry out the various objects of the Association.
- (xxxi) To bring suits and/or actions, either in civil, criminal, revenue or other courts, including High Courts and Supreme Court, in the name of the Association/Members or on behalf of textile processing units under the signature of its Chairman/Regional Chairman and Secretary General/Regional Secretary, and to defend any action against the Association/Members.
- (xxxii) And generally, to do all that may be necessary, in the interest of the promotion of the above objects of Association, directly or indirectly.
- (xxxiii) To defend any proceeding in which the general interest of the Association is involved, and to work generally for the welfare of the members of the Association.
- (xxxiv) To carry out such other lawful functions as may be incidental, or conducive, to the attainment of the above aims and objects.

4. DISBURSEMENT OF INCOME AND PROPERTY

The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, or bonus, or otherwise, howsoever, or by way of profit to the persons who, at any time, are, or have been members of the Association, or to any of them, or to any person claiming through any of them. It is expressly stated that no member of the Association shall be appointed to salaried office, nor remunerated otherwise. Provided that nothing herein contained shall be deemed to prohibit the payment in good faith, of remuneration to any officers or servants of the Association, or to any member thereof, or other person, in return for any service actually rendered to the Association, or the payment of interest on money borrowed from any member of the Association, or in fulfillment of any contract entered into by the Association. Provided further that this provision shall not apply to any fees or remuneration earned by any member of the Association as an Arbitrator, Umpire or Trustee for, or on behalf of, any member of the Association, and on security deposits from the members of the Association.

5. AMENDMENT, REPEAL, ETC. OF ARTICLES , MEMORANDUM, ETC. OF THE ASSOCIATION

- (1) Notwithstanding anything contained in the Ordinance or in any other law for the time being in force or in the articles or memorandum,
 - (a) The Association shall not rescind, amend or otherwise modify its articles or memorandum without the prior approval of the Federal Government; and
 - (b) The Federal Government may, whenever it considers expedient to do so, by order in writing, direct any such trade organization to rescind, amend or otherwise modify its articles, memorandum, rules, or bye-law or to make any rule or bye-law, in such manner and within such period as may be specified in the order.
- (2) If the Association fails or neglects to comply with the direction under clause (b) of sub-section (1), the rescission, amendment, modification, or making as provided in the order under clause (b) of sub-section (1) shall be deemed to have been duly done by the Association in accordance with the Ordinance or its article or memorandum or in the manner it is otherwise competent to do so.
- (3) No addition, alteration and amendment shall be made in the Memorandum of Association, or in the regulations contained in the Articles of Association for the time being in force, unless the same has been previously submitted, and approved by a special Resolution of the General Meeting of the Association in accordance with the Articles, provided that all amendments shall be subject to the approval of Government in the Ministry of Commerce/Corporate Law Authority and shall also be made when required by Government in the Ministry of Commerce in the public interest.

6. VALIDITY AND RENEWAL OF LICENCE

- (1) The Association shall be licensed for a period of five years.
- (2) The licence shall be renewable for further five years subject to fulfillment of following conditions, namely:-
 - (i) The Association attains and subsequently maintains, for all times, the membership threshold of one hundred and fifty
 - (ii) The Association has been satisfactorily performing in accordance with performance review;
 - (iii) The Association satisfactorily performing in accordance with its memorandum and articles of association;
 - (iv) Reporting corporate compliance to the Securities and Exchange Commission of Pakistan and the Regulator; and
 - (v) Complying with any law, rules and regulations.

7. LIABILITY OF MEMBERS

The liability of the members is limited.

8. DUTY OF MEMBERS ON WINDING UP OF THE ASSOCIATION

Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time he is member, or within one year afterwards, for payments of the debts and liabilities of the Association contracted before the time at which he ceased to be a member, and own the costs, charges and expenses of the winding up of the same, and for the adjustment of the right of the contributories among themselves, such amount as may be required, but not exceeding one thousand rupees. In case of his liability becoming unlimited, such other amount as may be required in pursuance of the preceding paragraph of this memorandum.

9. PROCEDURE AFTER WINDING UP

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the members of Association, but shall be given, or transferred, to some other institution, or institutions, having objects similar to the objects of the "**All Pakistan Textile Processing Mills Association**", to be determined by the members of the Association at or before the time of the dissolution, and in default, by such courts as may have jurisdiction in the matter.

We the several persons whose names and addresses are subscribed hereto are desirous of being formed into an Association not for profit in pursuance of this Memorandum & Articles of Association

Sr.No.	Name & Surname (Present former in full block letters)	Father's name in full	Business Address	Nationality with any former Nationality	Occupation	Signature
1.	HAJI BASHIR AHMAD	HAJI AZIZ DIN	Sargodha Road, Faisalabad	Pakistani	Industrialist Textile Processing Sitara Textile Industries Ltd.	
2.	G. R. ARSHAD	CH. MUHAMMAD IBRAHIM	S-31, Mauripur Road, SITE, Karachi	-do-	Industrialist Textile Processing Rauf Textile & Printing Mills (Pvt) Ltd.	
3.	MOHAMMAD SAEED SHEIKH	HAJI ABDUL RASHID	Sargodha Road, Faisalabad	-do-	Industrialist Textile Processing Rashid Textile Printing Ind (Pvt) Ltd.	
4.	SHEIKH MUHAMMAD AYUB	SH. MUHAMMAD HUSSAIN	68-Industrial Estate, Kotlakhpat, Lahore	-do-	Industrialist Textile Processing Army Dyeing & Printing Mills (Pvt) Ltd.	
5.	M. ZUBAIR MOTIWALA	HAJI SATTAR MOTIWALA	A-28, SITE, Karachi	-do-	Industrialist Textile Processing Diamond Textile (Pvt) Ltd.	
6.	MIAN SHABBIR AHMED	BASHIR AHMED	Sargodha Road, Bawa Chak,	-do-	Industrialist Textile Processing Bashir Printing Ind (Pvt) Ltd.	
7.	BASHIR MAHMOOD	SH. SHAHAB UDDIN	35-37/B, Small Industrial Estate (SIE), Gujranwala	-do-	Industrialist Textile Processing Faisal Textile Ind (Pvt) Ltd.	
8.	M. IQBAL ARBI	HAJI ABDUL SATTAR	D-84, SITE, Karachi	-do-	Industrialist Textile Processing Arb Industries	
9.	SHEIKH MUHAMMAD AMJAD	HAJI MUHAMMAD ASLAM	Abdulahpur, Faisalabad	-do-	Industrialist Textile Processing Saeed Fabrics (Pvt) Ltd.	
10.	DR. ARSHAD A. VOHRA	ABDULLAH HASHIM	B-45, SITE, Karachi	-do-	Industrialist Textile Processing Moonlight Industries	
11.	MIAN AFTAB AHMED	MIAN MUHAMMAD SAEED	Major Tufail Shaheed Road, Faisalabad	-do-	Industrialist Textile Processing Hilal Textile Corporation (Pvt) Ltd.	
12.	ABDUL WAHAB LAKHANI	H. ADAMJEE LAKHANI	E-17/A, SITE, Karachi	-do-	Industrialist Textile Processing Adamjee Enterprises	
13.	SHEIKH MUHAMMAD ANWER	SHEIKH MUHAMMAD ISHAQ	8-Baradari Road, Shahdara, Lahore	-do-	Industrialist Textile Processing Zenotox (Pvt) Ltd.	

Dated: 20th Day of June 2007

Witness to the above Signature

Signature: _____

Name: Zahir Iqbal Khawja

Father's Name: Khawaja Ghulam Hussain

Occupation: Service

Full address: House No.1, Street No.7, Haseeb
Shaheeb Shaheed Colony, Faisalabad

Articles of Association

OF

ALL PAKISTAN TEXTILE PROCESSING MILLS ASSOCIATION

1. NAME AND STYLE

The name of this Association shall be "**ALL PAKISTAN TEXTILE PROCESSING MILLS ASSOCIATION**".

2. DEFINITIONS

In these articles unless there be any thing either in the subject or context inconsistent herewith:-

- (i) "Association" means "All Pakistan Textile Processing Mills Association".
- (ii) "The Act" means the Trade Organizations Act, 2013 and "The Ordinance" means the Companies Ordinance 1984 as applicable to Pakistan and or any other statutory enactment, for the time being in force in place of the said Act or Ordinance, or modified by any statutory enactment, for the time being in force.
- (iii) "The Articles" means these articles of Association, as originally framed, or as altered by Trade Organizations Act 2013 read with Trade Organizations Rules 2013, or by Special Resolution of the Association from time to time and approved by the Government
- (iv) "The By-Laws" means the by-laws of the Association from time to time in force.
- (v) "Ordinary Resolution" means any resolution passed at any ordinary general meeting by a simple majority of voters present, or in a poll, if demanded, by a simple majority of the votes given there-at.
- (vi) "Special resolution" shall have the meaning as assigned to it by the Ordinance.
- (vii) "Members" means the members of the Association in the categories of Corporate Members and Associate Members.
- (viii) "Executive/Managing Committee" means the Central Executive/Managing Committee of the Association.
- (ix) "Chairman" means the Chairman of the Central Executive Committee.
- (x) "General Meeting of Association" means a meeting of the General Body of Association, whether ordinary or extraordinary.
- (xi) "General Body" means the members of the Association entitled to attend and vote at the General Meeting of the Association.
- (xii) "Month" means a month reckoned according to English calendar.
- (xiii) "Year" means a year according to Financial Year beginning from 1st July and ending 30th June.
- (xiv) "Head Office of Association" means the registered office of the Association which will be situated at FAISALABAD.

- (xv) "The Register" means the Register of Companies required to be kept under section 147 of the Ordinance.
- (xvi) "Person" shall include any Firm, Company, or any other Body of Individuals, whether incorporated or not.
- (xvii) "The Seal" means the seal of the Association.
- (xviii) Expressions relating to "Writing" shall be construed as including printing, type-writing, lithograph, photograph and all other modes of representing or reproducing words, figures and signs, in a visible form.
- (xix) The Words and expression used and not defined herein shall have the same meanings as is assigned to them in the Act, Ordinance and Rules
- (xx) All other expressions defined in the Act shall have meanings assigned to them in the Ordinance.
- (xxi) "Office Bearer" means and includes, Chairman, Senior Vice Chairman, Vice Chairman and Members of the Executive Committee consisting of Executive Members from all the Regions, and the Regional Committee, as the case may be.
- (xxii) "Regional Committee" means a Regional Executive Committee of The Association.
- (xxiii) "Regional Office" means the office controlled and run by the Regional Committee concerned.
- (xxiv) "Secretary General" means an individual professional full-time employee of the Association who shall be in charge of the secretariat of the Association and responsible for day to day operations of the Association in his capacity as such shall be custodian of all record pertaining to the trade organization;
- (xxv) "Licence" means a licence granted to the Association under section 3 of the Act.
- (xxvi) "Memorandum" means the memorandum and Articles of Association of the Association.
- (xxvii) "Regulator" means Regulator of the Trade Organizations appointed by the Federal Government and includes an officer empowered by the Federal Government to perform functions of the Regulator under the Act.
- (xxviii) "Rules" means Trade Organizations Rules 2013, framed under section 31 of Trade Organizations Act, 2013.

3. LIMITS OF MEMBERS

The Association is a Public Company within the meaning of Rule 6(4) (i) of the Companies General Provisions & Forms Rules, 1984.

4. PURPOSE

The Association is established for the purpose as set forth in the Memorandum of the Association.

5. MEMBERSHIP

The members of the Association shall be subscribers to the Articles & Memorandum who may hereafter be enrolled and accepted by the Executive Committee, or the Regional Committee, subject to approval of the Executive Committee.

6. ELIGIBILITY OF MEMBERSHIP/RENEWAL

Any business concern having facility anywhere in Pakistan and engaged in the Textile Processing Business engaged in meaning Bleaching, Dyeing, Printing, Finishing and Calendering of grey cloth whether it is pure cotton, mixed, or pure silk, will be eligible for grant or renewal of membership of the Association if such business concern meets the following conditions, namely

- (a) the prospective members of members is a sole proprietorship or a partnership firm or an association of persons or a company holding national tax number and sales tax registration, if applicable, in the name of the business concern.
- (b) The prospective member's business fits within the defined business scope or area of jurisdiction of the trade organization as provided in the said trade organizations approved memorandum and articles of association and under the licence granted by the Federal Government.
- (c) The application for grant of membership has been proposed and seconded by existing members of the said trade organization;
- (d) The prospective member has no criminal conviction; and
- (e) The prospective member has a valid national tax number and sales tax registration, if applicable.

7. DISTRIBUTION OF INCOME BETWEEN HEAD OFFICE AND REGIONAL OFFICES

As and when Regional Office is set up in pursuance of these articles, 70% of the admission fee and membership subscription received by the regional office in respect of members belonging to the region concerned shall be retained by the office and the balance 30% or Rs.6/- Lac (per annum) whichever amount calculates higher shall be remitted by the each Regional Office to the Head Office not later than 30 days of receipt of such amount..

8. APPLICATION FOR ADMISSION TO MEMEBERSHIP

- (a) A person desirous of becoming a member of the Association, shall submit an application to the Regional Office, in whose jurisdiction he carries on business, on prescribed membership application form, duly proposed and seconded as required therein. The Regional Committee shall, after scrutinizing the application, forward it to the Secretary General alongwith its recommendations and 30% of admission fee and annual subscription, who shall place the same before the Executive Committee at their next meeting for approval.
- (b) In case of rejection of an application for enrollment as member, no further application from the same applicant shall be entertained for a period of one year from the date of such rejection and the admission fee and subscription paid by the applicant shall be refunded. He may, however, appeal to the Executive Committee, of the Association within 30 days of date of rejection.
- (c) Applicant for membership, failing to get enrolled, may also appeal to the Regulator within 30 days of receipt of decision of the Committee, if the Regulator is satisfied that a prospective member meets the eligibility criteria in sub rule (a) above; may direct any trade organization for the purposes of enrolling any such person as member upon the application of such prospective member having filed a complaint with the Regulator on the grounds of delay or refusal in obtaining membership in the said trade organization.
- (d) Membership may be cancelled or such membership be disqualified, in addition to the grounds provided under the trade organization's memorandum articles of association, if the member breaches any provision of these rules or the Ordinance.
- (f) The membership of a trade organization shall be granted for a period of one year and shall expire on the 31st day of March every year irrespective of the date of grant of membership.
- (g) The membership shall be renewable on annual basis subject to fulfillment of following conditions, namely:-
 - (i) payment of prescribed subscription within the time stipulated in the memorandum, which shall not be later than 31st of March; and

- (ii) proof of filing return of income tax and sales tax, if applicable, for the preceding year.
- (k) The Regulator, if satisfied that the renewal of membership of an eligible member has been delayed or refused, upon a complaint filed by the aggrieved member, may direct the association to renew the membership of the applicant.
- (l) There shall be two classes of membership in the Association:-
 - (i) “associate member” means a member of the association which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than Rs.50 million or above;
 - (ii) “corporate member” means a member of the association which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than Rs.50 million or above;

9. ADMISSION FEE

Rs. 2000.00 shall be the admission fee for each member.

10. ANNUAL SUBSCRIPTION

- (a) Annual subscription shall be charged @ Rs.15,000/- per annum. However, Small Dyeing Units having not more than (2) Jigger Machines, are allowed Rs.7,500/- per annum. The annual subscription shall be enhanced @ 10% per annum w.e.f.01.04.2016.
- (b) Such subscription shall be payable at the beginning of each subscription year, and shall be charged for the whole year. Any member who does not pay annual subscription by 31st March, shall cease to be a member. No member shall be eligible to cast vote for the ensuing election who has not paid annual subscription by the 31st March each year.
- (c) No refund of subscription will be made if any member resigns from the membership before the expiry of the period for which he paid the subscription.

11. REGISTER OF MEMBERS AND WEBSITE

- (a) A register containing the names and addresses of all the members of the Association, and their authorized representatives, shall be kept in public access at the registered office of the Association and the Regional Offices within their respective jurisdiction. All changes in the addresses of the members, or their authorized representatives, should immediately be communicated in writing to the Secretary General at the Head Office of Association, and Regional Office in the region, as the case may be.
- (b) The Association shall within one year from the date of grant of licence create and maintain a website at all times which shall include all relevant information such as:
 - (i) Up-to-date list of office bearers with contact details, Executive Committee members, management and members of the General Body;
 - (ii) memorandum and articles of association as well as bye-laws, if any;
 - (iii) plan of activities and statement of vision;
 - (iv) schedule of Executive meetings and minutes of such meetings; and
 - (v) schedule of elections, voters’ list and election results during the election period as provided in clause (c) of sub-rule (2) of rule 16 and clause (b) of sub-rule (3), clause (b) of sub-rule (8) and clause (b) of sub-rule (18) of rule 20.

12. REPRESENTATIVE OF MEMBERS

Not more than one representative of a member shall be entitled to take part and vote at any meetings of the Association. No firm or concern shall be entitled to be represented at the time of election through a person other than the one who is a proprietor, partner, director, managing agent, elected office-bearer, Secretary, or a responsible Officer of such firm, or concern, The names of all such representatives of the members shall be entered in the register kept for the purpose at the registered office and the Regional Offices of the Association. A member may change his representative by notifying the name of his new representative in writing to the Secretary General or the Regional Secretary, as the case may be. No such change would be acceptable after issue of final list of members before election.

13. RIGHTS OF MEMBERS

Every member of the Association shall be entitled:-

- (a) to take part, according to the existing rules and regulation, in the management and affairs of the Association.
- (b) to take advantage of all funds and property in the possession of the Association, for the attainment of the aims and objectives of the Association on such terms and conditions as the Executive Committee or Regional Committee may set forth.
- (c) to take advantage of all the information and records available with the Association with such limitation as Executive Committee / Regional Committee may decide.
- (d) to obtain a copy of the Annual Report and statement of Accounts of the Executive Committee and Regional Committee.
- (e) to obtain a copy of all the publications of the Association either free of cost or at such price as the Executive Committee / Regional Committee may decide from time to time.
- (f) to convene ordinary or extra-ordinary general meetings of the General Body in conjunction with other members of the Association, in accordance with these Articles.
- (g) to be present and discuss at any general meeting of the General Body of Association entitled to attend, and to give opinion on any question referred to them by circular or otherwise.
- (h) to exercise the right of one-member-one-vote at the meetings of the Association.
- (i) to stand or propose other qualified members for election to the Executive Committee / Regional Committee in accordance with these Articles.
- (j) to join any Deputation on behalf of Association when selected by Executive Committee / Regional Committee, or the General Body.
- (k) to stand for election as representative of the Association on any non-political public body in accordance with the rules of this Association.
- (l) to submit to Executive Committee / Regional Committee his disputes with the other members either for arbitration or settlement.
- (m) to point out any business transacted at any meeting of the Association which he thinks to be contrary to the Articles and to seek the ruling of the Chairman, Executive Committee/Regional Committee, as the case may be. In that case the ruling of the Chairman/Committee shall be final and binding upon him and all other members.
- (n) to participate, according to the rules and regulations of the Association, in all privileges and advantages secured by, and for, this Association.
- (o) to get the Memorandum and Articles of Association amended as per Articles.

- (p) to move a no-confidence motion against any, or all, the members of the Executive Committee / Regional Committee in accordance with the Articles.
- (q) to inspect Books of Accounts and other documents of the Association subject to the provisions of these articles.

14. DUTIES OF MEMBERS

The following are the duties of all the members of the Association:-

- (a) to make every effort to carry out the aims and objects of the Association as set forth in the Memorandum & Articles.
- (b) to carry out, and abide by, the rules and regulations of the Association, as laid down in the Articles or any byelaws that may, from time to time, be framed.
- (c) to submit generally all complaints, appeals, etc. in writing to the Regional Secretary or the Secretary General of the Association.
- (d) to pay the Annual Subscription of the Association regularly.
- (e) to bring to the notice of the Executive Committee, or Regional Committee, any matter likely to cause loss or harm to the interests of the Association in whatsoever manner.
- (f) to respond to any invitation issued by the office bearers or Executive Committee or the Regional Committee by trying to attend at the appointed place and time.
- (g) to accept, and abide by, all the decisions of the Executive Committee in all matters. Provided further that an appeal against the decision of the Regional Committee can be made to the Executive Committee whose decision shall be final and binding provided the decision is not inconsistent with the Memorandum and Articles of Association or T.O.O. 2007 etc. etc.
- (h) to report to the Executive Committee, and Regional Committee, all the information considered necessary for promoting the aims and objects of the Association.
- (i) to respect and accept the decisions of the Regional Committee and Executive Committee, or other Arbitration Committee appointed by them on any matter referred to them.
- (j) to avoid doing anything that may cause disruption in the Association.
- (k) to take part in deliberations at the meetings of the Association which he is entitled to attend, and to abide by the rules framed for the conduct of the business of the meetings from time to time.
- (l) to assist and cooperate with Executive Committee and Regional Committee in eradicating unethical business practices from the field of trade, commerce & industry.

15. DISQUALIFICATION & EXPULSION OF MEMBERS

Subject to the confirmation by the Chairman, the Executive Committee / Regional Committee shall have the right to expel any member under his/their jurisdiction on the following grounds:-

- (a) if he fails to pay his subscription according to article 10 (b).
- (b) if and when he is adjudicated as undischarged insolvent, or adjudged by a competent court of law to be of unsound mind, or he is convicted for an offence involving moral turpitude.
- (c) if in the opinion of the Regional Committee, or Central Executive Committee, there are strong reasons, other than those stated above, for his expulsion, after giving opportunity of personal hearing to the member.

Provided that a member shall not be expelled by the Committee unless he has been given an opportunity of explaining his position in writing and / or in person.

Provided further that the member so expelled shall have the right to appeal, within one month from the date of expulsion, to the general body of the Association.

Provided further that when such an appeal is made by the member, the Committee shall arrange to place the same before the next General Meeting, and the decision of the general body in the matter shall be final unless otherwise provided in any law/rules or an order from DGTO/Federal Government, which will be binding.

16. CESSATION OF MEMBERSHIP

Any member shall cease to be a member of the Association if:-

- (a) he is expelled from membership as per articles 15.
- (b) his resignation is accepted by the Executive Committee or Regional Committee.
- (c) in case of a firm, or associated body, upon any change being made in the conventional or corporate name of the firm, or associated body, which, substantially alters the composition of the firm, or associated body.
- (d) he ceases to be qualified or eligible for membership in terms of article No. 6.
- (e) except as herein provided, a firm shall not cease to be a member by reason only of a change in the constitution of the firm occasioned by the admission, or retirement, or death of a partner, provided the business of the firm is continued in the original name in which such firm was enrolled as a member.
- (f) the reasons for expulsion shall be communicated to the member in writing immediately after the decision.
- (g) an individual, firm, company or corporation etc. which ceases to be a member under these clauses, such individual or the representative of such a company or corporation shall automatically cease to be a member of the Regional and Central Executives, if he were so elected, and he also ceases to be the representative of the Association, or any public body, and shall sever all connections with all the offices of the Association.

17. SUSPENSION OF MEMBERSHIP

- (a) The Executive Committee or Regional Committee may, in its own discretion, suspend the membership of any member within its jurisdiction for the following, among other, reasons to be determined by it, for:-
 - (i) neglecting or refusing to submit to, abide by, or carry out, any decision of the Executive Committee or Regional Committee.
 - (ii) misconduct in his trade dealings.
 - (iii) willful violation of rules and regulations and bye-laws of the Association.
 - (iv) failure to pay arbitration or other fees, or fine, or penalty, or any other demand of the Association.
- (b) during the suspension period of the membership, he will not enjoy the 'rights' but he will continue to perform the 'duties'. This suspension may be removed by the Executive Committee, or Regional Committee, as and when it deems necessary.

- (c) The resolution to suspend membership shall, however, be passed in a meeting of the Executive Committee specially called for the purpose by 3/4 majority of the members present who shall not be less than half of the total strength.

18. RESIGNATION FROM MEMBERSHIP

Any member may resign from the Association by giving one month's notice in writing to the Secretary General/Regional Secretary. Upon the expiration of such a notice he shall cease to be a member but shall be required to pay all his dues, if any. He shall not be entitled to the refund of donations or fees paid by him in advance.

19. RE-ADMISSION OF EXPELLED OR RESIGNED MEMBERS

A member whose name has been removed from the register of members either by way of expulsion or voluntary resignation, shall be eligible for re-admission upon payment of annual subscription and admission fee, as required from a new applicant for membership, all arrears due from him while a member, and on fulfillment of such other terms and conditions as the Executive Committee, or the Regional Committee, may require. Provided that a member who has been expelled from the Association for any reason other than non-payment of subscription, shall not be re-admitted before the expiry of one year from the date of such expulsion.

20. MANAGEMENT

The administration and management of the Association shall be vested in:

- (i) Executive Committee.
- (ii) Sub-Committees, if any, when appointed for specific purpose by the Executive Committee.
- (iii) Regional Committees.
- (iv) Zonal Offices, Sub Offices, Branch Offices, organized by the Executive Committee, or the Regional Committee.

21. EXECUTIVE COMMITTEE

- (a) The affairs of the Association shall be managed by a Central Executive Committee of (30) members as under:-
- (i) Chairman (1)
 - (ii) Senior Vice Chairman (SVC) (1)
 - (iii) Vice Chairmen (3)
 - (iv) Members (25)
- (b) The Executive Committee shall consist of (30) members from Faisalabad, Karachi and Lahore/Gujranwala Regions as under:-
- (i) Faisalabad Region (10)
 - (ii) Karachi Region (10)
 - (iii) Lahore/Gujranwala Region (6+4)
- Total 30**

- (c) The procedure of election shall be followed according to the rules framed by the Association and approved by the D.G.T.O. for election of members of the Central and Regional Executive Committees.
- (d) The retiring Chairman of the Executive Committee/Regional Committee shall automatically become Ex-officio member of Executive Committee/Regional Committee elected immediately after his retirement.
- (e) The members of the Executive Committee shall elect according to schedule of election, the top office bearers of the Central Executive from among themselves as follows:-

Chairman	1
Senior Vice Chairman (SVC)	1
Vice Chairmen	3 (one from each region)

Provided that the Chairman and Senior Vice Chairman shall be elected by rotation from each Region and if in such Region General Body comprises of at least fifty percent members from associate class there shall be rotation of office of Chairman/SVC/Vice Chairman from associate and corporate class.

- (f) If any Regional Office does not remit the dues to the Head Office as laid down in Article No. 8 & 23 (d), or its elections are not held by the specific date, or the names of the members elected from the Region concerned to serve on the Executive Committee are, for any reason, not communicated to the Head Office, the election of the Executive Committee shall be held and the members from the particular Region shall not be included in the Executive Committee until such time as the dues are fully paid to the Head Office. And, meanwhile, all ex-Office Bearers/Regional Committee of the concerned Region, will leave charge except Vice Chairman and, till the change of newly elected Regional Committee, the Regional Office will work under the management of the Vice Chairman of the concerned Region.

(i) **Casual Vacancies**

Casual Vacancies of Members shall be filled by co-option by the Executive Committee from amongst the members of the region to which the outgoing member belonged, while those of the Chairman, Senior Vice Chairman or Vice Chairman, shall be filled by the Executive Committee by election from amongst its existing members, and the resultant vacancy shall be filled by co-option under this clause, provided that no such vacancy shall be filled during the first 90 days, as well as 270 days after the holding of annual election.

Explanation: The Terms "Casual Vacancy" shall include all vacancies occurring, for any reason, after the announcement of the result of the annual election.

22. REGIONAL OFFICES AND THEIR ELECTION

- (i) Besides the Head Office at Faisalabad, the Association shall have three Regional Offices at Faisalabad, Karachi and Lahore/Gujranwala. Each Regional Executive Committee shall have (10) members.
- (ii) The Jurisdiction of each region shall be under:
 - (a) Karachi: Sindh and Baluchistan Province.
 - (b) Faisalabad: Faisalabad, Multan and Sargodha Divisions of the Punjab Province.
 - (c) Lahore/Guranwala: Lahore, Rawalpindi Division, NWFP and AJK.

(iii) **Election Rules**

Detailed election rules have been incorporated in Articles under clause 28.

23. POWERS AND FUNCTIONS OF REGIONAL COMMITTEE

- (a) The Regional Committee shall have the power to deal with problems of the members of the Region as they have local bearing or concern with the provincial or local authorities, but matters affecting the members of the Association or the industry as a whole, and those concerning the Federal Government, shall be referred to the Central Executive Committee.
- (b) To receive applications for admission as member within the Region and to forward the same to the Secretary General (Head Office) with its observations and recommendation.
- (c) To recommend to the Executive Committee expulsion of any member, within its jurisdiction, from the membership of the Association.
- (d) To receive admission fee and annual subscription from the members within its jurisdiction, and to forward 30% (percent) of the amount so received or Rs.6/- Lac (per annum) whichever amount calculates higher, by each Region to the Head Office not later than thirty days of receipt of such amount.
- (e) To convene the meetings of the members of the Regional Committee within the Region concerned.
- (f) To arrange for proper audit of the accounts of the Regional Office and presentation of the Statement of Account of Regional Annual General Meeting and the Central Head Office and Executive Committees.
- (g) To appoint Regional Secretary, and other staff for Regional Office, on such terms and conditions of service as may be deemed proper.
- (h) To set up Zonal or Branch Offices with the prior approval of the Central Executive Committee at such places in the Region as may from time to time be considered necessary, and to frame bye-laws for the efficient functioning of the Regional Office, and generally the Association.
- (i) The Central Executive Committee may at the request of , or in consultation with, the Regional Committee concerned, open branch offices whenever considered necessary.
- (j) The Central Executive Committee shall frame rules & regulations for setting up and working of Zonal/Branch Offices.

24. GENERAL MEETING OF THE ASSOCIATION

- (a) Annual General Meeting of the Association shall be held at least once in every year within six months of the closing of financial year of the Association, but not later than 15 months after the holding of the last general meeting. Such meetings shall be called Annual General Meetings. All Annual General Meetings will be convened in Lahore being centrally located in Pakistan and where proper conveyance of all types is available.
- (b) An ordinary and extra-ordinary general meeting of the Association may be called on at least 21 days notice together with the Agenda of such meeting of all the Members of the Association, but with the consent of the Executive Committee that meeting may be convened on such short notice and in such manner as the Executive Committee thinks fit but on not less than seven days' notice in any case.
- (c) The Executive Committee may, whenever it thinks fit, convene an Extra-Ordinary General Meeting of the Association for the purpose of transacting any special business, or such other matters as it may deem necessary, to place before the meeting.
- (d) Notice of the meetings of the Association with the agenda to be transacted shall be served by circulars, letters and announcement in press, telegrams, telephones, or by such other means which the Regional Secretary, in consultation with the Vice Chairman concerned, may adopt, but

accidental omission to give notice to, or non-receipt of a notice by a member, shall not invalidate the proceedings of the meeting.

- (e) A member of the Association shall give notice of not less than 10 days to the Secretary General for any business that he desires to be considered in the general meeting proposed to be held. The Executive Committee may then include the consideration of such business in the Agenda of that meeting, or defer it till the next meeting, if there are reasons therefor, of which the member (s) shall be informed.
- (f) The Executive Committee shall, upon receipt of a requisition by at least one-third, or fifty members of the Association, convene an extra-ordinary general meeting, within 30 days of the requisition. For such a meeting, at least 21 days prior notice shall be given by the Executive Committee to the members of the Association, specifying the date, time and agenda of the meeting. If such a meeting is not convened within 30 days of such a requisition being received by the secretary, the requisitionists may themselves convene such meeting and the expenses of so convening the same shall be defrayed by the Association. Due notice of at least 21 days for such meeting, stating the objects, shall be given previously to all the members of the Association. Any requisition for an extra-ordinary general meeting shall express the objects of the meeting and must be signed by the requisitionists and shall be sent to the Secretary General of the Association by registered post acknowledgment due.
- (g) One-fourth or one hundred members of the Association, present and entitled to vote at any general meeting of the Association including the extra-ordinary general meeting and the annual general meeting, shall form quorum of such meeting and no business shall be conducted at any general meeting without a quorum.
- (h) If within thirty minutes from the time appointed for a general meeting of the Association, quorum of the members is not found to be present, the meeting, if convened upon the requisition of the members of the Association, shall be dissolved. In any other case, the meeting shall stand adjourned to the same day, time & place in the next week and at the adjourned meeting no quorum shall be necessary to transact business on the agenda of the adjourned meeting, provided that the place of meeting can be changed with the general consensus of the members present at the time of adjournment of the meeting.
- (i) The Chairman may, with the consent of the members, adjourn any meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place.
- (j) Every resolution submitted to a General Meeting, whether ordinary or special, shall be decided by ballot, or by show of hands, as the members present may decide. Unless there be any thing contrary to these Articles, such ordinary resolutions shall be passed by a simple majority vote and Special Resolution shall be passed by 3/4th majority of vote. In the case of equality of votes, the Chairman shall have a casting vote in addition to his own vote.
- (k) The Chairman, or in his absence the Senior Vice Chairman or Vice Chairman of the same Region, or in the absence of all of them, any member for the time being chosen by the members present of the same Region, shall preside over the General/Executive Committee meeting of the Association.

25. MEETING OF THE GENERAL BODY OF THE REGIONS

All the provisions relating to the General Meeting of the Association in Article 24 shall also apply to the General Meetings of the General Body of each Region subject to the following:

- (i) The words Executive Committee, Secretary General, Chairman be substituted by the Regional Committee, Regional Secretary and the Vice Chairman concerned Region.
- (ii) A notice of at least 15 days for annual, as well as for extra-ordinary or special General Meeting of the General Body of the Region, shall be necessary. The Vice Chairman concerned Region, under special circumstances, but with the consent of all the members of the General Body of the Region, and subject to any permission required under the law, may, however, under special circumstances,

but with the consent of the Regional Committee, convene emergent meetings of the General Body of the Region at such short notice as he deems necessary, but not less than 7 days.

- (iii) At least 21 days notice for meeting called at the requisition of members is necessary while such meeting shall be called within 21 days of the receipt of such requisition by the Regional Secretary.
- (iv) A notice of at least 7 days is necessary for any matter that a member desires to be considered at any meeting of the General Body of the Region.
- (v) Extra-ordinary General Meeting of the General Body of the Region shall also be convened at the instruction of the Central Executive Committee Chairman by Secretary General of the Association within such period and in such manner as desired by the Executive Committee.
- (vi) Every resolution submitted to an Ordinary or Extra-ordinary General Meeting shall be decided by a majority of votes of the members present in the manner specified in article 24 (d), 24 (i).

26. ANNUAL GENERAL MEETING OF THE GENERAL BODY OF THE ASSOCIATION

- (a) The Annual General Meeting of the General Body of the Association shall be held on a date and time fixed by the Executive Committee once in a year, but not later than 15 months after the holding of the last Annual General Meeting.
- (b) A notice of at least 21 days shall be required for holding the Annual General Meeting of the General Body of the Association.

27. RIGHT OF VOTE

Subject to provisions of Section 10 of the Ordinance the eligibility of a member of the Association to vote at the elections of the Association shall be subject to following conditions:

- (a) Subject to provisions of Section 10 of the Act the eligibility of a member of the Association to vote at the elections of the Association shall be subject to following conditions:
 - (b) the member has fulfilled the conditions of membership and renewal thereof of the respective trade organization under rule 11 of Trade Organizations Rules 2013.
- (2) Every member eligible to vote shall deposit with the Regional Secretary of his/her respective Region the specimen signature card alongwith his/her photograph indicating his/her status in the firm company or concern. The right of vote shall be allowed only to the proprietor, partner or the director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Directors of a Public Limited Company, or, as the case may be, a multi-national corporation.
- (3) The proprietor, partner or director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of public limited company or a multinational company shall be entitled to cast his/her vote at the time of election only if his or her name has already been registered with the Secretary General/Regional Secretary of Association and his name appears on the list of voters.

“Secretary General” means an individual professional full-time employee of the Association who shall be incharge of the secretariat of the Association and responsible for day to day operations of the Association and in his capacity as such shall be the custodian of all record pertaining to the Association.

28. ELECTION RULES

(1) ELECTIONS OF THE ASSOCIATION

Subject to the provisions of section 11 of the Act, the elections of the Association shall be held on annual basis between 01st July to 30th September of the year.

(2) ANNOUNCEMENT OF ELECTIONS SCHEDULE

- (i) The Election Schedule of Central and Regional Elections of the Association shall approve by the Executive Committee of the Association and issued by the Secretary General in the first half of July.
- (ii) Within two days of its approval by the Executive, the election schedule shall be:
 - (a) displayed at the notice board of the head office and regional offices of the Association;
 - (b) displayed at the website of the Association; and
 - (c) submitted to the Regulator.

(3) APPOINTMENT OF ELECTION COMMISSION

Simultaneously with the approval of the election schedule as provided in clause 28 (2), the Central Executive Committee of the Association shall appoint an election commission subject to the following conditions, namely:-

- (a) the commission comprises three members one from each Region.
- (b) the members so appointed have submitted their consent in writing to their appointment as such:
- (c) the members of the commission, so appointed, have not held any office of the respective trade organization for the preceding two years:
- (d) the member of the commission shall not be entitled to become a candidate in the election, he is conducting;
- (e) the members of the commission shall be independent, impartial and non-partisan; and
- (f) the members of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

(4) FUNCTIONS OF ELECTION COMMISSION

The election commission shall be in-charge of all arrangements connected with the conduct of elections including but not limited to:

- (a) appointment of polling staff;
- (b) ensuring display of the tentative voters' list by the Secretary General/Regional Secretary for the purpose of inviting objection as provided in sub-clause (6) (iii) of clause 28:
- (c) examination of and decision on the objections received on the voters' list as provided in sub-clause (6) (vi) of clause 28: and
- (d) supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, transparent and fair manner in accordance with the provisions of the memorandum and articles of association and instructions of the Federal Government or the Regulator in this regard; and
- (e) counting of votes and announcement of results.

(5) ELECTION PROCEDURE

- (i) The election of the Association shall be conducted according to the procedure laid down in Articles of Association subject to the following:-
 - (a) The election of the members of Executive Committee and Office Bearers shall be held by secret ballot,
 - (b) Neither postal ballot nor proxy shall be allowed; and
 - (c) The polling shall be held simultaneously at the head office, regional offices or where the number of voters exceeds fifty and the branch offices of the Association.

Provided that where for want of space in the office premises it is not possible to establish the polling booths, the polling shall be held in a public place such as a community hall or hotel.

- (ii) Within three days of the announcement of the election schedule member firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General and Regional Secretary along with necessary proof of eligibility.
- (iii) The Secretary General of the Association shall display within seven days of the announcement of election schedule the provisional list of all members eligible to vote along with their national tax number, sales tax registration number, if applicable, the name and national identity card number of their representative. The list shall be displayed at:
 - (a) the notice board of the head office and regional offices of the Association; and
 - (b) the website of the Association.
- (iv) The members who have any objection to the entries in the list of voters shall send their objections in writing to the Secretary General/Regional Secretary within seven days of the issuance of the voters' list.
- (v) The Secretary General/Regional Secretary will intimate action on the objections or changes sent by members within five days from the last day under preceding clause.
- (vi) Any person aggrieved by the decision of the Secretary General/Regional Secretary may make a representation, within three days to the election commission which shall decide the case within three days.
- (vii) Within three days of decision by the commission or in case the Commission fails to decide within the stipulated time provided in sub clause (vi), any person aggrieved by the decision of the commission may appeal to the Regulator who shall decide the case within 10 days and his decision in this regard shall be final.
- (viii) Within two days of the decision of the Regulator the final voters' list shall be:
 - (a) displayed at the notice board of the head office and regional offices of the Association;
 - (b) displayed at the website of the Association; and
 - (c) submitted to the Regulator;

Provided that if no appeal has been filed to the Regulator, the final list of voters shall be displayed within fifteen days of the decision of the election commission under sub clause (vi).
- (ix) Within four days of the display of the final list of voters, any person who is eligible to contest the election for the vacant post, shall send his nomination duly proposed and seconded by a duly registered voter and signed by the candidate to the Secretary General.
- (x) Within twenty-four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- (xi) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- (xii) The objections, if any, to the nomination of the candidates can be filed to the election commission within twenty-four hours of issuance of the list of candidates, which shall be decided by the election commission within two days.
- (xiii) Within two days of decision of the commission or in case the commission fails to decide within the stipulated time provided in clause (xii), any candidate aggrieved by the decision of the commission may file an appeal to the Regulator, who shall decide within 7 days and his decision in this regard shall be final.

- (xiv) Within two days of the decision of the Regulator the commission shall issue the final list of candidates:

Provided that if no appeal has been filed to the Regulator, the final list of candidates shall be issued within eleven days of the decision of the election commission under clause (xii).

- (xv) Within five days of display of final list of candidates, the polling for election of members of Executive Committee shall be held.
- (xvi) Within 2 days of the polling as provided in sub clause (xv), any person elected as member of Executive Committee, shall send his nomination for election as an office bearer duly proposed and seconded by an elected Executive Committee member and signed by the candidate to the election commission.
- (xvii) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within 24 hours of the last date of receipt of nomination papers.
- (xviii) Within two days of display of final list of candidates, the polling for election of office bearers shall be held.
- (xix) The final result of the election of members of Executive Committee and office bearers shall be officially announced at the annual general meeting of the Association called for this purpose within fifteen days of the date of polling under the preceding clause but not later than the 30th September of the year;
- (xx) The announcement of election results in the annual general meeting in pursuance of the preceding sub clauses shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Act.
- (xxi) The final election results announced in the annual general meeting shall be:
- (a) displayed at the notice board of the head office and regional offices of the Association within two days;
 - (b) displayed at the website of the Association within two days; and
 - (c) submitted to the Regulator within 7 days.

(6) ELIGIBILITY TO VOTE

Subject to provisions of Section 10 of the Act the eligibility of a member of the Association to vote at the elections of the Association shall be subject to following conditions:

- (a) the member has completed two years of valid membership of the Association as on the date of announcement of election schedule by the Executive Committee of the Association.
- Provided that old members shall be eligible to vote on completion of one year of their enrollment and payment of all dues; and
- (b) the member has fulfilled the conditions of membership and renewal thereof of the respective association under rule 11.
- (c) Every member eligible to vote shall deposit with the Regional Secretary of his/her respective Region the specimen signature card alongwith his/her photograph indicating his/her status in the firm company or concern. The right of vote shall be allowed only to the proprietor, partner or the director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Directors of a Public Limited Company, or, as the case may be, a multi-national corporation.

- (d) The proprietor, partner or director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of public limited company or a multinational company shall be entitled to cast his/her vote at the time of election only if his or her name has already been registered with the Secretary General/Regional Secretary of Association and his name appears on the list of voters.

(7) CONDUCT OF ELECTIONS

- (i) The Ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in the presence of the Polling Agents of the candidates, and the Polling Officer before the issuance of ballot papers to the voter.
- (ii) It shall be the duty of the Polling Officer to verify the identity of the voter. The only acceptable forms of identification shall be the computerized national identity card, the original identity card issued by the Association, the Passport and the driving licence. The Polling Officer shall enter the number of identification document on the counterfoil
- (iii) After comparing the signatures and photographs with the specimen signature card, the Polling Officer shall hand over the ballot paper to the voter.
- (iv) The ballot paper shall be signed by the Secretary General/Regional Secretary or an officer of the Association duly authorized by the Commission in this behalf, and shall also be signed by the Polling Officer at the time when it is issued.
- (v) Once the ballot paper has been issued to a voter, he shall not be allowed to leave the polling booth, without casting in the ballot box.
- (vi) Adequate arrangements shall be made to maintain the secrecy of the polls.
- (vii) Proper account shall be maintained by an officer designated by the commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.
- (viii) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the Polling Officer.
- (ix) The Commission or an Officer designated by the Commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.
- (x) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- (xi) Counting of votes shall take place immediately after the polling hours under the supervision of Polling Officer in the presence of candidates or their polling agents, if any, at the designated sites.
- (xii) Provisional results may be declared by the commission immediately after the counting of votes is completed.
- (xiii) In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in the presence of candidates or their polling agents and a record of the result thereof shall be made
- (xiv) Having completed the counting and compilation of results, the record pertaining to the elections shall be sealed and signed by the commission or any officer designated by the commission and the Secretary General and shall be handed over to the Secretary General for safe custody.

- (xv) The record of elections shall be opened in presence of the Election Commission for inspection upon an application made in this behalf by the candidates within seven days of the date of polling and within the approval of the Regulator.

(8) ORGANIZATIONAL STRUCTURE OF THE ASSOCIATION

- (i) Association shall comprise a Chairman, Senior Vice Chairman, three Vice Chairmen (one from each Region who shall also be incharge of the concerned Region), and Executive Committee and a General Body. Members of the Association shall constitute its General Body.
- (ii) Members of the Association shall constitute its General Body.
- (iii) The Executive Committee of the Association shall comprise persons elected by the General Body from amongst its members, subject to the following, namely:-
- (a) There shall be thirty seats of Executive Committee
- (b) At least fifty percent of the members of Executive Committee shall be from the corporate class.
- (c) The electoral college for each class of members of Executive Committee shall be the members of General Body from the respective class.
- (d) In addition to the seats provided in clause (i), the immediate past Chairman of the Association shall be an ex-officio member of the Executive Committee without voting right.
- (f) In addition to the number of seats in sub-clause (iii) , there shall be two seats of Executive Committee reserved for women entrepreneurs for which the electoral college shall be the Executive Committee.
- (g) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with members from other category:

Provided that any seats remaining vacant in any category shall not be counted towards determination of quorum.

- (h) Provided that the Chairman and Senior Vice Chairman shall be elected by rotation from each Region and if in such Region General Body comprises at least fifty percent members from associate class there shall be rotation of office of Chairman/SVC/Vice Chairman from associate and corporate class.

Rotation of office of Chairman and Senior Vice Chairman under sub-rule (g), the Chairman, SVC and Vice Chairman shall not be from the same class of members provided in sub-rule (7) of rule 11 of Trade Organizations Rules 2013.

Provided that where there are more than one Vice Chairmen atleast one shall be from the classes of members other than that of the Chairman and SVC.

- (i) The office bearers of the Association shall elected by the Executive Committee from amongst its members.
- (j) The tenure of al elected office bearers shall be one year.
- (k) The tenure of members of Executive Committee provided in sub clause (iii) and (e) shall be two years subject to the following:
- (i) fifty percent members of the Executive Committee shall retire every year;

- (ii) after the first election of the Executive Committee under the Ordinance a draw shall be made to determine the fifty percent members who shall retire after expiry of first year.
- (l) On completion of the term the office bearers and members of Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the trade organization for the next one year.

Provided that this sub-clause (l), shall not apply to the office bearers and members of the Executive elected under the repealed Ordinance.

29. DISPUTES RELATING TO COMMITTEE ELECTIONS

- (a) At the time of election to the membership of Executive Committee/Regional Committee, if any member raises a dispute or challenges election of any other members, the Vice Chairman of the concerned Region or the Chairman, as the case may be, shall decide the matter there and then, and his decision on the subject shall be final, subject to any decision by the Regulator, Ministry of Commerce or any other competent Authority.
- (b) At the time of election, if it is found that the requisite number of members have not been elected by a clear majority of votes and one or more members are to be taken from among those who have secured equal number of votes, the Chairman or the Vice Chairman concerned Region, as the case may be, shall draw lots in respect of all such members, and such of them as come first in the lot to make up the number, shall be deemed as elected.

30. MEETING OF THE EXECUTIVE COMMITTEE

- (i) The Executive Committee shall ordinarily meet once in three months to dispose of all references, communications and the other business that may be awaiting consideration at their hand. The interval between the meetings should not, however, exceed five months.
- (ii) Emergent meetings of the Executive Committee may be convened by the Chairman, or the Secretary in consultation with the Chairman. Notice of seven clear days for the emergent meetings and 14 clear days for the ordinary meeting shall be necessary. Notice of the emergent meeting upon outstation members is to be served by telegram, telephone, telex, fax or any other quick method provided that a meeting may be called at a shorter notice in case of real emergency.
- (iii) On a signed requisition by at least one-third of the total members of the Executive Committee specifying the purpose, a special meeting of the Executive Committee shall be convened by the Secretary in consultation with the Chairman within 10 days of the receipt of such a requisition.
- (iv) In special circumstances, the Secretary, with the concurrence of the Chairman, may call a meeting of the Executive Committee at such notice as he thinks necessary.
- (v) One third of the total number of members of the Executive Committee shall form the quorum. If thirty minutes after the scheduled time of the meeting the requisite quorum is not complete, the Chairman, in consultation with the members present, may adjourn the meeting and adjourned meeting shall be held at such date and time as the members present may determine. No quorum shall be necessary at the adjourned meeting and the members present shall transact the business as per agenda of the adjourned meeting.
- (vi) All resolutions before the Executive Committee shall be decided by a simple majority vote subject to any other provision in the Articles not in-consistent with this Article.
- (vii) The Executive Committee shall cause the proceedings of its meetings to be duly recorded in the minute book which would be confirmed in the next meeting.
- (viii) Traveling expenses on account of the journey performed by the delegates in connection with the meetings of the Central Executive Committee may be met out of the central funds of the Association subject to availability of funds, otherwise the members will bear their own expenses.

- (ix) The Chairman, or in his absence the Senior Vice Chairman or Vice Chairman, or in the absence of all of them, any member for the time being elected by the members present, shall preside at the meeting of the Executive Committee.

31. MEETING OF THE REGIONAL COMMITTEE

Subject to the following, the provisions of Article 30 shall apply in the case of meetings of the Regional Committee.

- (i) The word Executive Committee, Secretary General, Chairman, Vice Chairman and Central fund shall be substituted by Regional Committee, Regional Secretary, Vice Chairman, and Regional fund.
- (ii) The Regional Committee shall ordinarily meet once in every month but the interval should not be more than 3 month.
- (iii) Notice of 10 days for ordinary and 7 days for extra-ordinary/emergent meeting is necessary for meetings of the Regional Committee in special circumstances. The Regional Secretary, under instruction from, and in consultation with, the Vice Chairman concerned Region, may call a meeting of the Executive at such short notice as is considered necessary. Notice of the emergent meeting of the Regional Committee to outstation members may be served as per procedure in Article 30.
- (iv) Meeting of the Regional Committee to be called within 10 days of the requisition by members of the Executive of the Region concerned as per procedure laid down in article 30 (iii).

32. DISQUALIFICATION & RESIGNATION OF THE MEMBERS & OFFICE BEARERS OF THE EXECUTIVE COMMITTEE/REGIONAL COMMITTEE

- (i) If a member of the Executive Committee/Regional Committee does not attend three consecutive meetings of the Executive Committee/Regional Committee without giving any written intimation to the Secretary General/Regional Secretary, his name shall stand removed from the membership of the Executive Committee/Regional Committee.
- (ii) Any member of the Executive Committee/Regional Committee may resign by giving one month's notice in writing to the Secretary General/Regional Secretary, of his intention to do so. Upon the expiry of the period of such notice, he shall no more be the member of the Executive Committee/Regional Committee.
- (iii) Any member of the Executive Committee/Regional Committee shall cease to be the member of the same if he has been disqualified as member of the Association as per Article No. 16, 17, 18 or 19.
- (iv) Any member of the Executive Committee/Regional Committee shall cease to be a member of the same if a No-confidence Vote has been passed against him by 3/4th majority of total members thereof.
- (v) Chairman, Senior Vice Chairman, Vice Chairman of the Central Executive Committee, Regional Committee and other office-bearers may resign from their offices by giving one month's notice in writing, to the Secretary General/Regional Secretary. The resignation shall be placed at special meeting of the Executive Committee/Regional Committee who shall have the discretion either to accept the resignation or request him/them to continue to hold the said office. Acceptance of the resignation of such a person from the office will not, however, invalidate his membership of the Executive Committee/Regional Committee. Provided that a Vice Chairman of concerned Region on resignation from his office shall cease to be a member of the Central Executive Committee as he was an Ex-officio member of that body.

- (vi) Any member of the Executive Committee/Regional Committee shall cease to be a member of the same if he ceases to be the representative of the member firm concerned and the new representative of the said firm will not claim as a right the seat so vacated. The member firm shall, however, have no right to change its nominee once he is elected as member of the Executive Committee.

33. FILLING IN THE VACANCY OF THE MEMBERSHIP AND OFFICE OF THE EXECUTIVE COMMITTEE

- (i) If a vacancy is caused in the membership of the Executive Committee/Regional Committee in accordance with the Article No. 32, the Executive Committee/Regional Committee shall fill that vacancy in accordance with Article 21 (i). Member so appointed shall hold office till the next election.
- (ii) In the event of any Chairman/Senior Vice Chairman/Vice Chairman of the Executive Committee/Regional Committee, resigning from his office, the same office shall be filled in by election at a special meeting of the Executive Committee/Regional Committee concerned called for this purpose.
- (iii) The filling-in of the vacancy of the Executive Committee/Regional Committee shall be effected in a manner that it should not alter the ratio of representation of each Region provided in the Articles.

34. POWERS & DUTIES OF THE EXECUTIVE COMMITTEE

The following will be the powers and duties of the Executive Committee:

- (i) to carry out all the aims, objects and functions of the Association.
- (ii) to make arrangements for the annual election of the Executive Committee before retiring.
- (iii) to continue to manage the affairs of the Association until the next properly constituted new Executive Committee takes over the charge in accordance with the Articles of the Association.
- (iv) to look after and manage all the property, movable and immovable, held by the Association for itself, or in trust, and do all acts in respect of acquiring and selling of the properties, subject to the rules specified in the Articles, if any.
- (v) to appoint sub-committees, if considered necessary for any special purpose, with such rules and regulations as it may think fit.
- (vi) to delegate any of its powers to sub-committees.
- (vii) to approve opening of branches and units of the Association in any town in Pakistan, if it thinks necessary to be in the interest of the Association.
- (viii) to appoint or to discharge such Legal Advisers, Surveyors Agents, Employees as it may from time to time think fit or deem necessary and to determine their powers and duties and to fix their remuneration, salaries, wages commissions, emoluments or rights, leave, gratuity and to require security of such amount as it may think fit.
- (ix) to supervise the affairs of the Association and its sub-committees.
- (x) to receive on behalf of the Association, admission fees, subscriptions, gifts, trusts and other amounts through one or more persons appointed by it for these purposes.
- (xi) to keep, or cause to be kept, by any one or more persons appointed by it, proper books of accounts in which shall be entered income and expenditure and complete account of the monetary affairs and transactions of the Association.
- (xii) to keep, or cause to be kept, by Secretary General, or any one or more persons appointed by it, Minutes Book of the Executive Committee/Sub-Committees , Register of the Members of the

Association, Cash Books, Ledgers and other relevant books of accounts or references, provided that minutes shall be recorded by the Secretary unless he is absent on account of justified reasons.

- (xiii) to frame, or to put into effect, rules, regulations and bye-laws for the office administration, control of books, elections, trade practices, arbitration, tribunal, appointment of the Umpires, Appeal Boards, compensation allowance and remuneration of the employees for their service to the Association, and for all such purpose as are conducive to the promotion of the objects of the Association and in like manner to rescind, add, or alter, such rules, regulations and bye-laws for the time being in force.
- (xiv) to co-operate with other organizations / individuals on such terms and conditions as it may deem fit, and for the purpose of attainment of the aims and objects of the Association.
- (xv) to sanction the admission and continuance of the Association as a member of the Federation of Pakistan Chambers of Commerce and Industry with a view to promote its objects.
- (xvi) to present the views of the Association on any matter relating to the objects of the Association.
- (xvii) to convene annual or extra-ordinary general meeting in accordance with the Articles.
- (xviii) to consider all communications on behalf of the Association addressed to it through the Secretary General or other office-bearers of the Association.
- (xix) to nominate members to represent the Association on non-political public bodies.
- (xx) to incur and pay all or any expenses for carrying out the aims and objects of the Association through one or more members appointed by it for this purpose.
- (xxi) to defray the expenses of delegates selected and deputed by the Association, to represent the Association to safeguard its interest at the conferences and meetings of Trade Organizations or other public bodies in any place, in or outside Pakistan; provided that no invitations shall be extended to any foreign organizations or individuals, or shall be accepted from the latter, for participation in any conferences or meetings or functions without the prior permission of Government.
- (xxii) to defray expenses of the meetings of the Executive Committee.
- (xxiii) to expel, disqualify or suspend membership of the Association as well as to rescind such suspension or disqualification or to re-admit such expelled members of the Association.
- (xxiv) to fill in the vacancy caused by the resignation or expulsion of any member of the Executive Committee and the resignation of any office bearer of Executive Committee from his office in accordance with Articles.
- (xxv) to authorise the Secretary General and the Chairman to make payments of the bills within a specified limit, to be approved by it from time to time.
- (xxvi) to undertake on behalf of the Association, the payment of all rents and the performance of all rents and of all covenants, conditions and agreements.
- (xxvii) to commence, institute, prosecute and defend, all such actions and/or suits as the Executive Committee may deem necessary or expedient on behalf of the Association, and to compromise or submit to arbitration any action, suit or dispute, or difference, as the Executive Committee in their discretion may think fit.
- (xxviii) to enter into any agreement upon such terms, and subject to such conditions, as the Executive Committee may deem desirable, with any other trade organization, or with the paid staff of the Association.

- (xxix) do delegate all, or any of, the powers and functions of the Secretary General to one or more office-bearers jointly or separately.
- (xxx) and, generally, to adopt and carry out such measures not inconsistent with the Articles and Memorandum to fulfill the objects of the Association.
- (xxxi) to authorise operation of bank account of the Association in accordance with Articles of Association.
- (xxxii) The Executive Committee shall deal with matters affecting all the members of the Association of the Trade as a whole and will have such powers, duties and functions as are defined in the Articles.
- (xxxiii) to approve and issue election schedule and appoint, election commission for holding of elections.

35. FUNCTIONS & POWERS OF SUB-COMMITTEES

- (i) Sub Committee may be appointed by the Executive Committee/Regional Committee from time to time to deal with certain specific matters brought before them.
- (ii) A sub-committee shall cease to exist as soon as the matters entrusted to it are finally dealt with and their report is received or adopted by the Executive Committee/Regional Committee.
- (iii) Unless otherwise provided by the resolution appointing a sub-committee, the Secretary General/Regional Secretary shall be its ex-officio member and shall keep record of its meetings and activities.
- (iv) In the absence of the Chairman/Senior Vice Chairman/Vice Chairman and ex-officio Chairman, the members of the sub-committee shall at their meeting elect a Chairman from amongst themselves and thereafter the said Chairman shall act as the Chief Executive of the sub-committee.
- (v) A vacancy on a sub-committee shall be filled by the body which appointed the sub-committee.
- (vi) Notice of not less than three calendar days shall be given for every meeting of a sub-committee and one-third of the total shall constitute quorum for every meeting, provided that a meeting may be called at a shorter notice according to the nature of business.

36. AMENDMENTS OF RESOLUTION PASSED

No resolution duly passed at a meeting to the Executive Committee shall be amended, altered or rescinded at subsequent meeting of the Executive Committee held within twelve months of the date on which such resolution was adopted unless two-third of total number of members of the Executive Committee vote for a change and the agenda containing the proposal was duly circulated.

37. POWERS AND DUTIES OF CHAIRMAN

The following will be powers and duties of the Chairman:

- (i) To act as the Chief Executive of the Association.
- (ii) To act as ex-officio Chairman of every meeting of the Committees to which he may be elected.
- (iii) To preside at all the meetings of the Committee, of which he is the ex-officio Chairman and all other General Body meetings of the Association as a whole.
- (iv) To ask the Secretary General to convene meetings of the Executive Committee, Sub-Committees, General Body or such other meetings of the Association as he thinks necessary.
- (v) To keep order at the meetings of the Association.

- (vi) To give his casting vote in case of equality of votes on either side on any particular issue.
- (vii) To give priority to any item on the Agenda of any meeting of the Association.
- (viii) To adjourn the meeting of the Association either for want of order or for lack of quorum.
- (ix) To fill in any vacancy in the membership of the Executive Committee in accordance with the Articles.
- (x) To give his ruling on the disputed interpretations of any clause of the Articles or the Memorandum.
- (xi) To frame bye-laws in consultation with Executive Committee and generally to announce the procedure for the conduct of the meeting, from time to time.
- (xii) To supervise the work of the Association and see that its officers carry on their functions properly.
- (xiii) All stipendary officers and employees of the Association shall be under his control and supervision.
- (xiv) To delegate his powers to Senior Vice Chairman, Vice Chairman, or any other office bearers, as and when necessary.
- (xv) To operate the accounts of the Association in Bank jointly with the Secretary General as per Article No. 47 of the Association.
- (xvi) To give his opinion on matters of policy and generally, to perform such other duties as may be incidental to the office of the Chairman, and to take all such steps not inconsistent with the Articles of the Memorandum for the guidance of the Association on such lines as tend to promote the interest and facilitate the attainment of the objects of the Association.
- (xvii) He shall have the power of sanction, in connection with the affairs of the Association, any amount not exceeding ten thousand rupees at a time, without prior approval of, or assent of the Executive Committee, and the amount so sanctioned shall be provided from the funds of the Association. The assent of the Executive Committee will be obtained at its next meeting, after the expenditure has been sanctioned or incurred.

38. POWERS & DUTIES OF THE SENIOR VICE CHAIRMAN/VICE CHAIRMAN

- (a) In the absence of the Chairman, the Senior Vice Chairman, shall have powers and perform the duties, of the Chairman and in the absence of both of them, the Vice Chairman shall have powers and perform the duties, of the Chairman
- (b) the Vice Chairman shall give all possible assistance to the Chairman and shall perform such duties as are assigned to him by the Chairman.

39. POWERS & DUTIES OF VICE CHAIRMAN (AS INCHARGE OF THE CONCERNED REGION)

Subject to overall jurisdiction and authority of the chairman, and the Executive Committee whose instructions it shall be his duty to carry out in accordance with provisions of these Articles, the Vice Chairman shall enjoy the same powers, and perform the same functions in respect of his region or province, as those enjoyed by the Chairman in respect of the Association as a whole. Provided that in the absence of the Vice Chairman, any member of the Executive Committee in the same Region appointed by the Chairman/Vice Chairman shall perform the duties of the Vice Chairman as incharge of the Region.

40. POWERS & DUTIES OF THE SECRETARY GENERAL

- (1) The Secretary General shall be in charge of the secretariat of the Association. The Association shall frame the rules and regulations for hiring and framing service rules for Secretary General and other staff.
- (2) The signatures of the Secretary General shall be mandatory for operation of all the single or jointly operated bank accounts of the Association.
- (3) Subject to the supervision, control and order of the Chairman, the Secretary General shall perform the following duties:
 - (i) to act as immediate Executive Officer of the Association.
 - (ii) to act as the Ex-officio Secretary of every Committee or Sub-committee appointed by the Executive Committee, unless the resolution appointing the said Committee or Sub-committee provides otherwise.
 - (iii) to take charge of all the correspondence of the Executive Committee and sign such correspondence on behalf of the Association.
 - (iv) to issue notices, prepare the Agenda of the meetings of the Executive Committee in consultation with the Chairman.
 - (v) to convene meetings of the Executive Committee, or the General meeting of the Association in consultation with the Chairman.
 - (vi) to carry out the decisions of the Executive Committee and convey the same to the members of the Association.
 - (vii) to have the charge of the office, registers, books of account, effects and documents belonging to the Association, under the supervision of the Chairman.
 - (viii) to keep and maintain, or cause to be kept or maintained upto date, all registers kept or required to be kept by the Executive Committee.
 - (ix) to prepare the Annual Report of the working of the Association in consultation with the Executive Committee and to submit it for acceptance by the members at the Annual General Meeting of the Association.
 - (x) to implement the decisions of the Executive Committee and the General Meetings of the Association in consultation with the Chairman.
 - (xi) to keep separate minutes books for the general meetings of the Association, Executive Committee and other Committees or Sub-committees, and record the proceedings of such meetings in the respective books, and get them certified and signed by the Chairman.
 - (xii) to receive applications for membership and submit them to the Executive Committee for approval.
 - (xiii) to receive resolution from members of the Association to be moved at the meeting of the Executive Committee/A.G.M.
 - (xiv) to keep register of members of the Association and members of the Executive Committee with such details as the Executive Committee may, from time to time, determine.
 - (xv) to incur expenditure within the limits prescribed by the Executive Committee in consultation with the Chairman.
 - (xvi) to get the sanction of the Executive Committee, in case expenditure to be incurred is more than the limit set by the Executive Committee.

- (xvii) to take steps to ensure that elections of the Association are held in accordance with Articles.
- (xviii) to assign work to the staff of the Association.
- (xix) to receive admission fees, subscription, penalties, monetary gifts, donations and other amounts in cash or kind through Central Office as a trust, on behalf of the Association, and to issue receipts for the same.
- (xx) to deposit the funds of the Association in the Bank, or Banks, as per these Articles, jointly with the Chairman.
- (xxi) to operate the account of the Association, in the Bank or Banks, as per these Articles, jointly with the Chairman.
- (xxii) to keep proper accounts of the income and expenditure of the Association.
- (xxiii) to have the accounts of the Association duly audited by the Auditors appointed by the General Body of the Association.
- (xxiv) to submit duly audited statement of accounts for the year at the Annual General Meeting of the Association, for approval.
- (xxv) to keep control and supervision of all the stipendary officers and employees of the Central Office.
- (xxvi) Service Rules: Detailed Service Rules shall be framed by the Central Executive Committee regulating the services of all employees of the Association.

41. MANAGEMENT AND APPOINTMENT AND DISCHARGE OF THE SECRETARY GENERAL

- (1) The Association shall appoint a Secretary General through a Human Resources Committee formed under and consisting of the three members of the Executive Committee.
- (2) The Secretary General shall be in charge of the secretariat of the Association, who shall exercise his powers and perform his functions under the Act, these rules, the Ordinance and the rules made thereunder and the memorandum and articles of association of the association.
- (3) The signatures of the Secretary General shall be mandatory for operation of all the single or jointly operated bank accounts of the Association.
- (4) The termination of services of the Secretary General shall be through a resolution of the Executive Committee.
- (5) Any management employees who shall report directly to the Secretary General alone shall be appointed jointly by the Secretary General and the Human Resources Committee.
- (6) Any other staff or professional management shall be appointed through a process to be defined in the associations's human resource policy.

42. POWERS AND DUTIES OF THE REGIONAL SECRETARY

- (i) Unless otherwise provided in the Articles, and subject to the over-all authority and jurisdiction of the Secretary General, Chairman/Executive Committee whose instructions it will be his duty to carry out, the Regional Secretary shall have powers and perform duties in respect of the Region under his jurisdiction, as those of the Secretary General in respect of the Association as a whole as defined in Article 40.
- (ii) He will forward 30% of the Admission Fees and annual subscription received form the members of his Region to Head Office according to clause 7.

- (iii) He may receive gifts, donations etc. in cash or kind from persons within the area of his Region as a trust on behalf of the Central body and forward the same in full to the Head Office unless otherwise directed by the Executive Committee.
- (iv) All the amounts, in cash or kind, property, office records, furniture, effects and documents etc., kept by him at the Regional Offices, shall be deemed to have been kept by him as a trust on behalf of the Head Office of the Association.

43. APPOINTMENT AND DISCHARGE OF REGIONAL SECRETARY

The Regional Committee shall, in a meeting specially called for the purpose, by a simple majority, recommend to the Central Executive Committee, the appointment or discharge of the Regional Secretary, with such terms and conditions, not inconsistent with these Article, as it may deem fit.

44. NO CONFIDENCE MOTION

No-confidence motion against any office-bearers or members of the Executive Committee/Regional Committee, can be moved in a meeting convened for the purpose in accordance with the Articles No. 32 (iv). At such a meeting full opportunity shall be given to the office-bearers or the members concerned to explain their position. Such a no-confidence motion can be passed only by a 3/4th majority of the members present in person, and voting at such a meeting.

45. AMENDMENTS IN THE ARTICLES AND MEMORANDUM

Amendments in the Articles or Memorandum can be effected only at annual or extra-ordinary general meeting of the Association, convened specially for the purpose, in accordance with the Articles. Proposals for amendments in the Articles shall be passed by 3/4th majority of the members present and voting at such a meeting. Provided that all amendments shall be subject to the approval of Federal Govt., Ministry of Commerce, and shall be made by Federal Govt. when considered appropriate.

46. SOURCES OF INCOME

The following will be the sources of income:

- (a) Admission Fees
- (b) Subscriptions
- (c) Donations and Gifts
- (d) Trusts
- (e) Other sources which the Executive Committee/Regional Committee of the Association may from time to time seek to exploit.

47. FUNDS

Funds of the Association, whether at the Central or Regional Offices shall be deposited with such bank or banks as the Executive Committee/Regional Committee may name from time to time. The accounts with the Bank at the Central Office shall be operated jointly by the Chairman, Senior Vice Chairman, Vice Chairman (Faisalabad) and the Secretary General and that of the Regional offices, jointly by the Vice Chairman of the same Region and the Regional Secretary.

48. ACCOUNTS

The accounts of the sums of money received and spent by the Association shall be kept, and the matters in respect of which such receipts and expenditures take place, and the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting of the same that may be imposed in accordance with the regulations for the time being, of the Association, shall be open to inspection by the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by an Auditor.

49. PROPERTY OF THE ASSOCIATION

- (a) All the assets of the Association, shall on their transfer, in accordance with Articles, be deemed to vest in the “All Pakistan Textile Processing Mills Association”.
- (b) All the goods, furniture, fixtures, papers, stationery, books, libraries, land, buildings and other movable and immovable items acquired by the Association, shall become the property of the Association.
- (c) All the amounts, received in the form of Admission Fees, Subscriptions, penalties, gifts, donations, trusts etc. shall become and constitute the property of the Association.
- (d) All the property of the Association, whether belonging to it or held by it in trust, shall, unless other-wise provided by any instrument of trust, vest in the Association.
- (e) All the amount in cash or kind, goods, furniture, documents, effects and other movable properties held by the Regional Office, shall be deemed to have been held by them as a trust on behalf of the Head Office, and shall vest in the Association, and constitute its property.

50. BOOKS AND INSPECTION

The account books and other documents of the Executive Committee shall be kept at the Registered Office of the Association, and that of the Regional Committee at the Regional Office, and shall always be open to the inspection of members of the Association by giving 24 hours notice to the Secretary General/Regional Secretary of the Association, at such time or times during the office hour, and to such extent, as the Executive Committee/Regional Committee, or the Chairman/Regional Chairman, or the Secretary General/Regional Secretary, shall have the right to refuse inspection of any document which at the time may, in his opinion, be likely to prejudice the interest of Association. These powers shall, however, be used very judiciously and sparingly.

51. EXECUTION OF DEEDS

All bills, notes, bonds, indemnities, Govt. Securities, of whatsoever nature, shall be deemed to have been duly executed, committed, endorsed and completed, on behalf of the Association, if they be signed jointly by the Chairman, or in his absence by Senior Vice Chairman or Vice Chairman and the Secretary General as may, from time to time, be resolved by the Executive Committee, or in their absence, by one or more members, specially appointed by the Executive Committee for the purpose

52. ACCOUNTING YEAR AND REPORTING REQUIREMENTS

- (1) Notwithstanding the requirements under the Companies Ordinance, 1984 (XLVII of 1984), the Association shall annually submit by 31st December, to the Regulator:
 - (a) annual financial statements as prepared by auditors and approved by the Executive Committee;
 - (b) plan of activities for the next year as provided in rule 23 of Trade Organizations Rules 2013 and
 - (c) a soft and hard copy of list of members as on November 30, in the format at Annex-I of Schedule B of Trade Organizations Rules 2013.
- (2) The financial year of the Association will be closed on 30th June each year.

53. SEAL

The Association shall have Common Seal, which shall not be affixed to any instrument or document, except by the authority of a resolution of the Association, and in the presence of such office-bearers as may

be appointed by it for the purpose. These office-bearers will also be authorised to sign every instrument to which the seal of the Association is so fixed, and shall be countersigned by Chairman or the Secretary General.

54. PREVIOUS CONVENTIONS & COMMITMENTS

What-so-ever promises, contracts or commitments of action taken or introduced by the Executive Committee/Regional Committee, in accordance with the Articles shall be deemed to have passed on to the subsequent Executive Committee/Regional committee, as the case may be, of this Association, unless otherwise decided upon by the said bodies of the Association in relation to each promise, contract, commitment and motion.

55. INDEMNITY

Every Chairman, Senior Vice Chairman, Vice Chairman, Secretary General/Regional Secretary, Member of the Executive Committee / Regional Committee or other Committees and Sub-committees, Arbitrator and other officer or servant of the Association, shall be indemnified by the Association against, and it shall be the duty of the Executive Committee/Regional Committee, to pay out of the funds of the Association, all costs, losses, and penalties, or expenses, which any such person may incur, or become liable to incur, by reasons of any contract entered into, or act or deed done, or committed, by him, as such officer or servant, in any way in the discharge of his duties, and no member or other officer of the Association shall be liable for the act, receipts, neglect or default of any other member, or officer, or for joining in any receipt, or other act, for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee/Regional Committee on behalf of the Association, or for the insufficiency or deficiency or depreciation of any security in or upon which any of the moneys of the Association shall be invested, or for any loss occasioned by any error of judgment, omission, default or oversight on his part, or for any loss, damage or misfortune, whatsoever, which shall happen in relation to the execution of the duties of his office, or in relation there to, unless the same happens, through his own dishonesty.

56. MEMORANDUM, ARTICLES OF ASSOCIATION AND BYE-LAWS

- (1) Memorandum and articles of association, including but not limited to the organizational structure, and any bye-laws of the Association shall be within the provisions of these rules, the Trade Organizations Ordinance, 2007, Companies Ordinance, 1984 (XLVII of 1984) and the public notices issued by the Ministry of Commerce from time to time. Any other matter pertaining to the organizations structure or operations of the Association, not specifically provided in the Trade Organizations Rules 2007, shall be provided for in the memorandum and articles of association of the respective Association.
- (2) No byelaws shall come into force before the expiry of 10 days from the date of passing thereof, (both days inclusive), unless otherwise decided by the Executive Committee/Regional Committee.
- (3) The Articles and Memorandum may be translated into Urdu but for the purpose of interpretation of the Constitution, the English version alone shall be considered as authentic.

57. AUDIT

- (i) Once at least every year the Accounts of the Association shall be examined, and the correctness of the Balance Sheet ascertained, by one or more auditors.
- (ii) The Association, at the Annual General Meeting each year, shall appoint Auditor or Auditors to hold office until the Annual General Meeting in the following year, and shall fix his/their remuneration, provided that the Committee shall have the power to fill any casual vacancy in the office of Auditor/Auditors and fix his/their remuneration.
- (iii) The duties of auditor(s) shall be regulated in accordance with sections 41 and 45 of the Companies Ord. 1984, or any statutory modification thereof in force for the time being.
- (iv) Every account of the Association, when audited and approved by a General Meeting, shall be conclusive, except as regards any error discovered therein within three months after the approval

thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

- (v) The Auditor, or Auditors, shall be entitled to receive notice of, and to attend any General Meeting of the Association, at which any accounts, which have been examined or reported by him or them, are to be placed before the Members and may make any statement or explanation he, or they, may desire to make, or the members may require, with respect to Accounts.

58. WEBSITE

The Association shall within one year from the date of grant of licence create and maintain a website at all times which shall include all relevant information such as:

- (i) Up-to-date list of office bearers with contact details, Executive Committee members, management and members of the General Body;
- (ii) memorandum and articles of association as well as bye-laws, if any;
- (iii) plan of activities and statement of vision;
- (iv) schedule of Executive Committee meetings and minutes of such meetings; and
- (v) schedule of elections, voters' list and election results during the election period.

59. PROFESSIONAL DEVELOPMENT

The office bearers of the Association shall always follow best practices including undertaking continuing professional development in order to meet the requirements of their respective office and in view of the provisions of these rules, the Ordinance and as reflected under the memorandum and articles of association of the Association or as notified by the Ministry of Commerce from time to time.

We the several persons whose names and addresses are subscribed hereto are desirous of being formed into an Association not for profit in pursuance of this Memorandum & Articles of Association

Sr.No.	Name & Surname (Present former in full block letters)	Father's name in full	Business Address	Nationality with any former Nationality	Occupation	Signature
1.	HAJI BASHIR AHMAD	HAJI AZIZ DIN	Sargodha Road, Faisalabad	Pakistani	Industrialist Textile Processing Sitara Textile Industries Ltd.	
2.	G. R. ARSHAD	CH. MUHAMMAD IBRAHIM	S-31, Mauripur Road, SITE, Karachi	-do-	Industrialist Textile Processing Rauf Textile & Printing Mills (Pvt) Ltd.	
3.	MOHAMMAD SAEED SHEIKH	HAJI ABDUL RASHID	Sargodha Road, Faisalabad	-do-	Industrialist Textile Processing Rashid Textile Printing Ind (Pvt) Ltd.	
4.	SHEIKH MUHAMMAD AYUB	SH. MUHAMMAD HUSSAIN	68-Industrial Estate, Kotlakhpat, Lahore	-do-	Industrialist Textile Processing Asmy Dyeing & Printing Mills (Pvt) Ltd.	
5.	M. ZUBAIR MOTIWALA	HAJI SATTAR MOTIWALA	A-28, SITE, Karachi	-do-	Industrialist Textile Processing Diamond Textile (Pvt) Ltd.	
6.	MIAN SHABBIR AHMED	BASHIR AHMED	Sargodha Road, Dawa Chak,	-do-	Industrialist Textile Processing Bashir Printing Ind (Pvt) Ltd.	
7.	BASHIR MAHMOOD	SH. SHAHAB UDDIN	35-37/B, Small Industrial Estate (SIE), Gujranwala	-do-	Industrialist Textile Processing Faisal Textile Ind (Pvt) Ltd.	
8.	M. IQBAL ARBI	HAJI ABDUL SATTAR	D-84, SITE, Karachi	-do-	Industrialist Textile Processing Arbi Industries	
9.	SHEIKH MUHAMMAD AMJAD	HAJI MUHAMMAD ASLAM	Abdulahpur, Faisalabad	-do-	Industrialist Textile Processing Saeed Fabrics (Pvt) Ltd.	
10.	DR. ARSHAD A. VOHRA	ABDULLAH HASHIM	B-45, SITE, Karachi	-do-	Industrialist Textile Processing Moonlight Industries	
11.	MIAN AFTAB AHMED	MIAN MUHAMMAD SAEED	Major Tufail Shaheed Road, Faisalabad	-do-	Industrialist Textile Processing Hilal Textile Corporation (Pvt) Ltd.	
12.	ABDUL WAHAB LAKHANI	H. ADAMJEE LAKHANI	E-17/A, SITE, Karachi	-do-	Industrialist Textile Processing Adamjee Enterprises	
13.	SHEIKH MUHAMMAD ANWER	SHEIKH MUHAMMAD ISHAK	8-Baradari Road, Shahdara, Lahore. C.O.P. OF TRADE ORGANISATION		Industrialist Textile Processing Zenotex (Pvt) Ltd.	

Dated: 20th Day of June 2007

Witness to the above Signature

Signature: _____

Name: Zahir Iqbal Khawja

Father's Name: Khawaja Ghulam Hussain

Occupation: Service

Full address: House No.1, Street No.7, Haseeb Shaheeb Colony, Faisalabad

Certified to be true Copy

Joint Registrar
Securities & Exchange
Commission Pakistan
Company Registration Office
FAISALABAD.