

**ARTICLES OF ASSOCIATION
OF
CHAKWAL CHAMBER OF COMMERCE & INDUSTRY**

1. The regulation contained in Table "A" in the first schedule to the Companies Act, 2017 shall not apply to the Chamber except the compulsory regulations

a. DEFINITIONS

In these Articles unless there is anything repugnant in the subject or context:-

- (i) **"Chamber"** means Association called The Chamber of Commerce & Industry, Chakwal.
- (ii) **"Committee"** means the Executive Committee of the Chamber for the time being elected under these Articles'
- (iii) **"General Meeting"** means the meeting of the General Body of the Chamber, whether Ordinary or Extraordinary
- (iv) **"Member"** means a firm and includes a proprietorship, an association of persons, a partnership, a company or a multinational corporation, engaged in trade, industry or services other than Advocates & Doctors enrolled with the Chamber
- (v) **"associate member"** means a member of a trade organization which is not body corporate or a multinational or a sales tax registered manufacturing concern or a sales tax registered business having annual turnover of Rs.50 Millions or above;
- (vi) **"corporate member"** means a member of a trade organization 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 turnover of Rs.50 million or above;
- (vii) **"Office-Bearers"** means and includes the President, Senior Vice President and the Vice Presidents
- (viii) **"Secretary General"** means an individual professional full time employee of the Chamber who shall be in charge of the secretariat of the Chamber and responsible for day-to-day operations of the Chamber and in his capacity as such shall be the custodian of all records pertaining to the Chamber appointed for the time being under these Articles.
- (ix) **"plan of activities"** means a list of proposed activities, expected financial expenditures and outcome and intended goals for the trade organization provided in rule 25;



- (x) **"Town Association"** means a Town Association, organized to represent trade, industry or service in a town, Tehsil, taluka or a district where there is no Chamber and such Town Association shall be affiliated with the Chamber of the concerned district
- (xi) **"Articles"** means the Articles of Association of Chakwal Chamber of Commerce and Industry as originally framed or as altered from time to time.
- (xii) **"Memorandum"** means the Memorandum and Articles of Chakwal Chamber of Commerce & Industry
- (xiii) **"Regulator"** means Regulator of the Trade Organizations appointed by the Federal Government and includes an officer empowered by the Federal Government to perform the functions of Regulator
- (xiv) **"General Body"** means all members of the Chamber
- (xv) **"Members of Executive Committee"** means President, Senior Vice President, Vice President and elected Members of the Chamber
- (xvi) **"Membership Period"** means membership of the Chamber which shall be granted for a period of one year and shall expire on 31st day of March every year irrespective of the date of grant of membership
- (xvii) **"Office"** means the registered office of the Chamber
- (xviii) **"Ordinary Resolution"** means a resolution passed at a General Meeting by a simple majority of votes of Members present in person
- (xix) **"Act"** means the Trade Organizations Act 2013
- (xx) **"President"** means the President of the Chamber
- (xxi) **"Senior Vice President"** means the Senior Vice President of the Chamber
- (xxii) **"Vice President"** means the Vice President of the Chamber
- (xxiii) **"Bye-laws"** means the Bye-Laws of the Chamber for the time being in force
- (xxiv) **"The Companies Act"** means the Companies Act 2017 or any other statutory enactment in place of said Act for the time being in force
- (xxv) **"Resolution of Chamber"** means any resolution passed at any meeting convened to take decision while adhering to the provisions of Companies Act, 2017
- (xxvi) **"Register"** means the register of Members of the Chamber to be kept in pursuance of Section 119 of the Companies Act, 2017
- (xxvii) **"Trade Rules"** means the Trade Organization Rules, 2013 for the time being in force
- (xxviii) **"Rules"** means the Trade Organizations Rules, 2013
- (xxix) **"Words"** indicating the singular number shall include plural number and vice versa, words signifying persons shall apply, mutates mutandis to firms, corporation



or joint stock companies. Likewise word indicating masculine gender shall include feminine gender and vice versa in relation to the member of the Association.

Notwithstanding anything contained in Article 1 all the words and terms used have the same meaning assigned to them under The Trade Organizations Act, 2013 and Trade Organizations Rules, Rules, 2013. In case of a conflict the definitions and provisions contained in the Trade Organizations Act, 2013 and rules made there under shall prevail.

LOCATION OF CHAMBER

2. The Chamber shall be housed in premises, not being used as residence or office of any of its members.
3. The Chamber shall have telephone, fax and Internet connection, etc. in the name of the Chamber
4. The Chamber shall be located at a prominent and easily accessible place within the municipal limits of the District of Chakwal,

RENEWAL OF LICENSE

5. Renewal of license as prescribed under the Trade Organizations Act, 2013 and rules made there under shall duly be complied with by the Office bearers of the Chamber or as advised by them.

MEMBERSHIP & QUALIFICATION FOR MEMBERSHIP

6. Any business concern shall be eligible for grant or renewal of membership of chamber if such business concern or association meets the following conditions,
Namely:-
 - a) the prospective member is a sole proprietorship or a partnership firm or an association of persons or a company or a town association holding g national tax number and sales tax registration, if applicable, in the name of the business concern or proprietor (in case of proprietorship);
 - b) the prospective member 's business fits within the defined business scope or area of jurisdiction of the chamber as provided in the chamber's approved memorandum and articles of association and under the license granted by the Federal Government;
 - c) the application for grant of membership has been proposed and seconded by existing members of the Chamber in the manner provided in Article 18(a);
 - 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. A person convicted for any offence under The Trade Organizations Act, 2013 shall not hold, or be eligible for holding, any office in Chamber unless a period of five years has elapsed.
8. The chamber shall ensure the minimum number of memberships of 150 members who are



either permanently domiciled in the relevant district or have a substantial business interest such as industrial concern, a corporate business entity or are being assessed for the purposes of Income Tax and Sales Tax in the territorial jurisdiction of the proposed chamber. After the grant of license under The Trade Organizations Act, 2013 the Chamber shall maintain a minimum No of members at 300 or as specified by the Federal Government.

9. Town Association of Trade & Industry which have been licensed under the Trade Organizations Act, 2013 shall secure affiliation with the chamber.
10. The Town Association shall be under the disciplinary control of the Chamber regarding its public character and proper functioning in accordance with its approved rules and a clause to this effect shall be inserted in the Articles of Association of the Town Association before its enrollment to the Chamber.
11. The membership of chamber 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.
12. The membership shall be renewable on annual basis subject to fulfillment of following conditions, namely:-
 - a) payment of prescribed subscription within two months before expiry of membership, Which shall not be later than 31st of March; and
 - b) Proof of filing return of income tax and sales tax, if applicable, for the preceding year.
13. Any firm, Joint Stock Company or Associated body eligible for enrollment as member may become a member in its conventional or corporate name.
14. Other things being equal, there be no bar to any foreign firm, as such, becoming a member of the Chamber and there shall be no discrimination whatsoever against any foreign firm on its membership rolls, provided that for the purposes of this Article, a "foreign firm" shall be:
 - c) in the case of an individual, one who is a citizen of any country other than Pakistan;
 - d) in the case of a firm or partnership or other unincorporated association, one the majority of whose partners or members, as the case may be, are citizens of a country or countries other than Pakistan; and
 - e) in the case of a body corporate either incorporated outside Pakistan or incorporated in Pakistan one which has not less than one-half of its equity capital owned by foreign nationals and/ or by a body corporate or bodies corporate incorporated outside Pakistan.

Provided that conditions prescribed by the Trade Organizations Act, 2013 and rules made there under shall apply accordingly for membership of foreign firms.



CLASSES OF MEMBERS

15. There shall be two classes of memberships in chamber, namely: -

CORPORATE MEMBERS

ASSOCIATE MEMBERS

FEE AND SUBSCRIPTION OF MEMBERS

16. The membership fee chargeable from each class shall be as under:-

a) Admission Fee:

| | |
|------------------|-----------|
| Associate Member | Rs. 500 |
| Corporate Member | Rs. 1,000 |

b) Annual Subscription:

| | |
|------------------|-----------|
| Associate Member | Rs. 2,500 |
| Corporate Member | Rs. 4,000 |



17. The following conditions will be applicable for admission fee and annual subscription:

The Executive Committee may revise the fee structure.

Admission fee shall be payable by all members once at the time of enrolment.

The Annual Subscription fees shall be payable by all members and shall be charged for the whole year irrespective of the date of their enrolment. Membership Fees whether admission or Annual subscription shall not be refundable in any event. The Annual Subscription shall become payable not later than 31st March each year.

ENROLMENT OF MEMBERS

18. (i) An eligible business concern desirous of becoming a Member of the Chamber and agreeing to abide by the Memorandum and Articles of Association shall submit an application in the prescribed form to the Secretary General. The application form shall be accompanied by the prescribed admission fee and annual subscription for the particular class of membership to which the applicant desires to be enrolled along with other relevant documents as laid down by the Federal Government and the Chamber

(ii) Every application for membership shall be placed by the Secretary General before the next meeting of the Membership Committee and the Committee may accept or reject the same with or without assigning reasons for rejection. In case an application for membership is rejected by the Committee, no fresh application from that prospective member shall be entertained for a period of one year from the date of such rejection. If the applicant is not admitted as a Member, the admission fee and annual subscription shall be refunded while communicating decision/reasons for rejection of the application.

(iii) Appeal against the decision of the Committee in such case shall lie with the General Meeting provided it is sponsored by at least five members of the Chamber. The General Meeting to consider such an appeal, if duly sponsored, shall be convened within one month of the Date of receipt of the appeal in the Chamber.

(iv) Where a person has been duly enrolled, the Secretary shall notify the result to him. A person whose application for enrolment has been rejected by the Committee shall also be notified of the decision within a week of the date on which such decision was taken.

(v) A candidate for membership who fails to get enrolled even on appeal before the General Meeting shall not be eligible for being enrolled until after a lapse of twelve months from the date of decision on such appeal.

(vi) If at any time it is found to the satisfaction of the Committee that any statement made in the application of a member for enrolment was incorrect in any



material particular the Committee shall have the right to remove such Member from the membership register of the Chamber forthwith provided that appeal against such a decision of the committee shall lie with the General Meeting

(vii) Admission fee and annual subscription chargeable from each class of Membership shall be fixed by the Executive Committee

(viii) If a Member fails to pay the membership subscription at the latest by the 31st March each year, the name of such Member shall be deemed to have been automatically struck off from the register and shall cease to be a Member of the Chamber with effect from 1st April of that year **Provided that** a Member who has thus ceased to be a Member shall not be re-admitted unless the annual subscription is paid but without voting right for that year.

(ix) There shall be no bar to any foreign firm becoming a Member of the Chamber and there shall be no discrimination whatsoever against any foreign firm on its membership rolls provided that the firm has a main office or branch office within the territorial jurisdiction of Chakwal Chamber.

(x) The Committee shall take decision on the application for or against enrolment as a member of the Chamber within one month of the date of its receipt by it.

(xi) The application form for enrolment shall be accompanied by the subscription for the current year and no application will be entertained without it. In the event of the application not being elected, the subscription for the current year as paid shall be refunded.

(xii) Where by reason of the provisions of Article 11 hereof a firm, joint stock company or associated body ceases to be member and the successor of such firm, joint stock company or associated body applies for membership, no subscription fee shall be payable but this provision shall not apply to cases where the successor of a firm consists of two or more firms and/or companies. In such cases, whether or not subscription fee shall be payable, shall be referred to the Committee whose decision shall be final.

TERMINATION OF MEMBERSHIP

19. Except as hereinbefore provided, a firm shall not cease to be member by reason only of 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 conventional name in which such firm was elected a member.
20. A firm joint stock company or associated body shall cease to be a member upon any change being made in the conventional or corporate name of the Committee substantially alters the composition of the firm, company or associated body.
21. Any member may resign from the Chamber by giving 30 days notice in writing to the Secretary General and upon expiration of the notice, the Member shall cease to be a Member. The Member who has resigned or has been removed under Trade Organizations Act, 2013 from the Membership of the Chamber, shall remain liable to



pay all outstanding dues, if any to the Chamber. The annual subscription and annual research and development fee paid by him shall not be refundable to him.

22. a) Notwithstanding anything contained in these Articles, a Member shall cease to be a Member of the Chamber for any of the following reasons:-

- (i) If he is adjudged insolvent or
- (ii) If he is found to be a unsound mind by a court of competent jurisdiction or
- (iii) If he is convicted on a criminal offence or an offence involving moral turpitude or
- (iv) If he closes or transfers his business to any place outside the jurisdiction of the Chamber
- (v) If a Member fails to pay prescribed annual subscription for renewal of membership
- (vi) If any change is made in the line of business, its management, name of the sole proprietorship, firm, company or corporate body which substantially alters the composition of that firm, company or corporation

b) A Member whose name has been removed from the register due to resignation or non-payment of annual renewal subscription shall be eligible for re-enrolment/re-admission on payment of annual subscription ~~afresh~~ without having voting right for that year.

c) A member shall be liable to be removed from the membership of the Chamber for any of the following reasons by a resolution of the Committee passed in a meeting or a specially convened meeting for the purpose by two-third majority of the Members present in person:-

- I) Neglect of or refusing to submit to or abide by, or carry out any decision of the Committee, taken within limits laid down in Articles of Association
- II) Indulging in unethical practices in the field of trade, industry, services and commerce
- III) Misappropriation of funds of the Chamber
- IV) Intentional violation of Articles, Rules, Regulations or Bye-laws of the Chamber
- v) Brings the Chamber into disrepute by the Member's action or deed

d) Notwithstanding any order issued under the provisions of the Ordinance, a Member who has been removed from the Chamber under Article 12 shall not be eligible for re-admission before the expiry of three years from the date of removal. However, this concession shall not be available to the Member removed from the Chamber on account of misappropriation of the Chamber's funds or is convicted on criminal charge by a competent court of law.

23. Subject to Article 8, subscription and annual research and development fee of members shall be due on 1st February each year. Any member whose subscription/annual research and development fee is not paid by 31st March, shall cease to be a member.



24. i) A Member shall not be removed or membership shall not be cancelled by the Executive Committee unless the Member has been given an opportunity of explaining the position in writing and/or in person. The Member so removed /cancelled shall have the right to appeal, within 30 days from the date of expulsion to the General Body of the Chamber.

ii) In case an appeal is made by the Member, the President shall convene a meeting of the General Body within 30 days from the date of receipt of the appeal and the decision of the General Body in the matter shall be final. The member accused shall have the right to be present at the meeting to state his case.

iii) If the President fails to call such a General Meeting, the provision of Article 15(i) through Article 37 shall apply.

25. Any member having resigned under Article 14 shall be eligible for reelection on payment of the required annual subscription and research & development fee. However any member having ceased to be a member under Article 16 shall be reelected only on payment of the annual subscription, research & development fee and late payment fee at the rate of Rs. 300/- per annum for Associate class.

PROVIDED THAT:

The membership of the Chamber shall be for a period of one year, and shall expire on 31st March every year irrespective of the date of grant of membership, renewable on furnishing proof of filing of a return of income or statement under Income Tax Ordinance for the latest preceding year by the member, whether individual, firm or company. The members who are exempt from payment of income tax or if their income falls below the taxable limit will be allowed to produce exemption certificate or copy or tax coupons etc. In lieu of filing of return of income or statement under Income Tax Ordinance. However the companies/concerns whose return is not still due shall be exempt from the aforementioned requirements for the first renewal. Such renewal would not grant them the voting right.

26. a) A firm joint stock company or associated body having been expelled under Article 15 shall be eligible for re-election if there has been a change in its management or after the expiry of one year from the date of expulsion whichever come later, if so resolved upon by a majority of three fourths of the member present and voting at a General meeting. Voting by proxy shall not be allowed.

b) When an individual, firm, company or corporation has ceased to be a member of the Chamber, such individual or representative of such company or corporation shall automatically cease to be a member of the Executive Committee, if he was so elected, and cease to serve as a representative of the Chamber on any public bodies

27. Any member who shall by any means ceases to be member shall nevertheless remain liable for and shall pay to the Chamber all moneys which, at the time of



such ceasing to be member, may be due from such member to the Chamber including all moneys that may be due in the event of a winding up proceedings.

REGISTER OF MEMBERS

28. a. A register of Members shall be maintained at the registered office of the Chamber in which business name, authorized representative name, addresses and other relevant information about all Members shall be entered class-wise and all changes shall be recorded in this regard whenever it takes place.
- b. Every Member shall have the right to have the name of authorized representative changed whenever so desired but no such change shall be effected after 3 days of the announcement of the Election Schedule. This restriction shall not apply to members who are not eligible to vote.

COMMITTEE

29. a. The Committee of the Chamber shall, consist of the following office bearers:
- | | |
|-----------------------------|----|
| President | 1 |
| Senior Vice President | 1 |
| Vice President | 1 |
| Executive Committee Members | 12 |
| Women seats (Reserved) | 01 |
- b. The tenure of members of Executive Committee shall two years subject to the following.
- (i) 50% members of the executive committee shall retire every year.
- (ii) After the first election of the executive committee under the Trade Organizations Act, 2013 a draw shall be made to determine the 50% members who shall retire after expiry of 1st year.



ELECTION OF OFFICER BEARERS AND THEIR TERM OF OFFICE

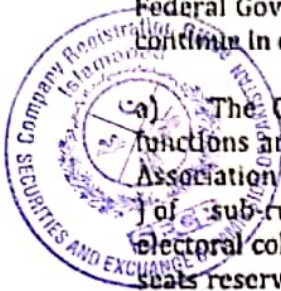
30. The President, Senior Vice President, Vice President and Members of the Committee due to retire shall hold office until the General Meeting of the Chamber called for official announcement of the final result of the elections within 15 days of the polling but before or on 30th September subject to provision in Article 22.
31. i) The election of Chamber shall be conducted according to the procedure laid down in the Articles of Association between the first day of July and the 30th day of September of a due year subject to the following:-
- ii) The election of the Executive Committee shall be held by secret ballot, neither the postal ballot nor proxy shall be allowed, and their final result shall



be officially announced at the General Meeting of the Chamber called for this purpose within fifteen days of the date of polling but before or on 30th September.

iii) The President, Senior Vice President and the Vice President of the Chamber shall be deemed to have automatically retired from their respective offices on completion of their 1 year term of office, but for the purpose of continued representation on the Committee they shall be treated at par with other Members of the Committee.

Provided that in some extra ordinary circumstances like war, force-de-majeure or when it is not possible to hold election or when ordered by Regulator or the Federal Government, the existing office bearers and Executive Committee shall continue in office till elections are held.



a) The General Body constituted under sub-rule (3), in addition to the functions and responsibilities assigned to it in the Memorandum & Articles of Association of the trade organization shall, subject to the provisions of clause (c) of sub-rule (5) and sub-section (7) of section 10 of the Act serve as the electoral college for election of members of Executive Committee except for the seats reserved for women for which the electoral college shall be the Executive Committee

b) The Executive Committee of all trade organizations, except Federation, shall comprise persons elected by the General Body from amongst its members subject to the following namely:-

- I) There shall be a minimum of ten and maximum of Thirty seats of Executive Committee
- II) Atleast fifty percent of the members of Executive Committee shall be from the Corporate Class
- III) The electorate college for each class of members of Executive Committee shall be the members of General Body from the respective class
- IV) In addition to the seats provided in clause (a), the Immediate past President or as the case may be, the Chairman of a trade organization shall be an ex-officio member of the Executive Committee without voting right
- V) The strength shall be determined by the Committee keeping in view total strength of membership

c) In case of a Chamber, Association and Town Association in addition to the number of seats in sub-rule (5), there shall be two seats of Executive Committee reserved for women entrepreneurs for which the Electoral College shall be the Executive Committee



d) In case of a Chamber, in addition to the seats in sub-rule (5) and (6) there shall be one seat reserved for nominee of each Town Association affiliated with the Chamber

e) 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

f) In any trade organization where the General Body comprises at least fifty percent members of Associate Class, there shall be rotation of office of the President and as the case may be, the Chairman between the Associate and Corporate Members

g) Where there is rotation of office of President under sub-rule (9), the President and Vice President or Chairman and as the case may be, the Vice Chairman shall not be from the same class of members provided in sub-rule (7) of rule 11 **Provided that where there are more than one Vice Presidents or as the case may be, the Vice Chairman atleast one shall be the class of members other than that of the President or Chairman.**

h) The office bearer of a trade organization shall be elected by the Executive Committee from amongst its members

i) The tenure of all elected office bearers shall be one year

j) The tenure of members of Executive Committee provided in sub-rule (5) and (6) shall be two years subject to the following:-

i) Fifty percent members of Executive Committee shall retire every year;

ii) After the first election of Executive Committee under the Act a draw shall be made to determine the fifty percent members who shall retire after expiry of first year

k) The tenure of office bearers of Executive Committee provided in sub-rule (7) shall be one 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-rule (15), shall not apply to the office bearers and members of the Executive Committee elected under the repealed Ordinance



Provided that if a member, whose name has not been drawn in the lot of retiring members, desires to retire voluntarily on his own wish, he may do so declaring that he retires in favour of a member whose name may have been drawn by lot.

- iv) The representative election under clause (vii) together with those continuing on the Executive Committee under clause (20) shall then elect from their own number one President, Senior Vice President and President of the Chamber, the remaining representatives being called members of the Executive Committee Provided that on the occasion of the first election the President, shall be elected by any from amongst the total strength of the representatives elected on the Committee under this Article.
- v) Casual vacancies of members shall be filled by co-option by the Committee from amongst the members. Those of the President and/or Vice President shall be filled by the Committee by election from amongst its existing Members and the resultant vacancies of the Member(s)

Explanation:

The term "casual vacancy" shall include vacancies occurring, for any reason, after the announcement of the result of the annual election.

- (vi) A member shall be eligible to serve as President for one year each and shall be eligible to seek re-election of the office of the President after a gap of one year.

(b) On the expiry of fixed tenure period, the President will automatically cease to be the President and shall handover the charge of his office to the newly elected President or to the Executive Committee of the Chamber if the elections have not been held.

On completion of the term the retiring member of the Executive Committee or his firm acting through any other representative shall not be eligible to stand for election or cooption for the Committee in any representative capacity for the next two years.

Provided that:

- (a) If a retiring representative has interest in more than one firm or concern, his firm other than one as whose representative he held office on the Committee shall be eligible to contest the election through a candidate other than the retiring representative.
- (b) Every member eligible to vote shall deposit with the Secretary, the specimen signature card along with his/her Photograph indicating his/her status in the firm, company or concern. The right to vote or participate in the election 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 a Multi-National company, as the case may be.

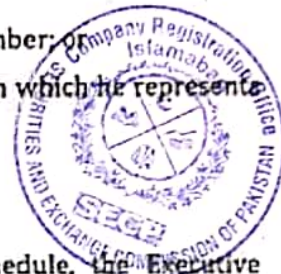


- (vii) The Proprietor, Partner or Director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or a multi-national company shall be entitled to cast his/her vote at the time of election only if his or her name has already been registered with the Secretary and his name appears on the list of voters.
- (viii) Not more than one representative of any member shall hold office at one time in the Committee or in any sub-Committee, standing or ad-hoc committee or in any appointment of the Chamber.
- (ix) The office of a member of the Executive Committee shall ipso facto be vacated if;
- a) He remains absent from three consecutive meetings of the Committee without leave of absence from the Committee; or
 - b) He or any firm of which he is a partner or any company of which he is a director accepts or holds any office of profit under the Chamber other than that of a legal advisor or a banker or
 - c) He becomes ineligible to remain Member of Chamber;
 - d) Proprietorship of the firm or company or concern which he represents ceases to be Member of Chamber

32. Appointment of Election Commission

Simultaneously with the approval of the election schedule, the Executive Committee shall appoint an Election Commission subject to the following conditions:-

- a) Commission shall comprise of three members
- b) the members so appointed shall submit their consent in writing to their appointment as such
- c) the members of the Commission, so appointed, shall have not held any office of Chamber 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



33. Functions of Election Commission

The Election Commission shall be Incharge of all arrangements connected with the conduct of elections including but not limited to:-

- a) The Election Commission after approval of the election schedule may appoint polling staff comprising of a returning officer, scrutinizers and polling officers who shall be other than those contesting the elections.
- b) Ensuring display of the provisional voters' list by the Secretary General for the purpose of inviting objection; sub-clause (4) of clause 33.
- c) examination of and decision on the objections received on the voters list
- 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 Articles and Instructions of the Federal Government or the Regulator in this regards; and
- e) Counting of voters and announcement of results.

34. A) ELECTION PROCEDURE:

(1) The election of the trade organization shall be conducted according to the procedures laid down in the respective articles of association subject to the following:-

A Member desirous to contest election to the office of President, Senior Vice President, Vice President and to a seat of the Executive Committee shall submit the nomination on prescribed form along with an affidavit that he has not been convicted in any criminal or banking offence.

Ballot

- a) The elections of the members of Executive Committee and office bearers shall be held by secret ballots
- 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 at the branch offices of the trade organization:

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 as the Election Commission may decide.

2) Change of representative

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 Along with necessary proof of eligibility



3) **Display of provisional list of voters**

The Secretary General of trade organization shall display within seven days of the announcement of election schedule the provisional list of all members eligible to vote alongwith 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 trade organization; and
- b) the website of the trade organization

4) **Members objections to the voters list**

The members who have any objection to the entries in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the voters' list

5) The Secretary General will intimate action on the objections or changes sent by member within five days from the last day under preceding clause

6) Any person aggrieved by the decision of the Secretary general, he may make a representation within three days to the election commission which they shall decide the case within three days

7) Within three days of decision by the commission or in case the Commission fails to decide within the stipulated time provided in sub-rule (6), any person aggrieved by the decision of the commission may appeal to the Director General who shall decide the case within 10 days and his decision in this regard shall be final

8) **Display of Final voters list**

Within two days of the decision of the Director General the final voters list shall be:

- a) Displayed at the notice board of the head office and regional offices of the trade organization;
- b) Displayed at the website of the trade organization, and
- c) Submitted to the Director General

Provided that if no appeal has been filed to the Director General, the final list of voters shall be displayed within fifteen days of the decision of the election commission under sub-rule (6)

9) **Filing of nomination papers and supply of voters list**

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 on the prescribed form

10) Within twenty-four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidates



11) **Scrutiny of nomination papers, objections, appeal and issue of candidates final list**

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

12) The objection, 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

13) Within two days of decision of the commission or in case the commission fails to decide within the stipulated time provided in sub-rule (12), any candidate aggrieved by the decision of the commission may file an appeal to the Director General who shall decide within 7 days and his decision in this regard shall be final

14) Within two days of the decision of the Director General, the commission shall issue the final list of candidates

Provided that if no appeal has been filed to the Director General, the final list of candidates shall be issued within eleven days of the decision of the Election Commission under sub-rule (12)

Holding of polls for the election of Executive Committee Members and Office Bearers

15) Within five days of display of final list of candidates, the polling for election of members of Executive Committee shall be held

16) Within 2 days of the polling as provided in sub-rule (15), any person elected as member of Executive Committee, shall send to the election commission his nomination for election as an office bearer duly proposed and seconded by an elected Executive Committee member and signed by the candidate.

17) The nomination papers shall be scrutinized by the commission and candidates shall be displayed within 24 hours of the last date of receipt of nomination papers

18) Within 2 days of display of final list of candidates, the polling for election of office bearers shall be held

Announcement of official results

19) 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 trade organization called for purpose within fifteen days of the date of polling under the preceding clause but not later than:

a) In case of the Federation, the 31st of December of the year; and

b) In case of all other trade organizations, the 30th of September of the year

20) The announcement of election results in the annual general meeting in pursuance of the preceding sub-rule shall be the material date for the purposes of



paragraph (III) of clause (f) of sub-section (3) of section 14 of the Trade Organizations Act, 2013.

21) 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 trade organization within two days;

b) Displayed at the website of the trade organization within two days; and

c) Submitted to the Regulator within 7 days.

35. B) CONDUCT OF ELECTIONS

1) Numbering of ballot papers

The ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in the presence of polling agents of the candidates and polling officer before the issuance of ballot papers to the voter.

2) Verification of identity of voters

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 trade organization, the passport and the driving license. The polling officer shall enter the number of identification document on the counterfoil.

3) Handing over of the ballot paper to the voter

After comparing the signatures and photograph with the specimen signature card, the polling officer shall hand over the ballot paper to the voter.

4) The ballot paper shall be signed by the Secretary General or an Officer of the trade organization, duly authorized by the commission in this behalf and shall also be signed by the Polling Officer at the time when it is issued.

5) 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.

6) Adequate arrangements shall be made to maintain the secrecy of the polls.

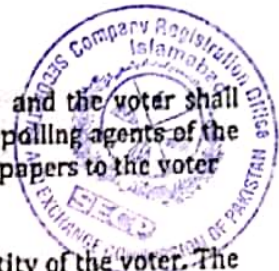
Record of balloting papers

7) Proper account shall be maintained by the officer designated by the commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.

8) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.

9) 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.

10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.



Counting of votes

11) 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

Declaration of provisional results and draw in the event of equality of votes

12) Provisional results may be declared by the commission immediately after the counting of votes is completed

13) 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

Record of election

14) Having completed the counting and compilation of results, the record pertaining to the election 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

15) The record of elections shall be opened for inspection upon an application made in this behalf by the candidates within seven days of the date of the polling and with the approval of the Regulator

The elections will be conducted strictly according to the rules as contained in Trade Organizations Rules, 2013. If any provision of this memorandum article of association is in conflict with the provisions made in Trade Organizations Act, 2013 and rule made thereunder, the later shall prevail

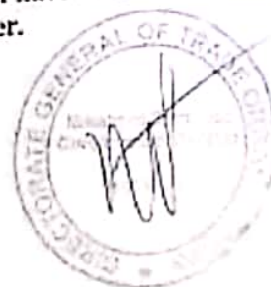
Explanation: If any day on which an act scheduled to be performed under the election programme falls on a holiday, such act shall be performed on the day next following the holiday(s).

RIGHTS AND PRIVILEGES OF MEMBERS

36. Subject to the provisions and restrictions contained in these articles, the rights and privileges of a member may, in the case of a proprietary concern/firm elected in its conventional name, in exercised by the proprietor/any partner in such firm and may, in case of joint stock company, by a director or a person not below the rank of General Manager authorized by the Board of Directors of public limited company or a multi-national company and in the case of associated body, or a trust etc. the member may be represented by an authorized person who is a member of its governing body.

37. (i) Subject to the provisions of Article 22 every member entitled to vote at the election shall have one vote each for the election of his respective representatives provided that each voter shall be entitled to cast as many votes as the number of vacancies to be filled of the class of membership to which he belongs.

Provided further that in cases of even voting in the Committee or in General Meeting who ever be presiding shall have a second or casting vote except in the matter of any election of the Chamber.



- (II) Only those who have been members for at least a period of two consecutive years before date of election shall be entitled to vote or stand for election or nominate a candidate for election. However a member who is eligible to vote and his name appears in the final list of voters shall not be entitled to propose/second more candidates than the number of vacancies to be filled of the class of membership to which he belongs.

PROVIDED THAT:

A member shall be eligible to vote in election of the Chamber after completion of two years membership provided further that old members shall be eligible to vote on completion of one year of their enrolment and payment of all dues in terms of Rule 15(a) of Trade Organization. In case of change of class membership, if any, it should have been notified by the Secretary General with the approval of the Executive Committee as the case may be at least three months prior to the announcement of the election schedule.

- (iii) No member whose representative has been elected on the Committee shall have the right to withdraw him from the Committee during the currency of his term provided that such a representative shall have the right to resign from the Committee at any time.

- (iv) in the event of a Member of the Committee having proceeded on leave or absence, the temporary vacancy so caused shall remain unfilled.

- (v) Subject to the provisions of Article 17 every question submitted to a General Meeting shall be decided by a majority of the members present and voting at such a meeting provided that in the event of difference of opinion between Associate members entitled to vote on such a resolution.

- (vi) Notwithstanding anything contained in clause (v) no special or extraordinary resolution, particularly concerning amendments to the Memorandum and Articles of Association of the Chamber, shall be deemed to have been carried unless it has received the votes of three-fourth majority of the members present in person and entitled to vote on such resolution. Provided that in the event of a difference of opinion between the Chamber Members and Associate Members on any such resolution, it shall not be deemed to have been adopted unless it has been carried by the voters of three-fourth majority of the chamber Members and Associate Members separately, present in person and entitled to vote on such resolution.

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

- (viii) Subject to any direction issued from time to time under the Trade Organizations Act, 2013, the Committee shall have full powers to enroll members or expel them from the membership register of the Chamber.



- (ix) In case of unresolved difference of opinion between the various members on matter on which Government has called for advice of the Chamber, the members shall have the right to have their viewpoints forwarded to Government through the Chamber provided that the views shall be forwarded in one and the same communication on each subject or occasion.

38. **Functions and Duties of the Office Bearers, Executive Committee & Members**

PRESIDENT

- i) He shall be the Chief Executive of Chamber and will preside over meetings of the Executive Committee and the General Body of Chamber and may lead all delegations abroad
- ii) He shall perform such other duties as may be incidental to the office of the President
- iii) He shall have the power to sanction an expenditure not exceeding Rs.5,000/- (Five thousand only) at a time from the funds of the Chamber.
- iv) He shall direct to summon all meetings of the Executive Committee and the General Body of Chamber
- v) He shall take votes of the Members at a meeting of Chamber, if required, and declare the result of such counting of votes and in the case of equality of votes, shall have a casting or second vote except on the occasion of an election of the Chamber
- vi) He shall delegate his powers/functions to Senior Vice President, Vice President or any member of the Executive Committee

39. **a) SENIOR VICE PRESIDENT**

- i) In the absence of President, the Senior Vice President shall perform duties of the President as Acting President
- ii) The Senior Vice President shall be responsible to supervise the Research & Development functions of the Chamber
- iii) He shall handle affairs of the sub-committees constituted for specific purposes and as entrusted to him by the Executive Committee

NOTE: The President shall keep informed the Executive Committee through the Secretary General of his absence, if it is to prolong beyond a week then President shall depute Senior Vice President or the Vice President to perform the duties of President as Acting President till his return.

- iv) In case when all office bearers for reasons happen to be not present, then Executive Committee shall elect one from amongst themselves to act as Acting President during period of such absence.

b) VICE PRESIDENT



The Vice President will perform all the duties as described under Sub-Clause (29-a) above in the absence of President and Senior Vice President.

c) EXECUTIVE COMMITTEE

Executive Committee shall have the following powers and duties:-

- a) to fix/alter from time to time admission fee and annual subscription of membership and other fees for the services rendered/forms
- b) to follow and ensure implementation of all the rules, bye-laws, regulations, aims and objects of Chamber
- c) to continue and manage all affairs of Chamber until next properly constituted Committee takes over the charge in accordance with these Articles
- d) to look after and manage all the properties, moveable and Immoveable held by the Chamber
- e) to appoint Sub-Committees, Special Committees or Standing Committees to deal with problems relating to any particular trade or industry or any issue having a bearing on the trade, industry, services & commerce or economy of the area covered by the Chamber
- f) to constitute delegations to represent Chamber at various meetings, conferences, committees etc nationally and internationally
- g) to appoint Secretary General for the efficient functioning of Chamber and to lay down or regulate the terms and conditions of their services as per laid down procedures under Trade Organizations Rules 2013
- h) to frame and enforce rules, regulations and bye-laws for the office administration, elections, trade practices, arbitration etc and in like manner-rescind, add or alter such rules, regulations and bye-laws for the time being in force and in conformity with Trade Act 2013.
- i) to represent the point of view of Chamber on any matter relating to objects of Chamber at appropriate forums
- j) to convene Ordinary and Extraordinary General Meeting of Chamber
- k) to defray wherever necessary, expense of the delegates or nominees of Chamber to Conferences and meetings convened anywhere in Pakistan or abroad which are likely to promote objects of Chamber
- l) to organize, hold or participate in any exhibitions, conferences, meetings or seminars for the interests of Chamber
- m) to remove any member from the membership of Chamber or to restore such removed members in accordance with these Articles
- n) to fill any vacancy caused by resignation, removal or death of any member of the Committee in accordance with these Articles
- o) to approve or reject membership applications
- p) to commence, institute and defend all such actions, and/or suits as the Committee may deem necessary and to compromise or submit to arbitration any action, dispute/or difference as the Committee may think fit
- q) and generally, to adopt and carry out such measures not inconsistent with the Memorandum and Articles of Association as may be necessary from time to time for achievement of objects of Chamber



d) MEMBERS

Every member shall have the following duties and obligations:-

- a. to make every effort to carry out the aims and objects of the Chamber as set forth in Memorandum of Association
- b. to carry out and abide by the rules and regulations of the Chamber as laid down in these Articles or in the bye-laws framed thereunder from time to time
- c. to pay the annual subscription of the Chamber regularly
- d. to bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the Interest of the Chamber in any manner whatsoever
- e. to accept and abide by the decisions of the Executive Committee
- f. to convey to the Executive Committee all information that may be considered necessary for promoting the aims and objects of the Chamber
- g. to take part in the deliberations of the meetings of the Chamber which he is entitled to attend and to abide by the rules framed for the conduct of the business of the meeting from time to time
- h. to assist and cooperate with the Executive Committee in the eradication of unethical business practices from the field of trade, industry, services and commerce



40.

Meeting and Functions of the Executive Committee

- (i) The Committee shall meet at such times as may be deemed advisable and ordinarily at least once in 2 months and may make such regulations as may be deemed proper for the summoning and holding of meetings of the Committee and for the transaction of business at such meetings and the record of their proceedings shall be open to inspection by members with the approval of the Committee and/or subject to such regulations as it may deem expedient.
- (ii) The President or, in his absence, the Senior Vice President or Vice President shall preside over all meetings of the Committee and the General Meeting of the Chamber and in the absence of all of them, the Committee shall elect someone from amongst its members present to preside over the particular meeting.
- (iii) Five members of the Committee shall form a quorum for the transaction of business. If within 30 minutes of the time specified for the meeting of the Committee no quorum is formed the meeting shall stand adjourned to the same hour, day and place in the next week unless the Members

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present fix any other day and time for the adjourned meeting. The adjourned meeting shall transact only the business specified in the agenda of the original meeting.

- (iv) Each Committee Member present at a Committee Meeting shall have one vote and all questions shall be decided by majority of votes. In the case of an equality of votes, the President or whosoever be presiding shall have a second or casting vote except in the matter of any election of the Chamber. Voting by proxy shall not be allowed at a Committee meeting.
- (v) Not less than 7 days notice shall ordinarily be given of every meeting of the Committee specifying place, date and hour of the meeting and the nature of business to be transacted. But the President, Senior Vice President or the Vice President in accordance with Article 29, may himself call or direct the Secretary to call an emergent meeting at a shorter notice to consider exclusively any special or urgent business. Absence from such an emergent meeting shall not count as absence for the purpose of Article 22.
- (vi) A yearly report of the proceedings of the Chamber shall be prepared under the directions of the Committee, and circulated to the members of the Chamber at least 7 days before the Annual General Meeting. Such a report shall be submitted to the Annual General Meeting for confirmation and shall be confirmed or otherwise dealt with.
- (vii) The Committee shall be the managing body for the Chamber and, in addition to the powers and authority by Statute or by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as shall be by Statute or these Articles of Association, directed or authorized to be done by the Chamber as a Company limited by guarantee and which are not by these Articles or by Statute expressly directed to be done by the Chamber in General Meeting but subject nevertheless as to such acts and things as are not regulated by Statute or by these Articles or such regulations, as may from time to time be determined upon or given at an Annual or Extra-ordinary General Meeting. Provided that no such regulation or direction shall invalidate any prior act of the Committee which would have been valid if the regulation or direction had not been made or given.

41.

STANDING COMMITTEES

- (i) Subject to the provisions of clause (vii) of Article 30 the Committee or the President may nominate by number of Sub-committees, ad-hoc Committee or Standing Committee
- (ii) To strength of such a committee shall not be more than ten members and only those who are considered experts in their line of business shall be co-opted on the respective committees.
- (ii) No less than two persons shall form a quorum for such a committee meeting.



- (iii) An Ad-hoc Committee may be appointed to handle a particular matter of temporary nature. Any responsible employee of a member may be elected to serve on an Ad-hoc Committee and such election is not restricted to the representative nominated under Article 26.
- (iv) Member of the Sub/Ad-hoc/Standing Committee and Chamber representatives on different bodies shall be responsible to the Committee and shall report progress from time to time or as required by the Committee.
- (v) Sub/Ad-hoc/Standing Committee shall not correspond with parties outside the Chamber unless specifically authorized by the Committee to do so. Chamber representatives on different bodies shall make all correspondence through the Chamber.
- (vi) As far as possible a member of the committee will be included in each Sub/Ad-hoc/Standing Committee as its Convener to preside over its meetings and report to the Committee on its behalf.

42. SECRETARY GENERAL



Subject to the supervision, control and orders of the President, the duties and functions of the Secretary General who shall be a whole time paid employee of the Chamber shall be as follows:-

- i. to handle day to day operations of the Chamber
- ii. to carry out and hold charge of all correspondence of Chamber
- iii. to hold charge of all documents, papers, furniture and all other properties, moveable and immoveable belonging to Chamber
- iv. to issue notices of all meetings of Chamber, its Executive Committee and General Body
- v. to keep and maintain accurate minutes of meetings of Chamber, Executive Committee and General Body
- vi. to assist in the preparation of Annual Report of Chamber in consultation with and approval of the Executive Committee
- vii. to circulate among the Members of the Executive Committee minutes of its meetings
- viii. to circulate among the Members of the Chamber the Annual Report, notices and other information intended for circulation
- ix. to ensure collection of all dues of Chamber and grant receipt thereof
- x. to supervise maintenance of accurate accounts of Chamber and of the fund connected with or in any way controlled by it
- xi. to ensure that all payments are in conformity with the decision of the Executive Committee
- xii. to sign all cheques jointly issued on behalf of the Chamber which shall also be signed by the President



- xiii. to sign all visa recommendation letters jointly with the President
- xiv. to represent Chamber for all purposes whenever action arises before a Court of Justice in any suit or proceeding instituted by or against Chamber. He shall not be competent to compromise any suit without the sanction of the Committee
- xv. to maintain administrative and disciplinary control over all staff of Chamber in accordance with the rules and regulations which may be framed in this behalf by the Executive Committee
- xvi. to do and perform all acts and deeds that he may expressly be required to do by the President and the Executive Committee and generally all such other deeds are incidental to his office

Provided that the Secretary shall be competent to delegate any of his functions to any of the staff of the Chamber, but he shall remain responsible to the Committee for all acts done on his behalf by such staff.

43. GENERAL MEETINGS

A general Meeting of the Chamber shall become due on the 1st day of July and shall in any case, be held by the 30 September every year. Such a meeting shall be called the Annual General Meeting. All other General Meetings shall be called the Extra-ordinary General Meetings.

44. The Annual General Meeting shall transact the following business:-

- (i) Passing of the Audited Accounts of the Chamber for the preceding financial year.
- (ii) Appointment of the Auditors and fixation of their remunerations
- (iii) Consideration of the Annual Report of the Chamber.
- (iv) Any other business subject to the rules framed by the Committee.

45. The President may whenever he thinks fit, and upon requisition made in writing by members, representing not less than one-tenth of the voting power on the date of the deposit of the requisition, convene an Extraordinary General Meeting. The requisition shall specify the objects of the meeting. The Committee, whenever necessary, may direct the Secretary to convene an Extraordinary General Meeting.

46. Upon the receipt of such requisition, the President shall convene an Extraordinary General Meeting within 21 days from the date of receipt of the requisition and shall cause a notice of such a meeting to be circulated over the signature of the Secretary to all the members of the Chamber at least 21 days before the date of meetings. If the President does not convene such Meeting within 21 days from the date of receipt of the requisition, the requisitionists or a majority of them may themselves call the Meeting and in either case, any Meeting thus called shall be held within three months from the date of the requisition. Every Meeting thus called by the requisitionists shall be called in the same or



more or less the same manner in which General Meetings are to be called under these Articles.

Note: The term President in this Article shall include the Senior Vice President or Vice President performing the functions of the President in accordance with Article 29.

47. NOTICE:

Not less than 21 days notice to the members specifying the place, date and hour of meeting, with a statement of the business to be transacted at the meeting, shall be given by notice sent by post or otherwise served as hereinafter provided. Not less than 21 days notice shall be given of a meeting to pass a Special Resolution. The period of notice in any case shall be sufficient to comply with Article 38(ii)

48. (i) A notice may be given to any member either personally or by sending it by post to such member's registered address.
- (ii) Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing a notice and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- (iii) A notice of the General Meeting shall also be given to the Auditors of the Chamber.
- (iv) The non-receipt by any member of any notice proved to have been given or sent as above shall not invalidate the proceedings at any General Committee, or Standing/Sub/Ad-hoc Committee Meeting or any resolution passed thereat.

49. QUORUM:

- (i) Fifty (50) members present and entitled to vote at an Annual General Meeting or any Extraordinary General Meeting shall constitute a quorum. No business shall be transacted at an Annual General Meeting or an Extraordinary General Meeting unless a quorum of members is present at the commencement of such business.
- (ii) If within half-an-hour after the time appointed for an Extraordinary General Meeting a quorum is not present, the Meeting if convened upon such requisition as aforesaid, shall be dissolved but in any other case it shall stand adjourned to some other day as may be decided by the members present and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall form the quorum.

50. ADJOURNMENT:

The president of the Chamber or whosoever by presiding at the General Meeting may, by the majority of votes of the members present, adjourn the meeting from time to time and place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

51. VOTING:



At any General Meeting, a resolution put to the vote of meeting shall be decided on a show of hands, unless a poll is demanded (before or on the declaration of the result of the show of hands) by the President or by at least five members present in person or by any member or members representing not less than ten percent of the total voting power in person and unless a poll is so demanded a declaration by the President that a resolution has, on a show of hands, been carried unanimously, or by a particular majority or lost and an entry to that effect in the book of the proceedings of the meeting of the Chamber shall be conclusive evidence of the fact, without proof of the number or proportion of the vote recorded in favour of, or against that resolution.

52. In the case of an equality of votes, whether on a show of hands or on a poll, the President of any General Meeting at which the show of hands takes place, or at which the poll is demanded shall be entitled to exercise second or a casting vote.
53. If a poll duly demanded, it shall be taken in such manner as the President directs and the result of poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
54. Except as otherwise provided in these articles, votes at all General Meetings may be given personally and every member present in person shall have one vote only and upon a poll every member present in person shall have similar voting rights.
55. Only members whose subscriptions have been paid up to date shall be entitled to vote for the purpose of General Meeting or Election of the Chamber.
56. Proxy is not allowed at the General Meetings.
57. Only one representative of a member duly authorized under Article 26 shall be entitled to attend and vote at a General Meeting.

58. BOOKS AND DOCUMENTS

- (i) The Committee shall cause to be kept proper books of account with respect to:-
 - (a) all sums of money received and expended by Chamber and the matters in respect of which the receipt and expenditure take place;
 - (b) all assets and liabilities of the Chamber, and.
 - (c) all sales and purchases of goods by the Chamber.
- (ii) The books of account shall be kept at the registered office of the chamber or at such place as the Committee think fit, and shall be open to inspection by the members of the Committee during business hours.
- (iii) Subject to provisions made in this behalf in the Companies Act, 2017, the Committee shall, from time to time, determine whether and to what extent at what time and place, and under what conditions or regulations the accounts and books of the Chamber or any of them shall be open to the inspection of the members not being members of Committee and no member (not being a member of the Committee) shall have any right of inspecting any account or book or Documents of the Chamber except as



conferred by law or authorized by the Committee or by the members in General Meeting

MANAGEMENT OF FUNDS

59. Accounting year of the Chamber will be closed on 30th June each year and its financial statement duly audited by a Chartered Accountant along with a list of members as on the 30th September shall be furnished to the Director Trade Organizations, on or before the 31st day of December every year.
60. The management of funds of the Chamber shall vest in the Committee which shall invest them in such securities as the Committee may from time to time determine or deposit them in an approved bank.
61. The funds of the Chamber shall be deposited in a schedule bank or banks approved by the Executive Committee. The account in the Bank shall be operated by cheques signed by the President and in his absence, by the Senior Vice President jointly with the Secretary or any other paid officer of the Chamber duly authorized by the Committee.
62. The funds of the Chamber shall be applied in defraying the expenses and shall be applicable in or towards the acquisition by purchase, lease or otherwise and furnishing and maintenance of suitable premises and assets for the use of the Chamber and shall be subject to the general control and direction of Chamber.
63. The Committee shall have power to authorize the payment up to Rs. 50,000/- (Rupees fifty thousand only) on any one item of unbudgeted expenditure. No payment of more than rupees fifty thousand shall be authorized by the Committee without the prior approval of General Meeting.
- Provided that the Committee may incur any expenditure on the purchase of a building or a site and construction there-on of a building for the requirements of the Chamber.
64. Before the commencement of the financial year, the Secretary shall prepare a budget of the estimated revenue and expenditure for ensuing financial year.

65. (A) ACCOUNTS AND BALANCE SHEET

- (i) At each Annual General Meeting the Committee shall lay before the members a balance sheet and an income and expenditure accounts made up to the 30th June.
- (ii) The said balance sheet shall be in accordance with fifth schedule of the Companies Act 2017 as applicable in Pakistan or as near to it as circumstances permit.
- (iii) The income and expenditure account shall show, arranged under the most convenient heads, the amount of gross income distinguished the several sources from which it has been derived, the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the Meeting.



- (iv) The Auditor's Report shall be attached to the Income and Expenditure Account and Balance Sheet, or there shall be inserted at the foot thereof a reference to the Report, and the Report may be read before the members in General Meeting and shall be open to inspection by any member.
- (v) Every such Balance Sheet and income and Expenditure Account shall be accompanied by a Report of the Committee as to the state and condition of the Chamber, such Report being in addition to and separated from the Report specified in Article 31 (iv) and the Account Report and Balance Sheet shall be signed by two Members of the Committee.
- (vi) A copy of such Income and Expenditure Account and Balance Sheet so audited together with the reports of the Auditors and the Committee shall be sent to the registered address of every member at least fourteen days previous to the Meeting and a copy shall also be deposited at the office for inspection by members during a period of at least seven days before the Meeting.
- (vii) After the Balance Sheet and Income and Expenditure Account have been laid before the members in General Meeting, three copies of the Balance sheet signed by the Secretary shall be filed with the Registrar of Joint stock Companies.

(B) AUDIT

- a) The accounts of the Chamber shall be examined and correctness of the Balance Sheet ascertained by one or more auditors at least once a year. A copy of report shall always be sent to the Regulator
- b) Chamber at the Annual General Meeting each year shall appoint 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
- c) Every account of Chamber when audited and approved by a General Meeting shall be conclusive except 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.
- d) The auditor or auditors shall be entitled to receive notice of and to attend any General Meeting of Chamber at which any account which have been examined or reported by him or them are to be placed before the meeting.

66.

SEAL

- (i) The Committee shall provide a Common Seal for the Chamber. The Seal shall be deposited with the Secretary and shall never be affixed to any documents except in the manner prescribed in a resolution of the Committee or of the Chamber in General Meeting.



- (ii) Deeds, Bonds and other Contracts under the Seal made on behalf of the Chamber, sealed with the common Seal of the Chamber and signed by the President or the Vice President, as the case may be, countersigned by the Secretary General or any other paid officer of the Chamber duly authorized by the Committee shall be deemed to be duly executed.

67. **INDEMNITY**

- (i) Every President, Senior Vice President, Vice President, Member of the Committee, Secretary and other officer or servant of the Chamber shall be indemnified by the Chamber against, and it shall be the duty of the Committee to pay out of the funds of the Association all costs, losses and expenses which any such officer or servant may incur or become liable for by reason of any contract entered into, or thing done or omitted by him as such officer or servant acting in good faith or in any way in the discharge of his duties including traveling expenses, and the amount for which such indemnity is provided shall immediately attach as lien on the property of the Chamber and have priority as between the members over claim.

- (ii) No President, Vice President, Member of the Committee, Secretary or other officer of the Chamber shall be liable for the acts, receipt, neglects or defaults on any other Member of the Committee or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Chamber through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Chamber or for the insufficiency or deficiency of any security in or upon which any or the moneys of the Chamber shall be invested or for any loss or damage arising from the bankruptcy, insolvency or torturous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation there to unless the same happen through his own dishonesty or willful neglect.

68. **AMENDMENTS**

- a. No amendment in the Memorandum and Articles of Association of Chamber shall be made unless it has been approved by three-fourth of Members present in person at a General Meeting or Extra General Meeting of the Chamber convened specially for this purpose. In the event of difference of opinion between two classes of Members, no such resolution shall deem to have been passed unless it is adopted by three-fourth majority of Corporate Members and Associate Members separately present in person. Special or Ordinary resolution particularly concerning amendments to the Memorandum and Articles of Association shall not be passed in a meeting adjourned due to lack of quorum.
- b. All rules, regulations or bye-laws effecting Members or any alterations or additions thereto, shall be submitted by the Executive Committee to a meeting of the General Body for confirmation within a maximum period



of 90 days from the date of approval by the Executive Committee. Such rules shall not be effective until they are approved by the General Body in a General Meeting called in accordance with the provisions of the Companies Act, 2017.

- c. Notwithstanding anything containing the amendments to these Articles shall be subject to the prior approval of the Federal Government in public interest

69. INTERPRETATION OF ARTICLES

Any dispute or difference of opinion in regard to interpretation or scope of application of these Articles of Association, which cannot be resolved by the Chamber itself, shall be referred to the Regulator of Trade Organization appointed under the Trade Organization Act, 2013 and the ruling Given by him shall be binding on the Chamber, its office bearers and members.

70. GENERAL

In respect of any matters for which no provision has been made, in these Articles, the provisions of the Trade Organizations Act, 2013 or the Companies Act 2017, as the case may be or both, shall apply.

71. ARBITRATION

The Chamber may provide for the services of arbitration and survey for any dispute referred to it and may frame Rules and by-laws in this respect.



We the several persons whose names and address are subscribed are desirous of being formed into company limited by guarantee in pursuance of this Memorandum of Association..

| Sr. No | Name of Subscribers | CNIC | Address | Signature |
|--------|--------------------------|------------------|--|--------------------|
| 1 | Sahibzada Abdul Qudus | 37201-1789077-5 | Falsal Floor Mills Chakwal | <i>[Signature]</i> |
| 2 | Khuram Kamran | 37201-86007265-9 | Shaukat Brothers Forwarding Agency Chakwal | <i>[Signature]</i> |
| 3 | Ghulam Murtaza | 37201-6944430-5 | M/S Chakwal CHG | |
| 4 | Muhammad Arif Yousaf | 37201-1717753-7 | Japan Electronics Chakwal | A-7-7-7- |
| 5 | Qazi Muhammad Akbar | 61101-2424774-5 | Chakwal Feeds (PVT) Ltd. | <i>[Signature]</i> |
| 6 | Shoukat Ali | 37201-6502840-5 | Oil Mill Chakwal | <i>[Signature]</i> |
| 7 | Muhammad Shafiq-uz-Zaman | 37201-8674565-3 | Foam House Chakwal | <i>[Signature]</i> |
| 8 | Muhammad Aslam | 37201-1562870-9 | Kamran Medical Store Chakwal | <i>[Signature]</i> |
| 9 | Abdul Manan | 42000-3195265-1 | Al-Habib Food Industry Chakwal | <i>[Signature]</i> |
| 10 | Muhammad Farooq Gondal | 37201-1726603-1 | Bismillah Welfare Auto Chakwal | <i>[Signature]</i> |

Witness to above Signatures:

| | |
|---------------|--------------------|
| Signature | <i>[Signature]</i> |
| Full Name | TAIR YOUNAS |
| Father's Name | MOHAMMAD YOUNAS |
| Nationality | PAK |
| Occupation | SERVICE |
| CNIC No | 37201-1616739-5 |
| Full Address | |



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CERTIFIED TO BE TRUE COPY

[Signature]
11/02/2022

Joint Registrar of Companies
Company Registration Office Islamabad