

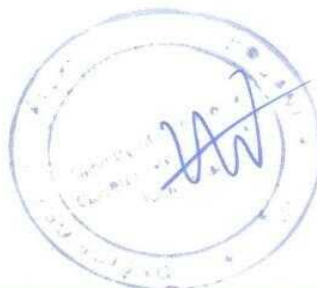
**MEMORANDUM**  
**OF**  
**NBFI & MODARABA ASSOCIATION OF PAKISTAN**

- I. The name of the Association is NBFI & MODARABA ASSOCIATION OF PAKISTAN.
- II. The Registered Office of the Association will be situated at Karachi in the Province of Sindh.
- III. The Association may have Regional offices in other cities of Pakistan.
- IV. The objects for which the Association is established are:
  1. To promote, safeguard and protect the interests of the members of the Association in the conduct of their Modaraba, Leasing business, Investment Finance Services, Housing Finance, Investment Advisory Service, Discounting Service, Private Equity/Venture Capital, REITS and such other business as permitted to be conducted by the members of the Association and to serve as a forum of the members of the Association to confer on all issues of common interest and to formulate joint strategies.
  2. To encourage friendly feelings, close cooperation and unanimity amongst the members of the Association on all matters connected with their common goal.
  3. To promote the Islamic way of business through the provision of riba-free financing in accordance with the Sharia and to promote the establishment and operation of modarabas through the mass media and to encourage public awareness of the role of modarabas in the provisions of Islamic modes of financing.
  4. To promote the business of leasing and leasing operations of all kinds, including purchasing, selling, hiring or letting on hire all kinds of plant, machinery, equipment, ships, aircrafts, automobiles, computers and all consumer, commercial and industrial goods.
  5. To act as an organ of communication for and to represent members of the Association in all or any of their relationships with any Government, Federal or Provincial, local, municipal and other public authorities, trade associations, the press, radio and television, and any other bodies or organizations, and to afford facilities for conferring with and making known the views of the members of the Association in regard to actual or proposed legislation or any other matters directly or indirectly affecting their business interests.
  6. To co-operate or enter into any arrangement with and make official representations to the Federal, Provincial or Local Government, advisers to the Government, officials, public or private institutions or other authorities on any matter that may be conducive to all or any of the objects of the Association or which are likely to affect the business of its members and to obtain from any such Government, institutions or authorities rights, privileges and concessions that the Association may deem desirable to obtain, and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
  7. To establish and maintain good relations between the members of the Association and the public generally, and to publish and make known information on matters relating to the business carried on by the member companies for the protection of the interests of the



members of the Association.

8. To work actively for the eradication of unethical business practices and to promote honorable business practice in the conduct of their business by the members of the Association.
9. To compile, collect and circulate to members of the Association accurate, reliable and current information about modaraba, leasing business, investment, finance services, housing finance, investment advisory service, discounting service and venture capital activities in Pakistan.
10. To ascertain and convey collective views of members of the Association on matters concerning various aspects of modaraba, leasing business, investment finance services, housing finance, investment advisory service, discounting service and venture capital activities.
11. To maintain and disseminate information, data and statistics amongst the members of the Association and to print, publish, issue and circulate papers, periodicals, books, circulars and other printed matter and to promote and organize meetings, conference, lectures and other activities as may seem to the Association conducive to the attainment of all or any of its objects.
12. To form sub-committees, whenever necessary, in order to present information on matters of modaraba, leasing business, investment finance services, housing finance, investment advisory service, discounting service and venture capital activities and related fields or such other subjects as assigned to the Association by its members.
13. To prepare annual budgets for the purpose of meeting the Association's operating expenses and to make proposals to appropriate funds for the said purpose.
14. To open, close and operate bank accounts of the Association with one or more scheduled banks.
15. To promote, support, discuss or oppose any legislative or other measures affecting the interests of the members of the Association.
16. To take note of events, settlements and expressions of opinions affecting the members of the Association, to advise them thereon and to represent their interest on their behalf as may be deemed necessary and expedient.
17. To publish, print, broadcast or telecast or cause to publish, print, broadcast or telecast official journals, advertisements, pamphlets, brochures, statistical books or literature to give prominence to the aims, objects and activities of the Association as for the spread and propagation of knowledge and information useful to the members of the Association in particular and to the public at large as may be deemed desirable from time to time.
18. To commence, prosecute, appear in defence, compromise or give up all or any suits or proceedings (Civil, Criminal, Administration, Arbitration, inquiry etc.) before any Court, Commission, Official or person for the protection of or assistance of the members of the Association or of the objects of the Association.
19. To conduct surveys and analysis on the Islamic modes of business and finance, leasing business, investment finance services, housing finance, investment advisory service, discounting service and venture capital activities for solving any problems encountered by the members of the Association in the conduct of the same.
20. To adopt such means of making known the perspective and position of the Association to the





public at large as may seem expedient and in particular by advertising in the press by circulars, by publication of books and periodicals, by granting prizes, rewards and donations.

21. To organize meetings, conferences, lectures and other activities as may seem to the Association conducive to the attainment of all or any of its objects.
22. To offer and provide to the members of the Association as well as their customers/clients guidance in the various aspects of Islamic modes of business and finance, leasing business, investment finance services, housing finance, investment advisory service, discounting service and venture capital activities.
23. To provide rooms, offices or other premises for service to the members of the Association and generally for carrying out the objectives of the Association.
24. To enter into agreements or become affiliated with other similar associations or organizations and make payment out of the funds of the Association in respect thereof.
25. To offer and provide to the members of the Association guidance in various fields concerning the modaraba and leasing business, investment finance services, housing finance, investment advisory service, discounting service and venture capital activities such as law, taxation, accounting, finance, insurance etc.
26. To amicably settle all disputes amongst the members of the Association inter-se or with third parties through conciliation, arbitration or otherwise.
27. To co-operate with other organizations of trade, commerce and industry and seek liaison with similar other bodies abroad, or seek affiliation with them.
28. To act as or appoint agents, sub-agents, attorneys, consultants, brokers, and contractors in connection with the objects of the Association but not to act as managing agents.
29. To frame such rules as the Association may deem fair, reasonable and proper for all or any of the matters concerning the Association.
30. To promote and secure enactment of the legislation and issuance of Government notifications and orders beneficial to all or any of the objects of the Association.
31. To establish a fund or funds to promote all or any of the objects of the Association.
32. To work as far as possible in co-operation with similar associations elsewhere in the world.
33. Only in connection with the activities and operations of the Association, to purchase, take on lease or in exchange or otherwise acquire or deal in and to construct, maintain, develop or control lands, buildings, here fitments or any kind of movable or immovable property or any rights or privileges connected with such property or properties.
34. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of and turn to account or otherwise deal in all or any part of the property of the Association.
35. To build, construct, alter, maintain, remove or replace, and to work, manage and control any buildings, offices, stores, reservoirs, and other works and conveniences which may seem calculated directly or indirectly to advance the interest of the Association and to join with any other person or company in doing any of these things.



36. To promote, constitute, incorporate, form, register and operate any company or companies or other legal entities any where for any purpose which may seem directly or indirectly calculated to benefit the Association and/or to subscribe for, take, or otherwise acquire, and hold shares, debentures or other securities of or merge, into any other company having objects altogether or in part similar to those of the Association or carrying on any business capable of being conducted so as directly or indirectly to benefit the Association but not to act as an investment company.
37. To enter into agreements, necessary or expedient for the purpose of carrying on all or any of the objects of the Association, with any individual, firm, cooperative society, company, corporate body, government or local authority or any other legal entity.
38. To devote, apply or subscribe to any money, securities, stocks or shares bequeathed or made over to the Association for achieving the objects of the Association.
39. To establish and maintain any contributory or non-contributory pension or superannuation funds for the benefit of persons who are, or were at any time, in the employment of the Association and the families and dependents of any such persons, and also to establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of the Association and make payments to or towards the insurance of any such person as aforesaid.
40. To employ and remunerate all officers, employees and servants of the Association or any person or firm or company rendering services to the Association upon such terms as the Association may determine.
41. To pay out of the funds of the Association all expenses of and incidental to the formation, registration, and advertisement of the Association.
42. To insure the property, assets and employees of the Association in any manner deemed fit by the Association and to create any reserve funds, sinking funds, insurance fund or any other special fund for any purpose conducive to the interests of the Association but not to act as an insurance company.
43. To advance money to such persons or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Association and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities but not to act as finance or banking company.
44. To borrow moneys and secure repayment of the same by a charge or mortgage on the property of the Association or by the issue of debentures, participation term certificates, term finance certificates and other securities charged upon all or any of the Association's property (both present and future) and to redeem and pay off any such securities.
45. To invest and deal with the moneys of the Association not immediately required in such manner as may, from time to time, be determined but not to act as an investment company.
46. To lend money either with or without security to the employees of the Association upon such terms and conditions as the Association may think fit.
47. To vest any real or personal property, rights or interest acquired by or belonging to the Association in any person or company on behalf of or for the benefit of the Association with or without any declared trust in favour of the Association, and to undertake and execute any





trust as may seem desirable, either gratuitously or otherwise.

48. Only in connection with the activities and operation of the Association, to draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures, term finance certificates and other negotiable or transferable instruments or securities.
49. To conduct surveys and analysis on the Modaraba and leasing business, investment finance services, housing finance, investment advisory service, discounting service and venture capital activities and research studies for solving problems associated with the said businesses.
50. To facilitate in opening new markets at home and abroad for its members for modaraba and leasing business, investment finance services, housing finance, investment advisory service, discounting service and venture capital activities.
51. To train personnel and workers, both in Pakistan and abroad, in order to obtain technical proficiency in various specialties connected with the activities of the Association.
52. And generally to do all such other things as are incidental to the attainment of the above objects or any of them.
53. The objects specified in each of the paragraphs of this Clause IV shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Association.
54. Notwithstanding anything contained in the foregoing object clauses of this Memorandum of Association, nothing herein shall be construed as empowering the Association to undertake or indulge in the business of banking, finance, investment or insurance, directly or indirectly, as restricted under the law.
- V. No addition, alteration and amendment to this Memorandum of Association shall be made unless the same shall have been previously submitted and approved by the Federal Government. The Association shall comply with such rules, regulations and instruction concerning it as may be issued by the Federal Government from time to time in the public interest. Amendments to the Memorandum and Articles of Association of the Association shall also be made when required by the Federal Government in the public interest.
- VI. The income and property of the Association 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, in the shape of dividend or bonus or otherwise by way of profit to the persons, including companies, which are or were members of the Association or to any person claiming through them, however, nothing contained herein shall prevent the payment in good faith of remuneration to any employees of the Association or any other person in return for services actually rendered to the Association or by way of reimbursement for payments made or costs incurred.
- VII. The Association is a public company.
- VIII. No patronage of any Government or authority is claimed.
- IX. Articles V, VI, VII, VIII and XI of this Memorandum of Association are the conditions on which licence is granted to the Association in pursuance of Section 42 of the Companies Act, 2017.
- X. The liability of the members is limited, but if any member pays or receives any dividend, bonus or



other profit in contravention of Article VI of this Memorandum of Association, then its liability shall be unlimited.

- XI. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound-up or dissolved while it is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before it ceases to be member and the costs, charges and expenses of winding up and for adjustment of the rights of contributories amongst themselves, such amount as may be required but not exceeding Rs. 5,000/- (Rupees One Thousand only), or, in case of its liability becoming unlimited, such other amount as may be required in pursuance of Article X of this Memorandum of Association.
- XII. 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 divided amongst the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association to be determined by the Association at or before the time of the dissolution, and in default thereof, by such judge of the Court as may have or acquire jurisdiction in the matter.
- XIII. The territories to which the objects of the Association shall extend shall be the whole of Pakistan.



We, the several persons whose names and addresses are subscribed hereto are desirous of being formed into an Association as a company limited by guarantee in pursuance of this Memorandum of Association.

S. No.	Name (present & former in full (in block Letter))	Father's / Husband's Name in full	Nationality with any former	Occupation	Occupation / Residential Address in full	Signature
1	Humayun Murad	Iqbal Murad	Pakistani	Business	Overseas Investors Chambers of Commerce Building, Talpur Road, Karachi.	
2	Rafique Dawood	Siddique Dawood	-do-	-do-	1500-A, Saima Trade Tower, I. I. Chundrigar Road, Karachi.	
3	Mohammed Khalid Ali	Mohammed Ali	-do-	-do-	5 <sup>th</sup> Floor, Lakson Square Building No.3, Sarwar Shaheed Road, Karachi.	
4	Farrukh S. Ansari	Shaukat Ansari	-do-	-do-	6 <sup>th</sup> Floor, Lakson Square Building No.1, Sarwar Shaheed Road, Karachi.	
5	Siyid Tahir Nawazish	Nawazish Ali Shah	-do-	-do-	90-A-1, Canal Bank, Gulberg-II, Lahore.	
6	Jalaluddin Ahmed	Salahuddin Ahmed	-do-	-do-	96-A, SMCH Society, Karachi.	
7	Syed Anvaar Rasool	Syed Akhlaq Rasool	-do-	-do-	7 <sup>th</sup> Habib Bank Annexe, Hasrat Mohani Road, Karachi.	
8	Amir Ifukhar Khan	Ifukhar Ahmed Khan	-do-	-do-	19-Abu Bakar Block, New Garden Town, Lahore.	
9	Hamida Aqeel	Aqeel Hussain	-do-	-do-	101-108, Kassam Court, BC-9, Block-5, Clifton, Karachi.	
10	Shams Ghani	Abdul Ghani	-do-	-do-	21/3, Sector-22, Korangi Industrial Area, Karachi.	

Witness to above signature

Signature: \_\_\_\_\_ Dated the: 26<sup>th</sup> January, 2010

Name: Muhammad Samiullah

Father's Name: Sheikh Mehboob

Address: 602, Progressive Centre, 30-A, Block-6, PECHS, Shahr-e-Faisal, Karachi.

Nationality: Pakistani

CNIC No.: 42201-0348848-1

Occupation: Secretary General



**ARTICLES**  
**OF**  
**NBFI & MODARABA ASSOCIATION OF PAKISTAN**

**TABLE "C" NOT TO APPLY**

1. The regulations contained in Table "C" in the first Schedule to the Companies Act, 2017 shall not apply to the Association, except in so far as they are repeated or contained in these Articles.

**DEFINITIONS**

2. The chapter headings shall not affect the construction hereof, and in these Articles, unless there is something in the subject or context inconsistent therewith:
- a) **"The Articles"** and **"these Articles"** means these Articles of Association, as original framed or as altered from time to time by Special Resolution.
  - b) **"The Association"** means "NBFI & MODARABA ASSOCIATION OF PAKISTAN".
  - c) **"The Memorandum"** means the Memorandum of Association of the Association, as originally framed or as altered from time to time by Special Resolution.
  - d) **"The Bye-Laws"** means the bye-laws of the Association from time to time in force.
  - e) **"Member"** means a Member of the Association.
  - f) **"Member Executive Committee"** means the Member of Executive Committee of the Association elected from time to time pursuant to these Articles.
  - g) **"General Meeting"** means a general meeting of the Association.
  - h) **"The Chairman"** means the Chairman of the Association
  - i) **"Office Bearers"** shall mean the Chairman, Senior Vice Chairman and Vice-Chairman of the Central and Zonal offices of the Association.
  - j) **"The Act"** means the Companies Act, 2017 and any amendment or re-enactment thereof.
  - k) **"Ordinary Resolution"** means a resolution passed at general meeting when the votes cast (whether on a show of hands or on a poll, as the case may be) in favour of the resolution by Members present and, voting in person or by proxy exceeds the votes, if any, cast against the resolution.
  - l) **"Special Resolution"** has the meaning assigned thereto in Clause 66 of Sub-section 1 of Section 2 of the Act.
  - m) **"The Seal"** means common seal or the official seal for the time being of the Association.
  - n) **"Year"** means financial year beginning from July 01 of a year and ending on June 30 of the immediately succeeding year.





- o) **"The Secretary General"** means the Secretary General of the Association.
- p) **"The Office"** means the Registered Office for the time being of the Association.
- q) **"The Register"** means the Register of the Members to be kept pursuant to Section 119 of the Act.
- r) **"General Body"** means the Members of the Association entitled to attend and vote at the general meeting of the Association.
- s) **"Month"** means a calendar month according to English calendar.
- t) **"Regulator"** means the Regulator of the Trade Organizations appointed by the Federal Government under the Trade Organizations Act, 2013 and includes an officer empowered by the Federal Government to perform the functions of the Regulator under the said Act.
- u) The expressions **"In writing"** and **"written"** include printing, lithography and other modes of representing or reproducing words in a visible form.
- v) The Words **"imparting the singular number"** shall include the plural number and vice versa.
- w) The Words **"Imparting the masculine gender"** shall include the feminine gender and vice versa.
- x) The words **"Person"** or **"Persons"** shall (save where such construction would be repugnant to the context) throughout these Articles include partnerships, associations, corporations, modarabas and companies
- y) **"Central Executive Committee"** shall mean and include a central body of the persons elected by the members of the general body of the Association from amongst its members in the manner described hereinafter.
- z) **"Regional (Zonal) Executive Committee"** shall mean and include a body of the persons elected by the members of the general body of each Zone of the Association from amongst its members in the manner described hereinafter.
- aa) **"Northern Zone"** shall mean and include the Province of Punjab, Khyber Pakhtunkhwa and the Islamabad Capital Territory;
- bb) **"Southern Zone"** shall mean and include the Province of Sindh and Baluchistan;
- cc) **"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 turn-over of Rs.50 million or above and is a Modaraba Management Company, an NBFC including a Leasing Company, an Asset Management Company, a Housing Finance Company, an Investment Finance Services Company, an Investment Advisory Service Company, a Discounting Service Company, a Venture Capital Investment Company, a Takaful Company, a Window Takaful Company, a REIT or any other financial institution duly authorized by the Securities & Exchange Commission of Pakistan under the NBFCs Rules 2003 shall be eligible for the membership of the Association, subject to acceptance by the Executive Committee, in his corporate name.



- dd) "Associate member" means a member of a trade organization 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 Rs.50 million or above and is a Modaraba Management Company, an NBFC including a Leasing Company, an Asset Management Company, a Housing Finance Company, an Investment Finance Services Company, an Investment Advisory Service Company, a Discounting Service Company, a Venture Capital Investment Company, a Takaful Company, a Window Takaful Company, a REIT or any other financial institution duly authorized by the Securities & Exchange Commission of Pakistan under the NBFCs Rules 2003 shall be eligible for the membership of the Association, subject to acceptance by the Executive Committee, in his corporate name.

Provided that any member may apply for change of its/his class of membership at any time but before publishing of the voters' list for the forthcoming elections if the applicant fulfils the criteria and conditions of the desired class and in case of refusal of its/his Transposition he may file an appeal before the Regulator of the Trade Organization.

#### QUALIFICATION FOR MEMBERSHIP

- 4 (a) Any Modaraba Management Company, an NBFC including a Leasing Company, an Asset Management Company, a Housing Finance Company, an Investment Finance Services Company, an Investment Advisory Service Company, a Discounting Service Company, a Venture Capital Investment Company, a Takaful Company, a Window Takaful Company, a REIT or any other financial institution duly authorized by the Securities & Exchange Commission of Pakistan under the NBFCs Rules 2003 shall be eligible for the membership of the Association, subject to acceptance by the Executive Committee, in his corporate name.
- b) The membership of the Association shall be for a period of one (1) year and shall be renewable on annual basis on payment of prescribed subscription within the time stipulated in these Articles and upon proof of filing return of income tax and sales tax, if applicable, for the preceding year.

#### CONDITIONS PRECEDENT TO APPLICATION FOR MEMBERSHIP

5. It shall be a condition precedent to application for membership that the person applying agrees to be bound by the Memorandum and Articles and the rules made thereunder and each Member of the Association, together with his agents, directors, managers, officers and employees shall, during the period of membership, be deemed to have accepted and be bound by these Articles and any such rules for the time being in force.

#### APPLICATION FOR MEMBERSHIP

6. Every application for membership shall be in writing and in the form as may from time to time be framed by the Executive Committee and signed by the candidate, his proposer and seconder (who must be Members) and addressed to the Association. The Executive Committee shall be competent to accept or reject the application as he may think fit.
7. All Members shall be entitled to all the benefits and be bound by all the obligations of the Memorandum and the Articles and any rules framed thereunder

#### ENTRANCE FEE AND ANNUAL SUBSCRIPTION

8. a) Each candidate for membership shall pay an entrance fee equivalent to one (1) year's annual subscription to be sent along with the application form. In the event of the candidate not being admitted, the entrance fee shall be refunded.





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- b) The membership fee and annual subscription chargeable on the basis of Paid-up Capital from the members shall be fixed by the Executive Committee with the approval of the General Body from time to time.
  - c) The entrance fee for joining the Association and annual subscription fee payable by all Members shall be subject to change from time to time by the Executive Committee.
  - d) The annual subscription shall become due on or before 31<sup>st</sup> of March each year and shall be payable by the Members in the manner determined by the Executive Committee. New Members shall pay full annual subscription for the current year along with entrance fee.

## REGISTER OF MEMBERS

- 9. a) The Register shall be maintained at the registered office and shall set forth the particulars which are required to be set out in the Register under Section 119 of the Act. There shall also be an entry in the Register indicating the nature of business carried on by each Member, together with the name and designation of the representative of the Member authorized to participate in the business of the Association.
- b) Every Member shall have the right to have the name of his representative changed from time to time provided that no such change shall be effected during the period from the date on which the final list of the Members and their representatives has been circulated for the purpose of the elections of the Association until after the holding of the elections.

## RIGHTS OF MEMBERS

- 10. Every Member shall have the following rights:
  - a) To take part according to the existing rules and regulations 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 may set forth;
  - c) To take advantage of all the information and records available with the Association with such limitation as Executive Committee may decide;
  - d) To obtain a copy of the annual Account Report and statements of Accounts of the Executive Committee;
  - e) To obtain a copy of the publications of the Association either free of cost or at such price as the Executive 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 in accordance with these Articles;
  - g) To be present and discuss at any general meeting of the General Body of the Association entitled to attend and to give opinion on any question referred to them by circular or otherwise;
  - h) To stand or propose other qualified Members for election to the Executive Committee in accordance with these Articles;
  - i) To join any Deputation on behalf of Association when selected by the Executive Committee;



- j) To stand for election as representative of the Association on any non-political public body in accordance with these Articles;
- k) To submit to the Executive Committee his dispute with other Members either for arbitration or settlement;
- l) To point out any business transacted at any meeting of the Association which he thinks to be contrary to these Articles and to seek the ruling of the Chairman, Executive Committee as the case may be. In that case the ruling of the Chairman/Executive Committee shall be final and binding on he and all other Members; and
- m) To participate according to the rules and regulations of the Association in all privileges and advantages secured by and for this Association.

## DUTIES AND OBLIGATIONS OF MEMBERS

11. Every Member shall have the following duties and obligations:

- a) To make every effort to carry out the aims and objects of the Association as set forth in the Memorandum.
- b) To carry out and abide by the rules and regulations of the Association as laid down in these Articles or in bye-laws or rules framed thereunder from time to time.
- c) To submit as far as possible all complaints, appeals, etc. in writing to the Secretary General.
- d) To respect and accept the decision of the Executive Committee or other arbitration Executive Committee appointed by them on any matter referred to them.
- e) To pay the annual subscription of the Association regularly.
- f) To bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the interest of the Association in whatsoever manner.
- g) To respect any invitation issued by the Office Bearers of the Executive Committee by trying to attend at the appointed place and time.
- h) To accept and abide by the decisions of the Executive Committee, provided the decisions are not inconsistent with the provisions of the Memorandum and the Articles or the Trade Organizations Act, 2013 or any rules or regulations made there under.
- i) To convey to the Executive Committee information that may be considered necessary for promoting the aims and objects of the Association.
- j) To take part in the 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 said meetings from time to time.
- k) To assist and cooperate with the Executive Committee in eradicating unethical business practices from the field of trade, commerce and industry.
- l) To follow the Code of Conduct of the Association framed by the Executive Committee from time to time.





## VOTING RIGHTS OF MEMBERS

12. a) A Member shall be eligible to vote in election of the Association in accordance with the Trade Organizations Rules, 2013.
- b) Every Member eligible to vote shall deposit with the Secretary General of the Association, the specimen signature card along with his/her photograph indicating his/her status in the Member firm, company or concern. The right to 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/Modaraba Management Company or, as the case may be, a multi-national corporation.
- c) 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 vote at the time of election only if name of such person has already been registered with the Secretary General and his name appears on the list of voters.
- d) No Member shall be entitled to vote by postal ballot or by proxy.
- e) No Member shall be entitled to vote at any meeting of the Association unless all moneys due from him on account of subscription or otherwise have been paid to the Association by the relevant due date.
- f) No Member who has resigned or ceased to be a Member or has been expelled from the Association shall be entitled to attend or vote at any meeting of the Association.
- g) The Chairman or whosoever presiding over a meeting shall, in the case of equality of votes, have a second or casting vote except in the matter of any election of the Association.

## RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

13. a) Any Member may resign from the Association by giving [thirty (30)] days notice in writing to the Executive Committee and upon expiration of the said notice he shall cease to be a Member. The Member who has resigned or whose name has been removed from the Register for non-payment of subscription or for expulsion from the membership of the Association shall remain liable to pay all dues to the Association up to the date of resignation, removal or expulsion.
- b) Any Member who has resigned or whose name has been removed from the Register or who has been expelled from the membership of the Association shall not be entitled to the refund of any money paid by him to the Association.
- c) By a resolution of the Executive Committee passed by two thirds majority of the Members of the Executive Committee present in a meeting of the Executive Committee specially convened for the purpose, a Member may be liable to be fined up to an amount equal to that of the annual subscription, or be expelled from the membership of the Association, or his rights and privileges be withdrawn, for any of the following reasons:
  - (i) Neglect of or refusing to submit to, abide by, or carry out any decision of the Executive Committee taken within the limits laid down by the Memorandum or the Articles or by the Trade Organizations Act, 2013, or any rules, regulations, instructions or directions issued there under.
  - (ii) Indulging in unethical business practices.



(iii) A violation of the rules, regulations or other bye-laws of the Association.

(iv) Failure to pay a fine or any other due demand of the Association.

PROVIDED that a Member shall not be expelled by the Executive Committee unless he has been given an opportunity of explaining his position in writing and/or by a representative.

PROVIDED further that the Member so expelled shall have the right to appeal, within [one (1)] month from the date of expulsion, to the General Body.

PROVIDED further that when such an appeal is made by the Member, the Executive Committee shall arrange to convene a meeting of the General Body within [thirty (30)] days from the date of receipt of the appeal, and the decision of the General Body in the matter shall be final.

- d) A Member shall cease to be a Member of the Association for any of the following reasons:
- (i) If he resigns from his membership as per Article 13 (a) above; or
  - (ii) If he is expelled from membership as per Article 13 (c) above; or
  - (iii) If he fails to pay annual subscription on or before the specified day, or any other dues, despite notice for payment in this behalf provided that the Executive Committee if he deems fit and proper shall have power to extend time for such payment;
  - (iv) If any action is taken by or in respect of a company, modaraba or corporation which substantially alters the nature of business of that company, modaraba or association;
  - (v) In case a company, modaraba or corporation is wound up;
  - (vi) If he closes or transfers his business to any place outside Pakistan;
  - (vii) If he is expelled from membership of the Association under the Trade Organizations Act, 2013, or any other laws and statutes made from time to time in order to govern the activities of such associations; or
  - (viii) If he ceases to carry on modaraba and leasing business, investment finance services, housing finance services, investment advisory services, discounting services and/or venture capital activities, as the case may be.

#### RE-ADMISSION OF MEMBER

14. a) Subject to the prior approval of the Executive Committee, a Member whose name has been removed from the Register due to expulsion, resignation or non-payment of subscription shall be eligible to apply for re-enrolment on payment of an admission fee afresh and all arrears outstanding against him.
- b) Without prejudice to any order issued under the provisions of the Trade Organizations Act, 2013, a Member who has been expelled from the Association under Article 13 (c) above shall not be eligible for re-admission before the expiry of the period, if any, specified in the order of expulsion or, if no such period has been specified, before the expiry of [one (1)] year from the date of expulsion.
- c) Any vacancy caused by disqualification under the provisions of Article 13 above in the Executive Committee shall be filled in for the remaining part of the year by the Executive Committee in such manner as he may decide provided that no such vacancy shall be filled 270 days after the holding





of the annual elections.

## ORGANISATIONAL SET-UP OF THE ASSOCIATION

15. The Central Office of the Association shall be located at Karachi in the Province of Sindh. The Zonal Office of the Northern Zone shall be located at Lahore whereas the Zonal Office of the Southern Zone shall be at Karachi.

### CENTRAL SET-UP

16. The Central Organization of the Association shall comprise of:-

- a) One Chairman
- b) One Senior Vice Chairman and One Vice Chairman
- c) There shall be a total of a minimum ten (10) of thirty (30) seats in the Central executive committee, subdivided in the following manners:

Chairman	01
Senior Vice Chairman	01
Vice Chairman	01
Members	25
Women Entrepreneurs	02

Further the composition of Executive body shall have the members from following classes.

Corporate Members	14
Associate Members	14
Women Entrepreneurs	02
Total	30

- d) Central General Body consisting of all members of the Association eligible for voting
- e) There shall also be a Secretary General of the Association and other paid employees as may be necessary.
- f) The Chairman, Senior Vice Chairman and Vice Chairman of the Association shall be elected for one year on rotation wise from each Zone
- g) The Chairman, Senior Vice Chairman and the Vice Chairman shall be elected by the Members of the Executive Committee from amongst its members in the manner provided hereinafter.

Provided that;

- (i) If the General Body of the Association shall comprise at least fifty per cent members from Associate Class, there shall be rotation of office of the Chairman between the Associate and Corporate Members.



- (ii) Where there is rotation of office of the Chairman, the Chairman, Senior Vice Chairman and the Vice-Chairman of the respective Zones shall not be from the same class of members of the Association.
  - (iii) At least one of the Senior Vice Chairman or Vice-Chairman shall be from the class of members other than that of the Chairman's Class of Membership.
17. The tenure of members of Executive Committee shall be two years subject to the following:
- a) fifty per cent members of the Executive Committee from each class of members shall retire every year and the vacancies of the fifty percent members so retired shall be filled in through elections every year.
  - b) After the first election of the Executive Committee under the Act, a draw shall be made to determine the fifty per cent members who shall retire after expiry of first year.
18. 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 Association for the next one year.

#### REGIONAL (Zonal) SET UP

19. The Association shall have two Zones as below:-
- a) Northern Zone (including the Province of the Punjab, Khyber Pakhtunkhwa and Islamabad Capital Territory).
  - b) Southern Zone (including the Provinces of Sindh & Balochistan)
20. The regional (Zonal) **Organization** of the Association shall comprise of:-
- a) Zonal Chairman

The Senior Vice Chairman or Vice Chairman of the Zones shall be automatically Chairmen of their respective Zones

- b) Zonal Senior Vice Chairman or Vice Chairman shall be elected by the Zonal Executive Committee.
- c) One Zonal Executive Committee comprising of 06 members 03 from corporate class and 03 from Associate class) duly elected by the members of the Association from that Zone.
- d) Zonal General Body (comprising of all enrolled members of the Association from that Zone.
- e) There shall also be a Zonal Secretary who shall be a paid employee of the Association and such other paid staff as may be necessary.
- f) The tenure of the Central and Zonal office bearers and the Zonal Executive Committee shall be the same as provided for the Central of the Association shall be from the 1<sup>st</sup> day of October to 30<sup>th</sup> September.

Provided, that the Provisions of Articles 7 to 9 shall apply mutatis mutandis to the Zonal Setup of the Association.

#### FUNCTIONS OF THE CENTRAL & ZONAL OFFICES





21. The Central Office of the Association shall have jurisdiction and powers to deal with the Federal Government relating policy making for Any Modaraba Management Company, an NBFC including a Leasing Company, an Asset Management Company, a Housing Finance Company, an Investment Finance Services Company, an Investment Advisory Service Company, a Discounting Service Company, a Venture Capital Investment Company, a Takaful Company, a Window Takaful Company, a REIT or any other financial institution duly authorized by the Securities & Exchange Commission of Pakistan under the NBFCs Rules 2003 and for betterment of the members of the Association. The Zonal Offices shall function under guidelines of the Central Organization and shall have powers and functions exercisable in their own respective Zones.

#### CENTRAL EXECUTIVE COMMITTEE

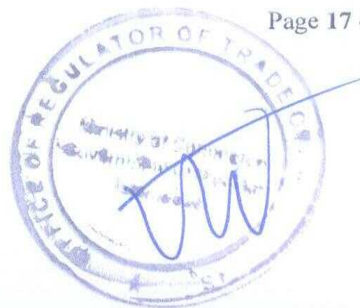
22. a) The Central Executive Committee shall consist of not less than [ten (10)] Members of the Central Executive Committee, including one Chairman, one Senior Vice Chairman and one Vice-chairman. The number of Members of Central the Executive Committee may be subject to change from time to time in accordance with these Articles.
- b) The election of the Association shall be conducted according to the procedure laid down in these Articles between 1<sup>st</sup> of July to 30<sup>th</sup> of September of the year.

#### ELECTIONS OF THE CENTRAL EXECUTIVE COMMITTEE

23. a) The elections of the Central Executive Committee of Association shall be held on annual basis between 1<sup>st</sup> of July to 30<sup>th</sup> of September of the year.
- b) The election schedule of the Association shall be approved by the Central Executive Committee and issued by the Secretary General of the Association in the first half of July.
- c) Within two (2) days of his approval by the Central Executive Committee, the election schedule shall be;
- (i) Displayed at the notice board of the head office and Zonal Offices of the Association,
- (ii) Displayed at the website of the Association and,
- (iii) Submitted to the Regulator.

#### APPOINTMENT OF ELECTION COMMISSION

24. Simultaneously with the approval of the election schedule, the Central Executive Committee shall appoint an Election Commission subject to the following conditions, namely:-
- a) The commission shall comprise three members;
- 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 Association for the preceding two years;
- d) The members of the commission shall not be entitled to become a candidate in the election, they are 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.

## FUNCTIONS OF ELECTION COMMISSION

25. 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 for the purpose of inviting objection
  - 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 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.

## ELECTION PROCEDURE

26. a) The election of the Association shall be conducted according to the procedure laid down as under:-
- (i) The election of the members of the executive committee and office bearers shall be held by secret ballot,
  - (ii) Neither postal ballot nor proxy shall be allowed; and
  - (iii) The polling shall be held simultaneously at the head office, regional offices or where the number of voters exceeds fifty at the Zonal 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.

- b) 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.
- c) The Secretary General of 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:
  - (i) The notice board of the head office and regional offices of the Association; and
  - (ii) The website of the Association.
- d) 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.
- e) The Secretary General will intimate action on the objections or changes sent by members within





five days from the last day under preceding clause.

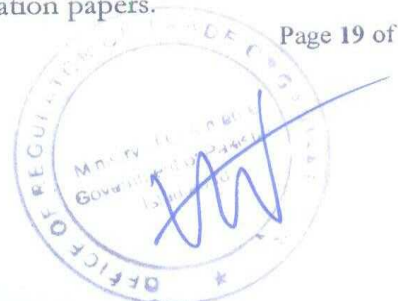
- f) Any person aggrieved by the decision of the Secretary General may make a representation, within three days to the election commission which shall decide the case within three days.
- g) Within three days of decision by the commission or in the case the commission fails to decide within the stipulated time (three days), 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.
- h) Within two days of the decision of the Regulator the final voters' list shall be:
  - (i) Displayed at the notice board of the head office and regional offices of the Association;
  - (ii) Displayed at the website of the Association; and
  - (iii) 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.

- i) 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.
- j) Within twenty-four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- k) 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.
- l) 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.
- m) Within two days of the decision of the commission or in the case the commission fails to decide within the stipulated time any candidate aggrieved by the decision of the election commission may file an appeal to the Regulator who shall decide within 7 days and his decision in this regard shall be final.
- n) 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 sub-article (12).

- o) Within five days of display of final list of candidates, the polling for election of executive committee shall be held.
- p) Within 2 days of the polling 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.
- q) The nomination papers shall be scrutinized by the commission and list of candidates shall be shall be displayed within 24 hours of the last date of receipt of nomination papers.



- r) Within 2 days of the display of final list of candidates, the polling for election of office bearers shall be held.
- s) 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 30<sup>th</sup> of September of the year;
- t) The announcement of election results in the annual general meeting in pursuance of the preceding sub-article shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Act.
- u) The Final election results announced in the annual general meeting shall be:
  - (i) Displayed at the notice board of the head office and regional offices of the Association within two days;
  - (ii) Displayed at the website of the Association within two days; and
  - (iii) Submitted to the Regulator within 7 days.

### CONDUCT OF ELECTIONS

- 27. a) 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 the polling officer before the issuance of ballot papers to the voter.
- b) 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 license. The polling officer shall enter the number of identification document on the counterfoil.
- c) After comparing the signatures and photograph with the specimen signature card the polling officer shall hand over the ballot paper to the voter.
- d) The ballot paper shall be signed by the Secretary General 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.
- e) 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.
- f) Adequate arrangements shall be made to maintain the secrecy of the polls.
- g) 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.
- h) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- i) 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.
- j) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.





- k) 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.
- l) Provisional results may be declared by the commission immediately after the counting of votes is completed.
- m) 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.
- n) 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.
- o) 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 polling and with the approval of the Regulator.

## ELECTION OF OFFICE BEARERS

28. After the election of the members of the newly elected Central Executive Committee;
- a) The election commission which conducted the Election of the Central Executive Committee shall also hold the election of the office bearers of the Association.
  - b) All the members of the newly elected Central Executive Committee, whose election results shall have been announced finally shall cast their votes for the election of the office bearers of the Association.
  - c) The venue of the election for the office bearers shall be the Central Office.
  - d) The election of the office bearers of the Association shall be conducted;
    - (i) Within 2 days of the Central Executive Committee polling;
    - (ii) Any person elected as member of Central Executive Committee, shall send his nomination for election as an office bearer duly proposed and seconded by an elected Central Executive Committee member and signed by the candidate to the election commission;
    - (iii) 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;
    - (iv) Within 2 days of display of final list of candidates, the polling for election of office bearers shall be held;
    - (v) 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 this purpose within fifteen days of the date of polling under the preceding clause but not later than:

## ELECTION OF THE ZONAL OFFICE BEARERS

29. The election of the Vice Chairmen of the Zones shall be conducted in the same manner as provided for the Election of the Office Bearers of the Central Office.

## GENERAL POWERS OF THE CENTRAL EXECUTIVE COMMITTEE:



30. The Central Executive Committee shall be the managing body of the Association and in addition to the powers and authorities by the Act or by these Articles expressly conferred upon, may exercise all such powers and do all such acts and things as shall be by the Act or by these Articles as a company limited by guarantee not expressly directed to be done by the Association in General Body, but the Central Executive Committee's powers shall be subject nevertheless to such regulations or directions, as may from time to time be determined upon or given at any time by the General Body, provided that no such regulations or directions shall invalidate any prior act of the central Executive Committee which would have been valid if the regulation or direction had not been made or given.

#### **SPECIFIC POWERS GIVEN TO THE CENTRAL EXECUTIVE COMMITTEE:**

31. Without prejudice to the general powers conferred by the last preceding Article, the Central Executive Committee shall have the following powers:
- a) **TO APPOINT DEPARTMENTAL COMMITTEE:** To appoint any Departmental Committee or other committee and such Departmental Committees or other committees may be permanent or temporary or for special purposes as the Central Executive Committee may determine, including, without limitation, Departmental Committees or other committees appointed for dealing with sector specific issues concerning the modaraba, leasing, asset management, housing finance and investment finance businesses respectively.
  - b) **TO DELEGATE POWERS TO COMMITTEE:** To delegate, subject to Section 183 of the Act and such conditions as he thinks fit, any of his powers to Departmental Committees or other committees.
  - c) **TO MAKE RULES:** To make, vary and repeal rules for the regulation of the business of the Association or of the officers or servants or the Members of the Association or of any department or section of the Association, or for any other purpose as the Central Executive Committee may deem fit.
  - d) **TO ENTER INTO ARRANGEMENTS:** To enter into arrangements, upon such terms and subject to such conditions as the central Executive Committee may deem desirable for working in conjunction with any association organized for the protection, promotion or development of any branch of trade, commerce or manufacture in Pakistan allied to the Members' business or that might have a direct bearing thereon in Pakistan.
  - e) **TO ADMIT ANY ASSOCIATION:** To admit any association, body or individual subscribing to the aims and objects of the Association as associate Member or honorary Member of the Association upon such terms and conditions as the central Executive Committee may consider desirable for promoting the interests of the Association.
  - f) **TO WORK FOR ATTAINING ASSOCIATION'S OBJECTIVES:** Of additionally doing all such other things whatsoever as may seem necessary to the central Executive Committee for the proper working of the Association and/or the attainment directly or indirectly of his objects and/or for the enforcement of all the Rules made in this behalf.
  - g) **TO DEAL WITH ALL KINDS OF BREACHES OF THESE ARTICLES:** The central Executive Committee shall be empowered to deal with all breaches or alleged breaches of the Articles or rules made hereunder or any direction or orders issued by the central Executive Committee hereunder by a Member of the central Executive Committee and to make such orders and to take forthwith such action as he considers expedient and he may impose any term or condition allowable under these Articles. Without prejudice to or lessening or effecting such powers, the Central Executive Committee shall ordinarily enquire, into any alleged breach by the Members of the Central Executive Committee either of his own initiation or in consequence of





any report of any officer or Member and give a notice to the party concerned.

- h) **TO ACQUIRE AND MANAGE PROPERTY:** To look after and manage all the property, movable and immovable held by the Association for itself or interest and do all acts in respect of acquiring and selling of the properties, subject to the rules specified in the Articles, if any.
- i) **TO APPOINT LEGAL ADVISORS:** To appoint such legal advisors, supervisors agents, employees as he 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 he may think fit.
- j) **TO RECEIVE FEES ETC:** To receive on behalf of the Association, admission fees, subscriptions, gifts, trust and other amount through one or more persons appointed by he for these purposes.
- k) **TO KEEP BOOKS OF ACCOUNTS:** To keep or cause to be kept by any one or more persons appointed by he proper books of accounts in which shall be entered income and expenditure and complete accounts of the monitory affairs and transactions of the Association.
- l) **TO FRAME BYE-LAWS:** To frame or to put into effect rules, regulations and bye-laws for the office administrations, control of books, elections, trade practice, arbitration, tribunals, appointment of Umpires, appeal boards, compensation allowance and remuneration of the Members or the Office Bearers for their services to the Association and for all such purposes as are conducive to the promotion of the objects of the Association and in like manner rescind, add or alter such rules, regulations, and bye-laws for the time being in force.
- m) **TO DEFRAY THE EXPENSES OF DELEGATES:** To defray the expenses of delegates selected and deputed to the Association to represent the Association to safeguard his interest at the conferences and meetings of Trade Organisations or other public bodies in any place, in or outside Pakistan provided that no invitation shall be extended from the latter, for participation in any conference of meetings or functions without the prior permission of Government.
- n) **TO DISQUALIFY MEMBERSHIP:** To expel, disqualify or suspend membership of the Association as well as to remove such suspension or disqualification or to re-admit such expelled Members of the Association.
- o) **TO AUTHORISE PAYMENT:** To authorise the Secretary General and the Chairman to make payment of the bills within specified limits to be approved by he from time to time.
- p) **TO DEFEND ACTIONS ETC:** 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 the Executive Committee in his discretion may think fit.
- q) **TO MAKE CONTRACTS ETC:** To enter into any agreement upon such terms and subject to such conditions as the Executive Committee may deem desirable with any other trade organisation or with the paid staff of the Association.
- r) **TO DELEGATE POWERS:** To delegate all or any of the powers and functions of the Secretary General to one or more Office Bearers jointly or separately.
- s) **TO AUTHORISE OPERATION OF BANK ACCOUNT:** To authorise operation of bank account of the Association in accordance with these Articles.

32. The Central Executive Committee may (subject to Section 183 of the Act), at any time and from time to time, delegate all or any of his powers to any executive committee of three Members of the Central Executive Committee selected by he, one of whom shall either be the Chairman or the Vice-Chairman of the Association for the time being. Such executive committee shall be entitled to act for and in the name of the Central Executive Committee. Provided always that the Central Executive Committee shall (without affecting all acts done or orders made by any such executive committee) be entitled to order the discontinuation of any such executive committee.
33. No act or proceeding of the Central Executive Committee or of the Executive Committee or of any other committee shall be questioned on account of any vacancy in their body nor shall the absence of any one or more Members of the Central Executive Committee or executive committee or other committee at meetings vitiate any proceedings or report or findings.
34. No disqualification of or defect in the election, appointment or co-option of any person acting as a Chairman or a Member of the Central Executive Committee or other committees shall vitiate any act or proceedings of the Executive Committee or other committees.
35. No act, decision, order or finding of the Central Executive Committee or of the executive committee or other committees shall be called in question save in the manner as herein provided and such act, decision, order or finding shall be final, binding and in full force until such time as the same has been varied, altered or set aside in accordance with these Articles.

#### **BORROWING POWERS OF THE CENTRALEXECUTIVE COMMITTEE**

36. The Central Executive Committee may from time to time obtain any finance (as defined in the Act or otherwise) or borrow any moneys for the purposes of the Association and secure payment thereof in such manner and upon such terms and conditions in all respects as the Central Executive Committee thinks fit, and in particular by the issue of debentures, or by mortgage or charge on the property of the Association.

#### **CENTRAL EXECUTIVE COMMITTEE'S POWER TO MAKE RULES**

37. In particular and without affecting the generality of the above-mentioned powers of the Central Executive Committee, may frame Rules with regard to all or any of the following matters:
- The manner in which persons who desire election to the Central Executive Committee shall apply and the conditions on which such election shall be made;
  - The conditions to be consistently performed and observed by persons who desire to become Members;
  - The manner in which all registers should be kept and the conditions under which (including provisions for the payment of fees) the Members may inspect registers;
  - The information which the Members shall be bound to give to the Central Executive Committee or the Association and when and in what manner he shall be given;
  - The books, Registers and Documents to be kept and filed with the Association by the Members;
  - The control and regulation of dealings in modaraba, leasing business in Pakistan;
  - The fixing, levying, recovery and disposal of any fees, and subscriptions;
  - The procedure by which the Members may be suspended from all or any of their rights and



privileges as the Member and when and how any such suspension may be removed; and

- i) The appointment and dismissal of the Association's officers and servants and all matters relating to their employment.

### **CENTRAL GENERAL BODY**

- 38. a) The Central General Body of the Association shall be the supreme body of the Association. It shall have overall powers and control over the whole Association both at the Centre and the Zones relating to policymaking and betterment of the members and shall exercise the same through the Central Executive Committee, the Zonal Committees, its authorized representatives and officers.
- b) All representatives, members committees and officers of the Association shall be ultimately responsible and answerable to the Central General Body of the Association.
- c) All appeals shall finally lie with the Central General Body of the Association, whose decision on all issues shall be binding at all times.

### **REGIONAL (ZONAL) GENERAL BODY**

- 39. The Zonal General Body of each zone shall be under the Central General Body. It shall exercise similar powers and perform similar functions as the Central General Body, in matters exclusively, do not concern or affect the general trade interests and subject always to its actions not being contrary to or against the overall policies of the Association.

### **REGIONAL (ZONAL) EXECUTIVE COMMITTEE**

- 40. a) The Zonal Executive Committee in each Zone shall perform similar duties and function and shall have powers similar to those of the Central Executive Committee of the Association, in respect of their own Zones and in matters pertaining to and affecting purely Zonal interests. They shall also carry out the guidelines and/or assignments given to them by the Central Executive Committee. They shall be under the overall control of the Central Executive Committee and all their actions shall have to be in conformity with the overall policies of the Association and the general interests of the trade, in respect of which the decision of the Central Executive Committee shall be followed. The Zonal Executive Committee will deal with the respective Provincial Government and with the respective District Government in respect of any matter and policy relating thereto.
- b) The Zonal General Bodies or the Zonal Committees shall not correspond directly with Federal Government and that where a matter concerns the Federal Government it shall be progressed by and through the Central Executive Committee of the Association.

### **OFFICE OF THE MEMBER OF THE EXECUTIVE COMMITTEE – HOW VACATED**

- 41. A Member of the Executive Committee elected to the Executive Committee shall continue in office until the next Annual General Meeting, unless:
  - a) it transpires that he is a minor or he is found to be of unsound mind by a court of competent jurisdiction;
  - b) has applied to be adjudicated as an insolvent and his application is pending; or
  - c) it transpires that he is an un discharged insolvent;



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- d) he is convicted by a court of law for an offence involving moral turpitude;
  - e) he is debarred from holding such office under any provisions of the Act;
  - f) he showed lack of fiduciary behaviour and a declaration to that effect has been made by the Court under Section 212 of the Act at any time during the preceding [five (5)] years;
  - g) he or any firm of which he is a partner or any private company of which he is a director without the sanction of the General Body accepts or holds any office of profit in the Association, other than that of a Chief Executive, legal adviser or a banker, or accepts a loan or guarantee from the Association in contravention of Section 182 of the Act;
  - h) he absents himself without leave from three (3) consecutive meetings of the Executive Committee or from all meetings of the Executive Committee for a continuous period of three (3) months whichever is longer;
  - i) if by notice in writing to the Executive Committee he resigns his office;
  - j) if the leasing company and/or the modaraba management company, as the case may be, he represents ceases to be a Member;
  - k) he ceases to be employed by the Member he represents or his representation is cancelled by the Member he represents;
  - l) if (not being the Chairman) he is requested in writing by all other Members of the Executive Committee to resign; or
  - m) a Special Resolution is passed for his removal from the office of Member of the Executive Committee.

In any of the events outlined above, the Member of the Executive Committee concerned shall forthwith cease to be a Member of the Executive Committee.

#### **OCCUPYING THE VACANCY OF THE OFFICE OF THE CHAIRMAN OR VICE-CHAIRMAN**

42. If any vacancy shall occur in the office of the Chairman, Senior Vice Chairman or Vice-Chairman this shall be filled by the remaining Members of the Executive Committee electing a Member of the Executive Committee to fill the vacancy and to hold office until the next Annual General Meeting. A vacancy in the Executive Committee, other than in the offices of the Chairman, Senior Vice Chairman or Vice-Chairman, occurring between two Annual General Meetings, shall be filled by the Executive Committee from the authorized representatives of the Association's Members, but the person so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

#### **TENURE OF THE EXECUTIVE COMMITTEE & OFFICE BEARERS**

43. a) The tenure of members of the Executive Committee shall be two (2) years subject to the following:
- (i) fifty percent (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 fifty percent (50%) members who shall retire after expiry





of first year.

- b) The Office Bearers of the Association shall be elected by the Executive Committee from amongst its members.
- c) The tenure of all elected Office Bearers shall be one (1) year.
- d) On completion of the term, the Office Bearers and members of the Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the Association for the next one (1) year.

## THE REGISTER

- 44 The Association shall keep at his registered office a Register containing the particulars required to be entered therein under Section 197 of the Act in respect of his Chairman, Senior Vice Chairman, Vice-Chairman, Chief Executive and Members of the Executive Committee, Secretary General, Chief Accountant, Auditors and Legal Advisers and shall send to the Registrar of Companies a copy of such Register and shall from time to time notify to the Registrar of any change that may take place in the particulars entered in such Register.

## ADVISORS

- 45. The central Executive Committee may appoint advisors and may allow such advisors to attend Executive Committee meetings, but these advisors shall not be entitled to vote at Central Executive Committee meetings.

## DUTIES AND POWERS OF THE CHAIRMAN

### 46. REPRESENTING THE ASSOCIATION:

The Chairman or in his absence the Senior Vice Chairman or Vice-Chairman or, if so empowered by the Executive Committee, any Member of the Executive Committee or the Chief Executive shall, inter alia, have power to represent the Association before any person, body of persons, Government, Federal or Provincial, Local or Municipal, firms, companies, modarabas, associations or the Federation of Pakistan Chambers of Commerce and Industry or similar other bodies in all matters in which the Association may be interested.

### 47. PRESIDING THE MEETINGS:

The Chairman shall preside at all meetings of the Executive Committee and at all General Meetings.

### 48. PROPER COMMUNICATION

The Chairman shall also at any time when he shall deem proper communicate to the Association or the Executive Committee such matters and shall make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Association, and shall perform such other duties as may be incidental to the office of the Chairman.

### 49. OTHER DUTIES AND POWERS

The Chairman shall have the following powers:

- a) To ask the Secretary General to convene meetings of the Executive Committee, General Body or such other meetings of the Association as he thinks necessary.

- b) To keep order at the meeting of the Association.
- c) To give his casting- vote in case of equality of votes on either side on any particular issue.
- d) To give his ruling on the disputed interpretation of any clause/article of the Memorandum and the Articles.
- e) To frame bye-laws in consultation with Executive Committee and generally to announce the procedure for the conduct of the meetings of the Executive Committee from time to time.
- f) 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 or 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.

#### **DUTIES AND POWERS OF THE SENIOR VICE CHAIRMAN OR VICE-CHAIRMAN**

50. The Senior Vice Chairman or Vice-Chairman in the absence of the Chairman shall have the power to perform the duties of the Chairman.

#### **DUTIES AND POWERS OF THE SECRETARY GENERAL**

##### **51. APPOINTMENT OF SECRETARY GENERAL AND FIXING OF HIS REMUNERATION:**

The Association shall appoint a Secretary General through a Human Resources Committee formed under and consisting of three (3) members of the Executive Committee, which committee shall fix the remuneration of the Secretary General.

#### **DUTIES OF THE SECRETARY GENERAL**

52. The Secretary General shall devote himself entirely to the business and affairs of the Association except in cases where he has received the special permission of the Executive Committee. The Secretary General shall have the power and shall discharge the functions given below (subject to such directions as may be given to him from time to time by the Executive Committee):
- a) To carry on and have charge of all correspondence of the Association.
  - b) To keep and maintain the accounts of the funds of the Association and the funds connected with or in any way controlled by the Association.
  - c) To keep and maintain accurate minutes of all meetings of the Association and of the Executive Committee, Departmental Executive Committees and other committees.
  - d) To have charge of all papers and documents, furniture and all other properties, movable and immovable, belonging to the Association.
  - e) To issue and give notice of all meetings of the Association and the Executive Committee, Departmental Committees and other Committees of the Association.
  - f) To notify the Members of the Executive Committee of their election.
  - g) To jointly sign all cheques signed either by the Chairman, Senior Vice Chairman or Vice-Chairman of the Association, if so resolved by the Executive Committee.





- h) To demand and collect all dues from the Members or from any other Association or committee working in conjunction with this Association.
- i) To prepare the Annual Report and the Reports of the Executive Committee and all committees.
- j) To act as Secretary General of the meeting of the Executive Committee, of any committees and of General Meetings from time to time held.
- k) To do and perform generally all such duties as are incidental to his office and to perform such other acts, deeds and powers as may be delegated to him by the Executive Committee.
- l) To affix his signature on all the single or jointly operated bank accounts of the Association.

## MEETING OF THE EXECUTIVE COMMITTEE

### 53. a) MEETING - WHEN:

The Executive Committee shall meet at least twice (2) in each year and at such times as he may deem advisable and may make such regulation as he may think proper as to the convening and holding of meetings of the Executive Committee and for the transaction of business at such meetings and the records of his proceedings shall be circulated to the Members of the Executive Committee and shall be open to inspection by the members of the Executive Committee subject to such regulation as the Executive Committee may from time to time deem expedient.

### b) COMPETENT TO EXERCISE POWERS ETC. - WHEN:

A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers or discretions by or under these Articles vested in or exercisable by the Executive Committee generally. The quorum necessary for a meeting of the Executive Committee shall be three (3) or one-third (1/3) of their number, whichever is the greater, and every member of the Executive Committee shall have one (1) vote.

54. Any question at a meeting of the Executive Committee shall be decided by a majority of votes and if the votes are equal, the Chairman of the meeting shall have a second or casting vote. The Chairman of the Association shall preside over every meeting of the Executive Committee. If at any meeting he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, the Senior Vice Chairman or Vice-Chairman shall take the chair, and failing him the members of the Executive Committee present may select one of their numbers to preside over the meeting. A resolution in writing signed by a majority of the members of the Executive Committee shall be effective as if such resolution had been passed at a meeting of the Executive Committee.

### 55. NOTICE FOR SPECIAL MEETING:

Any one (1) member of the Executive Committee may cause a special meeting of the Executive Committee to be called by the Secretary General, by giving seven (7) days notice of his desire to the Secretary General, or in the case of emergency or urgent reference, by giving reasonable notice to the Secretary General and also to his fellow members of the Executive Committee; but at such special meetings no business other than that specified in the notice shall be taken into consideration, save by unanimous consent of those present.

### 56. THE MINUTE BOOK:

Minutes of all proceedings of the Executive Committee shall be made and regularly entered into a Minute Book, to be kept by the Secretary General, and copies circulated amongst the members of

A handwritten signature in blue ink is written over a circular stamp. The stamp contains text that is partially legible, including "MINUTE BOOK" and "SECRETARY GENERAL".

the Executive Committee. The book shall be open to the inspection of any member of the Executive Committee at any reasonable time.

**MEETING OF MEMBERS:**

The Association shall hold an ANNUAL GENERAL MEETING once at least in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint and within a period of four (4) months following the close of the financial year of the Association. The first Annual General Meeting shall be held within a period of not more than eighteen (18) months after the incorporation of the Association.

**EXTRAORDINARY GENERAL MEETING:**

An Extraordinary General Meeting of the Association may be called at any time under the direction of the Executive Committee, and shall also be called by the Secretary General, on the requisition in writing of the Members representing not less than one-tenth (1/10) of the voting power, in accordance with Section 133 of the Act.

**NOTICE FOR TIME AND PLACE OF MEETING:**

Twenty one (21) days notice shall be given to every Member for any General Meeting stating the time and place of such meeting and the business to be transacted at such meeting. Accidental omission to give notice to or the non-receipt of notice by any Member shall not invalidate the proceedings at any meeting.

**QUORUM OF GENERAL MEETING:**

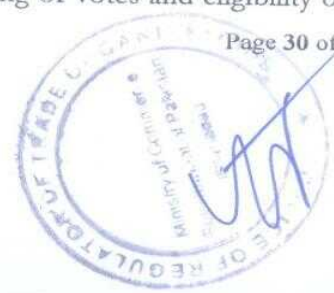
No business shall be transacted at a General Meeting unless a quorum of the Members is present at the time when the meeting proceeds to business. The quorum shall be such number of the Members as represent not less than twenty-five (25%) percent of the total voting power of all the Members of the Association; provided that if the necessary quorum is not present at such General Meeting within half an hour of the time appointed for the Meeting, the Meeting if called upon by the requisition of the Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place 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, being not less than two (2), shall be a quorum. The Chairman shall preside as Chairman at every General Meeting, but if there is no Chairman, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for the meeting, or is unwilling to act as Chairman, any one of the Members of the Executive Committee present may be elected to be the Chairman, and if none of the Members of the Executive Committee is present, or if present but is unwilling to act as Chairman, the Members present shall choose one of their number as the Chairman.

**PASSING OF RESOLUTION:**

All resolutions, other than Special Resolutions, shall be passed by a majority vote at a General Meeting. In the case of an equality of votes, the Chairman of the meeting shall have a second or a casting vote. A Special Resolution shall require a majority of not less than three-fourths (3/4) of the Members as are present in person or by proxy at the Meeting, subject to Clause (66) of Sub-section (1) of Section 2 of the Act.

**DECISION OF CHAIRMAN:**

The decision of the Chairman of a General Meeting as to the counting of votes and eligibility of a





particular Member to vote, on a particular matter, shall be final and conclusive.

## NOTICES

63. A notice may be given by the Association to any Member of the Executive Committee or a Member either personally or by sending he by post to him at his registered address in Pakistan or to the address within Pakistan supplied by him to the Association for the giving of notices to him.
64. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the 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.
65. If a Member has no registered address in Pakistan and has not supplied to the Association an address within Pakistan for the giving of notices to him, a notice addressed to him or to the Members of the Executive Committee or Members generally and advertised in a newspaper circulating in the province in which the office situated shall be deemed to be duly given on such Member of the Executive Committee or Member on the day on which the advertisement appears.
66. Notice of every General Meeting shall be given in the same manner as hereinbefore provided to: (a) every Member, except those Members who (having no registered address within Pakistan) have not supplied to the Association an address within Pakistan for the giving of notices to them; and (b) the auditors of the Associations for the time being.
67. Any notice required to be given by the Association to the Members or any of them and not expressly provided for by these Articles shall be sufficiently given if given by advertisement, and any notice required being, or which may be given by advertisement, shall be advertised once at least in one or more Pakistan daily newspapers.

## AMENDMENTS IN THE ARTICLES AND MEMORANDUM

68. Amendments in these Articles or Memorandum can be effected only at a special or extra-ordinary General Meeting of the Association convened specially for this purpose, in accordance with these Articles. Proposals for amendments in the Articles shall be passed by 3/4<sup>th</sup> majority of the Members present and voting at such a meeting provided that all such amendments shall be subject to the approval of the Government and shall be made by the Government when required by he in the public interest.

## ACCOUNTANT OF THE ASSOCIATION

69. The Accountant shall look after and maintain all accounts of the Association and shall be a paid person. He shall keep in proper order all books, statements etc. and shall prepare Balance Sheets etc. He shall be responsible for all work pertaining to accounts and shall keep the Secretary General informed of the position. He shall also receive quarterly or six monthly reports from Zonal Offices on their respective financial positions, as also yearly Balance Sheets from the Zones duly audited.

## REGIONAL (ZONAL) SECRETARIES

70. The Zonal Secretaries shall perform similar duties and functions in respect of their zone, as the Secretary General of the Association. They shall also perform all such duties as may be assigned to them by the Secretary General of the Association from time to time or as may be incidental to their offices. They shall send information about all activities of Zonal offices and forward copies of all letters, communications or information released by their offices, to the Secretary General for information and record if so directed by the Zonal Chairman or the Zonal Executive Committee.



## REGIONAL (ZONAL) ACCOUNTANTS

71. a) The Zonal Accounts shall keep Zonal accounts and shall perform similar duties in their own zones as the Central Accountant and all other duties incidental to their offices.
- b) If considered desirable, the Zonal Secretary may also act as Zonal Accountant in addition to his work.

## CENTRAL GENERAL BODY MEETING

### 72. Annual General Meetings:

- (a) Annual General Meetings of the Central General Body shall be held once every year between 1<sup>st</sup> July and 30<sup>th</sup> September by rotation at each Zonal Head Quarter. The time, date and place, together with the agenda for the Annual General Meetings shall be notified by the Secretary General 21 days in advance of the date of the meeting.
- b) The voting shall be by show of hands, except when a poll is demanded by any member, in which case the Chairman shall take the poll.
- c) If the majority of members desire that voting shall be taken by ballot shall be so taken. In case of ballot, two scrutinizers shall be appointed by the members present and the votes shall be counted and the results announced.
- d) The Annual General Meetings shall in preference to all other matter dispose off the following agenda first:
- (i) Annual Report – consideration and adoption.
  - (ii) Annual Balance Sheet of the Association – consideration and adoption.
  - (iii) Election of Central Executive Committee.
  - (iv) Appointment of Auditors and fixing of their remuneration.
  - (v) Appointment of Special, Standing and / or Sub-Committee.

73. All resolutions shall be adopted by a majority vote of members, provided that in the event of difference of opinion between the Ordinary members and the Associate members no resolution shall be deemed to have been passed unless it has been agreed to by at least 75% of the Ordinary Members on roll present in person.

## SPECIAL, ORDINARY OR EXTRA-ORDINARY GENERAL

### MEETINGS OF THE CENTRAL GENERAL BODY

74. a) All Meetings of the Central General Body, other than the Annual General Meeting, shall be called Ordinary, Extra ordinary, or Special General Meetings and shall be held at any time and at any place as the Central Executive Committee may deem fit and convenient for the disposal of the business of the Association.

### MEETINGS ON REQUISITION

- b) An Ordinary, Extra-ordinary, or Special General Meeting can also be held on a requisition signed by one fifth ( $1/5^{\text{th}}$ ) of the total number of members of the Central General Body specifying





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clearly the business desired to be transacted.

- c) The Secretary General upon receipt of such requisition made in writing by at least one-fifth of the members of the General Body shall convene an Ordinary, Special, Extra-ordinary General Meeting and such a meeting shall be called within 21 days from the date of receipt of such requisition, and a notice of such a meeting under the signature of the Secretary General shall be circulated among the members for their information at least fourteen days before the time appointed.
- d) Any requisition for an ordinary, extra-ordinary, or Special General Meeting shall express the object of the Meeting and must be signed by the requisitionists and should be sent to the Secretary General at the Central Office by registered post acknowledgement due.

#### QUORUM

- e) One-third (1/3) of the members of the Central General Body present in person or by proxy and qualified for the time being, will form the quorum for the Central Annual General or Ordinary, Extra-ordinary, or Special General Meetings and no business shall be transacted at such meetings unless there be a quorum.

#### CONDUCT OF BUSINESS

- f) The Chairman of the Association shall preside over every Central General Meeting of the Association and in his absence, the Vice-Chairman from the Zone in which the meeting is being held, shall preside over such meetings. If the Chairman and any of the Vice-Chairmen be not present at the time of holding a meeting, the members present shall elect some one from amongst themselves to act as Chairman of the meeting.
- g) The Chairman with the consent of the members present, may adjourn the meeting from time to time, and from 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.

#### EMERGENT GENERAL MEETING OF THE CENTRAL GENERAL BODY

- 75. a) In emergencies the Chairman or the Central Executive Committee may call an urgent meeting on the Central General Body with 10 days' notice in advance.
- b) The quorum for such meetings shall be one-third (1/3) members of the Central General Body present.

#### CENTRAL EXECUTIVE COMMITTEE MEETINGS

- 76. These may be called by the Secretary General at the instance of the Chairman or any three members of the Central Executive Committee or the Secretary General himself in consultation with the Chairman. The quorum shall be 1/3 member present the Central Executive Committee. The Central Executive Committee shall hold at least one meeting in every three months on rotation and at least two meetings shall be held in each zone in one year.

#### ZONAL GENERAL BODY AND ZONAL EXECUTIVE COMMITTEE MEETINGS

- 77. a) The same rules and provisions as in the case of Central Bodies shall apply to the Zonal General Body Meetings and Zonal Executive Committee Meetings. The quorum for Zonal Executive Committee Meetings shall be 1/3 members of the Zonal Executive Committee.

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- b) The Annual Zonal Meetings of the Zonal General Bodies shall be held once a year between 1<sup>st</sup> July and 30 September.
- c) In the event of any office bearer or member of the Central Executive Committee vacating his office at any time during the year, the vacant office shall be filled up by the Central Executive Committee within 30 days of the vacancy by co-option. Office bearers so co-opted shall be entitled to hold office till the next elections and shall belong to the same class of membership and zone to which the outgoing office bearer belonged.
- d) The Office of a member of the Central Executive Committee shall be vacated if the absents himself from three consecutive meetings of the Central Executive Committee or for a continuous period of three months whichever is longer, without leave or permission from the Central Executive Committee.
- e) If a vacancy is caused on the Central Executive Committee, or any Committee by disqualification as per Article No. 9 and 10 and/or by resignation, the vacancy shall be filled up for the remaining period of the year by the Central Executive Committee by co-option.
- f) In the event of any office bearer or member of the Central Executive Committee going on leave for a period exceeding three months, the Central Executive Committee may co-opt a substitute in his place to act for the period of the leave. The same rules and procedure shall apply in the zones.
- g) (i) Notice of the meeting of the Association with a statement of the business to be ransacked at the meeting shall be sent to every member as hereinafter provided, but the accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any meeting.
- (ii) Any member present in person shall be entitled to demand a poll.
- (iii) An instrument appointing a proxy in the form set out in regulation of the Companies Act, 2017 shall not be questioned.
- (iv) Any member whose name is entered in the Register of members of the Association shall enjoy the same right and be subject to the same liabilities as all other members of the same class.
- h) It shall be obligatory upon every member to notify any change of his address so that the same may be noted in the Register of members. In the absence of such intimation, a notice sent to the address last noticed in the Register of members shall be deemed good.

#### AMENDMENT TO RESOLUTIONS

- 78. No resolution passed at a meeting shall be changed or altered within two months of the passing of the same unless 51% of the members present at a similar meeting and entitled to vote agree to such alterations.

#### ACCOUNTS AND RECORDS

- 79. The Central and Zonal Executive Committee shall keep or cause or be kept records and proper books of accounts in which shall be entered full, true and complete accounts of the affairs and transactions of the Association which will include inter alia the following:-
- a) Minutes books for meetings of General Body.





- b) Minutes books for meetings of Central or Zonal Executive and other Committees.
- c) Register of members correctly showing their registered address (including names of their representatives).
- d) A register of members of the Central or Zonal Executive Committees from time to time showing the name, address and occupations of members.

#### BOOKS AND INSPECTION

80. The Account Books and other documents shall be kept at the Headquarters of the Central and Zonal Offices of the Association and shall be open to inspection by members of the Central and Zonal Executive Committees and the members of the Association, at such time or times during the day and to such extent as the Association in General Meeting may from time to time determine. The Central / Zonal Executive Committees and the Chairman / Zonal Vice-Chairman shall in respect of the Central / Zonal Office have the right to refuse inspection of any documents which at the time, in its / his opinion, is likely to prejudice the interests of the Association. Reasons for such refusal shall be given in writing and the aggrieved party may appeal to the General Body concerned on the subject and the decision of that Body shall be final.

#### MANAGEMENT OF PROPERTY

81. All the properties of the Association, whether belongings to it or held by it in trust shall unless otherwise provided by any instrument of trust, vest in the Association and in case of any Bill, Note, Negotiable Instrument of whatsoever nature, Agreement Bond, Indemnity nature, the same shall be deemed to have been duly executed, accepted, admitted, endorsed and completed on behalf of the Association if signed by the Chairman and Secretary General or in their absence by any two or more members appointed for the purpose by the Central Executive Committee. The same procedure shall apply in the Zones.

#### SEAL OF THE ASSOCIATION

82. The Association shall have a common seal which shall not be affixed to any instrument or document except by the authority of a resolution of the Central Executive Committee and in the presence of at least one member of the Committee and the Chairman or Secretary General, and such member and Chairman or the Secretary General shall sign every instrument to which the seal of the Association is so affixed in their presence.

#### ANNUAL REPORT

83. a) The Central Executive Committee shall at the end of its term of office prepare and/or publish under the signature of the Secretary General a report of the work done and the progress made by the Association during the Central Executive Committee's tenure of office. This report shall be placed before the Annual General Meeting for consideration and adoption and shall be published if so resolved by the Central Executive Committee for general information of members and the public in which case copies thereof shall be supplied to members gratis or on payment of such sum as the Central Executive Committee may fix.
- b) The Association shall annually submit to the Regulator by 31<sup>st</sup> December;
- (i) Annual financial statements as approved by the Executive Committee and prepared by auditors.
  - (ii) Plan of activities for the next year as provided in rule 23.



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- (iii) A soft and hard copy of list members as on November 30 in the format at Annex-I of Schedule 'B'.

## ARBITRATION

84. a) All disputes, differences or claims whatsoever which shall arise between members individually or severally of the Association or about or in connection with these Rules shall be referred to the committee which may at its discretion direct the parties to refer the disputes, differences or claims to arbitration under the Rules of the Federation of Pakistan Chambers of Commerce and Industry shall be accepted as final and binding on all members.

Provided that nothing in this clause contained shall affect or prejudice or derogate from or override the powers, authorities and discretion of the Committee and/or Executive Sub-Committee under all other Rules of the Association.

- b) Power and authority of the Association and of its Central Executive Committee shall be as set out in the Article and shall be exercisable only in terms of the Memorandum of Association and shall be limited and restricted accordingly.
- c) The compulsory regulations laid down under section 36 of the Companies Act, 2017 and the regulation, rules, instructions contained in the Trade Organization Act, 2013 and or in any other law for the time being in force shall be deemed as included in these Articles.
- d) Amendment to these Articles shall be made with the prior approval of the Federal Government and shall also be made when required by the Federal Government in the public interest.

## MISCELLANEOUS

85. a) All meetings of the Central / Zonal Bodies shall normally be held at the headquarters of the Centre / Zone, except the Annual General Meetings of the Central General Body of the Association which shall be held by rotation in the zones. Provided that in special case the Secretary General / Zonal Secretary may, in consultation with the Chairman/Zonal Chairman, as the case may be, call the meeting at any other place.
- b) At the time of election of the Central and Zonal Executive Committee if any member raises a dispute or challenges the election of any other member, the Chairman of the meeting shall decide the matter there and then at the time of election of the Central / Zonal Executive Committee. If it is found that two or more members have secured equal number of votes the Chairman of the meeting shall draw lots in respect of all such members and such of them as come first in the lot to make up the number required shall be deemed as elected.

## AUDIT

86. Auditors shall be appointed and their duties regulated in accordance with Sections 246 to 253 of the Act.



We, the several persons whose names and addresses are subscribed hereto are desirous of being formed into an Association as a company limited by guarantee in pursuance of these Articles of Association.

S. No.	Name (present & former in full (in block Letter))	Father's / Husband's Name in full	Nationality with any former	Occupation	Occupation / Residential Address in full	Signature
1	Humayun Murad	Iqbal Salahuddin Murad	Pakistani	Business	Overseas Investors Chambers of Commerce Building, Talpur Road, Karachi.	
2	Rafique Dawood	Siddique Dawood	-do-	-do-	1500-A, Saima Trade Tower, I. I. Chundrigar Road, Karachi.	
3	Mohammed Khalid Ali	Mohammed Abbas Ali	-do-	-do-	5 <sup>th</sup> Floor, Lakson Square Building No.3, Sarwar Shaheed Road, Karachi.	
4	Farrukh S. Ansari	Shaukat Ansari	-do-	-do-	6 <sup>th</sup> Floor, Lakson Square Building No.1, Sarwar Shaheed Road, Karachi.	
5	Siyyid Tahir Nawazish	Nawazish Ali Shah	-do-	-do-	90-A-1, Canal Bank, Gulberg-II, Lahore.	
6	Jalaluddin Ahmed	Salahuddin Ahmed	-do-	-do-	96-A, SMCH Society, Karachi.	
7	Syed Anvaar Rasool	Syed Akhlaq Rasool	-do-	-do-	7 <sup>th</sup> Habib Bank Annexe, Hasrat Mohani Road, Karachi.	
8	Amir Ifrikhar Khan	Ifrikhar Ahmed Khan	-do-	-do-	19-Abu Bakar Block, New Garden Town, Lahore.	
9	Hamida Aqeel	Aqeel Hussain	-do-	-do-	101-108, Kassam Court, BC-9, Block-5, Clifton, Karachi.	
10	Shams Ghani	Abdul Ghani	-do-	-do-	21/3, Sector-22, Korangi Industrial Area, Karachi.	

Witness to above signature

Signature: \_\_\_\_\_ Dated the: 26<sup>th</sup> January, 2010

Name: Muhammad Samiullah

Father's Name: Sheikh Mehboob

Address: 602, Progressive Centre, 30-A, Block-6, PECHS, Shahrah-e-Faisal, Karachi.

Nationality: Pakistani

CNIC No.: 42201-0348848-1

Occupation: Secretary General