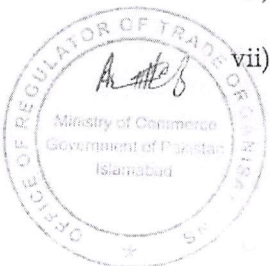


ARTICLES OF ASSOCIATION

OF

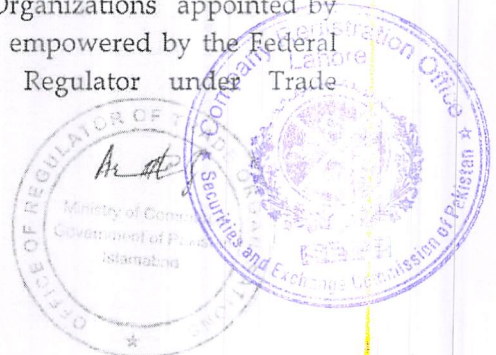
THE SIALKOT CHAMBER OF COMMERCE AND INDUSTRY, SIALKOT

1. The Sialkot Chamber of Commerce and Industry, Sialkot is established with the limited liability of members but if any member of the Chamber pays or receives any dividend, bonus or other profit, in contravention of the fourth paragraph of the Memorandum of the Chamber, his liability shall be unlimited in accordance with and subject to the provisions of the Companies Ordinance, 1984.
2. The regulation for the management of the Chamber and for observance of the members thereof and their representatives shall, subject to exercise of the statutory powers of the Chamber in reference to the repeal or alteration or addition to its regulation by special resolution as prescribed by the Companies Ordinance, 1984, be such as are contained in these Articles.
3. **DEFINITIONS**
Unless there is anything repugnant in the subject or context, the words and expressions used and not defined herein shall have the same meaning as assigned to them in the Trade Organizations Act, 2013 and Trade Organizations Rules, 2013;
 - i) "Act" means the Trade Organizations Act, 2013 (II of 2013);
 - ii) "Administrator" means an Administrator appointed under Trade Organizations Act, 2013;
 - iii) "Articles" means the Articles of Association of the Chamber;
 - iv) "Associate Member" means a member of the Chamber which is not a body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales tax registered business concern having annual turn-over of not less than fifty million rupees;
 - v) "Chamber" means a Chamber of Commerce and Industry organized to represent trade, industry and services in a specific area as provided in clause (b) of sub-section (2) of Section 3 of the Act;
 - vi) "Committee" means the Executive Committee of the Chamber;
 - vii) "Committee Meeting" means a meeting of the members of the Committee



duly called and convened;

- viii) "Corporate member" means a member of the Chamber which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than fifty million rupees;
- ix) "Executive Committee" means the Board of Directors, the Managing Committee or any other body, by whatever name called, of this Chamber responsible for the management or conduct of the affairs of the Chamber;
- x) "Federation" means a Federation of Pakistan Chambers of Commerce and Industry organized on all-Pakistan basis to represent Chambers, Associations, Women's Chambers and Chambers, of Small Traders and Association of Small Traders;
- xi) "General Body" means all members of the Chamber;
- xii) "General Meeting" means the General Meeting of the Chamber;
- xiii) "License" means a license granted to the Chamber under section 3 of Trade Organizations Act, 2013;
- xiv) "Office" means the registered office of the Chamber;
- xv) "Office Bearers" means President, Senior Vice President and Vice President of the Chamber;
- xvi) "Ordinance" means The Companies Ordinance, 1984 (XLVII of 1984);
- xvii) "Plan of activities" means a list of proposed activities, expected financial expenditures and outcome and intended goals for the Chamber as provided in rule 23 of the rules;
- xviii) "President" means the President of the Chamber;
- xix) "Register" means the Register of Companies required to be kept under section 147 of Companies Ordinance, 1984 (XLVII of 1984);
- xx) "Regulator" means the Regulator of the Trade Organizations appointed by the Federal Government and includes an officer empowered by the Federal Government to perform functions of the Regulator under Trade Organizations Act, 2013;



- xxi) "Rules" means the Trade Organizations Rules, 2013;
- xxii) "Schedule" means schedule to the rules;
- xxiii) "Secretary General" means an individual professional full-time employee of the Chamber who shall be in charge of the secretariat of the Chamber and responsible for day to day operations of the Chamber and in his capacity as such shall be the custodian of all record pertaining to the Chamber;
- xxiv) "Senior Vice President" means the Senior Vice President of the Chamber;
- xxv) "Service Rules" means the Service Rules framed by the Executive Committee of the Chamber;
- xxvi) "Special General Meeting" means and includes Extraordinary General Meeting under the Companies Ordinance, 1984;
- xxvii) "Town Association" means a Town Association, organized to represent trade, industry or service in a town, Tehsil, Taluka or a district where there is no chamber and such Town Association shall be affiliated with the Chamber of the concerned district;
- xxviii) "Vice President" means the Vice President of the Chamber;

4. For the purpose of registration, the Chamber is declared to consist of unlimited number of members, but not less than one hundred and fifty members who are either permanently domiciled in Sialkot District or have a substantial business interest such as an industrial concern, a corporate business entity or are being assessed for the purposes of income tax and sales tax in the territorial jurisdiction of the Chamber.
5. The Chamber is established for the purposes expressed in the Memorandum of Association of the Chamber.

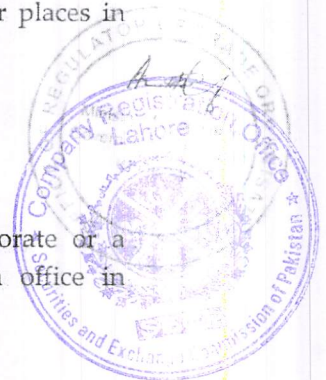
6. **BUSINESS**

The registered office of the Chamber shall be at Sialkot and the business of the Chamber shall be carried on at this place and on such other places in Pakistan as fall or may fall within the jurisdiction of the Chamber.

7. **CLASSES OF MEMBERSHIP**

There shall be two classes of memberships in the Chamber:-

- (a) A member of the Chamber which is either a body corporate or a multinational corporation with its head office or branch office in



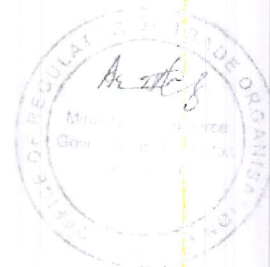
Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turnover of not less than fifty million rupees shall be called "Corporate Member"; and

- (b) A member of the Chamber 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 turnover of not less than fifty million rupees shall be called "Associate Member".

8. **MEMBERSHIP OF CHAMBER**

Every application for membership shall be in the form, prescribed by the Executive Committee, accompanied with the admission fee and subscription for the first year and be forwarded to the Secretary General of the Chamber who shall there upon consider such an application and accept or reject the same. Provided, that the applicants enrolled after 1st October shall pay half year's subscription. In case of acceptance, the date of submission of the application will be considered as the date of enrolment as member of the Chamber for all purposes, if the majority of the members of the Committee vote against the admission of such an application, the application shall be deemed to be rejected. The Secretary General shall thereupon communicate the decision of the Committee to the applicant and in case the application is rejected, the Secretary General shall also refund the money paid with the application. Secretary General will also communicate to the applicant reasons for rejection of his application along with the decision.

- 1) Any business concern shall be eligible for grant or renewal of membership of the Chamber if such business concern meets the following conditions, namely:
 - a) the prospective member is a sole proprietorship or a partnership firm or an association of persons or a company holding National Tax Number and sales tax registration, if applicable, in the name of the business concern;
 - b) the prospective member's business fits within the defined business scope or area of jurisdiction of the Chamber as provided in the Chamber's approved Memorandum and Articles of Association and under the license granted by the Federal Government;
 - c) the application for grant of membership has been proposed and seconded by existing members of the Chamber;
 - d) the prospective member has no criminal conviction; and



- e) the prospective member has a valid national tax number and sales tax registration, if applicable.
- 2) The Regulator, if satisfied that a prospective member meets the eligibility criteria in sub-clause (1) above may direct the Chamber for the purposes of enrolling any such person as member upon the application of such prospective member having filed a complaint with the Regulator on the grounds of delay or refusal in obtaining membership in the Chamber.
 - 3) The membership of the Chamber shall be granted for a period of one year and shall expire on the 31st day of March every year irrespective of the date of grant of membership.
 - 4) The membership shall be renewable on annual basis subject to fulfillment of following conditions, namely:
 - a) payment of prescribed subscription within the time stipulated in the Memorandum, which shall not be later than 31st of March; and
 - b) proof of filing return of income tax and sales tax, if applicable, for the preceding year.
 - 5) The Regulator, if satisfied that the renewal of membership of an eligible member has been delayed or refused, upon a complaint filed by the aggrieved member, may direct the Chamber to renew the membership of the applicant.

Note: Annual Subscription paid by a member after 31st March with penalty/Admission fee, whatever is applicable under the Rules of the Chamber, will serve the purpose of continuation of membership for availing business related benefits/assistance only. He will not be entitled to cast votes in the forthcoming elections.

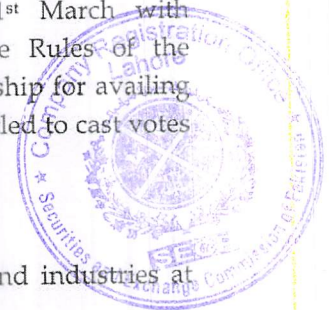
9. **TOWN ASSOCIATIONS**

These will be Associations organized to represent trades and industries at places falling within the jurisdiction of the Chamber.

NOTE: Commercial and industrial concerns in areas covered by Town Association can also become direct Corporate Member or Associate Member of the Chamber.

10. **RATE OF ANNUAL SUBSCRIPTIONS**

- a) Any candidate for membership shall have to pay as Admission Fee and



Annual subscription according to the following rates:

	<u>ADMISSION FEE</u>	<u>ANNUAL SUBSCRIPTION</u>
Corporate Members	Rs. 300/-	Rs. 1500/-
Associate Members	Rs. 50/-	Rs. 525/-
Town Associations	Rs. 500/-	Rs. 5000/-

b) The membership fee chargeable from each class shall be fixed by the Executive Committee subject to approval of the General Body and the Regulator.

11. Accounting year of the Chamber of Commerce and Industry will be closed on 30th June each year. Subscription for new membership paid in any month from April to March shall be counted for the year commencing from 1st April and ending on 31st March, whereas subscription paid from October to March shall be counted for half year commencing from 1st October.

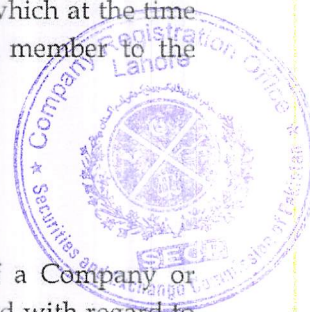
12. **LIABILITY TO PAY DUES AFTER CEASING TO BE MEMBER**

Any member who, by any reason, ceases to be a member shall nevertheless remain liable for and shall pay to the Chamber all moneys which at the time of such cessation of membership, may be due from such member to the Chamber.

13. **CESSATION OF MEMBERSHIP**

A member shall cease to be a member of the Chamber:

- On his being adjudicated insolvent or in the case of a Company or Corporation, when winding up orders have been passed with regard to such Company or Corporation or when it has gone into voluntary winding up except for the purpose of reconstitution;
- If he fails to pay the annual subscription, at the latest by 31st March, in spite of two registered notices issued to him by the Secretary General.
- In case of a Firm, Joint Stock Company or other Corporation upon any change being made in the name of the Company or Corporation;
- On his ceasing to be qualified or eligible for membership in terms of these Articles;
- In the case of individual when he has been proved to be of unsound mind or has been convicted for an offence involving moral turpitude;
- Membership may be cancelled or such membership be disqualified, in



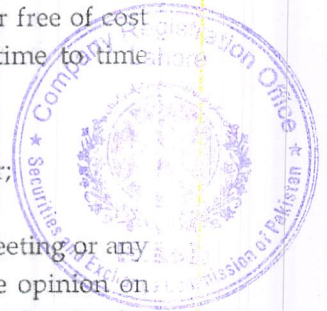
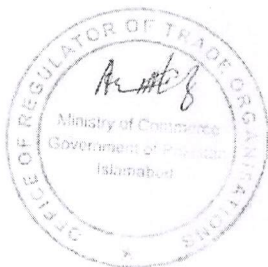
addition to the grounds provided under the Chamber's Memorandum and Articles of Association, if the member breaches any provision of the Trade Organizations Rules, 2013 or the Trade Organizations Act, 2013; and

- (g) When an individual, Firm, Company or Corporation has ceased to be a member of the Chamber, such individual or representative of such Company or Corporation shall automatically cease to be a member of the Executive Committee, if he was so elected, and cease to serve as a representative of the Chamber on any public bodies.

14. **PRIVILEGES OF MEMBERS**

Subject to the restrictions contained in the provisions of these Articles generally, or any bye-laws framed there under, any member shall, among others, have the following rights and privileges:

- (a) To obtain copy of the annual report and accounts;
- (b) To obtain all other publications of the Chamber either free of cost or at such reduced rates as Committee may from time to time decide;
- (c) To have right to free use of the Library of the Chamber;
- (d) To be present and discuss and vote at any General Meeting or any question referred to such General Meeting or to give opinion on any question referred to the general body of members by circular or otherwise;
- (e) To nominate other qualified members for election or be elected to the Executive Committee or other Committee or Committees to join any deputation on behalf of the Chamber, or be elected to any office of the Chamber;
- (f) To stand for election as representative of the Chamber to any public and private bodies;
- (g) To seek the help of the Chamber in obtaining statistical or other information for the protection and advancement of business and to receive such particulars as may be available with the Chamber in regard to trade enquires or information regarding Governmental or other measures affecting the trade;
- (h) To apply for the assistance of the Chamber for securing to him all



reasonable facilities for the carrying on of the business and for redress of all reasonable grievances; and

- (i) To see the Minutes Book of the Executive Committee meeting for which he shall have to give notice of 24 hours to the Secretary General and seek his permission or he shall have to obtain the permission of the President in writing.

NOTE:

- (1) The Town Associations shall be treated as single entities for the purpose of service and advice of Chamber, but they shall receive five copies of the Chamber's Circulars, publications, etc.
- (2) For the purpose of certification of documents of the members of Town Associations, the rate of fee charged by the Chamber shall not be more than 10% higher than the rates fixed for the Corporate Members and Associate Members.
- (3) For the purpose of certification of the status of the members of Town Associations, the Chamber shall make it clear that they are members of the Town Associations affiliated to the Chamber and not members of the Chamber direct.
- (4) The Town Associations shall normally correspond with the Federal Government through the Chamber to which they are affiliated.
- (5) Each Town Association shall have the right to send one representative from its own members to participate in and vote at a General Meeting or Special General Meeting.

15. RESIGNATION

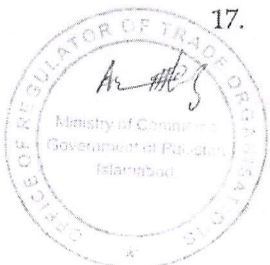
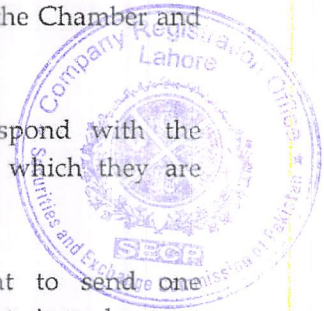
Any member may withdraw from the Chamber by giving one month's notice in writing to the Secretary General of his intention to do so and upon expiration of the notice, such member shall cease to be a member of the Chamber subject to clause 13 of the articles.

16. ADMINISTRATION

The Administration of the affairs of the Chamber shall be vested in a body called the Executive Committee herein referred to as the Committee.

17. ORGANISATIONAL STRUCTURE OF THE CHAMBER

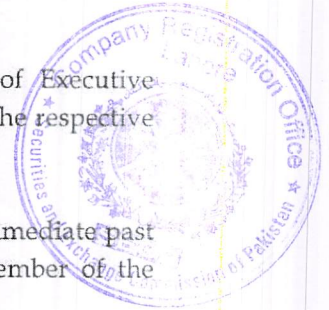
- (1) The Chamber shall comprise of President, Senior Vice President, Vice



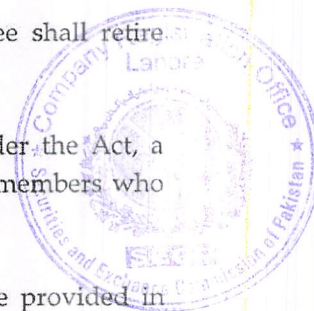
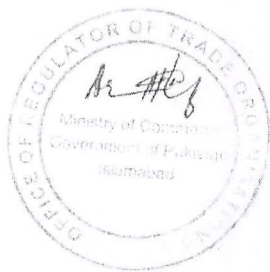
President, Executive Committee and the General Body.

- (2) Members of the Chamber shall constitute its General Body.
- (3) The General Body constituted under sub-clause (2), in addition to the functions and responsibilities assigned to it in the memorandum and articles of association of the Chamber and subject to the provisions of clause (c) of sub-rule (5) of rule 21 of the rules and sub-section (7) of section 10 of the Act, shall serve as the Electoral College for election of members of Executive Committee, except for the seats reserved for women for which the Electoral College shall be the Executive Committee.
- (4) The Executive Committee of the Chamber shall comprise persons elected by the General Body from amongst its members, subject to the following conditions, namely:-
 - (a) there shall be a minimum of ten and maximum of thirty seats of Executive Committee.
 - (b) at least fifty per cent of the members of Executive Committee shall be from the Corporate Class.
 - (c) the Electoral College for each class of members of Executive Committee shall be members of General Body from the respective class.
 - (d) in addition to the seats provided in clause (a), the immediate past President of the Chamber shall be an ex-officio member of the Executive Committee without voting right.
- (5) In addition to the number of seats in sub-clause (4), there shall be two seats of Executive Committee reserved for Women Entrepreneurs for which the Electoral College shall be the Executive Committee.
- (6) In addition to the seats in sub-clause (4) and (5), there shall be one seat reserved for nominee of each Town Association affiliated with the Chamber.
- (7) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with members from other category;

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



- (8) If General Body of the Chamber comprises at least 50% members from Associate Class, there shall be rotation of office of President between the Associate and Corporate Members.
- (9) Where there is rotation of office of President under sub-clause (8), the President and Senior Vice President shall not be from the same class of members provided in sub-rule (7) of rule 11 of the rules.
- (10) The office bearers of the Chamber shall be elected by the Executive Committee from amongst its members.
- (11) The tenure of all elected office bearers shall be one year.
- (12) The tenure of members of Executive Committee provided in sub-clause (4) and (5) shall be two years subject to the following conditions, namely:-
- (a) Fifty per cent members of the Executive Committee shall retire every year;
 - (b) After 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;
- (13) The tenure of the office bearers of Executive Committee provided in sub-clause (6) shall be one year.
- (14) On completion of the term Office Bearers and members of Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the Chamber for the next one year.
- (15) On the expiry of fixed tenure period, the President will automatically cease to be the President and shall hand over the charge of his office forthwith to the newly elected President or to the Executive Committee of the Chamber, if the elections have not been held.
- (16) On retirement from the Committee, the retiring representative or his firm acting through any other representative shall not be eligible to stand for election to the Committee for the next one year provided that:
- (a) If the number of members in any particular class eligible to stand for election is less than the number of representatives of that class to be elected, the member(s) of that class shall be entitled to put up



candidate(s) other than his/their retiring representative(s) to stand for election before the expiry of the next term as specified in clause (16) above;

- (b) If a retiring representative has interest in more than one firm or concern, his firm, other than the one as whose representative he held office on the Committee, shall be eligible to contest the election through a candidate other than the retiring representative;

18. **REPORTING REQUIREMENTS**

Notwithstanding the requirements under the Companies Ordinance, 1984 (XLVII of 1984), the Chamber shall annually submit by 31st December, to the Regulator -

- (a) Annual financial statements as prepared by auditors and approved by the Executive Committee; and
- (b) Plan of activities for the next year as provided in rule 23 of the rules; and
- (c) A soft and hard copy of list of members as on the 30th November, in the format as provided in Annex-I of Schedule B of the rules.

19. **PLAN OF ACTIVITIES AND PERFORMANCE REVIEW**

- (1) The Chamber shall prepare a three year plan of activities which shall be approved by the Executive Committee followed by distribution amongst its members and cover, among other matters, the proposed future activities, finances and outcome of such activities intended by the Chamber during the said three year period.
- (2) The Chamber shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of the Chamber to include, but not be limited to, minutes of meetings and the Chamber's plan of activities.

20. **MANAGEMENT**

- (1) The Chamber shall appoint a Secretary General through a Human Resources Committee formed by the Executive Committee and shall consist of three members of the Executive Committee.
- (2) The Secretary General shall be in charge of the secretariat of the Chamber who shall exercise his powers and perform his functions under the Act, rules, the Ordinance and rules made thereunder and the memorandum and articles of association of the Chamber.



- (3) The signatures of the Secretary General shall be mandatory for operation of all the single or jointly operated bank accounts of the Chamber.
- (4) The termination of services of the Secretary General shall be through a resolution of the Executive Committee.
- (5) Any management employees who shall report directly to the Secretary General alone shall be appointed jointly by the Secretary General and the Human Resources Committee.
- (6) Any other staff or professional management shall be appointed through a process to be defined in the Chamber's human resource policy.

21. **WEBSITE**

The Chamber shall within one year from the date of grant of license create and maintain a website at all times which shall include all relevant information, such as -

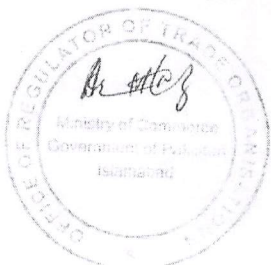
- (a) Up to date list of office bearers with contact details, Executive Committee's members, management and members of the General Body;
- (b) Memorandum and Articles of Association as well as bye-laws, if any;
- (c) Plan of activities and statement of vision;
- (d) Schedule of Executive Committee meetings and minutes of such meetings; and
- (e) Schedule of elections, voters' list and election's results during election period.

22. **MEMORANDUM, ARTICLES OF ASSOCIATION AND BYE-LAWS**

Memorandum and articles of association, including but not limited to the organizational structure and any bye-laws of the Chamber, shall be within the provisions of the Trade Organizations Rules, 2013, the Act, the Ordinance and the public notices issued by the Federal Government from time to time.

23. **PROFESSIONAL DEVELOPMENT**

The office bearers of the Chamber shall always follow best practices including undertaking continuing professional development in order to meet the requirements of their respective office and in view of the provisions of the



Trade Organizations Rules, 2013, the Act and as reflected under the Memorandum and Articles of association of the Chamber or as notified by the Ministry of Commerce from time to time.

24. **QUORUM FOR COMMITTEE MEETING**

Five members of the Committee shall form a quorum for the transaction of business.

25. **PRESIDING OVER MEETING**

The President, or in his absence the Senior Vice President, or in his absence the Vice President shall preside over all the meetings. If the President, the Senior Vice President or the Vice President is not present at the time the meeting is held, the members present shall choose someone from amongst themselves to preside over such meeting.

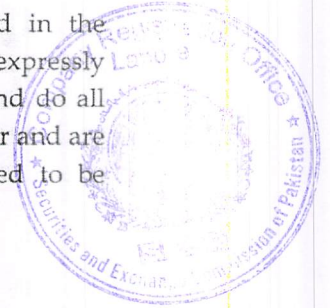
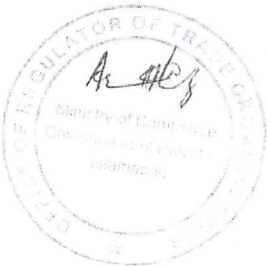
26. **MANAGEMENT OF THE FUNDS OF THE CHAMBER**

The management of the funds of the Chamber shall be vested in the Committee. The Committee may, in addition to the powers expressly conferred upon it under these Articles, exercise all such powers and do all such acts and things as may be exercised and desired by the Chamber and are not hereby or under any bye-laws expressly directed or required to be exercised or done by the Chamber in the General Meeting.

27. **POWER OF THE COMMITTEE**

Without prejudice to the general powers conferred under the Act and the rules, the Committee shall have power:

- (a) To make, vary and repeal rules for regulation of the business of the Chamber, of the officers or employees or of the members of the Chamber or of any department or section of the Chamber;
- (b) To appoint any Departmental Committee or Sub-Committee of the members of the Committee of the Chamber, such Departmental Committee or sub-Committee may be permanent or temporary as the Committee may determine;
- (c) To delegate, subject to such conditions as it thinks fit, any of its powers to Departmental Committee or Sub-Committee and to make, vary and repeal rules for the regulations of the proceedings of Departmental Committees or Sub-Committees;
- (d) To enter into arrangements, upon such terms and subject to such conditions as the Committee may deem proper for working in conjunction with or for better development of any branch of commerce

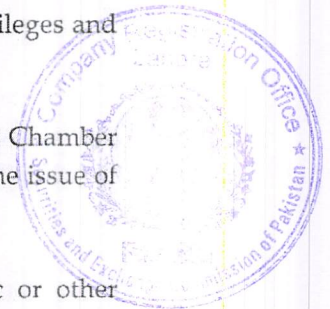


or industry, with any trade organization having like objects that may apply to be allowed to work in co-operation with the Chamber, provided that objects for which such organization is or shall be formed are not inconsistent with the objects of the Chamber as defined in the Memorandum of Association;

- (e) To enter into any arrangement with Government or any public authority, municipal, local or otherwise, that may seem conducive to the Chamber's objects or any of them and to obtain from Government or such authority, all rights, concessions and privileges which the Chamber may think desirable to obtain and carry out, exercise or comply any such arrangements, rights, privileges and concessions;
- (f) To appoint staff considered necessary to run the business of the Chamber efficiently, and to frame proper service rules governing the selection, appointments, promotions, pay, leave, provident fund, overtime, traveling and other allowances, remuneration, privileges and disciplinary control, removal or dismissal etc. of such staff.
- (g) To deal with the moveable and immovable properties of the Chamber and to borrow money on the security of such properties by the issue of debentures, mortgages or otherwise;
- (h) To nominate members to represent the Chamber in public or other bodies, conferences, institutions and associations; and
- (i) Subject to any directions issued from time to time under the Act, the Executive Committee shall have full powers to enroll members or expel them by two third majority from the membership register of the Chamber, in case he acts or pursues any conduct that is either in contravention of the articles of the Chamber or in any way detrimental or injurious to the credit, prestige, welfare, interest, etc. of the Chamber.

28. MEETING OF THE COMMITTEE

- (a) The Committee shall meet at such time as it may deem advisable and may make such regulations, as it thinks proper, as to the summoning or holding of meeting of the Committees and for the transaction of business at such meetings. The record of the proceedings of all the meetings shall be kept in Minutes Book which shall be open to inspection of the members of the Chamber subject to such regulations as the Committee may from time to time deem expedient.
- (b) No resolution duly passed at a meeting of the Executive Committee shall be amended, altered or rescinded at a subsequent meeting of the



Executive Committee held within 12 months of the date on which such resolution was adopted unless two third of the total number of members of the Executive Committee vote for a change and the Agenda containing the proposal was duly circulated.

- (c) If any member does not attend three consecutive meetings of the Committee without informing the Chamber in writing, he shall cease to be a member of the Committee.

29. **ANNUAL REPORT**

An Annual Report of the activities of the Chamber shall be prepared and circulated for information of the members of the Chamber at least twenty one days before the Annual General Meeting. Such Report must contain a statement of audited accounts for the year and shall be submitted to the Annual General Meeting for consideration and shall be confirmed or otherwise dealt with or disposed of as the General Body may resolve.

30. **REGISTER OF MEMBERS**

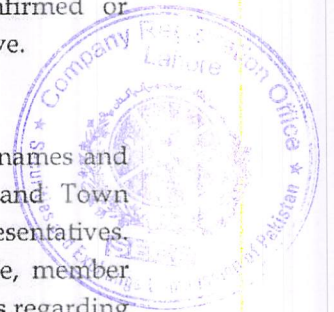
A register of members shall be kept in which shall be set forth names and addresses of all the Corporate Members, Associate Members and Town Associations together with the names and addresses, of their representatives. Within three days of the announcement of the election schedule, member firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility.

31. **ELECTION WITHIN THE CHAMBER**

Subject to the provisions of Section 11 of the Act, the elections of the Chamber shall be held on annual basis during the period from 1st of July to 30th of September of the year.

32. **ANNOUNCEMENT OF ELECTIONS SCHEDULE**

- (1) The election schedule of the Chamber shall be approved by the Executive Committee of the Chamber and issued by the Secretary General in the first half of July.
- (2) Within two days of its approval by the Executive Committee, the election schedule shall be:
 - (a) Displayed at the notice board of the Chamber.
 - (b) Displayed at the website of the Chamber; and
 - (c) Submitted to the Regulator.



33. ELIGIBILITY TO VOTE

(1) Subject to provisions of Section 10 of the Act, the eligibility of a member of the Chamber to vote at the elections of the Chamber shall be subject to following conditions, namely:-

(a) the member has completed two years of valid membership of the Chamber as on the date of announcement of election schedule by the Executive Committee of the Chamber:

Provided that old members shall be eligible to vote on completion of one year of their enrollment and payment of all dues; and

(b) the member has fulfilled the conditions of membership and renewal thereof of the Chamber under rule 11 of the rules.

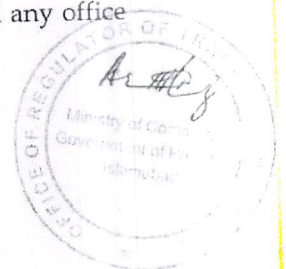
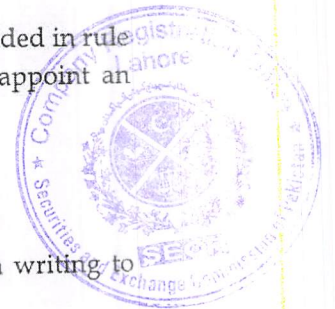
(2) Every member eligible to vote shall deposit with the Secretary General, the specimen signature card along with photograph indicating the status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the director of the member-firm or company, or a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or, as the case may be, a multi-national corporation.

(3) The proprietor, partner or director of the member-firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of public limited company or a multinational company shall be entitled to cast 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.

34. APPOINTMENT OF ELECTION COMMISSION

Simultaneously with the approval of the election schedule as provided in rule 14 of the rules, the Executive Committee of the Chamber shall appoint an Election Commission subject to the following conditions, namely:

- (a) the Commission comprises 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 Chamber for the preceding two years;



- (d) the member of the commission shall not be entitled to become a candidate in the election, he is conducting;
- (e) the members of the Commission shall be independent, impartial and non-partisan; and
- (f) the members of Commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

35. **FUNCTIONS OF ELECTION COMMISSION**

The Election Commission shall be in charge of all arrangements connected with conduct of elections including but not limited to;

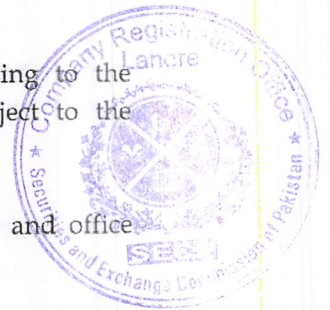
- (a) appointment of polling staff;
- (b) ensuring display of the tentative voters' list by the Secretary General for the purpose of inviting objections as provided in sub-rule (3) of rule 18 of the rules;
- (c) examination of and decision on the objections received on the voters' list as provided in sub-rule (6) of rule 18 of the rules;
- (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.

36. **ELECTION PROCEDURE**

(1) The election of the Chamber shall be conducted according to the procedure laid down in the Articles of Association subject to the following;

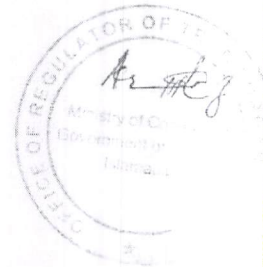
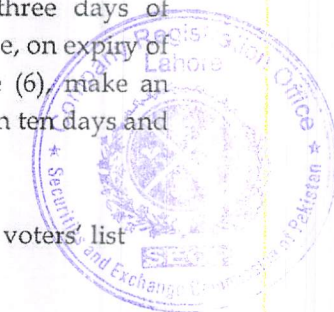
- (a) the election of the members of Executive Committee and office bearers shall be held by secret ballot;
- (b) neither postal ballot nor proxy shall be allowed; and
- (c) the polling shall be held in premises of the Chamber:

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.

- (2) Within three days of the announcement of the election schedule, member firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility.
- (3) The Secretary General of the Chamber shall display within seven days of the announcement of election schedule the provisional list of all members eligible to vote along with their national tax number, sales tax registration number, if applicable, the name and national identity card number of their representative. The list shall be displayed at:
 - (a) the notice board of the Chamber; and
 - (b) the website of the Chamber.
- (4) The members who have any objection to the entries in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the voters' list.
- (5) The Secretary General shall, within five days from receipt of objections under clause (4), intimate action on the objections or changes, if any.
- (6) Any person aggrieved by the decision of the Secretary General may, within three days of the receipt of decision, make a representation to the Election Commission, which shall decide the representation within three days.
- (7) Any person, aggrieved by the decision of the Election Commission or in case the Election Commission fails to decide the representation within the period provided in sub-clause (6), may, within three days of decision by the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-clause (6), make an appeal to the Regulator who shall decide the appeal within ten days and his decision in this regard shall be final.
- (8) Within two days of the decision of the Regulator, the final voters' list shall be:
 - (a) displayed at notice board of the Chamber;
 - (b) displayed at website of the Chamber; and



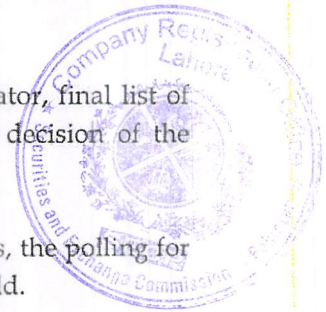
(c) submitted to the Regulator:

Provided that if no appeal has been filed to the Regulator, the final list of voters shall be displayed within fifteen days of the decision of the Election Commission under sub-clause (6).

- (9) 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.
- (10) Within twenty-four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- (11) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- (12) The objections, if any, to nomination of the candidates may be filed to the Election Commission within twenty four hours of issuance of the list of candidates, which shall be decided by the Election Commission within two days.
- (13) Within two days of decision of the commission or in case the commission fails to decide within the stipulated time provided in sub-clause (12), any candidate aggrieved by the decision of the Election Commission or, as the case may be, on the expiry of limitation of the Election Commission under sub-clause (12) may file an appeal to the Regulator, who shall decide within seven days and his decision in this regard shall be final.
- (14) Within two days of the decision of the Regulator, the Commission shall issue final list of candidates:

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

- (15) Within five days of display of final list of the candidates, the polling for election of members of Executive Committee shall be held.
- (16) Within two days of the polling as provided in sub-rule (15), any person elected as member of Executive Committee, shall send, to the Election Commission for election as an Office-Bearer, his nomination duly

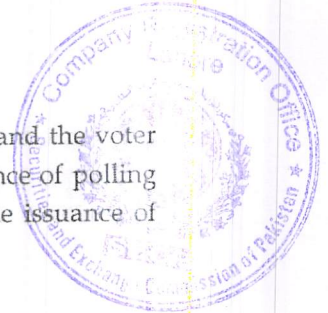


proposed and seconded by an elected Executive Committee's member and signed by the candidate.

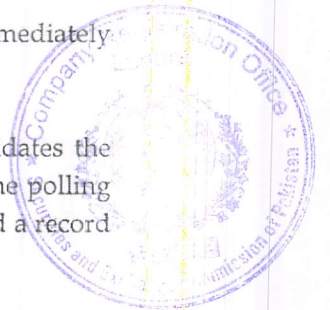
- (17) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty four hours of the last date of receipt of nomination papers.
- (18) Within two days of display of final list of candidates, the polling for election of office bearers shall be held.
- (19) The final result of the election of members of Executive Committee and officer bearers shall be officially announced at the annual general meeting of the Chamber called for this purpose within fifteen days of the date of polling under the preceding sub-clause but not later than the 30th day of September of the year.
- (20) The announcement of election results in the annual general meeting in pursuance of the preceding sub-clause shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Act.
- (21) The final election results announced in the annual general meeting shall be:-
 - (a) displayed at notice board of the Chamber within two days;
 - (b) displayed at website of the Chamber within two days; and
 - (c) submitted to the Regulator within seven days.

37. **CONDUCT OF ELECTIONS**

- (1) 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.
- (2) 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 chamber, passport and driving license. The polling officer shall enter the number of identification document on the counterfoil.
- (3) After satisfying himself with regard to identity of the voter, the polling officer shall hand over the ballot paper to the voter.



- (4) The ballot paper shall be signed by the Secretary General or an officer of the Chamber duly authorized by the Election Commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- (5) Once the ballot paper has been issued to a voter, he shall not be allowed to leave the polling booth, without casting in the ballot box.
- (6) Adequate arrangements shall be made to maintain the secrecy of the polls.
- (7) Proper account shall be maintained by an officer designated by the Election Commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.
- (8) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- (9) The Commission or an officer designated by the Commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.
- (10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- (11) Counting of votes shall take place immediately after the polling hours under the supervision of polling officer in the presence of candidates or their polling agents, if any, at the designated sites.
- (12) Provisional results may be declared by the commission immediately after the counting of votes is completed.
- (13) In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in the presence of candidates or their polling agents and a record of the result thereof shall be made.
- (14) Having completed the counting and compilation of results, record pertaining to the elections shall be sealed and signed by the Election Commission or any officer designated by the Election Commission and the Secretary General and shall be handed over to the Secretary General for safe custody.
- (15) Upon an application made in this behalf by the candidates within seven



days of the date of polling and with approval of the regulator, record of the elections shall be opened for inspection by the applicant in presence of the Election Commission.

- (16) Accidental error or omission to send any notice, nomination papers etc., to any member shall not invalidate the ballot or election.
- (17) Two representatives of any one member shall not be elected on the Committee at the same time.
- (18) If any of the dates specified in these articles is a public holiday, it shall be substituted by the date falling on the next working day.

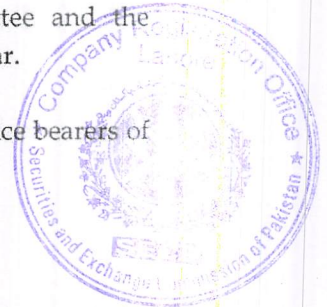
The elections will be conducted strictly in accordance with the rules.

If any provision of the Memorandum and Articles of Association of the Chamber is in conflict with the provisions of the Act or rules, the later shall prevail.

38. **GENERAL MEETING**

The first General Meeting of the Chamber shall be held within 90 days from the date of incorporation of the Chamber and thereafter Annual General Meeting shall be held once in each year (not more than 15 months after the holding of the last preceding General Meeting) at such time and place as the Committee may from time to time prescribe to transact the following business, namely:

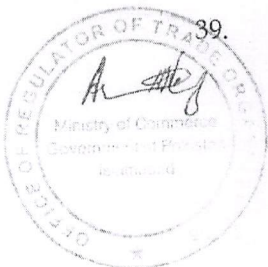
- (a) To receive the Annual Report of the Retiring Committee and the audited statement of the account of the Chamber for the year.
- (b) To record the declaration of the result of election of the office bearers of the Committee for the ensuing year;
- (c) To appoint an Auditor for the year; and
- (d) To transact such other business of which notice may have been given by a member seven clear days before the date fixed for the Annual General Meeting and of which the Secretary General will have given notice to the General Body of members by post or otherwise four days before the date of the meeting.



39.

NOTICE OF MEETING

At least twenty one days before every meeting, notice thereof specifying the place, the day and hour of the meeting, and in case of special business, the



general nature of such business, shall be given to members in the manner hereinafter mentioned, or in such manner, if any, as may be prescribed by the Chamber in General Meeting but the non-receipt of such notice by any member shall not invalidate the proceedings at the General Meeting.

Provided that the notice of every General Meeting shall be issued under postal certificate.

40. **SPECIAL GENERAL MEETING**

The Committee may, whenever, it thinks fit and it shall upon a requisition made in writing by at least ten members who have paid their subscription in full up to date, convene a Special General Meeting.

41. **REQUISITION FOR MEETING**

Any requisition made by the members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Chamber.

Upon the receipt of such requisition, the Committee shall forthwith proceed to convene the same within twenty one days from the date of requisition; otherwise, the requisitionists may themselves convene a meeting after expiry of the aforesaid twenty one days.

42. **PROCEEDING AT GENERAL MEETING**

All business shall be deemed special that is transacted at a Special Meeting, and all that is transacted at an Ordinary Meeting with the exception of the consideration of the accounts and balance sheets and the annual report of the Committee, which shall be deemed ordinary.

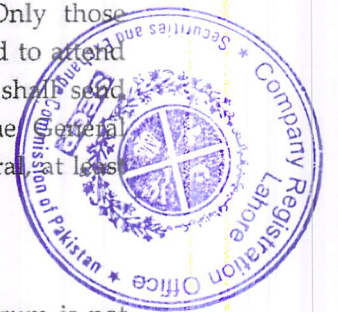
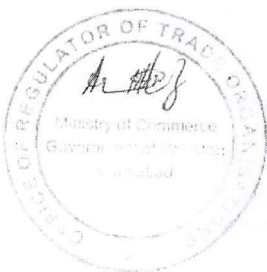
43. **QUORUM FOR GENERAL MEETING**

(a) One fourth of the members of the Chamber shall be deemed the quorum for an Ordinary General Meeting and Special General Meeting.

(b) The meeting may be attended in person or by proxy. Only those members shall be eligible to hold the proxy who are entitled to attend the meeting under these Articles. The Secretary General shall send proxy forms to members together with the notice of the General Meeting. The proxies shall be filed with the Secretary General at least seventy two hours before the date of meeting.

44. **ADJOURNMENT FOR WANT OF QUORUM**

If within half an hour of the time fixed for the meeting, the quorum is not present, (in person or by proxy) the meeting, if convened upon requisition of members, shall be dissolved and in any other case it shall stand adjourned to the same day in the following week at the same time and place and if at such



adjourned meeting the quorum is not present, it shall proceed with the business despite want of quorum.

45. **POWER OF PRESIDENT FOR ADJOURNMENT**

The President may, with the consent of the members, adjourn any 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.

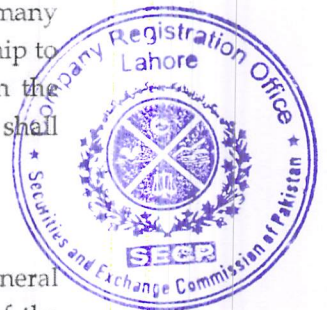
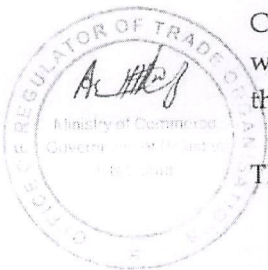
- (a) Every question submitted to a General Meeting shall be decided by a majority of the members present and voting at such a meeting provided that in the event of difference of opinion between Corporate Members and Associate Members no ordinary resolution shall be deemed to have been adopted unless it has been carried by the majority of votes of each class of the Corporate Members and Associate Members present in person or by proxy and entitled to vote on such resolution provided that votes may be cast by proxy only by those members who may have their head offices at places outside headquarters of the Chamber.
- (b) Notwithstanding anything contained in clause (a), no special resolution, particularly concerning amendments to the Memorandum and Articles of Association of the Chamber, shall be deemed to have been carried unless it has received the votes of three fourth majority of each class of the Corporate Members and the Associate Members present in person or by proxy and entitled to vote on such resolution provided that votes may be cast by proxy only by those members who may have their head offices at places outside the headquarters of the Chamber.

46. Corporate Members, Associate Members and Town Associations entitled to vote at the election shall have one vote each for the election of their respective representatives provided that each voter shall be entitled to cast as many votes as the number of vacancies to be filled of the class of the membership to which he belongs. Provided further that in all cases of even voting in the Executive Committee or in the General Meeting whoever be presiding shall have a casting vote.

47. **PRESIDENT**

The President shall preside at all meetings of the Committee, at all General Meetings and lead all deputations and shall take and lead on behalf of the Chamber at any Meeting or Conference held in connection with any matter in which the Chamber may be interested. In a General Meeting, he may address the members on such subject as he may deem proper to bring to their notice.

The President shall also perform such other duties as may be incidental to the



office of the President. He shall have the authority to sanction expenditure up to the limit prescribed by the Executive Committee for the year.

48. **SENIOR VICE PRESIDENT AND VICE PRESIDENT**

In the absence of the President, the Senior Vice President and in his absence the Vice President shall exercise the powers and perform duties of the President.

49. **AUDITOR**

The Auditor shall audit the accounts of the Chamber and all funds connected with or controlled by the Chamber.

50. **AMENDMENT, REPEAL, ETC. OF ARTICLES, MEMORANDUM, ETC. OF THE CHAMBER**

(1) Notwithstanding anything contained in the Act or in any other law for the time being in force or in the Articles or Memorandum:

(a) The Chamber shall not rescind, amend or otherwise modify its articles or memorandum without the prior approval of the Federal Government; and

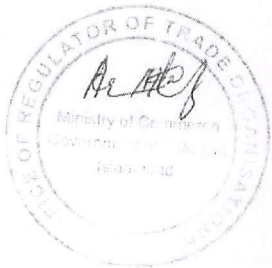
(b) the Federal Government may, whenever it considers expedient to do so, by order in writing, direct to the Chamber to rescind, amend or otherwise modify its articles, memorandum, rules, or bye-laws or to make any rule or bye-laws, in such manner and within such period as may be specified in the order.

(2) If the Chamber fails or neglects to comply with the direction under sub-clause (1)(b), the rescission, amendment, modification, or making as provided in the order under sub-clause (1)(b) shall be deemed to have been duly done by the Chamber in accordance with the Act, the rules, articles or memorandum or in the manner it is otherwise competent to do so.

51. **FUNDS**

(1) The funds of the Chamber shall be deposited with the bank or banks approved by the Committee, and all moneys of the Chamber as and when received by the Secretary General shall be paid into the Chamber's account in the Bank.

(2) All cheques on the account shall be jointly signed by the President or in his absence by the Senior Vice President and in his absence by the Vice President duly authorized by the Committee, and the Secretary General



or the person acting as Secretary General.

52. NOTICE

A notice may be served upon any member either in person or by sending it through the post in a prepaid letter addressed to such member's registered address.

53. SEAL

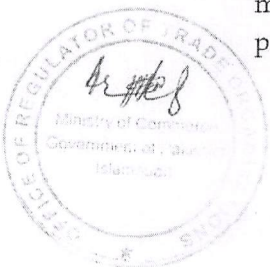
There shall be a common seal for the Chamber. The seal shall be deposited with the Secretary General and shall never be affixed to any documents except in the presence of the President, Senior Vice President or Vice President and in pursuance of the resolution of the Committee or of the Chamber in General Meeting, Deeds, Bonds and other documents required to be made under seal shall be deemed to have been fully executed on behalf of the Chamber if sealed with the common seal of the Chamber and signed by the President, Senior Vice President or Vice President and countersigned by the Secretary General or the person acting as Secretary General.

(a) Any dispute or difference of opinion in regard to interpretation or scope of application of these Articles of Association, which cannot be resolved by the Chamber itself, shall be referred to the Regulator appointed by the Federal Government under the Act and the ruling given by the Regulator shall be binding on the Chamber, its office bearers and members.

(b) In cases of unresolved differences of opinion between the various classes of members on matters on which government was called for advice of the Chamber, the respective classes of the members shall have the right to have their viewpoints forwarded to Government through the Chamber provided that the views of all classes shall be forwarded in one and the same communication.

54. WINDING UP

The Chamber shall be wound up voluntarily whenever a special resolution is passed requiring the Chamber to be so wound up. If the Chamber be wound up, and there should remain, after satisfaction of all the debts and liabilities, any property, what-so-ever, the same shall not be paid to or distributed among the members of the Chamber or any of them, but shall be given to some other Chamber, Associations, or body of persons, then existing or to be formed, having objects, similar to those of the Chamber, as the General Body may determine at an Extraordinary Meeting specially convened for the purpose.



We, the several persons whose names and addresses are subscribed hereunder, are desirous of being formed into a Chamber in pursuance of this Memorandum of Association.

- | | |
|---|--|
| 1. A. D. BHUTTA
Fircos Industries Ltd.,
Sialkot. | 9. SYED AFTAB HUSSAIN
Leather Ware,
Sialkot. |
| 2. M. AMIN JAVED
Sublime Sports (Pvt) Ltd,
Sialkot. | 10. M. AMJAD KHAWAJA
Khawaja Cotton Ind.,
Sialkot. |
| 3. M. NAWAZ
Delicate Emb. Works,
Sialkot. | 11. MIRZA MUHAMMAD BAIG
Popular Industries Regd.,
Sialkot. |
| 4. MAZHAR ALI SHABBIR
Starpak Field Sports Co. Ltd.,
Sialkot. | 12. EHSAN A. KARIM
Mercantile Trading Co.,
Sialkot. |
| 5. AGHA KAMAL HAIDER KHAN
Technimen Gema Ltd.,
Sialkot. | 13. MUHAMMAD ASHRAF
Ashraf Industries Ltd.,
Sialkot. |
| 6. ANWAR KHAWAJA
Grays of Cambridge (Pak) Ltd.,
Sialkot. | 14. SH. MOHAMMAD JUNAID
Khas Traders,
Sialkot. |
| 7. ABDUL RASHID ASSUF
Samanda & Sons Ltd.,
Sialkot. | 15. ZIA ULLAH MIRZA
Inayat Trading Co.,
Sialkot. |
| 8. ASIF RAHIM
Pioneer International Ltd.,
Sialkot. | |

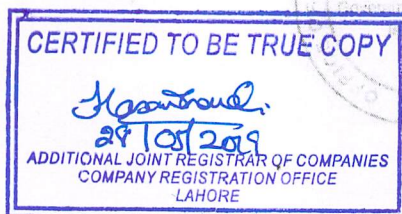


Witness to the above Signature

A. D. BHUTTA
CHAIRMAN

SECRETARY,
Sialkot Association of Trade & Industry,
Sialkot.

12th July 1982.



55. INDEMNITY

The President, Senior Vice President, Vice President, members of Committee, Arbitrator, Secretary General and other officer or a servant of the Chamber shall be indemnified by the Chamber against, and it shall be duty of the Committee to pay, out of the funds of the Chamber, all costs, losses, penalties and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, act or deed done by or omitted by him as such officer or servant or in any way in the discharge of his duties, and no member or other officer of the Chamber shall be liable for the acts, receipts, neglects or defaults of any other member, officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Chamber through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Chamber or for the insufficiency or deficiency or depreciation of any security in or upon which any of the moneys of the Chamber shall be invested or for any loss occasioned by any error of judgment, omission, default or oversight on his part or for any loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

