

**Companies Ordinance, 1984.**

**MEMORANDUM & ARTICLES  
OF ASSOCIATION**

**OF**

**PAKISTAN COTTON  
FASHION APPAREL  
MANUFACTURERS &  
EXPORTERS ASSOCIATION**

**(A Company incorporated Under Section 42 of the Companies Ordinance, 1984)**



**PAKISTAN COTTON FASHION APPAREL  
MANUFACTURERS & EXPORTERS ASSOCIATION**

The Companies Ordinance, 1984 (XLVII of 1984)

**NAME**

1. The name of the Association shall be "PAKISTAN COTTON FASHION APPAREL MANUFACTURERS & EXPORTERS ASSOCIATION".

**REGISTERED OFFICE**

2. The Registered Head office of the Association shall be in the province of Sindh at Karachi and Zonal Office at Lahore and Karachi or Quetta, Branch of office or Offices may be established in any other town or towns of Pakistan.

**AREA OF OPERATION**

3. The Association shall function in the whole of Pakistan.

**AIMS AND OBJECTS**

4. The aims and objects for which the Association is formed are as under:
  - a) To provide facilities for and foster, encourage, secure and maintain good and closer relationship and (unanimity) among members and the trade in general and to promote and protect their business interests, and to do all that is necessary for the furtherance and development of Cotton Fashion Apparel Manufacturers & Exporters.
  - b) To consider all problems and questions confronting the trade and its members and to devise ways and means for tackling and solving the same.
  - c) To collect and circulate permissible statistics and other information relating to or of interest to the business of its members and/or the trade in general.
  - d) To publish or cause to publish or encourage and support publications, bulletins or any other information, considered useful or beneficent to the trade.





- f) To make representations to and communicate with local, provincial Federal and other authorities, both Government and private, on any matter affecting the business of its members or the trade.
- g) To secure, organize, and coordinate action on all matters pertaining to or affecting the business of its members.
- h) To arbitrate in the settlement of disputes arising between members willing and/or agreeing to submit to arbitration in accordance with the arbitration rules of the Association, and to adjust and resolve controversies between members.
- i) To undertake special enquiries and investigations negotiate or settle matters or secure redress of legitimate grievances connected with the business of its members.
- j) To hold in trust on in safe custody or otherwise except for the purpose of trading, any material or amount desired to be so held by Government or members of the Association
- k) To advise and assist the Government in the formulation of useful and progressive policies and to cooperate with them in their successful implementation.
- l) To take effective measures for the eradication of unethical practices from the field of trade, commerce and industry.
- m) To subscribe to and become member of the Federation of Pakistan Chamber of Commerce and Industry and procure from the communicate with any incorporated organization of trade commerce and industry, such information as may be likely to further the objects of the Association.
- n) To endeavour with recognized/registered Chamber and Association of trade and industry to form a National Arbitration Association of Pakistan and to seek affiliation or liaison with similar other bodies abroad with the prior approval of the Government.





- o) To frame and assist in the framing of rules of practice for facilitating and simplifying the business of its members.
- p) To admit members to the Association upon such terms and conditions as may be determined from time to time by the Managing Committee.
- q) To set up a Pre-shipment Inspection Organization for Garments under the aegis of any nominated Government Agency in accordance with instructions issued or to be issued by the Government in this behalf as and when feasible.
- r) To provide forms of contracts and other documents useful to members of Association.
- s) To consider, initiate and promote improvements in the commercial laws, rules or regulations and to support or oppose alternations therein and for the purpose aforesaid to make representations to government and to take such other steps and proceedings as may be deemed necessary.
- t) To file, prosecute or defend or concur, join, or aid in filing, prosecuting or defending any such actions, suits, applications, appeals or proceeding as the Association may think proper or conducive to the objects of the Association and to appoint Advocates and Legal Advisers there-for or for any other purposes.
- u) To enter into any arrangement with the Central, Provincial or Local Governments or authorities that may seem conducive to the objects of the Association or any one of them and to obtain from any such Government or authority any rights, privileges and concessions and specially to endeavour to secure implementation from the Government of the guaranteed privileges in respect of (1) Proper consideration of their views on important issues reflecting optimum views or opinions held by trade (2) consultation on matters affecting trade (3) free supply of publications such as official notifications, press communiqués and circulars of commercial interest regularly and promptly both by Central and Provincial Governments (4) authority to issue certificates of origin, measurement, weightment etc., in accordance with requirements of the trade, and to comply with any such arrangements, right privileges and concessions, and to nominate delegates, representatives and advisers etc., to represent the Association on such Government and Public Bodies.





- v) To amalgamate with, affiliate, join, take over any other Chamber or Association whose objects are altogether or in part, similar to those of this Association upon such terms and conditions including those for any addition, alteration or modifications conducive to the objects of this Association as may be mutually agreed upon.
- w) To invest the monies of the Association not immediately required in such manner as may from time to time be determined.
- x) To borrow or raise or secure payment of monies in such manner as the Association shall think fit for the purpose or use of the Association.
- y) To purchase, take on lease, exchange, hire or otherwise, acquire land, buildings and other moveable or immoveable properties or any rights or privileges necessary or convenient for the use and purpose of the Association.
- z) To construct any building or building on land acquired by the Association for its own use or occupation or remunerative purpose and to furnish and maintain the same and whenever necessary to alter, add to or remove any such building or buildings.
- aa) To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account, or otherwise deal with all or any part of the properties or rights of the Association. Provided that all such proceeds will go to the accounts of the Association only.
- ab) To establish, maintain, control, manage and regulate as and when deemed necessary, clearing and forwarding houses, surveying agencies, warehouses at any place for the benefit of the Members of the Association and such other non member merchants as may wish to take advantage of such service and the Association shall be entitled to charge 10 percent higher to such non-members for any services rendered to them.
- ac) To accept bequests, gifts, donations, or subscriptions and to create a fund or an endowment and or to invest the same and apply the income there-from for promotion of any object of the Association.
- ad) To authorize Zonal Branch Offices to retain agreed percentage of yearly membership fee for their own purpose.





- e) To issue appeal and collect funds for national, social and humanitarian purpose and to subscribe to any local or other charities and to grant donations for any public purposes and to provide provident fund or superannuation fund or funds for the employees of the Association or otherwise to assist any such employees their widows or dependents.
- f) To sign, seal, execute and deliver all instruments, deeds, documents and writings whatsoever that may be necessary or expedient in relation to the aforesaid objects or the affairs or the interest of the Association.
- g) To provide all possible help to members of the Association in organizing and developing handloom weaving and cottage industry.
- h) To endeavour to increase Pakistan's exports of Cotton Fashion Apparel including Folk lore and handmade pieces of clothing.
- ai) To held yearly Cotton Fashion Apparel shows to attract foreign buyers to visit Pakistan at appropriate time as approved by the Managing Committee.
- aj) To open an institute whereby training could be given to the workers of the members of the Association for designing pattern making grading, stitching etc.
- ak) To cooperate with the Government Authorities concerned to attend the Fashion Garments Fairs abroad through its members.
- al) To invite foreign experts to visit Pakistan from time to time to give guide lines to manufacturers and exporters regarding fashion, colours, fabrication, etc.
- am) To work closely with the Government to cooperate and to streamlining the Quota system so as to facilitate all members of the Association.
- an) To work closely with the authorities concerned to obtain higher quotas for Pakistan and to get increased quotas for the members of the Association.
- ao) To help the members in getting electricity, gas water and land for the development of their manufacturing capacity and for the increase of their exports.





- ap) And generally to do all that may be necessary to achieve the aims and objects of the Association directly and indirectly or take any measures conducive to the development and progress of the trade.

### INCOME AND PROPERTY

5. The income and property, of the Association shall be applied solely towards the promotion of the aims and objects of the Association, as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the Association or any person or persons claiming any such benefit on their behalf.

Provided always that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member thereof or to any other person in return for any service actually rendered to the Association.

Provided further that no member of the Trade or of the Association shall be appointed to any salaried office of the Association or any office of the Association with paid fees and that no remuneration shall be given to any member except repayment for out of pocket expenses and interest on money lent or rent for premises demised to the Association.

### CONDITION OF LICENCE

6. Amendments changes and/or alternations in this Memorandum of Association shall also be subject to the prior approval of the Government of Pakistan in the Ministry of Commerce, and that the Government shall also have powers to effect changes or amendments deemed necessary in public interest.

### AMENDMENTS

7. No additions, alterations and amendments shall be made in the Memorandum of Association or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Central Body with atleast 75% of the total enrolled ordinary





members agreeing either in person or through proxy in writing and approved by the Federal Government.

8. The fifth, sixth and seventh paragraphs of this Memorandum of Association contain conditions on which a licence is granted by the Federal Government to the Association in pursuance of Section 42 of the Companies Ordinance, 1984.
9. The liability of the members is limited, but if any member receives or pays any dividend, bonus or profit in contravention of the fifth clause of this memorandum his liability shall be unlimited.





**WE THE SEVERAL PERSONS WHOSE NAMES AND ADDRESSES ARE SUBSCRIBED ARE DESIROUS  
OF BEING FORMED INTO AN ASSOCIATION IN PURSUANCE OF THESE MEMORANDUM OF  
ASSOCIATION.**

S.NO.	NAME OF SUBSCRIBERS	ADDRESS	SIGNATURE
1.	Mr. Shoukat Sarwar	Venus Corporation, Near Light House, Karachi-Business	Sd/-
2.	Mr. M. Usman Peracha	Peracha Enterprises, 4th Floor, Saify Chambers, Near Denso Hall, M. A. Jinnah Road, Karachi-Business	Sd/-
3.	Mr. M.W. Ansari	Banaras Silk Industries Saddar, Karachi-Business	Sd/-
4.	Mr. Malik Abdul Waheed	Kashmir Garment, Mustafa Menslon, Juma Gali, Saddar, Karachi-Business	Sd/-
5.	Mr. Sh. Jehangir Anwar	Kaiser Arts & Krafts, 26-E, Block-6, P.E.C.H.S, Karachi-Business	Sd/-
6.	Mr. Syed Hameed Ahmed	Windser & Company Ltd., 34-E, Block-6, P.E.C.H.S, Karachi-Business	Sd/-
7.	Mr. M. M. Aleem Ghouri	A.H.K. Enterprises, Karachi-Business	Sd/-
8.	Mr. Shoukat Afzal	Afzal Store Ltd., Afzal Plaza, Shrah-e-Faisal, Karachi-Business	Sd/-
9.	Mr. Munawar	Munawar Associates Ltd., 38/C, Block-6, P.E.C.H.S., Karachi-Business	Sd/-
10.	Mr. Nadeem Rahat	Pioneer Arts & Crafts, B-151, Block-2, P.E.C.H.S., Karachi-Business	Sd/-
11.	Mr. Roshan Ali	Modes Limited, 9 <sup>th</sup> Floor, Adamji House, I. I. Chundrigar Road, Karachi-Business	Sd/-
12.	Muzhar Hussain	Hafiz Enterprises Ltd., (Regd.) Faisalabad, C/o. Zahid Fabric-Business	Sd/-

Karachi, this SIXTEEN day of AUGUST 1982

Witness to above Signature:

Name :

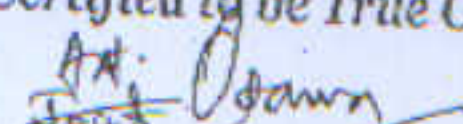
Occupation :

S/o. :

Nationality :

Add :

Signature : \_\_\_\_\_

SALD. 35167 dt. 10/2/11  
**Certified to be True Copy**  
  
 Assistant Registrar of Companies





**AN ASSOCIATION SET UP  
UNDER SECTION 42 OF THE COMPANIES ORDINANCE 1984**

**ARTICLES OF ASSOCIATION  
OF THE  
Pakistan Cotton Fashion Apparel Manufacturers & Exporters Association**  
(Licensed under the Trade Organizations Ordinance, 2007)

**REGULATIONS**

- 1) The regulations contained in Table C of the First Schedule to the Companies Ordinance, 1984 (XLVII of 1984) shall not apply to the Association except as laid down herein.

**DEFINITIONS**

- 2) In the articles unless there is anything repugnant in the subject or context.

- i. "Association" means "Pakistan Cotton Fashion Apparel Manufacturers & Exporters Association", with membership on all Pakistan basis.
- ii. "Association" shall comprise of a Chairman, Vice Chairman, an Executive Committee and a General Body:  
  
Provided that the association may have more than one Vice Chairman as provided in its memorandum and articles of association.
- iii. "Member" means a business concern whether Sole Proprietorship, Partnership, Association of Persons, or a Company admitted as Associate or Corporate member of the Association.
- iv. "General Meeting" means a meeting of General Body whether ordinary, special or extraordinary.
- v. "The Article" means the Articles of Association.
- vi. "The Chairman" the chairman of the Association.
- vii. "Corporate Member" means a member of Association which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan corporation with its head office or branch office in Pakistan or a sales-tax registered manufacturing concern or a sales-tax registered business concern having annual turnover of Rs.50 million or above;
- viii. "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 turnover of Rs.50 million or above;
- ix. "The Bye-laws" mean the Bye-Laws of the Association for the time being in force.





- x. "The Committee" means the Executive Committee of the Association elected under these Articles and includes any Regional Committee or Sub-Committee of the Association.
- xi. "Office Bearers" means the Chairman, Vice Chairman and Members of the Executive Committee.
- xii. "Trade Ordinance" means the Trade Organizations Ordinance, 2007 (LXXI of 2007);
- xiii. "Northern Zone" means the provinces of Punjab, Khyber Pakhtunkhwa province and Islamabad Capital Territory;
- xiv. "Secretary General" means an individual professional full-time employee of the Association who shall be in charge of the secretariat of the Association and responsible for day to day operations of the Association and in his capacity as such shall be the custodian of all record pertaining to the Association.
- xv. "Southern Zone" means the provinces of Sindh and Baluchistan;
- xvi. "Trade Rules" means the Trade Organization Rules, 2007 for the time being in force.
- xvii. "Director General" means Director General of Trade Organization appointed under the Trade Ordinance.
- xviii. "Year" means :
- a. Financial year starting from 1<sup>st</sup> July and ending on 30<sup>th</sup> June.
  - b. For the purpose the tenure of office bearer starting 1<sup>st</sup> October and ending 30<sup>th</sup> September.
  - c. For the purpose of membership 1<sup>st</sup> April to 31<sup>st</sup> March.
- xix. "The Ordinance" means the Companies Ordinance of 1984 or any other statutory enactment in place of said Ordinance for the time being in force.
- xx. "Register" means the Register of members of Association kept in pursuance of Section 147 of the Companies Ordinance, 1984.
- xxi. "Resolution of Association" means any resolution passed at any meeting convened to take decision while adhering to the provisions of Section 157 to 173 of the Ordinance.
- xxii. "Words indicating the singular number shall, include plural number and Vice Versa. Words signifying persons shall apply mutatis mutandis to firms, corporation or Joint Stock Companies.
- xxiii. "Words indicating masculine gender shall include feminine gender.
- a. All other expression defined in the Ordinance shall have the meaning assigned to them in the Ordinance.





- b. When any provision of the Ordinance is referred to, the references shall be to such provision as modified by any statutory enactment for the time being in force.

#### COMPOSITION OF MEMBERS

- 3) For the purpose of registration, the Association hereby declares to consist of unlimited number of members.

#### OBJECT AND SCOPE

- 4) The Association is established for the purposes expressed in the Memorandum of Association.

#### CLASSIFICATION OF MEMBERS

- 5) There shall be two classes of membership in the Association:
- a) a member of Association which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs.50 million or above shall be called "Corporate Member"; and
  - b) a member of a trade organization which is neither a body corporate or a multinational or a sales-tax-registered manufacturing concern nor a sales-tax-registered business concern having annual turn-over of Rs.50 million or above shall be called "Associate Members";

#### ELIGIBILITY FOR MEMBERSHIP

- 6) A sole proprietorship firm or any other company or a business concern shall be eligible for membership of the Association, provided that it is carrying on business as a Cotton Fashion Apparel Manufacturer and/ or Exporters, and fulfill the criteria as provided in Rule 11 (a to e) of Trade Rules.
- 7)
- Every application for the membership of the Association shall be made on a form prescribed by the Association and submitted by the Applicant to the Secretary General together with the first year's Membership Fee subscription and the admission fee.
  - Every individual business concern firm or joint stock company desirous of becoming a member of the Association shall "submit to the Secretary General, membership application form. The application so received shall be placed before the next meeting of or circulated amongst the Executive Committee which may accept or reject the same for the reasons specified in the rejection order.





- iii. In case of rejection, no further application shall be entertained for a period of one year reckoned from the date of such rejection and the fees paid by the Applicant shall be refunded. The applicant shall, however, have the right to approach the Director General, whose decision in this regard shall be final and binding.

#### **DURATION OF MEMBERSHIP**

- 8) The membership of the Association shall be for a period of one year and shall expire on the 31<sup>st</sup> day of March every year, irrespective of the date of grant of membership.

#### **RENEWAL OF MEMBERSHIP**

- 9) The membership shall be renewable on annual basis subject to fulfillment of the following conditions:
  - a. Payment of prescribed fee within the time stipulated for the purpose but not later than 31<sup>st</sup> of March; and
  - b. Proof of filling returns of Income Tax if applicable, for the preceding year.

#### **ADMISSION FEE**

- 10) Every member will be required to pay admission fee at the rate determined by the Executive Committee from time to time. Any firm being a member of the Association shall have, on changing the Firm's name or on change of constitution of the firm, to put in a fresh application for membership. However, no admission fee shall be charged, provided the Applicant has taken over the assets and accepted the liabilities of the original firm. In any case the Executive Committee shall be competent to decide such cases on merit.

#### **MEMBERSHIP FEE**

- 11) In addition to the Admission Fee payable as provided in Article-10, every member shall annually pay Membership Fee by 31<sup>st</sup> March each year, for the year. The membership fee may be varied from time to time by the Executive Committee.

#### **PRIVILEGES OF MEMBERSHIP**

- 12) Every member of the Association shall be entitled:
  - a. To take part in the elections and cast vote to elect office bearers of the Association as per rules and regulations in force.
  - b. To take advantage of the information and record available with the Association under such limitation as the Executive Committee may prescribe.
  - c. To obtain a copy of the annual report and statement of accounts of the Association.
  - d. To obtain a copy of all publications of the Association either free of cost or at such prices as may be fixed by the Executive Committee from time to time.





- e. To cause an ordinary or extraordinary General Meeting of the Association to be convened in conjunction with other members of the Association in accordance with these articles.
- f. To participate in the General Meetings of the Association.
- g. To stand or propose or second members for election to the Executive Committee of the Association.
- h. To stand for election as a representative of the Association on any non political public or private body.
- i. To seek assistance of the Association for securing all reasonable facilities for the development of his trade / industry.
- j. To inspect or examine books of accounts and other documents, registers or records of the Association subject to any rules, conditions or limitation that may be laid down in this behalf under the relevant law or by the Committee or by a resolution of the Association in a General Meeting.
- k. To be entitled to such other privileges as may be specified by the Executive Committee from time to time.

#### **DUTIES AND OBLIGATIONS OF MEMBERSHIPS**

- 13). Every Member shall have the following duties and obligations:-
- a) To make every effort to carry out the aims and objectives of the Association as set forth in the Memorandum of Association.
  - b) To carry out and abide by the rules and regulations of the Association as laid down in these Articles or in the bye-laws framed there-under from time to time.
  - c) Submit as far as possible all complaints, appeals, etc., in writing to the Secretary General.
  - d) To bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the interest of the Association or its Members in whatever manner.
  - e) To pay the Membership fee of the Association regularly.
  - f) To accept and abide by the decision of the Executive Committee provided the decisions are not inconsistent with the provisions of the Memorandum or the Articles of the Association or the Trade Ordinance, or any rules, regulations, instructions or directions issued there under.
  - g) To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objects of the Association.





- h) To take part in the deliberations of the meetings of the Association which he is entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time.
- i) To assist and cooperate with the Executive Committee in the field of trade, commerce and industry with specific reference to the trade or industry the Association is concerned.
- j) The proceedings of the Association will be treated by members as strictly confidential and will not be discussed in public. Only the Chairman (or his duly authorized nominee) will be entitled to make a public statement on behalf of the Association. If any member has failed to observe the rule requiring proceeding of the Association to be treated as confidential, the Association may in writing call upon such member to resign from the Association.

#### APPOINTMENT OF ELECTION COMMISSION

- 14). Simultaneously with the approval of election schedule as provided in Rule 16, the Executive Committee of the Association shall appoint an Election Commission, subject to the following conditions namely:
- a) The Commission comprise of 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 Commission shall act independently and impartially; and non-partisan; and
  - f) The members of the Commission shall not canvass for any of the candidate or panels contesting the election, they are conducting.

#### FUNCTIONS OF ELECTION COMMISSION

- 15). 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 as provided in Sub-Rule (3) of Rule 20;
  - c) Examination of and decision on the objections received on the voters' list as provided in sub-rule (6) of rule 20; and





- d) Supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, transparent and fair manner in accordance with the provisions of the memorandum and articles of association and instructions of the Federal Government or the Director-General in this regard; and
- e) Counting of voters and announcement of results.

#### **ELECTION PROCEDURE:**

16).

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

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 Association shall display within seven days of the announcement of election schedule the provisional list of all members eligible to vote along with their National Tax Number, Sales Tax Registration Number, if applicable the name and National Identity Card Number of their representative. The list shall be displayed at:
  - a. The Notice Board of the Head Office and Regional Offices of the Association; and
  - b. The website of the Association.
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 will intimate action on the objections or changes sent by members within five days from the last day under preceding clause.
6. 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.





7. Within three days of the decision by the Commission or in case the Commission fails to decide within the stipulated time provided in Sub-Rule (6), any person aggrieved by the decision of the Commission may appeal to the Director-General who shall decide the case within 10 days and his decision in this regard shall be final.
8. Within two days of the decision of the Director General the final voters' list shall be:
  - a. Displayed at the notice board of the Head Office and Regional Offices of the Association;
  - b. Displayed to the website of the Association; and
  - c. Submitted to the Director General;

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

9. 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 commission and list of candidates shall be displayed within twenty four hours of the last date of receipt of nomination papers.
12. The objection, if any, to the nomination of the candidates can be filed with 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 the decision of the commission or in case the commission fails to decide within the stipulated time provided in sub-rule (12), any candidate aggrieved by the decision of the commission may file an appeal to the Director General, who shall decide within 7 days and his decision in this regard shall be final.
14. Within two days of the decision of the Director General the commission shall issue the final list of candidates.

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

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





16. Within 2-days of the polling as provided in sub-rule (15), any person elected as member of Executive Committee, shall send 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.
17. 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.
18. Within 2-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 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 30<sup>th</sup> of September of the year.
20. The announcement of election results in the annual general meeting in pursuance of the preceding sub-rule shall be the material date for the purposes of paragraph (iii) of clause (f) sub-section (2) of section (14) of the Trade Ordinance.
21. The final election results announced in the annual general meeting shall be:
  - a. Displayed at the notice board of the head office and regional offices of the Association within two days;
  - b. Displayed at the website of the Association within two days;
  - c. Submitted to the Director General within 7 days;

## 17). CONDUCT OF ELECTIONS

1. The ballot papers shall have duly numbered counterfoils and the voters shall sign or affix thumb impression thereon in the presence of the polling agents of the candidates and the returning officer before the issuance of ballot papers to him / her.
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 trade organization, passport and or the driving license. The polling officer shall enter the number of identification document on the counterfoil.
3. After comparing the signatures and photographs with the specimen signatures cards the polling officer shall handover the ballot paper to the voter.
4. 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.
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 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 envelop 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 voters 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 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 results 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 results thereof shall be made.
14. 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.
15. The record of elections shall be opened for inspection upon an application made in this behalf by the candidates within seven days of the date of the polling and with the approval of the Director General.

The elections will be conducted strictly according to the rules as contains in Trade Organization Rules, 2007.

If any provision of Memorandum and Article of Association is in conflict with the provisions made in Trade Organization Ordinance 2007 and Rules made there under, the later shall prevail.

## REGISTER OF MEMBERS

- 18).
  - a. A register of members in the form specified in Annex-I of Schedule-A of the Trade Rules, shall be maintained at the Registered Office of the Association in which shall be set forth the names, addresses and other particulars of all the members for the time being, and in which shall be recorded all changes in membership.





- b. Every member shall have the right to have the name of his / its 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 members and their representative has been circulated for the purpose of the elections of the Association until after the holding of the election.

#### RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

9).

- a). Any member may resign from the Association by giving 30 days notice in writing to the Executive Committee and upon expiration of the 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 for all dues of the Association upto 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 refund of membership fee paid by him to the Association.
- c). A member shall be liable to be fined upto an amount equal to that of the Membership Fee or to be expelled from the membership of the Association, or the rights and privileges of member shall be liable to be withdrawn, for any of the following reasons by a resolution of the Executive Committee passed in a meeting specially convened for the purpose by two third majority of the members present in person.
- 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 Articles of the Association or by the Trade Ordinance, or any, rules, regulations, instructions or directions issued there under.
  - ii). Indulging in unethical practices,
  - iii). Intentional violation of the rules, regulations, or bye-laws 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 in person.

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

Provided further that when such an appeal is made by the member, the Executive Committee shall arrange to convene a meeting of the General Body within 30 days from the date of receipt of the appeal for the decision of the General Body.

Provided further that the aggrieved person shall have the right to appeal to the Director General, whose decision shall be final and binding.





## CESSATION OF MEMBERSHIP

- 20). 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 clause (a) of Article 20 above, or
  - ii). If he is expelled from membership as per clause © of Article 20 above or
  - iii). If he fails to pay annual subscription or any other dues by a date determined by the Executive Committee, despite notice for 'payment in this behalf', provided that the Executive Committee if it deems fit and proper shall have power to extend time for payment.
  - iv). If any change is made in the constitution of a firm or corporate name of a company of corporation which substantially alters the composition of that firm, company or corporation or
  - v). In case of an individual, if he is undischarged insolvent, or if he is adjudged by a competent court to be of unsound mind, or if he is convicted of an offence involving moral turpitude, or
  - vi). In the case of a firm, when it is dissolved, or adjudged insolvent or the partners thereof are convicted of an offence involving moral turpitude,
  - vii). In the case of company or corporation, when it is wound up, or
  - viii). If he closes or transfers his business to a place outside Pakistan, or
  - ix). If he is expelled from membership of the Association under the Trade Ordinance, or any other laws and Ordinance issued from time to time governing the activities of Trade Organization, or
  - x). if he ceases to hold requisite permission or license for carrying out the business of the Sector relevant to the Association.

## RESTORATION OF MEMBERSHIP

- 21). A member whose name has been removed from the register due to non payment of subscription shall be eligible for re-enrolment on payment of an admission fee afresh and all arrears outstanding against him.
- 22). Any vacancy caused by disqualification under the provisions of these Articles in Executive Committee or Circle Committee shall be filled for the remaining part of the term by the Committee in such manner as it decides.

## ADMINISTRATION

- 23). The Administration and management of the affairs of the Association shall be vested in:





- i). Office Bearers including Executive Committee.
- ii). The Circle Committee, if any.

#### COMPOSITION OF EXECUTIVE COMMITTEE

- 24). The Association shall comprise of a Chairman, Vice Chairman (men) an Executive Committee and the General Body.

The Association may through resolution of General Body, determine the number of Vice Chairman from time to time. The General Body shall serve as the Electoral College for election of the members of the Executive Committee except office bearers, and the seats reserved for women for which the Electoral College shall be the Executive Committee.

- 25). The Executive Committee shall comprise of at-least six and maximum Thirty Members, as determined by the General Body from time to time.

- a. At least fifty percent of the members of Executive Committee shall be from the corporate class.
- b. The Electoral College for each class of members of executive committee shall be the member of General Body from the respective class.
- c. In addition to the seats provided for in the Article 26, the immediate past Chairman of the Association shall be an ex-officio member of the Executive Committee without voting right.

- 26). If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with the members from other category.

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

- 27). The General Body comprises at least fifty percent members from Associate Class, there shall be rotation of office the Chairman between the Associate and Corporate Members.

- 28). Where there is rotation of office of the Chairman under Article 28, the Chairman and Vice Chairman shall not be from the same class of members.

Provided that where there are more than one Vice Chairmen at least one shall be from the class of members other than that of the Chairman.

- 29). The office bearer of a trade organization shall be elected by the executive committee from amongst its members.

- 30). The tenure of all elected office bearers shall be one year.

- 31). The tenure of members of Executive Committee shall be two years subject to the following.

- a. Fifty percent members of Executive Committee shall retire every year,





b. After the first election of Executive Committee under the Ordinance a draw shall be made to determine the fifty percent members who shall retire after expiry of first year.

- 32). The tenure of Office Bearers of Association shall be one year.
- 33). On completion of the term the office bearer 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.

Provided that this Article shall not apply to the office bearers and members of the Executive Committee elected under the repealed Ordinance.

- 34). The Chairman and Vice Chairman, in addition to the functions and responsibilities assigned to them in the Memorandum and Articles of Association, shall be ex-officio members of the Executive Committee of the Association.
- 35). The tenure of all elected office bearers shall be for one year. The election for the members of the Executive Committee shall be for 2 years. However 50% Executive Committee Members will retire every year.
- 36). No member of Executive Committee of the Association shall hold office for more than two consecutive terms.
- 37). On completion of the term the Chairman and Vice Chairman shall not be eligible to contest election or co-option in any representative capacity in the Association for the next one year.

#### SUB-COMMITTEE

- 38). The Executive Committee shall be competent to appoint such sub-committee with such powers and duties as may be defined by the Executive Committee from time to time as deemed appropriate and nominate its convener.

#### CHAIRMAN OF THE MEETINGS

- 39). In the case of the Executive Committee, the Chairman or in his absence the Vice Chairman or in the absence of both of them any member of the Executive Committee elected for the time being by a majority of votes shall preside at meetings of the Executive Committee.

#### VACANCIES

- 40). Any casual vacancy caused in the Vice Chairman any member of the Committee during the interval between two General Meetings shall be filled in by Executive Committee in such manner as it may decide.





## POINTMENT OF AUDITORS

- 1). At each Annual General Meetings, the General Body shall appoint an Auditor or Auditors according to the provisions of the Companies Ordinance. The Auditor or the Auditors so appointed shall audit the accounts of the Association, which will be placed before the General Body, in the Annual General Meeting held immediately thereafter.

## POWERS AND DUTIES OF THE CHAIRMAN

- 42). The chairman shall perform such duties and have such powers as vested in the Chief Executive in terms of the Companies Ordinance without prejudice to the generality; the chairman shall discharge the following duties, namely:
  - i) To preside at the meetings of the Executive Committee and / or meetings of the General Body.
  - ii) To control and maintain decorum and discipline at the meetings.
  - iii) To look after and supervise the working and activities of the Association.
  - iv). To use his casting vote in case of equality of votes.
  - v). To give precedence to any item of the Agenda and to give rulings to points that may be raised in meetings.
  - vi). To direct the Secretary General to call the meeting of the Executive Committee and the General Body, as the case may be.
  - vii). To adjourn or disperse unruly and undisciplined meetings.
  - viii). To lead the delegations and the deputations.
- 43). In the absence of the Chairman, the Vice Chairman shall exercise all the powers of the Chairman and discharge the duties in relation to the Association and the Executive Committee.

## POWERS AND DUTIES OF SECRETARY GENERAL

- 44). The Secretary General shall be incharge of the secretariat of the Association and responsible for day to day operations of the Association and in his capacity as such shall be of the custodian of all record of the Association. Without prejudice to the generality, the Secretary General will perform the following duties:
  - a) To issue notices and agenda for the meetings of the Executive Committee or General Meetings as the case may be.
  - b) To carry out the decision of the General Body, Executive Committee as the case may be.
  - c) To keep the office record properly and carry on correspondence on behalf of the Association.





- d) To record or cause to be recorded the minutes of the meetings of the General Body, Executive Committee as the case may be, and ensure their timely circulation to all concerned.
- e) To prepare annual reports and accounts of the Association.
- f) To sign all documents, bills and letters either singly or jointly with any other office bearer as may be decided by the Executive Committee.
- g) To incur urgent and necessary expenses to the extent as determine by the Executive Committee.
- h) To place and present the Report of any Sub-Committee before the Executive Committee.
- i) To keep contact with, and co-ordinate among the Circle offices and the Head office of the Association.
- j) To sign cheques jointly with Chairman, Vice Chairman, or any member of the Executive Committee duly authorized in this behalf.
- k) The Secretary General will also act as the Returning Officer in the Elections of the Association.

AND GENERALLY exercise such powers and duties as may be incidental to the office of the Secretary General.

#### **POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

- 45). Ordinarily the Executive Committee shall have the following powers and duties:
- i). To carry out all the rules, aims and objects of the Association.
  - ii). To look after and manage all the property; movable and immovable held by the Association.
  - iii). To acquire, obtain, utilize and enjoy privileges, concessions, benefits and rights extended to registered / recognized Associations.
  - iv). To approve and to keep regular record of the activities of the Association.
  - v). To appoint, suspend or dismiss any paid employee of the Association and to determine the terms and conditions of Employment of the employees.
  - vi). To cooperate with other person or persons or Associations in the interest of the Association.
  - vii). To settle differences of opinion between members and to hear appeals whenever such appeals come to the Executive Committee under these Articles.
  - viii). To recommend to the General Body to close enrollment or to change conditions for new enrollment.





- ix). To convene meetings of the General Body and to place proposals relating to the common problems of the Association.
- x). To issue instructions and directions, to members of the Association.
- xi). To interpret these Articles.
- xii). To fill any vacancy occurring among its members provided that a vacancy in the office of the Chairman shall be filled by the General Body in its General Meetings.
- xiii). To incur all expenses necessary for the carrying out of its functions.

AND GENERALLY to decide all questions of policy affecting the Association.

#### POWERS AND DUTIES OF THE CIRCLE COMMITTEE

- 46). Ordinarily, the Circle Committee shall have the following powers and duties:
- i). To carry out all the rules, aims and objects of the Association.
  - ii). To carry out directions or instructions of the Executive Committee regarding the affairs of the Association.
  - iii). To appoint, suspend or dismiss any paid employee of the circle office concerned.
  - iv). To frame rules and bye-laws for the conduct of its own affairs or of the business of any Sub-Committee.

AND GENERALLY to do all acts, deeds and things incidental to the nature and field of activity under its competence.

- 47). The Executive Committee at the Head Office and the Respective Circle Committee at the circle offices shall keep or cause to be kept proper books of accounts in which shall be entered full, true and complete account of the affairs and transactions of the Association whether at the head office or the circle offices, specially the following:
- a). Minutes Book for meeting of the General Body.
  - b). Minutes Book for Meetings of the Executive Committee.
  - c). Register of Members.
  - d). A register of members of the Executive Committee and Circle Committee showing the names and addresses and all changes made therein from time to time.





- 48). Every member shall be entitled to inspect the account books and other documents which shall be kept at the Head Office and the circle offices concerned to such an extent as the Executive Committee at the head office and circle committee at the circle offices concerned may from time to time determine. The Committee or the Chairman or Vice Chairman shall have power to refuse inspection of any documents which at the time may be confidential and whose disclosure in its or his opinion is likely to prejudice the interests of the Association. Reasons for such refusal may be given in writing and the aggrieved party may appeal to the Executive Committee whose decision in the matter shall be final.

#### ANNUAL GENERAL MEETING

- 49). An Annual General Meeting shall be held every year at such place and time as the Executive Committee may consider convenient at which a Report of the proceedings of the previous year and the audited yearly accounts shall be sent to the members in advance. The first General Meeting shall be held not less than one month, or more than three months after the incorporation of the Association.
- 50). Accounting year of the Association will be closed on the 30<sup>th</sup> June each year and its financial statements duly audited by a chartered accountant alongwith a list of members as on the 30<sup>th</sup> June shall be furnished by the Association to the Regulatory Authorities, on or before the 30<sup>th</sup> day of September every year.

#### EXTRA ORDINARY GENERAL MEETING

- 51). The Executive Committee whenever it may deem fit may convene a Extra Ordinary Meeting either for the purpose of transacting any Special business or for placing before the members review of the activities in the preceding months.
- 52). A Extra Ordinary Meeting shall be convened by the Executive Committee upon the requisition of not less than one-third of the members of the Association. The requisition so made shall state the object of the Extra Ordinary Meeting proposed to be called and shall be presented to the Secretary General of the Association.
- 53). Upon receipt of the requisition under the preceding Article, the Executive Committee shall forthwith precede to convene an Extra Ordinary Meeting.
- 54). Notwithstanding provisions of the preceding articles and subject to the provisions of the Ordinance as to the power to alter regulations by Special Resolution, at least twenty-one days notice, specifying the place, the day and the hour of the meeting and of the nature of the special business shall be given for any Special Meeting convened to revise, alter or amend the regulations of the Association.
- 55). The non-receipt of a notice convening any General Meeting by member shall not invalidate the proceedings of any such meeting.

#### QUORUM

- 56). a). In the case of the Executive Committee 5, or 1/3<sup>rd</sup> members and in the case of the Circle Committee 3, or 1/3<sup>rd</sup> members shall form quorum, which is higher in number.
- b). One fourth members present personally and entitled or vote at the General Body meetings shall constitute a quorum.





- 57). If within half an hour of the time appointed for a General Meeting, a quorum of members is not present, the meeting if not convened on the requisition of members, shall stand adjourned to the same day in the following week at the same time and place provided that if it falls on public holiday, the meeting shall take place at the same time and place a week after and if at such adjourned meeting, the quorum of members is not present, the business on the agenda will be transacted by the members present whatever be their number. The meeting convened or requisition of members shall stand dissolved for want of quorum.
- 58). Every question referred to a General Meeting shall be decided by the majority of members present and voting at such meeting.

#### AMENDMENTS IN THE ARTICLES AND MEMORANDUM

- 59). Amendments in these Articles or Memorandum can be effected only by a Resolution passed by the Extra-Ordinary General Meeting of the Association convened specially for this purpose, in accordance with these Articles. A proposal for amendments in the Articles shall be passed by  $\frac{3}{4}$  majority of the Members present and voting at such a meeting, provided that all amendments shall be subject to the approval of government.

#### FUNDS

- 60). The funds of the Association shall be deposited in a scheduled Bank or Banks.

#### SEALS

- 61). The Executive Committee shall as soon as practicable provide for a common seal of the Association. The seal shall be deposited with the Secretary General at the Head Office and shall never be affixed to any document except in pursuance of a resolution of the Executive Committee. Deeds, bonds and other documents to be made under the Seal shall be deemed to have been duly executed on behalf of the Association, if sealed with the common seal of the Association, and signed by the Chairman or Vice Chairman and countersigned by the Secretary General or by the person acting as Secretary General.

#### GENERAL

- 62). The members who have subscribed to the Memorandum and Articles of Association shall constitute the Adhoc Committee of the Association and shall exercise all the powers of the Executive Committee until such time as office bearers of the Committee are elected in terms of the Articles after the registration of the Association.

#### INCONSISTENCY

- 63). Notwithstanding anything contained in these Articles, the provision of Trade Ordinance and Rules will prevail to resolve any inconsistency.





**WE THE SEVERAL PERSONS WHOSE NAMES AND ADDRESSES ARE SUBSCRIBED ARE DESIROUS  
OF BEING FORMED INTO AN ASSOCIATION IN PURSUANCE OF THESE MEMORANDUM OF  
ASSOCIATION.**

S.NO.	NAME OF SUBSCRIBERS	ADDRESS	SIGNATURE
1.	Mr. Shoukat Sarwar	Venus Corporation, Near Light House, Karachi-Business	Sd/-
2.	Mr. M. Usman Peracha	Peracha Enterprises, 4th Floor, Salfy Chambers, Near Denso Hall, M. A. Jinnah Road, Karachi-Business	Sd/-
3.	Mr. M.W. Ansari	Banaras Silk Industries Saddar, Karachi-Business	Sd/-
4.	Mr. Malik Abdul Waheed	Kashmir Garment, Mustafa Mension, Juma Gali, Saddar, Karachi-Business	Sd/-
5.	Mr. Sh. Jehangir Anwar	Kaiser Arts & Crafts, 26-E, Block-6, P.E.C.H.S, Karachi-Business	Sd/-
6.	Mr. Syed Hameed Ahmed	Windsor & Company Ltd., 34-E, Block-6, P.E.C.H.S, Karachi-Business	Sd/-
7.	Mr. M. M. Aleem Ghour	A.H.K. Enterprises, Karachi-Business	Sd/-
8.	Mr. Shoukat Afzal	Afzal Store Ltd., Afzal Plaza, Shrah-e-Faisal, Karachi-Business	Sd/-
9.	Mr. Munawar	Munawar Associates Ltd., 38/C, Block-6, P.E.C.H.S., Karachi-Business	Sd/-
10.	Mr. Nadeem Rahat	Pioneer Arts & Crafts, B-151, Block-2, P.E.C.H.S., Karachi-Business	Sd/-
11.	Mr. Roshan Ali	Modes Limited, 9th Floor, Adamji House, I. I. Chundrigar Road, Karachi-Business	Sd/-
12.	Muzhar Hussain	Hafiz Enterprises Ltd., (Regd.) Faisalabad, C/o. Zahid Fabric-Business	Sd/-

Karachi, this SIXTEEN day of AUGUST 1982

Witness to above Signature:

Name :

Occupation :

S/o. :

Nationality :

Add :

Signature : \_\_\_\_\_

SNO. 35167 dt. 10/3/11

**Certified to be True Copy**  
*A. H. Usman*  
Assistant Registrar of Companies





## WINDING UP

- 64). The provisions of the Companies Ordinance, 1984 as amended from time to time, regarding the winding up of a private company shall apply to the winding up or dissolution of the Association.

## INDEMNITY

- 65). The Chairman, Vice Chairman, Secretary General, members of the Executive Committee and all officers of the Association from time to time acting in relation to any of the affairs of the Association shall be indemnified out of the funds and assets of the Association against all liabilities which they or any or them may incur by reason of any act done or action taken in their aforesaid capacity in the execution of their duty including defending all legal proceedings before any Court of Law.

