

**MEMORANDUM
AND ARTICALS OF ASSOCIATION
OF
ALL PAKISTAN DRY FRUIT IMPORTERS
AND EXPOTERS ASSOCIATION**



MEMORANDUM OF ASSOCIATION
OF
ALL PAKISTAN DRY FRUIT IMPORTERS AND EXPORTERS
ASSOCIATION

1). **NAME:**

Clause-1

The name of the organization shall be "ALL PAKISTAN DRY FRUIT IMPORTERS AND EXPORTERS ASSOCIATION".

2) **The office:** Office No.2 National Plaza Choharmal Road Corner, Jinnah Road Quetta (Baluchistan)

Clause-2

- i. The registered office of this Association will be located at Quetta. Any change in address will be communicated and published if so desired in future accordingly.
- ii. **AREA OF OPERATION:** The Association shall operate in Whole Pakistan.

3). **OBJECTS:**

Clause -3

- i. To promote, develop, protect, stimulate and protect the rights and economic interests of dry Fruit importers and exporters & to provide means for corporation and for technical assistance to the persons or firms dealing or interested in the import and export.
- ii. To protect and promote the interest of industry generally and the member of this association engaged in the dry Fruit Import & Export.
- iii. To safe guard and protect the interests of the members of association by promoting co-operation.
- iv. To take effective steps for promoting, supporting and propagating all moves, actions or measures taken by the federal or provincial governments and semi government bodies, conferences and organizations in the interest of industry and in collective opposing all such moves, actions or measures purporting to be against the interests of industry.
- v. To communicate and make representation direct to government or semi government Departments or public bodies or through Chamber of Commerce or Association of Trade and/or Industry to achieve the aforesaid ends;



- vi. To offer to and help, associate and co-operate with any governmental or private institution and finalizing specification standards for industry;
- vii. To collect and circulate information and statistical data essential for the maintenance and progress of the industry.
- viii. To collect or nominate representative, delegates or advisors to and public or private body or conference whether national or international.
- ix. To adjust controversies or disputes between the members of the association or between members and other if desired.
- x. To print publish, issue and circulate journals, bulletins books, circulars and any other literary matter and to promote any advertising campaign as may be conducive to the attainment of the objectives of the association.
- xi. To accrue, purchase or to take on lease or otherwise land, buildings and all other properties moveable or immoveable which the association may think proper or necessary for its purpose and to construct any premises or building on land thus acquired or alter or add as deemed necessary, and sell, improve, dispose of or turn to account or deal with all or any part of the property thus acquired in conformity with law.
- xii. To borrow or raise moneys from schedule bank on such terms and in such manner as may be determined by the association to accept bequests, gifts, donations or subscriptions towards to accumulate and provide a fund or endowment and to invest the same or part thereof as deemed proper and apply the income arising there from or resort to capital thereof for any objects of association.
- xiii. To establish, undertake, administer, support or aid in the establishment of any charitable or benevolent fund calculated to benefit employees or ex employees of the company or the dependents of such persons and to grant pensions, allowance etc.
- xiv. To affiliate, admit to membership, aid or receive aid from any other Association, Company, Corporation, firm or person, promoting or intending or intended to promote any of the objects of the association and to subscribe to or aid such Association, corporation, Firm or person with a view to obtaining and advantage or benefit for the purposes of the association and the subscribe to any fund as may be considered deserving from time to time, also to subscribe to, become a member of to become affiliated with Co-operate with any other Company or association or Chamber of Commerce whose objects are totally or partially similar to those of the Company for deriving the benefit of advantage from such other company, association, Chamber of Commerce etc. through representation or otherwise and to procure from them or communicate such information and statistical data as are likely to further the object of association.
- xv. To examine the cases of individual hardships of members and represent their case to government, semi government or public bodies directly or through other Companies, Association or Chamber of commerce to which this association may be affiliated.

xvi. To do and research centers and to collect and circulate statistic and other information relevant to the industry; all such other lawful things are incidental or conducive to the attainment of any of the above objects, provided that the association shall not support with its funds or endeavor to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the association would make it a Trade Union.

Clause -4

The income and property of the APDIEA, whenever derived, shall be applied, solely towards the promotion of the APDIEA as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly in the shape of dividend or bonus or otherwise, by way of profit to the persons who at any time are or have been members of the APDIEA or to any of them or to any person claiming through any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the APDIEA or to any member thereof or other person in return for any services actually rendered to the APDIEA or payment of the interest on money borrowed from any member of the APDIEA or payment of allowance or concession to members by way of rebate, or return of subscriptions or gratuitous distribution amongst, of sale at discount to members of the APDIEA of any books or publications not required for the furtherance of any of its objects, in accordance with the Articles and By-laws of the APDIEA for the time being in force.

Clause-5

Clause 4 of this Memorandum is the condition on which a license is granted by Government to the APDIEA in pursuance of Section 42 of Companies Ordinance, 1984.

6) LIABILITY OF MEMBERS

Clause-6

Every Member Body, in the event of the APDIEA being wound up, shall contribute to the assets of the APDIEA, a sum not exceeding Rs.500/- for payment of debts and liabilities of the APDIEA, costs, charges and expenses of winding up and for the adjustment of claims of the contributors amongst themselves. Provided that no payment may be made by the Member Bodies if the APDIEA is wound up after a period of twelve months from the date such Member Body ceases to be member the APDIEA.

Clause -7

If, upon winding up or dissolution of the APDIEA there remains, after the satisfaction of all its debts and liabilities any property or assets, the same shall not be paid to or distributed amongst the members of the APDIEA but shall be given to or transferred to some other institution or institutions having objects similar to the objects of the APDIEA to be decided by the members of the Executive Committee of the APDIEA present at the last General Meeting held before the time of the dissolution. Provided that if for any reason effect cannot be given to the aforesaid provision the assets or properties shall be transferred to any institution or institutions having charitable objects, to be decided by the aforesaid Executive Committee.

7-) JURISDICTION

Clause -8

The territories to which the objects of the APDII/A shall extend shall be the Whole Pakistan.

8-) RIGHT OF AMENDMENT

Clause-9

Except the powers available under Trade Organizations ACT 2013 or Articles of Association, amendments to the Memorandum and Articles of Association shall be subject to the approval of the Government and shall also be made when required by the Government in public interest.



We, the several persons whose names and address are subscribed are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Sr.No.	Name of Subscribers	CNIC	Address	Signature
1	Sahib Jan	54400-0409678-7	11.No 10-94012-18 Killi Deba Chashma Khudo, Road Quetta	
2	Abdul Qadir	54400-0408973-1	11.No 10-94012-18 Killi Deba Chashma Khudo, Road Quetta	
3	Mir Munawar Iqbal	54400-3250615-3	Arbab Ghulam Ali road, Killi Deba, Almeer House, Quetta	
4	Abdul Sattar	54400-0556251-1	11.No. 9-3, 10 Stewart Road, Ahmed Jan Colony, Quetta	
5	Muhammad Asghar	54400-0468305-7	11.No10-9/3781, Arbab Ghulam Ali Road, Quetta	
6	Fojan	54400-0405225-7	11.No 10-94012-18 Killi Deba Chashma Khudo, Road Quetta	
7	Abdul Hassan	54400-9448345-7	330- G Railway Colony, Joint road Quetta	
8	Fida Muhammad	54400-0409021-7	Killi Deba, Chashma Khaddo Road, Quetta	
9	Abdul Manaf	54400-4672193-9	11.No 10-94012-18 Killi Deba Chashma Khudo, Road Quetta	
10	Khalid Aziz		Rustamji Lane, Jinah Road, Quetta	

Dated the 23rd day of September 2015

Witness to above signatures

Signature	
Full Name (in Block Letter)	KHALID AZIZ
Father's/ Husband's name	MOHAMMAD AZIZ
Nationality	Pakistani
Occupation	Businessman
CNIC NO.	
Full Address	Rustamji Lane, Jinah Road, Quetta

Certified to be true Copy
Deputy Registrar of Companies Quetta



**ARTICLES OF ASSOCIATION
OF
ALL PAKISTAN DRY FRUIT IMPORTERS AND EXPOTERS
ASSOCIATION**

DEFINITIONS

Article

1. In these Articles unless there is any thing repugnant in the context:
- a). The "Association" shall mean "ALL PAKISTAN DRY FRUIT IMPORTERS AND exporter ASSOCIATION" commonly known as APDIEA.
 - b). "Office Bearers" Shall mean and includes duly elected Chairman, Senior Vice Chairman and Vice Chairmen of the Association.
 - c). "Registered Office" Shall mean office of the Association setup in the city Quetta (Distt. Head Quarter).
 - d). "Executive Committee" shall mean and include a body of the persons elected by the members of the general body of the Association from amongst its members in the manner described hereinafter.
 - e). "Federal Government" Shall mean the Government of Pakistan.
 - f). "Financial Year" shall mean a year commencing from 1st of July and ending on 30th June.
 - g). "Year" means a year reckoned from 1st October to 30th September.
 - h). "The Article" means the Articles of Association of the Association.
 - m). "Act" means the Trade Organizations Act, 2013 (11 of 2013).
 - n). "The Ordinance" means the Companies Ordinance, 1984 for the time being in force.
 - o). "Rules" means the Trade Organizations Rules, 2013, made-under the provision of the Act.
 - q). "The Bye-laws" means the Bye-Laws of the Association for the time being in force.
 - r). "Special Resolution" shall mean a Special Resolution passed by a majority of not less than three-fourth of the members in pursuance of clause 36 of sub section 1 of section 2 of the Ordinance.
 - s). "Seal" means the common seal for the time being of the Association.
 - t). "Secretary General" means an individual professional full time employee 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 for the time being.

- u). **"Register"** means the Register of Members of the Association kept in pursuance of section 147 of the Ordinance.
- v). **"General Meeting"** means General Meeting of the Association.
- w). **"Member"** means Member of the Association for the time being.
- x). **"Associate member"** means a member of the Association which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above;
- y). **"Corporate member"** means a member of the Association which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above;
- z). **"plan of activities"** means a list of proposed activities, expected financial expenditures and outcome and intended goals for the trade organization as provided in rule 25;
- aa). **"Regulator"** means the Regulator of the Trade Organisations appointed by the Federal Government and includes an officer empowered by the Federal Government to perform the functions of the Regulator under this Act.

Notwithstanding any thing contained in clause 1 all the words and terms used have the same meaning assigned to them under The TOA & TOR, 2013. In case of a conflict the definition assigned under The TOA, 2013 and rules made there under shall prevail.

Words indicating the singular number shall include plural number and vice versa. The terms used herein but not define shall have the same meanings as contained in the TOA, 2013, Rules framed hereunder and the Companies Ordinance, 1984

ELIGIBILITY FOR MEMBERSHIP

- 2. A sole proprietorship firm or any other company or a business concern shall be eligible for membership of the Association, provided it fulfills the criteria as provided in Rule 11 (a to c) of TOR 2013.
- 3.
 - a). 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.
 - b). 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.
 - c). 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 Regulator, whose decision in this regard shall be final and binding.

DURATION OF MEMBERSHIP

4. The Membership of the Association shall be 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.

RENEWAL OF MEMBERSHIP

5. 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 31st of March; and
 - b). Proof of filing returns of Income Tax and Sales Tax if applicable, for the preceding year.

ADMISSION FEE

6. 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

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

PRIVILEGES OF MEMBERSHIP

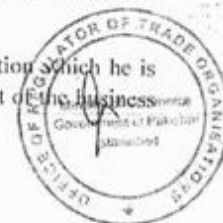
8. 1). Every member of the Association shall be entitled:
- a). To take part in the elections and cast vote to elect office bearers of the Association as per rules and regulations in force.
 - b). To take advantage of the information and record available with the Association under such limitation as 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.
- 2). In order to avoid conflict of interests and positions, a proposed member will furnish an undertaking to the effect that the applicant is neither a member of any other trade organization nor intends to do so.

DUTIES AND OBLIGATIONS OF MEMBERS

- 9. 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 Association or the Trade Ordinance, or any rules, regulations, instructions or directions issued thereunder.
 - 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 proceedings of the Association to be treated as confidential the Association may in writing call upon such member to resign from the Association.

ELECTIONS

- 10. The election of the Association shall be conducted according to the procedure laid down in the Articles of Association and according to a schedule approved by the Executive Committee between the first day of July and 30th day of September each year subject to the following wherever applicable:
 - a). The election of the Members of the Executive Committee including Chairman, Vice Chairman shall be held by secret ballot. The members of Executive Committee so elected shall proceed to elect from themselves Chairman, Senior Vice-Chairman and Vice-Chairman and their final result shall be officially announced at the General Meeting of the Association called for this purpose within fifteen days of the date of polling but before or on 30th September.
 - b). On completion of their term the retiring members of the Executive Committee shall not be eligible to stand for election for the Executive Committee in any representative capacity for the next one year.
 - c). No voting by proxy or postal ballot shall be allowed.
 - d). No member shall be entitled to vote at any meeting of Association unless all moneys due on account of Membership fee or otherwise have been paid to the Association by the due date.
 - e). Voting rights shall accrue only after two year's standing as member, except, for the first elections after the incorporation.
 - f). No member who has resigned or ceased to be a member or has been expelled from the Association shall be entitled to attend or vote at any meeting of the Association.
 - g). The Chairman or whosoever be presiding over a meeting shall, in the case of equality of votes, have a second or casting vote except in the matter of any election of the Association.



ELIGIBILITY TO VOTE

11. A member shall be eligible to vote in election of the Association after completion of two year of membership in the Association provided such a member fulfills the conditions stipulated for the renewal of membership and the change of class of membership, if any, has been notified by the Secretary General with the approval of Executive Committee of the Association as the case may be, at least three months prior to announcement of election schedule.
12. Every member eligible to vote shall deposit with the Secretary General of the Association the specimen signature card along with his / her photograph indicating his / her status in the 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 a Multi-National company, as the case may be.
13. The Proprietor, partner or director of the member firm or company concerned or a person not below the rank of General Manager authorized by the Board Directors of public limited company or a multinational company shall be entitled to cast his / her vote at the time of election only if his or her name has already been registered with the Secretary General of the Association and his name appears on the list of voters. However, in the case of Associated Bodies, Associations or persons a society or a trust etc., the member may be represented by an authorized person who is member of its Governing Body.

LIST OF VOTERS

14. The Secretary General of the Association shall within seven days of the issuance of the election schedule display a list of all members eligible to vote alongwith their National Tax Number, Sales Tax Registration Number, if applicable and the name and National Identity Card Number of their representative. Provided that every member of the Association will be entitled to obtain a copy of such list upon payment of the prescribed fee. The voters list shall be displayed at:
 - a). The Notice Board of the Association; and
 - b). The website of the Association.
15. The change, if any, regarding name of representative appearing in the list of voters shall be sent to the Secretary General of the Association along with necessary proof of eligibility within three days of the announcement of election schedule.
16. The members who have any objection to the entries / changes in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the said list.
17. The Secretary General will intimate action on the objections or changes sent by members within five days from the last day under preceding clause.



18. In case of any dispute pertaining to the eligibility of a member, the matter may be referred to the Election Commission of the Association by any person aggrieved by the decision of the Secretary General of the Association within three days which will decide that case within three days.
19. Within three days of the decision by the Election Commissioner, any person aggrieved by the decision of the Election Commission may appeal to the Regulator who shall decide the case within ten days whose decision in this regard shall be final.
20. Within two days of the decision of the Regulator the final voters' list shall be:
 - a) displayed at the notice board of the head office and regional offices of the trade organization;
 - b) displayed at the website of the trade organization; and
 - c) submitted to the Regulator;

NOMINATION PAPERS

21. Within four days of the issuance 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, seconded, and signed by the candidate to the Secretary General on the prescribed form in accordance with the Articles of Association or rules of the Association.

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

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.

The objections, if any, to the nomination of the candidates can be filed to the election commission within twenty-four hours of issuance of the list of candidates, which shall be decided by the election commission within two days.

Within two days of decision of the commission or in case the commission fails to decide within the stipulated time, any candidate aggrieved by the decision of the commission may file an appeal to the Regulator, who shall decide within 7 days and his decision in this regard shall be final.

Within two days of the decision of the Regulator the commission shall issue the final list of candidates.

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

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



Within 2 days of the polling, any person elected as member of Executive Committee, shall send his nomination for election as an office bearer duly proposed and seconded by an elected Executive Committee member and signed by the candidate to the election commission.

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.

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

APPOINTMENT OF ELECTION COMMISSION

22. The Executive Committee of the Association shall appoint an Election Commission with the approval of election schedule, subject to the following conditions namely:
- a). The Commission may 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 become a candidate in the election they are conducting;
 - e). The members of Commission shall act independently and impartially; and
 - f). The members of the Commission shall not canvass for any candidate or panels contesting the election, they are conducting.

BALLOT PAPERS

23. 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.
24. It shall be the duty of the polling officer to see the original identity card issued by the Association or national identity card or passport and or the driving license or any other acceptable mode of identification of the voter and write the number thereof on the counterfoil.
25. After comparing the signatures and photographs with the specimen signatures cards the polling officer shall handover the ballot paper to the voter.
26. 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.



27. The voter shall not be allowed to leave the booth after the ballot paper has been handed over to him until and unless he or she has inserted his / her ballot paper in the box placed before the presiding officer / polling officer and polling agents of the candidates.
28. Adequate arrangements shall be made to maintain the secrecy of the polls.
29. Proper account shall be maintained by a designated officer in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers.
30. The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
31. The Commission or an officer designated by the Commission shall decide about the challenged votes after verification of necessary information from the member firm, company or concern before the official announcement of the results.
32. No ballot papers shall be invalid for failure to have cast all votes on all seats contested for in the said election.

CONDUCT OF POLLING

33. The returning officer as appointed shall be incharge of all arrangements connected with such elections, including counting of votes and announcement of results.

COUNTING OF VOTES

34. Counting of votes shall take place immediately after the polling hours under the supervision of Returning officer in the presence of polling agents of the candidates, if any, at the designated sites.

PROVISIONAL RESULTS

35. Provisional results may be declared by the returning officer immediately after the counting votes is completed.

INSPECTION OF RECORD OF ELECTIONS

36. The record of elections shall be open to inspection by the Members upon an application made to the Returning Officer or his nominee in this behalf within seven days of the date of polling with the approval of Regulator.

EQUALITY OF VOTES

37. In the event of Equality of votes between two or more candidates a lot shall be drawn by the returning officer in the presence of candidates or their authorized representatives / polling agents of such candidates and a record of the result thereof shall be made.

ANNOUNCEMENT OF RESULTS

38. The final result of elections shall be announced at the Annual General Meeting of the Association. Called for this purpose within fifteen days of the date of polling, but not later than 30th of September of the year.

39. The final election result announced at the General Meeting shall be displayed at:

- a). The Notice Board of the Association within two days; and
- b). Displayed at the website of the Association within two days; and
- c). Submitted to the Regulator within 7 days.

REGISTER OF MEMBERS

40. 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 elections.

RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

41. 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 for the Association shall remain liable for all dues to 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, 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 for any of the following reasons,
- (i). Neglect of or refusing to submit to, abide by, or carry out any decision of the Executive Committee taken within the limits laid down by the Articles of the Association or by the Act, or any, rules, regulations, instructions or directions issued thereunder.
 - (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, and the decision of the General Body in the matter shall be final.

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

CESSATION OF MEMBERSHIP

42. A member shall cease to be a member of the Association for any of the following reasons:

- a). If he resigns from his membership as per clause (a) of Article 43 above, or
- b). if he is expelled from membership as per clause (c) of Article 43 above or
- c). 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.
- d). If any change is made in the constitution of a firm or corporate name of a company, or corporation which substantially alters the composition of that firm, company or corporation or
- e). In case of an individual, if he is undercharge, 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
- f). 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,
- g). In the case of company or corporation, when it is wound up, or
- h). If he closes or transfers his business to a place outside Pakistan, or
- i). If he is expelled from membership of the Association under the Act, or any other laws and Ordinance issued from time to time governing the activities of Associations, or
- j). if he ceases to hold requisite permission or license for carrying out the business of Association.



RESTORATION OF MEMBERSHIP

43. 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.
44. Any vacancy caused by disqualification under the provisions of these Articles in the Executive Committee shall be filled for the remaining part of the term by the Committee in such manner as it decides.

ADMINISTRATION

45. The Administration and management of the affairs of the Association shall vest in Office Bearers and Executive Committee.

COMPOSITION OF EXECUTIVE COMMITTEE

46. The Association shall comprise a Chairman, Senior Vice Chairman, Vice Chairman an Executive Committee and the General Body. The General Body shall serve as the Electoral College for election of the Members of Executive Committee except for the seats reserved for women entrepreneurs for which the Electoral College shall be the Executive Committee.
47. The Executive Committee shall comprise of persons elected by the General Body from amongst its Members subject to the following:
 - a). The Executive Committee shall comprise of at-least ten and maximum thirty Members, as determined by the General Body from time to time.
Provided that there shall be at-least fifty percent of the Members of the Executive Committee from Corporate Members.
 - b). In addition to the number of Members of the Executive Committee mentioned in (1) above, two seats will be reserved for women Entrepreneurs in the Executive Committee.
 - c). In addition to the seats provided in clause (1) and (2) above the immediate past Chairman of the Association shall be an ex-officio member of the executive committee without voting right.
 - d). In addition to the seats mentioned herein above there shall be one seat reserved for nominee of each town association affiliated with the Association.
48. If any seat reserved for any of the stipulate categories remains vacant, it shall not be filled with members from other category.
49. Where the General Body of the Association comprises of at-least fifty percent members from Associate Class, there shall be rotation of office of Chairman between the Associate and Corporate Members.



50. Where there is rotation of office of Chairman, the Chairman and Senior Vice-Chairman, shall not be from the same class of members.
51. The Chairman, in addition to the functions and responsibilities assigned to them in the Memorandum and Articles of Association, shall be *ex-officio* member of the Executive Committee of the Association.
52. The tenure of all elected office bearers shall be one year.
53. The tenure of the Members of the Executive Committee shall be two years subject to:
- Fifty percent of the members of the Executive Committee shall retire every year;
 - After the first election of the Executive Committee under the Act a draw shall be made to determine the fifty percent members who shall retire after expiry of first year.
54. On completion of the term, office bearers and members of the Executive Committee shall not be eligible to contest election in any representative capacity in the Association for the next one year.

SUB-COMMITTEE

55. The Executive Committee shall be competent to constitute the sub-committees with such powers and duties as may be determined by the Executive Committee from time to time. The Executive Committee shall also nominate the Convener of the Committees so constituted.

CHAIRMAN OF THE MEETINGS

56. In the case of the Executive Committee, the Chairman or in his absence the Senior Vice-Chairman, in his absence 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 the meetings of the Executive Committee.

VACANCIES

57. Any casual vacancy caused in the office of the Senior Vice-Chairman, Vice Chairman or any member of the Committee during the interval between two General Meetings shall be filled in by the Executive Committee in such manner as it may decide under law.

APPOINTMENT OF AUDITORS

58. 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

59. 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:

- a). To preside at the meetings of the Executive Committee and / or meetings of the General Body.
 - b). To control and maintain decorum and discipline at the meetings.
 - c). To look after and supervise the working and activities of the Association.
 - d). To use his casting vote in case of equality of votes except in election of Association.
 - e). To give precedence to any item of the Agenda and to give rulings to points that may be raised in meetings.
 - f). To direct the Secretary General to call the meeting of the Executive Committee and the General Body, as the case may be.
 - g). To adjourn or disperse unruly and indisciplined meetings.
 - h). To lead the delegations and the deputations.
60. In the absence of the Chairman, Senior 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.

61. The Secretary General 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 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 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 determined by the Executive Committee.



- h). To place and present the Report of any Sub-Committee before the Executive Committee.
- i). To sign cheques jointly with Chairman, Senior vice Chairman, Vice-Chairman, or any member of the Executive Committee duly authorized in this behalf.
- j). 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

62. Ordinarily the Executive Committee shall have the following powers and duties:

- a). To carry out all the rules, aims and objects of the Association.
- b). To look after and manage all the property: movable and immovable held by the Association.
- c). To acquire, obtain, utilize and enjoy privileges, concessions, benefits and rights extended to registered / recognized Associations.
- d). To approve and to keep regular record of the activities of the Association.
- e). To appoint, suspend or dismiss any paid employee of the Association and to determine the terms and conditions of Employment of the employees.
- f). To cooperate with other persons or persons or Associations in the interest of the Association.
- g). To settle differences of opinion between members and to hear appeals whenever such appeals come to the Executive Committee under these Articles.
- h). To recommend to the General Body to close enrollment or to change conditions for new enrollment.
- i). To convene meetings of the General Body and to place proposals relating to the common problems of the Association.
- j). To issue instructions and directions, to members of the Association.
- k). To interpret these Articles.
- l). 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 under the provisions TOA and TOR, 2013.
- m). To incur all expenses necessary for the carrying out of its functions.



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

63. The Executive Committee 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 meetings 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 showing the names and addresses and all changes made therein from time to time.
64. Every member shall be entitled to inspect the account books and other documents which shall be kept at office of the Association to such an extent as the Executive Committee may from time to time determine. The Committee or the Chairman or Vice-Chairmen 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

65. 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.
66. Accounting year of the Association will be closed on the 30th June every year and its financial statements duly audited by a chartered accountant alongwith a list of members as on the 30th June shall be furnished by the Association to the Regulatory Authorities, on or before the 31st day of December every year.

EXTRA ORDINARY GENERAL MEETING

67. 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.
68. An 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.
69. Upon receipt of the requisition under the preceding Article, the Executive Committee shall forthwith proceed to convene a Extra Ordinary Meeting.



70. 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.
71. The non-receipt of a notice convening any General Meeting by any member shall not invalidate the proceedings of any such meeting.

QUORUM

- 72.
- a). In the case of the Executive Committee 5, or $1/3^{\text{rd}}$ members which ever is higher in number shall form quorum.
 - b). One fourth members present personally and entitled to vote at the General Body meetings shall constitute a quorum.
73. If within half an hour 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 on requisition of members shall stand dissolved for want of quorum.
74. 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

75. Except the powers available under the Trade Ordinance & Article of Association, 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 $3/4$ majority of the Members present and voting at such a meeting, provided that all amendments shall be subject to the approval of government and shall also be made by government.

FUNDS

76. The funds of the Association shall be deposited in a scheduled Bank or Banks.



SEALS

77. 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 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 any of Vice-Chairmen and countersigned by the Secretary General or by the person acting as Secretary General.

GENERAL

78. 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 these Articles after the registration of the Association.

INCONSISTENCY

79. Notwithstanding anything contained in these Articles, the provisions of the Act and Rules will prevail to resolve any inconsistency.

WINDING UP

80. 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

81. The Chairman, Vice Chairmen, 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.



We, the several persons whose names and address are subscribed are desirous of being formed into an Association in pursuance of these Articles of Association.

Sr.No.	Name of Subscribers	CNIC	Address	Signature
1	Sahib Jan	54400-0409678-7	H.No 10-94012-18 Killi Deba Chashma Khudo, Road Quetta	
2	Abdul Qadir	54400-0408973-1	H.No 10-94012-18 Killi Deba Chashma Khudo, Road Quetta	
3	Mir Munawar Iqbal	54400-3250015-3	Arbab Ghulam Ali road, Killi Deba, Almeer House, Quetta	
4	Abdul Sattar	54400-0556251-1	H.No. 9-3, 10 Stewart Road, Ahmed Jan Colony, Quetta	
5	Muhammad Asghar	54400-0468305-7	H.No10-9/3781. Arbab Ghulam Ali Road, Quetta	
6	Fojan	54400-0405225-7	H.No 10-94012-18 Killi Deba Chashma Khudo, Road Quetta	
7	Abdul Hassan	54400-9448345-7	330- G Railway Colony, Joint road Quetta	
8	Fida Muhammad	54400-0409021-7	Killi Deba, Chashma Khaddo Road, Quetta	
9	Abdul Manaf	54400-4672193-9	H.No 10-94012-18 Killi Deba Chashma Khudo, Road Quetta	
10	Khalid Aziz		Rustamji Lane, Jinah Road, Quetta	

Dated the 23rd day of September 2015

Witness to above signatures

Signature	
Full Name (in Block Letter)	KHALID AZIZ
Father's/ Husband's name	MOHAMMAD AZIZ
Nationality	Pakistani
Occupation	Businessman
CNIC NO.	
Full Address	Rustamji Lane, Jinah Road, Quetta

Certified to be true Copy
[Signature] 16/12/2015
 Deputy Registrar of Companies Quetta

