

**ARTICLES OF ASSOCIATION
OF
PAKISTAN OVERSEAS EMPLOYMENT PROMOTERS ASSOCIATION**

1- REGULATIONS

The similar Regulations contained in Table C of the First Schedule of the repealed Companies Ordinance, 1984 (XLVII of 1984), found in any other statutory enactment in place of said Ordinance for the time being enforced, shall not apply to the Association except as laid down herein.

2- DEFINITIONS

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

- (i) "**Association**" means "Pakistan Overseas Employment Promoters Association".
- (ii) "**Article**" means the Articles of Association of this Association.
- (iii) "**Bye-laws**" means the Bye-Laws of the Association for the time being in force.
- (iv) "**Chairman**" means the Chairman of the Association.
- (v) "**Executive Committee**" means the Managing Committee of the Association, responsible for the management or conduct of the affairs of the Association.
- (vi) "**Regulator**" means Regulator of the Trade Organizations appointed by the Federal Government and includes an officer empowered by the Federal Government to perform the functions of the Regulator under the Act.
- (vii) "**General Meeting**" means a Meeting of General Body whether ordinary or extraordinary as assigned under the Companies regulatory law enforced for the time being.
- (viii) "**Member**" means a business concern whether Sole Proprietorship, Partnership, Association of Persons, or a Company admitted as Member of Association.
- (ix) "**Office Bearers**" means the Chairman, Senior Vice Chairman and Vice-Chairman.
- (x) "**Ordinance**" means the Companies Ordinance of 1984 or any other statutory enactment in place of said Ordinance for the time being enforced.
- (xi) "**Register**" means the Register of Members of the Association
- (xii) "**Resolution of Association**" means any resolution passed at any Meeting convened to take decision while adhering to the similar provisions of Section 157 to 171 of the Ordinance found in any other statutory enactment in place of said Ordinance for the time being enforced
- (xiii) "**Secretary General**" means the Secretary General of the Association.
- (xiv) "**Act**" means, the Trade Organizations Act, 2013 for the time being in force.
- (xv) "**Rules**" means the Trade Organizations Rules, 2013 for the time being in force.

- (xvi) "Year" means accounting year started from 1st October to 30th September to the year following.
- (xvii) "Northern Zone" means the Provinces of Punjab and Khyber Pakhtunkhwa and Federal Area.
- (xviii) "Southern Zone" means the Provinces of Sindh and Baluchistan.

Unless the context otherwise requires, words or expressions defined in these Articles shall have the same meaning as in the Act, or Rules or any statutory modification thereof in force. The words indicating the singular shall include plural, and vice versa and words signifying the persons shall apply mutatis mutandis to firms, corporation or joint stock companies. Moreover the words indicating the masculine gender include feminine gender, unless there is anything repugnant in the subject or context.

3- LIMIT OF MEMBERS

For the purpose of registration, the Association hereby, declares to consist of unlimited number of Members.

4- PURPOSE

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

5- CLASSIFICATION OF MEMBERS

Membership of the Association shall comprise of two classes of Members, namely Corporate Member and Associate Member:

- (a) "Corporate Member" means a Member of a Trade Organization which is either a body corporate or a multinational corporation having its head office or branch office in Pakistan or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turnover of not less than fifty million Rupees.
- (b) "Associate Member" means a Member of a Trade Organization which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turn-over of not less than the fifty million Rupees.

6- ELIGIBILITY FOR MEMBERSHIP

A sole proprietorship, partnership firm, association of persons or a Company shall be eligible for Membership of the Association, provided that it is carrying out business as a licensed Overseas Employment Promoter and fulfills the criteria as provided in Rule 11(1) of Trade Rules.

7- APPLICATION FOR MEMBERSHIP

- (1) Every business concern, desirous of becoming a Member of the Association shall submit to the Secretary General, Membership application Form together with Membership Fee. 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.
- (2) 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 fee paid by the applicant shall be refunded. The applicant, however, within thirty days, shall have the right to approach the Regulator whose decision in this regard shall be final and binding.

8- DURATION OF MEMBERSHIP

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.

9- RENEWAL OF MEMBERSHIP

The Membership shall be renewable on annual basis subject to fulfillment of the following conditions:

- (a) Payment of prescribed fee within the time stipulated but not later than 31st of March.
- (b) Proof of filing Returns of Income Tax and Sales Tax, if applicable, for the preceding year.
- (c) Proof of validity/renewal of Overseas Employment Promoter license.

10- MEMBERSHIP FEE

Every prospective Corporate Member shall be required to pay Membership fee of Rs 10,000 (Rupees ten Thousand only) and every Associate Member shall be required to pay Membership fee of Rs 5,500 (Rupees Five Thousand and Five Hundreds only) at the time of admission and in future as determined by the Executive Committee from time to time. Any firm being a Member 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 Membership 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.

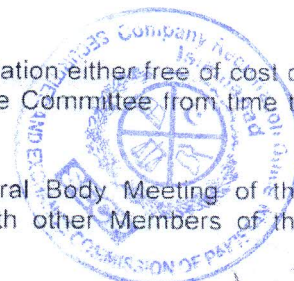
11- RENEWAL FEE

Every existing Corporate Member shall annually pay renewal fee of Rs. 7,000 (Rupees Seven Thousand only) and every Associate Member shall annually pay renewal fee of Rs. 3,500 (Rupees Three Thousand and Five Hundreds only) by 31st March each year without fail. The renewal fee may be varied from time to time by the Executive Committee, subject to approval of the General Body.

12- PRIVILEGES OF MEMBERS

Every Member of the Association shall be entitled

- (a) To take part in the Elections and cast vote to elect Members of Executive Committee of the Association as per Rules and Regulations in force.
- (b) To benefit from the assets of the Association in pursuit of the aims and objectives of the Association on such terms and conditions as the Executive Committee may determine from time to time.
- (c) To take advantage of the information and record available with the Association under such limitations as the Executive Committee may determine.
- (d) To obtain a copy of the annual report and statement of accounts of the Association.
- (e) 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.
- (f) To cause an Ordinary or Extraordinary General Body Meeting of the Association to be converted in conjunction with other Members of the Association in accordance with these Articles.
- (g) To participate in the General Body Meeting of the Association
- (h) To stand or propose or second Members for Election to the Executive Committee of the Association.
- (i) To stand for Elections as a Representative of the Association on any non-political public or private Body.



- (j) To seek assistance of the Association for securing all reasonable facilities for the development of his business.
 - (k) 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 Body Meeting.
- Provided that the Office Bearers shall have power to refuse inspection of any documents which at the time may be confidential and whose disclosure in their opinion is likely to prejudice the interests. The Association shall give reasons for such refusal in writing and the aggrieved party may appeal to the Regulator whose decision in the matter shall be final.
- (l) To such other privileges as may be specified by the Executive Committee from time to time.

13- **DUTIES AND OBLIGATIONS OF MEMBERS**

Every member shall have the following duties and obligations:

- (a) To make every effort to carry out the aims and objects of the Association as set forth in the Memorandum 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) To 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 renewal fee and other dues of the Association regularly.
- (f) To accept and abide by the decisions of the Executive Committee provided the decisions are not inconsistent with the provisions of the Memorandum or the Articles of Association or the Trade Act or 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, industry or services with specific reference to sector of economy 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 but only with the approval of the Executive Committee 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.

14- REGISTER OF MEMBERS

- (1) A register of Members 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.
- (2) Every Member shall have the right to have the name of his / her Representative changed from time to time provided that no such change shall be effected during the period from three days after the announcement of Election Schedule and till completion of the process of Elections.

15- RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

- (1) Any Member may resign from the Association by giving 30 days' notice in writing to the Executive Committee and upon expiry 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 to the Association up to the date of resignation, removal or expulsion.
- (2) Any Member who has resigned or whose name has been removed from the register or who has been expelled from the Membership of Association shall not be entitled to refund of any money paid by him to the Association.
- (3) Any Member who has resigned or ceased to be Member or has been expelled from the Association shall not be entitled to attend or vote at any Meeting of the Association.
- (4) A Member shall be liable to be fined up to an amount equal to that of the Membership Fee or to be suspended for a period not exceeding three months in total during a year 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:
 - (a) 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 Act, or any Rules, Regulations, instructions or directions issued there-under.
 - (b) Indulging in unethical practices in the field of export of manpower.
 - (c) Intentional violation of the Rules, Regulations, or bye-laws of the Association.

Provided that a Member shall not be suspended or expelled by the Executive Committee unless he has been given an opportunity of explaining his position ^{its writing} and / or in person.

Provided further that the Member so suspended or expelled shall have the right to Appeal, within one month from the date of suspension expulsion, to the Executive Committee of the Association for review.

Provided further that when such an Appeal is made, the Chairman or Executive Committee shall arrange to convene it's Meeting within 30 days from the date of receipt of the Appeal.

Provided further that the aggrieved person shall have the right to Appeal before the Regulator within a period of 30 days from the date of review decision of EC, whose decision shall be final and binding on both parties

16- CESSATION OF MEMBERSHIP

A Member shall cease to be a Member of the Association for any of the following reasons:

- (i) If he resigns from his Membership.
- (ii) If he is expelled from Membership or his name is removed from the register.
- (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 of outstanding dues other than renewal fee.

- (iv) In case a change is made in the constitution or corporate name of the firm, company or corporation which substantially alters the composition of that firm, company or corporation.
- (v) In case of an individual, if he is tin-discharged insolvent, or if he is adjudged by a competent court to be unsound mind, or if he is convicted of an offence involving moral turpitude.
- (vi) In 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.
- (viii) If he closes or transfers his business to a place outside Pakistan.
- (ix) If he is expelled from Membership of the Association under the Act, or any other Laws and Rules issued from time to time governing the activities of Trade Bodies.
- (x) If he ceases to hold license for carrying out the business of Overseas Employment Promoter.

17- RESTORATION OF MEMBERSHIP

A Member whose name has been removed from the register due to non-payment of renewal fee and other subscription shall eligible for fresh Membership on payment of Membership fee.

18- ELECTIONS

The Elections of the Association shall be conducted according to the procedure laid down in Trade Organizations Rules and the Articles of Association between the first day of July and 30th day of September each year subject to the following wherever applicable:

- (a) The Election Schedule duly approved by the Executive Committee shall be issued by Secretary General in the first half of July.
- (b) Within two days of its approval by the EC, the Election Schedule shall be displayed at the Notice Board of the Head Office and Zonal Offices as well as website of the Association. A copy of Election Schedule shall also be submitted to the Regulator.
- (c) The Election of Office Bearers, Members of the Executive Committees shall be held by secret ballot.
- (d) No voting by proxy or postal ballot shall be allowed.

- (e) No Member shall be entitled to cast vote or take part in the process of Elections unless all outstanding dues have been paid to the Association.
- (f) A non-refundable amount of Rs.10000/-, will be deposited by each candidate who intends to contest Elections for Executive Committee

19- ELIGIBILITY TO VOTE

- (1) A Member shall be eligible to cast vote in Elections of the Association after completion of two years of valid Membership of the Association as on the date of announcement of Election Schedule and such a Member has fulfilled the conditions of Membership and renewal thereof. Moreover, the change of Class of Membership, if any, has been notified by the Secretary General with the approval of Executive Committee of the Association at least three months prior to announcement of Election Schedule.
- (2) Every Member eligible to vote shall deposit with Secretary General of the Association the specimen signature card along with his/her photograph indicating his/her status in the firm, company or concern.
- (3) The Overseas Employment Promoter of the Member firm or company concerned shall be entitled to cast his/her vote at the time of Elections only if his or her name has already been registered with the Secretary General of the Association and his/her name appears on the list of voters.

20- APPOINTMENT OF ELECTION COMMISSION

Simultaneously with the approval of Election Schedule the Chairman with the approval of Executive Committee shall appoint an Election Commission comprising on three Members subject to fulfillment of conditions laid down in Rules.

Provided that during the Election process, if any Member of Election Commission resigns or remain absent from his Election duties due to any reason, the Election process shall not be affected and the Central Chairman with the approval of Executive Committee shall appoint another Member of Election Commission in place of such resigned/absent Member, who shall do the duty for completion of remaining Election process as per Election Schedule.

Provided further, that the Chairman shall issue an electronic show cause to the willful absent Member Election Commission through his/her registered cell phone, E-mail or fax (if any) for the same day and if a within 4 to 6 Hours, after such notice said Member failed to continue his/her duties, Chairman shall call immediate Meeting of the EC on the same day or shall get approval by circulation (through electronic mode) for the replacement of such MEC and EC shall do the same with immediate effect to insure free and fair election as per announced Election Schedule.

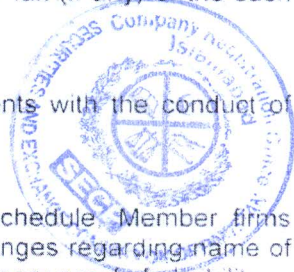
Provided further, that the Executive Committee shall record all proceedings and reasons to do so and shall maintain record of above said call, E-mail or fax (if any) of the such notice.

21- FUNCTIONS OF ELECTION COMMISSION

The Election Commission shall be in-charge of all arrangements with the conduct of Elections including those specific Trade Organizations Rules.

22- LIST OF VOTERS

- (1) Within three days of the announcement of Election Schedule, Member firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General, alongwith necessary proof of eligibility.
- (2) The Secretary General shall display within seven days of issuance of Election Schedule, the provisional 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 Voters. The Voters list shall be displayed at:
 - (a) Notice Board of the Head Office and Zonal Offices of the Association
 - (b) Website of the Association



- (3) 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 provisional voters List.
- (4) The Secretary General will intimate action on the objections or changes sent by Members within five days from the last day under preceding clause.
- (5) Any Member aggrieved by the decision of the Secretary General may make a representation within three days to the Election Commission of the Association which will decide the case within three days.
- (6) Within three days of the decision by the Election Commission any person aggrieved by the decision of the Election Commission, may appeal to the Regulator whose decision in this regard shall be final.
- (7) Within two days of the decision of the Regulator, Final list of Voters shall be:
 - (a) Displayed at Notice Board of the Head Office and Zonal Offices of the Association.
 - (b) Displayed at Website of the Association.
 - (c) Submitted to the Regulator.

23- NOMINATION PAPERS

- (1) Within four days of the display of the Final List of Voters, any person who is eligible to contest the Elections for the vacant posts, shall send his/her Nomination duly Proposed and Seconded by registered Voter of any Class of Membership and signed by the candidate, to the Secretary General on the prescribed Form.
- (2) Within twenty-four Hours of receipt of Nomination Papers, a copy of the Final List of Voters, on payment of prescribed fee, shall be provided to each contesting candidate.
- (3) The time frame, as specified in the Rules, shall be followed for scrutiny, objections and appeal pertaining to Nomination Papers of candidates of the Executive Committee.

24- 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 Polling Officer before the issuance of Ballot Papers to him/her.
- (2) 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 or the Recruitment license of the Voter and shall write the number thereof on the counterfoil.
- (3) After comparing the signatures and photographs with the specimen signatures card 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 Election Commission in this behalf and shall also be signed by the Polling Officer at the time when it is issued.
- (5) Once the Ballot Paper has been issued to a Voter, he/she shall not be allowed to leave the Polling Booth without putting Ballot Paper in the box placed before the Presiding Officer / Polling Officer and Polling Agents of the candidates.
- (6) Adequate arrangements shall be made to maintain the secrecy of the Polls.

- (7) Proper account shall be maintained by Presiding/Poling Officer in respect of Ballot Papers including used, unused, tendered, challenged or stray Ballot Paper.
- (8) The challenged votes shall be kept a separate sealed envelope duly signed and sealed by the Polling Officer.
- (9) The Commission or an Officer designated by the Election Commission shall decide about the challenged votes after verification of necessary information before the official announcement of the Results.
- (10) Counting of votes shall take place immediately after the Polling Hours under the supervision of Polling Officer in the presence of candidates or Polling Agents of the candidates, if any, at the designated sites.
- (11) Provisional Results shall be declared by any Member of Election Commission OR by the Polling/Presiding Officer, immediately after the counting of votes is completed.
- (12) In the event of equality of Votes, between two or more candidates, the result shall be decided on the basis of a draw conducted by the Polling Officer in the presence of candidates or their Authorized Representatives / Polling Agents and a record of the result thereof shall be made.
- (13) Having completed the counting and compilation of Results, the record pertaining to the Elections shall be sealed and signed by the Election Commission or any Officer designated by the Commission and the Secretary General and shall be handed over to the Secretary General for safe custody.
- (14) The record of Elections shall be opened to inspection upon an application made in this behalf by the candidate within seven days of the date of Polling and with the approval of the Regulator.

25- ANNOUNCEMENT OF RESULTS

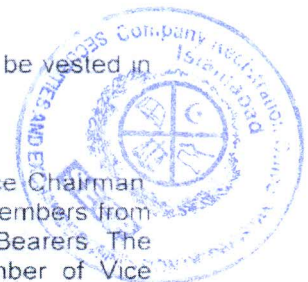
- (1) The Final Result of Elections shall be officially announced at the Annual General Meeting of the Association, called for this purpose within fifteen days of the date of Polling, but not later than 30th of September of the year, which shall be the material date for this purpose.
- (2) The Final Elections Result announced at the General Meeting shall be:
 - (a) Displayed at Notice Board of the Head Office and Zonal Offices of the Association, within two days;
 - (b) Displayed at the Website of the Association within two days; and
 - (c) Submitted to the Regulator within seven days

26- ADMINISTRATION

The Administration and Management of the affairs of the Association shall be vested in Executive Committee.

27- COMPOSITION OF ASSOCIATION

The Association shall comprise of a Chairman, Senior Vice Chairman, Vice Chairman Executive Committee and a General Body. There shall be 14 Executive Members from Corporate Class and 14 Executive from Associate Class including Office Bearers. The Association may by a Resolution of General Body, determine the number of Vice Chairmen and Members of Executive Committee, between 10 and 30, from time to time. The General Body shall serve as the Electoral College for Election of the Members of Executive Committees except for the seats reserved for women.



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28- GENERAL BODY

- (1) All Corporate and Associate Members of Association shall constitute its General Body.
- (2) All Members of Association irrespective of their Class of Membership, Office Bearers, Members of Executive Committee, Sub-Committees, Secretary General and employees shall be ultimately responsible and answerable to the General Body.
- (3) Subject to Trade Act and Rules made thereunder, all appeals against the decisions of Executive Committee may lie before the General Body.

29- EXECUTIVE COMMITTEE

- (1) The Executive Committee shall comprise of twenty eight Members.
- (2) In addition, two seats will be reserved for women entrepreneurs in the Executive Committee.
- (3) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with Members from other category.
- (4) There shall be rotation of office of the Chairman between Associate and Corporate Members.
- (5) The Chairman and Senior Vice-Chairman, shall not be from the same Class of Members.
- (6) The Electoral College for candidates of Executive Committee for each Class of Members shall be the Members of General Body from their respective Class.
- (7) The candidate of Office Bearers shall submit their nomination Papers duly proposed and seconded by Executive Members of the same Class of Members and shall be elected by simple majority, jointly by the Corporate Class, Associate Class Members and women Members of Executive Committee.

Provided that in case of no candidate for Office Bearer from any particular class of Members in Executive Committee, the Chairman/Vice Chairman shall be Elected from the same Class of Executive Committee Members.

Provided further, that the Election Commission Shall record the reasons of doing the same.

- (8) The tenure of all Elected Office Bearers shall be one year. However, upon completion of tenure of Office Bearer ship, he/she shall complete his/her tenure as Member of Executive Committee of two year as provided in law.
- (9) The tenure of Members of Executive Committee of the Association shall be two years subject to the condition that fifty percent Members shall retire every year.
- (10) After the first Election of the Executive Committee, a draw shall be made to determine fifty percent Members who shall retire after expiry of one year term.
- (11) A Member shall deem to be ceased a Member of Executive Committee if he/she fails to attend three consecutive Meetings of Executive Committee without leave of absence.
- (12) On completion of the term of two years, the Members of Executive Committee shall not be eligible to contest Election or cooption in any representative capacity in the Association for the next one year.

30 COMPOSITION OF EXECUTIVE COMMITTEE

The Executive Committee shall comprise of the following:

Executive Members from Associate Class	14
Executive Members from Corporate Class	14
Female Executive Members on reserved seats under Rule 21(6)	02
Immediate past Chairman (ex-officio Member under Rule 21(5 d)	<u>01</u>
Total:	<u>31</u>

Provided that female Members contesting on two reserved seats for women shall be elected by the simple majority of Members of the Executive Committee.

31- SUB COMMITTEES

- (1) If it is considered necessary or desirable at any time to appoint any Committees for a specified purpose, the Executive Committee shall be competent to appoint such Committee with such powers and duties as may be defined by the Executive Committee from time to time.
- (2) The Chairman of Association shall appoint Chairman and Vice Chairman of such Sub Committees. In absence of the Chairman and Vice Chairman, any Member of the Sub Committee elected as Convener for the time being by majority of votes shall preside at the Meeting. The Rules that apply to the Members of the Executive Committee will equally apply to Members, of the Sub Committees.

32- POWERS AND DUTIES OF THE CHAIRMAN

- (1) The Chairman shall perform such duties and have such powers as vested in the Chief Executive in terms of the Ordinance or of any other statutory enactment in place of said Ordinance for the time being in force without prejudice to the generality the Chairman shall discharge the following duties, namely:
 - (a) To preside at the Meetings of the Executive Committee as well as Meetings of the General Body on his convenient.
 - (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 give precedence to any item of the Agenda and to give ruling on the points raised in Meetings.
 - (e) To direct the Secretary General to call the Meeting of the Executive Committee and the General Body, as the case may be.
 - (f) To adjourn or disperse unruly and indisciplined Meetings.
 - (g) To lead delegations and deputations.
 - (h) The Chairman shall have the power to allow expenditure up to Rupees 50,000 per week, for office use, without prior approval of the EC but will have to get approval in the upcoming Meeting of the Executive Committee.
 - (i) The Chairman will ensure his physical availability atleast two days in a week at the Head Office.
- (2) The Chairman shall have the right of a casting vote in case of tie of votes in the Meetings.
- (3) In the absence of the Chairman, the Senior Vice Chairman and in the absence of the Senior Vice 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.
- (4) Provided further that in absence/non-availability of the Chairman, Senior Vice Chairman and Vice Chairman, any Member of the Executive Committee elected as Convener for the time being by majority of votes shall preside at the Meeting.

33- POWERS AND DUTIES OF SECRETARY GENERAL

The Secretary General shall be in-charge of the Secretariat of the Association and shall be 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 Agendas for the Meetings of the Executive Committee, General Body, as the case may be.
- (b) To carry out the decisions of the General Body, Executive Committee, as the case may be.
- (c) To keep the office record properly and make 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 or Sub Committees, 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 of, Rs. 50,000 (Rupees fifty thousand only) per month, for office use, with the prior/post approval of the EC and will submit the receipts of the expenses incurred.
- (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.

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

34- POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

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(s) 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 change conditions for new Membership.

- (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 Association.
- (xi) To interpret these Articles.
- (xii) To approve all expenses in connection with affairs of the Association.
- (xiii) To hold Meeting of EC at least once in a month as notified by the Secretary General.
- (xiv) To nominate Members to represent the Association on General Body as well as Executive Committee of FPCCI.
- (xv) In case of gross violation of Government rules/regulations, Memorandum and Articles of Association, financial irregularities and non-compliance of directions and instructions, the Executive Committee shall be empowered to suspend any Office Bearer OR Member of Executive Committee.

Provided that suspension shall only be made after issuance of show cause notice and consideration of reply thereof in person or in writing. Moreover the period of suspension(s) shall not exceed three months in total during a year and such suspension shall deem to be terminated from the date of announcement of Election Schedule by Secretary General.

Provided further that aggrieved person or body within fifteen days of issuance of suspension order may appeal to the Executive Committee for review. The EC shall convene the meeting within 30 days from the date of receipt of such an appeal.

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

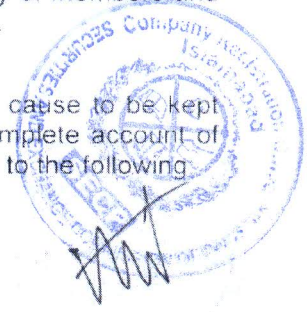
35- VOTE OF CONFIDENCE

- (1) Whenever the majority of the Members of Executive Committee, feels that the Chairman, Senior Vice Chairman or Vice Chairman has failed to perform his/her responsibilities or has lost their confidence, the Executive Committee shall have right to ask such Office Bearer to seek and obtain a vote of confidence by giving a written requisition to such Office Bearer through Secretary General which must be signed by simple majority of the Executive Committee Members.
- (2) Upon receipt of requisition, under clause (1), the Chairman or officiating Office Bearer shall be bound to hold the Meeting of the Executive Committee within 7 days from the date of receipt of such requisition and shall seek the vote of confidence of simple majority of Members of CEC. In case, the Chairman or the officiating Office Bearer as the case may be, avoid due to any reason or fails to hold Executive Committee Meeting within 7 days or fails to obtain votes of simple majority, he shall be automatically lost the confidence of Executive Committee and in such circumstances, the Executive Committee shall hold its Meeting with written requisition, duly signed by simple majority of Members and shall elect new Chairman or Office Bearer as the case may be.

36- RECORD TO BE MAINTAINED

The Executive Committee and the Secretary General, shall keep or cause to be kept proper books of accounts in which shall be entered full, due and complete account of the affairs and transactions of the Association including but not limited to the following:

- (a) Book of Accounts.
- (b) Minutes Book for Meetings of the General Body.
- (c) Minutes Book for Meetings of the Executive Committee
- (d) Register of Members.
- (e) Election Record.
- (f) Register of Members of the Executive Committee showing the names and addresses and all changes made therein from time to time.



37- ANNUAL GENERAL MEETING

- (1) A General Meeting of the General Body to be called Annual General Meeting shall be held at least once in a year in accordance with the provisions of the Act & Rules and as may be determined by the Executive Committee.
- (2) A report of the proceedings of the previous year and the yearly accounts duly audited shall be sent to the Members in advance.
- (3) All resolutions except amendments in Memorandum and Articles of Association shall be adopted by the simple majority vote of Members present in the Meeting.

38- SPECIAL OR EXTRA ORDINARY GENERAL MEETING

- (1) The Executive Committee whenever it may deem fit may convene an Extra Ordinary General Meeting either for the purpose of transacting any special business or for placing before the Members review of the activities in the preceding months.
- (2) The Extra Ordinary General 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 General Meeting proposed to be called and shall be presented to the Secretary General of the Association.
- (3) Upon receipt of the requisition under the preceding Article, the Executive Committee shall forthwith proceed to call such a Meeting but not later than 21 days
- (4) 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 to be convened revise, alter or amend the regulations of the Association.
- (5) The non-receipt of a notice convening any General Meeting by any Member shall not invalidate the proceedings of any such Meeting.

39- QUORUM

- (1) The quorum of the Meetings is as under:
 - (a) In the case of Executive Committee, one-third shall form quorum.
 - (b) In the case of General Body one-third Members of the General Body shall constitute a quorum.
 - (c) The vacant seats in the Executive Committee shall not be counted towards quorum.
- (2) If within one hour from the time given for a Meeting, a quorum of Members is not present, the Meeting if convened on the requisition of Members, shall be dissolved and in any other cases, it shall stand adjourned to the same day in the following week at the same time and place provided that if it falls on a public holiday, the Meeting shall take place at the same time and place next day 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.

40- ADJOURNMENT OF MEETINGS

The Chairman, with the consent of the majority of Members present, may adjourn the Meeting from time to time and place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished after meeting from which the adjournment took place

41- VOTE OF MEMBERS

Every Member shall be entitled to use his right of vote in favor of as many candidates as there may be vacancies on the Committee concerned.

42- INTERIM ARRANGEMENT

In case of the Executive Committee, the Chairman or in his absence the Senior Vice-Chairman or in his absence the Vice-Chairman or in the absence of all 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. This procedure shall be applicable to Sub Committees also.

43- VACANCIES

A vacancy caused in the office of the Office Bearers shall be filled by the majority of votes of Members of Executive Committee and in a case a seat of Executive Committee becomes vacant it shall be filled under the Rules.

44- APPOINTMENT OF AUDITORS

At each Annual General Meeting, the General Body shall appoint an Auditor or Auditors according to the provisions of the Ordinance or any other statutory enactment in place of said Ordinance for the time being in force. 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. The first auditors of the Association will be appointed by the Executive Committee.

45- AMENDMENTS IN THE ARTICLES AND MEMORANDUM

Amendments in these Articles or Memorandum can be effected only by a resolution passed in General Body Meeting of the Association with two third (2/3) majority of Members, provided that all amendments shall be subject to the approval of government and shall also be made by government when required by it in the public interest.

46- REPORTING REQUIREMENTS

Notwithstanding the requirements under the Ordinance or of any other statutory enactment in place of said Ordinance for the time being in force, the Association shall annually submit by 31 December to the Regulator:

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

47- FUNDS

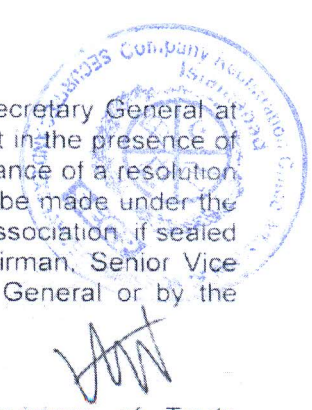
The Association shall maintain bank accounts in scheduled Bank(s).

48- SEAL

The common seal of the Association shall be deposited with the Secretary General at the Central Office and shall never be affixed to any document except in the presence of the Chairman or Senior Vice Chairman, Vice Chairman and 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, Senior Vice Chairman or Vice-Chairman and countersigned by the Secretary General or by the person acting as Secretary General.

49- INCONSISTENCY

Notwithstanding anything contained in these Articles, the provisions of Trade Organization Act 2013 and Rules made thereunder will prevail to resolve any inconsistency.

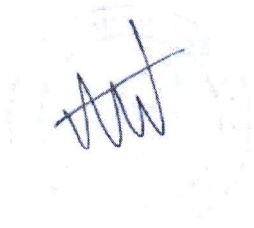


50- WINDING UP

The provisions of the Ordinance or of any other statutory enactment in place of said Ordinance for the time being in force, as amended from time to time, regarding the winding up of a public company shall apply to the winding up or dissolution of the Association. in the case of winding up or dissolution of the Association, any surplus assets or property after the satisfaction of all the debts and liabilities shall not be paid or disbursed among the Members, but shall be given or transferred to some other institution or institutions having similar objects to those of the Association as decided by the Members of the Association in their general Meeting by a special resolution.

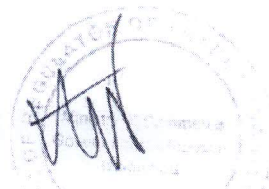
51- INDEMNITY

The Chairman, Senior Vice 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 of 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 addresses are subscribed are desirous of being formed into an Association in pursuance of these Articles of Association

S. No	Name of Subscribers	Address	Nationality
1.	Mahmood Ali Malik Central Chairman S/o Malik Ghulam Rasool	M/s. O/K Traders, 79, Ferozepur Road, Ichhra, Lahore	Pakistani
2.	Ch. Muhammad Muzaffar S/o Ch. Ghulam Haider Vice Chairman	M/s. Rawal International 67-C, New Muslim Town, Lahore	Pakistani
3.	Ch. Ghulam Hussain S/o Ch. Muhammad Hussain Vice Chairman	M/s. Chaudhry Associates, 14/11 Khalid Centre, Karim Block, Allama Iqbal Town, Lahore	Pakistani
4.	Mohd Javed Khan S/o Rehmat Khan Member	M/s. Argoosh International 17/A, St.No. 30, National Town, Katcha Sanda Rd. Lahore	Pakistani
5.	Mohammad Samad Khan S/o Tayab Khan Member	M/s. Al-Barq Overseas, 43/R, Al-Umar Building, Bank Road, Rawalpindi	Pakistani
6.	Mumtaz Hussain Khan S/o Ghulam Khan Member	M/s. Hameed Recruiting Agency 1110-B, Satellite Town, Rawalpindi	Pakistani
7.	Malik Mohammad Azam S/o Siraj Din Member	M/s. Azam International Agency 40/47, Qasim Market, Qasim Road Rawalpindi	Pakistani
8.	Abad Hussain Minhas S/o Amir Khan Minhas Member	M/s. Al-Amal Company 173-E, Block 2, PECHS Karachi-29	Pakistani
9.	Safeer-ul-Islam Khan S/o Shomsul Islam Ali Khan Member	M/s. Safeer Enterprises Room No. 202 To 204, Central Hotel Building, Mere Werther Rd. Karachi	Pakistani



10	Aman Ullah Khattak S/o Nisar Khan Member	M/s. Al-Murshad Enterprises 56- D, Floor H, Block 06 Nursery Commercial Area, P.E.C.H.S, Karachi-29	Pakistani
11	Ch. Mohd Basir S/o Atta Mohd Member	Ch. Manpower Bureau, Flat No. 18 Civic Centre, Garden Town Lahore	Pakistani

Dated 31 day of May 1994

Witness to above Signature

Name : Muhammad Jamil Malik Occupation : Private Services
 S/o : Hakim Habib Ullah Nationality : Pakistani
 Add : 79-feroze Pur Road Lahore Signature _____



CERTIFIED TO BE TRUE COPY

[Handwritten Signature]
 Assistant Registrar
 Company Registration Office Islamabad

