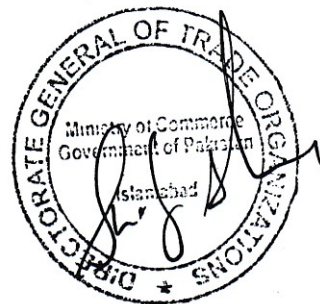


MEMORANDAM & ARTICLES OF ASSOCIATION

In compliance with Trade Organizations Act, 2013,
REVISED AND AMENDED VERSION

Approved / endorsed by

Directorate General of Trade Organizations (DGTO) and
Securities & Exchange Commission of Pakistan (SECP)



THE FAISALABAD CHAMBER OF COMMERCE & INDUSTRY

FCCI Complex, East Canal Road Faisalabad

Tel: +92 41-9230265-68, Fax: 92 41-9230270

Email: info@fcci.com.pk URL: www.fcci.com.pk

**MEMORANDUM OF ASSOCIATION
OF
THE FAISALABAD CHAMBER OF COMMERCE & INDUSTRY**



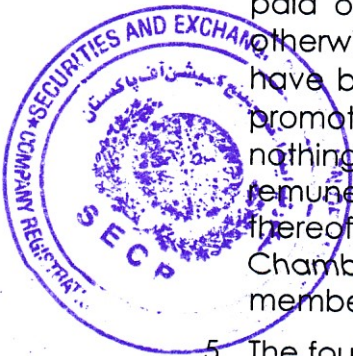
- 1 The name of the Association is **"THE FAISALABAD CHAMBER OF COMMERCE AND INDUSTRY"**.
- 2 The Registered Office of the Chamber will be situated at Faisalabad.
- 3 The objects for which the Chamber is established are:
 - I. To promote and protect the economic interest of the country in general and of those engaged in trade, commerce and industry in Faisalabad in particular;
 - II. To promote cordial and mutually helpful relations between those engaged in trade, commerce and industry;
 - III. To consider all questions connected with trade, commerce and industry;
 - IV. To obtain the removal, as far as the Chamber can, of all acknowledged grievances affecting merchants and/or industrialist or mercantile and/or industrial interest in general.
 - V. To promote or oppose legislative and other measures affecting trade, commerce and industry
 - VI. To adjust controversies between the members of the Chamber.
 - VII. To encourage decision of dispute by arbitration and to arbitrate between parties willing to refer to, and abide by, the decision of the Chamber or Committee, or persons constituted or appointed in that behalf by the Chamber specially, or under bye-laws framed by the Chamber.
 - VIII. To arbitrate in the settlement of disputes arising out of commercial transactions between parties willing or agreeing to abide by the judgment and decisions of the Chamber.
 - IX. To establish just and equitable principles in trade, commerce and industry.
 - X. To form a code or codes of practice to simplify and facilitate transaction of business.
 - XI. To maintain uniformity in rules, regulation and usage of trade.
 - XII. To sell, improve, manage, develop, exchange, lease or let, under lease, sublet, mortgage, dispose of, turn to account or otherwise deal with, all or any part of the property of the Chamber.
 - XIII. To construct upon any premises acquired for the purpose of the Chamber any building or buildings for the purposes of the Chamber and to alter, and to or remove any of the Chamber.
 - XIV. To borrow or raise any moneys required for the purpose of the Chamber upon such terms and in such manner and on such securities as may be determined, and in particular by the issue of debentures, Sukook or



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musharika term finance certificates or any other bonds charged upon all or any of the property of the Chamber.

- XV. To establish and support, or aid the establishment and support of Funds, Trust and conveniences calculated to benefit employees or ex-employees of the Chamber or the dependents or connections of such persons and to grant pensions and allowances.
- XVI. To subscribe to, and become and continue to remain a member of, the Federation of Pakistan Chamber of Commerce and Industry and co-operate with it and with any other organization of trade, commerce and industry, whose objects are altogether or in part similar to those of this Chamber and to procure from and communicate to any such body such information as may be likely to forward the cause of this Chamber.
- XVII. To obtain representation on councils, commission, boards, committees and other Government or Municipal bodies whose objects may be synonymous with those of this Chamber or when such representation may be advisable in the interests of the Chamber.
- XVIII. To do all such other things as may be conducive to the extension of trade, commerce or manufactures, or incidental to the attainment of the above objects or any of them.
- XIX. To collect and circulate among members statistics and other information relating to trade, commerce and industry.
- XX. To undertake all measures necessary, allowed under any law for the time being enforce for running the affairs of the Chamber smoothly and in a financially feasible/viable manner.
- 4 The income and property of the Chamber whensoever derived shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever, by way of profit to the persons who at any time are or have been members of the Chamber or to any of them or majority of the promoters 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 Chamber or to any member thereof or other person in return for any services actually rendered to the Chamber, or the payment of interest on money borrowed from any member of the Chamber.
- 5 The fourth paragraph of this Memorandum is a condition on which a licence is granted by the Government of Pakistan to the Association in pursuance of Section 3 of the Trade Organizations Act, 2013. The liability of the members is limited.
- 6 If any member of the Chamber pays or receives any dividend, bonus or other profit in contravention of the fourth paragraph of this Memorandum his liability shall be unlimited.
- 7 Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of the same being wound up during the time that he



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is a member, or within one year afterwards, for payment of the debt and liabilities of the Chamber contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and adjustment of the rights of the contributories amongst themselves such amount as may be required, from time to time and fixed by prior approval of the Executive Committee.

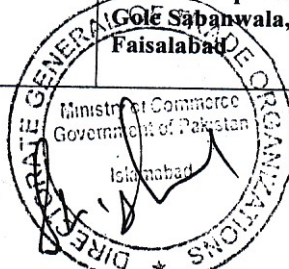
- 8 If upon the winding up or dissolution of the Chamber, there remains, after the satisfaction all its debts and liabilities, any property whatsoever, the same shall not be paid distributed among the members of the Chamber but shall be transferred or given to institution or institutions having objects similar to the objects of the Chamber, determined by the majority of the members of the Chamber at or before the till dissolution or in default thereof, by such judge of the Court Faisalabad, as may have or acquire jurisdiction in the matter.
- 9 Amendments to the Memorandum of Association shall be subject to the approval 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 a Chamber in pursuance of this Memorandum of Association.

Name	Addresses And Description of Subscribers
1. M. Asghar Makhdoomi	Proprietor Makhdoomi Company Rail Bazar, Faisalabad
2. Sh. Bashir Ahmad	Partner Sh. Fazal Din Mohammad Sharif Gole Karyana Bazar, Faisalabad
3. Muhammad Ashraf	Proprietor Muhammad Ashraf Gole Cloth Bazar, Faisalabad
4. Abdul Hakeem Gorija	Managing Partner Public Silk Mills, Sheikhupura Road, Faisalabad
5. Mian Abdul Aziz Magoon	Proprietor Tanvir Silk Mills Sargodha Road, Faisalabad



6. Haji Faiz Buksh Peracha	Proprietor Peracha Commercial Agencies St. 4 Old Grain Market, Faisalabad
7. Haji Ameer Din	Partner Saleem Soap Factory, Gole Sabanwala, Faisalabad



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8. Mian Mohammad Saleem	Director Zeenat Textile Mills Ltd Sargodha Road, Faisalabad
9. Ahmad Din	Partner Sabri Karyana Store, Gole Karyana Bazar, Faisalabad
10. Feroze Din	Partner Mubarik Ali Feroze Din Gole Karyana Bazar, Faisalabad
11. Sh. Zulfiqar Ali	Proprietor Qadaria Dye Chemical Co Hydri Building, Gurdwara Gali, Faisalabad
12. M. Anwar Ghauri	Proprietor Anwar Weaving Factory, Samundri Road, Faisalabad
13. Faiz Rasul	Partner Chenab Rang Store, Chowk Bazar, Faisalabad
14. Haji Mohammad Yousaf Chughtai	Proprietor Yousaf Dyes Corporation Katchery Bazar, Faisalabad
15. Fazal Mahmood	Managing Partner Asif Amin Silk Mills Sheikhupura Road, Faisalabad
16. Haji Bashir Ahmad	Managing Director Sitara Textile Mill Industries Ltd Satiana Road, Faisalabad
17. Aurangzeb Raja	Resident Director Captain Chemical Industries Ltd., Sargodha Road, Faisalabad
18. Mian Mohammad Amin	Managing Director, Rehmania Textile Mills Ltd Jhang Road, Faisalabad
19. Yousaf Ali	Manager, Siddique Brother Engineering Works, (Regd), 2594, Sheikhupura Road, Faisalabad



20. Haji Nazir Ahmad	Managing Director, Crescent Flour & General Mills Ltd., Sargodha Road, Faisalabad
21. Mazhar Hakim	Managing Partner Public Satin Mills, Sheikhupura Road, Faisalabad
22. Mian Mohammad Siddique	Managing Director, Rehmania Textile Mills (Silk) Ltd, Sargodha Road, Faisalabad



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23. S.M. Zaki	Managing Partner Public Silk Industries Raza Abad, Faisalabad
24. Babu Ali Mohammad	Proprietor Jahangir Brother Silk Factory, Sargodha Road, Faisalabad
25. Khawaja Mohammad Younas	Managing Partner Khawaja Silk & Rayon Mills, Mansoorabad, Faisalabad
26. Haji Mohammad Siddique	Director A.R. Sons Limited Sooter Mandi, Faisalabad
27. Shakil Ahmad	Proprietor Khalil Sons Ismail Manzil, Satiana Road, Faisalabad
28. Sh. Abdul Aziz Magoon	Managing Partner S. Maula Bukhsh Abdul Aziz, PO Box # 104, Faisalabad
29. Haji Bashir Ahmad	Managing Director Insaf Textile Printing Mills, Maqbool Road, Faisalabad
30. Salah-u-Din	Managing Partner Chauhan Dye & Chemical Co, Gurdwara Street, Rail Bazar, Faisalabad
31. Haji Habib Ullah	Proprietor Chaman Color Stores, Rail Bazar, Faisalabad



Certified to be true Copy

Witness to the above signatures.

Adl. Joint Registrar
Securities & Exchange
Commission of Pakistan
Company Registration Office
FAISALABAD.

26 AUG 2011

Secretary,
Faisalabad Chamber of Commerce & Industry
Faisalabad

ARTICLES OF ASSOCIATION OF

THE FAISALABAD CHAMBER OF COMMERCE & INDUSTRY

DEFINITIONS

1. In these Articles **unless** there be something **in** the subject or context inconsistent therewith:

- i) "Chamber" means the Association called **THE FAISALABAD CHAMBER OF COMMERCE & INDUSTRY**.



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- ii) "Committee" means the Executive Committee of the Chamber for the time being elected under Articles.
- iii) "General Meeting" means General Meeting of the Chamber.
- iv) "Member" means Member of the Chamber for the time being.
- v) "Office bearers" means and includes the President, The Senior Vice President, the Vice President and the Members of the Executive Committee of the Chamber.
- vi) "Secretary General" means an individual professional full time employee of the Chamber who shall be in charge of the secretariat of the Chamber and responsible for day-to-day operations of the Chamber and in his capacity as such shall be the custodian of all records pertaining to the Chamber.

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

LOCATION OF CHAMBER

- 2. The Chamber shall be housed in premises, not being used as residence or office of any of its members.
- 3. The Chamber shall have telephone, fax and internet connection, etc. in the name of the Chamber
- 4. The Chamber shall be located at a prominent and easily accessible place within the municipal limits of the District of Faisalabad.

RENEWAL OF LICENSE

- 5. Renewal of license as prescribed under the Trade Organizations Act, 2013 and rules made there under shall duly be complied with by the Office bearers of the Chamber or as advised by them.

MEMBERSHIP & QUALIFICATION FOR MEMBERSHIP

- 6. Any business concern shall be eligible for grant or renewal of membership of chamber if such business concern or association meets the following conditions, namely:-
 - a) the prospective member is a sole proprietorship or a partnership firm or an association of persons or a company or a town association holding national tax number and sales tax registration, if applicable, in the name of the business concern or proprietor (in case of proprietorship);
 - b) the prospective member's business fits within the defined business scope or area of jurisdiction of the chamber as provided in the chamber's approved memorandum and articles of association and under the license granted by the Federal Government;



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- c) the application for grant of membership has been proposed and seconded by existing members of the said trade organization in the manner provided in clause 8(a)(i);
- d) the prospective member has no criminal conviction; and
- e) the prospective member has a valid national tax number and sales tax registration, if applicable.
- f) A person convicted for any offence under The Trade Organizations Act, 2013 shall not hold, or be eligible for holding, any office in Chamber unless a period of five years has elapsed

CLASSES OF MEMBERS

7. There shall be two classes of memberships in chamber, namely: -

- a) a member of chamber which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered manufacturing concern or a Sales Tax registered business concern having annual turnover of Rs. 50 Million or above shall be called "Corporate Member"; and
- b) a member of chamber which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a Sales Tax registered business concern having annual turnover of Rs. 50 Million or above shall be called "Associate Member"

(A) CORPORATE MEMBERS

- i) Fee structure of corporate members is **revised/updated Schedule A in terms of annual general meeting dated 30th September, 2020** as per these Articles.

(B) ASSOCIATE MEMBERS

- ii) Fee structure of Associate members is **revised/updated Schedule A in terms of annual general meeting dated 30th September, 2020** as per Schedule these Articles.

- c) The chamber shall ensure the minimum number of memberships of 150 members who are either permanently domiciled in the relevant district or have a substantial business interest such as industrial concern, a corporate business entity or are being assessed for the purposes of Income Tax and Sales Tax in the territorial jurisdiction of the proposed chamber. After the grant of license under The Trade Organizations Act, 2013 the Chamber shall maintain a minimum No of members at 300 or as specified by the Federal Government.
- d) Town Association of Trade and Industry which have been licensed under the Trade Organizations Act, 2013 shall secure affiliation with the chamber.
- e) The Town Association shall be under the disciplinary control of the Chamber regarding its public character and proper functioning in accordance with its approved rules and a clause to this effect shall be inserted in the Articles of Association of the Town Association before its enrollment to the Chamber.



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- f) The membership of chamber shall be granted for a period of one year and shall expire on the 31st day of March every year irrespective of the date of grant of membership.
- g) The membership shall be renewable on annual basis subject to fulfillment of following conditions, namely:-
- payment of prescribed subscription within two months before expiry of membership, which shall not be later than 31st of March; and
 - Proof of filing return of income tax and sales tax, if applicable, for the preceding year.
- h) Any firm, Joint Stock Company or Associated body eligible for election as member may become a member in its conventional or corporate name.
- i) Other things being equal, there be no bar to any foreign firm, as such, becoming a member of the Chamber and there shall be no discrimination whatsoever against any foreign firm on its membership rolls, provided that for the purposes of this Article, a "foreign firm" shall be:
- in the case of an individual, one who is a citizen of any country other than Pakistan;
 - in the case of a firm or partnership or other unincorporated association, one the majority of whose partners or members, as the case may be, are citizens of a country or countries other than Pakistan; and
 - in the case of a body corporate either incorporated outside Pakistan or incorporated in Pakistan one which has not less than one-half of its equity capital owned by foreign nationals as defined in clause (i) above and/or by a body corporate or bodies corporate incorporated outside Pakistan.

Provided that conditions prescribed by the Trade Organizations Act, 2013 and rules made there under shall apply accordingly for membership of foreign firms.

ENROLLMENT OF MEMBERS

8.

a)

- A candidate for election as a member whether a firm or a joint stock company or an associated body shall be proposed by one and seconded by another member and may be elected by the Committee. The application form shall be sent to the Secretary General by the member proposing and shall be signed by the such member and the member seconding and shall state the name in full of the candidate and in case of a firm, the names in full of its Secretaries or Managing Agents or parent company.

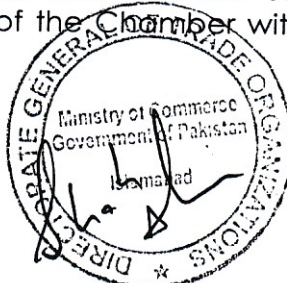
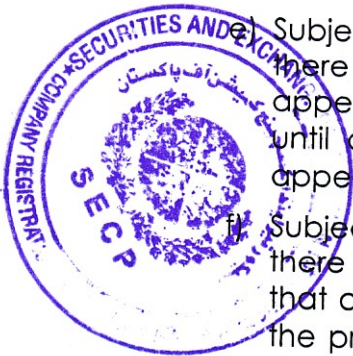
Provided that a member of the Town Association applying for the direct membership of the Chamber under Clause 7 (a) or (b) shall apply through his Town Association who will forward the application to the Chamber with a certificate that the applicant is a member of the Town



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Association. Such a member shall automatically cease to be member of the Chamber if, apart from other things as laid down in these Articles, he fails to pay his subscription payable to the Town Association

- ii) An application for membership shall be filed duly completed in the office of the Chamber; along with copy of N.I.C. and NTN/Sales Tax registration number, if applicable, by an applicant showing nature and duration of business and the Secretary General may check it in the presence of the applicant and diarize it, if complete in all respect or return it, for completion. Application by registered post shall be scrutinized and diarized if complete or returned if incomplete with reason thereof.
 - b) On the receipt of an application in proper form, the Secretary General shall place the same before the Committee and the Committee shall decide it, and all questions relating to it, by majority vote of its members present. The Committee shall have the right to reject any application for enrollment as member, with assigning reasons, in writing.
 - c) Appeal against the decision of the Committee in such cases shall lie with the General Meeting provided it is sponsored by at least five members of the Chamber. The General Meeting to consider such an appeal, if duly sponsored, shall be convened within one month of the date of receipt of the appeal in the Chamber.
 - d) Where a person has been duly enrolled, the Secretary General shall notify the result to him as well as all members of the Chamber and also forward to him a copy of the Memorandum and Articles of Association of the Chamber. A person whose application for enrollment has been rejected by the Committee shall also be notified of the decision with three days of the date on which such decision was taken. "In case of acceptance or rejection, intimation to that effect shall be sent to the applicant through registered post. The member may collect a copy of the letter by hand if so desired by him".
 - e) Subject to the provisions of Trade Organizations Act, 2013 and rules made there under, a candidate for membership who fails to get enrolled even on appeal before the General Meeting shall not be eligible for being enrolled until after a lapse of twelve months from the date of decision on such appeal.
 - f) Subject to the provisions of Trade Organizations Act, 2013 and rules made there under If at any time it is found to the satisfaction of the Committee that any statement made in the application of a member for enrollment or the proposal form was incorrect in any material particular, the Committee shall have the right to remove such member from the membership register of the Chamber forthwith provided that appeal against such a decision of the Committee shall lie with the General Meeting in the same manner as prescribed in clause (c) above.
9. Subject to the provisions of Trade Organizations Act, 2013 and rules made there under The Committee shall take decision on the application for or against enrollment as a member of the Chamber within one month of the date of its receipt by it.



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10. The application form for enrollment shall be accompanied by the subscription for the current year and no application will be entertained without it. Town Association and shall pay at the time of application the sum prescribed in schedule A as the minimum annual subscription for the current year subject to an increase in the amount in proportion to the volume of services required by such or Town Associations. They shall pay the remaining amount of their subscriptions immediately on election as member and if not paid within one month thereafter, they shall not be entitled to get the special service applied for. In the event of the applicant not being elected, the subscription for the current year as paid shall be refunded.
11. Where by reason of the provisions of Articles 13 hereof a firm, joint-stock company or associated body ceases to be member and the successor of such firm, joint stock company or associate body applies for membership, no subscription fee shall be payable but this provision shall not apply to cases where the successors of a firm consist of two or more firms and/or companies. In such cases, whether or not subscription fee shall be payable shall be referred to the Committee whose decision shall be final.

TERMINATION OF MEMBERSHIP

12. Except as hereinbefore provided a firm shall not cease to be a member by reasons only of a change in the constitution of the firm occasioned by the admission or retirement or death of a partner provided the business of the firm is continued in the conventional name in which such firm was elected as a member.
13. A firm, joint-stock company or associated body shall cease to be a member upon any change being made in the conventional or corporate name of the firm, company or associated body which, in the opinion of the Committee, substantially alters the composition of the firm, company or associated body.
14. Any member may withdraw from the Chamber by giving notice of resignation in writing to the Secretary General and shall be deemed to have resigned as from the date the Secretary General receives such notice. If a member resigns after having been elected to membership, the annual subscription already paid by him shall not be refundable to him.
15. Notwithstanding anything contained in these Articles a member shall cease to be a member of the Chamber:
- if he is adjudicated insolvent, or
 - If he is found to be of unsound mind by a court of competent jurisdiction, or
 - If he is punished with imprisonment for any offence involving moral turpitude, or
 - If he winds up or transfers his business, or
 - if he is expelled from membership of the Chamber.



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16. Subject to Article 10, subscription from all classes of members shall be due on 1st February each year. Any member whose subscription is not paid after due notice by 31st March, shall cease to be a member.
17. Membership may be cancelled or such membership be disqualified, in addition to the grounds provided under the Memorandum of Chamber or this document, if the member breaches any provisions of these rules or the Trade Organizations Act, 2013.
- 18.
- Subject to the provisions of Trade Organizations Act, 2013 and rules made there under any member who is guilty of conduct derogatory to the Chamber or contrary to the objects of the Chamber either acting directly or through its representative may be expelled from the Chamber by the Committee. But no member shall be expelled by the Committee unless he has been given an opportunity of explaining his position in writing and/or in person. The member so expelled shall have the right to appeal within 30 days from the date of expulsion to members in a General Meeting. When such an appeal is made by the Member, the President shall arrange to convene a General Meeting within 30 days from the date of receipt of the appeal and the decision taken at the General Meeting in the matter shall be final. Voting by proxy shall not be allowed at such a meeting. The member accused shall have the right to be present at the meeting to state his case.
 - If the President fails to call such a General Meeting, the provisions of Clause 107 shall apply
19. Subject to the provisions of Trade Organizations Act, 2013 and rules made there under any member having resigned under Article 14 or having ceased to be a member under Article 16 shall be eligible for re-election on payment of the required annual subscription.
20. Subject to the provisions of Trade Organizations Act, 2013 and rules made there under A firm, joint-stock company or associated body having been expelled under clause 18 shall be eligible for re-election if there has been a change in its management, or after the expiry of one year from the date of expulsion, whichever comes later, if so resolved upon by a majority of three fourths of the members present and voting at a General Meeting. Voting by proxy shall not be allowed.
21. Any member who shall by any means ceases to be member shall nevertheless remain liable for and shall pay to the Chamber all moneys which, at the time of such member ceasing to be member, may be due from such member to the Chamber including all moneys that may be due in the event of a winding up proceeding.

REGISTER OF MEMBERS

22. The Chamber shall maintain a membership register and allow for public access to such register **and has also issued membership card certificate at the event of the very new membership, renewal of membership and Re-admission of membership subject to the payment of charges @ of Rs. 200/- pkr**



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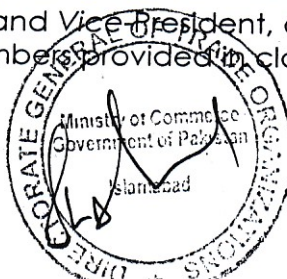
23. Register of members shall be kept in which shall be set forth the names and addresses of the members for the time being and in which all changes in membership from time to time taking place shall be recorded in the manner provided under The Trade Organizations Act, 2013 and rules made there under.

ORGANIZATIONAL STRUCTURE

24. Chamber shall comprise of a President, Senior Vice President, Vice-President, an Executive Committee and a General Body
25. The Tenure of Executive Committee shall be 2 years
26. Members of the Chamber shall constitute a General Body, which in addition to responsibilities assigned to it in the memorandum and articles of chamber shall subject to the provisions of sub-clause (5) "c" of sub-rule "21" and sub-section "7" of section 10 of the Trade Organizations Act, 2013, serve as Electoral College for election of members of the executive committee except for seats reserved for women for which Electoral College shall be the executive committee.
27. The Executive Committee of the Chamber shall comprise persons elected by General Body from amongst its members, subject to the followings, namely;
- There shall be a minimum of ten and maximum of thirty seats of Executive Committee.
 - At least 50% of the members of Executive Committee shall be from the corporate class
 - The Electoral College for each class of members of Executive Committee shall be the members of General Body from the respective class.
 - In addition to the seats provided in clause (a), the immediate past president or, as the case may be, the Chairman of chamber shall be an ex-officio member of the Executive Committee without voting rights.
28. In addition to the number of seats as mentioned above there shall be two seats of Executive Committee reserved for women entrepreneur for which the Electoral College shall be the Executive Committee
29. In addition to seats mentioned in clause 27 & 28 there shall be one seat reserved for nominee of each Town Association affiliated with the chamber.
30. Where any seat reserved for any stipulated category remains vacant, it shall not be filled with members from other category.

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

31. In case where the General Body of chamber comprises at least fifty percent members from Associate class, there shall be rotation of office of President, as the case may be, between the Associate and Corporate Members
32. Where there is rotation of office of President under clause 31, the President, Senior Vice President and Vice President, as the case may be, shall not be from the same class of members provided in clause 7.



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ELECTION OF OFFICE-BEARERS, EXECUTIVE COMMITTEE AND THEIR TERM OF OFFICE

33. The Office bearers of the Chamber shall be elected by Executive Committee from amongst its members

34. The tenure of all elected office bearers shall be one year.

35. Tenure of Town Association's nominee members of the Executive committee shall be 1 year.

36. The Tenure of members of Executive Committee provided in clause 27 & 28 shall be 2 years subject to the following;

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

37. On completion of the term the office bearers and members of Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the Chamber for next 1 year.

Provided that this rule shall not apply to office bearers and members of the Executive Committee elected under the repealed Ordinance i.e. The Trade Organizations Ordinance, 1961

38. The President, the Senior Vice President, the Vice-Presidents and the Members of the Committee shall hold office until the Annual General Meeting of the Chamber to be held next following their election.

39. Subject to clause 30 Casual vacancies of Members shall be filled by co-option by the Committee from amongst the Category of members to which the outgoing member belonged. Those of the President and/or Vice-President shall be filled by the Committee by election from amongst its existing Members and the resultant vacancies of the Member(s) shall be filled by co-option. Provided that no such vacancy shall be filled under this clause during the first 90 days as well as after 270 days from the annual election.

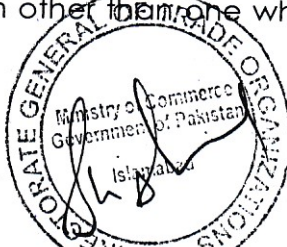
Explanation: The term "Casual Vacancy" shall include all vacancies occurring, for any reason, after the announcement of the results of the annual election.

40. On the expiry of fixed tenure period, the President/Chairman will automatically cease to be the President/Chairman and shall hand over the charge of his office to the newly elected President/Chairman or to the Executive Committee of the Chamber/Association if the elections have not been held.

41. On the retirement from the Committee the retiring representative or his firm acting through any other representative shall not be eligible to stand for election to the Committee for the next 1 annual term.

Provided that:

- a. If a retiring representative has interest in more than one firm or concern, his firm other than one whose representative he held office

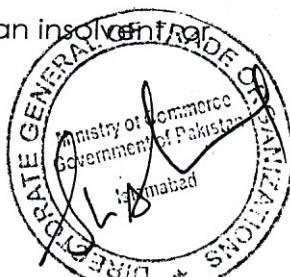


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on the Committee shall be eligible to contest the election through a candidate other than the retiring representative.

- b. No firm or concern shall be entitled to be represented at the time of election through a person other than one who is a proprietor, partner, director, managing agent, and elected office-bearer, Secretary General, or a responsible officer of such firm or concern.
 - c. No Town Association shall be entitled to be represented at the elections except through one of its own members, who are simultaneously a delegate member of the Chamber.
42. A proprietor of, any partner in, or a person holding a power of attorney or a letter of procuration from, a firm registered as member in its conventional name, and any person being a responsible officer of any joint-stock company or associated body registered as a member in its corporate name, shall be eligible for election as member of the Committee.
43. Subject to the provisions of section 10 of the Trade Organizations Act, 2013 the eligibility of a member to Chamber to vote at the elections of the Chamber shall be subject to the following conditions;
- a. A member shall be eligible to vote in election of Chamber after completion of **two** years of membership as on the date of announcement of elections schedule by the executive committee.
Provided that old members shall be eligible to vote on completion of one year of their enrollment and payment of all dues; and
 - b. The member has fulfilled the conditions of member ship and renewal thereof of chamber.
44. Every member eligible to vote shall deposit with the Secretary General, 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 maybe.
45. The proprietor, partner or director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of public limited company or a multi-national 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 and his name appears on the list of voters.
46. Not more than one representative of any member shall hold office at one time in the committee or in any appointment of the Chamber.
47. The office of a Member of the committee shall ipso facto be vacated if;

- a. He is found to be of unsound mind by a court of competent jurisdiction, or
- b. He is adjudged an insolvent.



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- c. He or any firm of which he is a partner or any company of which he is director accepts or holds any office of profit under the Chamber other than that of a legal adviser or a banker, or
- d. He absents himself from three consecutive meetings of the Committee without leave for absence from the Committee, or
- e. He or the firm, joint-stock company or associated body which he represents ceases to be a member under Articles 11, 12 or 13.
- f. Being a delegate member he fails to pay his subscription to the Chamber or Town Association concerned or Such Trade Association/ ceases to be a member of the Chamber.

ELECTIONS WITHIN CHAMBER

48. The elections of chamber shall be held on annual basis, between 1st of July to 30th of September of the year.

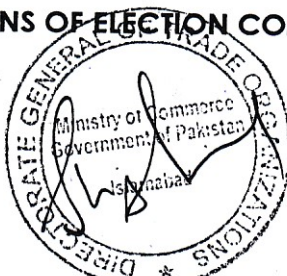
ANNOUNCEMENT OF ELECTIONS SCHEDULE

49. The election schedule of the chamber shall be approved by the Executive Committee and issued by the Secretary General in the first half of July.
50. Within two days of its approval by the Executive Committee, the election schedule shall be:
 - a. displayed at the notice board of the office of the chamber;
 - b. displayed at the website of the chamber; and
 - c. Submitted to the Regulator.

APPOINTMENT OF ELECTION COMMISSION

51. Simultaneously with the approval of the election schedule as provided in clause 49 the Executive Committee of the chamber shall appoint an election commission subject to the following conditions, namely:-
 - a. the commission comprises three members;
 - b. the members so appointed have submitted their consent in writing to their appointment as such;
 - c. the members of the commission, so appointed, have not held any office of the chamber for the preceding two years;
 - d. the members of the commission shall not be entitled to cast vote or become a candidate in the election, they are conducting;
 - e. the members of the commission shall be independent, impartial and non-partisan; and
 - f. the members of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

FUNCTIONS OF ELECTION COMMISSION



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52. The election commission shall be in-charge of all arrangements connected with the conduct of elections including but not limited to:

- a. appointment of polling staff;
- b. ensuring display of the tentative voters' list by the Secretary General for the purpose of inviting objection as provided in clause 55;
- c. examination of and decision on the objections received on the voters' list as provided in clause 58; and
- d. supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, transparent and fair manner in accordance with the provisions of the memorandum and articles of association and instructions of the Federal Government or the Director- General in this regard; and
- e. Counting of votes and announcement of results.

ELECTION PROCEDURE

53. The election of the chamber shall be conducted according to the procedure laid down in the respective articles of association subject to the following:-

- a. The election of the members of the Executive Committee shall be held by secret ballot,
- b. neither postal ballot nor proxy shall be allowed; and
- c. Polling shall take place at the registered office of chamber and where for want of space in the office premises it is not possible to establish the polling booths, the polling shall be held in a public place such as a community hall or hotel.

54. Within three days of the announcement of the election schedule member firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility.

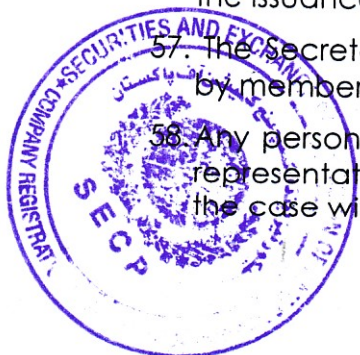
55. The Secretary General of chamber shall display within seven days of the announcement of election schedule the provisional list of all members eligible to vote along with their national tax number, sales tax registration number, if applicable, the name and national identity card number of their representative. The list shall be displayed at:

- a. the notice board of the office of the chamber; and
- b. the website of the chamber.

56. The members who have any objection to the entries in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the voters' list.

57. The Secretary General will intimate action on the objections or changes sent by members within five days from the last day under preceding clause.

58. Any person aggrieved by the decision of the Secretary General may make a representation, within three days to the election commission which shall decide the case within three days.



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59. Within three days of decision by the commission or in case the commission fails to decide within stipulated time provided under clause 58, any person aggrieved by the decision of the commission may appeal to the Regulator who shall decide the case within 10 days and his decision in this regard shall be final.

60. Within two days of the decision of the Regulator the final voters' list shall be:

- displayed at the notice board of the chamber;
- displayed at the website of the chamber; and
- submitted to the Regulator: Provided that if no appeal has been filed to the Regulator, the final list of voters shall be displayed within fifteen days of the decision of the election commission under clause 58.

61. Within four days of the display of the final list of voters, any person who is eligible to contest the election for the vacant post, shall send his nomination duly proposed and seconded by a duly registered voter and signed by the candidate to the Secretary General on the prescribed form in accordance with the Articles of Association or rules of the chamber **along with fee @**

Schedule Below is Accordance with the Schedule of Fee to be paid by the Candidate.

A	Corporate Class Election Nomination Paper Fee	PKR=50,000/-
B	Associate Class Election Nomination Paper Fee	PKR=30,000/-
C	Women reserved seat Nomination paper Fee	PKR=20,000/-

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

63. 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.

64. 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.

65. Within two days of decision of the commission or in case the commission fails to decide within the stipulated time provided in clause 64 Any candidate aggrieved by the decision of the election commission may file an appeal to the Regulator, who shall decide within 7 days and his decision in this regard shall be final.

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

Provided that if no appeal has been filed to the Regulator, the final list of candidates shall be issued within eleven days of the decision of the election commission under clause 64.

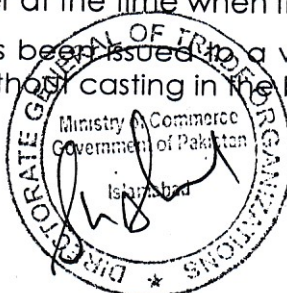


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67. Within five days of display of final list of candidates, the polling for election of members of Executive Committee shall be held.
68. Within 2 days of the polling as provided in clause 67, any person elected as member of Executive Committee, shall 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.
69. 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.
70. Within 2 days of display of final list of candidates, the polling for election of office bearers shall be held.
71. The final result of the election of members of the Executive Committee and office bearers shall be officially announced at the annual general meeting of the chamber called for this purpose within fifteen days of the date of polling under the preceding clause but not later than the 30th of September of the year;
72. The announcement of election results in the annual general meeting under sub-rule (19) in pursuance of the preceding clause shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Act.
73. The final election results announced in the annual general meeting shall be:
 - a. displayed at the notice board of office of the chamber within two days;
 - b. displayed at the website of the chamber within two days; and
 - c. submitted to the Regulator within 7 days.

CONDUCT OF ELECTIONS

74. The ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in the presence of polling agents of the candidates and the polling officer before the issuance of ballot papers to the voter.
75. It shall be the duty of the polling officer to verify the identity of the voter. The only acceptable forms of identification shall be the computerized national identity card, the original identity card issued by the chamber, the passport and the driving license. The polling officer shall enter the number of identification document on the counterfoil.
76. After comparing the signatures and photograph with the specimen signature card the polling officer shall hand over the ballot paper to the voter.
77. The ballot paper shall be signed by the Secretary General or an officer of the chamber duly authorized by the commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
78. Once the ballot paper has been issued to a voter, he shall not be allowed to leave the polling booth, without casting in the ballot box.



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79. Adequate arrangements shall be made to maintain the secrecy of the polls.
80. Proper account shall be maintained by an officer designated by the commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.
81. The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
82. The commission or an officer designated by the commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.
83. No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
84. Counting of votes shall take place immediately after the polling hours under the supervision of polling officer in the presence of candidates or their polling agents, if any, at the designated sites.
85. Provisional results may be declared by the commission immediately after the counting of votes is completed.
86. In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in the presence of candidates or their polling agents and a record of the result thereof shall be made.
87. Having completed the counting and compilation of results, the record pertaining to the elections shall be sealed and signed by the commission or any officer designated by the commission and the Secretary General and shall be handed over to the Secretary General for safe custody.
88. The record of elections shall be opened for inspection upon an application made in this behalf by the candidates within seven days of the date of polling and with the approval of the Regulator.

The elections will be conducted strictly according to the rules as contained in Trade Organization Act, Rule 2013.

If any provision of this memorandum and article of association is in conflict with the provisions made in Trade Organizations Act, 2013 and rule made there under the later shall prevail.

RIGHTS AND PRIVILEGES OF MEMBERS

89. Subject to the provisions and restrictions in these articles, the right and PRIVILEGES of membership may in case of firm elected in its conventional name, be exercised by any partner in such firm by any person authorized by Power of Attorney or letter of procreation, and may in the case of a joint Stock company or associated body elected as a member in its corporate name, be exercised by any responsible officer of such company or associated body. Every member shall nominate in writing one person who shall normally represent the member at the General Meeting and other proceedings of the

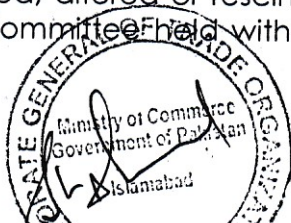


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Chamber. A second person may be nominated to represent the member in the absence of the first person.

90. Subject to the provision of The Trade Organizations Act, 2013 and rules made thereunder every member entitled to vote at the election shall have one vote each for the election of their respective representatives provided that each voter shall be entitled to cast as many votes as the number of vacancies filled of the class of membership which he belongs to. Provided further that all cases even voting in the Committee or in General Meeting whoever be presiding shall have a second or casting vote except in the matter of any election of the Chamber.

- a. Voting rights shall not be effected by change in class of members from one class to another as provided under clause 7.
- b. No member whose representative has been elected on the Committee shall have the right to withdraw him from the Committee during the currency of his term provided that such representative shall have the right to resign from the committee, at any time.
- c. In the event of a Member of the Committee having proceeded on leave or absence, the temporary vacancy so caused shall remain unfilled.
- d. Subject to the provision of clause 20 every question submitted to a General Meeting shall be decided by a majority of the members present and voting at such a meeting provided that in the event of difference of opinion between the Chamber Members and Associate Members on matters concerning their respective classes exclusively no ordinary resolution shall be deemed to have been adopted unless it has been carried by the majority of the votes of each class of the Chamber Members and the Associate Members present in person or by proxy and entitled to vote on such a resolution. Provided further that votes may be cast by proxy only by those members who may have their head offices at places outside Faisalabad.
- e. Notwithstanding anything contained in clause "d" above- no special extraordinary resolution, particularly concerning amendments to the Memorandum and Articles of Association of the Chamber, shall be deemed to have been carried unless it has received the votes of three-fourth majority of the members present in person or by proxy and entitled to vote on such resolutions provided that votes may be cast by proxy only by those members who may have their head offices at place outside Faisalabad. Provided further that in the event of difference of opinion between the corporate Members and Associate Members on any such resolution, it shall not be deemed to have been adopted unless it has been carried by the votes of three-fourth majority of the Corporate Members and Associate Members separately, present in person or proxy and entitled to vote on such resolution.
- f. No resolution duly passed at a meeting of the Executive Committee shall be amended, altered or rescinded at a subsequent meeting of the Executive Committee held within twelve months of the date on



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which such resolution was adopted unless two-thirds of the total number of Members of the Committee vote for a change and the Agenda containing the proposal was duly circulated.

- g. The Town Associations shall be treated as single entities each for the purposes of services and advice of the Chamber but they shall receive five copies of the Chamber's circulars, publications etc.
- h. For the purpose of certification of the status of the members of the Town Associations, the chamber shall make it clear that they are members of the Town Association affiliated to the Chamber concerned, not member of the Chamber direct.
- i. The Town Associations shall normally correspond with the Central Government through the Chamber to which they are affiliated.
- j. Subject to the provisions of The Trade Organizations Act, 2013 and rules issued there under Committee shall have full powers to enroll members or expel them from the membership register of the Chamber.
- k. In cases of unresolved difference of opinion between the classes of members mentioned in clause 7 on matters on which Government has called for advice of the Chamber, the respective classes of members shall have the right to have their view point forwarded to Government through the Chamber provided that the views of all such classes shall be forwarded in one and the same communication on each subject or occasion.
- l. Any services rendered by the Chamber to persons who are not its members or who are not members of any of its affiliated Trade Organizations shall not be charged for more than double charges fixed for the members.
- m. A delegate member shall not be entitled to vote at an Annual General Meeting or Extra-Ordinary General Meeting but shall have the right to participate in the election of the Committee in the manner prescribed in these Articles.
- n. Each Town Association shall have the right to send one representative from its own members to participate in and vote at Annual General Meeting or Extra-Ordinary Meeting. Such a representative will be one who is nominated by the Town Association under clause 89 unless a request for change in made in writing.

PRESIDENT

91.

- a. The President shall preside at all meetings of the Committee, at all General Meetings and lead all deputations. He shall preside at the Annual General Meeting, address the members on subjects he may deem proper to bring to their notice but such address shall not be taken to represent the views of the Chamber or of the Committee unless such representation is expressly indicated.



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- b. The President shall also at any time when he shall deem proper communicate to the members or to the committee such matters and shall make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the chamber and shall perform such other duties as may be incidental to the office of the President.

92. The Senior Vice-President in the absence of the President shall have the powers to perform the duties of the President.

MEETINGS AND FUNCTIONS OF THE COMMITTEE

93. The Committee shall meet at such time as may be deemed advisable and ordinarily at least once in one month and shall make such regulations as may be deemed proper for the summoning and holding of meetings of the Committee and for the transaction of business at such meetings, and the record of their proceedings shall be open to inspection by members with the approval of the Committee and/or subject to such regulations as it may deem expedient

- a. The President or, in his absence, the Senior Vice-President shall preside over all meetings of the Committee and the General Meetings of the Chamber and in the absence of all of them, the committee shall elect some one from amongst its Members present to preside over the particular meeting.
- b. 1/3rd Members of the Committee shall form a quorum for the transaction of business. If within 30 minutes of the time specified for the meeting of the Committee no quorum is formed the meeting shall stand adjourned to the same hour, day and place in the next week unless the Members present fix any other day and time for the adjourned meeting. The adjourned meeting shall transact only business specified in the agenda of the original meeting.
- c. Each Committee Member present at a committee meeting shall have one vote and all questions shall be decided by majority of vote. In case of an equality of votes, the President or whosoever be presiding in shall have a second or casting vote except in the matter of any election of the Chamber. Voting by proxy shall not be allowed at Committee meeting.
- d. Not less than 7 days notice shall ordinarily be given of every meeting of the Committee specifying place, date and hour of the meeting and the nature of business to be transacted. But the President or the Vice-President may himself call or direct the Secretary General to call an emergent meeting at a shorter notice to consider exclusively any special or urgent business. Absence from such an emergent meeting shall not count as absence for the purpose of clause 92. All notices of the meetings of the Committee to out-station Members shall be sent under Certificate of posting and in case of emergent meeting by the telegram.
- e. Every Executive Committee Member of the Chamber will have the right to send questions, proposals for discussion in the meetings. The



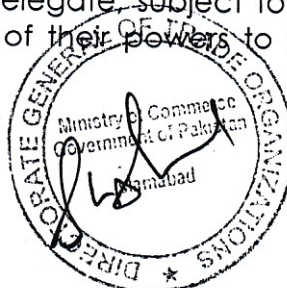
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President / Secretary General will include such questions / proposals in the Agenda of the coming meeting of the Executive Committee.

- f. A yearly report of the proceedings of the Chamber shall be prepared under the direction of the committee and circulated to the members of the Chamber at least seven days before the Annual General Meeting. Such a report shall be submitted to the Annual General Meeting for confirmation and shall be confirmed or otherwise dealt with.
- g. The Committee shall be the managing body of the Chamber and, in addition to the powers and authority by Statute or by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as shall be, by Statute or these Articles of Association, directed or authorized to be done by the Chamber as Company Limited by guarantee and which are not by these Articles or by Statute expressly directed to be done by the Chamber in General Meeting, but subject nevertheless as to such acts and things as are not regulated by Statute or by these Articles or such regulations or directions, as may from time to time be determined upon or given at an Annual or Extraordinary General Meeting. Provided that no such regulation or direction shall invalidate any prior act of the committee which would have been valid if the regulation or direction had not been made or given.
- h. Without prejudice to the general powers conferred by clause 93(e) of this Article, the Committee shall have power.
 - i. To appoint Sub-Committees, Standing Committees or Ad-Hoc Committees, and such Committees may be permanent or temporary or for special purpose as the Committee may determine.
 - ii. To nominate Chamber representatives on Public Bodies, Advisory Councils, Ad-Hoc or Standing, of various Government Departments as and when asked by the Government, Semi-Government, and other authorities.
 - iii. To fill vacancies occurring in such committees by nominations.

Provided that membership of such committee or the Chamber's representation of Public Bodies, Advisory Councils, Committees etc., shall as far as possible include representatives from all the two classes of its members, having regards to;

1. The interest which are most concerned with the particular Council, Body, Sub-committee, etc.
2. The number of persons to be nominated and the ratio between the numbers of representatives of the two classes of members on the Committee.
3. To delegate, subject to such conditions as they think fit, any of their powers to such Committees and to. Make,



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vary and repeal bye-laws or rules for the regulations of the Committees.

4. To make, vary and repeal bye-laws or rules for the regulation of the business of the Chamber, of the officers or servants or of the members, of the chamber, or any Department or Section of the Chamber.

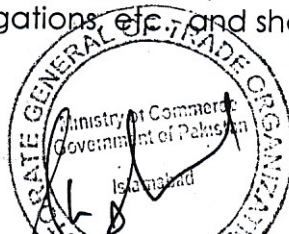
STANDING COMMITTEES

94. Subject to the provision of clause 93(f) of Article the Committee or the President may nominate any number of Sub-Committees, Ad-Hoc Committees or Standing Committees.

- a. The strength of such a committee shall not be more than ten members and only those who are considered experts in their line of business shall be co-opted on the respective Committees.
- b. Not less than 1/3rd or three persons shall form a quorum for such a committee meeting.
- c. An Ad-Hoc Committee may be appointed to handle a particular matter of temporary nature. Any responsible employee of a member may be elected to serve on an Ad-Hoc Committee and such election is not restricted to the representative nominated under clause 89.
- d. Members of the Sub/Ad-Hoc, Standing Committees and Chamber representatives on different bodies shall be responsible to the Committee and shall report progress from time to time or as required by the Committee.
- e. Sub/Ad-Hoc/Standing Committees shall not correspond with parties outside the Chamber unless specifically authorized by the Committee to do so. Chamber representatives on different bodies shall make all correspondence through the Chamber.
- f. As far as possible a member of the Committee will be included in each Sub/Ad-Hoc/Standing Committee as its Convener to preside over its meetings and report to the Committee on its behalf.

SECRETARY GENERAL

95. Chamber shall appoint a Secretary General through a Human Resources Committee formed under and consisting of three members of the Executive Committee.
96. The Secretary General shall be in charge of the secretariat of the chamber. The chamber shall frame the rules and regulations for hiring and service rules for Secretary General and other staff.
97. Secretary General shall ensure that the bank accounts of the chamber shall be opened in a scheduled bank in the exact registered name of the Chamber.
98. Secretary General shall ensure the making of declaration to the auditors of all accounts including those opened separately for projects such as local and foreign exhibitions, delegations etc. and shall not maintain any account which is not subject to audit.

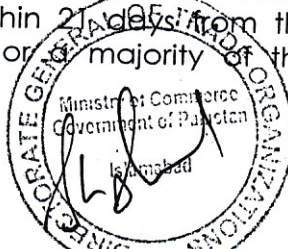
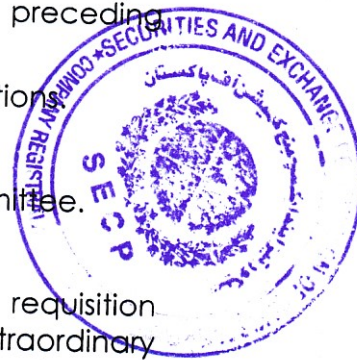


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99. Secretary General shall communicate with necessary documents all changes made in any material information already submitted to the Regulator or Federal Government within 30 days of such change.
100. The signatures of the Secretary General shall be mandatory for operation of all the single or jointly operated bank accounts of the chamber.
101. The termination of services of the Secretary General shall be through a resolution of the Executive Committee.
102. Any management employees who shall report directly to the Secretary General alone shall be appointed jointly by the Secretary General and the Human Resources Committee.
103. Any other staff or professional management shall be appointed through a process to be defined in the chamber's human resource policy.

GENERAL MEETINGS

104. A General Meeting of the Chamber shall become due on 1st July and shall in any case, be held before the 30th September every year. Such a meeting shall be called the Annual General Meeting. All other General Meetings shall be called the Extra-ordinary General Meetings.
 - a. The Meeting of AGM will be advertised in at least one National and Two Local Newspapers,
105. The Annual General Meeting shall transact the following business: -
 - a. Consideration of the Annual Report and confirmation of proceedings of the Chamber.
 - b. Passing of the Audited Accounts of the Chamber for the preceding financial year.
 - c. Appointment of the Auditors and fixation of their remuneration.
 - d. Appointment of Legal Advisor
 - e. Any other business subject to the rules framed by the Committee.
 - f. Announcement of the results of the Annual Election.
106. The President may whenever he thinks fit, and shall upon requisition made in writing by one-third of the members convene an Extraordinary General Meeting. The requisition shall specify the object of the meeting and only the business so specified shall be discussed at the meeting. The Committee, whenever necessary, may direct the Secretary General to convene an Extraordinary General Meeting.
107. Upon the receipt of such requisition, the President shall convene an Extraordinary General Meeting within 21 days from the date of receipt of requisition and shall cause a notice of such a meeting to be circulated over the signature of the Secretary General to all the members of the Chamber at least 14 days before the date of the Meeting. If the President does not convene such Meeting within 21 days from the date of the receipt of the requisition, the requisitions or a majority of them may themselves call the



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Meeting and, in either case, any meeting thus called shall be held within three months from the date of the requisition. Every Meeting thus called by the requisitions shall be called in the same or more or less the same manner in which General Meetings are to be called under these Articles.

Note: The term President in this Article shall include the Senior Vice President and Vice-President performing the functions of the President in accordance with clause 92.

NOTICE

108. Not less than 14 day notice to the members specifying the place, date and hour of meeting with a statement of the business to be transacted at the meeting, shall be given by notice sent by post or otherwise served as hereinafter Provided, However that not less than 21 days notice shall be given of a meeting to Pass a Special Resolution specifying the intention to propose the Resolution as a special Resolution. The period of notice in any case shall be sufficient to comply with clause 109(b).

109. A notice may be given to any member either personally or by sending it by post to such member's registered address.

- a. Where a notice is sent by post service of notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- b. A notice of the Annual General Meeting shall also be given to the Auditors of the Chamber.
- c. The non-receipt by any member of any NOTICE proved to have been given or sent as above shall not invalidate the proceedings at any General, Committee or Standing/Sub/Ad-Hoc Committee Meeting or any resolution passed there at.

QUORUM

110.

- a. Fifty Members present and entitled to vote at an Annual General Meeting or any Extraordinary General Meeting shall constitute a quorum. No business shall be transacted at an Annual General Meeting or an Extraordinary General Meeting unless a quorum of members is present at the commencement of such business. Proxies shall not count towards a quorum.
- b. If within half-an-hour after the time appointed for an Extraordinary General Meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved but in any other case it shall stand adjourned to some other day as may be decided by the members present and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the members present shall form the quorum.



ADJOURNMENT

Malik Abdul Qayyum Raza
Secretary General
The Faisalabad Chamber of Commerce
& Industry Faisalabad

111. The President of the Chamber or whosoever be presiding at the General Meeting may, by majority of votes of the members-present, adjourn the meeting from time to time and place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

VOTING

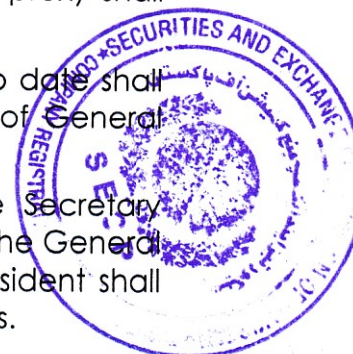
112. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded (before or on the declaration of the result of the show of hands) by the President or by at least five members and unless a poll is so demanded a declaration by the President that a resolution has, on a show of hands, been carried unanimously, or by a particular majority or lost and an entry to that effect in the book of the Proceedings of the meeting of the Chamber shall be conclusive evidence of the act, without proof of the number or proportion of the vote recorded in favor of, or against, that resolution.
- In the case of an equality of votes, whether on a show of hands or on a poll, the President of any General Meeting at which the show of hands taken place, or at which the poll is demanded shall be entitled to exercise a second or a casting vote.
 - If a poll is duly demanded it shall be taken in such manner as the President directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 - Except as otherwise provided in these Articles, votes at all General Meetings may be given either personally or by proxy and every member present in person or by proxy shall have one vote only and upon a poll every such member present in person or by proxy shall have similar voting rights.
 - Only members whose subscriptions have been paid up to date shall be entitled to vote or appoint proxies for the purposes of General Meeting or elections of the Chamber.
 - Proxies must be signed, stamped and delivered to the Secretary General not less than forty-eight hours before the time of the General Meeting. Before the commencement of business, the President shall appoint two Scrutineers to confirm the validity of the proxies.
 - Only on duly authorized representative of a member shall be entitled to attend and vote at a General Meeting.

BOOKS AND DOCUMENTS.

113. The Chamber shall keep accurate paper record of all matters pertaining to the operations and management of the Chamber.
114. Notwithstanding any thing contained in this document the Chamber shall, to the extent they are applicable to chamber, comply with all the requirements imposed on it under the Companies Ordinance, 1984 or The Trade Organizations Act, 2013 and rules made there under.



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Secretary General
The Faisalabad Chamber of Commerce
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115. The Committee shall cause to be kept proper books of account with respect to:

- a. All sums of money received and expended by Chamber and the matters in respect of which the receipt and expenditure take place;
- b. All assets and liabilities of the Chamber, and
- c. All sales and purchases of goods by the Chamber.
- d. The books of account shall be kept at the registered office of the Chamber or at such other place as the committee think fit, and shall be open to inspection by the Members of the Committee during business hours.
- e. Subject to the provisions made in this behalf in the companies Ordinance, 1984. the Committee shall, from time to time, determine whether and to what extent, at what time and place, and under what conditions or regulations the accounts and books of the Chamber or any of them shall be open to the inspection of the members not being Members of the Committee and no member (not being Member of Committee) shall have any right of inspecting any account or book or document of the Chamber except as conferred by law or authorized by the Committee or by the members in General Meeting.

REPORTING REQUIREMENTS

116. Notwithstanding the requirements under the Companies Ordinance, 1984 (XLVII of 1984), chamber shall cause to submit annually by 31st 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 as provided in clause 117
- c. A soft and hard copy of list of members as on November 30, in the format as given in Annex I to Schedule B of the Trade Organizations Act, Rules, 2013

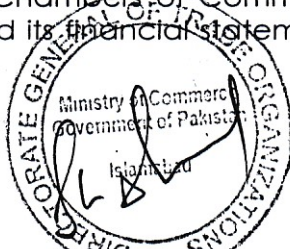
PLAN OF ACTIVITIES AND PERFORMANCE REVIEW

117. Chamber shall prepare a three year plan of activities which shall be approved by the Executive Committee following distribution amongst its members and cover among other matters the proposed future activities, finances and out come of such activities intended by the Chamber during the said three years.

118. Chamber shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of the Chamber to include but not be limited to minutes of meetings and the Chamber's plan of activities

MANAGEMENT OF FUNDS

119. Accounting year of Chambers of Commerce & Industry will be closed on 30th June each year and its financial statements duly audited by a Chartered



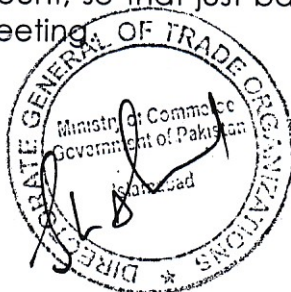
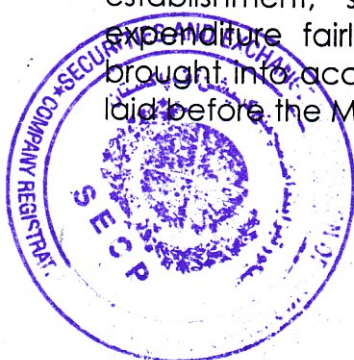
Malik Abdul Qayyum Raza
Secretary General
The Faisalabad Chamber of Commerce
& Industry Faisalabad

Accountant along with a list of members as on the 31st march shall be furnished by Chamber to the Regulator, on or before the 30th day of November every year.

120. The management of the funds of the Chamber shall vest in the Committee which shall deposit them in an approved bank or invest them in such securities as the Committee may from time to time determine.
121. All cheques shall be signed by the President or, in his absence, by the Senior Vice President jointly with the Secretary General or any other paid officer of the Chamber duly authorized by the Committee.
122. The President shall be authorized to make payment on the Chamber's account upto Rs. 100,000/- on any one unspecified item. No unspecified expenditure of more than Rupees one hundred thousand shall be made by the President on any one item without the prior authorization of the committee.
 - a. The Committee shall have power to authorize payment up to Rupees two hundred thousand on any one item of unbudgeted expenditure subject to ex-post-facto approval by the General Meeting, No payment of more than Rs. 200,000/- shall not be authorized by the Committee without the prior approval of a General Meeting, Provided that the Committee may incur any expenditure on the purchase of a building or site or construction there on of a building for requirement of the Chamber.
 - b. **The Secretary General FCCI shall not authorized to make payments, however, purchase order, evaluation documents and cheques which so ever approved by competent authority will be signed by the Secretary General in accordance with the prevision under article 100 of the memorandum and article of Association.** Before the commencement of the financial year, the Secretary General shall prepare a budget of the estimated revenue and expenditure for the ensuing financial year.

ACCOUNT AND BALANCE SHEET

123. At all Annual General Meetings, the Committee shall lay before the Members a Balance Sheet and an Income and Expenditure Account made up to the 30th June of the current year .
 - a. Financial Statements of the Chamber shall comply with the disclosure requirements of the Companies Ordinance, 1984, The Trade Organizations Act, 2013 and rules made thereunder and International Accounting Standards as are applicable to Chamber.
 - b. The Income and Expenditure Account shall show, arranged under the most convenient heads, the amounts of gross income distinguishing the several courses from which it has been derived, and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that just balance of profit and loss may be laid before the Meeting.



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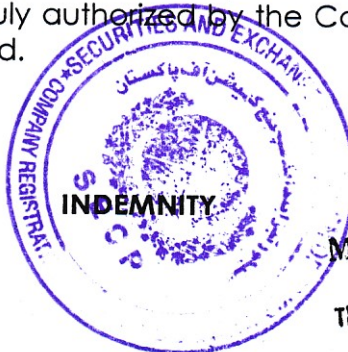
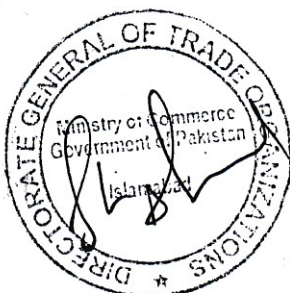
- c. The Auditor's Report shall be attached to the Income Expenditure Account and Balance Sheet, or there shall be inserted at the foot thereof a reference to the Report, and the Report shall be read before the members in General Meeting and shall be open to inspection by any member.
- d. Every such Balance sheet and income and expenditure Account shall be accompanied by a Report of the Committee as to the state and condition of the Chamber, such Report being in Addition to and separated from the Report specified in sub-clause "c" above and the Account, Report and Balance Sheet shall be signed by Two Members of the Committee.
- e. A copy of such Income and Expenditure Account and Balance Sheet so audited together with the Reports of the Auditors and the Committee shall be sent to the registered address of every member at least fourteen days previous to the Meeting and a copy shall also be deposited at the office for inspection by members during a period of at least seven days before the Meeting.
- f. After the Balance Sheet and Income and Expenditure Account have been laid before the members in General Meetings, three copies of Balance Sheet signed by the Secretary General shall be filed with the Joint Registrar Companies, Securities & Exchange Commission of Pakistan (SECP).

AUDIT

124. An auditor shall be appointed by the members at the Annual General Meeting and his duties regulated in accordance with the provisions of the Companies Ordinance, 1984, as applicable in Pakistan or any statutory modification thereof for the time being in force.
125. An Internal Auditor shall be appointed who would be responsible for the presentation of Audit Report to the Executive Committee's meeting on quarterly basis.

SEAL

126. The Committee shall provide a Common Seal for the Chamber. The Seal shall be deposited with the Secretary General and shall never be affixed to any documents except in the manner prescribed in resolution of the Committee or of the Chamber in General Meeting.
 - a. Deeds, Bonds and other Contracts under the Seal made on behalf of the Chamber, sealed with the Common Seal of the Chamber and signed by the President or the Senior Vice- President, as the case may be counter-signed by the Secretary General or any other paid officer of the Chamber duly authorized by the Committee shall be deemed to be duly executed.



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Secretary General
The Faisalabad Chamber of Commerce
& Industry Faisalabad

127. Every President, Senior Vice President, Vice-President, Members of the Committee, Secretary General and other officer or servant of the Chamber shall be indemnified by the Chamber against, and it shall be the duty of the Committee to pay out of the funds of the Association all costs, losses and expenses which any such officer or servant may incur or become liable for by reason of any contract entered into, or act or thing done or omitted by him as such officer or servant acting in good faith or in any way in the discharge of his duties including traveling expenses, and the amount for which such indemnity is provided shall immediately attach as lien on the property of the Chamber and have priority as between the members over all other claims.

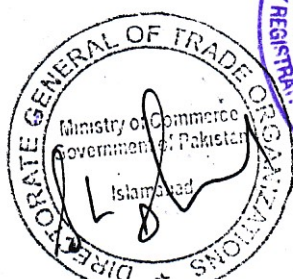
a. No President, Senior Vice President, Vice-president, Member of the Committee, Secretary General or other Officer of the Chamber shall be liable for the acts, receipts, neglects or defaults of any other Member of the Committee or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Chamber through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Chamber or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Chamber shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty or willful.

AMENDMENTS

128. Amendments to these Articles of Association shall be effect by a resolution passed by 3/4th majority of the members present in person or by proxy at an Extraordinary General Meeting of the Chamber Convened specially for this purpose in accordance with these Articles, provided that votes may be cast by proxy only by those members who may have their head offices at place outside Faisalabad, provided further that all amendments shall be subject to the prior approval of the Federal Government and shall also be made when required by the Federal Government in public interest.

INTERPRETATION

129. Any dispute or difference of opinion in regard to interpretation or scope of application of these Articles of Association, which cannot be resolved by the Chamber itself, shall be referred to the Regulator of the Directorate General of Trade Organizations appointed under the Trade Organizations Act, 2013 (XXXI of 2007) and the rules made thereunder and any rulings/clarifications given by the Regulator shall be binding on the Chamber, its office bearers and members.



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Secretary General
The Faisalabad Chamber of Commerce
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130. In respect of any matter for which no provision has been made in these Articles, the provision of the Trade Organizations Act, 2013 or the Companies Ordinance, 1984, as the case may be, or both, shall apply.

WEBSITE

131. Chamber shall maintain a website at all times which shall include all relevant information such as:
- Up-to-date list of office bearers with contact details, Executive Committee members, management and members of the General Body;
 - memorandum and articles of association as well as bye-laws, if any;
 - plan of activities and statement of vision;
 - schedule of Executive Committee meetings and minutes of such meetings; and
 - Schedule of elections, voters' list and election results during the election period as provided in clause 50(c), clause 55(b), clause 60(b) and clause 73(b).

MEMORANDUM, ARTICLES OF ASSOCIATION AND BYE-LAWS

132. Memorandum and articles of association, including but not limited to the organizational structure, and any byelaws of chamber shall be within the provisions of these rules, the Trade Organizations Act, 2013, Companies Ordinance, 1984 (XLVII of 1984) and the public notices issued by the Ministry of Commerce from time to time. Any other matter pertaining to the Organizational Structure or operations of the Chamber, not specifically provided in these rules, shall be as provided in this document.

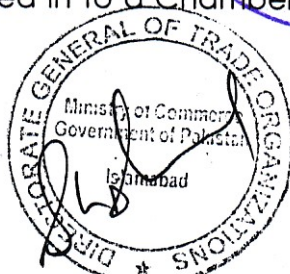
PROFESSIONAL DEVELOPMENT

133. The office bearers of a chamber shall always follow best practices including undertaking continuing professional development in order to meet the requirements of their respective office and in view of the provisions of the Trade Organizations Act, 2013 and Rules made there under and as reflected under the memorandum and articles of association of chamber or as notified by the Ministry of Commerce from time to time.

ARBITRATION

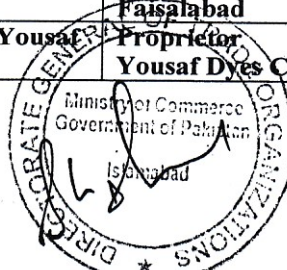
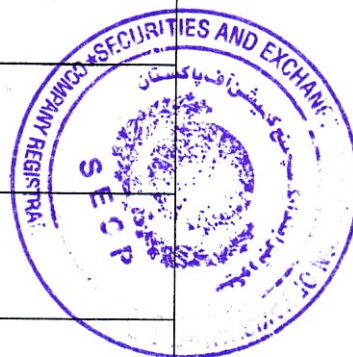
134. The Chamber may provide for the service of arbitration and survey for any dispute referred to it and may frame Rules and Byelaws in this respect.

We, the several persons whose names and addresses are subscribed, are desirous of being formed in to a Chamber in pursuance of these articles of Association.



Malik Abdul Qayyum Raza
Secretary General
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& Industry Faisalabad

Name	Addresses And Description of Subscribers
1. M. Asghar Makhdoomi	Proprietor Makhdoomi Company Rail Bazar, Faisalabad
2. Sh. Bashir Ahmad	Partner Sh. Fazal Din Mohammad Sharif Gole Karyana Bazar, Faisalabad
3. Muhammad Ashraf	Proprietor Muhammad Ashraf Gole Cloth Bazar, Faisalabad
4. Abdul Hakeem Gorija	Managing Partner Public Silk Mills, Sheikhupura Road, Faisalabad
5. Mian Abdul Aziz Magoon	Proprietor Tanvir Silk Mills Sargodha Road, Faisalabad
6. Haji Faiz Buksh Peracha	Proprietor Peracha Commercial Agencies St. 4 Old Grain Market, Faisalabad
7. Haji Ameer Din	Partner Saleem Soap Factory, Gole Sabanwala, Faisalabad
8. Mian Mohammad Saleem	Director Zeenat Textile Mills Ltd Sargodha Road, Faisalabad
9. Ahmad Din	Partner Sabri Karyana Store, Gole Karyana Bazar, Faisalabad
10. Feroze Din	Partner Mubarik Ali Feroze Din Gole Karyana Bazar, Faisalabad
11. Sh. Zulfiqar Ali	Proprietor Qadaria Dye Chemical Co Hydri Building, Gurdwara Gali, Faisalabad
12. M. Anwar Ghauri	Proprietor Anwar Weaving Factory, Samundri Road, Faisalabad
13. Faiz Rasul	Partner Chenab Rang Store, Chowk Bazar, Faisalabad
14. Haji Mohammad Yousaf Chughtai	Proprietor Yousaf Dyes Corporation



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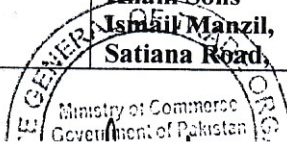
	Katchery Bazar, Faisalabad
15. Fazal Mahmood	Managing Partner Asif Amin Silk Mills Sheikhupura Road, Faisalabad
16 Haji Bashir Ahmad	Managing Director Sitara Textile Mill Industries Ltd, Satiana Road, Faisalabad
17. Aurangzeb Raja	Resident Director Captain Chemical Industries Ltd., Sargodha Road, Faisalabad
18. Mian Mohammad Amin	Managing Director, Rehmania Textile Mills Ltd Jhang Road, Faisalabad
19. Yousaf Ali	Manager, Siddique Brother Engineering Works, (Regd), 2594, Sheikhupura Road, Faisalabad
20. Haji Nazir Ahmad	Managing Director, Crescent Flour & General Mills Ltd., Sargodha Road, Faisalabad
21. Mazhar Hakim	Managing Partner Public Satin Mills, Sheikhupura Road, Faisalabad
22. Mian Mohammad Siddique	Managing Director, Rehmania Textile Mills (Silk) Ltd, Sargodha Road, Faisalabad
23. S.M. Zaki	Managing Partner Public Silk Industries Raza Abad, Faisalabad
24. Babu Ali Mohammad	Proprietor Jahangir Brother Silk Factory, Sargodha Road, Faisalabad

25. Khawaja Mohammad Younas	Managing Partner Khawaja Silk & Rayon Mills, Mansoorabad, Faisalabad
26. Haji Mohammad Siddique	Director A.R. Sons Limited Sooter Mandi, Faisalabad
27. Shakil Ahmad	Proprietor Khalil Sons Ismail Manzil, Satiana Road,



Certified to be true Copy

Adl. Joint Registrar
Securities & Exchange
Commission of Pakistan
Company Registration Office
Faisalabad
Malik Abdul Qayyum Raza
Secretary General
Faisalabad Chamber of Commerce



SCHEDULE – A

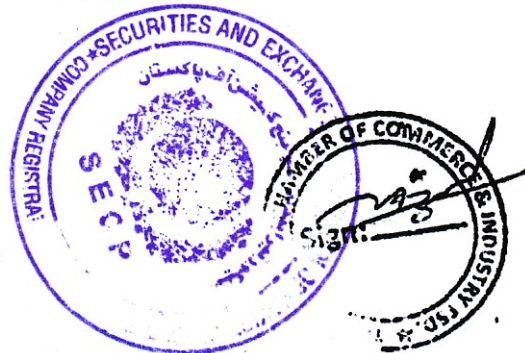
Fee Structure of Faisalabad CC&I

NAME OF HEAD	NEW REGISTRATION				RENEWAL			
	CORPORATE		ASSOCIATE		CORPORATE		ASSOCIATE	
	Current Fee	Approved Fee	Current Fee	Approved Fee	Current Fee	Approved Fee	Current Fee	Approved Fee
MEMBERSHIP FEE	1,500	1,575	1,500	1,575	3,000	3,150	1,500	1,575
ADMISSION FEE	12,300	12,915	5,500	5,775	1,300	1,365	500	5,25
TOTAL FEE	13,800	14,490	7,000	7,350	4,300	4,515	2,000	2,100

Fee for Town Association(s) intending to be affiliated with Faisalabad CC&I: The Executive Committee from time to time shall fix the membership fee subject to the approval of General Body.

Any other fee imposed, charged or levied by the General Body through a resolution in General Meeting or by the Executive Committee through resolution passed by such committee.

Provided that such fees and levies are in line with the provisions of Trade Organizations Act, 2013 and rules made thereunder.



	Faisalabad
28. Sh. Abdul Aziz Magoon	Managing Partner S. Maula Bukhsh Abdul Aziz, PO Box # 104, Faisalabad
29. Haji Bashir Ahmad	Managing Director Insaf Textile Printing Mills, Maqbool Road, Faisalabad
30. Salah-u-Din	Managing Partner Chauhan Dye & Chemical Co, Gurdwara Street, Rail Bazar, Faisalabad
31. Haji Habib Ullah	Proprietor Chaman Color Stores, Rail Bazar, Faisalabad

Witness to the above signatures.

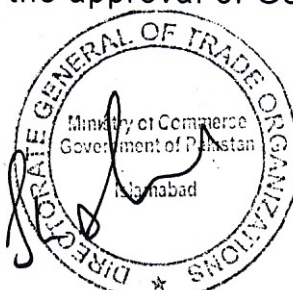
Secretary,
The Faisalabad Chamber of Commerce & Industry
Faisalabad

SCHEDULE – A

Fee Structure of Faisalabad CC&I

NAME OF HEAD	NEW REGISTRATION		RENEWAL	
	CORPORAE	ASSOCIATE	CORPORATE	ASSOCIATE
MEMBERSHIP FEE	900	900	900	900
ADMISSION FEE	1500	1000	0	0
TOTAL FEE	2400	1900	900	900

Fee for Town Association(s) intending to be affiliated with Faisalabad CC&I: The Executive Committee from time to time shall fix the membership fee subject to the approval of General Body.

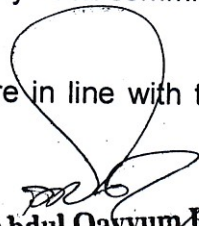


Malik Abdul Qayyum Raza
Secretary General
The Faisalabad Chamber of Commerce
& Industry Faisalabad



Any other fee imposed, charged or levied by the General Body through a resolution in General Meeting or by the Executive Committee through resolution passed by such committee.

Provided that such fees and levies are in line with the provisions of Trade Organizations Act, 2013 and rules made thereunder.


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