

MEMORANDUM OF ASSOCIATION

OF

JAMSHORO CHAMBER OF COMMERCE AND INDUSTRY

1. The name of the Chamber shall be “Jamshoro Chamber of Commerce and Industry”.
2. The Registered Office of the Chamber shall be situated at Jamshoro.
3. The objects for which the Chamber is established and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause, nor any general expression of any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule by being construed '*ejusdem generise*, with any particular word or words in the same paragraph :-
 - (a) To diffuse among the members information regarding trade, commerce and industry and to collect, print, publish, issue and circulate papers, periodicals, books, statistical data and such other publications as may be deemed to be conducive to the objects of Chamber;
 - (b) To frame and enforce rules & regulations with a view to regularize the purchases and sales of different commodities and products and to make changes therein from time to time in the interest of trade, commerce, industry and for the general public;
 - (c) To inculcate, foster and stimulate the spirit of collective self reliance on principle of cooperation and coordination among members of this Chamber;
 - (d) To organize individuals, firms, companies and corporations engaged in various trade and industries in the area covered by this Chamber by enrolling them as its members;
 - (e) To render technical, managerial, supervisory advisory assistance etc. for the prosperity of industrial class and commercial class or persons connected therewith individually or otherwise;
 - (f) To aid, develop, protect and promote the rights, interest and privileges of the traders and industrialists in the territorial jurisdiction of Jamshoro
 - (g) To make efforts to settle or compromise or arbitrate in disputes arising between members willing or agreeing to submit to arbitration in accordance with the arbitration rules of Chamber;
 - (h) To accept the donations, subscriptions, gifts and bequest for any of the objects of the Chamber;
 - (i) To consider all queries related to the reformation with trade, commerce and industry and the necessary action in connection therewith shall be initiated;
 - (j) To introduce financially sound parties, to invest their liquid capital in such enterprises that may be conducive to the prosperity and development of the area;
 - (k) To appoint as many as consultants and technical consultants for the promotion of industry and trading etc. for the benefit of the business community in the territorial jurisdiction of this Chamber.
 - (l) To give remuneration to any person or Chamber for the services rendered or to be rendered regarding this Chamber;

- (m) To become a representative of Chamber for Federation of Pakistan Chamber of Commerce & Industry, accordance with the provisions of Trade Organizations Act and Rule 2013;
- (n) That the chamber of trade and industry form / establish on the basis of territorial jurisdiction of Jamshoro shall control by the Jamshoro Chamber of Commerce & Industry.

4. The Chamber is being formed under section 3 of Trade Organizations Act, 2013 (II of 2013);

- a) Every member of the Chamber undertakes to contribute to the assets of Chamber in the event of same being wound up during the time that he is a member or within one year after wards for the payment of debts and liabilities of the Chamber contracted before the time at which he ceased to be member and of the cost, charges and expenses of winding up the same and for the adjustment of rights of the contribution amongst themselves Such amounts as may be required not exceeding Rs. 15000/-
- b) Payment of remuneration for services or otherwise to its members, whether holding an office in the Chamber or not, shall be prohibited.
- c) If upon winding up or dissolution of Chamber, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber but shall be given or transferred to some other institution(s) having objects similar to the objects of the Chamber to be determined by the majority members of the Chamber or before the time of the dissolution and in default thereof, by such judge of High Court of Judicature within Pakistan as may have or acquire jurisdiction in the matter.

5. It is hereby declared that:

- a) All income of the Chamber shall be utilized towards the promotion of the aims and objects of the Chamber.
- b) The Chamber shall apply all its profits and other income from its activity or from any of its property, howsoever derived, solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association, and the Chamber is hereby specifically prohibited to pay dividend to its members, provided that nothing herein contained shall prevent:
 - (1) The payment in good faith or any remuneration to any officers or servants actually rendered to the Chamber.
 - (2) Any payment of concession to members by way of rebate or return of subscription in accordance with regulations of Chamber.
 - (3) The gratuitous distribution among, or sale on discount to members of Chamber of any books or publications required for the furtherance of any of its objectives.

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

S.No	Name and Surname (present and former) in Full (in Block Letters) and NIC Number	Designation	Nationality With any former Nationality	Occupation	Residential Address in full
1	MIAN MUHAMMAD SHARIF CNIC-42301-2749346-3	Managing Director	Pakistani	Industrialist	Bhanero Textile Mills Ltd Plot No.E/2, SITE Kotri.
2	MR.TAUQIR TARIQ	Managing Director	Pakistani	Industrialist	Quetta Textile Mills Ltd

	CNIC.41303-8619417-3				No.1&2 Plot No.P/3, SITE Kotri.
3	MR.MALIK IQBAL GHANI CNIC .34104-4674782-3	Chief Executive	Pakistani	Industrialist	Al Madina Floor Mills Plot No.B-9/A, SITE Kotri.
4	MR.KHALIL AHMAD BALOUCH CNIC.41304-3892972-1	Director	Pakistani	Industrialist	Sapphire Textile Mills Ltd No.1 Plot No.A/17, SITE Kotri
5	MR.KANWAR ZIA-UR- REHMAN CNIC.41204-8724240-9	Director	Pakistani	Industrialist	Faisal Spinning Mills Ltd Plot No.A/150. Road No-6, Nooriabad
6	MR.MUHAMMAD JAFFAR CNIC:41204-8294534-7	Director	Pakistani	Industrialist	Amin Textile Mills (Pvt) Ltd Plot No.G/1, SITE Kotri.
7	MR.YASER IQBAL MALIK CNIC.34104-8559360-5	Chief Executive	Pakistani	Industrialist	Ghani Floor Mills. Plot No.D- 11/A SITE Kotri.
8	MR.MUHAMMAD ASIF MEMON CNIC.41303-9159073-3	Chief Executive	Pakistani	Industrialist	Rainbow Hitech Engineering Company (Pvt) Ltd Plot No.A-10/B SITE Kotri.
9	MR.MAZHAR MANZOOR CNIC.41204-6941080-1	Director	Pakistani	Industrialist	Quetta Textile Mills Ltd No-3 Plot No.B/4, SITE Kotri.
10	MR.TAUQIR TAIMURI CNIC.35201-5904407-1	Director	Pakistani	Industrialist	Nagina Cotton Mills Ltd Plot No.A/16, SITE Kotri
11	MR.ALLAH BAKSH NASIR CNIC.41204-3507467-3	Director	Pakistani	Industrialist	Sapphire Textile Mills Ltd No-3,Plot No. A/84 Nooriabad.

ARTICLES OF ASSOCIATION
OF
JAMSHORO CHAMBER OF COMMERCE AND INDUSTRY

The Article of Association according to the provision of Trade Organizations Act 2013, and Trade Organizations Rules 2013

1. The Chamber is established for the purposes expressed in the Memorandum of Association of the Chamber under section 3 of the Trade Organizations Act 2013.
2. The regulations for the management of the Chamber and for the observance of the members thereof and their representative, shall subject to the exercise of the statutory powers of the Chamber according to provision of Trade Organizations 2013 are contained in these articles.

“The Chamber will be known as ‘Chamber’, a Licensed Trade Organization.”

DEFINITIONS

3. In the interpretation of the Articles, the following words and expressions shall have the following meanings unless repugnant to the subject or context;-
 - (a) **“Act”** means the Trade Organizations Act 2013 (II of 2013);
 - (b) **“Articles”** mean these Articles of Association as originally framed and altered from time to time by special resolution.
 - (c) **“Chamber”** means This Chamber of Commerce & Industry organized to represent trade, industry & services in a specific area as provided in clause (b) of sub-section (2) of (3) of the Trade Organizations 2013.
 - (d) **“Commission”** means the Election Commission appointed for the purpose annual election of the Chamber.
 - (e) **“Regulator”** means the Regulator of Trade Organizations appointed by the Federal Government and includes an Officer empowered by the Federal Government to perform the functions of the Director General under Trade Organizations Act 2013 (II of 2013).
 - (f) **“Executive Committee”** means the Executive Committee of the Chamber for the time being elected under these Articles, responsible for the management or conduct of the affairs of the Chamber.
 - (g) **“General Body”** mean all members of the Chamber.
 - (h) **“General Meeting”** means General Meeting of the General Body of the Chamber whether Ordinary or Extraordinary.
 - (i) **“Member”** means a firm and includes a proprietorship, an association of persons, a partnership, a company or a multinational corporation, engaged in trade, industry or services and enrolled as a Member of the Chamber.
 - (h) **“Secretary General”** means an individual professional full time employee of the Chamber who shall be incharge of the Secretariat of the Chamber and responsible for day to day operation of the Chamber and in his capacity as such shall be custodian of all record pertaining to the Chamber.
 - (f) **“Office Bearers”** means the President, Senior Vice President and Vice President of the Chamber.

(g) “Year” means the year commencing from the 1st October and ending on the 30th Sep.

4. (a) The Purpose of registration is declared to consist of an unlimited number of members.

(b) The Chamber will have its own flag duly approved by the Executive Committee.

(c) The Chamber will have its own distinctive monogram.

5. The membership of the Chamber shall consist of the following classes of members:

(a) “Associate Members” means a member of the Association which is not a body corporate or a multinational or a sales tax registered business concern or a sales tax registered manufacturing concern having annual turnover of Rs. 50 Million or above.

(b) “Corporate Member” means a member of the Association which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered business concern or a sales tax registered manufacturing concern having annual turnover of Rs. 50 Million or above.

6. MEMBERSHIP:

1. Any business concern shall be eligible for grant or renewal of membership of any trade organization if such business concerns the following conditions.

- a) The prospective member is a sole proprietorship or a partnership firm or association of firm.
- b) The prospective members business fit within the defined business scope or area of jurisdiction of the trade organization of this chamber;
- c) The application for grant of membership has been proposed and seconded by existing members of the trade organization;
- d) The prospective member has no criminal conviction;
- e) All applications for membership shall be considered by the Executive Committee and after acceptance by the Committee, the applicants shall be duly informed, and their names entered on the membership register, on payment of an admission fee together with the annual subscription of the class of membership to which they are to be admitted.

(2) The Regulator, if satisfied that a prospective member meets the eligibility criteria under sub-rule (1), may direct Chamber for the purposes of enrolling any such person as member upon the application of such prospective member having filed a complaint with the Regulator on the grounds of delay or refusal in obtaining membership in the Chamber.

(3) The membership shall be renewable on annual basis subject to fulfillment of following conditions, namely:-

(a) payment of prescribed subscription within the time stipulated in the memorandum, which shall not be later than the 31st of March; and

7. (a) The membership of the Chamber shall be granted for a period of one year commencing from 1st January to 31 March every year irrespective of the date of grant of membership each year renewable on payment of renewal fee of the class of membership to which he was admitted.

	<u>ADMISSION FEE</u>	<u>ANNUAL SUBSCRIPTION</u>
Corporate Members	Rs. 5000/-	Rs. 30000/-
Associate Members	Rs. 1500/-	Rs. 10000/-
Town Associations	Rs. 2000/-	Rs. 8000/-

(b) A sole proprietorship firm or any other company or a concern shall be eligible for the membership of the Chamber, provided that such a firm or Chamber has its head office, registered office, branch office or manufacturing plant located in the territorial jurisdiction of this Chamber.

(c) The membership fee chargeable from each class shall be fixed by the Executive Committee.

Termination of Membership:

(a) Membership may be canceled or such membership be disqualified, in addition to the grounds provided in the memorandum and article of association, if the member breaches any provision of these rules or the act.

(b) Any member may withdraw from the Chamber by giving two months notice in writing to the Secretary General and on the expiry of the notice such member shall cease to be a member.

(c) A member shall cease to be member

(i) When a member fails to pay the subscription or any other dues to Chamber within one month after the due date of payment.

(ii) On receipt of a complaint from a member that a member has acted in such a way that it is detrimental to the interests and cause of the Chamber, the Executive Committee will elect a sub-committee to make an enquiry about the allegations and if it is proved correct will expel the member from membership but if it is found incorrect action shall be taken against the complainant, however no complaint will be entertained from non-members.

(iii) Provided always that a member whose name has been removed shall have the right to appeal to the General Body of the Chamber whose decision shall be final.

(c) The Management of the Chamber shall be vested in a body hereinafter called the Executive Committee which shall consist of: -

- i. President
- ii. Senior Vice President
- iii. Vice President
- iv. Executive Committee Members

The executive committee shall comprise persons elected by the general body from amongst its members, subject to the following conditions, namely:-

(a) there shall be a minimum of ten and maximum of thirty seats of executive committee;

(b) at least fifty per cent of members of the executive committee shall be from the corporate class:

(c) the electoral college for each class of members of the executive committee shall be members of the general body from the respective class; and

(d) in addition to the seats under clause (a), the immediate past president shall be an ex-officio member of the executive committee without voting right.

8. Members of Chamber shall constitute its general body.

9. The General Body constituted, in addition to the function and responsibility assigned to it in the memorandum and article of association of the chamber subject to the provision of clause (c) of rule (5) and sub section (7) of section 10 of the Act.

The General Body shall constitute of all member eligible to vote and act as the Electoral College for the Executive Committee.

The Executive Committee would be Electoral College for the office bearers.

10. **Elections** – Under the provisions of section 11 of the Act, the elections shall be held on annual basis during the period of July to September of the year.

11. **Announcement of elections schedule.** – (1) The election schedule shall be approved by the executive committee of the Chamber and issued by the secretary general in first half of July,-

(2) Within two days of its approval by the executive committee, the election schedule shall be - (a) displayed at notice board of head office and regional offices;

(b) displayed at website; and

(c) submitted to the Regulator.

12. **Eligibility to vote.** – (1) Subject to provisions of section 10 of the Act, the eligibility of a member to vote at the elections shall be subject to following conditions, namely:-

(a) the member has completed two years of valid membership as on the date of announcement of election 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 membership and renewal thereof under rule 11.

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

(3) The proprietor, partner or director of the member-firm or company, concern or a person not below the rank of general manager authorized by the board of directors of public limited company or a multinational company shall be entitled to cast vote at the time of election only if name of such person has already been registered with the secretary general and his name appears on the list of voters.

13. **Appointment of Election Commission.** – Simultaneously with approval of the election schedule as provided in rule 14, the executive committee 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 respective trade organization for the preceding two years;

(d) the member of the commission shall not be entitled to become a candidate in the election, he is conducting;

(e) the members of the commission shall be independent, impartial and non-partisan; and

(f) the members of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

14. **Functions of Election Commission.** – The Election Commission shall be in charge of all arrangements connected with conduct of elections including but not limited to-(a) appointment of polling staff;

(b) ensuring display of tentative voters’ list by the secretary general for the purpose of inviting objections as provided in sub-rule (3) of rule 18;

(c) examination of and decision on the objections received on the voters’ list as provided in sub-rule (6) of rule 18; and

(d) supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, fair and transparent manner in accordance with provisions of the memorandum and articles of association and instructions of the Federal Government or the Regulator in this regard; and

(e) counting of votes and announcement of results.

15. **Election procedure.** – (1) The election shall be conducted according to the procedure laid down in the articles of association subject to the following:-

(a) the election of the members of executive committee and office bearers shall be held by secret ballot;

(b) Neither postal ballot nor proxy shall be allowed; and

(c) the polling shall be held simultaneously at the head office, regional offices or, where the number of voters exceeds fifty, at the branch offices of the trade organization:

Provided that where for want of space in the office premises it is not possible to establish the polling booths, the polling shall be held in a public place such as a community hall or hotel.

(2) Within three days of the announcement of the election schedule member-firms desiring to change their representative shall intimate changes regarding name of representative to the secretary general alongwith necessary proof of eligibility.

(3) 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) Notice board of the head office and regional offices; and

(b) Website.

(4) The members who have any objection to the entries in the list of voters shall send their objections in writing to the secretary general within seven days of the issuance of the voters’ list.

(5) The secretary general shall, within five days from receipt of objections under sub-rule (4), intimate action on the objections or changes, if any.

(6) Any person aggrieved by decision of the secretary general may, within three days of receipt of the decision, make a representation to the Election Commission which shall decide the representation within three days.

(7) Any person, aggrieved by the decision of the Election Commission or in case the Election Commission fails to decide the representation within the period provided in sub-rule (6), may, within three days of decision by the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-rule (6), make an

appeal to the Regulator who shall decide the appeal within ten days and his decision in this regard shall be final.

(8) Within two days of the decision of the Regulator the final voters' list shall be-

(a) displayed at notice board of the head office and regional offices of the trade organization;

(b) Displayed at website of the Chamber; and

(c) Submitted:

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

(9) Within four days of display of the final list of voters, any person, who is eligible to contest elections for the vacant post, shall send his nomination, duly proposed and seconded by a duly registered voter and signed by the candidate, to the secretary general.

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

(11) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.

(12) The objections, if any, to nomination of the candidates may be filed to the Election Commission within twenty-four hours of issuance of the list of candidates, which shall be decided by the Election Commission within two days.

(13) Within two days of decision of the Election Commission or in case the commission fails to decide within the stipulated time provided in Rules, any candidate, aggrieved by the decision of the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under, may file an appeal to the Regulator, who shall decide it within seven days and his decision in this regard shall be final.

(14) Within two days of the decision of the Regulator the Election Commission shall issue final list of the candidates:

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

(15) Within five days of display of final list of the candidates, the polling for election of members of executive committee shall be held.

(16) Within two days of the polling, any person elected as member of executive committee, shall send, to the Election Commission for election as an office bearer, his nomination duly proposed and seconded by an elected executive committee's member and signed by the candidate.

(17) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.

(18) Within two days of display of final list of the candidates, the polling for election of office bearers shall be held.

(19) The final result of the election of members of executive committee and office-bearers shall be officially announced at annual general meeting of the trade organization called for this purpose within fifteen days of the date of polling under sub-rule (18) but not later than 30th day of September of the year.

(20) The announcement of election results in the annual general meeting under sub-rule (19) shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Act.

(21) The final election results announced in the annual general meeting shall be-

(a) displayed at notice board of the head office and regional offices of the Chamber within two days;

(b) Displayed at website of the Chamber within two days; and

(c) Submitted to the Regulator within seven days.

16 **Conduct of elections.** – (1) The ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in presence of polling agents of the candidates and the polling officer before the issuance of ballot papers to the voter.

(2) It shall be duty of the polling officer to verify identity of the voter. The only acceptable forms of identification shall be computerized national identity card, original identity card issued by the Chamber, passport and driving licence. The polling officer shall, on the counterfoil, enter the number of identification document.

(3) After satisfying himself with regard to identity of the voter, the polling officer shall hand over the ballot paper to the voter.

(4) The ballot paper shall be signed by the secretary general or an officer of the Chamber duly authorized by the Election Commission in this behalf and shall also be signed by the polling officer at the time when it is issued.

(5) Once the ballot paper has been issued to a voter, he shall not be allowed to leave the polling booth, without casting his vote in the ballot box.

(6) Adequate arrangements shall be made to maintain secrecy of the polls.

(7) Proper account shall be maintained by an officer designated by the Election Commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.

(8) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.

(9) The Election Commission or an officer designated by the commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.

(10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.

(11) Counting of votes shall take place immediately after the polling hours under supervision of polling officer in presence of candidates or their polling agents, if any, at the designated sites.

(12) Provisional results may be declared by the Election Commission immediately after counting of the votes is completed.

(13) In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in presence of the candidates or their polling agents and a record of the result thereof shall be made.

(14) Having completed the counting and compilation of results, record pertaining to the elections shall be sealed and signed by the Election Commission or any officer designated by the Election Commission and the secretary general and shall be handed over to the secretary general for safe custody.

(15) Upon an application made in this behalf by the candidates within seven days of the date of polling and with approval of the Regulator, record of the elections shall be opened for inspection by the applicant in presence of the Election Commission.

17. **Office-Bearers:** The office bearer shall be elected by the executive committee from amongst its members.

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

(ii) The tenure of members of the executive committee shall be two years subject to the following conditions, namely:-

(a) fifty per cent members of the executive committee shall retire every year; and

(b) After first election of the executive committee under the Act a draw shall be made to determine the fifty per cent members who shall retire after expiry of first year.

(iii) The tenure of office-bearers of the executive committee shall be one year.

(iv) On completion of term, office-bearers and members of the executive committee shall not be eligible to contest election or co-option in any representative capacity in the Chamber for the next one year.

18. **Reporting requirements.** –

(a) Annual financial statement prepared by the Auditor's and approved by the executive committee shall annually submit by the 31st December to the Regulator

(b) plan of activities for the next year as provided in rule 23; and

(c) a soft and hard copy of list of its members as on the 30th November, in the format as set out in Annex-I of Schedule B".

19. (a) Every member of the Chamber shall be entitled to receive free of cost a certificate of membership signed by the President or the Senior Vice President or the Vice President and countersigned by the Secretary General. Every certificate shall bear a distinctive number and shall be in such form as the Executive Committee may prescribe and bear the seal of the Chamber.

(b) If any certificate is worn out, damaged or lost, it may be renewed or replaced by the Committee on such terms as the Committee may prescribe.

(c) The certificate shall be the property of the Chamber and it shall have to be returned by the member to the office of the Chamber on the termination of his membership.

REGISTER OF MEMBERS:

A register of members shall be maintained in which there shall be entered such information about the members as the Committee may from time to time decide.

RIGHT OF MEMBERS:

(a) Members of all classes shall have equal rights of service and advice of the Chamber.

(b) The JAMSHORO Associations shall be treated as single entity for the purposes of service and advice of the Chamber, but they shall receive five copies' of the Chambers circulations, publications etc.

(c) For the purpose of the certification of documents of the members of the JAMSHORO Associations, the rate of the fee charged from them shall not be more than 10 per cent higher than the rates fixed for the members.

(d) For the purpose of certification of status of members of Chamber, the Chamber shall make it clear that they are the members of the respective Associations affiliated to the Chamber and not the members of Chamber themselves.

20. **THE DUTIES OF THE OFFICE BEARERS PRESIDENT:**

(a) The President shall be the Executive Head of the Chamber, He shall preside at the General or Special meetings of the Chamber and control the business of such meetings.

(b) In the absence of the President, the Senior Vice President shall perform any or all of his duties, In the absence of the President and the Senior Vice President, the Vice President, shall perform any or all the duties of the President and in the absence of President, Senior Vice President, or Vice President the members shall elect a Chairman from among themselves. Provided that in all cases of even voting in the Committee or in General Meeting who ever be president shall have a second, or casting vote.

(c) The President shall be entrusted for proper and orderly conduct of Committee will supervise all establishing and routine work of the Chamber.

SENIOR VICE PRESIDENT /VICE PRESIDENT

21. In the absence of the President, the Senior Vice President and in the absence of the latter, the Vice President shall have the power to perform the duties of the President.

Web Site – within one year from the date of grant of licence create and maintain a website at all times which shall include all relevant information , such as-

(a) up to date list of office-bearers with contact details, executive committee's members, management and members of the general body;

(b) memorandum and articles of association as well as bye-laws, if any;

(c) plan of activities and statement of vision;

(d) schedule of executive committee's meetings and minutes of such meetings; and

(e) schedule of elections, voters' list and election's results during election period.

AUDITORS:

22. At each Annual General Meeting an Auditor shall be appointed to audit accounts of the Chamber.

THE EXECUTIVE COMMITTEE:

(a) The Executive Committee shall meet at such date and time as the President may fix provided however that on receipt of a written request from seven members of the Executive Committee the President will call a meeting of the Committee.

(b) The Committee at its meeting will discuss the business as placed before the house and records of their proceedings shall be open to the inspection of the committee members subject to such regulations as the committee may from time to time expedient to make.

(c) One fourth members of the committee shall form a quorum for the transaction of the business. If the Committee is adjourned for want of quorum, the members already present shall decide next date and time for holding the meeting for which quorum will not be necessary.

(d) A yearly report of the working of the Chamber shall be prepared and circulated for the information of the members of the Chamber at least 21 days previous to the Annual General Meeting. Such report shall be submitted to the, Annual General Meeting for adoption.

(e) The management of the business of the Chamber shall vest in the, Executive Committee. In addition to the powers by these articles expressly conferred upon them, the committee shall be entitled to exercise all such powers and do all such acts and things as may be exercised or done by the Chamber including the carrying out of the objects of the Chamber s as set forth in the Memorandum of the Association.

(i) No resolution duly passed at a meeting of the Executive Committee shall be amended, altered or rescinded at a subsequent meeting of the Executive Committee held within 12 months of the said resolution was passed unless 2/3rd of the total number of the members of the Committee vote for a change and the agenda contained the date on which proposal was duly circulated.

(ii) In cases of unresolved differences of opinion between various classes of members on matters on which Government have called for advice of the Chamber, the respective classes of the Chamber shall have the right to have their view point forwarded to the Government through the Chamber provided that the views of all classes shall be forwarded in a single communication on each subject or occasion.

(f) Without prejudice to the powers conferred by articles hereof the committee shall have powers: -

(i) To make, vary and repeal rules, for the regulation to make regularize the business of the Chamber, of the office-bearers, of servants or the members of the Chamber or of any department or section of the Chamber.

(ii) To appoint any standing committee or sub-committee of the members of the committee of the Chamber. Such standing committee or sub-committee may be permanent or temporary as the committee may determine.

(iii) To delegate subject to such condition as they think fit, any of their powers to standing committee or sub-committee and to make, vary and repeal rules and regulations of the proceedings of the departmental committee or sub-committee.

(iv) To enter into arrangements upon such terms and subject to such conditions as the committee may deem proper, working in connection with any Chamber, organized for the protection or better development of any branch of trade, commerce or manufacture or with the like objects provided that the objects of the said Chamber are not inconsistent with the objects as defined in the Memorandum of Association.

(v) To appoint and from time to time to remove such clerks and servants in the employment of the Chamber as the Committee will think fit and fix the remuneration to be paid.

(vi) Subject to directions of Government issued from time to time the Executive Committee shall have full powers to enroll members or expel them from the membership register of the Chamber.

If a member of the Executive Committee absents himself continuously for three meetings without taking leave, his name shall be removed from the membership of the Executive Committee and the President, in consultation with other office bearers will nominate another member to take his place. Provided that if a member of the committee has proceeded on leave of absence, the temporary vacancy so caused shall remain unfilled.

GENERAL MEETING

(g) General Meeting shall be held in accordance with the provisions of the Companies Ordinance, 1984 (No. XL VII, 1984) every year at such place as the committee may consider convenient for the dispatch of business at which report of the proceedings of committee and the yearly account shall be submitted for confirmation. The first Annual General meeting shall be held within 18 months from the date of incorporation and thereafter once at least in every calendar\ year within a period of four months from the close of its financial year and not more than fifteen months after the holding of its last preceding Annual General Meeting. Such meetings shall be called Annual General Meeting. The Annual General Meeting shall transact the following business-

(i) Announce the names of the office bearers (including members) elected on the Executive Committee for the ensuing year, twenty five percent of total voting power and 1/4th of the members whichever is higher.

(ii) Confirm the minutes of the last General Meeting.

(iii) Receive and adopt the Annual Report of the Chamber.

(iv) Receive and confirm the duly audited accounts of the Chamber.

(v) Appoint auditor or auditors for the ensuing year and fix his/their remunerations.

(vi) Transact such other business, notice of which may have been given to the Secretary General of the Chamber 7 clear days before the date of the Annual General Meeting, or such other business as may with the permission of the chair be placed before the meeting.

(h) The committee may however, whenever they think fit convene other General Meeting either for purpose of transacting any special business or for placing before the members of the Chamber views of their activities in the preceding months.

(i) An extraordinary General Meeting shall be convened by the committee upon the requisition of not less than 1/5th of the members of the Chamber. The requisition so made shall express the objects of the General Meeting proposed to be called and shall be presented to the Secretary General. Upon receipt, of a requisition under this article, the committee shall forthwith proceed to convene an extraordinary general meeting. In case the committee after the delivery of such requisition fails to convene a general meeting to be held within one month of such delivery, the requisitioners may themselves convene a meeting to be held within two months after such delivery.

(j) Notice of 21 clear days shall be given to the members for convening an annual meeting or extraordinary meeting in order to place before the members a review of the activity of the committee or to consider any important matter on which the committee may desire to consult them provided that a shorter notice may be given in the case of an emergency extraordinary general meeting.

(k) Proper notice for convening the meeting shall be issued to the members under Postal Certificate / Regd. Post / Courier Service, Non-receipt of notice of convening any general meeting by any member shall not invalidate the proceedings of any such meetings.

(l) 1/4th of the members shall constitute a quorum for the annual and extraordinary general meeting including proxies.

(m) 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 industry members and the trade members. No ordinary resolution shall be deemed to have been adopted unless it has been carried by majority of the votes of each class of the industry members and the trade members present in person or by proxy and entitled to vote on such resolutions.

Notwithstanding anything contained hereinbefore, no special or extraordinary resolution, particularly concerning amendments to the Memorandum and Articles of Associations of the Chamber shall be deemed to have been carried unless it has received the votes of three-fourth majority of each class of the industry members and the trade members present in person or by proxy and entitled to vote on such resolutions.

(n) Every member shall have one vote, in case of a tie, the President or whoever shall be presiding at the meeting shall exercise the casting vote.

(o) If a member of the Executive Committee wishes to place a resolution before the Executive Committee, he shall submit the same 72 hours before the meeting takes place in writing to the Secretary General.

(p) Similarly questions which require consultation of office records should be sent in writing to the Secretary General 72 hours previous to the meeting to enable him to answer the same.

(q) For the General Meeting the procedure shall be the same as in clause (i) above, but instead of 72 hours, the prescribed time shall be seven days.

SEAL

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

ARBITRATION

The Chamber may form a Tribunal of Arbitration to decide such disputes and differences as may be referred to the Chamber.

CHANGE OF RULES

All rules, regulations and byelaws affecting the General Members or any amendments or cancellation thereof shall be framed by the Executive Committee and shall be submitted to a General Meeting for confirming within 270 days after the decision of the committee but shall all the same be effective until and otherwise decided in a general meeting. Amendments of the Memorandum and Articles of Association shall be subject to the approval of the Government and shall also be made when required by the Government in public interest.

INDEMNITY

(a) Every President, Senior Vice-President, Vice-President, Members of the Executive Committee, Secretary General and other officers, or agents, or servants of the Chamber shall be indemnified by the Chamber against, and it shall be the duty of the Executive Committee to pay out of the funds of the Chamber, all costs, losses and expenses which remaining professional fee in respect of such persons may incur or become liable to be reason of any contract entered into, or act or thing done by them as such persons acting in good faith in the discharge of their duties including traveling expenses and the amount for which such indemnity is provided shall immediately be a charge on the Property of the Chamber and have priority as between the members over all other claims.

(b) President, Senior Vice-President, Vice-President, Members of the Executive Committee, Secretary or officer of the Chamber shall be liable for the acts, receipts, or defaults of any other member of the Executive Committee or officer or for joining in any receipt or other act of conformity or for or for any loss or expenses happening to the Chamber through the insufficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Chamber or for the insufficiency or deficiency of any security in or upon which any 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 monies, securities or effects shall be entrusted or deposited or for any loss occasioned by any other error or judgment or oversight on his part, or for any duties of his office or in relation thereto unless the same happen through his own dishonesty.

We, the several persons, the founders whose names and addresses are subscribed hereto are desirous of being formed into Chamber in pursuance of this Articles of Association.

S.No	Name and Surname (present and former) in Full (in Block Letters) and NIC Number	Designation	Nationality With any former Nationality	Occupation	Residential Address in full
1	MIAN MUHAMMAD				Bhanero Textile Mills Ltd Plot

	SHARIF CNIC-42301-2749346-3	Managing Director	Pakistani	Industrialist	No.E/2, SITE Kotri.
2	MR.TAUQIR TARIQ CNIC.41303-8619417-3	Managing Director	Pakistani	Industrialist	Quetta Textile Mills Ltd No.1&2 Plot No.P/3, SITE Kotri.
3	MR.MALIK IQBAL GHANI CNIC .34104-4674782-3	Chief Executive	Pakistani	Industrialist	Al Madina Floor Mills Plot No.B-9/A, SITE Kotri.
4	MR.KHALIL AHMAD BALOUCH CNIC.41304-3892972-1	Director	Pakistani	Industrialist	Sapphire Textile Mills Ltd No.1 Plot No.A/17, SITE Kotri
5	MR.KANWAR ZIA-UR- REHMAN CNIC.41204-8724240-9	Director	Pakistani	Industrialist	Faisal Spinning Mills Ltd Plot No.A/150 Road No.6,SITE Nooriabad
6	MR.MUHAMMAD JAFFAR CNIC:41204-8294534-7	Director	Pakistani	Industrialist	Amin Textile Mills (Pvt) Ltd Plot No.G/1, SITE Kotri.
7	MR.YASER IQBAL MALIK CNIC.34104-8559360-5	Chief Executive	Pakistani	Industrialist	Ghani Floor Mills. Plot No.D- 11/A SITE Kotri.
8	MR.MUHAMMAD ASIF MEMON CNIC.41303-9159073-3	Chief Executive	Pakistani	Industrialist	Rainbow Hitech Engineering Company (Pvt) Ltd Plot No.A-10/B SITE Kotri.
9	MR.MAZHAR MANZOOR CNIC.41204-6941080-1	Director	Pakistani	Industrialist	Quetta Textile Mills Ltd No-3 Plot No.B/4, SITE Kotri.
10	MR.TAUQIR TAIMURI CNIC.35201-5904407-1	Director	Pakistani	Industrialist	Nagina Cotton Mills Ltd Plot No.A/16, SITE Kotri
11	MR.ALLAH BAKSH NASIR CNIC.41204-3507467-3	Director	Pakistani	Industrialist	Sapphire Textile Mills Ltd No-3,Plot No. A/84 Nooriabad.