

Latest amendment

M/A/A

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**MEMORENDUM OF ASSOCIATION
OF THE
TOWEL MANUFACTURES ASSOCIATION
OF PAKISTAN**

NAME

1. The name of the Association shall be the TOWEL MANUFACTURERS ASSOCIATION OF PAKISTAN, here in after called Association.

OFFICE

2. (a) The Registered office of the Association shall be situated in Karachi.
- (b) The Circle Offices of the Association shall be two in number which shall be situated in Karachi for Southern Circle (i.e. Provinces of the Sindh & Balochistan) & in Lahore for Northern Circle (i.e. Province of Punjab, Khyber Pakhtunkhaw and Federal Area). The Registered Offices shall also be known as the Head Offices of the Association.
- (c) The Branch Office or Officers may be set up at such place or places within the jurisdiction of a Circle Offices as the Association may determine from time to time.

OBJECTS

3. (a) To take over the assets & liabilities at book value of the Towel Manufacturers Association of Pakistan incorporated under the Companies Ordinance 1984.
- (b) The Objects for which the Association is established are.
 - i. To promote, develop, protect, stimulate and encourage the Towel Industry i.e. Home Textiles, all sorts Terry, knitted and plain woven Towel and all made ups, upholstery, Drawing room, Bed room, Hospitals, Hotels, Kitchen and Toilet linen (Terry knitted or plain), Terry knitted plain woven Garments including bar mops, washing gloves, Apparel overall coverall Bathrobes, Gowns, baby Wears



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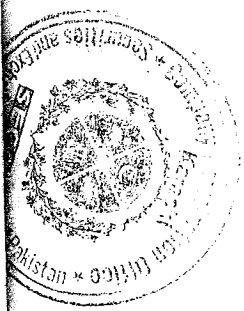
polyester / Cotton, Wool or any Synthetic Fiber alone or in combination.

- ii. To urge, support or oppose legislative or other measures & to procure change of laws or practice affecting above mentioned Towel and made-ups Industry.
- iii. To enlist members from all over Pakistan & to promote & encourage collaboration in the industry for the common goods of its members.
- iv. To secure adequate representation of the Association on Government public or statutory Bodies & on Trade & industrial Delegation.
- v. To assists the members to obtain essential machinery basic raw materials, spares & accessories & generally to help the members in the common interest of the industry.
- vi. To accept any bequest, gifts, donation or subscription towards or to accumulated & provide a fund or an endowment or wakf & to invest the same & apply the income arising there from or to restore to the capital there of any objects of the Association.
- vii. To adjust controversies & conciliate differences of opinion among members of the Association.
- viii. To form in collaboration with other recognized Chambers & Association:-
 - (1) A National Arbitration Association of Pakistan.
 - (2) A National Committee of the international Chamber of Commerce.
 - (3) An Export promotion council & pre-shipment inspection Organization for the Towel industry & do all acts, deeds & things incidental to or in furtherance of this object.
- ix. To seek affiliation with the Federation of Pakistan Chambers of Commerce & Industry.
- x. To accept deposits of money or goods for any objects of the Association as may be deemed fit.
- xi. To subscribe to & become & continue to remain members of Federation of Pakistan Chambers of Commerce & Industry & to procure from & communicate to any Organization of Trade &



industry in Pakistan or abroad such information as may be conducive to the attainment of the objects of the Association.

- xii. To subscribe to any local or other charity & to grant any donations for any public purposes & to provide provident or superannuation fund or funds for the servants of the Association, their widows & children.
- xiii. To communicate with Federal & Provincial Governments, Chambers of Commerce & industry or other commercial & public bodies & to concert & promote measures for the protection of the aforesaid interests.
- xiv. To file, prosecute, defend or concur, join or aid in filing, prosecuting & defending any such actions, suits, applications, appeals or other proceedings as the Association may think proper or which may be conducive to the attainment of the objects of the Association.
- xv. To remunerate any person or company for services rendered or to be rendered in or about the conduct or management of the affairs of the Association.
- xvi. To pay all costs, charges & expenses, preliminary & incident to the promotion, formation, establishment or registration of the Association & the conduct of the affairs there of.
- xvii. To collect, circulate & disseminate statistics & other information relation to the Export, Import, production & sales of mentioned Towels and made-ups etc., etc.
- xviii. To enter into any arrangement with any Government or Authority-Municipal, Local or otherwise that may seem conducive to the objects of the Association or any of them & to obtain from any such Government or Authority rights, privileges & concessions.
- xix. To sign, seal, execute & deliver all instruments, deeds, documents & writings what so ever that may be found to be necessary or expedient in realization of the objects of the Association or conduct of its affairs.
- xx. To frame from time such rules & byelaws as the Association may deem fit or proper for all or any of the objects, & to comply with all the requirements of the trade Organizations Act, 2013, as amended from time to time & the rules & regulations framed or the instructions & directives issued there under.



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xxi. AND GENERALLY to do all acts, deeds & things which may be incidental or conducive to the attainment of all or any of the objects above stated.

AND IT IS HEREBY DECLARED that the objects set forth in any sub-clause of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Association.

4. The income & property of the Association when so ever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association & no portion thereof shall be paid or transferred, directly or indirectly, in the shape of dividend or bonus or otherwise by way of profit to the persons who at any time or have been members of the Association or to any of them or to any person preferring claim through any of them.

Provided that nothing here in contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member there of or other person in return for any services actually rendered to the Association, or the payment of interest on money borrowed or rent for premises demised to the Association.

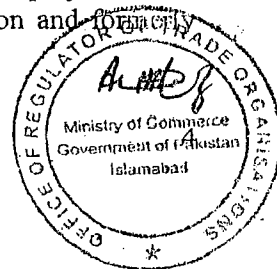
5. The fourth & ninth paragraphs of this Memorandum are conditions on which the Government of Pakistan has grants a license to the Association in pursuance of section 42 of the Government Ordinance, 1984.

6. The liability of the members is limited; but if any member in contravention of paragraph 4 here of has acquired any profit or bonus, his liability shall be unlimited.

7. Every member undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year after wards for payment of the debts & liabilities of the Association contracted before the time at which the cases to be a member & the costs charges & expenses of winding up the same & for adjustments of the rights of contributories amongst themselves such amount as may be required not exceeding Rs. 50,000 or in case of his liability becoming unlimited such other amount as may be required in pursuance of clause 6 above.

8. (i) If upon the winding or dissolution of the Association, there remain after the satisfaction of all the debts & liabilities, any property what so ever to be transferred to SMA Rizvi Textile Institute.

- (ii) To look after SMA Rizvi Textile Institute, an independent project which has been established in collaboration with the Association and



EPB, (now TDAP) and now under administrative control of Ministry of Textile Industries and to transfer assets or donate any money in order to run the Institute to produce Textile Engineers, Diploma Holders, technicians and skilled labourers which may help the above Industry to have efficient hands and improve quality in production of the Industry represented by the Association to do everything which may be efficient for the said Institute.

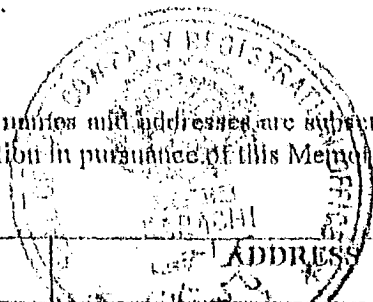
- 9. No addition alteration & amendment shall be made in the memorandum of Association or in the regulation contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to & approved by the Government.

PROVIDED THAT amendments shall also be made when required by the Government in public interest. The territories to which the object of the Association shall extend shall be the whole of Pakistan.

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

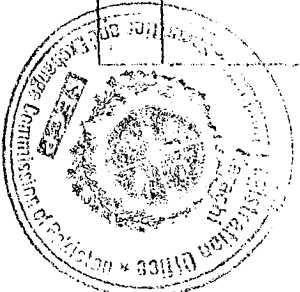


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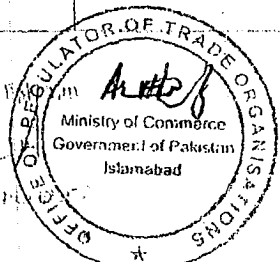


We, the several persons whose names and addresses are subscribed hereto are desirous of being formed into an association in pursuance of this Memorandum of Association.

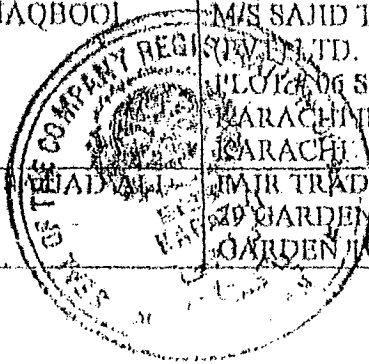
| S.# | NAME | ADDRESS | SIGNATURE |
|-----|---|---|-----------|
| 1 | MR. S.M.A. RIZVI FOUNDER & PATRON-IN-CHIEF HONOURARY MEMBER | M/S ADEL TEXTILES INDUSTRIES 45 IDRIES CHAMBER TALPUR ROAD KARACHI | |
| 2 | MR. M. MUZZAMMIL HUSAIN | M/S SHAHI TEXTILES, L-25-C/22 F.B. AREA KARACHI. | |
| 3 | MR. SHAIKH NAVAID ALI | FAIR TRADES 29 GARDEN BLOCK NEW GARDEN TOWN LAHORE | |
| 4 | MR. SYED USMAN ALI | M/S SILVER TEXTILE FACTORY, D/28, SECTOR 12-A NORTH KARACHI INDUSTRIAL AREA KARACHI | |
| 5 | MR. SANAULLAH DOGAR | M/S RUSTAM TOWEL (PVT) LTD. 22 K. M., FEROCZE PUR ROAD RUI NALA, KAHNA NAU LAHORE. | |
| 6 | MR. PURVEZ AHMED | M/S FEROCZE TEXTILE INDUSTRIES (PVT) LTD, B-4/A S.I.T.E., KARACHI | |
| 7 | MR. JAVED AZIZ SHAIKH | M/S SHAMSI INDUSTRIES (PVT) LTD. 4-A CANTONMENT BOARD PLAZA ABID MAJED ROAD LAHORE CANTT. | |
| 8 | MR. AZAD AHMED KHAN | INTERNATIONAL TEXTILES LTD. 205-208, PARK TOWERS, SHARAH-E-FIRDOSI CLIFTON KARACHI. | |
| 9 | MR. TAHIR JAHANGIR | M/S HALA ENTERPRISES LTD. 120-A, H1, GULBERG III, LAHORE. | |
| 10 | MR. S.M. OBAID | M/S TOWELLERS LTD, WSA 30-31 BLOCK I F.B. AREA KARACHI. | |
| 11 | MR. HAJI MARUF DOGAR | M/S RUSTAM WEAIVING FACTORY, 22 K. M., FEROCZE PUR ROAD RUI NALA, KAHNA NAU LAHORE. | |



The Registrar of Companies, Karachi



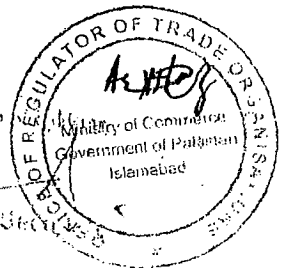
| | | | |
|----|--------------------------|---|--------------------|
| 12 | MR. FEROZ ALAM LARI | M/S AFROZ TEXTILE INDUSTRIES (PCT) LTD LA 7/1-7 BLOCK 22 F. B. AREA KARACHI. | <i>[Signature]</i> |
| 13 | MR. ABDUL RAZZAK TELI | M/S NAKSHBANDI INDUSTRIES LTD. H-23/4A, SCHEME #3 LANDHI INDUSTRIAL AREA KARACHI. | <i>[Signature]</i> |
| 14 | MR. WAQAR ALAM | M/S PEARL FABRICS CO. 19-A NAZ CHAMBERS SHAHRAH-E-LIAQUAT, KARACHI. | <i>[Signature]</i> |
| 15 | MR. MAHMOOD RANJOON WALA | M/S TERRY WORLD TEXTILE STREET 9 GABOL TOWN NORTH KARACHI INDUSTRIAL AREA KARACHI | <i>[Signature]</i> |
| 16 | MR. NISAR ALI BHAGAT | M/S MUSTAFA INDUSTRIES, 55 LUXMI BUILDING M.A JINNAH ROAD KARACHI. | <i>[Signature]</i> |
| 17 | MR. ZAHID MAQBOOL | M/S SAJID TEXTILE INDUSTRIES LTD. PLOT NO 66 SECTOR 12-A NORTH KARACHI INDUSTRIAL AREA KARACHI. | <i>[Signature]</i> |
| 18 | MR. SHAIKH AHMAD ALI | IMIR TRADES PAKISTAN LTD. 579 GARDEN BLOCK NEW GARDEN TOWN LAHORE | <i>[Signature]</i> |



Certified to be True Copy
[Signature]
 10/6/16
 Joint Registrar of Companies

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 27-4-16
 Joint Registrar of Companies

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ARTICLES OF ASSOCIATION
Of
TOWEL MANUFACTURERS ASSOCIATION
OF PAKISTAN

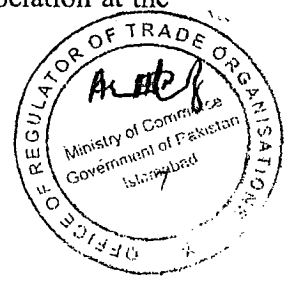
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DEFINITIONS

1. The Regulation contained in Table C of the First Schedule to the Companies Ordinance, 1984 (XLVII of 1984) shall not apply to the Association.
2. In these Articles unless there is anything repugnant in the subject or context:
 - a. "Act" means the Association Act, 2013.
 - b. "Federal Area" means Islamabad Capital Territory
 - c. "Association" means the **TOWELS MANUFACTURERS' ASSOCIATION OF PAKISTAN**
 - d. "Corporate Member" means a member of a Association which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than 50 million Rupees.
 - e. "Associate member" means a member of a Association which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than 50 million Rupees.
 - f. "Extra Ordinary Resolution" and/or "Special Resolution" shall have the same meaning as in Section 159 of the Companies Ordinance, 1984.
 - g. "Founding Member" means the founding members / subscribers of the Association as listed herein below.



- h. Act” means the Trade Organizations Act, 2013
- i. "The Executive Committee" means the Executive Committee of the Association elected under these Articles.
- j. "Office Bearers" means the Chairman, Senior Vice-Chairman and Vice Chairman of the Association.
- k. “General body” means all members of a trade organization.
- l. “Plan of activities” means a list of proposed activities, expected financial expenditures and outcome and intended goals of the Association as provided in rule 23.
- m. "Business" shall mean the business of the members and shall include the business of carrying on engaged or connected with the manufacture and export of Towels and allied products as defined in memorandum.
- n. “Register” means the register of members of the Association Kept in pursuance of section 147 of the Companies Ordinance, 1984.
- o. "Articles" shall mean the Articles of Association of **Towels Manufacturers' Association of Pakistan.**
- p. "Member" or "Members" shall mean the proprietor or representative of the firm, company or corporation, whose application has been approved by the Executive Committee of the Circle office of the Executive Committee for becoming a member of the Association.
- q. “General meeting” means a meeting of the General Body whether ordinary, special or extraordinary.
- r. "Office" shall mean the Registered Office of the Association.
- s. "Reverse Consensus" means the manner of voting whereby a proposal once submitted shall be effectively carried and become binding unless all persons eligible to vote unanimously vote against the proposed decision.
- t. "The Seal" shall mean the Common Seal adopted by and of the Association.
- u. "Year" means a year reckoned from 1st April to 31 March.
- v. The Secretary" means the full time paid Secretary of the Association at the Head Office or any of the Circle Offices



- w. "Secretary General" means an individual professional full-time employee of the Association who shall be in charge of the secretariat of the Association and responsible for day to day operations of the Association and in his capacity as such shall be custodian of all record pertaining to the trade organization;
 - x. "The Chairman" means the chairman of the Association.
 - y. "The Bye-Laws" mean the Bye-Laws of the Association for the time being in force.
 - z. Words indicating the singular number shall include plural number and vice versa. Words signifying persons shall apply mutatis mutandis to firms, corporations or joint stock companies.
3. (a) All other expressions defined in the Act shall have the meaning assigned to them in the Act.
 - (b) When any provision of the Act is referred to, the reference shall be to such provision as modified by any statutory enactment for the time being in force.
 4. For purpose of registration, the Association is hereby declared to consist of unlimited number of members.
 5. The Association is established for the purposes of expressed in the Memorandum Association.
 6. The Association is non-profit taking as defined In the Act.



QUALIFICATION FOR MEMBERSHIP

7. Any individual, Firm, Joint Stock Company or other corporation engaged Home Textiles, all sorts Terry, knitted and plain woven Towel and all made up, upholstery, Drawing Room, Bed Room, Kitchen & Toilet Linen (Terry knitted or plain) Terry Knitted plain woven Garments including bar mops washing Gloves, Apparel over all cover all Bath Robs, Gowns, Baby wears of Polyester / Cotton, Wool or any Synthetic Fiber alone or in combination; or together with other specialized Textile items having a place of business in Pakistan and who is registered as an assessee with the Income Tax Department & Sales Tax department if applicable shall be eligible for membership of the Association in his or its conventional or corporate name.
 - a. Every application for membership shall be made on a form prescribed by the Association and shall be accomplished by the admission fee, the amount of the current annual subscription, Attested copy of NIC of All Partners/



Director(s), NTN Certificate, Sales Tax Registration Certificate if applicable & one passport size photograph of authorize representative.

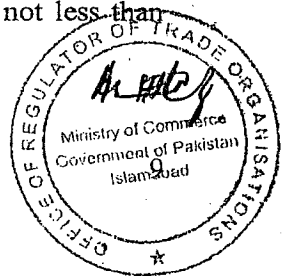
- b. Every individual Firm or Joint Stock Company desirous of becoming a member of the Association shall submit to the Circle Committee in whose jurisdiction he/its carries on business the prescribed membership application form duly proposed by one member and seconded by another. The Circle Committee after scrutinizing the application received by itself forward the same to the surveyor (nominee of circle committee). After survey the surveyor forward the application to its circle committee for approval & than to Head Office. The application so received shall be placed before the next meeting of the Executive Committee, which may accept or reject the same without any reason.
- c. In case of rejection, no further application by such rejected applicant shall be entertained for the period of one year reckoned from the date of such rejection and the fees paid by the application shall be refunded.

REPRESENTATION OF MEMBER

8. Not more than one representative of a member shall be entitled to take part in and vote at the meetings of the, Association. The representative shall be the proprietor, partner or any employee, in case the member is an individual or firm; a Director, Manager or Secretary, in case the member is a company or corporation. The privilege of voting of a member shall commence after the date of enrolment, viz., when his application is sanctioned by the Committee. The names of all such representatives of members' shall be entered in- Register kept for the purpose by the Association. A member may change his representative by notifying the same and the name of his representative to the Secretary in writing.

There shall be two classes of memberships

- a) "corporate member" means a member of a Association which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than fifty million Rupees
 - (i) At-least 50 % members of the Executive Committee shall be from corporate class.
- (b) "associate member" means a member of a Association which is not a body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than fifty million Rupees



- i. The electoral college of each class of member of executive committee shall be the member of General body of respective class.

ADMISSION FEE

- 9. Every member shall have to pay Rs.10,000 as Admission Fee. However the membership fee chargeable from the members shall be fixed by the committee subject to approval by the General Body and D.T.O. from time to time.

ANNUAL SUBSCRIPTION

- 10. Every member shall annually pay subscription by 31st March calculated on the basis of the categories as provided hereunder.

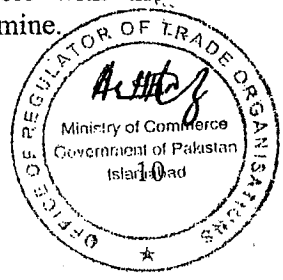
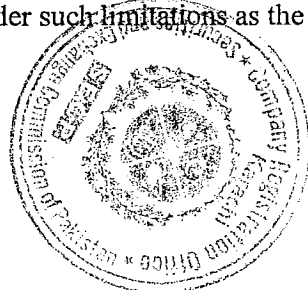
| S.No. | Categories | Turn Over (Rs.) Million (M) | Fees/Anum (Rs.) |
|-------|------------|-----------------------------|-----------------|
| 1 | A | =301= M or above | =30,000= |
| 2 | B | =61= M to =300= M | =15,000= |
| 3 | C | Upto =60= M | = 7,500= |

PROVIDED THAT the association reserves to itself the right to vary the rate and or the basis of annual subscription whenever it deems fit with the prior approval of the Federal Government in the Commerce Division.

- 11. The membership of the Association shall be for a period of one year which is renewable on furnishing proof of the filling of a return of income or statement, of Income Tax Ordinance 1979, pertaining to the latest preceding assessment year, Copy of NIC of authorize representative & copy of Sales Tax return of latest month by the member whether individual firm or company. The Membership of Association shall be granted for the period of one year and shall expire on the 31st day of March every year irrespective of the date of grant of membership.

12. Every member of General Body of the Association shall be entitled:-

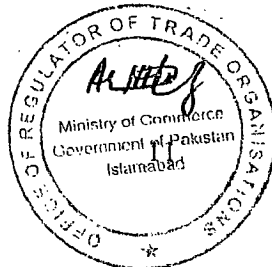
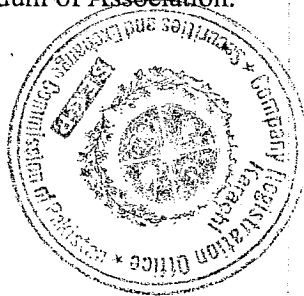
- (a) To take part in the election and the management of the affairs of the Association subject to the restriction or qualifications contained in these article, and subject to the rules and regulations for the time being in force.
- (b) To take advantage of all funds and property in the possession of the Association for the attainment of the aims and objects of the Association on such terms and conditions as the committee may determine from time to time.
- (c) To take advantage of the information and record available with the Association under such limitations as the committee may determine.



- (d) To obtain a copy of the annual report and statement of Accounts of the Association.
- (e) To obtain a copy of all the publications of the Association either free of cost or at such prices as may be fixed by the committee from time to time.
- (f) To cause an Ordinary or Extraordinary General Meeting of the Association to be convened in conjunction with other members of the Association in accordance with these Articles.
- (g) To participate in the General Meetings of the Association.
- (h) To stand or proposed or second members for the election to the committee of the Association.
- (i) To stand for election as the representative of the Association on any non-political public or private body.
- (j) To seek assistance of the Association for securing all reasonable facilities for the development of his trade/industry.
- (k) To inspect or examine books of accounts and other documents, registers or records of the Association subject to any rules, conditions or limitations that may be laid down in this behalf under the relevant law or by the committee or by a resolution of the Association in a General Meeting.
- (l) To be entitled to such other privileges as may be specified by the Committee from time to time.

RIGHTS AND DUTIES OF MEMBERS

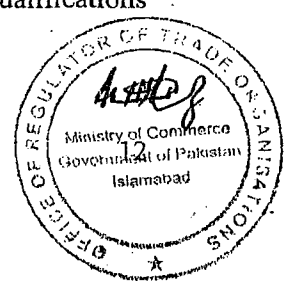
- 13. (i) The member shall have the following rights:
 - (a) To take part according to these Articles, rules and regulations in the activities of the Association.
 - (b) To have advantage of all information permissible and available with the Association.
 - (c) To participate according to the rules and regulations of the Association in all privileges and benefits secured for the Association as a body corporate.
 - (d) To avail the protection, promotion and development of the business in accordance with the Memorandum of Association.
- (ii) The members shall perform



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the following duties:-

- (a) To make every effort to carry out the aims and objects of the Association as laid down in the Memorandum of Association.
- (b) To act upon and carry out all the provisions of these Articles and rules and regulations of the Association.
- (c) To bring to the notice of the Association and the Office Bearers concerned any act or matter likely to cause loss to any member or members of the Association.
- (d) To report to the Association and its Office Bearers any information considered necessary for promoting and / or achieving the aims and objects of the Association.
- (e) To obtain a copy of the annual report and statement of Accounts of the Association;
- (f) To obtain a copy of all the publications of the Association either free of cost or at such prices as may -be fixed by the Committee from time to time;
- (g) To cause an Ordinary or Extraordinary General Meeting, of the Association to be convened in conjunction with other members of the Association in accordance with these Articles;
- (h) To participate in the General Meetings of the Association;
- (i) To stand or propose or second members for election to the Committee of the Association;
- (j) To seek assistance of the Association for securing all reasonable facilities for the development of trade / industry.
- (k) To inspect or examine books of accounts and other documents registers or records of the Association subject to any rules, conditions or limitations that may be laid down in this behalf under the relevant law or by the Committee or by a resolution of the Association in a General Meeting;
- (l) To do all such acts and deeds at all times, which are considered to be rational and in the interest of the Association.
- (m) To abide by any rules, bye-laws, Standard Trading Terms and Conditions, Codes of Conduct, and minimum trading qualifications



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for that may be prescribed by the Executive Committee under Article 35.

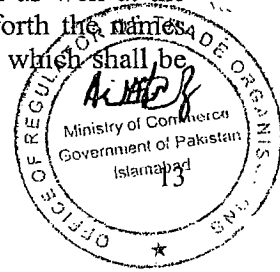
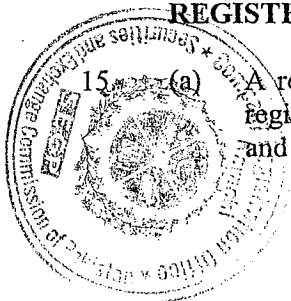
- (n) To pay the annual subscription of the Association regularly.

VOTING RIGHTS

14. (a) Every member of General Body shall have one vote and shall have equal rights and privileges except as provided or restricted in these articles.
- (b) A Corporate member / Associate Member shall be eligible to vote in the election of the Association after completion of two year of the membership provided such member fulfills the conditions stipulated for the renewal of membership.
- (c) Every Corporate member / Associate Member eligible to vote shall deposit with the secretary General 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 duly authorized by the Board of Directors of a Public Limited Company.
- (d) 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 a public limited 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 and his name appears on the list of voters.
- (e) No member shall be entitled to vote at any meeting of Association unless all moneys due from him on account of subscription or otherwise have been paid to the Association by the due date.
- (f) No member who has resigned or ceased to be a member or has been expelled from the Association shall be entitled to attend or vote at any meeting of the Association.
- (g) The Chairman or whosoever is presiding over a meeting shall in the case of equality of votes have a second or casting vote except in the matter of any election of the Association.

REGISTER OF MEMBERS

(a) A register of member shall be maintained at each circle as well at the registered office of the Association in which shall be set forth the names and addresses of all the members for the time being and in which shall be



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recorded all changes in membership taking place from time to time. There shall also be an entry in the register indicating the nature of business carried on by each member authorized to participate in the business of the Association.

- (b) Every member shall have the right to have the name of his/its representative changed from time to time provided that no such change shall be effected during the period from the date on which the final list of members and their representatives has been circulated for the purpose of the elections of the Association until after the holding of the elections.

DISQUALIFICATION OF MEMBER

16. (1) A member shall be deemed to be disqualified and his membership may, at the discretion of the Executive Committee cease if he/she/it, she or it;
- (a) fails to pay his subscription for a period of 2 months from the date it falls due. The Executive Committee may, in case of very special circumstances, extend the grace period for a further period not exceeding a total of three months from the due date;
 - (b) is insolvent or adjudged by competent court of law or to be of unsound mind or if he/she/it is convicted or an offense involving moral turpitude;
 - (c) violets or contravenes any of the aims and objects of the Association;
 - (d) engages in unethical business practices or acting in a manner prejudicial to the interest of the Association.
 - (e) ceases or wind-up Towel Manufacturing business, he/she/it or shall cannot be a member of the Association and his/her membership will be struck off from the date he/she/it ceases or wind-up his/her business.
 - (f) behaves in a manner either personally or commercially that could possibly cause so as to bring the Association into disrepute.
 - (g) terminates or winds-up the business. In such event he, she or it ceases to be a member of the Association and his/her or its membership will be struck off from the date he/she or it ceases or winds-up his/her or its business.
 - (h) renounces the membership by notice in writing to the Executive Committee of the Association.
 - (i) Is deemed to be unfit by the Executive Committee for any reason as decided by the Executive Committee.

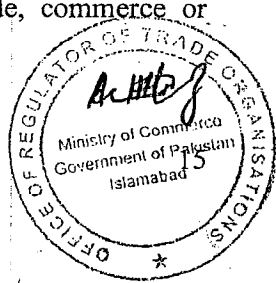


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- (2) A Member may be disqualified and removed pursuant to sub-article 8 (1) above from the membership by a majority decision of the Executive Committee. If any person is aggrieved of such an action taken by the Executive Committee than he/she/it may appeal the matter to the General Body who shall consider the appeal and decide the same by a majority decision. The member whose name is to be removed shall be informed of the proposal, at least 7 days before the date of the meeting of the Executive Committee at which the decision of such removal is to be taken by a notice in writing, delivered at his last known place of business to enable him to be present at the meeting and to defend himself personally.
- (3) A Member who has resigned or been expelled or has otherwise ceased to be a member, shall remain liable to pay all dues to the Association until his resignation becomes effective, or he/she/it is expelled or has otherwise ceased to be a member and shall not be entitled to refund of any money paid to the Association by way of subscription or admission fees. The name of the member who has resigned or been expelled, or has otherwise ceased to be a member, shall be struck off the Register.

RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

- 17. (a) Any member may resign from the Association by giving 30 days notice in written to the committee and upon expiration of the notice he shall cease to be a member. The member who has resigned or whose name has been removed from the register for non-payment of subscription or for expulsion from the membership of the Association shall remain liable to pay all dues to the Association up-to the date of resignation, removal or expulsion.
- (b) Any member who has resigned or whose name has been removed from the register or who has been expelled from the membership of the Association shall not be entitled to refund of any money paid by him to the Association.
- (c) A member shall be liable to be fined up-to an amount equal to that of the annual subscription or to be expelled from the membership of the Association or the rights and privileges of a member shall be liable to be withdrawn for any of the following reasons by a resolution of the committee passed in a meeting specially convened for the purpose by two-third majority of the members present in person.
 - (i) Neglect of or refusing to submit to abide by, or carry out any decision of the committee taken within the limit laid down by the Memorandum of Association or Article of Association or by the Association Act 2013 or any rules, regulation, instructions or directions issued there-under.
 - (ii) Indulging in unethical practices in the field of trade, commerce or industry.



(iii) International violation of the rules, regulations or bye-laws of the Association.

(iv) Failure to pay arbitration fee, fine or any other due demand of the Association.

Provided that the member shall not be expelled by the committee he has been given an opportunity of explaining his position and/or person.

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

Provided further that when such appeal is made by the member, the committee shall arrange to convene a meeting of the general body within 30 days from the date of receipt of the appeal, and the decision of the general body in the matter shall be final.

(d) A member shall cease to be a member of the Association for any of the following reasons:-

(i) If he resigns from his membership as per clause (a) above; or

(ii) If he is expelled from membership as per clause (c) above; or

(iii) If he falls to pay annual subscription at the latest by 30th April; or any other dues, deposit notice for payment in this behalf. Provided that the committee if it deems fit and proper shall have to extend time for payment.

(iv) If any change is made in the conventional or corporate name of the firm, company or corporate which substantially alters the composition of that firm, company or corporation; or

(v) In case of an individual if he is un-discharged insolvent or if he is adjudged by a competent court to be of unsound mind or if he is convicted of any offence involving moral turpitude; or

(vi) In case of a firm when it is dissolved or adjudged insolvent or the partners thereof are convicted of an offence involving moral turpitude; or

(vii) In the case of company or corporation when it is wound up; or

(viii) If he closes or transfers his business to any place outside Pakistan; or



- (ix) If he is expelled from membership of the Association under the Trade Organizations Act, 2013 or any other laws & Ordinance issued from time to time in order to govern the activities of such association as the Association ; or
- (x) If he ceases to operate as a manufacturers of Towels.
- (e) In the case of an individual, his death shall terminate his membership, but in the case of a firm, company or other corporation, death, retirement or admission of any partner or member there in shall not terminate membership which shall be deemed to continue so long as other partners or members of the Firm, company or corporation continue doing business in the same name.

RESTORATION OF MEMBERSHIP

- 18. (a) A member whose name has been struck off the Register due to resignation or non payment of fees shall be entitled for re-enrollment on payment of admission fee afresh and all arrears outstanding against him. Provided that a member expelled from the Association under sub-article 16(1) (d) hereof shall not be readmitted before the expiry of one year from the date of expulsion.
- (b) Without prejudice to any order issued under the provisions of the Trade Organizations Act, 2013, a member who has been expelled from the Association under Article 17 (c) shall not be eligible for re-admission before the expiry of the period, if any specified in the, order of expulsion if no such period has been specified, before the expiry of one year from the date of expulsion.

CHANGE IN THE FIRM NAME / NAME OF BUSINESS

- 19. Any firm being a member of this Association shall have on the changing of the firm's name to put a fresh application for Membership in which case no membership fee shall be charged provided the applicant has accepted the assets and liabilities of the original firm. The Executive Committee will be competent to decide such case on merits whose decision shall be final and binding.

FUNDS OF THE ASSOCIATION

- 20. Each circle maintain its own funds & record etc.,

The funds of the Association shall comprise of Admission Fee ,Annual subscription, fee of certification, gifts, donations, and other contributions of any nature and kinds etc. etc.

- 21. Each Circle Office shall contribute 10% of its receipts to Head Office.

OPERATION OF ACCOUNTS



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- 22. (a) All the money of, the Head office shall be deposited in an approved scheduled bank. The bank account of the Association shall be operated by the Secretary General and the Chairman (or the Chairman's nominee from the Executive Committee) jointly.
- (b) All the money of, the Circle office shall be deposited in an approved scheduled bank. The bank account of the Association shall be operated by the Secretary of the concerned circle and the Chairman (or the Chairman's nominee from the Circle Committee) jointly.

ORGANIZATIONAL SETUP OF THE ASSOCIATION

- 23. (i) The Registered Office of the Association shall be located at Karachi. The Association shall have two zonal offices comprising as follows:
- (ii) Southern Circle (representing the provinces of Sindh and Baluchistan) and Northern Circle (representing the provinces of Punjab, Khyber Pakhtunkhaw and Federal Area).

ANNOUNCEMENT OF ELECTIONS SCHEDULE.

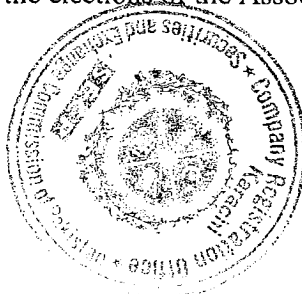
24. Election within Trade Organization:-

Subject to the provision of section 11 of the Act, the election of Association shall be held on annual basis between 1st of July to 30th September of the year. The election schedule shall be approved by the Executive Committee and issued by the Secretary General simultaneously for both circles and executive committee.

- (1) In the first half of July.
- (2) Within two days of its approval by the Executive Committee, the election schedule shall be:
 - a) displayed at the notice board of the head office and regional offices.
 - b) displayed at the website of the; and
 - c) submitted to the Regulator.

25. Eligibility to vote:

Subject to provisions of section 10 of the Association Act 2013, the eligibility of a member of Association to vote at the elections of the Association shall be subject to following conditions:



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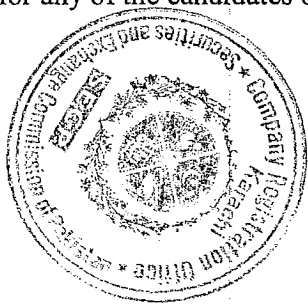
- a) The member has completed two years of valid membership of the Association as on the date of announcement of election schedule by the Executive Committee of the Association provided that old members shall be eligible to vote on completion of one year of their enrolment and payments of all dues; and
- b) The member has fulfilled the conditions of membership and renewal thereof of the respective Association under rule 11.
- c) Every member eligible to vote shall deposit with the Secretary General, the specimen signature card along with 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 a multi-national corporation, as the case may be.
- d) 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.

APPOINTMENT OF ELECTION COMMISSION.

26. 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 Association 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

FUNCTIONS OF ELECTION COMMISSION



27. The election commission shall be incharge of all arrangements connected with the conduct of elections including but not limited to:

- a) appointment of polling staff;
- b) ensuring display of the tentative voters' list by the Secretary General for the purpose of inviting objection as provided in sub-rule (3) of rule 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, transparent and fair manner in accordance with the 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.

APPOINTMENT OF POLLING STAFF

28. a) The Executive / Managing Committee Shall approve the Election Schedule and appoint the following polling staff who shall be other than those not contesting election. .

- 1. Returning Officer 1
- 2. Polling Officer 1
- 3. Scrutineers 2

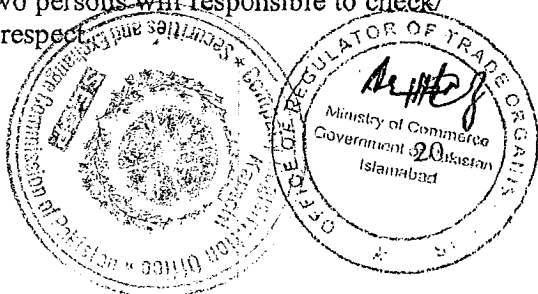
b) Returning officer shall be the incharge of all arrangements connected with such elections, including counting votes and announcement of results. The returning officer shall decide about the challenge votes after verification on necessary information from the member firm, company or concern before official of the results.

c) It shall be the duty of the polling officer to see the original identity card issued by the Association or national identity card or passport or any other mode of identification of the voter and write the number thereof on counter file.

d) After comparing the signatures and photographs with the specimen signature cards the polling officer shall hand over the ballot paper to the voter.

e) The ballot paper shall be signed by the secretary or officers of the association duly authorize by the secretary in this behalf and shall also be signed by polling officer at the time when it is issued.

f) Appointment of scrutinizers comprising two persons will responsible to check/ verify particulars of nomination papers in all respect.



ELECTION PROCEDURE

29. (1) The election shall be conducted according to the procedure lay down in the respective articles of association subject to the following:-

- a) The election of the 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.

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

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

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

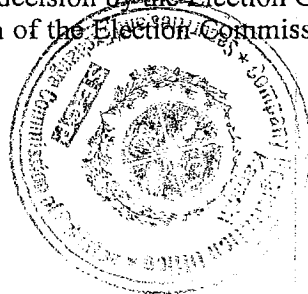
- a) the notice board of the head office and regional offices ; and
- b) the website of the Association.

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

(5) The secretary general 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-



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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.

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 ; and
- (c) 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 sub-rule (6).

(8) 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.

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

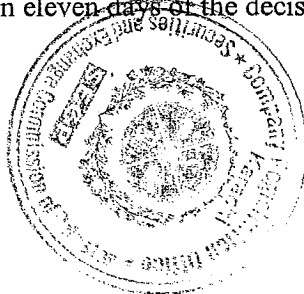
(10) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.

(11) 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.

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

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

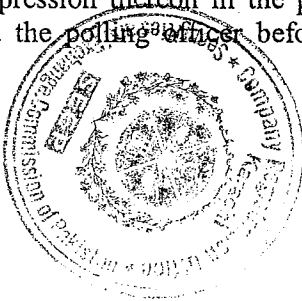
(14) Provided that if no appeal has been made to the Regulator, final list of the candidates shall be issued within eleven days of the decision of the Election Commission.



- (15) Within 24 hours of display of final list of candidate, withdrawal of nomination be held.
- (16) Within 24 hours of the withdrawal of nomination paper final list of candidate would be announce for election.
- (17) Within five days of display of final list of the candidates, the polling for election of members of executive committee shall be held.
- (18) Within two days of the polling as provided, 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.
- (19) 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.
- (20) Within two days of display of final list of the candidates, the polling for election of office bearers shall be held.
- (21) The final result of the election of members of executive committee and office-bearers shall be officially announced at annual general meeting of the Association called for this purpose within fifteen days of the date of polling but not later than the 30th of September of the year;
- (22) The announcement of election results in the annual general meeting shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Act.
- (23) (a) displayed at notice board of the head office and regional offices of the Association within two days;
- (b) displayed at website of the Association within two days; and
- (c) submitted to the Regulator within seven days.

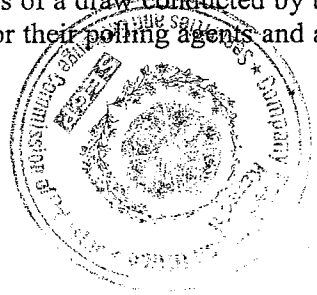
CONDUCT OF ELECTIONS.

30. (1) 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 .



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- (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 Association, passport and driving license. 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 duly authorized by the commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- (5) Once the ballot paper has been issued to a voter, he/she shall not be allowed to leave the polling booth, without casting in the ballot box.
- (6) Adequate arrangements shall be made to maintain the secrecy of the polls.
- (7) Proper account shall be maintained by an officer designated by the commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.
- (8) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- (9) The commission or an officer designated by the commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.
- (10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- (11) Counting of votes shall take place immediately after the polling hours under the supervision of polling officer in the presence of candidates or their polling agents, if any, at the designated sites.
- (12) Provisional results may be declared by the commission immediately after the counting of votes is completed.
- (13) In the event of equality of votes between two or more candidates the 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.



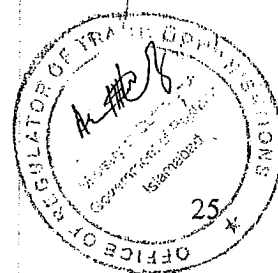
- (14) Having completed the counting and compilation of results, the record pertaining to the elections shall be sealed and signed by the commission or any officer designated by the commission and the Secretary General and shall be handed over to the Secretary General for safe custody.
- (15) Upon an 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.
31. The Chairman or in his absence the Sr. Vice-Chairman or Vice Chairman or in the absence of all of them any member of the Committee elected for the time being by a majority of votes shall preside at the meetings of the Committee.
32. Any vacancy caused in the office of the Chairman, Sr. Vice Chairman, Vice-Chairman or any member of the Committee during the interval between two Annual General Meetings shall be filled in by the Committee concerned in such manner as mentioned in the TOA &TOR 2013.

Organizational structure of associations

33. (1) an association shall comprise a Chairman, Senior *vice* Chairman, *Vice*-Chairman, an executive committee and a general body:

Provided that Chairman and senior *vice*-chairman of association shall not be from the same Province.

- (2) Members of a Association shall constitute its general body.
- (3) The general body constituted under sub-rule (3), in addition to the functions and responsibilities assigned to it in the memorandum and articles of association of the trade organization, shall, subject to the provisions of clause (c) of sub-rule (5) and sub-section (7) of section 10 of the Act, serve as electoral college for election of members of executive committee, except for the seats reserved for women for which electoral college shall be the executive committee.
- (4) The executive committee of all trade organizations, 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 chairman of a Association shall be an *ex-officio* member of the executive committee without voting right.

✓(5) In case of an association, in addition to the number of seats in sub-rule (5), there shall be two seats of executive committee reserved for women entrepreneurs for which Electoral College shall be the executive committee.

(6) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled by members from other category:

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

(7) In any Association where the general body comprises at least fifty per cent members from associate class, there shall be rotation of office of president and, as the case may be, the chairman between the associate and corporate members:

Provided that in case of a chamber of small traders and an association of small traders there shall be no such restriction.

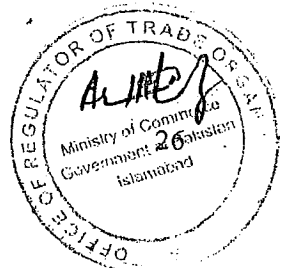
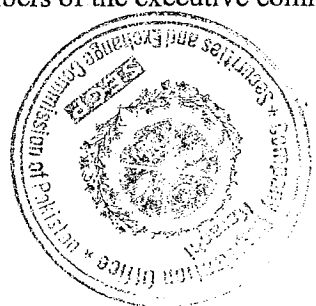
(8) Where there is rotation of office of Chairman and, as the case may be, the senior *vice*-chairman shall not be from the same class of members provided in sub-rule (7) of rule 11.

(9) The office-bearers of a Association shall be elected by the executive committee from amongst its members.

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

(11) The tenure of members of the executive committee provided in sub-rules (5) and (6) 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.
- (12) The tenure of office-bearers of the executive committee provided in sub-rule (7) shall be one year.
- (13) 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 Association for next one year.

REPORTING REQUIREMENTS

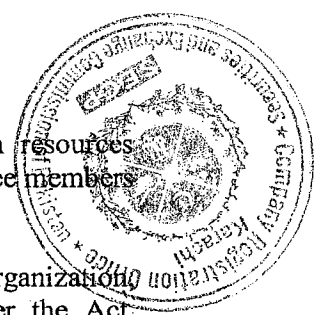
- 34. A Association shall annually submit by the 31st December to the Regulator-
 - (a) annual financial statements as prepared by auditors and approved by the executive committee;
 - (b) plan of activities for the next year as provided in rule 23; and
 - (c) a soft and hard copy of list of its members as on the 30th November, in the format as set out in Annex-I of Schedule "B".

PLAN OF ACTIVITIES END PERFORMANCE REVIEW

- 35. (1) Every Association shall prepare a three years plan of activities which shall be approved by the executive committee followed by distribution amongst its members and cover, among other matters, the proposed future activities, finances and outcome of such activities intended by the Association during the said three years period.
- (2) Each Association 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 Association to include, but not be limited to, minutes of meetings and the trade organization's plan of activities.

MANAGEMENT

- 36. (1) A Association shall appoint a secretary general through a human resources committee formed by the executive committee and shall consist of three members of the executive committee.
- (2) The secretary general shall be in charge of secretariat of the trade organization which shall exercise his powers and perform his functions under the Act and the rules made there under and the memorandum and articles of association of the trade organization.



- (3) The signatures of the secretary general shall be mandatory for operation of all the single or jointly operated bank accounts of the trade organization.
- (4) The termination of services of the secretary general shall be through a resolution of the executive committee.
- (5) 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.
- (6) Any other staff or professional management shall be appointed through a process to be defined in the trade organization's human resource policy.

WEBSITE

37. Every Association shall within one year from the date of grant of license create and maintain a website at all times which shall include all relevant information, such as-

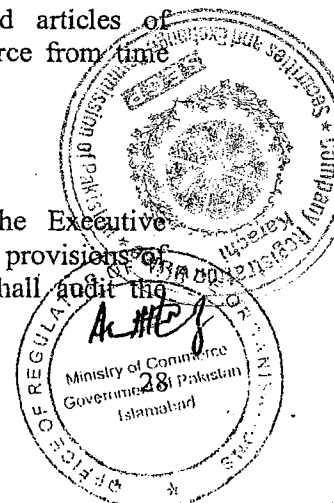
- (a) up to date list of office-bearers with contact details, executive committee's members, management and members of the general body;
- (b) memorandum and articles of association as well as bye-laws, if any;
- (c) plan of activities and statement of vision;
- (d) schedule of executive committee's meetings and minutes of such meetings; and
- (e) schedule of elections, voters' list and election's results during election period.

PROFESSIONAL DEVELOPMENT

38. The office-bearers of a Association 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 these rules, the Act and as reflected under the memorandum and articles of association of Association or as notified by the Ministry of Commerce from time to time

APPOINTMENT OF AUDITORS

39. (a) At each Annual General Meeting, the General Meeting, the Executive Committee shall appoint an Auditor or Auditors according to the provisions of the Companies Ordinance 1984. The Auditor or the Auditors shall audit the



accounts of the Association at the Circle Offices and the Head Office. Each Circle Office shall send to the Head Office at Karachi Audited Statement of the Accounts soon after it is adopted by the General Body of the Circle concerned.

(b) Accounting year of the Association shall be closed on 30th June each year and its financial statement duly audited by Chartered Accountant, along with a list of members as on 30th September shall be furnished by the Association to the Regulator Trade Organizations, on or before 31st day of December every year.

40. Each Circle Office shall retain out of its total income one-third for its up-keep and management and shall transfer the remaining two-thirds to the Head office after every quarter.

POWER AND DUTIES OF CHAIRMAN

- 41. (i) To preside at the meetings of the Executive Committee and / or meetings of the General Body.
- (ii) To control and maintain decorum and discipline at the meetings.
- (iii) To look after and supervise the working and activities of the Association or of the Circle offices of the Association.
- (iv) To use his casting vote in case of equality of votes.
- (v) To give precedence to any item of the agenda and to give rulings on points that may be raised in meetings.
- (vi) To direct the Secretary General to call Special or Extra Ordinary Meetings of the Committee or General Body.
- (vii) To countersign cheques issued by the Secretary General.
- (viii) To incur expenditure to the extent of Rs. 30,000.00 (Thirty Thousand only) per month, without approval of Executive Committee beyond the limit approval of executive committee is necessary.
- (ix) To adjourn or disperse an unruly and undisciplined meeting.
- (x) To lead delegations and deputations.

AND GENERALLY he shall have such powers and duties as may be incidental to the office of the Chairman.

42. In the absence of the Chairman, the Sr. Vices Chairman shall have the above powers and duties.



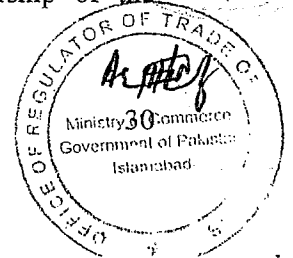
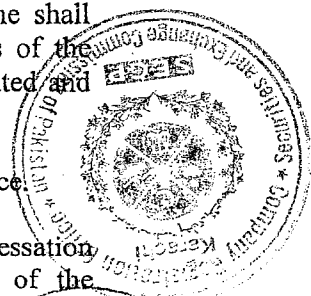
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**POWER AAND DUTIES OF
Sr. VICE CHAIRMAN & VICE CHAIRMAN OF THE ASSOCIATION**

- 43. The Sr. Vice Chairman & Vice Chairman shall assist the Chairman in the performance of his duties.
 - a) The Sr. Vice Chairman & vice chairman shall perform his duties diligently and rationally and shall work according to the instructions of the Chairman and in case the Chairman is on leave or has handed over charge to Sr.Vice Chairman or Vice Chairman, the Sr.Vice Chairman or Vice Chairman shall handle the day to day running of the Association in accordance with the policy of Chairman and follow decisions of the Executive Committee.
 - b) The Sr. Vice Chairman & Vice Chairman shall be removable from his office through a resolution of the Executive Committee passed by way of reverse consensus.

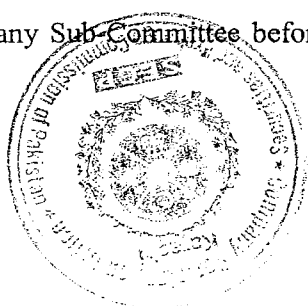
GENERAL SECRETARY OF THE ASSOCIATION

- 44. The General Secretary of the Association shall be whole time paid employee and shall act accordance with the directions of the Executive Committee of the Association and in keeping with the terms of the Memorandum and Articles of Association. The General Secretary of the Association shall be in charge of the office of the Association and shall exercise supervisory authority and control over other offices of the Association. All property, documents, records and assets of the office shall be in his charge, subject to the control of the Executive Committee. He/she shall have charge of all correspondence. He/she shall convene meetings, issue notices and agenda and circulate minutes and reports of meetings and conferences sponsored, organized or called by Executive Committee of the Association. He/she shall execute and implement all decisions, programs and policies of the Association. He/she shall attend all meetings of committees, conferences sponsored or called by Executive Committee unless the decision for calling or constituting such meetings provides otherwise.
 - a) All paid employees of the Association shall be under him and he/she shall supervise and direct their working. He/she shall inspect other offices of the Association as and when necessary in order to ensure unified, coordinated and efficient working.
 - b) To perform such other duties and powers as may be incidental to his office.
 - c) To notify all members of the Association the resignation, expulsion or cessation otherwise of any person, firm or company from the membership of the Association.



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- d) To collect all dues of the Association and grant receipt thereof.
- e) To keep and maintain or cause to be kept and maintained accurate accounts of the Association and of funds connected with or any way controlled by it.
- f) To counter sign all cheques issued on behalf of the Association which shall be signed by the Chairman or Vice-Chairman duly authorized by the Executive Committee.
- g) To incur incidental expenses on any item not exceeding two thousand rupees subject to such rules and regulations bye-law as may be framed by the Executive Committee.
- h) To represent the Association for all purposes whenever an action arises before any court of law any suit or proceedings instituted by or against the Association but he/she shall not be competent to compromise any suit or proceedings without the sanction of the Executive Committee.
- i) To Issue notices of agenda for the meetings of the Committee and the General Body.
- j) To carry out, the decisions of the General Body, Central Executive Committee and the Circle Committee as the case may be.
- k) To keep the office record properly and carry on correspondence on behalf of the Association.
- l) To record or cause to be recorded the minutes of the meetings of the General Body, Executive Committee and the Circle Committee as the case may be.
- m) To prepare annual reports and accounts of the Head Office or of the Circle offices as the case may be.
- n) To prepare the budget for the coming year.
- o) To sign all documents, bills and letters either singly or jointly with any other office-bearer as may be decided by the Executive Committee or the Circle Committee as the case may be.
- p) To incur urgent and necessary expenses to the extent of Rs. 2,000. (Two Thousand only) and keep an imprest account of an amount of Rs. 10,000.00 (Ten Thousand only) for petty expenses.
- q) To place and present the Report of any Sub-Committee before the Executive Committee or the Circle Committee.



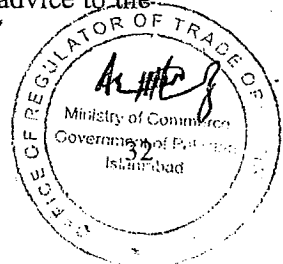
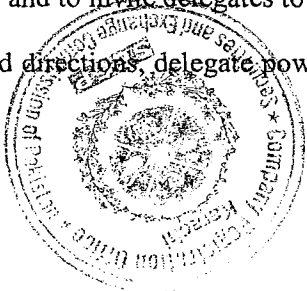
- r) To keep contact with and co-ordinate among the Circle offices and the Head office of the Association.
- s) To keep proper accounts of the Income and expenditure or the Association at the Head office or Circle offices.
- t) To sign cheques jointly With the Chairman, Vice-Chairman, or any Member of the Committee duly authorized in this behalf.
- u) To collect all dues of the Association of Circle concerned and grant receipts thereof.

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

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

45. Ordinarily the Executive Committee shall have the following powers and duties.

- 1. To carry out all the rules, aims and objects of the Association.
- 2. To look after and manage and all the property, moveable and immovable, held by the Association at the Head Office or any of the Circle Office.
- 3. To acquire, obtain utilize and enjoy privileges, concessions, benefits and rights extended to registered/recognized associations.
- 4. To approve and to keep regular record of the activities of the Association.
- 5. To appoint, suspend or dismiss any paid employee of the Association.
- 6. To cooperate with other person or persons or associations in the interest of Association.
- 7. To recommend to the General Body to close enrolment or to change conditions for new enrolment.
- 8. To convene meetings of the General Body and to place proposals relating to the common problems of industry concerned.
- 9. To convene conferences on all Pakistan basis to consider common problems confronting the industry and to invite delegates to these conferences.
- 10. To issue instructions and directions, delegate powers and render advice to the Circle Offices.



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11. To interpret these Articles.

AND GENERALLY to decide all questions of policy affecting the Association

POWERS AND DUTIES OF THE CIRCLE COMMITTEE

46. Ordinarily the Circle Committee shall have the following powers and duties:

1. To duly carry out all the Rules, aims and objects of the Association.
2. To carry out directions and instructions of the Executive Committee regarding the affairs of the Association or any Circle Office.
3. To appoint, suspend or dismiss any paid employee, of the Circle Office concerned.
4. To frame rules and bye-laws for the conduct of its own affairs or for the business of any standing or Sub-Committee.

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

47. The Committee at the Head Office and the respective Committees at Circle Offices shall keep or cause to be kept proper books of accounts in which shall be entered full, true and complete accounts of the affairs and transactions of the Association whether at the Head Office or the Circle Offices, specially the following:-

- (a) Minute Book for Meetings of the General Body.
- (b) Minute of Book for Meetings of the Executive Committee and Circle Committee and Standing Committees and Sub-Committees.
- (c) Register of Members of correctly showing their registered addresses including the name of one authorized representative of each member, and other particulars as decided by the Committee concerned.
- (d) A Register of members of the Executive Committee and Circle Committee showing the names and addresses and all changes made therein from time to time.
- (e) Cash Book, Ledger and Journal.



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

49. If any member of the Executive Committee or the Circle Committee does not attend five consecutive meetings or all meetings of the Committee for a continued period of three months, whichever is longer, without leave of absence, the Committee shall have power to declare his seat vacant and he shall thereupon cease to be a member of the Committee.

ANNUAL GENERAL MEETING

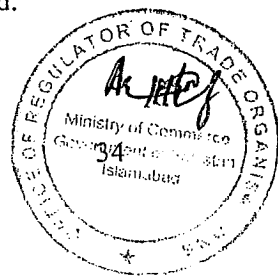
50.(a) An annual general meeting shall be held every year at each Circle office at such place and time as the Committee concerned may consider convenient at which a report of the proceeding of the Committee and the audited yearly account of the Circle concerned shall be submitted for confirmation. Copies of the audited statement of accounts and balance sheet shall be sent to the members and also by the Circle offices to the head office in advance.

(b) The first general meeting shall be held not less then one month, nor more then three months after the incorporation of the Association.

(c) An annual meeting of the Executive Committee shall be held every year at such time and place as the Executive Committee may considered convenient at which a report of the proceedings of the Executive Committee and the audited yearly accounts of the head office shall be submitted for confirmation. Copies of the audited statement of Accounts and the Balance Sheet shall be sent to the Circle office.

51. The Committee, whenever it think fit, convene a special General Meeting either for purposes of transacting any special business or for placing before the members a review of the activities in the preceding months.

52. A Special General Meeting shall be convened by the Committee concerned at any of the Circle offices upon the requisition of not less than one -third of the members of the Circle concerned. The requisition so made shall state the object of the Special General Meeting proposed to be called and shall be presented to the secretary of the Circle offices where the meeting is proposed to be called.



- 53. Upon receipt of the requisition under the preceding Article, the Committee concerned shall forthwith proceed to convene a Special General Meeting.
- 54. Notice of twenty-one clear days & shall be give a Special General Meeting to place before the members a review of the activities of the Committee or to consider any important matter on which the Committee may desire to consult the members. In the event of an emergency Extraordinary Meeting can be called at a shorter notice; but in any case at least three days clear notice shall be necessary.
- 55. Notwithstanding the provision of the preceding Articles subject to the provisions of the Companies Ordinance as to the power to alter regulations by Special Resolution, thirty days notice, at least specifying the place, the day and the hour of the meeting and of the nature of the Special Business shall be given of any Special meeting convened to revise, alter or amend the regulations of the Association as the contained in these Articles of Association.
- 56. The non receipt of a notice conveying any Special Meeting and / or Special General Meeting by any member shall not invalidate the proceedings of any such meeting

QUORUM

- 57. (a) In the case of the Executive Committee, 4 members and in the case of the Circle Committee 3 members shall form quorum.
- (b) One fourth members present personally and entitled to vote at the annual General Meeting shall constitute a quorum, but at any Special Meeting 10 members present personally and entitled to vote shall constitute the quorum. Any person representing different member shall be entitled to one vote only.
- 58. If within half an hour appointed for special General Meeting, a quorum of member is not present, the meeting, if convened on the requisition of the members, shall be dissolved. In any other case, the meeting shall stand and adjourned to the same day in the following week at the same time and place; provided that if it falls on Public Holiday determined by the Association, in which case the meeting shall take place at the same time and place a week after and if at such adjourned meeting, the quorum of the member is not present, the business on the agenda will be transacted by the members present whatever be their member.
- 59. Every question referred to be General Meeting shall be decided by the majority of member present and voting at such meeting.

VOTE OF MEMBERS



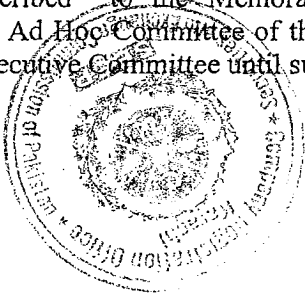
- 60. Every member shall be entitled to one vote only. Provided that at the time of the election he shall be entitled to use his right of vote in favor of as money candidates as there may be vacancies on the Committee concerned. Provided further that if a vote casts more votes than the number he is entitled to cast, the ballot paper shall be deemed invalid. Provided further that if he cast less number of votes then he is entitled to the ballot paper in the case shall also be deemed invalid. Provided further that in the meeting of Executive Committee or General Body of the Association or circle concerned, the Chairmen or whosoever is presiding over a meeting, in case of an equality of votes shall be entitled to exercise a casting vote except in the matter of election.
- 61. The funds of the Association shall be deposited in an approved Bank or Banks and such part thereof as shall not be required for the current expenses may, at the discretion of the Executive Committee concerned in the case of Circle offices, be invested in securities. Such securities shall not be sold or dealt with except at the discretion of the Executive Committee in the case of Circle offices. The current accounts at the Bank or Banks at the head office or at the Circle office shall be jointly operated upon by the Chairmen/ Vice Chairmen or any member of the Committee duly authorized in this behalf with the Secretary.

SEAL

62. The Executive Committee shall as soon as practicable provide a common seal for the Association. The seal shall be deposited with the Secretary at the head office and shall never be affixed to any document except in the presence of the chairmen/Vice Chairmen and in pursuance of a resolution of the Executive Committee. Deeds bonds and other documents to be made under the seal shall be deemed to have been duly executed on behalf of Association, if sealed with the Common Seal of the Association, and signed by the chairmen/Vice Chairmen and countersigned by the Secretary or the person acting as Secretary.

GENERAL

- 63. (a) Circle offices shall refer their controversies and disputes and matters relating to the interpretation of these Articles to the Executive Committee at the head office and in such matters, the decision of the Executive Committee shall be final and binding.
- (b) Provision of the table A to the first Schedule of the Companies Ordinance 1984 shall apply where no similar provisions are made in these Articles of Association and that provisions of the said Table A shall deemed to have been excluded to the extent to which provisions have been made in these Articles of Association.
- 64. The member who have subscribed to the Memorandum and Articles of Association shall constitute the Ad Hoc Committee of the Association and shall exercise all the power of the Executive Committee until such time as office-



bearers of the Committee are elected in term of these Articles after the registration if the Association.

65. Amendments of these Articles of Association shall be subject to the approval the Government and shall also be made when required by the Government in public interest.

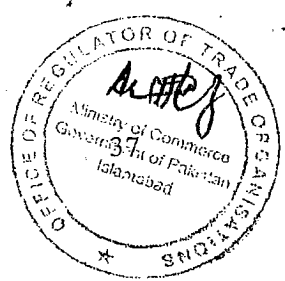
WINDING UP

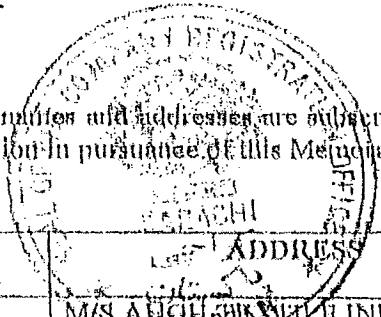
66. The provision of the Companies Ordinance, 1984 as amended from time to time regarding the Winding up of Private Company shall apply to the Winding up or dissolution of the Association.

SETTLEMENT OF DISPUTE

67. To resolve, settle and dispose of all disputes among members of the Association by conciliation, arbitration and negotiation under the Federation of Pakistan Chamber of Commerce and Industry or by the Federation's arbitration machinery whose decision shall be binding on the Association.

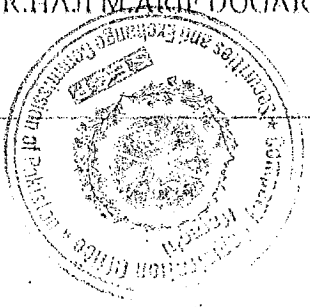
We, the several persons whose names and addresses are subscribed hereto are desirous or being formed into an association in pursuance of this Memorandum of Association.





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

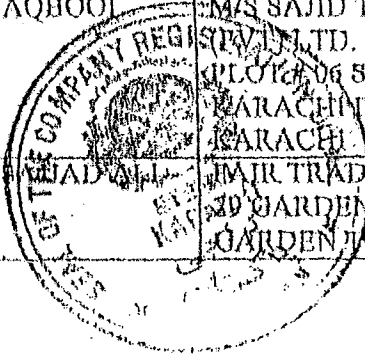
| S.# | NAME | ADDRESS | SIGNATURE |
|-----|--|---|-----------|
| 1 | MR. S.M.A. RIZVI FOUNDER & PATRON-IN-CHIEF HONORARY MEMBER | M/S ADCHI TEXTILE INDUSTRIES 45 IDRIES CHAMBER TALPUR ROAD KARACHI | |
| 2 | MR. M. MUZZAMMIL HUSAIN | M/S SHAHI TEXTILES, L 25-C/22 F.B. AREA KARACHI. | |
| 3 | MR. SHAIKH NAJIB ALI | FAIR TRADES 29 GARDEN BLOCK NEW GARDEN TOWN LAHORE | |
| 4 | MR. SYED USMAN ALI | M/S SILVER TEXTILE FACTORY, D/28, SECTOR 12-A NORTH KARACHI INDUSTRIAL AREA KARACHI | |
| 5 | MR. SANAULLAH DOGAR | M/S RUSTAM TOWEL (PVT) LTD. 22 K. M., FEROCZE PUR ROAD RUI NALA, KAHNA NAU LAHORE. | |
| 6 | MR. PERVIZ AHMED | M/S FEROCZE TEXTILE INDUSTRIES (PVT) LTD, B- 4/A S.I.T.E., KARACHI | |
| 7 | MR. JAVED AZIZ SHAIKH | M/S SHAMSI INDUSTRIES (PVT) LTD. 4-A CANTONMENT BOARD PLAZA ABID MAJED ROAD LAHORE CANTT. | |
| 8 | MR. AZAD AHMED KHAN | INTERNATIONAL TEXTILES LTD. 205-208, PARK TOWERS, SHARAH-E-FIRDOSI CLIFTON KARACHI. | |
| 9 | MR. TAHIR JAHANGIR | M/S HALA ENTERPRISES LTD. 120-A, E1, GULBERO III, LAHORE. | |
| 10 | MR. S.M. OBAID | M/S TOWELLERS LTD, WSA 30-31 BLOCK I F.B. AREA KARACHI. | |
| 11 | MR. HAJI MARIE DOGAR | M/S RUSTAM WEAVING FACTORY, 22 K. M., FEROCZE PUR ROAD RUI NALA, KAHNA NAU LAHORE. | |



Secretary, Registrar of Companies, Karachi



| | | | |
|----|-------------------------|---|--------------------|
| 12 | MR. FIBROZE ALAM LARI | M/S APROZE TEXTILE INDUSTRIES (PCT) LTD LA 7/1-7 BLOCK 22 F. B. AREA KARACHI. | <i>[Signature]</i> |
| 13 | MR. ABDUL RAZZAK TELI | M/S NAKSHIBANDI INDUSTRIES LTD. FI -23/4A, SCHEME #3 LANDHI INDUSTRIAL AREA KARACHI. | <i>[Signature]</i> |
| 14 | MR. WAQAR ALAM | M/S PEARL FABRICS CO. 19-A NAZ CHAMBERS SHAHRAH-E-LIAQUAT, KARACHI. | <i>[Signature]</i> |
| 15 | MR. MAHMOOD RANJON WALA | M/S TERRY WORLD TEXTILE STREET 9 GABOL TOWN NORTH KARACHI INDUSTRIAL AREA KARACHI | <i>[Signature]</i> |
| 16 | MR. NISAR ALI BHADAT | M/S MUSTAFA INDUSTRIES, 55 LUXMI BUILDING M.A JINNAH ROAD KARACHI. | <i>[Signature]</i> |
| 17 | MR. ZAHID MAQHOOL | M/S SAJID TEXTILE INDUSTRIES SPAIN LTD. PLOT #06 SECTOR 12-A NORTH KARACHI INDUSTRIAL AREA KARACHI. | <i>[Signature]</i> |
| 18 | MR. SHAIKH AHMAD ALI | MAIR TRADRES PAKISTAN LTD. 29 GARDEN BLOCK NEW GARDEN TOWN LAHORE | <i>[Signature]</i> |



Certified to be true Copy
[Signature]
 Joint Registrar of Companies

Certified to be True Copy
[Signature]
 Joint Registrar of Companies

Shah Bary dt. 29/10/19



for Special...
[Signature]
 Section...

