



GOVERNMENT OF PAKISTAN
MINISTRY OF COMMERCE
DIRECTORATE GENERAL OF TRADE ORGANIZATIONS
(OFFICE OF REGULATOR OF TRADE ORGANIZATIONS)

State Life Building No. 7th, 2nd Floor,
Jinnah Avenue, Blue Area,
Islamabad



F. No: 18(6)/2015-TO

Islamabad, the 12th May, 2016

Secretary General,

All Pakistan Motorcycle Spare Parts Importers & Dealers Association,
Office No. 60, 2nd Floor, Aurangzeb Market,
M.A. Jinnah Road,
Karachi

Subject: **APPROVAL OF M&AOA OF ALL PAKISTAN MOTORCYCLE SPARE PARTS IMPORTERS & DEALERS ASSOCIATION.**

Please find enclosed herewith endorsed two copies of Memorandum and Articles of Association (M&AoA) in respect of your Association duly vetted by the Legal Consultant of DGTO, Ministry of Commerce. You are directed to get it endorsed from SECP and submit a copy thereof duly verified by Security & Exchange Commission of Pakistan to this Office for record.

Encl: As Above


(Omer Ehsan)
Deputy Director

MEMORANDUM OF ASSOCIATION

OF THE

**All Pakistan Motorcycle Spare Parts
Importers & Dealers Association (APMSPIDA)**



UNDER SECTION 42 OF THE COMPANIES ORDINANCE 1984

MEMORANDUM OF ASSOCIATION
OF THE

All Pakistan Motorcycle Spare Parts Importers & Dealers Association

NAME

- 1). The name of the Association shall be "All Pakistan Motorcycle Spare Parts Importers & Dealers Association", hereinafter called the Association.

REGISTERED OFFICE

- 2). The Registered Office of the Association shall be situated in the city of Karachi in the Province of Sindh of Islamic Republic of Pakistan. The Regional Offices may be set up at such place or places as the Association may determine from time to time.

AIMS AND OBJECTIVES

- 3). The aim of the Association, which is non-political, is to unite the members in their common approach and for this purpose the objects of the Association are:
- I. To hearten, encourage, stimulate and protect the interests of Motorcycle Spare Parts Importers and Dealers, who are involved & engaged in import, wholesale, retail etc. throughout Pakistan and to foster, take care and safe guard all such matters with respect to the advancement and benefit of Motorcycle spare parts trade and industry in Pakistan.
 - II. To encourage unity, mutual understanding and high ethical standard amongst its members.
 - III. To endeavor to improve the working conditions and facilitate effective input for achievement of objects for which the Association have been established.
 - IV. To take such steps as the Association considers desirable towards the promotion of the interest of trade, industry, and services in Pakistan or outside Pakistan, specifically related to concerned sector.
 - V. To place before Government and other public and official bodies the views of Members on matters affecting the interests of trade, industry, and services in specified field of activities.
 - VI. To attempt to adopt unified approach in matters of policy on all matters affecting the interest of trade, industry, and services in Pakistan.
 - VII. To acquire immovable properties by purchase, lease, hire, exchange or otherwise and to demolish, erect, alter, and / or maintain the same for the benefit of the Association.
 - VIII. To manage the movable and immovable properties of the Association.
 - IX. To seek representations on various bodies dealing with issues of common interests.
 - X. To do such other things as are necessary in the general interest of its Members including the holding or participation in exhibitions within or outside the Country.
 - XI. To urge, support or oppose legislative or other measures and procure change of law or practice affecting the interest of Commerce, Industry and services or adversely affecting the common interests of business community.



- XII. To secure adequate representation of the Association on Government, public or statutory bodies and on trade and business / industrial delegations.
- XIII. To accept any bequest, gift, donation or subscription towards or to accumulate and provide a Fund or Endowment or Waqf and to invest the same and apply the income arising therefrom or to resort to the capital thereof for any objects of the Association.
- XIV. To resolve controversies and conciliate differences of opinion among members of the Association.
- XV. To promote education, awareness amongst the Members by holding Seminars, conducting educational causes, inviting experts to deliver lectures and workshops.
- XVI. To seek affiliation with the Federation of Pakistan Chambers of Commerce and Industry.
- XVII. To accept deposits of money or goods for any objects of the Association as may be deemed fit.
- XVIII. To subscribe to and become and continue to remain member of Federation of Pakistan Chambers of Commerce and Industry, and to procure from and communicate to any organization of Trade and Industry in Pakistan or abroad such information as may be conducive to the attainment of the objects of the Association.
- XIX. To subscribe to any local or other charity and to grant any donations for any public purposes and to provide provident or superannuation fund or funds for the servants of the Association or otherwise to assist any such servants, their widows and children.
- XX. To communicate with Federal and Provincial Governments, Chambers of Commerce and Industry or other commercial and public bodies and to concert and promote measures for the protection of the aforesaid interests.
- XXI. To file, prosecute, defend or contest, join or aid in filing, prosecuting and 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.
- XXII. To pay all costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment or registration of the Association and the conduct of the affairs thereof.
- XXIII. To collect, circulate and disseminate statistics and other information relating to Commerce, Industry, Trade or Services.
- XXIV. To enter into any arrangement with any Government Federal or Provincial or Authority, Municipal, local or otherwise that may seem conducive to the objects of the Association or any of them and to obtain from any such Government or Authority rights, concessions, privileges which the Association may think fit to obtain and to carry out any such arrangement, rights, privileges and concessions.
- XXV. To sign, seal, execute and deliver all instruments, deeds, documents and writing whatsoever that may be found to be necessary or expedient in realization of the objects of the Association or conduct of its affairs.
- XXVI. To frame from time to time, such rules and laws as the Association may deem fit or proper for all or any of the objects, and to comply with all the requirements of the Trade Organization Ordinance 2007 (XXXI of 2007).
- XXVII. And generally to do all acts, deeds, and things which may be incidental or conducive to the attainment of all or any of the objects stated herein above.



- XXVIII. To protect and promote the trade and to secure cooperation among Members in general and those dealing in these lines in particular.
- XXIX. To establish just and equitable principles in trade and commerce.
- XXX. To form a code or codes or practices to simplify and facilitate transaction of business.
- XXXI. To undertake special inquiries and action for securing redressal of legitimate grievances of the members of the Association.
- XXXII. To establish and maintain Information Bureau, to print and publish journals, periodicals newspapers, books, pamphlets, leaflets, directories etc., and to establish and maintain library and reading rooms for the promotion of the objects of the Association.
- XXXIII. To arrange and convene conferences, lectures, shows, meetings on the subject affecting the interest of the members of the Association.
- XXXIV. To affiliate with any national or international trade organizations having objects altogether or in part similar to those of this Association for the purpose of securing the aims and objects of this association.
- XXXV. To aid in subscribing money to any charitable or benevolent purposes or for the promotion generally of any matters of charity or other useful objects with a view to establish harmony and business relationship amongst various mercantile communities in general and Pakistan community in particular.
- XXXVI. To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscription or otherwise.
- XXXVII. To provide for help and encourage study and training in technical and commercial matters by granting scholarships, awarding prize-stipends or giving other monetary aids to institutions through such other ways and means as may be determined from time to time.
- XXXVIII. To run sections or departments including those relating to exports, imports, statistics, publicity and publications as may be determined from time to time.
- XXXIX. To arrange international Exhibitions in Pakistan or abroad and / or to participate in International Exhibitions or Forum in accordance with the aims and objectives of the Association.
- XL. To canvass, publicise, propagate and take all steps in the interest of the Association and for protection of the interests of the members and to consider, recommend and support all actions directed towards improvement in the conditions of the trade.
- XLI. To enter into any arrangements with Government and public authorities - Municipal, Port, Railways, local or otherwise which may foster and consolidate the objectives of the Association or any of them whether individually or collectively for advancement of the interests of the trade.
- XLII. To borrow or raise monies or secure the payment of such monies in such manner as the Association may think fit and in particular manner by creation and issue of debenture or debenture stocks, perpetual or otherwise, charged upon all or any of the properties of the Association, present or future and to purchase redeem or pay such security or securities.

AND it is hereby declared that the objects set forth in any sub clauses 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 terms of any other sub-clauses or by the name of the Association.



- 4). The income and property of the Association whence-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 by way of dividend or bonus or otherwise howsoever or by way of profit to the persons who at any time are or had been members of the Association or to any of them or to any persons claiming through them. Provided that nothing herein contained shall prevent the payment in good faith of remunerating to the officers or employees of the Association or to any member thereof or other person in return for any professional services actually rendered to the Association, or the payment of interest on money borrowed or rent for premises demised to the Association.
- 5). The liability of the members is limited.
- 6). 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 afterwards for payment of the debts and liabilities of the Association contracted before the time at which he cease to be a member and of the costs, charges and expenses of winding up the same and for adjustment of the rights, of contributories amongst themselves such amount as may be required, but not exceeding **Rupees 5000/-**.
- 7). If upon the winding up or dissolution of the Association there remains after satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to, or divided among the members of the Association but shall be given or transferred to some institution having objects similar to the objects of the Association and approved under the Income Tax Ordinance, 2001 to be determined by the Association at or before the time of the dissolution and in default thereof by such judge of the highest law court in the Province of **PUNJAB** as may have or acquired jurisdiction in the matter.
- 8). No addition, alteration and amendment shall be made in the Memorandum of Association or in the regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Government.
- 9). The territories to which the objects of the Association shall extend are the whole of Pakistan.



UNDER SECTION 42 OF THE COMPANIES ORDINANCE 1984

ARTICLES OF ASSOCIATION

OF THE

All Pakistan Motorcycle Spare Parts Importers & Dealers Association

(Licensed under the Trade Organizations Ordinance, 2007)
(XXXI of 2007)

REGULATIONS

- 1). The Regulations contained in Table C of the First Schedule to the Companies Ordinance, 1984 (XLVII of 1984) shall not apply to the Association except as laid down herein.

DEFINITIONS

- 2). In the Articles unless there is any thing repugnant in the subject or context.
- I. "Act" means the Trade Organizations Act 2013 for the time being in force.
- II. "Association" means "All Pakistan Motorcycle Spare Parts Importers & Dealers Association" with membership on all Pakistan basis.
- III. "Associate member" means a member of a trade organization which is not a body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than fifty million Rupees
- IV. "Corporate member" means a member of a trade organization 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
- V. "General Meeting" means a meeting of General Body whether ordinary, special or extraordinary.
- VI. "Member" means a business concern whether Sole Proprietorship, Partnership, Association of Persons, or a Company admitted as Associate or Corporate member of the Association.
- VII. "North Zone" means the province of Punjab, Khyber Pakhtunkhwa and Federal Area.
- VIII. "Office Bearers" means the Chairman, Sr. Vice Chairman and Vice Chairman of the Trade Organization.
- IX. "Regulator" means the Director General of Trade Organization appointed under the Trade Act.
- X. "Register" means the Register of Members of Association kept in pursuance of Section 147 of the Companies Ordinance, 1984.
- XI. "Resolution of Association" means any resolution passed at any meeting convened to take decision while adhering to the provisions of Section 157 to 173 of the Ordinance.



- XII. "Rules" means the Trade Organizations Rules, 2013 for the time being in force.
- XIII. "South Zone" means the province of Sindh and Baluchistan
- XIV. "The Article" means the Articles of Association.
- XV. "The Chairman" the chairman of the Association.
- XVI. "The Committee" means the Executive Committee of the Association elected under the Act and rules thereunder and include any Regional Committee or Sub-Committee of the Association appointed by the Association.
- XVII. "The Dealer" means an Individual, a Firm or Company or Corporation doing business of selling of Motorcycle Spare Parts anywhere in Pakistan in the form of a wholesale or retail.
- XVIII. "The Importer" means an Individual, a Firm or Company or Corporation doing business of importation of Motorcycle Spare Parts anywhere in Pakistan.
- XIX. "The Ordinance" means the Companies Ordinance of 1984 or any other statutory enactment in place of said Ordinance for the time being in force.
- XX. The "Secretary General" means the Secretary General of the Association.
- XXI. "Year" means a year reckoned from 1st October to 30th September.
- XXII. "Words indicating the singular number shall, include plural numbers and Vice Versa. Words signifying persons shall apply mutatis mutandis to firms, corporation or Joint Stock Companies.
- XXIII. "Words indicating masculine gender shall include feminine gender.

- 3). (a). All other expression defined in the Ordinance shall have the meaning assigned to them in the Ordinance.
- (b). When any provision of the Ordinance is referred to, the references shall be to such provision as modified by any statutory enactment for the time being in force.

LIMIT OF MEMBERS

- 4). For the purpose of registration, the Association hereby declares to consist of unlimited number of members.

PURPOSE

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

CLASSIFICATION OF MEMBERS

- 6). The Membership of the Association shall comprise of two categories of members, namely:
- (a). Corporate Members;
- (b). Associate Members.



ELIGIBILITY FOR MEMBERSHIP

- 7). A sole proprietorship firm or any other company or a business concern shall be eligible for membership of the Association, provided that it is carrying on business as **Importer, Dealer of Motorcycle Spare Parts**, and fulfill the criteria as provided in Rule 11 (a to e) of Rules.
- 8).
 - (i). Every application for the membership of the association shall be made on a form prescribed by the Association and submitted by the Applicant to the Secretary General together with the first year's Membership Fee subscription and the admission fee.
 - (ii). Every individual business concern firm or joint stock company desirous of becoming a member of the Association shall "submit to the Secretary General, membership application form. The application so received shall be placed before the next meeting of or circulated amongst the Executive Committee which may accept or reject the same for the reasons specified in the rejection order.
 - (iii). in case of rejection, no further application shall be entertained for a period of one year reckoned from the date of such rejection and the fees paid by the Applicant shall be refunded. The applicant shall, however, have the right to approach the Regulator, whose decision in this regard shall be final and binding.

DURATION OF MEMBERSHIP

- 9). The Membership of the Association shall be for a period of one year and shall expire on the 31st day of March every year, irrespective of the date of grant of Membership.

RENEWAL OF MEMBERSHIP

- 10). The Membership shall be renewable on annual basis subject to fulfillment of the following conditions:
 - (a). Payment of prescribed fee within the time stipulated for the purpose but not later than 31st of March; and
 - (b). Proof of filing returns of Income Tax and Sales Tax if applicable, for the preceding year.

ADMISSION FEE

- 11). Every member will be required to pay admission fee at the rate determined by the Executive Committee from time to time. Any firm being a member of the Association shall have, on changing the Firm's name or on change of constitution of the firm, to put in a fresh application for membership. However, no admission fee shall be charged, provided the Applicant has taken over the assets and accepted the liabilities of the original firm. In any case the Executive Committee shall be competent to decide such cases on merit.

MEMBERSHIP FEE

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

PRIVILEGES OF MEMBERSHIP

- 13).
 - 1). Every member of the Association shall be entitled:



- a). To take part in the elections and cast vote to elect office bearers of the Association as per rules and regulations in force, provided they have completed two years of membership of the Association.
- b). To take advantage of the information and record available with the Association under such limitation as the Executive Committee may prescribe from time to time.
- c). To obtain a copy of the annual report and statement of accounts of the Association by making an official request addressed to the Secretary General mentioning the reasons for the said purpose.
- d). To obtain a copy of all publications of the Association either free of cost or at such prices as may be fixed by the Executive committee from time to time.
- e). To cause an ordinary or extraordinary General Meeting of the Association to be convened in conjunction with other members of the Association in accordance with these articles.
- f). To participate in the General Meetings of the Association.
- g). To stand or propose or second members for election to the Executive Committee of the Association.
- h). To stand for election as a representative of the Association on any non political public or private body.
- i). To seek assistance of the Association for securing all reasonable facilities for the development of his trade / industry.
- j). To inspect or examine books of accounts and other documents, registers or records of the Association subject to any rules, conditions or limitation that may be laid down in this behalf under the relevant law or by the Committee or by a resolution of the Association in a General Meeting.
- k). To be entitled to such other privileges as may be specified by the Executive Committee from time to time.
- 2). In order to avoid conflict of interest and positions, a proposed member will furnish an undertaking to the effect that the applicant is neither a member of any other Trade Organization nor intends in becoming so.

DUTIES AND OBLIGATIONS OF MEMBERS

- 14). Every member shall have the following duties and obligations:
 - (a). To make every effort to carry out the aims and objectives of the Association as set forth in the Memorandum of Association.
 - (b). To carry out and abide by the rules and regulations of the Association as laid down in these Articles or in the bye-laws framed there-under from time to time.
 - (c). Submit as far as possible all complaints, appeals, etc. in writing to the Secretary General.
 - (d). To bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the interest of the Association or its Members in whatever manner.
 - (e). To pay the Membership fee of the Association regularly.



- (f). To accept and abide by the decision of the Executive Committee provided the decisions are not inconsistent with the provisions of the Memorandum or the Articles of Association or the Trade Ordinance, or any rules, regulations, instructions or directions issued thereunder.
- (g). To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objects of the Association.
- (h). To take part in the deliberations of the meetings of the Association which he is entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time.
- (i). To assist and cooperate with the Executive Committee in the field of trade, commerce and industry with specific reference to the trade or industry the Association is concerned.
- (j). The proceedings of the Association, will be treated by members as strictly confidential and will not be discussed in public. Only the Chairman (or his duly authorized nominee) will be entitled to make a public statement on behalf of the Association. If any member has failed to observe the rule requiring proceedings of the Association to be treated as confidential the Association may in writing call upon such member to resign from the Association.

ELECTIONS

- 15). The election of the Association shall be conducted according to the procedure laid down in the Articles of Association and according to a schedule approved by the Executive Committee between the 1st day of July and 30th day of September each year subject to the following wherever applicable:
- (a). The election of the Members of the Executive Committee excluding Chairman, Sr. Vice Chairman and Vice Chairman shall be held by secret ballot. The members of Executive Committee so elected shall proceed to elect from themselves Chairman, Sr. Vice Chairman and Vice-Chairman and their final result shall be officially announced at the General Meeting of the Chamber called for this purpose within fifteen days of the date of polling but before or on 30th September.
 - (b). On completion of their term the retiring members of the Executive Committee shall not be eligible to stand for election or co-option for the Executive Committee or any representative capacity for the next one year.
 - (c). No voting by proxy or postal ballot shall be allowed.
 - (d). No member shall be entitled to vote at any meeting of Association unless all moneys due on account of Membership fee or otherwise have been paid to the Association within the due date.
 - (e). Voting rights shall accrue only after two year's standing as member, except, for the first elections after the incorporation.
 - (f). No member who has resigned or ceased to be a member or has been expelled from the Association shall be entitled to attend or vote at any meeting of the Association.
 - (g). The Chairman or whosoever be presiding over a meeting shall, in the case of equality of votes, have a second or casting vote except in the matter of any election of the Association.



election and a copy of such list shall also be submitted to the Director General, forthwith. The final list of voters shall also be displayed at :

- (a). The Notice Board of the head Office and Regional Offices of the Association; and
- (b). The website of the Association.

NOMINATION PAPERS

- 26). Within four days of the issuance of the final list of voters, any person who is eligible to contest the election for the vacant post, shall send his nomination duly proposed, seconded, and signed by the candidate to the Secretary General on the prescribed form in accordance with the Articles of Association or rules of the Association.

APPOINTMENT OF ELECTION COMMISSION

- 27). Simultaneously with the approval of election schedule the Executive Committee of the Association shall appoint an Election Commission, subject to the following conditions namely:
- (a). The Commission may comprise of three members;
 - (b). The members so appointed have submitted their consent in writing to their appointment as such;
 - (c). The members of the Commission, so appointed have not held any office of the Association for the preceding two years.
 - (d). The members of the Commission shall not be entitled to become a candidate in the election they are conducting;
 - (e). The members of Commission shall act independently and impartially; and
 - (f). The members of the Commission shall not canvass for any candidate or panels contesting the election, they are conducting.

BALLOT PAPERS

- 28). The ballot papers shall have duly numbered counterfoils and the voters shall sign or affix thumb impression thereon in the presence of the polling agents of the candidates and the returning officer before the issuance of ballot papers to him / her.
- 29). It shall be the duty of the polling officer to see the original identity card issued by the Association or national identity card or passport and or the driving license or any other acceptable mode of identification of the voter and write the number thereof on the counterfoil.
- 30). After comparing the signatures and photographs with the specimen signatures cards the polling officer shall handover the ballot paper to the voter.
- 31). The ballot paper shall be signed by the Secretary General or an officer of the Association duly authorized by the Commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- 32). The voter shall not be allowed to leave the booth after the ballot paper has been handed over to him until and unless he or she has inserted his / her ballot paper in the box placed before the presiding officer / polling officer and polling agents of the candidates.
- 33). Adequate arrangements shall be made to maintain the secrecy of the polls.



- 34). Proper account shall be maintained by a designated officer in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers.
- 35). The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- 36). The Commission or an officer designated by the Commission shall decide about the challenged votes after verification of necessary information from the member firm, company or concern before the official announcement of the results.

CONDUCT OF POLLING

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

COUNTING OF VOTES

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

PROVISIONAL RESULTS

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

INSPECTION OF RECORD OF ELECTIONS

- 40). The record of elections shall be opened for inspection by the Members upon an application made to the Returning Officer or his nominee in this behalf within seven days of the date of polling.

EQUALITY OF VOTES

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

ANNOUNCEMENT OF RESULTS

- 42). The final result of elections shall be announced at the Annual General Meeting of the Association called for this purpose within fifteen days of the date of polling, but not later than 30th of September of the year, which shall be the material date for the purposes.
- 43). The final election result announced at the General Meeting shall be displayed at:
 - (a). The Notice Board of the Head Office and Regional Offices of the Association within two days; and
 - (b). Displayed at the website of the Association within two days; and
 - (c). Submitted to the Regulator within 7 days.

REGISTER OF MEMBERS

- 44). (a). A register of members in the form specified in Annex-I of Schedule-A of the Trade Rules, shall be maintained at the Registered Office of the Association in which shall be set forth the names, addresses and other particulars of all the members, for the time being, and in which shall be recorded all changes in membership.



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

RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

- 45). (a). Any member may resign from the Association by giving 30 days notice in writing to the Executive Committee and upon expiration of the notice he shall cease to be a member. The member who has resigned or whose name has been removed from the register for non-payment of subscription or for expulsion from the membership for the Association shall remain liable for all dues to the Association upto the date of resignation, removal or expulsion.
- (b). Any member who has resigned or whose name has been removed from the register or who has been expelled from the membership of the Association shall not be entitled to refund of membership fee paid by him to the Association.
- (c). A member shall be liable to be fined upto an amount equal to that of the Membership Fee or to be expelled from the membership of the Association, or the rights and privileges of member shall be liable to be withdrawn, for any of the following reasons by a resolution of the Executive Committee passed in a meeting specially convened for the purpose by two third majority of the members present in person.
- (i). Neglect of or refusing to submit to, abide by, or carry out any decision of the Executive Committee taken within the limits laid down by the Articles of the Association or by the Trade Ordinance, or any, rules, regulations, instructions or directions issued thereunder.
- (ii). indulging in unethical practices.
- (iii). Intentional violation of the rules, regulations, or bye-laws of the Association, provided that a member shall not be expelled by the Executive Committee unless he has been given an opportunity of explaining his position in writing and / or in person.

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

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

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

CESSATION OF MEMBERSHIP

- 46). 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) of Article 45 above, or
- (ii). if he is expelled from membership as per clause (c) of Article 45 above or
- (iii). If he fails to pay annual subscription or any other dues by a date determined by the Executive Committee, despite notice for 'payment in this behalf', provided that the Executive committee if it deems fit and proper shall have power to extend time for payment.



- (iv). If any change is made in the constitution of a firm or corporate name of a company or corporation which substantially alters the composition of that firm, company or corporation or
- (v). In case of an individual, if he is undischarged insolvent, or if he is adjudged by a competent court to be of unsound mind, or if he is convicted of an offence involving moral turpitude, or
- (vi). In the case of a firm, when it is dissolved, or adjudged insolvent or the partners thereof are convicted of an offence involving moral turpitude,
- (vii). In the case of company or corporation, when it is wound up, or
- (viii). If he closes or transfers his business to a place outside Pakistan, or
- (ix). If he is expelled from membership of the Association under the Trade Ordinance, or any other laws and Ordinance issued from time to time governing the activities of Trade Associations, or
- (x). If he ceases to hold requisite permission or license for carrying out the business of the Sector relevant to the Association.

RESTORATION OF MEMBERSHIP

- 47). A member whose name has been removed from the register due to non payment of subscription shall be eligible for re-enrolment on payment of an admission fee afresh and all arrears outstanding against him.
- 48). Any vacancy caused by disqualification under the provisions of these Articles in Executive Committee or Regional Committee shall be filled for the remaining part of the term by the Committee in such manner as it decides.

ADMINISTRATION

- 49). The Administration and management of the affairs of the Association shall be vested in:
 - (i). Office Bearers including Executive Committee.
 - (ii). the regional Committee, if any.
 - (iii). The Apex Committee as referred in clause 86 (below)

COMPOSITION OF EXECUTIVE COMMITTEE

- 50). The Association shall comprise of a Chairman, Sr. Vice Chairman and Vice Chairman (men), an Executive Committee and the General Body.

The Association may by a resolution of General Body, determine the number of vice Chairmen from time to time. The General Body shall serve as the Electoral College for election of the Members of Executive Committee who will elect the Chairman, Sr. Vice Chairman and Vice Chairmen from amongst themselves. The Executive Committee shall also be the Electoral College for the seats reserved for women entrepreneurs.

- 51). The Executive Committee shall comprise of persons elected by the General Body from amongst its Members subject to the following:
 - (1). The Executive Committee shall comprise of at-least ten and maximum thirty Members, as determined by the General Body from time to time.



Provided that there shall be at-least fifty percent of the Members of the Executive Committee from Corporate Members.

- (2). In addition to the number of Members of the Executive Committee mentioned in (1) above, two seats will be reserved for women Entrepreneurs in the Executive Committee.
 - (3). In addition to the seats provided in clause (1) and (2) above the immediate past Chairman of the Association shall be an ex-officio member of the executive committee without voting right.
- 52). If any seat reserved for any of the stipulate categories remains vacant, it shall not be filled with members from other category.
- 53). Where the General Body of the Association comprises of at-least fifty percent members from Associate Class, there shall be rotation of office of Chairman between the Associate and Corporate Members. After first elections under the Trade Ordinance, the Chairman would be from such class of members as may be decided by the Executive Committee.
- 54). Where there is rotation of office of Chairman, the Chairman and Sr. Vice-Chairman, shall not be from the same class of members.

Provided that if there are more than one Vice-Chairman, at-least one shall be from the class of members other than that of the Chairman.

- 55). The tenure of all elected office bearers shall be one year.
- 56). The tenure of the Members of the Executive Committee shall be two years subject to:
- a). Fifty percent of the members of the Executive Committee shall retire every year;
 - b). After the first election of the Executive Committee under the Trade Ordinance a draw shall made to determine the fifty percent members who shall retire after expiry of first year
- 57). On completion of the 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 trade organization for the next one year

SUB-COMMITTEE

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

CHAIRMAN OF THE MEETINGS

- 59). In the case of the Executive Committee, the Chairman or in his absence the Sr. Vice-Chairman or in the absence of both of them the Vice Chairman or any member of the Executive Committee elected for the time being by a majority of votes shall preside at the meetings of the Executive Committee.

VACANCIES

- 60). Any casual vacancy caused in the Sr. Vice Chairman or Vice Chairman any member of the Committee during the interval between two General Meetings shall be filled in by the Executive Committee in such manner as it may decide.



POWERS AND DUTIES OF THE REGIONAL- COMMITTEE

- 66). Ordinarily, the Regional-Committee shall have the following powers and duties:
- (i). To carry out all the rules, aims and objects of the Association.
 - (ii). To carry out directions or instructions of the Executive Committee regarding the affairs of the Association.
 - (iii). To appoint, suspend or dismiss any paid employee of the regional office concerned.
 - (iv). To frame rules and bye-laws for the conduct of its own affairs or of the business of any Sub-Committee.

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

- 67). The Executive Committee at the Head Office and the Respective Regional Committee at the regional Offices shall keep or cause to be kept proper books of accounts in which shall be entered full, true and complete account of the affairs and transactions of the Association whether at the head Office or the regional offices, specially the following:
- (a). Minutes Book for meetings of the General Body.
 - (b). Minutes Book for Meetings of the Executive Committee.
 - (c). Register of Members.
 - (d). A register of members of the Executive Committee and Regional Committee showing the names and addresses and all changes made therein from time to time.
- 68). Every member shall be entitled to inspect the account books and other documents which shall be kept at the Head office and the regional offices concerned to such an extent as the Executive committee at the Head Office and Regional Committee at the regional offices concerned may from time to time determine. The Committee or the Chairman or 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.

ANNUAL GENERAL MEETING

- 69). An Annual General Meeting shall be held every year at such place and time as the Executive Committee may consider convenient at which a Report of the proceedings of the previous year and the audited yearly accounts shall be sent to the members in advance. The first General Meeting shall be held not less than one month, or more than three months after the incorporation of the Association.
- 70). Accounting year of the Association will be closed on the 30th June every year and its financial statements duly audited by a chartered accountant alongwith a list of members as on the 30th June shall be furnished by the Association to the Regulatory Authorities, on or before the 31st day of December every year.



EXTRA ORDINARY GENERAL MEETING

- 71). The Executive Committee whenever it may deem fit may convene a Extra Ordinary Meeting either for the purpose of transacting any Special business or for placing before the members review of the activities in the preceding months.
- 72). A Extra Ordinary Meeting shall be convened by the Executive Committee upon the requisition of not less than one-third of the members of the Association. The requisition so made shall state the object of the Extra Ordinary Meeting proposed to be called and shall be presented to the Secretary General of the Association.
- 73). Upon receipt of the requisition under the preceding Article, the Executive Committee shall forthwith proceed to convene a Extra Ordinary Meeting.
- 74). Notwithstanding provisions of the preceding articles and subject to the provisions of the Ordinance as to the power to alter regulations by Special Resolution, at least twenty-one days notice, specifying the place, the day and the hour of the meeting and of the nature of the special business shall be given for any Special Meeting convened to revise, alter or amend the regulations of the Association.
- 75). The non-receipt of a notice convening any General Meeting by any member shall not invalidate the proceedings of any such meeting.

QUORUM

- 76).
 - (a). In the case of the Executive Committee 5, or 1/3rd members and in the case of the Regional Committee 3, or 1/3rd members shall form quorum, which is higher in number.
 - (b). One fourth members present personally and entitled to vote at the General Body meetings shall constitute a quorum.
- 77). If within half an hour appointed for a General Meeting, a quorum of members is not present, the meeting if not convened on the requisition of members, shall stand adjourned to the same day in the following week at the same time and place provided that if it falls on public holiday, the meeting shall take place at the same time and place a week after and if at such adjourned meeting, the quorum of members is not present, the business on the agenda will be transacted by the members present whatever be their number. The meeting convened on requisition of members shall stand dissolved for want of quorum.
- 78). Every question referred to a General Meeting shall be decided by the majority of members present and voting at such meeting.

AMENDMENTS IN THE ARTICLES AND MEMORANDUM

- 79). Amendments in these Articles or Memorandum can be effected only by a Resolution passed by the Extra-Ordinary General Meeting of the Association convened specially for this purpose, in accordance with these Articles. A proposal for amendments in the Articles shall be passed by $\frac{3}{4}$ majority of the Members present and voting at such a meeting, provided that all amendments shall be subject to the approval of government.

FUNDS

- 80). The funds of the Association shall be deposited in a scheduled Bank or Banks as decided by the Office Bearers and Executive Committee of the Association.

SEALS

- 81). The Executive Committee shall as soon as practicable provide for a common seal of the Association. The seal shall be deposited with the Secretary General at the Head Office and



shall never be affixed to any document except in pursuance of a resolution of the Executive Committee. Deeds, bonds and other documents to be made under the Seal shall be deemed to have been duly executed on behalf of the Association, if sealed with the common seal of the Association, and signed by the Chairman, Sr. Vice Chairman or Vice-Chairman and countersigned by the Secretary General or by the person acting as Secretary General.

GENERAL

- 82). The members who have subscribed to the Memorandum and Articles of Association shall constitute the Adhoc Committee of the Association and shall exercise all the powers of the Executive Committee until such time as office bearers of the committee are elected in terms of these Articles after the registration of the Association.

INCONSISTENCY

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

WINDING UP

- 84). The provisions of the Companies Ordinance, 1984 as amended from time to time, regarding the winding up of a private company shall apply to the winding up or dissolution of the Association.

INDEMNITY

- 85). The Chairman, Sr. Vice Chairman, Vice Chairman, Secretary General, members of the Executive Committee and all officers of the Association from time to time acting in relation to any of the affairs of the Association shall be indemnified out of the funds and assets of the Association against all liabilities which they or any or them may incur by reason of any act done or action taken in their aforesaid capacity in the execution of their duty including defending all legal proceedings before any Court of Law.

86). APEX COMMITTEE

The Association at all times will also have an 'Apex Committee' which will have powers to discuss matters related to the Association from time to time and as maybe referred to it by the Office Bearers, Executive Committee, General Body or any other appropriate forum. The 'Apex Committee' will consist of the following permanent members and will have the powers to induct or invite any other members other than the mentioned to be a part or attend the proceedings of the meeting(s) of the 'Apex Committee' as deemed appropriate by the Chair:

- (i) Mr. Farhan Hanif, Convener
- (ii) Mr. Waqar Shaikh, Deputy Convener
- (iii) The sitting/existing office bearers of the Association, Ordinary Members
- (iv) Secretary General, Secretary



We the several persons who are Office-bearers of ECMMA and sponsors for the purpose of present application and whose names and addresses are subscribed hereto are desirous of receiving license in pursuance of Articles of Association:

S. No.	Name of Members	CNIC	Address	Signature
1	M. FARHAN HANIF	42000-0480671-9	1st Floor Park Towers Shopping Mall Main Clifton Karachi	<i>[Signature]</i>
2	M. TARIQ SIDDIQUI	42201-0269729-3	B-9, Hajra Bai Bldg, Opp. Aurangzeb Market Karachi	<i>[Signature]</i>
3	ANJUM KAMAL AFTAB	42301-7460921-7	63/7-Saira Mansion Aurangzeb Market, M.A. Jinnah Road, Karachi	<i>[Signature]</i>
4	AMIR KHAN	35202-5866892-9	MEHRAN PLAZA, COLLEGE ROAD, RAWALPINDI, Rawalpindi	<i>[Signature]</i>
5	NAVEED AJAZ	42301-7239619-1	96-Kmc, Market Block Park, Karachi	<i>[Signature]</i>
6	M. ARIF GANATRA	42201-160447-7	13-Ghulam Rasool Mkt, Taj Mahal Market, Karachi	<i>[Signature]</i>
7	FARRUKH SHAHZAD	42301-4129051-1	Shop No. 96-Aurangzeb Market, Karachi	<i>[Signature]</i>
8	SYED RIAZAT ALI	42101-2479690-9	16-Qasim Auto Market, Taj Mahal Market, Karachi	<i>[Signature]</i>
9	MUHAMMAD TAHIR	42101-8101987-3	Shop No. 2 Haji Sir Abdullah Haroon Road, Opp. Aurangzeb Market, Karachi	<i>[Signature]</i>
10	SHAHGUL SHAIKH	42301-6041415-7	31-A, Saira Mansion, M.A. Jinnah Road, Karachi	<i>[Signature]</i>
11	OWAIS SHAIKH	42301-1037216-7	7-Aurangzeb Market, M.A. Jinnah Road, Karachi	<i>[Signature]</i>
12	M.KASHIF	35202-2711226-3	House no. 290 Nargis Block, Allama Iqbal Town Lahore.	<i>[Signature]</i>

Witness to above Signatures:

Name : Syed Jamal Shah Occupation: SERVICE
 S/o. : SYED MAHMOOD SHAH Nationality: PAKISTANI
 Add : OFFICE No. 60, 2nd Floor, Signature: *[Signature]*
AURANGZEB MARKET,
KARACHI.

