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ARTICLES OF ASSOCIATION

OF

PAKISTAN HI-TECH HYBRID SEED ASSOCIATION

1. Save as reproduced herein, the regulations in Table "C" in the First schedule to the Act, unless the same are compulsory, shall NOT apply to Association. All issues not specially stated in these Articles shall be regulated in the manner as provided under the Companies Act, 2017 or other relevant enactments for the time being.

INTERPRETATION

2. In these Articles, unless the context or the subject matter otherwise requires:

a) **"Act"** means the Trade Organisations Act, 2013;

b) **"Administrator"** means an Administrator appointed under the Trade Organizations Act, 2013;

c) **"All Dues"** means annual subscription, any other dues and other dues;

d) **"Any other Dues"** means contributions determined by the Executive Committee for the operation of the Association;

e) **"Articles"** means these Articles of Association;

f) **"Association"** means **Pakistan Hi-Tech Hybrid Seed Association.**

g) **"Associate Member"** means a member of the 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 Rs. 50 million or above;

h) **"Chairman"** in relation to the Association means Chairman who shall subject to control and directions of the Executive Committee, is entrusted with whole, or substantially whole, of the powers of the management of affairs of the Association and includes any other person occupying the position of Chairman/Chief Executive Officer of the Association for the time being under the meaning and for the purpose of the Companies Act, 2013.

i) **"Companies Act"** means the Companies Act, 2017 as amended and includes repealed Companies Act, 1913 (VII of 1913), Companies Ordinance, 1984(XLVII of 1984) and Companies Ordinance, 2016 (VI of 2016;

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j) **"Corporate Member"** means a member of the Association which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over not less than Rs. 50 million;

k) **"Extra Ordinary General Meeting"** means a General meeting other than Annual General Meeting;

l) **"Executive Committee"** means the Executive Committee responsible for the management or conduct of affairs of the Association;

m) **"General Body"** means all members of the Association;

n) **"Hybrid Seed"** means "(1) the first-generation offspring of a cross between two individuals (plants) differing in one or more genes; (2) the progeny of a cross between species of the same genus or of different genera."

o) **"In writing"** means written or printed or partly written and partly printed or lithographed or typewritten or other substitute for writing;

p) **"Licence"** means a licence granted to a trade organisation under section 3 of this Trade Organisations Act 2013;

q) **"Member"** means a firm and includes a sole proprietorship and association of person, a partnership, and a company, a multinational corporation, engaged in trade, industry or services regarding hi tech seed and enrolled as member of the Association.

r) **"Month"** means calendar month according to English Calendar;

s) **"Northern Zone"** means the province of Punjab, Khyber Pakhtunkhwa, Gilgit Baltistan province and Islamabad Capital Territory;

t) **"Office"** means the registered office for the time being of the Association;

u) **"Office Bearers"** means the Chairman, Senior Vice Chairman and Vice Chairman of the Association;

v) **"Companies Act"** means the Companies Act, 2017 as amended;

w) **"Ordinary Resolution"** means a resolution passed by a simple majority of such members of the company entitled to vote as are present in person or by proxy or exercise the option to vote through postal ballot, as provided in the articles or as may be specified, at a general meeting;

x) **"Persons"** includes firms, corporations and companies as well as individuals;

y) **"Register"** means the register of members to be kept under section 119 of the Companies Act 2017;

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z) **"Voting Right"** means the right of a member of Association to vote on any matter in a meeting of the Association either present in person or through video-link or by proxy or by means of postal ballot: Provided that attending of meeting through video-link shall be subject to such facility arranged by the company and in the manner as may be specified, save as otherwise provided in this Trade Organisations Act 2013;

aa) **"Regulator"** means the Regulator of the Trade Organizations appointed by the Federal Government and includes an Officer empowered by the Federal Government to perform the function of the Regulatory under the Trade Organizations Act, 2013;

bb) **"Rules"** means the Trade Organizations Rules, 2013;

cc) **"Seal"** in relation to the Association, means the common seal of the Association;

dd) **"Secretary General"** means an individual professional full-time employee of the Association who shall be incharge of the secretariat of the Association and responsible for day-to-day operations of the Association and in his capacity as such shall be the custodian of all record pertaining to the Association;

ee) **"Southern Zone"** means the province of Sindh and Baluchistan;

ff) **"Special Resolution"** means a resolution which has been passed by a majority of not less than three-fourths of such members of the Association entitled to vote as are present in person or by proxy or vote through postal ballot at a general meeting of which not less than twenty-one days' notice specifying the intention to propose the resolution as a special resolution has been duly given: Provided that if all the members entitled to attend and vote at any such meeting so agree, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one days' notice has been given;

gg) **"The Bye-Laws"** means bye-laws of the Association for the time being in force;

hh) **"Words"** importing the masculine gender shall include feminine gender;

ii) **"Women Entrepreneur"** means a sole proprietorship where the proprietor is female; or partnership where the majority partners are female (s); an Association of any kind where the majority of persons forming the Association are female; or company where the majority shares are help by the female.

jj) **"Year"** means calendar year of the English Calendar;

3. Association aspires to coordinate the efforts of all those engaged in the trade, business and services of hi-tech hybrid seed for reaching the objects

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contained in its Memorandum. It is an Association incorporated under the provisions of Section 42 of the Companies Act, 2017. Accordingly its income and property shall be applied exclusively towards the advancement of its objects; and no portion thereof shall be paid or transferred, directly or indirectly, as dividend, bonus or otherwise, howsoever, or by way of profit to Association members or any other person, provided that nothing herein shall prevent the payment in good faith of any sum by way of remuneration, purchase consideration, interest or return to any member of the Executive Committee or officer or servant of the Association or to any member of the Association.

MEMBERSHIP

4. The Association shall consist of unlimited number of members but not below
100(one hundred) members.

5. Association Membership shall be open to all the Association traders and industrialists operating in Pakistan which fulfil the prerequisites contained in these Articles. It shall be a requirement for membership that the member must have a registered place of business, or at least a liaison office, within Pakistan.

6. All members shall be entitled to all membership benefits and be bound by all the obligations of the Association's Articles and Rules, framed there under.

CLASSES OF MEMBERSHIP

7. The Association shall have two classes of membership: -

a) Corporate Member

b) Associate Member

ELIGIBILITY OF MEMBERSHIP OF THE ASSOCIATON

8. Any business concern shall be eligible for grant or renewal of membership of the Association, if such business concern meets the following condition, namely: -

(a) The prospective member is a sole proprietorship or a partnership firm or an association of persons or a company directly or indirectly involved in the business of Hybrid Seed R&D or production or import or export or marketing and/or combination thereof, holding national tax number and sales tax registration, if applicable, in the name of the business concern;

(b) The application for grant of membership has been proposed and seconded by existing members of the Association.

(c) The prospective member has no criminal conviction; and

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(d) That the new and renewed members shall undertake to abide by the UN Sanctions SROs on the official website of DGTO and Association http://mofa.gov.pk/unsc-sanctions/ and 202.83.172.66/app/signup/ and that there shall be no excuse whatsoever in this regard. The members shall comply with all rules of international trade in a fair and transparent manner. Any member found non-compliant will be enquired and through concrete evidence after giving chance of hearing, will be suspended or expelled from the membership immediately as decided by the Office Bearers and approved by the EC in its subsequent meeting. The membership of Association shall be banned for proscribed individuals and companies.

(e) Registered with concerned Federal and/or Provincial Regulatory Authorities to carry-out respective trade or business, if applicable.

9. It shall be a condition precedent to application for membership that the person applying agrees to be bound by these Articles of Association and each member of the Association together with his, her or their agents, managing agents, directors, managers, officers and employees shall during the period of membership be deemed to have accepted and be bound by the Articles and Rules made in this behalf that is or thereafter brought into force.

GRANT OF MEMBERSHIP

10. Association by majority vote of the Executive Committee may admit any organization not already a member if it is in the interest of Association. New members must be formally proposed and seconded by existing members of the Association. The annual subscription as set out in **Table A**, may be revised with the approval of the General Body and Regulator of Trade Organizations. A member shall pay its annual subscription latest by 31st day of March each year. The Membership of Association shall be granted for a period of one year and shall expire on the 31st day of March each year irrespective of the date of grant of membership.

11. The Executive Committee of the Association shall approve or reject any application for membership assigning reasons for rejection. In the case of acceptance, the Executive Committee may admit the member to membership based on criteria which it may revise from time to time. In case of rejection the applicant may appeal to the General Body of the Association. A fresh application can be made after expiry of one year from the date the first application was rejected. In case of rejection of application for membership, the annual subscription paid by the applicant shall be refunded.

DURATION OF MEMBERSHIP

12. The membership shall be granted for a period of one year and shall expire on the 31st day of March every year irrespective of the date of grant of membership.

RENEWAL OF MEMBERSHIP

13. The membership shall be renewable on annual basis subject to fulfilment of following conditions, namely: -

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a) payment of annual subscription not later than 31st day of March; and

b) proof of filling return of Income tax and sales tax, if applicable, for the preceding year;

OPERATION OF ASSOCIATION

14. Association shall be operated on a no profit and no loss basis. Every member shall pay the membership contribution for each year in advance. These annual membership contribution calls shall be based on approved budget expenditure. Members shall make the contributions at the beginning of each year based on assessments made by the Executive Committee which shall be as per attachment **TABLE-A** of this Articles of Association as amended by the Executive Committee and in the General Body meeting of the Association after approval of Director General, Trade Organisations. The contributions shall be retained in a revolving account which shall be used to meet the annual expenses. Excess amounts, if any, between annual contributions received, and the expenses incurred during the year shall be retained in the revolving account for adjustment in future years. In case of expenses exceeding the membership contributions, the matter shall immediately be referred to the Executive Committee for seeking additional contributions from the Members.

DUTIES AND OBLIGATIONS OF MEMBERS

15. Every member shall have the following duties and obligations:

a) To make every effort to carry out the aims and objects of the Association as set forth in the Memorandum of Association;

b) To carry out and abide by the rules and regulations of the Association as laid down in these articles or in bye-laws framed there under from time to time;

c) To submit all complaints, appeals etc., in writing to the Secretary General;

d) To pay the annual subscription and all dues of the Association under these presents regularly;

e) To bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the interest of the Association in whatever manner;

f) To accept and abide by the decisions of the Executive Committee provided the decisions are not inconsistent with the provision of the Memorandum or the Articles of Association or the Trade Organisations Act, 2013or any rules, regulations, instructions or directions issued there under;

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g) To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objects of the Association; and,

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 meeting from time to time.

REGISTER OF MEMBERS

16. a) A register of members shall be maintained at the registered office of the Association in which be set forth the names and address of all the members, for the time being, and in which shall be 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, together with the name of the representative of the member authorised 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 Association until after holding of the elections.

RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

17. a) Any member may resign from the Association by giving 30 days' notice in writing to the Executive Committee and upon expiry of the notice he shall cease to be a member.

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 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 conveyed for the purpose by two third majorities 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 Memorandum of Association or Articles of Association or by the Trade Organisations Act, 2013or any rules, regulations, instructions or directions issued there under.

ii. Indulging in unethical practices or acting in a manner prejudicial to the interest of the Association.

iii. Intentional violation of the rules, regulations and bye-laws of the Association.

iv. In case of wilful default of payment or delivery of goods against trade transaction to local or international party.

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v. 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;

vi. 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 addressed through the Chairman;

vii. 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.

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 fails to pay annual subscription at the latest by 31st day of March each year, or any other dues or other dues, despite notices for payment in this behalf.

iv) If any change is made in the conventional or corporate name of the firm, company or corporations 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 competent court to be of unsound mind, or he is convicted of an 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 place outside Pakistan; or

ix) If he is expelled from membership of the Association under the Trade Organisations Acts, 2013 or any other laws or Act/Ordinance issued from time to time in order to govern the activities of Association; or

x) If he ceases to carry on construction business.

e) In case of an individual, his death shall terminate his membership, but in case of firm, company other corporation, death, retirement or admission of any partner or member therein 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.

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RE-ADMISSION OF MEMBERSHIP

18. a) A member whose name has been removed from the register due to resignation or non-payment of subscription, any other dues and other dues shall be eligible for re-enrolment on payment of all dues outstanding against him subject to approval of Executive Committee.

b) Without prejudice to any order issued under the provisions of the Trade Organisations 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 or if no such period has been specified, before the expiry of One Year from the date of expulsion.

GENERAL BODY

19. a) All Members of Association shall constitute General Body;

b) The General Body shall be the supreme body of the Association. It shall have overall powers and control over the whole Association;

c) The General Body shall serve as the Electoral College for election of Executive Committee;

d) All representatives, members, committees, Executive Committee members, office bearers, officers and staff of the Association shall be ultimately responsible and answerable to the General Body of the Association;

e) All appeals shall finally lie with the General Body of the Association, whose decision on all issues shall be final and binding at all times;

f) The General Body shall elect Executive Committee for the purpose of smooth and efficient administration of the Association in such manner and subject to such rules, regulations and the manner as prescribed herein.

ASSOCIATION

20. Pakistan Hi-Tech Hybrid Seed Association shall comprise of General Body, Executive Committee and Office Bearers. Provided that Chairman and Senior Vice Chairman of Association shall not be from the same province.

Executive Committee Members	= 22
Women Entrepreneurs Seats	= 02
Total seats of Executive Members	**= 24**

Office Bearers amongst above 24 seats of Executive Committee Members:

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Chairman	= 01
Senior Vice Chairman	= 01
Vice Chairman	= 02

(Note: One Vice Chairman each from North & South Zones)

EXECUTIVE COMMITTEE

21. a) The Executive and Administration of the Association shall vest in and be carried by the Executive Committee and delegation by Executive Committee to Office Bearers such powers as are necessary.

b) Members of Association shall constitute its General Body.

c) The General Body shall serve as the Electoral College for election of members of Executive Committee.

d) The number of Executive Committee Members shall be determined by outgoing Executive Committee which shall be a minimum of ten excluding 2 women entrepreneurs and maximum of thirty seats of Executive Committee excluding two women entrepreneurs.

e) At least 50% of the members of Executive Committee shall be from the Corporate Class.

f) The Electoral College for each class of Executive Committee shall be the members of General Body from the respective class.

g) The immediate past Chairman shall be an ex-officio member of the Executive Committee without voting right.

h) There shall be two seats of Executive Committee reserved for Woman entrepreneurs for which the Electoral College shall be the Executive Committee.

i) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with members from other categories.

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

k) If the general body comprises at least 50% members from "Associate Class", there shall be rotation of office of Chairman between the "Associate" and "Corporate" members.

l) Where there is rotation of office of Chairman, the Senior Vice Chairman shallnot be from the same class of members.

m) The Chairman, Senior Vice Chairman and Vice Chairman of the Association shall be elected by the Executive Committee from amongst its members.

n) The tenure of Chairman, Senior Vice Chairman and Vice Chairman shall be one year.

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o) The tenure of members of the Executive Committee shall be two years subject to the followings: -

i) 50 % members of the Executive Committee shall retire every year;

ii) After the first election of the Executive Committee under the Trade Organizations Act, 2013 a draw shall be made to determine the fifty per cent members who shall retire after expiry of first year.

p) Any Office Bearer or Member of the Executive Committee on completion of the term or early retirement for any reason shall not be eligible to contest election or co-option in any representative capacity in the Association for the next one year;

q) On the retirement from the Executive Committee the retiring representative or his firm acting through any other representative shall not be eligible to stand for election the Committee for the next one annual term. Provided that:

i) If a retiring representative has interest in more than one firm or concern, his firm other than one who's representative he held office on the Committee shall be eligible to contest the election through a candidate other than the retiring representative.

j) No firm or concern shall be entitled to be represented at the time of election through a person other than one who is a proprietor, partner, director or a managing agent or General Manager of a public limited company or multinational having registered Branch or Liaison office.

22. **Remuneration**

If any Member or Executive Committee Member, being willing, shall be called upon to perform extra services or to make any special exertions in going or temporarily residing out of Pakistan or otherwise for any of the purposes of Association, Association shall remunerate such Member or Executive Committee Member all actual expenses as may be approved by the Executive Committee.

23. Filling of Casual Vacancies

Any casual vacancy occurring on the Executive Committee or Office Bearers, due to any reason may be filled up by co-option by the Executive Committee from amongst the eligible candidates from the same Class of Membership as provided in Act and Rules, but the person so chosen shall be subject to retirement at the same time as if he had become an Executive Committee Member on the day on which the Executive Committee Member in whose place, he/she is co-opted would have retired as the case may be. Provided that no such vacancy shall be filled under this clause during the first 90 days as well as after 270 days from the annual election.

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

24. Disqualification of Executive Committee Members

(a) No person shall become Executive Committee Member of Association if he suffers from any of the disqualification under the provisions of law, if already Executive Committee Member, shall cease to hold such office from the date he/she so becomes disqualified or;

i) if removed by resolution of General Body as hereinafter provided; or

ii) if by notice in writing given to Association, he resigns his office.

(b) Provided, however, that no Executive Committee Member shall vacate his office by reason only of his being a member of any company which has entered into contract with, or done any work for Association but such Executive Committee Member shall not vote in respect of any such contract or work, and if he does so vote, his vote shall not be counted.

25. Removal of Executive Committee Member

Association may, by resolution in general meeting, remove any Executive Member, provided that a resolution for removing an Executive Member shall not be deemed to have been passed unless the requirements of Section 163 of the Companies Act have been complied with.

ELECTIONS

26. The election of the Association shall be held on annual basis between **1st of July** to **30th of September** of the year.

ANNOUNCEMENT OF ELECTIONS SCHEDULE

27. (1) The election schedule of the Association shall be approved by the Executive Committee of the Association and issued by the Secretary General of the Association 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 of the Association;
b) displayed at the website of the Association; and
c) submitted to the Regulator.

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28. Eligibility to vote

1) The eligibility of a member of Association to vote at the elections of the Association shall be subject to following conditions:

a) The newmember 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 existing or old members of the association at the time of renewal of membership which has been discontinued due to non-payment of subscription dues or otherwise, shall be eligible to vote on completion of one year of theirre-enrolment by payment of all dues.

b) The member has fulfilled the conditions of membership and renewal thereof of the Association; and

c) The member has paid all dues.

d) Every member shall be entitled to cast one vote and shall have equal rights and privileges except as provided in these Articles.

e) 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.

(2) Every member eligible to vote shall deposit with the Secretary General, the specimen signature card along with his/her photograph indicating his/her status in the Organisation. The right to vote shall be allowed only to the Proprietor, Partner, Chief Executive, Managing Director or Director of the member Organisation or a person not below the rank of General Manager authorized by the board of directors of a Public Limited Company or, as the case may be, a Multinational Corporation.

(3) The proprietor, partner or director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of Public Limited Company, or a Multinational Company shall be entitled to cast his 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.

29. <u>APPOINTMENT OF ELECTION COMMISSION</u>

(1) Simultaneously with the approval of the election schedule as provided in rule 16, the Executive Committee of the Association shall appoint an election commission subject to the following conditions, namely: -

a) The commission comprising of three members;

b) The members so appointed have submitted their consent in writing to their appointment as such;

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c) The members of the commission, so appointed, have not held any office of the respective 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 contesting the elections, they are conducting.

30. FUNCTIONS OF ELECTION COMMISSION

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

a) Appointment of polling staff;

b) ensuring display of the tentative voters' list by the Secretary General for the purpose of inviting objection;

c) examination of and decision on the objections received on the voters' list.

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.

31. ELECTION PROCEDURE:

1) The election of the trade Association shall be conducted according to the procedure laid down in the respective articles of association subject to the following:

a) The election of the members of Executive Committee and office bearers shall be held by secret ballot;

b) neither postal ballot nor proxy shall be allowed; and

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

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offices of the Association:

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

a) the notice board of the head office and regional offices of the Association; 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 will intimate action on the objections or changes sent by members within five days from the last day under preceding clause.

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

7) Within three days of decision by the Commission or in case the Commission fails to decide within the stipulated time provided in sub-article (6), any person aggrieved by the decision of the commission may appeal to the Regulator who shall decide the case within 10 days and his decision in this regard shall be final.

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

a) displayed at the notice board of the head office and regional offices of the Association;

b) displayed at the website of the Association; and

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c) submitted to the Regulator:

d) 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.

9) 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.

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

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

(12) The objections, if any, to 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.

13) Within two days of decision of the commission or in case the commission fails to decide within the stipulated time, any candidate aggrieved by the decision of the commission may file an appeal to the Regulator, who shall decide within 7 days and his decision in this regard shall be final.

14) Within two days of the decision of the Regulator the commission shall issue the final list of candidates. Provided that if no appeal has been filed to the Regulator, the final list of candidates shall be issued within eleven days of the decision of the election commission.

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

16) Within 2 days of the polling as provided in sub-article (15), any person elected as member of Executive Committee, shall send his nomination for election as an office bearer duly proposed and seconded by an elected Executive Committee member and signed by the candidate to the election commission.

17) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within 24 hours of the last date of receipt of nomination papers.

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18) Within 2 days of display of final list of candidates, the polling for election of office bearers shall be held.

19) The final result of the election of members of Executive Committee and office bearers shall be officially announced at the Annual General Meeting of the Association called for this purpose within fifteen days of the date of polling under the preceding clause but not later than the 30th September of the year.

20) The announcement of election results in the Annual General Meeting in pursuance of the preceding sub-article shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (2) of section 14 of the Trade Organizations Act, 2013.

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

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

b) displayed at the website of the Association within two days; and

c) Submitted to the Regulator within 7 days.

32. CONDUCT OF ELECTIONS:

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.

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

(3) After comparing the signatures and photograph with the specimen signature card the polling officer shall hand over the ballot paper to the voter.

(4) The ballot paper shall be signed by the Secretary General or an officer of the trade organization 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 shall not be allowed to leave the polling booth, without casting in the ballot box.

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(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) The record of elections shall be opened for inspection upon an application made in this behalf by the candidates within seven days of the date of the polling and with the approval of the Regulator.

(16) The elections will be conducted strictly according to the rules as contained in Rules.

(17) If any provision of this memorandum and article of association is in conflict with the provisions made in Act and Rules made there under, the later shall prevail.

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THE CHAIRMANOF THE ASSOCIATION

33. The Chairman shall be the head of the Association. The Chairman shall have right of casting vote besides his own vote in case of tie. He shall have power to give rulings and enforce discipline. He shall perform all other functions as may be incidental to his office or assigned to him by the general body or the Executive Committee of the Association. Chairman shall have the delegated authority to authorise expenses on unbudgeted items upto 0.2M and number of such occurrences are unlimited subject to the condition that same will be reported in the forthcoming Executive Committee meeting for information and post facto approval. However, Chairman may grant approval of budgeted expenses and capital expenditure with no limitation.

THE SENIOR VICE CHAIRMANOF THE ASSOCIATION

34. The Senior Vice Chairman shall assist the Chairman in the performance of office duties and functions. The Vice Chairman duly authorized by the Executive Committee in the absence of the Chairman& Senior Vice Chairman shall act as Chairman and shall perform the essential day to day duties of the Chairman.

THE VICE CHAIRMEN OF THE ASSOCIATION

35. The Vice Chairman shall assist the Chairman in the performance of office duties and functions. The Vice Chairman duly authorized by the Executive Committee in the absence of the Chairman shall act as Chairman and shall perform the routine duties of the Chairman.

GENERAL BODY MEETINGS AND PROCEEDINGS

36. Annual General Meeting

A General Meeting, to be called Annual General Meeting, shall be held in accordance with the provisions of Section 132, of the Act, once at least in every calendar year on or before **30th September** at the head office or at any place to be decided by the Executive Committee in this behalf.

37. Other Meetings

All general meetings of Association other than the Annual General Meeting shall be called Extraordinary General Meetings. The Executive Committee, whenever, it thinks fit, may call an Extraordinary General Meeting. These meetings shall also be called on such requisition as is provided by Section 133, of the Act. If at any time, there are not within Pakistan sufficient Executive Committee Members capable of acting to form a quorum, any Executive Committee Member of Association may call an Extraordinary General Meeting in the same manner as nearly as possible as that meeting be called by the Executive Committee.

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38. Notice of Meetings

Twenty-one(21) days' notice, at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the time of meeting and, in case of special business, the general nature of that business, shall be given in the manner provided by the Act for the general meeting, to such persons as are, under the Act and the regulations of Association, entitled to receive such notices from Association. However, in case of any emergency affecting the business of the Association, the Executive Committee may convene a general body meeting at shorter notice than twenty-one days but not less than seven days subject to approval of the Registrar of the Companies. An incidental omission to give notice to or the non-receipt of notice by, any member shall not invalidate the proceedings at any general meeting.

39. Special Business

All business shall be deemed special with the exception of the consideration of the accounts, balance sheet and the reports of the Executive Committee and auditors, the election of Executive Committee, the appointment of and the fixing of the remuneration of the auditors.

40. Quorum

No business shall be transacted at any general meeting unless a quorum of Members is present at that time when the meeting proceeds to business. 1/3of the total valid members shall constitute a quorum.

41. Effect of Quorum not being present

If quorum is not present within half an hour from the time appointed for the meeting, the meeting, if called upon the requisition of members, shall be dissolved and in any other case, it shall stand adjourned to the same day in the next week at the same time and place, and, if in the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present, being not less than Twenty per cent (20%) of the total membership or 20 General Body Member whichever is less shall constitute a quorum.

42. Chairman of the Meeting

The Chairman shall preside over every general meeting of Association.If at any meeting the Chairman is not present within fifteen minutes after the time appointed for the meeting or is unwilling to act as Chairman; the Senior Vice Chairman, if Senior Vice Chairman is not present, Vice Chairman, if Vice Chairman is not present ,any of the Executive Committee Members present in the meeting may choose among themselves any one to be the Chairman of the meeting.

43. Adjournment

The Chairman may, with the consent of any meeting at which a quorum is not present (and shall if so, directed by the meeting) adjourn the meeting

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from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one (21) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

44. Voting

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded (before or on the declaration of result of show of hands) by at least one-tenth of the total number of members present in the meeting. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, an entry to that effect in the proceedings book of Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

45. Demand for Poll

A poll may be demanded only in accordance with the provisions of Section 141 of the Companies Act. If a poll is duly demanded, it shall be taken in accordance with the manner laid down in Section 143 of the Companies Act and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of Chairman or on a question of adjournment shall be taken at once.

EXECUTIVE COMMITTEE MEETINGS AND PROCEEDINGS

46. The Executive Committee may meet from time to time for proper management of the affairs of Association. At least one meeting of Executive Committee shall be held in every quarter.

47. Quorum

One-third (1/3) of total members of the Executive Committee shall constitute the quorum for a meeting.

48. How to take decision

Except in the matters for which specific provisions have been made in these presents or the matters so resolved by the General Body, all matters coming up before the Executive Committee shall be decided by a majority of votes. In case of equality of votes, the Chairman of the meeting shall have a second or casting vote.

49. Resolution by Circulation

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A resolution by circulation circulated amongst all the members of the Executive Committee and consented by at least 75% of the total members of the Executive Committeefor the time being or affirmed by them through tele fax, authentic email address or other valid communication sources accepted legally shall have the same effect and validity as a resolution of the Executive Committee duly passed at a meeting of the committee duly convened and constituted.

50. Opinion in writing

It shall be permissible for a member not residing at head office or if he is unable to attend any meeting of the Executive Committee personally due to unavoidable circumstances, to send his/her written opinion on all or any item of the agenda of the meeting and such written opinion shall have the same effect as his personal vote on the issue or issues concerned.

51. Minutes

The Executive Committee shall cause proper minutes of all resolutions and proceedings of general meetings and of the Executive Committee and Standing Committee(s) to be kept and entered in separate minutes books and any such minutes of any meeting of the board if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be prima facie evidence of the matters stated in such minutes.

52. Requisition and notice of meeting

The Executive Committee Members may, and the Secretary General on the requisition of Executive Committee Members shall at any time, summon meeting of Executive Committee. At least seven (7) days' notice (exclusive of the day on which the notice is served or deemed to be given) shall be given for a meeting of Executive Committee, provided that, if all the Executive Committee Members entitled to attend and vote at any such meeting so agree, in writing, a meeting may be held of which less than seven (7) days' notice has been given. The Secretary General will be authorised to incur and approve expenses upto Rs.100,000/= per single transaction.

53. Chairman of the Meeting

The Chairman of the Executive Committee shall preside over all meetings of Executive Committee. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the Senior Vice Chairman, Vice Chairmen and the Executive Committee members present in the meeting may choose among themselves any one to be the Chairman of the meeting.

54. Register of Office Bearers

The Executive Committee shall keep at its office a register containing the names and addresses and occupations and nationality of its Chairman, Vice Chairmen, and members of the Committee and shall send to the Registrar of Companies a copy of such register and shall from time to time notify to the Registrar of any change that may take place in the names,

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addresses, occupation or nationality of such Chairman or members of the Committee as required by Section 197 of the Companies Act, 2017.

55. Standing Committees

a) The Executive Committee may constitute Standing Committee or ad-hoc committees and may delegate any of their powers to Standing Committee(s) consisting of such member or members of their body as they may think fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any restriction that may be imposed on it by the Executive Committee, including the condition that the Committee's role will primarily be recommendatory.

b) To begin with, Association shall have the following Standing Committees which shall handle Association daily affairs: -

1. Human Resources Committee
2. R&D Committee
3. Farmers and Growers Coordination Committee
4. Membership Committee
5. Budget, Audit, Finance and Taxation Committee
6. Alternate Disputes Resolution Committee
7. Total Quality Management Standards Committee;
8. Safety, Health and Environment Committee
9. Education, Training and Development Committee.

c) The Committee shall have a Chairman and Co-Chairman who will at least be a departmental head of any member. He will chair the meetings. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same or is unwilling to chair the meeting, then the members present may choose one of their members to be Chairman of the meeting. When occasion demands, the secretariat shall call on the Chairman to arrange for the Standing Committee Meeting.

d) The Standing Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In case of an equality of votes, the convener shall have and exercise a second or casting vote.

POWERS OF EXECUTIVE COMMITTEE

56. Without prejudice to the general powers conferred by the Act, the memorandum and these Articles, and the other powers conferred by TOA&TOR,2013 and the Companies Act, the Executive Committee shall have the following powers: -

a) To exercise full financial and administrative control in the conduct of affairs of Association.

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b) To do and perform any and all acts in the name and on behalf of Association that may be necessary or appropriate in connection with the conduct of Association business within and outside the country of Pakistan including, but not limited to, the authority to represent and commit Association in its business activities with any and all authority to execute in the name and on behalf of Association, any and all agreements, documents and other instruments relating to the business of Association, and the acquisition of rights and the assumption of obligations relating thereto;

c) To provide sufficient working staff as may be needed at terms approved by it for efficient working of the secretariat;

d) To delegate in writing specific portions of its foregoing authority conferred under Article 64 (7)to any person or persons whomsoever and to revoke or rescind at any time any such delegation of authority;

e) To take on lease, purchase or otherwise acquire for Association any property, rights or privileges which Association is authorised to acquire at such price and generally on such terms and conditions as they think fit;

f) To appoint any person or persons to hold in trust for Association any property, belonging to Association or in which it is interested or for any other purposes, and execute and do all such instruments and things as may be requisite in relation to any such trust;

g) To sell, let, exchange or otherwise dispose of absolutely or conditionally all or any part of the property, privileges and undertaking of Association upon such terms and conditions and for such consideration as they may think fit;

h) To buy or procure the supply of all systems, plant, machinery, materials, stores, fuel, implements and other moveable property required for the purposes of Association;

i) To hire, terminate and dismiss the officers and other persons employed by Association, and to fix and pay their remuneration;

j) To appoint any person or persons to be the attorney of Association for such purposes and with powers, authorities and discretions, not exceeding those vested in or exercisable by the Executive Committee and subject to such conditions, as the Executive Committee may from time to time think fit;

k) To enter into, carry out, rescind or vary all financial arrangements with any banks, persons or corporations, for or in connection with Association's business or affairs and pursuant to or in connection with such arrangements, to deposit, pledge or hypothecate any property of Association or the documents representing or relating to the same;

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l) To make and give receipts, releases and other discharges for moneys payable to Association and for the claims and demands of Association;

m) To compound and allow time for the payment or satisfaction of any debts due to or by Association and any claims and demands by or against Association and to refer any claims or demands by or against Association to arbitration and observe and perform the awards;

n) To draw, accept, endorse and negotiate for an on behalf of Association, all such cheques, bills of exchange, promissory notes, drafts, government and other securities, as shall be necessary for carrying on the affairs of Association;

o) To institute, prosecute, defend, compromise, withdraw or abandon any legal proceedings by or against Association or its employees or otherwise concerning the affairs of Association;

p) To invest any of the moneys of Association not immediately required for the purposes thereof upon such securities or investments and in such manner as they may think fit and from time to time to vary or realize such securities and investments;

q) To enter into such negotiations and contracts and rescind or vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of Association;

r) To insure against fire or other loss or accident all or any of the properties of Association as the Executive Committee may from time to time think fit;

s) To open accounts with any bank or bankers or with any Company, firm or individual and to pay money into and draw money from any such account from time to time as the Executive Committee may think fit;

t) To determine contribution for the operation of Association.

u) To determine contribution for the completion of special tasks.

SECRETARY GENERAL AND SECRETARIAT

57. The Association shall appoint a full time Secretary General through a human resources committee formed under and consisting of three Members of the Executive Committee

a) The Secretary General shall be In Charge of the Secretariat. The Association shall frame the rules and regulations for the hiring and service rules for Secretary General and other staff.

b) The signature of the Secretary General shall be mandatory for operation of all the single or jointly operated bank accounts of the association.

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c) The termination of services of the Secretary General shall be through a resolution of the Executive Committee.

d) Any Management employee who shall directly report to the Secretary General alone shall be appointed jointly by the Secretary General and the Human Recourses Committee.

e) Any other staff or professional management shall be appointed through a process to be defined in the human resources policy of the Association.

f) The Executive Committee may from time to time entrust to and confer upon the Secretary General for the time being such of the powers exercisable by the Executive Committee as they may think fit; and may confer these powers for such time, and to exercise for such objects and purposes, and upon such terms and conditions and with such restrictions, as they think expedient. These powers may be conferred either collaterally with, all or any of the powers of the Executive Committee in that behalf, and may from time-to-time revoke, withdraw, alter or vary all or any of such powers.

g) The Secretary General shall exercise such powers as delegated from time to time by the Executive Committee. He shall liaise between the Members and the Federal, Provincial and Local Governments. He shall be responsible for the smooth working of Association; and shall exercise such command on the staff of Association as deemed appropriate and necessary.

h) The Secretary General shall administer the finances of Association after approval of the budget by the Executive Committee; and shall have the authority in this regard to operate within the individually sanctioned authorisations without further reference to the Executive Committee.

i) Without the exception to the disciplinary proceedings, resignation, superannuation or expiry of employment contract, the services of the Secretary General shall be liable to be terminated through a resolution passed by the Executive Committee.

58. Communication with Governments

Representations to the Federal, Provincial and Local Governments may be made through the Chairman, Vice Chairman and Secretary General.

59. Coordination of Standing Committees

The Secretary General shall coordinate the work of the various Standing Committees to be appointed from time to time by the Executive Committee in accordance with these Articles.

MANAGEMENT OF FUNDS

60. The funds of the Association shall comprise of annual subscription, contributions, gifts, donations and grants. All money received on account of contributions, subscriptions or otherwise may be applied towards carrying out the objects of the Association.

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61. All money so received shall be paid into an account with scheduled bank or banks or any other bank at the discretion of the Executive Committee in the name of the Association.

62. All expenditures shall be sanctioned by the Executive Committee and the expenses of management shall be chargeable and shall be debited to the general fund of the Association.

63. Cheques on Association's account with the bank or banks be signed by the Secretary General or such other persons as may be authorised by the Executive Committee from time to time and countersigned by a member of the Executive Committee out of a panel appointed to do so by the Executive Committee.

64. So much of the funds of the Association as may not be wanted for immediate use or to meet the usual accruing liabilities shall, in the discretion of the Executive Committee be invested in any of the following:

a) In Government Securities
b) In Listed Securities
c) In Bank Deposit

65. The amount to the credit of any special funds shall be used by the Executive Committee only for the specific therein mentioned and not otherwise.

BOOKS of ACCOUNTS

66. Books of Accounts

The Executive Committee through the Secretary General shall cause to be kept proper books of account as required under Companies Act. The accounting year of Association will be closed on 30th June each year.

67. Place where Accounts Kept

The books of account shall be kept at the registered office or at such other place as the Executive Committee shall think fit and shall be open to inspection by the Executive Committee Members during business hours.

68. Inspection by Members

The Executive Committee Members shall from time to time determine whether and to what extent and at what time and places and under what conditions or requisitions the accounts and books or papers of Association or any of them shall be open to the inspection of members not being Executive Committee Members. No member (not being an Executive Committee Member) shall have any right of inspection of any account and book or papers of Association except as conferred by law or authorised by the Executive Committee or by Association in General Meeting.

69. Presentation before AGM

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The Executive Committee through the Secretary General shall as require by law cause to be prepared and to be laid before Association in General Meeting such income and expenditure accounts and balance sheets duly audited and reports as are referred to in those sections.

70. Balance Sheet and income and expenditure account

A balance sheet, income and expenditure account, and other reports referred to in the preceding Articles shall be made out in every year and laid before Association in the Annual General Meeting made up to a date not more than four months before such meeting. The balance sheet and income and expenditure account shall be accompanied by a report of the auditors of Association and the report of Executive Committee.

71. Copy of Accounts to be sent to the members

A copy of the balance sheet and income expenditure account and reports of Executive Committee and auditors shall, at least twenty-one days preceding the meeting, be sent to the persons entitled to receive notice of general meetings in the manner in which notices are to be given as hereinafter provided.

72. Annual Report

The Executive Committee may, at the end of its term of the office, prepare and/or publish under the signature of the Secretary General a report of the work done and the progress made by the Association during the Executive Committee's tenure of office. The report shall be placed before the Annual General Meeting for consideration and adoption and shall be published if so, resolved by the Executive Committee for general information of members and the public in which case copies thereof shall be supplied to members on payment of such sum as the committee may fix.

73. Amendments in the Memorandum and Articles of Association

a. The Association shall not rescind, amend or otherwise modify its articles or memorandum without the prior approval of the Federal Government; and

b. Amendments in the articles or memorandum can be affected at an Extra Ordinary General Meeting convened specially for this purpose in accordance with the articles. Proposal for amendments shall be passed by 3/4 majority of the members present and voting at such a meeting, provided that all amendments shall be subject to the approval of Federal Government.

c. The quorum for such meeting shall 1/3 of total members of general body.

d. All proposals to amend articles or memorandum will first be considered by the Executive Committee of the Association.

AUDIT

74. Once at least in every year the account of the Association shall be balanced and audited and the correctness of the balance sheet ascertained by Chartered Accountants firm(s).

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75. The audited accounts along with list of members as on the 30th September shall be furnished by the Association to the Regulator of Trade Organisations, on or before the 31st Day of December each year.

THE SEAL

76. The Executive Committee shall provide a common Seal for the Association. The Seal shall be deposited with the Secretary General and shall never be affixed to any document except by the Authority of the Executive Committee previously given and the Chairman for the time being and one other member of the Executive Committee at least shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary General.

77. **Association FLAG**

The Executive Committee Members may provide for Association flag.

BORROWING POWERS

78. Subject to the provisions of the Act, the Executive Committee may exercise all the powers of Association to borrow money on such terms and conditions as may be acceptable to the Executive Committee Members, and to mortgage or charge its undertaking, property or any part thereof, and to issue debentures, debenture stocks, and other securities, whether outright or as security for any debt, liability or obligation of Association or of any third party; and to obtain finance for the purposes of Association from banks, financial institutions or from any other institution set up by the Federal Government or by any provincial government and may secure such finance by the issue of any kind of security or obligation.

NOTICES

79. A notice may be given by Association to any member by sending by post to it at its registered address, or by courier or by fax or by an e-mail.

80. A member may give to Association from time to time an address in Pakistan for the service of notice.

81. Where a notice is sent by post or courier, service of the notice shall deem to be effected by properly addressing, prepaying and posting letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

INDEMNITY

82. No Executive Committee Member or other officer of Association shall be liable for the acts, receipts, neglect or default or any other Executive Committee Member or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to Association through the

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insufficiency or deficiency of title to any property acquired by order of the Management Committee for or on behalf of Association or for the insufficiency or deficiency of any security of investment in or upon which any of the moneys of Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his dishonesty.

SECRECY

83. Every Executive Committee Member, Manager, Standing Committee Member, Officer, Servant, Accountant or other person employed by the Association shall if so required by the Executive Committee before entering upon his or her duties, sign a declaration pledging to observe a strict secrecy respecting all transactions of Association with the customers and the state of accounts with individuals, matters relating thereto and shall by such declaration pledge himself/herself not to reveal any of the matters which come to his/her knowledge in the discharge of his or her duties except when required so to do by the Executive Committeeor by a court of law and except so far as may be necessary in order to comply with any of the provisions herein contained.

MEDIATION/ARBITRATION

84. Whenever any difference arises between Association on the one hand, and any of the Members, or their assignees, on the other hand, touching the intent or construction or the incidence or consequences of these presents, or to any statute affecting Association, or to any of the affairs of Association, then every such difference shall, as a condition precedent to any other action at law, be referred, in conformity with the prudent practices of appointment of an Expert, Neutral Evaluation, Mediation and Arbitration "ADR" or an Arbitration under the Arbitration Act for the time being, or any statutory modification thereof and any rules made there under, to the decision of an arbitrator to be appointed by the parties in difference or if they cannot agree upon a single arbitrator to the decision of two arbitrators, of whom one shall be appointed by each of the parties in difference, or in the event of the two arbitrators not agreeing, then of an umpire to be appointed by the two arbitrators in writing before proceeding on the reference

POWERS TO MAKE RULES

85. The Executive Committee may make rules, regulations and bye-laws consistent with these Articles for conducting the affairs and accomplishing the objects of the Association.

WINDING UP

86. (a) The Association may at any time be dissolved by the consent of 75% of voting strength of members of the Association entitled to

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vote and voting in a meeting specially convened for the purpose of which twenty-one days previous notice in writing has been given to all members specifying the intention to propose such a resolution, provided always that at such a meeting the quorum shall be 75% of the voting strength of the members.

(b) If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be given or transferred to some other institution or institutions having object similar to the objects of the Association to be determined by the members of the Association at or before the time of the dissolution.

INTERPRETATION

87. Any dispute or difference of opinion in regard to interpretation or scope of application of these Articles of Association, which cannot be resolved by the Association itself, shall be referred to the Regulatory of the Directorate General of Trade Organizations appointed under the Trade Organizations Act, 2013 and the rules made thereunder and any rulings/clarification given by the Regulatory shall be binding on the Association, its Office Bearers and Members.

GENERAL

88. In respect of any matter for which no provision has been made in these Articles, the provision of Trade Organisations Act, 2013 or The Companies Act, 2017, as the case may be, or both, shall apply.

WEBSITE

89. Association shall 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 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 meetings and minutes of such meetings; and

e. Schedule of election, provisional voters list, final voter's list, nomination papers, provisional and final list of candidates and election results during the election period as provided in the Act and Rules.

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DIRECTORATE GENERAL

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We, the several persons, who's names and addresses are subscribed below, are desirous of registration as trade association in persuance of these Articles of Association.

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Name and surname (present & former) in full (in Block Letters)	NIC No.(in case of foreigner, Passport No).	Father's/Husband's Name in full	Nationality(ies) with any former Nationality	Occupation	Usual residential address in full or the registered/principal office address for a subscriber other than natural person	Number of shares taken by each subscriber (in figures and words)	Signature
Shahzad Ali Malik	35202-2718422-7	Muhammad Shafi Malik	Pakistani	Businessman	House No 57 Mohallah FC College Gulberg III Lahore	0	-SD-
Shafiq Ur Rehman	36502-4474549-3	Ata Ur RehmanAslam	Pakistani	Businessman	Scheme No 3 Fareed Town House No 7Y Scheme No 3 Sahiwal	0	-SD-
Jamshid Khan	16102-3011622-9	AbdurRehman	Pakistani	Businessman	Shameelat Post Office SherGarhTakht Bhai Mardan		-SD-
Ch Muhammad Akram	36401-7876303-5	ChGhulamQadir	Pakistani	Businessman	DakKhanaQaboolaChak No 49EB Tehsil Arifwala District Pakpattan	0	-SD-
Sajjad Sulaiman Malik	35201-5529234-1	Mohammad Khan Malik	Pakistani	Businessman	House No 11A MohallahAsad Jan Road District Lahore Cantt	0	-SD-
Anwar UlHaq	35202-6846849-3	Sultan Ahmed	Pakistani	Businessman	Qutab Block Awan Town House No 68A Lahore	0	-SD-

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Qaiser Rashid	35201-1104196-5	Abdul Rashid	Pakistani	Businessman	House No 73 Street No 16 MohallahKavalry Ground Lahore Cantt District Lahore	0	-SD-
Ahad Iqbal	36502-1007435-9	Haji Sardar Muhammad	Pakistani	Businessman	MohallahBaghWala Harappa Tehsil and District Sahiwal	0	-SD-
Jawad Hussain	36401-0564057-1	Muhammad Sharif	Pakistani	Businessman	House No 104 Mohammadi Town Arifwala District Pakpattan	0	-SD-
Muhammad Aslam	36401-0857221-5	Fazal Muhammad	Pakistani	Businessman	Post Office KhasChak No 207IB Arifwala District Pakpattan	0	-SD-
Ghulam Rasool	35301-1852716-1	Abdul Ghani	Pakistani	Businessman	House 103U Fareed Town Sahiwal	0	-SD-
Muhammad Iqbal Bhangu	31102-0648129-1	Haji Allah Rukha	Pakistani	Businessman	GT Road Chak No 136/9L Post Office Khas Tehsil and District Sahiwal	0	-SD-
Fiaz Ahmad	36603-1469105-3	Nazir Ahmad	Pakistani	Businessman	Post Office VehariChak No 18WB Tehsil and District Vehari	0	-SD-
Yasir Jan Khan	36302-9286821-1	Imdad Hussain Khan	Pakistani	Businessman	House No 112A WAPDA Town Phase 1 Northern Bypass Multan	0	-SD-

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Muhammad Afzal	33100-0605360-5	Muhammad Siddique	Pakistani	Businessman	House No 181P MohallahGulshan Colony Tehsil Faisalabad City District Faisalabad	0	-SD-
Muhammad Zahid	36603-7902930-3	Rehmat Ali	Pakistani	Businessman	House No 428 Block Southern Sharqi Colony Vehari	0	-SD-
Syed Nazim Hussain Shah	35202-8726846-3	Syed Shoukat Ali Shah	Pakistani	Businessman	House No 14 Street No 1 MohallahPuraniAnarkali Lahore	0	-SD-

Dated the 19th day of February 2022

Witness to above signatures: *(For the documents submitted in physical form)*

Signature	
Full Name (in Block Letters)	Syed DilawarMehmood
Father's/ Husband's name	Syed Mehmood Ali Shah
Nationality	Pakistani
Occupation	Private Service
NIC No.	35202-9185578-9
Usual residential address	House No 6 A1 Mian Farm House Block T&T Housing Society Raiwind Road Lahore

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