



Memorandum

&

Articles of Association

of

Pakistan Soap Manufacturers Association



Attested True Copy

**SYED AIJAZ AHMED**  
Secretary

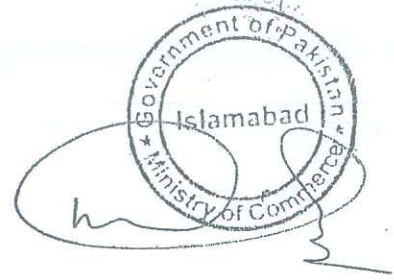
Pakistan Soap Manufacturers' Association  
Sunny Plaza, 148 - 1<sup>st</sup> Floor, H. Mohani Road  
Off: I.I. Chundrigar Road, Karachi



**ATTESTED**

06 APR 2021

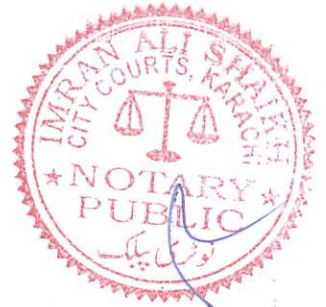
**IMRAN ALI SHAIKH**  
NOTARY PUBLIC  
Karachi-Pakistan  
Mob: 0333-2185788



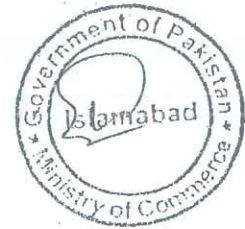
Memorandum of Association  
of  
Pakistan Soap Manufacturers' Association



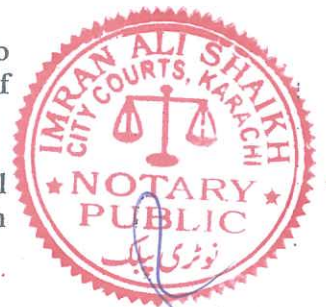
1. The name of the Association is "PAKISTAN SOAP MANUFACTURERS' ASSOCIATION".
2. The Office of the Association will be situated in Karachi. Besides the Registered Office, the Association may have separate Regional Offices or Zonal or Branch Offices at other places in the Country.
3. The area of operation of the Association will be whole of Pakistan.
4. The objects for which the Association is incorporated are:
  - (a) to protect, promote, aid, encourage and develop the soap and allied industries throughout Pakistan;
  - (b) to encourage, promote, inculcate and foster spirit of friendliness, unity and co-operation and cordial business and trade relations and dealings among persons engaged in the manufacture, trade and business of Soap and allied articles as well as soap raw materials;
  - (c) to encourage manufacture of soaps to specific standards and to educate the public in the selection and use of standard soaps in the interest of national health, hygiene, and economy;
  - (d) to adopt a common Trade Mark of the Association to be affixed on the products of its members;
  - (e) to apply for or secure for members grant of adequate Import Licences, Permits, Quotas etc., for basic raw materials, spare parts, equipments, capital goods etc., required by them;





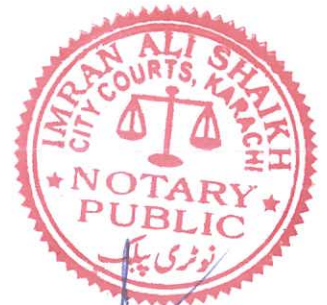


- (f) to encourage the discovery of suitable indigenous raw materials as far as possible, and to promote, encourage and undertake experimental and research works for the benefit of Soap and allied industries, and to assist and co-operate with the Government in that behalf;
- (g) to arrange for the proper display and marketing of the articles manufactured by the members of the Association;
- (h) to become member and co-operate with other institution or institutions having objects similar to those of this Association and to seek affiliations with the Federations of Pakistan, Chamber of Commerce & Industry;
- (i) to establish Branches and Sub-Committees in Lahore and other important towns of Pakistan, and to define functions of such Branches and Sub-Committees and make rules and regulations therefor and to delegate or withdraw powers to and from them as may be deemed fit from time to time;
- (j) to regularise prices, arrange pools, establish trusts and to frame rules and regulations in respect of the business of the members;
- (k) to arrange for and encourage the training of Technical personnel in the interest of the Soap Industry and when practicable;
- (l) to arrange for adequate financing of the members on suitable terms and conditions, if possible;
- (m) to borrow or raise money for the purpose of the Association upon such terms and conditions and on such securities as may be determined reasonable, and in particular by mortgage, charge or lien or by issue of debentures charged upon all or any of the properties of the Association;
- (n) to secure and accept subscriptions, donations, subsidies, gifts, endowments and properties, and generally to obtain money and property for the objects of the Association ; and to invest, apply or deal with the same in such manner as may be deemed expedient;





- (o) to assist members in all possible ways ordinarily, and particularly when their business, interest or trade is affected, prejudiced or jeopardised;
- (p) to settle the trade disputes or/and arbitrate between the members and to enforce the awards and decisions of the arbitration upon the disputants;
- (q) to manage to provide convenient premises and facilities to the members for carrying on trade and business;
- (r) to suggest, promote or oppose legislative and other measures bearing upon Soap Industry and to obtain changes and improvements in the Laws and Bye-Laws that are detrimental to the Soap Industry;
- (s) to collect useful information and statistics and to supply the same to the members of the Association or to the Government or to others who are concerned;
- (t) to obtain sanctions, privileges, advantages, relief co-operation etc, from any authority in the interest of the Soap Industry;
- (u) to accept, draw, endorse and execute cheques, bills of exchange, promissory notes and other negotiable instruments;
- (v) to acquire, buy, sell, take on lease, construct or dispose of lands, buildings and other articles and properties in the best interest of the Association;
- (w) to incur necessary expenses (including preliminary expenditure) and to invest the money of the Association on any enterprise for the benefit of the members as a whole provided that the money so invested is not immediately required by the Association;
- (x) to publish a journal on Soap and allied industries;
- (y) to establish and maintain a Library for the members, when possible;
- (z) to do all such lawful things as are incidental or conducive to the attainment of the above-specified objects or any one or more of them.







5. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of the Association and no portion thereof, shall be paid, transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to persons who at any time have been members of the Association or to any of them or to any person claiming through them.

PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration or allowances to any officer or servant of the Association or to any member thereof or other persons in return for any services actually rendered to the Association or the payment of interest on money borrowed from any person or persons or any member or members.

6. Clause 5 above is a condition on which a licence is granted by the Government of Pakistan to the Association in pursuance of Section 3 of the Trade Organisations Ordinance, 1961 (XLV of 1961).
7. The liability of the members is limited, but if any member in contravention of clause 5 hereof has acquired any profit or bonus, his liability shall be unlimited.
8. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributions among themselves such amount as may be required not exceeding one hundred rupees.
9. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such court as may have jurisdiction in the matter.



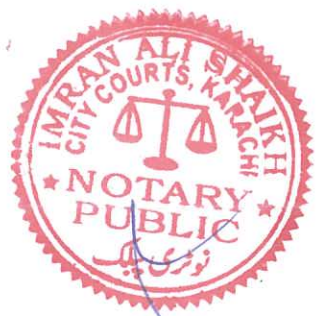




- 10. True accounts shall be kept of the sums of moneys received and expended by the Association and the manner in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Association, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
- 11. Amendments to this Memorandum of Association shall be subject to the prior approval of the Government, and shall also be made whenever required by the Government in public interest.

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

No.	Name, Description of Address of Subscriber	Signature
	QUAZI MOHAMMEDI JORAHIM Managing Director Crescent Pak Soap & Oil Mills Ltd, Karachi	<i>[Signature]</i>
	MAR KARE MUSTAFI, D.D.M Managing Director Dadu Soap Factory Ltd,	<i>[Signature]</i>
	HAJI ABDUL KARIM Darbar Soap Works, KARACHI	<i>[Signature]</i>
	K.M. AZIZ, DIRECTOR LEVER BROTHERS PAKISTAN LTD;	<i>[Signature]</i>
	KHALID WAHEED DIRECTOR S. RAUF ALI Managing Director ZULFIQAR INDUSTRIES LTD, For Pakistan Soap Works Ltd;	<i>[Signature]</i>
	HOZE E. MOHAMMED Partner For Combined Industries Ltd.	<i>[Signature]</i>
	A. H. ABDUL RAHMAN KHAN Managing Director	<i>[Signature]</i>



ATTESTED

06 APR 2021

IMRAN ALI SHAIKH  
NOTARY PUBLIC  
Karachi-Pakistan  
Mob: 0333-2185788

Certified to be True Copy  
*[Signature]*  
Deputy  
Assistant Registrar of Companies

Gen-64380 dt-16/4/2011

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## Articles of Association

of

### Pakistan Soap Manufacturers' Association

1. (1) The Regulations contained in form B of the third schedule to the Companies Act, 1913 (VII of 1913) shall not apply to the Association.
- (2) The Rules and Regulations for the management of the Association and for the observance by members thereof and their representatives shall, subject to any amendments that may be made hereafter, be those contained in these Articles.
2. In these Articles, unless there be something in, the subject or context inconsistent therewith: -
  - (a) "Association" means the "Pakistan Soap Manufacturers' Association";
  - (b) "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 Rs. 50 million or above;
  - (c) "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 Rs. 50 million or above;
  - (d) "Executive Committee" means the Central Executive Committee of the Association constituted under Article 21;
  - (e) "Head Office" means the Registered Office of the Association;
  - (f) "Office-bearers" mean and include the Chairman, Vice-Chairman and members of the Executive Committee, or the Zonal Chairman and members of the Zonal Committee, as the case may be;



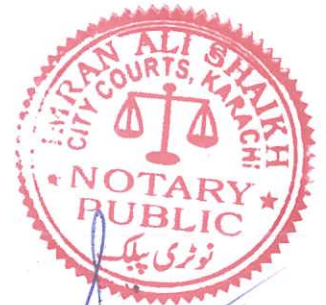




- (g) "Northern Zone" means the province of Punjab, North West Frontier Province and Islamabad Capital Territory;
- (h) "Southern Zone" means the province of Sindh and Balochistan;
- (i) "Persons" shall include any firm, company, corporation or Association, or any other body, of individuals, whether incorporated or not;
- (j) "Zonal Committee" means a committee of the Association constituted under Article 17;
- (k) "Zonal Office" means the office controlled and run by a Regional Committee;
- (l) "Register" means the Register of members of the Association kept in pursuance of Section 31 of the Companies Act, 1913 (VII of 1913);
- (m) "Secretary" means the Secretary of the Association who shall be wholetime paid employee of the Association;
- (n) "Year" means the Calendar year beginning on the first day of January and ending on the thirtyfirst day of December; and
- (o) "plan of activities" means a list of proposed activities, expected financial expenditures and outcome and intended goals for the trade organization as provided in rule 25;
- (p) Words importing singular number shall include plural number and vice-versa, and words importing masculine gender shall include feminine gender and vice-versa.
3. For the purpose of registration the Association is hereby declared to consist of unlimited number of members.

#### MEMBERSHIP

4. There will be two categories of members of the Association, viz (1) CORPORATE members and (2) ASSOCIATE members.







5. There shall be two classes of memberships in a trade organization:

- a) 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 Rs. 50 million or above shall be called "Corporate Member"; and
- b) 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 Rs. 50 million or above shall be called "Associate Member".

6. (1) Any persons engaged in a soap industry who is a manufacturing unit approved as such by the Government of Pakistan and is enjoying a category for the import of raw materials shall be eligible for becoming a member of the Association.

(2) Every person applying for membership, shall pay, along with his application an admission fee, and on the acceptance of his application, the annual subscription as per schedule of fees laid down:—

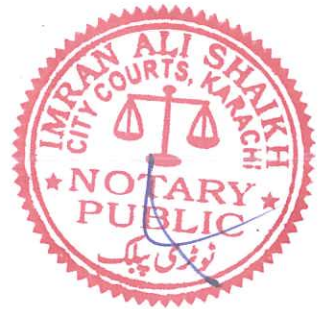
For ordinary members,

Admission Fee	Rs. 2,000/-
Annual Subscription	Rs. 1,000/-

For Associate members,

Admission Fee	Rs. 100/-
Annual Subscription	Rs. 100/-

(3) The membership subscription shall become due for payment on the first day of January each year. Any member who does not pay his subscription by the thirtyfirst day of January shall be served with a notice, under registered cover, requiring him to pay the annual subscription within ten days of the date of issue of notice. If the subscription remains unpaid on the expiry of the period of notice, the member shall be liable to be removed from membership by a Resolution of the Regional Committee.





- (4) If a member is admitted during the course of the year, he shall pay the proportionate amount of subscription for the remaining months of the accounting year of the Association including the month in which he is admitted.

7. As and when a Zonal Office is set up in pursuance of Article 17 below, two-thirds of the admission fees and membership subscription received by the Zonal Office in respect of members belonging to the zone concerned, shall be retained by that office and the balance one-third shall be remitted to the Head Office at the latest by the last day of February each year.

#### APPLICATION FOR MEMBERSHIP

8. (1) Any person qualified to be or desirous of becoming a member of the Association shall submit to the Zonal Committee in which he resides, or if there is no such committee for the time being, to the Secretary, an application in the form appended hereto duly proposed by a member of the Association and seconded by another, together with the admission fee of Rs. 2,000/- or Rs. 100/-, as the case may be.

Provided that until the first elections are held under these Articles, applications for membership may be submitted on plain paper without being proposed or seconded by a member of the Association.

- (2) Where an application is submitted to the Zonal Committee, that Committee shall, after scrutinising the application, forward it to the Secretary along with its observations and recommendations.
- (3) At the meeting held next after the receipt of the application, the Secretary shall place the application before the Executive Committee and the decisions of the Executive Committee shall be final.
- (4) Where an application is rejected no further application from the same person shall be entertained for a period of one year from the date of such rejection, nor shall any explanation or reason be given therefor, and the admission fee received from the applicant shall be refunded to him





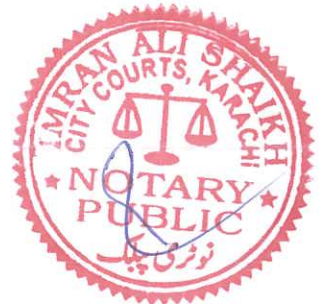


## RESIGNATION AND CESSATION FROM MEMBERSHIP

9. (1) Any member may resign from the Association by giving thirty days' notice in writing to the Secretary, through the Zonal Committee concerned, if any, and upon the expiry of the period of notice he shall cease to be a member, unless the notice is in the meantime withdrawn by him.
- (2) A member shall cease to be a member of the Association if:
- (a) his firm or factory ceases to be an approved manufacturing unit or ceases to enjoy a category for the import of raw materials; or
  - (b) he becomes or is found to be of unsound mind by a court of competent jurisdiction; or
  - (c) he applies for relief as an insolvent debtor or is declared insolvent; or
  - (d) he closes or transfers his business.
- (3) A member shall be liable to be expelled, or his rights and privileges with the Association shall be liable to be withdrawn, for any of the following reasons, by a resolution of the Zonal Committee concerned, or of the Executive Committee, passed by two-third majority of the members present at meeting specially convened for the purpose:
- (a) neglecting or refusing to submit, abide by or carry out any decision of the Zonal Committee or of the Executive Committee;
  - (b) indulging in any unethical business practice in the field of trade, commerce or industry;
  - (c) intentional violation of the Rules and regulations or the Bye-Laws of the Association.

Provided that a member shall not be so expelled unless he has been given an opportunity for explaining his position in writing or in person.

- (4) Any member expelled under paragraph (3) above shall have the right to appeal, within one month from the date of resolution referred to therein, to the Executive Committee if the resolution was passed at a meeting of the Zonal





Committee, and to the General Body of the Association if it was passed at a meeting of the Executive Committee, and the appeal shall be placed at the next meeting of the Executive Committee or the General Body, as the case may be, and the decision of the Executive Committee or the General Body thereon shall be final.

- (5) A member who has resigned or been expelled, or has otherwise ceased to be a member, shall remain liable to pay all dues to the Association until his resignation becomes effective, or he is expelled or has otherwise ceased to be a member, and shall not be entitled to refund of any moneys paid to the Association by way of subscription or admission fees.
- (6) The name of the member who has resigned or been expelled, or has otherwise ceased to be a member, shall be struck off the Register.

#### RESTORATION OF MEMBERSHIP

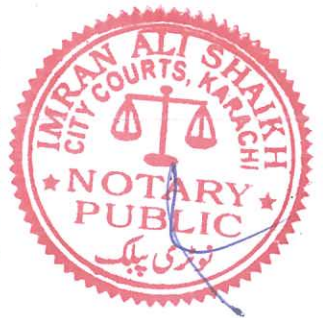
10. Any member whose name has been struck off the Register due to resignation or non-payment of fees shall be entitled for re-enrolment on payment of admission fee afresh and all arrears outstanding against him.

Provided that a member expelled from the Association under clause 9 (3) hereof shall not be readmitted before the expiry of one year from the date of expulsion.

#### RIGHTS AND PRIVILEGES

11. The Corporate members and Associate members of each zone shall elect members to the Zonal Committee, from their own category of members as per allocation defined hereinafter. The election of members to the Zonal Committee shall be held for corporate members and Associate members separately. No corporate member shall partake in the election of associate members to the Zonal Committee and similarly no associate member shall partake in the election of corporate members to the Zonal Committee.

12. (a) If any member is firm, company or corporation, only one Partner, director or representative thereof duly authorised in this behalf shall be entitled to attend, act and vote at any meeting of the Association, the Executive Committee or the Zonal Committee, on its behalf;







- (b) units who have two or more factories, irrespective of being located in South or North Zone, would be considered as one single member for the purpose of membership of the Association and representation on the Executive Committee.
13. A member shall be entitled to vote either personally or by proxy; provided that no voting by proxy shall be allowed in the meetings of the Executive Committee or the Zonal Committee and of Annual election.
14. (1) No member shall be entitled to vote at any meeting of the Association unless all moneys due from him on account of subscription or otherwise have been paid to the Association by the due date.
- (2) No member who has resigned or been expelled, or otherwise ceased to be a member, shall be entitled to attend or vote at any meeting.
15. The Chairman or the member presiding for the time being over a meeting shall, in the event of equality of votes, have a second or casting vote, except at the time of election of the Association.

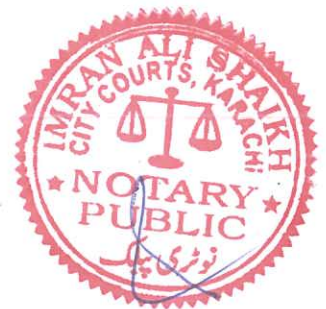
#### REGISTER OF MEMBERS

16. (1) A Register containing the names and addresses of the members of the Association and their authorised representative, if any, shall be kept at the Head Office. A similar Register shall also be kept by each Zonal Office in respect of the members of the Association in the zone concerned.
- (2) All changes in the addresses or other particulars of the members shall be intimated by them in writing to the Secretary, as also to the Zonal Office concerned, and members shall have the right to inspect the registers maintained under paragraph (1) above and suggest corrections, if any.

#### ZONAL OFFICES

17. (1) Besides the Head Office at Karachi, the Association may have two Zonal Offices- at Lahore and Karachi and; jurisdiction of the Zonal Offices shall respectively by South and North Zone territories.

Provided that this clause shall not apply in the case of first elections held immediately after the incorporation of the Association.





- (2) A member who desire to stand for election shall be proposed by one and seconded by another members and no members who has not paid his subscription fee shall be eligible to stand, propose or second a candidate for election.

Provided that the above paragraph shall not apply in the case of first election to be held immediately after the incorporation of the Association.

- (3) No member shall vote for more than the number of seats reserved for membership on the Regional Committee for his category of members nor shall more than one representative of any one member be eligible to stand for election at the same time.
- (4) The candidates who receive the largest number of votes in each category shall be deemed to have been elected. In the event of equality of votes between two or more members, the name of successful candidate or candidates shall be drawn by lot.
- (5) If any vacancy occurs in the office bearers of the Zonal Committee, it shall be filled by co-option by the Zonal Committee from amongst the class of members of the Association of the concerned Region to whom the outgoing member belonged.

Provided that if the vacancy is that of the Zonal Chairman, it shall be filled by the Zonal Committee by election from amongst the other office-bearers and the resultant vacancy shall be filled by co-option.

18. The Zonal Committee shall have following powers and functions:-

- (a) to deal with such problems of the members of the province as have a local bearing or concern with the provincial or local authorities, but matters affecting the members of the Association or the industry as a whole and those concerning the Central Government shall be referred to the Executive Committee; provided that in the event of a difference of opinion between the Zonal Committee and the Executive Committee on any particular matter, the views of the former shall not be shut out by the latter while corresponding particularly with the Central Government;
- (b) to receive applications for admission as members from those engaged in soap industry within the province and to







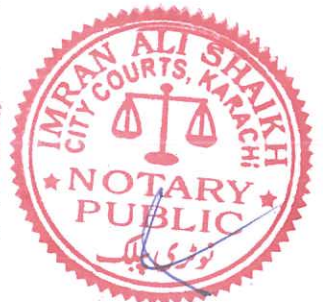
- forward the same to the Secretary with its observations and recommendations;
- (c) to expel any member within its jurisdiction from the membership of the Association;
  - (d) to receive admission fees and annual subscription from members within its jurisdiction and to forward one-third, of the amount so received to the Head Office by a date not later than the last day of February each year;
  - (e) to defray, subject to the availability of funds, travelling expenses incurred by the Zonal office-bearers in connection with meetings of the Zonal Committee and/or the Executive Committee;
  - (f) to convene annual extraordinary and special General Meetings of the members of the Association within the province concerned;
  - (g) to arrange for proper audit of the accounts of the Zonal Office and presentation of the statement of accounts at its Annual General Meeting.
  - (h) to correspond with the provincial Government, local authorities and administrations, or authorities of the Central Government within the province on matters which concern the provincial Government and such authorities and administrations;

(Continued on Page ... 15 ...)

(Page ... 15 ...)

Provided that the Zonal Committee shall not directly correspond with the Central Government and that where a matter concerns the Central Government it shall be processed by or through the Executive Committee;

- (i) to appoint Zonal Secretary and other staff for the Zonal Office on such terms and conditions of service as may be deemed proper;
- (j) to act within the overall jurisdiction and authority of, and to carry out the instructions given from time to time by the Executive Committee;
- (k) to set up Zonal Branch offices within the previous approval of the Executive Committee, at such places in the province as may from time to time be considered necessary, and to frame bye-laws for the efficient functioning of the Zonal Office and generally;
- (l) to enjoy such other powers and to carry out such other duties and functions in respect of the Zonal Office as





those of the Executive Committee in respect of the Association provided in Article 21 hereinafter.

### BRANCH OFFICES

19. The Executive Committee may at the request of or in consultation with the Zonal Committee concerned, open branch offices whenever considered necessary.

### 20. Election within trade organization:

Subject to the provisions of section 11 of the Ordinance, the elections of trade organizations shall be held on annual basis as per following timeframe:

- a) In case of Federation, between 1st of October to 31st of December of the year.
- b) In case of all other trade organizations, between 1st of July to 30th of September of the year.

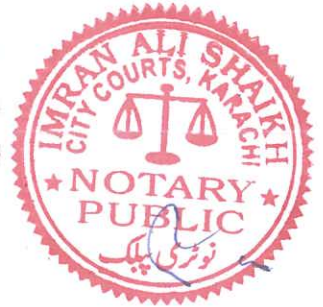
### 21. Announcement of elections schedule:

1) The election schedule of the trade organization shall be approved by the Executive Committee of the trade organization and issued by the Secretary General.

- (a) In case of the federation, in the first half of October; and
- (b) In case of all other trade organizations, 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 trade organization;
- (b) Displayed at the website of the trade





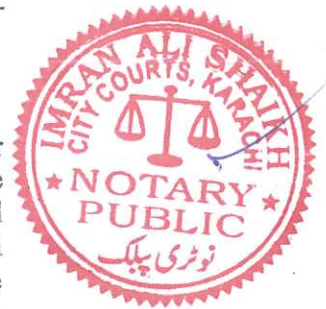


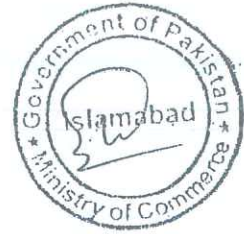
organization; and

(c) Submitted to the Director-General.

**22. Eligibility to Vote:**

- 1) Subject to provisions of section 10 of the Ordinance, the eligibility of a member of trade organization to vote at the elections of the trade organization shall be subject to following conditions:
  - a. The member has completed two years of valid membership of the trade organization as on the date of announcement of election schedule by the Executive Committee of the trade organization; and
  - b. The member has fulfilled the conditions of membership and renewal thereof of the respective trade organization under rule 11.
- 2) Every member eligible to vote shall deposit with the Secretary General, the specimen signature card along with photograph indicating the status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Director 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 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.





### 23. APPOINTMENT OF ELECTION COMMISSION

Simultaneously with the approval of the election schedule as provided in rule 16, the Executive Committee of the trade organization shall appoint an election commission subject to the following conditions, namely.;

- a: The commission comprise three members;
- b: The members so appointed have submitted their consent in writing to their appointment as such;
- c: The members of the commission, so appointed, have not held any office of the respective trade organization for the preceding two years;
- d: The member of the commission shall not be entitled to become a candidate in the election, he is conducting;
- e: The members of the commission shall be independent, impartial and non-partisan; and
- f: The members of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting..

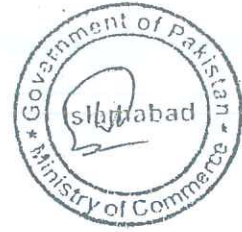
### 24. FUNCTIONS OF ELECTION COMMISSION

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;
- b: ensuring display of the tentative voters' list by the Secretary General for the purpose of inviting objection as provided in sub-rule (3) of rule 20;
- c: examination of and decision on the objections received on the voters' list as provided in sub-rule (6) of Rule 20; and
- d: supervision of polling process and ensuring that the polling has been I conducted in an orderly, peaceful, transparent and fair manner in accordance with the provisions of the memorandum and articles of association and instructions of the Federal Government or the Director-General in this







regard; and

e. counting of votes and announcement of results.

## 25. ELECTION PROCEDURE:

1) The election of the trade organization 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 offices of the trade organization:

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

2) Within three days of the announcement of the election schedule member firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General 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 trade organization; and
- b) the website of the trade organization.





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-rule (6), any person aggrieved by the decision of the commission may appeal to the Director-General who shall decide the case within 10 days and his decision in this regard shall be final.

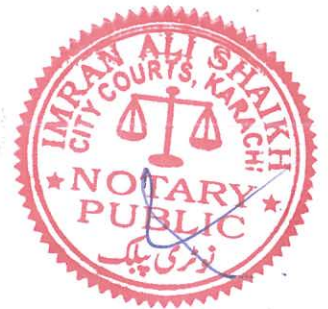
8) Within two days of the decision of the Director-General the final voters' list shall be:

- a) displayed at the notice board of the head office and regional offices of the trade organization;
- b) displayed at the website of the trade organization; and
- c) submitted to the Director-General:

Provided that if no appeal has been filed to the Director-General, the final list of voters shall be displayed within fifteen days of the decision of the election commission under sub-rule (6).

9) Within four days of 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 provided in sub-rule (12), any candidate aggrieved by the decision of the commission may file an appeal to the Director-General, who shall decide within 7 days and his decision in this regard shall be final.

14) Within two days of the decision of the Director-General the commission shall issue the final list of candidates.

Provided that if no appeal has been filed to the Director-General, the final list of candidates shall be issued within eleven days of the decision of the election commission under sub-rule (12).

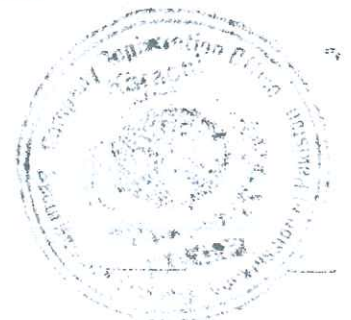
15) Within five days of display of final list of candidates, the polling for election of members of Executive Committee shall be held.

16) Within 2 days of the polling as provided in sub-rule (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.

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 ' trade organization





called for this purpose within fifteen days of the date of polling under the, preceding clause but not later than:

- a) in case of the Federation, the 31st of December of the year; and
- b) in case of all other trade organizations, the 30th of September of the year;

20) The announcement of election results in the annual general meeting in pursuance of the preceding sub-rule shall be the material date for the purposes of paragraph (iii) of clause (f) of subsection (2) of section 14 of the Ordinance. 1

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

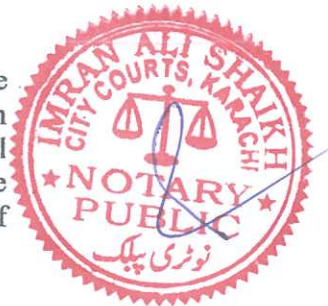
- a) displayed at the notice board of the head office and regional offices of the trade organization within two days;
- b) displayed at the website of the trade organization within two days; and
- c) submitted to the Director-General within 7 days.

## 26. 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 trade organization, 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.

(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.

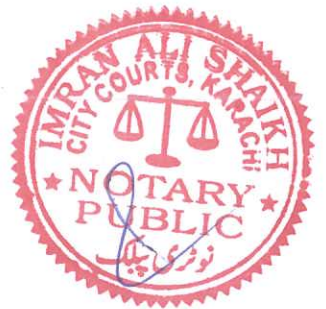
(10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.

(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 Director-General.

The elections will be conducted strictly according to the rules as contains in trade organization rule 2007.

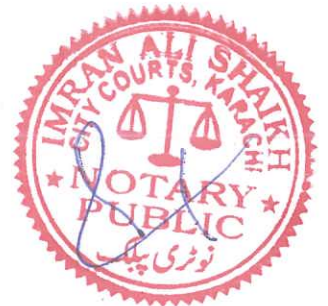
If any provision of this memorandum and article of association is in conflict with the provisions made in trade organization ordinance 2007 and rule made their under, the later shall prevail.

## 27. EXECUTIVE COMMITTEE

- (a) An Association shall comprise a Chairman, Vice-Chairman, an Executive Committee and a General Body;

Provided that an association have more than one Vice-Chairman as provided in its memorandum and articles of association

- (b) Members of the trade organization shall constitute its General Body.
- (c) The General Body constituted under sub-rule (3), in addition to the functions and responsibilities assigned to it in the memorandum and articles of association of the trade organization shall, subject to the provisions of clause (c) of sub-rule (5) and sub-section (7) of section 10 of the Ordinance, serve as the electoral college for election of members of Executive Committee, except for the seats reserved for women for which the electoral college shall be the executive committee.
- (d) The executive committee of all trade organizations, except Federation, shall comprise persons elected by the General Body from amongst its members, subject to the following namely:-







- I. There shall be a minimum of ten and maximum of thirty seats of Executive Committee.
- II. At least fifty percent of the members of Executive Committee shall be from the corporate class.
- III. The electorate college for each class of members of Executive Committee shall be the members of General Body from the respective class.
- IV. In addition to the seats provided in clause (a), the immediate past President or, as the case may be, the Chairman of a trade organization shall be an ex-officio member of the Executive Committee without voting right.

(e) In case of a Chamber, in addition to the seats in sub-rule (5) and (6) there shall be one seat reserved for nominee of each Town Association affiliated with the Chamber.

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

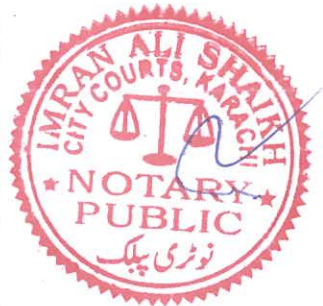
Provided that any seats remaining vacant in any category shall not be counted towards determination of quorum.

(g) In any trade organization where the General Body comprises at least fifty percent members of Associate Class, there shall be rotation of office of President and, as the case may be, the Chairman between the Associate and Corporate Members.

(h) Where there is rotation of office of President under sub-rule (9), the President and Vice-President or Chairman and, as the case may be, the Vice-Chairman shall not be from the same class of members provided in sub-rule (7) of rule 11.

Provided that where there are more than one Vice-Presidents or, as the case may be, the Vice-Chairman at least one shall be the class of members other than that of the President or Chairman.

(i) The office bearer of a trade organization shall be elected by the executive committee from amongst its members





- (j) The tenure of all elected office bearers shall be one year
- (k) The tenure of members of Executive Committee provided in sub-rule (5) and (6) shall be two years subject to the following:
- i. Fifty percent members of Executive Committee shall retire every year;
  - ii. After the first election of Executive Committee under the Ordinance a draw shall be made to determine the fifty percent members who shall retire after expiry of first year
- (l) The tenure of office bearers of Executive Committee provided in sub-rule (7) shall be one year
- (m) On completion of the term the office bearer and members of 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:

Provided that this sub-rule (15), shall not apply to the office bearers and members of the Executive Committee elected under the repealed Ordinance

- (n) the members returned under clause (a) above shall elect from amongst themselves a Chairman and two Vice-Chairman. Provided that the Chairman shall be elected by rotation from South & North Zones.
- (o) the election of the Chairman shall be held in accordance with the bye-laws framed under Article 21 (i) every year prior to the Annual General Meeting of the Association and his name and the names of the other members of the Executive committee shall be announced at the Meeting.
- (3) Save as provided in paragraph (2) above the tenure of the office bearers (except the Chairman) of the Central Executive Committee shall be two years whereafter every office bearers shall retire, and the retire persons or any other representatives of their firms, shall become ineligible to stand for election for the next year.
- (4) If any Zonal Office does not remit the dues to the Head Office by the last day of February, or its elections- arc not held by the specified date, or the names of the members elected from the province concerned to serve on







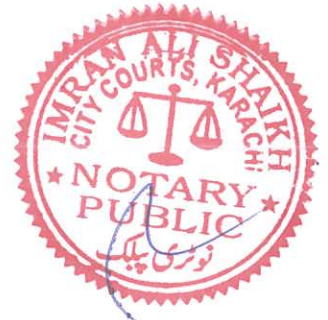
the Executive Committee are for any reason not communicated to the Head Office, the election of the Executive Committee shall not be withheld and the members from that particular province shall not be included in the Executive Committee until such time as the dues are fully paid and the names of the persons elected are duly communicated to the Head Office.

- (5) Notwithstanding anything contained in paragraph 4 above, the Executive Committee shall be composed of members belonging to such Zonal Office as had paid the dues and duly held the elections and communicated, by the specified date, to the Head Office, the names of the persons elected.
- 6) Casual vacancies of the members shall be filled by co-option by the Central Executive Committee from amongst the category of members to which the outgoing member belonged. Those of the Chairman or Vice-Chairman shall be filled by the Central Executive Committee by election from its members and the resultant vacancy of the Member shall be filled by co-option. Provided that no such vacancy shall be filled under this clause during the first 90 days as well as 270 days after the holding of the annual election.

EXPLANATION: The term "Casual Vacancy" shall include all vacancies occurring after announcement of results of the Annual Election.

#### POWERS AND FUNCTIONS OF EXECUTIVE COMMITTEE

28. The Executive Committee shall have the following powers and functions:-
- to carry out the aims and objects of the Association
  - to make such arrangements as are considered necessary for the election of the new committee and its Chairman;
  - to continue and manage the affairs of the Association until the next properly constituted Committee takes over in accordance with the provisions of these Articles;
  - to look after and manage all property, movable and immovable held by the Association;





- (e) to appoint Standing Committees for any purpose and frame such rules and regulations or bye-laws in this regard as may be deemed fit;
- (f) to delegate any of its powers to any Standing Committees or Sub-Committee;
- (g) to appoint the Secretary and other staff considered necessary for the efficient functioning of the Association and to frame rules and regulations or bye-laws regarding their terms and conditions of service;
- (h) to keep or cause to be kept by any one or more persons appointed by it, proper books of accounts in which shall be entered true and complete accounts of the monetary affairs and- transactions of the Association;
- (i) to frame and put into effect rules, regulations and bye-laws for the office administration, elections, trade practices, arbitrations and all such purposes as are conducive to the promotion of the objects of the Association, and to rescind, add or to alter such rules, regulations or bye-laws;
- (j) to secure for the Association membership of the Federation of Pakistan Chamber of Commerce and Industry;
- (k) to present the view of the Association on any matter relating to the objects of the Association;
- (l) to convene ordinary or extraordinary general meetings of the Association;
- (m) to nominate members to represent the Association on non-political public bodies;
- (n) to raise funds by collecting ad-hoc subscriptions and donations from the members from time to time for meeting any emergent needs of the Association;
- (o) to defray expenses, subject to availability of funds, of delegates selected and deputed by the Association to represent it at conferences in Pakistan or abroad;
- (p) to expel any member from the Association or re-admit such expelled members, subject to conditions laid down in these







Articles, either on its own initiative or on the recommendation of the Zonal Committee concerned;

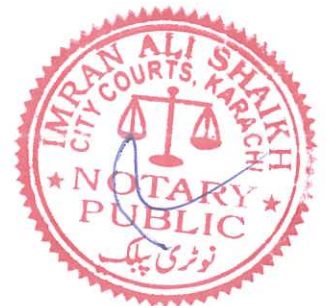
- (q) to commence, institute, prosecute and defend all such actions and/or suits on behalf of the Association as may be deemed necessary or expedient, and to compromise or submit to Arbitration any action, suit or dispute or difference;
- (r) to deal with matters affecting all the members of Association or the soap industry as a whole;

provided that in the event of difference of opinion between the Executive Committee and the Zonal Committee, which shall be responsible for dealing with all problems of local nature only, the views of the latter shall not be shut out while corresponding with the Central Government or other authorities on any particular matter;

- (s) to hear appeals from decisions of Zonal Committees in such cases and in such manners as may be provided for by rules or regulations made under clause (i) above;
- (t) to enquire and look into the affairs of any Zonal Office or Zonal Committee, if it is reported by not less than two-third members of the province concerned that the Zonal Office or the Zonal Committee has not been functioning properly, and to take such actions as may be decided upon by the Association at a General Meeting which shall be convened specially for the purpose in that province; and generally,
- (u) to adopt and take such measures, not inconsistent with the Memorandum of Association or these Articles, as may from time to time be considered necessary for the achievement of the aims and objects of the Association.

#### MEETINGS OF EXECUTIVE COMMITTEE

- 29. The Executive Committee shall meet from time to time at such place or places as may be considered necessary, and may make such rules and regulations and bye-laws not inconsistent with the provisions of these Articles, as it may think proper as to the summoning and holding of meetings and for transaction of business at such meetings.
- 30. Four members of the Executive Committee shall form the quorum. If within thirty minutes of the scheduled time of the



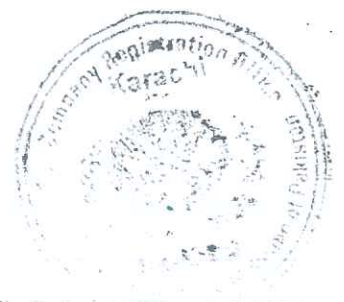
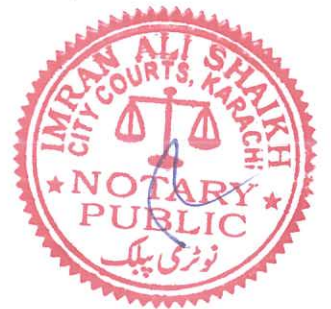


- meeting, the requisite quorum is not formed, the meeting shall stand adjourned and no quorum shall be necessary for the transaction of business at an adjourned meeting.
31. All proposals placed before the Executive Committee shall be decided by a simple majority vote, except as otherwise provided in these Articles.
  32. The Executive Committee shall cause the proceedings of every meeting duly recorded in the Minutes Book kept for the purpose.
  33. The Chairman and in his absence the Vice-Chairman of the Region to which the Chairman belongs, or in the absence of both of them the other Vice-Chairman shall preside at the meeting, provided that in the absence of all of them the office-bearers present may elect any person from amongst themselves to preside.
  34. In the event of equality of votes, the Chairman or whosoever be presiding over the meeting, shall have a second or casting vote.
  35. No Resolution duly passed at the meeting of the Executive Committee shall be rescinded, altered or otherwise amended at a subsequent meeting of the Executive Committee held within twelve months of the (date on which such Resolution was passed, unless twothird of the total number of office-bearers of the committee vote for a change and the agenda containing the proposal has been duly circulated.

#### CASUAL VACANCIES

36. Any casual vacancy on the Executive Committee shall be filled by co-option by the Committee from amongst the class of members of the Association and the Region to which the outgoing office-bearer belonged. If the vacancy occurs in the office of the Chairman, it shall be filled by the Committee from the existing office-bearers as far as possible, and the resultant vacancy shall be filled by co-option as aforesaid.

Explanation: The term 'Casual Vacancy' shall include any vacancy occurring for any reason after the announcement of the results of the General Elections.







## GENERAL MEETINGS

37. (1) The official year of the Association shall be from January to December and the Annual General Meetings shall be held every year before the thirty-first day of March.

Provided that the first Annual General Meeting shall be held within one hundred and twenty days from the date of the incorporation of the Association at Karachi, and thereafter by rotation at any place in East or West Pakistan.

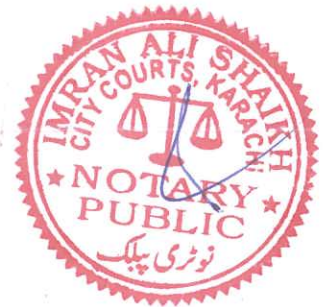
- (a) confirmation of the Minutes of the last General Meeting;
  - (b) consideration of the Annual Report of the Executive Committee;
  - (c) adoption of the audited statements of accounts pertaining to the preceding year and auditor's report thereon;
  - (d) appointment of auditor or auditors and fixation of their remuneration;
  - (e) announcement of the names of office-bearers of the newly elected Executive Committee; and
  - (f) any other business on the Agenda or which may be allowed to be discussed with the permission of the Chair.
38. Meetings other than the Annual General Meetings shall be called Extraordinary or Special Meetings, and may be held at any time and at such place or places as the Executive Committee may deem convenient for the disposal of the business of the Association.
39. (a) An Extraordinary General Meeting may be convened on a written requisition signed by at least one-third of the total number of members, whether ordinary or Associates on the Register of the Association or by fifteen members consisting of at least five Ordinary and ten Associate members, specifying clearly the business desired to be transacted. The Secretary, upon the requisition having been so made in writing, shall convene an Extraordinary General Meeting of the Association, and such meeting shall be called within one month from the date of receipt of such requisition in the Head Office, and notice therefor shall be circulated by the Secretary under his signatures, to all the members of the





Association, giving at least fourteen clear clays' notice in the case of ordinary or extraordinary resolution and at least 21 clays in the case of Special Resolution;

- (b) every question submitted to a General Meeting shall be decided by a majority of votes of the members present. Provided that in the event of a difference of opinion between the ordinary and associate members, no ordinary resolution shall be deemed to have been adopted if it is not carried by a majority of the votes of each class of members present in person or by proxy and entitled to vote on such resolutions provided that votes may be cast by proxy only by those members who may have their Head Office at places other than the place where the meeting is being held;
- (c) notwithstanding anything contained above, no special or extraordinary resolution, particularly concerning amendments to the Memorandum and Articles of Association shall be deemed to have been carried unless it has received the votes of three-fourth majority of each category of the members, Ordinary and Associates, present in person or by proxy and entitled to vote on such resolutions provided that votes may be cast by proxy only by those members who may have their Head Office at places other than the place where the meeting is being held.
40. If the Secretary does not proceed to cause a meeting to be called within one month from the date of requisition as aforesaid, the requisitionists or a majority or them may themselves call a meeting, but in either case any meeting so called shall be held within three months from the date of filing the requisition. Every meeting so called by the requisitionists, shall be called in the same manner, or as nearly as possible, in which meetings are to be called by the Secretary. Any requisition for a General Meeting shall express the object or the meeting and must be signed by the requisitionists, and shall be sent to the Secretary at the head Office by registered post, Acknowledgement Due.
41. One-third of the total strength of Ordinary and Associate members on the Register, or fifteen members, in the proportion or five ordinary and ten associates whichever be less, present in person shall form a quorum for an annual or Extra-Ordinary General Meeting and no business shall be transacted at such meetings unless there is a quorum. If no quorum is formed. Within thirty minutes of the time fixed for the meeting, the meeting shall be adjourned and no







quorum shall be necessary for the transaction of business at an adjourned meeting.

42. At least fourteen days notice for Annual General Meetings and Extraordinary General Meetings at which an ordinary or extraordinary resolution is to be passed and twenty one days notice for the extraordinary general meeting at which a special resolution is to be passed, specifying the place, time and date of the meeting shall be given to all members of the Association. Accidental omission to give such notice to or its non-receipt by any member shall not invalidate the proceedings of such meetings.
43. Every question submitted to a General Meeting shall be decided by a majority of votes of the members present in person or by proxy at such meeting. Each member present in person shall have one vote, on demand of a poll each member present in person or by proxy shall have one vote.
44. The Chairman may, with the consent of the members, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the time from which the adjournment took place.
45. At any General Meeting unless a poll is demanded by at least three members, a declaration by the Chairman that the Resolution has been carried and an entry to that effect in the Book of Proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the Resolution.
46. All the provisions relating to General meetings of the Association as laid down in these Articles shall mutatis mutandis apply to the General Meetings of the Zonal Office, in so far as they are convened within the province concerned, subject to the following:-
- (a) The Annual General Meeting of the Zonal Offices shall be held not later than the last day of February every Year.
- (b) Extraordinary meetings of the Zonal Office may also be convened on the instruction of the Executive Committee.





## POWERS AND RESPONSIBILITIES OF OFFICE BEARERS

47. The following shall be the powers and responsibilities of Chairman and Vice Chairman

(a) Chairman:

(i) He shall be Chief Executive of the Association, and whenever possible, shall preside over the General Meetings of the Association and meetings of the Executive Committee, and lead deputation and delegations on matters with which the committee is concerned.

(ii) He shall have the power to sanction in connection with affairs of the Association any amount not exceeding one thousand rupees at a time, prior to consultation with, or assent of Executive Committee, and the amount so sanctioned shall be paid from the funds of the Association. The assent of the Executive Committee will be obtained at its next meeting after the expenditure has been sanctioned or incurred.

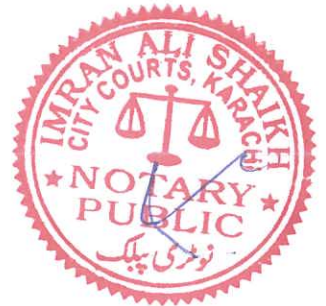
(iii) He shall take votes of members at meeting and declare result of counting of votes and in the case of equality shall exercise a second or casting vote, except at the time of election of the Association.

(b) Vice-Chairman

In the absence of Chairman, the Vice-Chairman of the Region to which the Chairman belongs shall perform all functions of the Chairman. In the absence of both of them, the other Vice-Chairman shall perform such functions.

(c) Zonal Chairman

Subject to the overall jurisdiction and authority of the Chairman and the Executive Committee whose instructions it shall be his duty to carry out, in accordance with provisions of these Articles, the Zonal Chairman shall enjoy the same powers and perform the same functions in respect of his Region or province as those enjoyed by the Chairman in respect of the Association as a whole.

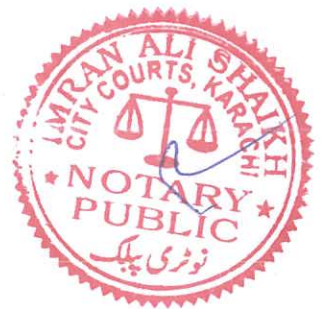






SECRETARY

48. Subject to the supervision, control and orders of the Chairman, the Secretary shall perform the following duties:-
- (a) to carry on and hold charge of all correspondence of the Association.
  - (b) to hold charge of all papers and documents, furniture and all other properties, movable and immovable, belonging to the Association;
  - (c) to issue and give notice of all general meetings and meetings of the Executive Committee, and the standing committees and sub-committees, if any;
  - (d) to keep and maintain accurate minutes of all meetings of the Association, the executive committee and standing committee and sub-committees and to get them signed by the person who presided over such meetings;
  - (e) to prepare the annual report of the Association in consultation with the Executive Committee and the report of the standing committee and sub-committees;
  - (f) to circulate amongst the office-bearers the minutes of the meeting and proceedings of the standing committees and sub-committees, and amongst the members of the Association the annual report, notices and other information intended for circulation;
  - (g) to notify to all members of the Association the resignation, expulsion or cessation otherwise of any person, firm or company from the membership of the Association;
  - (h) to collect all dues of the Association and grant receipts therefor;
  - (i) to keep and maintain or cause to be kept and maintained accurate a/cs of the Association and of all funds connected with or in any way controlled by it;
  - (j) to ensure all payments on behalf of the Association in conformity with the decisions of the Executive Committee;





- (k) to countersign all cheques issued on behalf of the Association which shall be signed by the Chairman or by two office bearers duly authorised by the Chairman;
  - (l) to incur incidental expenses on any item not exceeding three hundred rupees subject to such rules and regulations or bye-laws as may be framed by the Executive Committee;
  - (m) to represent the Association for all purposes whenever action arises before any court of law any suit or proceedings instituted by or against the Association, but he shall not be competent to compromise any suit or proceedings without the sanction of the Executive Committee;
  - (n) to delegate all or any of his functions to any member of the staff of the Association, provided that the Secretary shall remain responsible to the Executive Committee for acts done on his behalf by such member;
  - (o) to maintain administrative and disciplinary control over the entire staff of the Association in accordance with rules and regulations and bye-laws framed in this behalf by the Executive Committee ; and
  - (p) to do and perform all acts and deeds he may expressly be required to do by the Chairman or the Executive Committee, and generally all such other acts and deeds as are incidental to his office.
49. The Regional Secretary shall perform duties similar to those of the Secretary, subject to the supervision, control and orders of the Regional Chairman and the Regional Committee.

#### BANK ACCOUNT

50. All moneys on account of daily collections and other subscriptions realised by the Association shall be deposited in a Bank approved by the Executive Committee. Withdrawals shall be made by means of cheques under the joint signature of the Chairman, or two office-bearers duly authorised by the Chairman in this behalf, and the Secretary.
51. Plan of activities and performance review:







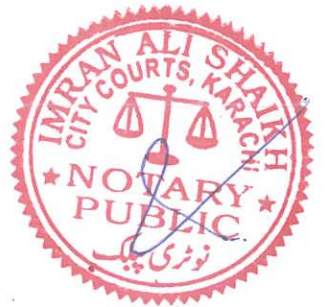
- a) every trade organization shall prepare a three year of plan of activities which shall be approve by the Executive Committee following distribution amongst its member and cover among other matters the proposed future activities, finances and outcomes of such activities intended by the trade organization during the said three year period.
- b) Each organization shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of the trade organization to include but not be limited to minutes of meetings and the trade organization plan of activities.

#### AUDIT

52. The Accounts of the Head Office and the Regional Offices of the Association Shall be closed on the thirty-first day of December every year, and shall be audited at least once in every year by duly registered auditor or auditors appointed for the purpose. Two statements of accounts of the Regional Offices duly audited and adopted by the Regional Committees shall be appended to the accounts of the Head Office.

#### AD HOC COMMITTEE

53. The signatories of the Memorandum of Association and these Articles whose number shall not be less than seven, and at least three of whom shall be from either province, shall form and Ad Hoc Committee which shall for all practical purposes be regarded as the Executive Committee. The committee so formed shall immediately after the incorporation of the Association, start a campaign for enrolment of members from all over Pakistan and fix the time limit by which persons, if enrolled as members, shall be entitled to take part in the first elections of the Regional Committees and the Executive Committee;





provided that the process of election of the Regional and Executive Committee shall be completed within a period of one hundred and twenty days from the date of incorporation of the Association;

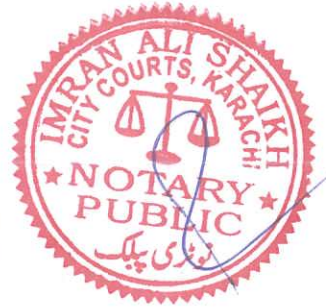
provided further that the Ad Hoc Committee shall be deemed to have been dissolved immediately after the election of the Executive Committee.

### INDEMNITY

54. (1) Every office-bearer, Secretary and other officer or servant of the Association shall be indemnified by the Association against, and it shall be duty of the Executive Committee, out of the funds of the Association, to pay all costs, losses, penalties and expenses which any such office-bearer, Secretary, Officer or servant may incur or become liable to by reasons of any contract entered into, or act or deed done or omitted to be done by him as such

Office-bearer, Secretary, Officer or servant acting in good faith or in any way in the discharge of his duties in good faith, and the amount for which such indemnity is provided shall immediately attach as lien on the property of the Association and have priority as between the members of the Association over all other claims.

- (2) No office-bearer, Secretary or other officer or servant of the Association shall be liable for the acts, receipts, neglect or defaults of any other office-bearer or officer or servant or for joining in any receipt or other act or for conformity or for any loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Association or for the insufficiency and deficiency or depreciation of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any money, securities or effects shall be deposited or for loss occasioned by any error of judgement, omission, default or oversight on his part, or any other loss, damage or misfortune that may happen in the execution of the duties of his office or in relation thereto unless the same happened through his own dishonesty.







### COMMON SEAL

55. The Executive Committee shall provide a common seal for the Association. The Seal shall be deposited with the Secretary and shall never be affixed to any document except with the prior authority of the Committee in the presence of the Chairman, or two other office-bearers, who shall sign every instrument to which the Seal is affixed, and such instruments shall be countersigned by the Secretary.

Provided that any instrument bearing the seal of the Association and issued for a valuable consideration shall nevertheless be binding on the Association notwithstanding any irregularity touching the authority of the Committee to issue the same.

### COPIES OF MEMORANDUM & ARTICLES

56. The Memorandum of Association and these Articles shall be kept with the records of the Association. Printed copies of the same shall be supplied to all members on application, free of charge.

### WINDING UP

57. The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be wound up and should there remain after satisfaction of all its debts and liabilities, any surplus property whatsoever, the same shall not be paid, distributed amongst the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association to be determined by the members of the Association at an extraordinary or Special General Meeting convened for the purpose.



### DISPUTES

58. Any dispute or difference of opinion in regard to the interpretation or scope of application of these Articles of





Association, which cannot be resolved by the Association itself, shall be referred to the Director of Trade Organisation appointed under the Trade Organisation Ordinance, 1961 (XLV of 1961) and the ruling given by the Director shall be binding on the Association, its office-bearers and members.

**AMENDMENTS**

59. Amendments to these Articles of Association shall be subject to the prior approval of the Government, and shall also be made whenever required by the Government in public interest.

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

No.	Name, Description Address of Subscribers	Signature
	QUAZI MOHAMMED IBRAHIM Crescent Pak Soap & Oil Mills Ltd. Karachi	<i>[Signature]</i>
	MAZHAR HUSAIN DADA Managing Director, Dada Soap Factory Ltd.	<i>[Signature]</i>
	HAFI ABDUL KARIM Darbar Soap Works	<i>[Signature]</i>
	K.M. AZIZ DIRECTOR, LEVER BROTHERS PAKISTAN LTD.	<i>[Signature]</i>
	KHALID WAJEEH 	<i>[Signature]</i>
	S. RAUF ALI Managing Director, ZORROAN INDUSTRIES LTD. For Pakistan & India HAJI E. HUSSAIN Partner For Combined Industries Ltd.	<i>[Signature]</i>
	E.N. ABDUL RAHIM KHAN Managing Director	<i>[Signature]</i>



Doc. 6438 dt. 16/11/20  
Certified to be True Copy  
*[Signature]*  
Deputy  
Registrar of Companies



**ATTESTED**

06 APR 2021

IMRAN ALI SHAIKH  
NOTARY PUBLIC  
Karachi-Pakistan  
M.P. No. 0293-2196788



Dated at this day of 1967