

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
THE SURGICAL INSTRUMENTS MANUFACTURERS ASSOCIATION OF PAKISTAN
(under Section 42 of the Companies Ordinance 1984)

1. **NAME**

The name of the Association shall be " **THE SURGICAL INSTRUMENTS MANUFACTURERS ASSOCIATION OF PAKISTAN**", hereinafter called the Association.

2. **REGISTERED OFFICE**

The Registered Office of the Association will be situated at **Sialkot, Punjab-Pakistan**. The Branch / Circle Offices may be set up at such place or places as the Association may deem it appropriate in future.

3. **AIMS AND OBJECTIVES**

The aim of the Association, which is non-political, is to unite the members of **Surgical, Dental, Medical, Veterinary Instruments, Hospital supplies and Manicure Pedicure Items of All Sorts** Industry (manufacturers and exporters) their common approach and importantly to protect, promote and develop the Surgical manufacturing industry in Pakistan and their exports. For this purpose the objectives of the Association are:

To encourage unity, mutual understanding and high ethical standards amongst its members.

To endeavor to improve the working conditions and facilitate effective input for achievement of objects for which the Association has been established.

iii. To take such steps as the Association considers desirable towards the promotion of the interest of the industry of **Surgical, Dental, Medical, Veterinary Instruments, Hospital supplies and Manicure Pedicure Items of All Sorts** in Pakistan or outside Pakistan, specifically related to concerned sector.

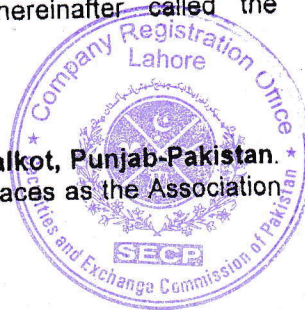
iv. To place before Government and other public and official bodies the views of Members on matters affecting the interests the industry of **Surgical, Dental, Medical, Veterinary Instruments, Hospital supplies and Manicure Pedicure Items of All Sorts** in specified field of activities.

To attempt to adopt unified approach in matters of policy on all matters affecting the interest of the industry related to **Surgical, Dental, Medical, Veterinary Instruments, Hospital supplies and Manicure Pedicure Items of All Sorts** Industry in Pakistan.

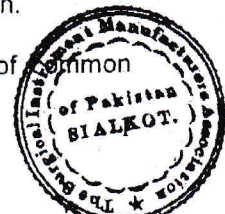
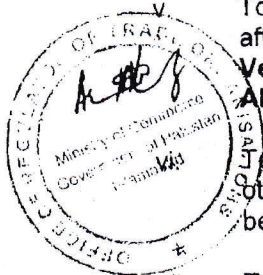
To acquire immovable properties by purchase, lease, hire, exchange or otherwise and to demolish, erect, alter, and / or maintain the same for the benefit of the Association.

vii. To manage the movable and immovable properties of the Association.

viii. To seek representations on various bodies dealing with issues of common interest.

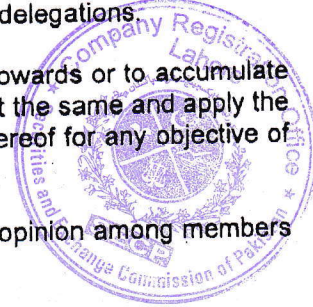


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- ix. To do such other things as are necessary and beneficial in the general interest of its Members including the holding or participation in exhibitions within or outside the country and managing trade delegations.
- x. To urge, support or oppose legislative or other measures and procure change of law or practice affecting the interest of Commerce, Industry and Services or adversely affecting the common interests of business community.
- xi. To secure adequate representation of the Association on government, public or statutory bodies and on trade and business / industrial delegations.
- xii. To accept any bequest, gift, donation or subscription towards or to accumulate and provide a fund or endowment or waqf and to invest the same and apply the income arising there from or to resort to the capital thereof for any objective of the Association.
- xiii. To resolve controversies and conciliate differences of opinion among members of the Association.
- xiv. To promote education, awareness amongst the Members by holding seminars, conducting educational causes, inviting experts to deliver lectures and workshops.
- xv. To seek affiliation with the Federation of Pakistan Chambers of Commerce and Industry.
- xvi. To accept deposits of money or goods for any objectives of the Association as may be deemed fit.
- xvii. To subscribe to and become and continue to remain member of Federation of Pakistan Chambers of Commerce and Industry, and to procure from and communicate to any organization of Trade and Industry in Pakistan or abroad such information as may be conducive to the attainment of the objective of the Association.
- xviii. To subscribe to any local or other charity and to grant any donations for any public purposes and to provide provident or superannuation fund or funds for the servants of the Association or otherwise to assist any such servants, their widows and children.
- xix. To communicate with Federal and Provincial Governments, Chambers of Commerce and Industry or other commercial and public bodies and to concert and promote measures for the protection of the aforesaid interests.
- xx. To file, prosecute, defend or contest, join or aid in filing, prosecuting and defending any such actions, suits, applications, appeals or other proceedings as the Association may think proper or which may be conducive to the attainment of the objective of the Association.
- xxi. To pay all costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment or registration of the Association and the conduct of the affairs thereof.
- xxii. To collect, circulate and disseminate statistics and other information relating to Commerce, Industry, Trade or Services of Surgical, Dental, Medical

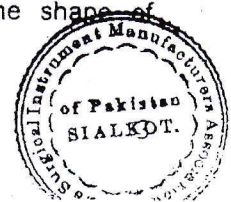
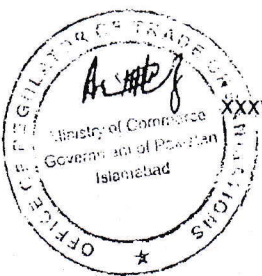
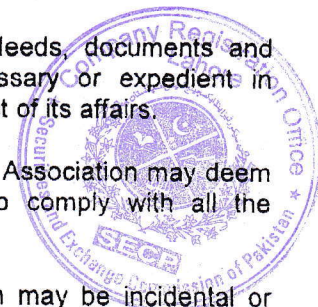

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Veterinary Instruments, Hospital supplies and Manicure Pedicure Items of All Sorts manufacturing industry and their international trade.

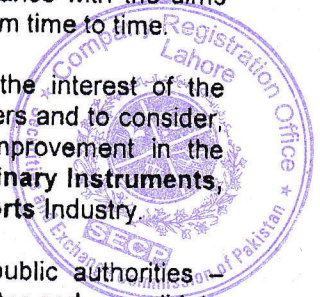
- xxiii. To enter into any arrangement with any Government Federal or Provincial or Authority, Municipal, local or otherwise that may seem conducive to the objectives of the Association or any of them and to obtain from any such Government or Authority, rights, concessions, privileges which the Association may think fit to obtain and to carry out any such arrangement, rights, privileges and concessions.
- xxiv. To sign, seal, execute and deliver all instruments, deeds, documents and writing whatsoever that may be found to be necessary or expedient in realization of the objectives of the Association or conduct of its affairs.
- xxv. To frame from time to time, such rules and laws as the Association may deem fit or proper for all or any of the objective, and to comply with all the requirements of the Trade Organizations Act 2013.
- xxvi. And generally to do all acts, deeds, and things which may be incidental or conducive to the attainment of all or any of the objectives stated herein above.
- xxvii. To protect and promote the trade of **Surgical, Dental, Medical, Veterinary Instruments, Hospital supplies and Manicure Pedicure Items of All Sorts** and to secure cooperation among Members in general and those dealing in these lines in particular.
- xxviii. To establish just and equitable principles in trade and commerce.
- xxix. To form a code or codes or practices to simplify and facilitate transaction of business.
- xxx. To undertake special inquiries and action for securing redress of legitimate grievances of the members of the Association.
- xxxi. To establish and maintain Information Bureau, to print and publish journals, periodicals newspapers, books, pamphlets, leaflets, directories etc., and to establish and maintain library and reading rooms for the promotion of the objectives of the Association.
- xxxii. To arrange and convene conferences, seminars, training programs, lectures, shows, meetings on the subject relating to the interest of the members of the Association.
- xxxiii. To affiliate with any national or international trade organizations having objectives altogether or in part similar to those of this Association for the purpose of securing the aims and objectives of this Association.
- xxxiv. To aid in subscribing money to any charitable or benevolent purposes or for the promotion generally of any matters of charity or other useful objective with a view to establish harmony and business relationship amongst various mercantile communities in general and Pakistan community in particular.
- xxxv. To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscription or otherwise.

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- xxxvi. To provide for help and encourage study and training in technical and commercial matters by granting scholarships, awarding prize-stipends or Giving other monetary aids to the staff of Association, candidates, institutions through such other ways and means as may be determined from time to time.
- xxxvii. To run sections or departments including those relating to exports, imports, statistics, publicity and publications as may be determined from time to time.
- xxxviii. To arrange international Exhibitions in Pakistan or abroad and / or to participate in International Exhibitions or Forum in accordance with the aims and objectives of the Association as may be determined from time to time.
- xxxix. To canvass, publicize, propagate and take all steps in the interest of the Association and for protection of the interests of the members and to consider, recommend and support all actions directed towards improvement in the conditions of the trade of **Surgical, Dental, Medical, Veterinary Instruments, Hospital supplies and Manicure Pedicure Items of All Sorts Industry**.
- xxxx. To enter into any arrangements with Government and public authorities — Municipal, Port, Railways, local or otherwise which may foster and consolidate the objectives of the Association or any of them whether individually or collectively for advancement of the interests of the trade of **Surgical, Dental, Medical, Veterinary Instruments, Hospital supplies and Manicure Pedicure Items of All Sorts** manufacturing and exports in particular.

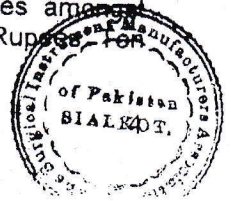
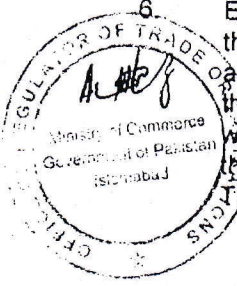


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To lend, advance or borrow or raise monies or secure the payment of such monies in such manner as the Association may think fit and in particular manner by creation and issue of debenture or debenture stocks, perpetual or otherwise, charged upon all or any of the properties of the Association, present or future and to purchase, redeem or pay such security or securities.

AND it is hereby declared that the objectives set forth in any sub clauses of this clause shall not, except, where the context expressly so requires be in any way limited or restricted by reference to or inference from terms of any other sub-clauses or by the name of the Association.

- 4. The income and property of the Association whence-so-ever derived shall be applied solely towards the promotion of the objectives of the Association as set forth in this Memorandum of The Surgical Instruments Manufacturers Association of Pakistan. No portion thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus or otherwise howsoever or by way of profit to the persons who at any time are or had been members of the Association or to any of them or to any persons claiming through them. Provided that nothing herein contained shall prevent the payment in good faith of remunerating to the officers or employees of the Association or to any member thereof or other person in return for any professional services actually rendered to the Association, or the payment of interest on money borrowed or rent for premises demised to the Association.
- 5. The liability of the members is limited.
- 6. Every member undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he cease to be a member and of the costs, charges and expenses of winding up the same and for adjustment of the rights of contributories amongst themselves such amount as may be required, but not exceeding Rupees Thousands lump sum.



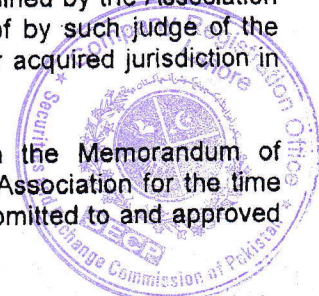
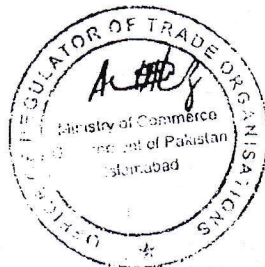
7. If upon the winding up or dissolution of the Association there remains after satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to, or divided among the members of the Association but shall be given or transferred to some institution having objectives similar to the objectives of the Association and approved under the Income Tax Ordinance, 2001 to be determined by the Association at or before the time of the dissolution and in default thereof by such judge of the highest law court in the Province of PUNJAB as may have or acquired jurisdiction in the matter.
8. No addition, alteration and amendment shall be made in the Memorandum of Association or in the regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Government.
9. The territories to which the objectives of the ASSOCIATION shall extend are the whole of PAKISTAN.

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

S. No.	Name of Subscribers	Address
1	Mr. M.I Butt (Chairman)	M/s. The Kashmir Surgical Co, Sialkot
2	Mr. Zahoor Elahi (Vice Chairman)	M/s. Arona & Elahi & Co, Sialkot
3	Mr. M.A. Ghani (General Secretary)	M/s. Union Surgical Co
4	Mr. Ghulam Muhammad Manda (Treasurer)	M/s. Universal Surgical Co
5	Mr. M.B Shah	M/s. London Surgical Works, Sialkot
6	Mr. Rashid Ahmed Butt	M/s. Rashid Turner, Sialkot
7	Mr. Muhammad Sharif	M/s. Metal Surgical Works, Sialkot
8	Mr. Tufail Ahmed	M/s. M.B Surgical Works, Sialkot
9	Mr. Nazir Ahmed	M/s. Golden Surgical Co, Sialkot
10	Mr. Muhammad Alam	M/s. M.A. Solach & Bros, Sialkot
11	Mr. Abdul Wahid	M/s. A.G. & Co, Sialkot
12	Mr. Ehsan Elahi	M/s. Phillips & Jons, Sialkot

Dated at Sialkot the.....day of February 1950

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ARTICLES OF ASSOCIATION

OF

THE SURGICAL INSTRUMENTS MANUFACTURERS ASSOCIATION OF PAKISTAN
(under the Trade Organizations Act 2013)
Dated February 22, 2013
and Trade Organizations Rules 2013 dated March 26, 2013

1. REGULATIONS

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

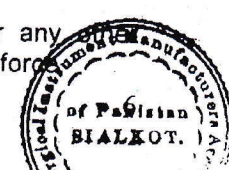
2. DEFINITIONS:

In the Articles unless there is any-thing repugnant in the subject or context.

- i. "Association" means THE SURGICAL INSTRUMENTS MANUFACTURERS ASSOCIATION OF PAKISTAN.
- ii. "Member" means a business concern whether Sole Proprietorship, Partnership, Association of Persons, or a Company admitted as Corporate or Associate Member of the Association.
- iii. "General Meeting" means a meeting of General Body whether ordinary, special or extraordinary.
- iv. "The Article" means the Articles of Association.
- v. "The Chairman" means the chairman of the Association.
- vi. "The Bye-laws" means the Bye-Laws of the Association for the time being in force, if any, or constituted from time-to-time as deem necessary.
- vii. "The Committee" means the Executive Committee of the Association elected under these Articles and also includes any Regional Committee or Sub-Committee of the Association.
- viii. "Office Bearers" means the Chairman, Senior Vice Chairman and Vice Chairman.
- ix. The "Secretary General" means the Secretary General of the Association.
- x. "Trade Organizations Act" means the Trade Organizations Act 2013, for the time being in force.
- xi. "Trade Rules" means the Trade Organizations Rules 2013 for the time being in force.
- xii. "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 functions of the Regulator under the Trade Organizations Act 2013.
- xiii. "Year" means a year reckoned from 1st October to 30th September.
- xiv. "The Ordinance" means the Companies Ordinance of 1984 or any statutory enactment in place of said Ordinance for the time being in force.



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- xv. "Register" means the Register of Members of Association kept in pursuance of Section 147 of the Companies Ordinance, 1984.
- xvi. "Resolution of Association" means any resolution passed at any meeting convened to take decision while adhering to the provisions of Section 157 to 173 of the Ordinance.
- xvii. "Words indicating the singular number shall, include plural numbers and Vice Versa. Words signifying persons shall apply mutatis mutandis to firms, corporation or Joint Stock Companies.
- xviii. "Words indicating masculine gender shall include feminine gender.

3.

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

4.

PURPOSE

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

5.

LIMIT OF MEMBERS

For the purpose of registration, the Association hereby declares to consist of specified number of members in Trade Organizations Rules 2013.

6.

CLASSIFICATION OF MEMBERS

The Membership of the Association shall comprise of Two Categories of Members, namely:

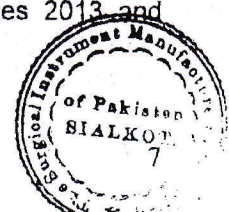
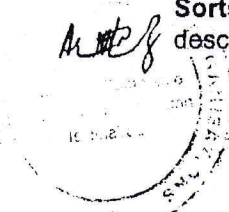
- a. **Corporate Members** of the Association means: a member of a trade organization which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a Sales-tax-registered manufacturing concern or a Sales-tax-registered business concern having annual turn-over of not less than Rs. 50 Million.
- b. **Associate Members** of the Association 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 less than Rs. 50 Million.

7.

ELIGIBILITY FOR MEMBERSHIP

A sole proprietorship firm or any other company or a business concern shall be eligible for membership of the Association, provided that it is carrying on business within the specific sector of Manufacturer and / or Exporter of **Surgical, Dental, Medical, Veterinary Instruments, Hospital supplies and Manicure Pedicure Items of All Sorts**, and fulfill the criteria as (a to e) of Trade Organizations Rules 2013 and described here-under:

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- a) the prospective member is a sole proprietorship or a partnership firm or an association of persons or a company holding national tax number and sales tax registration, (if applicable) in the name of business concern.
- b) The prospective member's business fits within the defined business scope or area of jurisdiction of the trade organization as provided in the Memorandum and Articles of Association and under the license granted by the Federal Government.
- c) The application for the grant of membership should be proposed and seconded by existing/valid members (nominees) of Association.
- d) the prospective member should not have any criminal conviction; and
- e) The prospective member should have a valid national tax number and sales tax-registration. (if applicable).

8. APPLICATION PROCEDURES

- i) Every application for the membership of the association shall be made on a FORM prescribed by the Association and submitted by the Applicant to the Secretary General together with the first year's Membership Fee, subscription, Admission Fee and any other fee applicable at the time of application fulfilling the prescribed other requirements made by Association (if any).
- ii) Every individual business concern firm or joint stock company desirous of becoming a member of the Association shall submit to the Secretary General, membership Application Form. The application so received shall be placed before the next meeting of or circulated amongst the Executive Committee duly completing all requirements, which may accept or reject the same for the reasons specified in the rejection order.
- iii) In case of rejection, no further application shall be entertained for a period of "one year" reckoned from the date of such rejection and the fees paid by the Applicant shall be refunded. The applicant shall, however, have the right to approach the Regulator, whose decision in this regard shall be final and binding.



Signature
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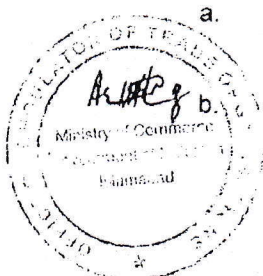
DURATION OF MEMBERSHIP

The Membership of the Association 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.

10. RENEWAL OF MEMBERSHIP

The Membership shall be renewable on annual basis subject to fulfillment of the following conditions:

- a. Payment of prescribed fee within the time stipulated for the purpose but not later than 31st of March; and
- b. Proof of filing returns of Income Tax and / or Sales Tax "if applicable", for the preceding year.



11. **ADMISSION FEE**

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

12. **MEMBERSHIP FEE**

In addition to the Admission Fee payable as provided in Article-11, every member shall annually pay Membership Fee by 31st March each year, for the year. The Membership fee may vary as approved by the Executive Committee by time to time.

a) The Admission Fee and Annual Subscription for the Members of the Association shall be as follows:

	Admission Fees	Annual Subscription	R&D Fund
Corporate Member:	Rs. 5,000.00	Rs. 3,000.00	Rs. 500.00
Associate Member:	Rs. 5,000.00	Rs. 2,000.00	Rs. 500.00

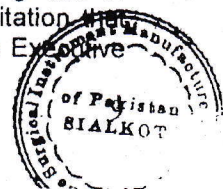
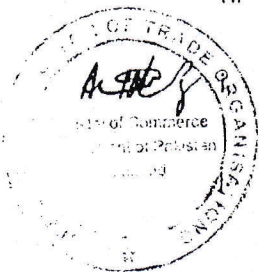


13. **PRIVILEGES OF MEMBERSHIP**

Every member of the Association shall be entitled:

- a. To take part in the elections and cast vote to elect Executive Committee of the Association as per rules and regulations in force.
 - b. To take advantage of the information and record available with the Association under such limitation as the Executive Committee may prescribe.
 - c. To obtain a copy of the annual report and statement of accounts of the Association.
 - d. To obtain a copy of all publications of the Association either free of cost or at such prices as may be fixed by the Executive Committee from time to time.
 - e. To cause an ordinary or extraordinary General Meeting of the Association to be convened in conjunction with other members of the Association in accordance with these articles.
 - f. To participate in the General Meetings of the Association.
 - g. To stand or propose or second, members for election to the Executive Committee of the Association.
 - h. To stand for election as a representative of the Association on any non political public or private body.
- To seek assistance of the Association for securing all reasonable facilities for the development of his trade / industry.
- To inspect or examine books of accounts and other documents, registers or records of the Association subject to; any rules, conditions or limitation that may be laid down in this behalf under the relevant law or by the Executive

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- Committee or nominated Committee, or by a resolution of the Association in a General Meeting.
- k. To seek the help of the Association in obtaining statistics and other information for the protection of the interests of the Members, in the field of "manufacture and export of Surgical, Dental, Medical, Veterinary Instruments, Hospital supplies and Manicure Pedicure Items of All Sorts" and to receive such particulars as may be available to trade enquiries or regarding governmental or others measures affecting the manufacture and export of Surgical, Dental, Medical, Veterinary Instruments, Hospital supplies and Manicure Pedicure Items of All Sorts.
- l. To be entitled to such other privileges as may be specified by the Executive Committee from time to time.

14. DUTIES AND OBLIGATIONS OF MEMBERS

Every member of Association shall have the following duties and obligations:

- a. To make every effort to carry out the aims and objectives of the Association as set forth in the Memorandum of Association.
- b. To carry out and abide by the rules and regulations of the Association as laid down in these Articles or in the bye-laws framed there-under from time to time.
- c. Submit as far as possible all complaints, appeals, etc. in writing to the Secretary General.
- d. To bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the interest of the Association or its Members in whatever manner.
- e. To pay the Membership fee of the Association regularly.
- f. To accept and abide by the decision of the Executive Committee provided the decisions are not inconsistent with the provisions of the Memorandum or the Articles of Association or the Trade Organizations Act, or any rules, regulations, instructions or directions issued hereunder.
- g. To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objectives of the Association.
- h. To take part in the deliberations of the meetings of the Association which he / she is entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time.
- i. To assist and co-operate with the Executive Committee in the field of trade, commerce and industry with specific reference to the trade or industry the Association is concerned.

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The proceedings of the Association will be treated by members as strictly confidential and will not be discussed in public. Only the Chairman (or his duly authorized nominee) will be entitled to make a public statement on behalf of the Association. If any member has failed to observe the rule requiring proceedings of the Association to be treated as confidential the Association may in writing call upon such member to resign from the Association.



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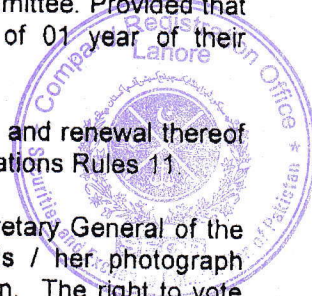
15. ANNOUNCEMENT OF ELECTIONS SCHEDULE

The Election schedule of the association shall be approved by the Executive Committee within first half of July, and will be issued by the Secretary General.

- a. Within two days of its approval by Executive Committee the election schedule shall be:
- i) Displayed at notice board.
 - ii) Displayed at the website of Association
 - iii) Submitted to the Regulator.

16. ELIGIBILITY TO VOTE

1. Subject to provision of section 10 of the act, the eligibility of the member to vote at the elections shall be subject to following conditions, namely;
- a). the member has completed two years of valid membership as on the date of announcement of election schedule by the Executive Committee. Provided that old members shall be eligible to vote on completion of 01 year of their enrollment and payment of all dues.
 - b). the member has fulfilled the conditions of membership and renewal thereof of the respective Trade Organization under Trade Organizations Rules 11
2. Every member eligible to vote shall deposit with the Secretary General of the Association the specimen signature card along with his / her photograph indicating his / her status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or a Multi-National company, as the case may be.
3. The Proprietor, Partner or Director of the member firm or company concerned 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 / her vote at the time of election only if his or her name has already been registered with the Secretary General of the Association and his name appears on the list of voters.



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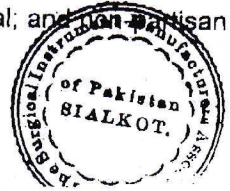
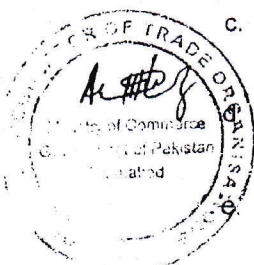
APPOINTMENT OF ELECTION COMMISSION

Simultaneously with approval of the election schedule, the Executive Committee of the Association shall appoint an Election Commission subject to the following conditions, namely:

- a. The Commission comprises three members;
- b. The members so appointed have submitted their consent in writing to their appointment as such;
- c. The members of the Commission, so appointed, have not held any office of the Association for the preceding two years.

The member of the Commission shall not be entitled to become a candidate in the election, he is conducting.

The members of Commission shall be independent, impartial; and non-partisan and.



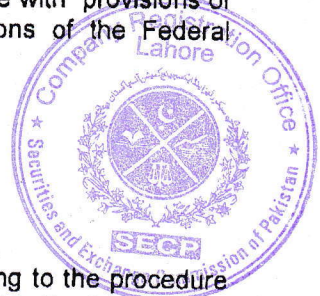
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- f. The members of Commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

18. **FUNCTIONS OF ELECTION COMMISSION**

The Election Commission shall be incharge of all arrangements connected with the conduct of elections including but not limited to:-

- a. Appointment of polling staff.
- b. Ensuring display of tentative voters list by the Secretary General for the purpose of inviting objections as provided in sub rule (3) of rule 18 of Trade Organizations Rules 2013.
- c. Examination of and decision on the objections received on the voters list as provided in procedure clauses.
- d. Supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, fair and transparent manner in accordance with provisions of the Memorandum and Articles of Association and instructions of the Federal Government or the Regulator in this regard. and;
- e. Counting of votes and announcement of results.



19. **Election Procedure**

- 1). The election of the association shall be conducted according to the procedure laid down in the respective articles of the 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 association.

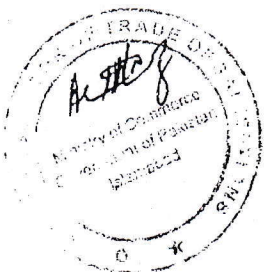
Provided that where for want a space in the office premises it is not possible to establish the polling booths, the polling shall be held in a public place such as a community hall or hotel.

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

- 3). The Secretary General of the Association shall display, within seven days of the announcement of the election schedule, the provisional list of all members eligible to vote, along with their National Tax Number, Sales Tax Registration Number, if applicable and the name and National Identity Card Number of their representative. The voters list shall be displayed at:

- a. The Notice Board 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 shall, within five days from receipt of objections Under Sub-rule (4) intimate action on the objections or changes, if any.
- 6). Any person aggrieved by the decision of the Secretary General of the Association may within three days of the receipt of decision, make a representation to the election commission which shall decide that case within three days.
- 7). Any person, aggrieved by the decision of the Election Commission or in case the Election Commission fails to decide the representation within the period provided in sub-rule (6) may, within three days of decision by the election commission or, as the case may be, on expiry of limitation of the election commission under sub-rule (6), make an appeal to the Regulator who shall decide the appeal within ten days and his decision in this regard shall be final.
- 8). Within two days of the decision of the Regulator the final voters list shall be:
 - a. Displayed at Notice Board of the Association;
 - b. Displayed at The website of the Association. and
 - c. Submitted to the Regulator.

(Provided that if no appeal has been filed to the Regulator, the Final List of Voters shall be displayed within fifteen days of the decision of election Commission.)

- 9). Within four days of display of the final list of voters, any person, who is eligible to contest the election for the vacant post, shall send his nomination, duly proposed and seconded by a duly registered voter and signed by the candidate, to the Secretary General on the prescribed Form.
- 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.

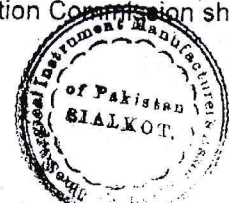
The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.

- 12). The objections, if any, to the nomination of candidates may be filed to the Election Commission within twenty four hours of issuance of the list of candidates, which shall be decided by the election commission within two days.
- 13). Within two days of decision of the Election Commission or in case the Commission fails to decide within the stipulated time provided in sub-rule (12), any candidate, aggrieved by the decision of the Election Commission or, as the case may be, on expiry of limitation of the Election Commission may file an appeal to the Regulator, who shall decide within seven days and his decision in this regard shall be final.

- 14). Within two days of the decision of the Regulator, the Election Commission shall issue the final list of the candidates.



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

- 15) Within five days of display of final list of the candidates, the polling for election of Members of Executive Committee shall be held.
- 16) Within two days of the polling any person elected as member of Executive Committee, shall send, to the Election Commission for election as an office bearer, his nomination duly proposed and seconded by an elected Executive Committee's member and signed by the candidate.
- 17) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- 18) Within two days of display of final list of the candidates, the polling for election of Office Bearers shall be held.
- 19) The final result of the election of members of Executive Committee and Office-Bearers shall be officially announced at Annual General Meeting of the Association, called for this purpose within fifteen days of the date of polling under the preceding clause but not later than September 30th of the year.
- 20) The announcement of election results in the Annual General Meeting under sub-rule (19) shall be the material date for the purposes of paragraph (iii) of clause (f) sub-section (3) of section 14 of the Act.
- 21) The final election result announced in the Annual General Meeting shall be:
 - a. Displayed at Notice Board of the Association within two days; and
 - b. Displayed at the website of the Association within two days; and
 - c. Submitted to the Regulator within seven days.

20. CONDUCT OF ELECTIONS / BALLOT PAPERS

- 1) The ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in presence of polling agents of the candidates and the Polling Officer before the issuance of ballot papers to the voter.

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

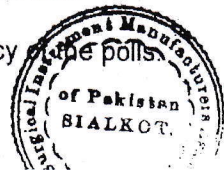
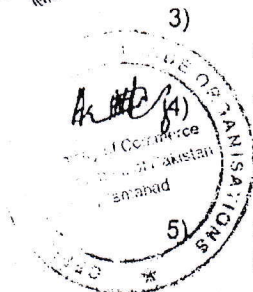
- 3) After satisfying himself with regard to identity of the voter, the Polling Officer shall handover the ballot paper to the voter.

The ballot paper shall be signed by the Secretary General or an officer of the Association duly authorized by the Election Commission in this behalf and shall also be signed by the Polling Officer at the time when it is issued.

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

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

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- 7) Proper account shall be maintained by an officer designated by the election commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.
- 8) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the Polling Officer.
- 9) The Election Commission or an officer designated by the Commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.
- 10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- 11) counting of votes shall take place immediately after the polling hours under supervision of Polling Officer in presence of candidates or their polling agents, if any, at the designated sites.
- 12) Provisional results may be declared by the Election Commission immediately after counting of the votes is completed.
- 13) In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling Officer in presence of the candidates or their polling agents and a record of the result thereof shall be made.
- 14) Having completed the counting and compilation of results, record pertaining to the elections shall be sealed and signed by the Election commission or any officer designated by the Election Commission and the Secretary General and shall be handed over to the Secretary General for safe custody.
- 15) Upon an application made in this behalf by the candidate within seven days of the date of polling and with approval of the Regulator, record of elections shall be opened for inspection by the applicant in the presence of the Election Commission.

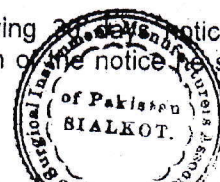
21. REGISTER OF MEMBERS

- a. A register of members in the form specified in Annex-I of Schedule-A of the Trade Organizations Rules 2013, shall be maintained at the Registered Office of the Association in which shall be set forth the names, addresses and other particulars of all the members mentioned in said Annex, in which shall be recorded all changes in membership.
- b. Every member shall have the right to have the name of his /her, its representative changed from time to time provided that no such change shall be effected during the period from the date on which the final list of members and their representative has been circulated for the purpose of the elections of the Association until after the holding of the elections.

22. RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

- a. Any member may resign from the Association by giving notice in writing to the Executive Committee and upon expiration of the notice shall

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cease to be a member. The member who has resigned or whose name has been removed from the register for non-payment of subscription or for expulsion from the membership for the Association shall remain liable for all dues to the Association up to the date of resignation, removal or expulsion.

- b. Any member who has resigned or whose name has been removed from the register or who has been expelled from the membership of the Association shall not be entitled to refund of membership fee paid by him to the Association.
- c. A member shall be liable to be fined up to an amount equal to that of the Membership Fee or to be expelled from the membership of the Association, or the rights and privileges of member shall be liable to be withdrawn, for any of the following reasons by a resolution of the Executive Committee passed in a meeting specially convened for the purpose by two third majority of the members present in person.
 - i. neglect of or refusing to submit to, abide by, or carry out any decision of the Executive Committee taken within the limits laid down by the Articles of the Association or by the Trade Organizations Rules 2013, or any, rules, regulations, instructions or directions issued there under.
 - ii. indulging in unethical practices.
 - iii. intentional violation of the rules, regulations, or bye-laws of the Association, provided that a member shall not be expelled by the Executive Committee unless he has been given an opportunity of explaining his position in writing and / or in person.

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

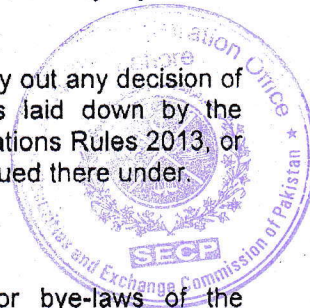
Provided further that when such an appeal is made by the member, the Executive Committee shall arrange to convene a meeting of the General Body within 30 days from the date of receipt of the appeal, and the decision of the General Body in the matter shall be final.

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

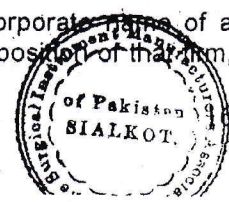
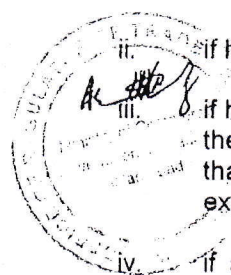
CESSATION OF MEMBERSHIP

A member shall cease to be a member of the Association for any of the following reasons:

- i. if he resigns from his membership as per clause (a) of Article 22 above, or
- ii. if he is expelled from membership as per clause (c) of Article 22 above or
- iii. if he fails to pay annual subscription or any other dues by a date determined by the Executive Committee, despite notice for 'payment in this behalf', provided that the Executive committee if it deems fit and proper shall have power to extend time for payment.
- iv. if any change is made in the constitution of a firm or corporate body of a company or corporation which substantially alters the composition of that firm, company or corporation; or -



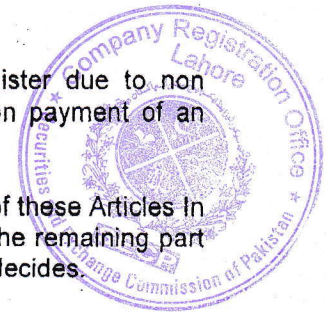
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- v. in case of an individual, if he is un discharged insolvent, or if he is adjudged by a competent court to be of unsound mind, or if he is convicted of an offence involving moral turpitude; or -
- vi. in the case of a firm, when it is dissolved, or adjudged insolvent or the partners thereof are convicted of an offence involving moral turpitude,
- vii. in the case of company or corporation, when it is wound up; or -
- viii. if he closes or transfers his business to a place outside Pakistan; or -
- ix. if he is expelled from membership of the Association under the Trade Organizations Rules 2013, or any other laws and Ordinance issued from time to time governing the activities of Trade Associations; or
- x. if he ceases to hold requisite permission or license for carrying out the business of the sector relevant to the Association.

24. RESTORATION OF MEMBERSHIP

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



25. ADMINISTRATION

The Administration and Management for the affairs of the Association shall be vested in:

- i. Office Bearers including Executive Committee.
- The Circle Committee, if any.

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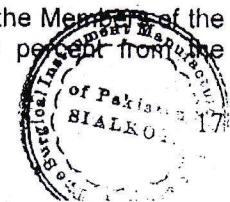
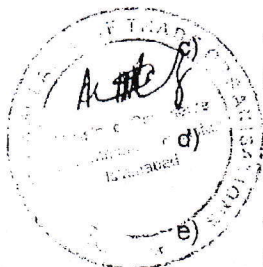
COMPOSITION / STRENGTH / CRITERIA OF EXECUTIVE COMMITTEE

- a) The Association shall comprise of a Chairman, Senior Vice Chairman, Vice Chairman, an Executive Committee and the General Body. The total members of Executive Committee including office bearers will be sixteen.
- b) The General Body shall serve as the Electoral College for election of the Executive Committee, except for the seats reserved for women for which the Electoral College shall be the Executive Committee.

The Electoral College for each class of members of executive committee shall be the members of General Body from respective class.

- d) The Office Bearers of Association shall be elected by the Executive Committee from amongst its members.

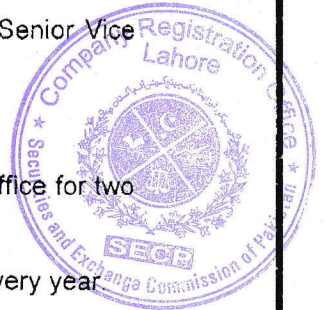
The Executive Committee shall comprise of fifty percent of the Members of the Executive Committee from Corporate Members and fifty percent from the Associate Class.



- f) In addition to the number of Members of the Executive Committee mentioned in (a) above, two seats will be reserved for women Entrepreneurs in the Executive Committee. In case of non-availability of two women entrepreneurs, at-least one women entrepreneur must be a member of the executive committee.
- g) In addition to the seats provided in clause (a) above, the immediate past Chairman, of the Association shall be an ex-officio member of the Executive Committee without voting right.
- h) If any seat reserved for any of the stipulate 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.)

- i) If the General Body comprises at-least fifty percent members from Associate members, there shall be rotation of office of Chairman between the Associate and Corporate Members.
- j) Where there is rotation of office of Chairman, the Chairman and Senior Vice Chairman, shall not be from the same class of members.
- k) The tenure of all elected office bearers shall be one year.
- l) No member of Executive Committee of the Association shall hold office for two consecutive terms subject to following:
- fifty percent members of the Executive Committee shall retire every year.
 - after first election of Executive Committee under the Ordinance and Rules 2013 a draw shall be made to determine the fifty person members who shall retire after expiry of first year.
 - on completion of the term the Office Bearers and Members of Executive Committee shall not be eligible to contest or co-option in any representative capacity in the Association for next one year.

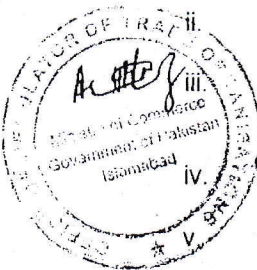


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POWERS AND DUTIES OF THE CHAIRMAN, SENIOR VICE CHAIRMAN AND VICE CHAIRMAN.

The Chairman shall perform such duties and have such powers as vested in the Chief Executive in terms of the Companies Ordinance without prejudice to the generality; the Chairman shall discharge the following duties, namely:

- To preside at the meetings of the Executive Committee and / or meetings of the General Body.
- To control and maintain decorum and discipline of the meetings.
- To look after and supervise the overall working and activities of the Association.
- To use his casting vote in case of equality of votes.
- To give precedence to any item of the Agenda and to give ruling on points that may be raised in meetings.



- vi. To direct the Secretary General to call the meeting of the Executive Committee and the General Body, as the case may be.
- vii. To adjourn or disperse unruly and undisciplined meetings.
- viii. To lead the delegations and the deputations.
- ix. The Chairman will have the power to sanction in connection with the affairs of the Association any amount NOT exceeding fifty thousands Rupees at a time, prior to consultation with or assent of the 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 expenditures has been sanctioned and incurred.
- x. In the absence of the Chairman, the Senior Vice-Chairman shall exercise and perform all the Powers and Duties of the Chairman and will discharge in relation to the affairs of Association and the Executive Committee.

28. POWERS AND DUTIES OF SECRETARY GENERAL

The Secretary General 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 of the custodian of all records of the Association. Without prejudice to the generality, the Secretary General will exercise and perform the following duties:

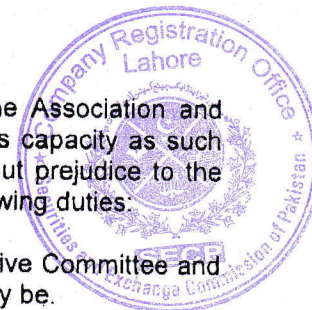
- a. To issue notices and agenda for the Meetings of the Executive Committee and Standing Committees and General Meetings as the case may be.
- b. To carry out the decision of the General Body, Executive Committee and Standing Committees as the case may be.
- c. To keep and hold charge of the office record of Association properly and carry on correspondence on behalf of the Association.
- d. To record or cause to be recorded the Minutes of the Meetings of the General Body, Executive Committee and Standing Committee as the case may be, and ensure their timely circulation to all concerned.

- e. To manage and prepare annual reports and accounts of the Association.
- f. to sign all documents bills and letters either singly or jointly with any other office bearer as may be decided by the Executive Committee.
- g. To incur urgent incidental and necessary expenses to the extent of Five thousand Rupees on any item in connection with the affairs of Association at a time. The assent of the Executive Committee will be obtained in next meeting for such expenditures.

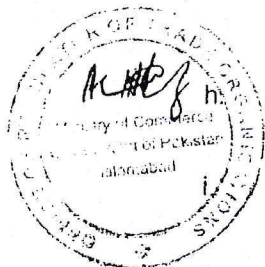
To place and present the Report of any Sub-Committee before the Executive Committee.

To keep contact with, and co-ordinate among the Circle offices and the Head office of the Association.

- j. To sign cheques jointly with Chairman, Senior vice Chairman, Vice Chairman, duly authorized in this behalf.



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- k. To maintain administrative and disciplinary supervision and control over entire staff of the Association in accordance with the Regulations and as determined by the Executive Committee.
- l. To delegate any of his functions to any member of the staff of the Association provided that Secretary General shall remain responsible to the Executive Committee for acts done on his behalf by such member(s).
- m. To represent the Association for all purposes whenever action arises before any court of law in respect to 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.

Similarly, to hold charge of Association's all moveable and Immoveable properties.

- n. To ensure all payments on behalf of the Association in conformity with the decision of the Executive Committee.
- o. To keep and maintain or cause to be kept and maintained accurate accounts of the Association and all funds connected with or in any way controlled by him.
- p. The Secretary General will also act as the Returning Officer in the Elections of the Association.

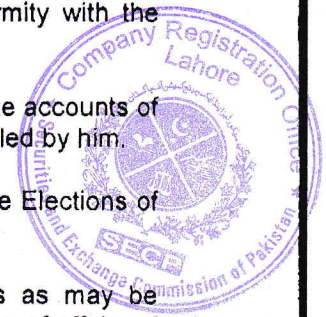
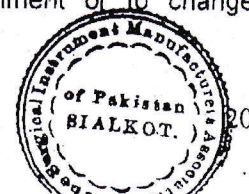
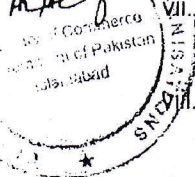
AND GENERALLY exercise and perform all such powers and duties as may be incidental to the office of the Secretary General for the efficient functioning of affairs of ASSOCIATION.

29. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE


Ordinarily the Executive Committee shall have the following powers, duties and functions:

- i. To carry out all the rules, aims and objectives of the Association.
- ii. To look after and manage all the property; movable and immovable held by the Association.
- iii. To acquire, obtain, utilize and enjoy privileges, concessions, benefits and rights extended to registered / recognized Associations.
- iv. To approve and to keep regular record of the activities of the Association.
- v. To appoint, suspend or dismiss any paid employee of the Association and to determine the terms and conditions of Employment of the employees.
- vi. To cooperate with other person or persons or associations in the interest of the Association.
- vii. To settle differences of opinion between members and to hear appeals whenever such appeals come to the Executive Committee under these Articles.
- viii. To recommend to the General Body to close enrollment or to change conditions for new enrollment.


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- ix. To convene meetings of the General Body and to place proposals relating to the common problems of the Association.
- x. To issue instructions and directions, to members of the Association.
- xi. To interpret these Articles.
- xii. To fill any vacancy occurring among its members provided that a vacancy in the office of the Chairman shall be filled by the Executive Committee in its Meetings.
- xiii. To make such arrangements as are considered necessary for the election of new Executive Committee, its Chairman, Senior Vice Chairman and Vice Chairman.
- xiv. To continue and manage the affairs of the Association until the next properly constituted Executive Committee takes over in accordance with the provisions of these Articles.
- xv. To incur all expenses necessary for the carrying out of its functions.
- xvi. To look after and manage all property, movable and immoveable held by Association.
- xvii. To delegate any of its powers to any standing committee(s) or Sub-Committee(s).
- xviii. To appoint the staff necessary for secretariat administration for the efficient functioning of the Association and to frame Rules and Regulations and Terms and conditions of service.
- xix. 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.
- xx. To defray expenses, subject to availability of funds, of delegates selected and deputed by the Association to represent Association at conferences, Seminars, Trainings in Pakistan or Abroad.


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Importantly, 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 aims and objectives of the ASSOCIATION.

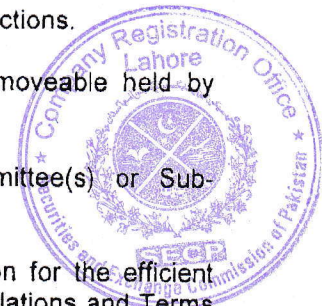
AND GENERALLY to decide all questions of policy matters effecting the Association.

30. POWERS AND DUTIES OF THE SUB COMMITTEE

Ordinarily, the Sub Committee shall have the following powers and duties:

To carry out all the rules, aims and objectives of the Association.

To carry out directions or instructions of the Executive Committee regarding the affairs of the Association.



- iii. To appoint, suspend or dismiss any paid employee of the Association.
- iv. To frame rules and bye-laws for the conduct of its own affairs or of the business of any Sub-Committee.

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

31. The Executive Committee at the Head Office and the Respective Circle Committee at the Circle Office shall keep or cause to be kept proper books of accounts in which shall be entered full, true and complete account of the affairs and transactions of the Association whether at the head Office or the circle offices, specially the following:

- a. Minutes Book for meetings of the General Body.
- b. Minutes Book for Meetings of the Executive Committee.
- c. Register of Members.
- d. A register of members of the Executive Committee and Circle Committee showing the names and addresses and all changes made therein from time to time.
- e. Every member shall be entitled to inspect the account books and other documents which shall be kept at the Head office and the circle offices concerned to such an extent as the Executive committee at the Head Office and Circle Committee at the Circle Offices concerned may from time to time determine. The Committee or the Chairman shall have power to refuse inspection of any documents which at the time may be confidential and whose disclosure in its or his opinion is likely to prejudice the interests of the Association. Reasons for such refusal may be given in writing and the aggrieved party may appeal to the Executive Committee whose decision in the matter shall be final.

32. PROFESSIONAL DEVELOPMENTS

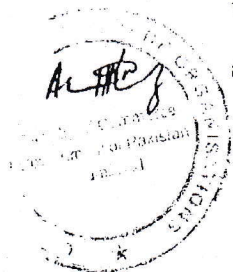
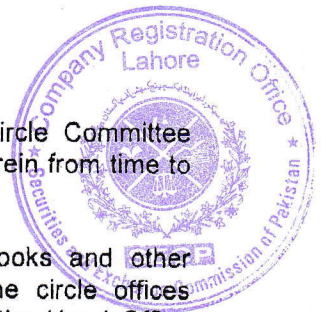
The Office Bearers and Members of Executive Committee shall always follow best practices including undertaking continuing professional development in order to meet the requirements of their offices for the best functioning of Association's affairs and in view of the provisions of Trade Organizations Rules 2013 and Trade Ordinance Act 2013 and as reflected under the Memorandum and Articles of Association or as mandated by the Ministry of Commerce and Regulator, Trade Organizations from time to time.

ASMA KHATTAK
Deputy Director
Directorate General of Trade Organizations
Ministry of Commerce

33. REPORTING REQUIREMENTS

Notwithstanding the requirements under the Companies Ordinance 1984 (XLVII of 1984), the Association shall annually submit by 31st December to the Regulator the following:

- a) Annual financial statements as prepared by auditors and approved by the Executive Committee.



- b) Plan of activities for the next year as provided in rule 23 of trade organizations rules 2013.
- c) A soft and hard copy of list of members as on November 30, in the format as set out in Annex-I of schedule B of Trade Organizations Rules 2013.

34. **PLAN OF ACTIVITIES AND PERFORMANCE REVIEW**

- a) Association shall prepare a three year plan of activities which shall be approved by the Executive Committee followed by distribution amongst its members and cover, among other matters, the proposed future activities, finances and outcome of such activities intended by Association during the said three years period.
- b) Association shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of Association to include, but not be limited to, minutes of meetings and the Association's plan of activities.

35. **WEBSITE**

Association shall within one year from the date of grant of license create and maintain its website at all times which shall include all relevant information such as:

- a) Up to date list of Office Bearers with contact details, Executive Committee's Members, management and Members of the General Body.
- b) Memorandum and Articles of Association as well as Bye-Laws (if any).
- c) Plan of Activities and statement of vision.
- d) Schedule of Executive Committee's Meetings and Minutes of such Meetings.
- e) Schedule of elections voters list and election's results during the election period.

36. **SUB-COMMITTEES**

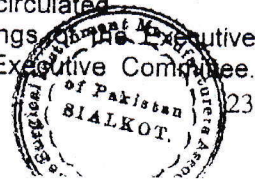
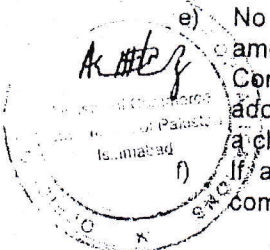
The Executive Committee shall be competent to appoint such sub-committees with such powers and duties as may be defined by the Executive Committee from time to time as deemed appropriate and nominate its Chairman.

37. **MEETINGS**

Meeting of the General Body comprising all the members of the Association shall be held at least once a year, however, an extra ordinary meeting or a special meeting may be convened at the instance of the Chairman as and when he deems necessary.

- b) The executive Committee shall meet at least once in a month, however, in case of need a special/extra ordinary/urgent meeting may be convened at the instance of Chairman, as and when required.
- c) For all ordinary and routine meetings of the Executive Committee 7 days notice is required, but, in case of an emergency an urgent meeting may be convened at 4 hours' notice.
- d) For holding a General Body meeting, at least 21 days notice is to be given.
- e) No resolution duly passed at a meeting of the Executive Committee shall be amended, altered or rescinded at a subsequent meeting of the Executive Committee held within 12 months of the date on which such resolution was adopted unless two third of the total number of the Executive Committee votes for a change and the Agenda containing the proposal was duly circulated.
- f) If any member does not attend three consecutive meetings of the Executive Committee, he/she shall cease to be a member of the Executive Committee.

ASMA KHATTAK
Deputy Director
Directorate General of Trade Organizations
Ministry of Commerce, Islamabad.



Provided however a member may inform the Secretary General of his inability to attend the meeting, if there be a genuine cause or reason.

- g) All the meetings shall be presided over by the Chairman and in his absence by the Senior Vice Chairman, In case absence of both of them, Vice Chairman shall preside over the meeting.

38. **VACANCIES**

Any casual vacancy caused during the interval between two General Meetings shall be filled in by the Executive Committee in such manner as it may decide.

39. **APPOINTMENT OF AUDITORS**

At each Annual General Meetings, the General Body shall appoint an Auditor or Auditors according to the provisions of the Companies Ordinance. The Auditor or the Auditors so appointed shall audit the accounts of the Association, which will be placed before the General Body, in the Annual General Meeting held immediately thereafter.

40. **ANNUAL GENERAL MEETING**

An Annual General Meeting shall be held every year at such place and time as the Executive Committee may consider convenient at which a Report of the proceedings of the previous year and the audited yearly accounts shall be sent to the members in advance. The first General Meeting shall be held not less than one month, or more than three months after the incorporation of the Association.

41. **ACCOUNTING YEAR**

Accounting year of the Association will be closed on the 30th June of each year and its financial statements duly audited by a Chartered Accountant along with a list of members as on the 30th June of each year shall be furnished by the Association to the Regulatory Authorities, on or before the 30th day of September of every year.

42. **EXTRA ORDINARY / SPECIAL GENERAL MEETING**

- i) The Executive Committee whenever it may deem fit may convene a Extra Ordinary Meeting either for the purpose of transacting any Special business or for placing before the members review of the activities in the preceding months.

ii) Extra Ordinary Meeting shall be convened by the Executive Committee upon the requisition of not less than one-third of the members of the Association.

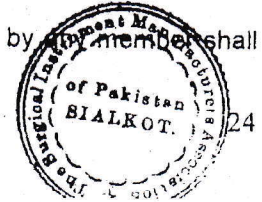
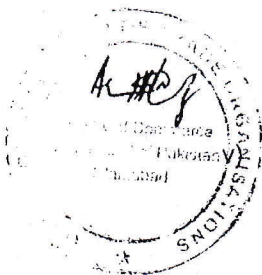
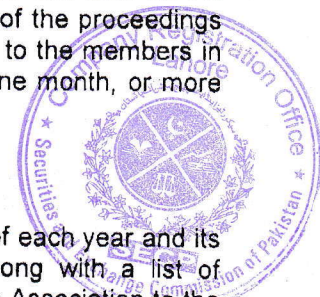
The requisition so made shall state the object of the Extra Ordinary Meeting proposed to be called and shall be presented to the Secretary General of the Association.

- iii) Upon receipt of the requisition under the preceding Article, the Executive Committee shall forthwith proceed to convene an Extra Ordinary Meeting.

- iv) Notwithstanding provisions of the preceding articles and subject to the provisions of the Ordinance as to the power to alter regulations by Special Resolution, at least twenty-one days notice, specifying the place, the day and the hour of the meeting and of the nature of the special business shall be given for any Special Meeting convened to revise, alter or amend the regulations of the Association.

The non-receipt of a notice convening any General Meeting by any member shall not invalidate the proceedings of any such meeting.

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Deputy Director
Directorate General of Trade Ordinance
Ministry of Commerce, Islamabad



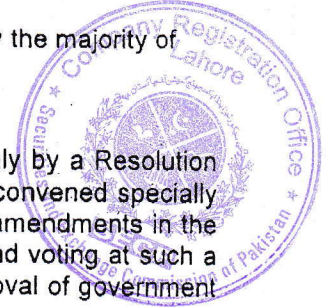
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43. **QUORUM**

- a. In the case of the Executive Committee 6, or 1/3rd members and in the case of the Circle Committee 1/3rd members shall form quorum, which is higher in number.
- b. One fourth members present personally and entitled to vote at the General Body meetings shall constitute a quorum.
- c. If within half an hour appointed for a General Meeting, a quorum of members is not present, the meeting if not convened on the requisition of members, shall stand adjourned to the same day in the following week at the same time and place provided that if it falls on public holiday, the meeting shall take place at the same time and place a week after and if at such adjourned meeting, the quorum of members is not present, the business on the agenda will be transacted by the members present whatever be their number. The meeting convened on requisition of members shall stand dissolved for want of quorum.
- d. Every question referred to a General Meeting shall be decided by the majority of members present and voting at such meeting.

44. **AMENDMENTS IN THE ARTICLES AND MEMORANDUM**

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



45. **FUNDS**

The funds of the Association shall be deposited in a scheduled Bank or Banks.

46. **SEALS**

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

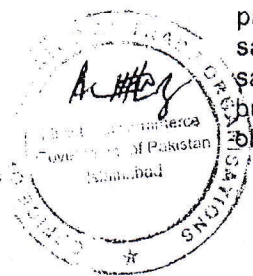
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ASMA KHATTAN
Deputy Director
Directorate of Trade Development
Ministry of Commerce, Islamabad

INCONSISTENCY

Notwithstanding anything contained in these Articles, the provisions of Trade Ordinance and Rules will prevail to resolve any inconsistency.

48. **WINDING UP**

- a. 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 and 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 object similar to the objects of the Association.



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

49. **INDEMNITY**

- a. The Chairman, Senior Vice Chairman, Vice Chairman, Members of Executive Committee, Secretary General or any other officers or servants of the Association shall be indemnified by the Association against all liabilities incurred from time to time by acting in relation to any of the affairs of the Association acting in good faith. It shall be duty of Executive Committee of Association to indemnify all such office bearers, Secretary General, Officers / Servants out of the funds / assets of Association and to pay all costs, losses and expenses and penalties which may occur by such bearers / officers by reason of act done or action taken in their capacity. Such action may include also defending all legal proceedings before any court of law as well. The amount of such indemnity should be given priority over all other claims by the Association.
- b. No Office Bearer / Member of Executive Committee, Secretary General, any officer or servant of the Association shall be liable for the acts, receipts, neglects or default of any other office Bearer or officer or servant or for joining in any receipt of other act or for conformity or for any loss of 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 of for the insufficiency of depreciation or any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous acts of any person with whom any money, securities or effects shall be deposited or for loss sanctioned by an error or judgment, 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 there to unless the same happened through his own dishonesty.

50. **DISPUTES**

Any disputes or differences of opinion in regard to the interpretation or scope of application of these Articles of Association, which cannot be resolved by Association itself, shall be referred to the Regulator, Trade Organizations appointed under the Trade Organizations Act 2013 and Rules 2013 and the ruling given by the Regulator, shall be binding on the Association, its office Bearers and Members.

MEMORANDUM AND ARTICLES OF ASSOCIATION AND BYE-LAWS IF ANY:

- a) Memorandum and articles of Association including but not limited to the organizational structure, and any bye-laws of Association shall be within and in pursuance of provisions of Trade Organizations Rules 2013, Trade Organizations Act 2013, Companies Ordinance 1984 (XLVII of 1984) and public notices issued by Ministry of Commerce and Regulator from Time-to-time.
- b) The Memorandum and Articles of Association shall be kept with records of the Association. Printed copies of the same shall be supplied to all Members on application, No alteration or addition or deletion shall be made therein or there to save and except by a majority of three fourth of the Members of the General Body present at the Annual General Meeting convened by a notice issued at least twenty one days before the holding of the said meeting and in which all the terms of the proposed alterations shall have been clearly set forth.

for
ASMA KHATTAK
Deputy Director
Directorate General of Trade Organizations
Ministry of Commerce, Islamabad.



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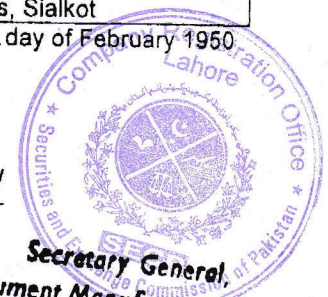
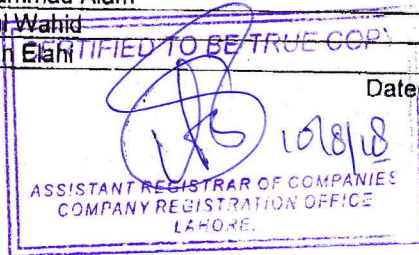
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MEMORANDUM AND ARTICLES OF
The Surgical Instruments Manufacturers Association of Pakistan

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

S. No.	Name of Subscribers	Address
1	Mr. M.I Butt (Chairman)	M/s. The Kashmir Surgical Co, Sialkot
2	Mr. Zahoor Elahi (Vice Chairman)	M/s. Arona & Elahi & Co, Sialkot
3	Mr. M.A. Ghani (General Secretary)	M/s. Union Surgical Co
4	Mr. Ghulam Muhammad Manda (Treasurer)	M/s. Universal Surgical Co
5	Mr. M.B Shah	M/s. London Surgical Works, Sialkot
6	Mr. Rashid Ahmed Butt	M/s. Rashid Turner, Sialkot
7	Mr. Muhammad Sharif	M/s. Metal Surgical Works, Sialkot
8	Mr. Tufail Ahmed	M/s. M.B Surgical Works, Sialkot
9	Mr. Nazir Ahmed	M/s. Golden Surgical Co, Sialkot
10	Mr. Muhammad Alam	M/s. M.A. Solatch & Bros, Sialkot
11	Mr. Abdul Wahid	M/s. A.G. & Co, Sialkot
12	Mr. Ehsan Elahi	M/s. Phillipps & Jons, Sialkot

Dated at Sialkot the..... day of February 1950



Handwritten Signature
Secretary General,
The Surgical Instrument Manufacturers
Association of Pakistan, SIALKOT.



Handwritten Signature
ASMA KHATTAK
Deputy Director
Directorate General of Trade Organizations
Ministry of Commerce, Islamabad.

