

**MEMORANDUM OF ASSOCIATION  
OF  
ALL PAKISTAN  
BEDSHEETS & UPHOLSTERY  
MANUFACTURERS ASSOCIATION**

- I. The name of the Association is “ALL PAKISTAN BEDSHEETS & UPHOLSTERY MANUFACTURERS ASSOCIATION.”
- II. 1. The registered office of the Association will be situated at Multan and the Jurisdiction of the Association shall extend to the whole of Pakistan including AJK/NA/FATA.  
2. The registered office shall also be known as the Head Office of the Association.  
3. The Memorandum of the Association shall be subject to and within the provision of the Trade Organizations Act-2013 read with Trade Organizations Rules, 2013 as well as the provisions of the Companies Ordinance 1984 which shall mutatis mutandis apply to this Memorandum of Association.
- III. The objects for which this Association is formed are the following: -
1. To promote, aid, develop, stimulate encourage and protect the rights and economic interest of the Manufacturers / exporters of cotton Bedsheets, dyed printed and yarn dyed Bedsheet, Throws, Upholstery items i.e Khes, Jainamaz, Napkins, Dusters, Bed Covers, Jazam, Sofa cloth, Purdah cloth, Kitchen Towel, Minor Towel, Yarn dyed & Other Home Textiles and its Fabrics and take necessary action connected to the development thereof.
  2. To organize Bedsheets, Upholstery, Textile Made Ups, Home Textiles and its Fabrics Manufacturing & Exporting Units and endeavor to engage various factories in the area covered by it, by enrolling them as its members.
  3. To unite the members of the Association with a view to consider all questions connected with the trade and imports of raw material, sales, purchase, taxes, quotas, permits and licenses and to promote export, sale of the products manufactured by its members and to bring about a spirit of cooperation among the members of the Association.
  4. To support or oppose legislation or other Governmental measures affecting the Industry trade and exports etc particularly of the members of the Association and to procure change of law and practice affecting the merchandise produced by its members and other matters concerned and to make representations to Government or other bodies for redersal of their grievances, if any.
  5. To render technical, managerial, supervisory and advisory assistance to members, for the global marketing and to issue any type of export document /certificate seeking their counterpart abroad whenever required for the clearing of consignments thereof. To adjust controversies and conciliate the difference of opinion amongst members of the Association as far as possible.
  6. To frame and enforce rules and regulations with the view of regularizing the purchase of different raw materials required and to promote the products produced by the members.

7. To purchase and construct, take on lease or in exchange, hire or otherwise acquire land and buildings and all other properties, movable or immovable, which may be necessary for the purpose of the Association.
8. To sell, improve, manage, develop, mortgage, dispose off or otherwise deal with all or any part of the property of the Association.
9. To borrow or raise funds for purposes of the Association.
10. To subscribe or to become a member and to co-operate with any other Association whether incorporated or not, whose objects are altogether or in part, similar to those of this Association and to procure from and communicate to any such Association or chamber such information as may likely be necessary to forward the cause of this Association.
11. To accept, donations or subscriptions 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 object of the Association.
12. To aid and to receive aid from any other society, Association, Company, Corporation, Firm, Partnership framed or intended to be framed to promote any of the object of the Association, Company, Corporation, Firms, partnership or person with a view to obtaining any advantage or benefit for the purposes of the Association and to subscribe to any fund of society as may be considered deserving from time to time.
13. To subscribe to any local or other charities and to grant donations for any public purposes and to grant provident fund or funds for the servants of the Association or otherwise to assist any such servants, their widows and children etc.
14. To draw, accept, endorse cheques, bills, hundies, notes or other negotiable instruments and to invest or to operate the accounts of the Association with any bank or bankers.
15. To remunerate any person or company for the services rendered or to be rendered in placing or assisting to place or guaranteeing to place any debentures or other securities of this Association.
16. To seek affiliation with the Federation of Pakistan Chambers of Commerce & Industry.
17. To subscribe and become and continue to remain Member of The Federation of Pakistan Chambers of Commerce and Industry and to procure and communicate to any organization of Trade and Industry in Pakistan or obtain such Information as may be conducive to the attainment of the objects of the Association.
18. To file, prosecute, defend or concur, join or aid in filing prosecuting and defending any such actions, suits, applications, appeals or other proceedings as the Association may think proper or which may be conducive to the attainment of the objects of the Association.
19. To pay all costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment or registration of the Association and to conduct of the affairs thereof.
20. To sign, seal, execute and deliver any instruments, deeds, documents and writings whatsoever that may be found to be necessary or expedient in realization of the objects of the Association for the conduct of its affairs.

21. To frame from time to time such rules and bye-laws as the Association may deem fit or proper for all or any of the objects and to comply with all the requirements of the Trade Organizations Act- 2013, as amended from time to time and the Rules and regulations framed or the instructions and directives issued thereunder.
22. To collect and disseminate statistical and other information for promotion of the objects of the association.
23. To arrange and convene conferences, lectures, shows and meetings on the subjects affecting the interests of the members of the Association.
24. To run sections or departments including those relating to exports, imports, statistics, publicity and publications as may be thought necessary or expedient.
25. To provide help and encourage study and training in technical and commercial matters by granting scholarships, awarding stipends or giving other monetary aids to institution through such other ways and means as may be determined from time to time.
26. And generally, to do all that may be necessary to obtain the above or any other objects of the Association, directly or indirectly and to do all such other things as may be conducive to the development of Bedsheets, Upholstery, Textile Made Ups, Home Textiles and Fabrics Industry in Pakistan and export thereof.
27. The income and property of the Association, where so ever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonuses or otherwise, whatsoever, by way of profit to the members of the Association. Provided always that nothing herein shall prevent the payment in good faith, of remunerations to any officers or servants of the Association or to any member thereof or to any other person in return of any services actually rendered to the Association or payment of interest on money borrowed from any member of the Association.
28. The provisions of the Companies Ordinance 1984 shall apply in the event of winding up of this Association. If, upon winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to or 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 and which shall prohibit the distribution of its or their income and profit among its or their members by virtue of clause 27 thereof, such institutions or institution to be determined by the majority of the members of the Association, at or before the time of dissolution or in default thereof by such Judge of the Lahore High Court as may or acquire jurisdiction in the matter.
29. No addition, alteration and amendment shall be made in the regulations contained in the Memorandum and Articles of Association for the time being enforce, unless the same has been approved by the special General Body meeting of the Association and subject to the prior written approval of the Federal Government. Provided that the amendments shall also be made by the Federal Government whenever required in the public interest.
30. The (27) & (29) paragraphs of this Memorandum are conditions on which a license is granted by the Federal Government to the Association in pursuance of Companies Ordinance 1984.

- IV. The Liability of the members is limited, but if any member in contravention of paragraph 27 thereof has acquired any profit or bonus, his liability shall be unlimited.
- V. Every member of the Association 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 afterward, for the payment of the debts and liabilities of the Association contracted before the time at which he ceased to be a member; and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of contributors amongst themselves such amounts as may be required not exceeding the sum of Rs. 10,000/- per ordinary member.

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

Names, addresses and description of the subscribers	Signature of the subscriber	Witness
1. Syed Mohammad Qasim S/o Syed Ghulam Nasir C/o Artex Limited, Khanewal Road, Multan. (Pakistani) Director Artex Ltd.		
2. Dur Muhammad Khan S/o Gul Mohammad Khan C/o Gultex Limited, Vehari Road, Multan. (Pakistani) M.D. Gultex Ltd.		
3. Zahoor-ud-Din Qureshi S/o Mian Rahim Bux C/o Nadeemetx, Awanpura Multan. (Pakistani) M. Partner Nadeemetx.		
4. Muhammad Iqbal S/o Wali Mohammad Wajid C/o Mazdoortex, Lakarmandi, Multan. (Pakistani) M. Partner Mazdoortex.		
5. Abid Islam S/o Mohammad Hafeez C/o Shahid Fabrics, Shershah Colony, Karachi. (Pakistani) M. Partner Shahid Fabrics.		
6. Muhammad Abdullah S/o Ghulam Haider C/o Abdullahtex, Sumandri Road, Faisalabad. (Pakistani) Partner Abdullahtex.		
7. Muhammad Muzammil S/o Muhammad Yasin C/o Moonlight Silk Factory, Manghoopir Road, Karachi. (Pakistani) M. Partner Moonlight Silk Factory.		
8. Zulfiqar Ahmad S/o Lala Muhammad Hussain C/o Zulfiqartex, Hafizabad Road, Gujranwala. (Pakistani) Proprietor Zulfiqartex.		
9. Amir Hussain Shah S/o Syed Hassan C/o Venustex, Samanabad, Faisalabad. (Pakistani) Partner Venustex.		
10. Saeed Ahmad Javaid S/o Ali Ahmad Haji C/o Alitex, Lakarmandi, Multan. (Pakistani) Proprietor 1) Alite 2) Saeed Duree Store.		

**ARTICLES OF ASSOCIATION  
OF  
ALL PAKISTAN  
BEDSHEETS & UPHOLSTERY  
MANUFACTURERS ASSOCIATION**

1. a) Subject to as hereinafter provided the regulations contained in table "A" in the first schedule of the Companies Ordinance 1984, shall apply to the Association so far as those are made applicable to the Associations under that Ordinance.
- b) PRELIMINARY: In these Articles unless there be something in the subject or context inconsistent therewith:
- i) "The Association" means the All Pakistan Bedsheets & Upholstery Manufacturers Association.
  - ii) "Units" means firms & Factories manufacturing/exporting Cotton Bedsheets, dyed printed and yarn dyed Bedsheet, Throws, Upholstery items i.e Khes, Jainamaz, Napkins, Dusters, Bedcovers, Jazam, Sofa Cloth, Purdah Cloth, Kitchen Towels, Minor Towels, Yarn dyed & other Home Textiles and its Fabrics and take necessary action connected to the development thereof.
  - iii) "Articles" Means the Articles of this Association which shall be within the provisions of Trade Organizations Act-2013 and the Rules etc. framed thereunder.
  - iv) "Office-bearers" means the Chairman, Vice Chairmen of the Association.
  - v) "Member" means a firm and includes a proprietorship, an association of persons, a partnership, a company or a multinational corporation, engaged in trade, industry or service of Bedsheets & Upholstery Manufacturing.
  - vi) "The Committee" means the Executive Committee / Regional Committees of the Association elected under this Article & Committees formed by the Executive Committee to run the affairs of their respective fields.
  - vii) "General Body" means all members of this Association.
  - viii) "Northern Zone/Region" means the province of Punjab, North Western Frontier Province, Islamabad Capital Territory;
  - ix) "Southern Zone/Region" means the province of Sindh and Baluchistan;
  - x) "General Meeting" means the General Body Meeting of the Association duly convened.
  - xi) "Committee Meeting" means a meeting of the Executive Committee, Regional Committees and other standing Committees etc. duly convened.
  - xii) "The Bye-Laws" means the Bye-Laws of the Association, if any, for the time being enforce.
  - xiii) "The Chairman" means the Chairman of the Association.
  - xiv) "The Senior Vice Chairman" means the Senior Vice Chairmen of the Association.
  - xv) "The Vice Chairman means" the Vice Chairman of the Association.

- xvi) "The Secretary General" means an individual professional full time paid employee of the Association who shall be in-charge of the secretariat of the Association and responsible for day to day operations of the Association and in his capacity as such shall be the custodian of all record pertaining to the Association;
- xvii) "Ordinary Resolution" means any resolution passed at any Ordinary General meeting by a simple majority of votes present or if a poll is demanded, by a simple majority of the votes given thereat.
- xviii) Extra Ordinary and special resolution shall have the meaning as assigned to them in the Companies Ordinance, 1984.
- xix) "Office" means the registered office for the time being of the Association situated at Multan.
- xx) "Corporate Member" means a member of the Association which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs.50 million or above.
- xxi) "Associate Member" means a member of the Association which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs.50 million or above.
- xxii) "Seal" means the seal of the Association.
- xxiii) "Act" means the Trade Organizations Act-2013.

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

3. **Offices:** The registered Head Office of the Association shall be at Multan and the business of the Association shall be carried on from this place. Besides Head Office there shall be two Regional/Zonal Offices of the Association known as Northern and Southern Zone/Region.

4. **MEMBERSHIP OF ASSOCIATION**

Every application for the membership of the association shall be made on a prescribed form by the association and shall be presented to the Secretary General along with first year subscription and admission fee. The application so received shall be placed before the next meeting of or circulated among the Committee which may accept or reject the same.

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 fee paid shall be refunded.

The applicant shall, however, have the right to approach to Regulator whose decision shall be final in this regard.

5. **ELIGIBILITY OF MEMBERSHIP**

Any business concern shall be eligible for grant or renewal of membership of association if such business concern meets the following conditions namely:-

- (i) The prospective member is a sole proprietorship or a partnership firm or an association of persons or a company holding a valid National Tax Number and Sales Tax Registration, if applicable, in the name of the business concern;
- (ii) The prospective members' business fits within the defined business scope or area of jurisdiction of association as provided in the approved Memorandum and Articles of association and under the license granted by the Federal Government.
- (iii) The application for grant of membership has been proposed and seconded by the existing members of the Association;
- (iv) The prospective member has no criminal conviction; and
- (v) The prospective member has a valid national tax number and sales tax registration, if applicable.

6. **TERM 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.

7. **RENEWAL OF MEMBERSHIP**

The membership shall be renewable on annual basis subject to fulfillment of following conditions namely:-

- (a) Payment of prescribed annual subscription within time stipulated in the Memorandum and Articles which shall not be later than the 31<sup>st</sup> of March; and
- (b) Proof of filing return of Income Tax and Sales-Tax, if applicable, for the preceding year.
- (c) The Regulator, if satisfied that the renewal of membership of an eligible member has been delayed or refused, upon a complaint filed by the aggrieved member, may direct the association to renew the membership of the applicant.
- (d) The prospective members of Association who are exempt from payment of income tax or Sales Tax or if their income falls below the taxable limit, membership will be allowed on production of exemption certificate or copy of tax coupons etc. in lieu of filing of return of income statements etc.

8. There shall be two classes of membership of the Association.

- (a) **Corporate Member:** A member of the Association which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turnover of Rs.50 million or above shall be called "Corporate Member"; and
- (b) **Associate Member:** A member of the Association which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turnover of Rs.50 million or above shall be called "Associate member."

**9. CANCELLATION OF MEMBERSHIP**

- (a) Membership may be cancelled or such membership be disqualified, in addition to the grounds provided under the Association's Memorandum and Articles of association, if the member breaches any provision of Trade Organizations Act-2013 or the Rules framed thereunder.
- (b) He fails to pay annual subscription by due dates.
- (c) He is convicted by a court of Law.
- (d) He is adjudged by a competent court of law to be of unsound mind.
- (e) Any member who will by any means cease to be a member shall nevertheless remain liable for and shall pay to the Association all money which at the time of such cessation of membership may be due from such member of the Association.

**10. EXPULSION OF MEMBERS**

The Association reserves to itself the right of expelling a member or members whose conduct is either in contravention of the rules of the Association or is detrimental to its credit or is in any way injurious to its prestige, welfare or if for any other good and sufficient reason, it is considered desirable to expel him from membership of the Association.

Provided that no member shall be expelled unless he has been given an opportunity of explaining his position in writing and or in person and the Executive Committee having considered the explanation, if any, passes a resolution expelling from the membership by majority of members present at a meeting specially convened for the purpose. Provided further that the number of members present at such a meeting shall not be less than two-third of the total strength of the Executive Committee, this also applies to the Members of the Executive Committee.

**11. MEMBERSHIP FEE**

- (a) The membership fee for both "Corporate" and "Associate" member will be Rs.100/- per power loom, subject to a minimum of Rs.1000/- for manufacturing concern and Rs. 5000/- for exporters annually. The admission fee shall be Rs.500/- for manufacturers and Rs.1000/- for exporters payable by every one at the time of admission. When necessary the membership fee chargeable from each class shall be changed by Executive Committee subject to approval of the General Body and Director General Trade Organizations or Federal Govt. as the case may be.
- (b) In addition to the annual membership fee, funds shall be raised from time to time if and when any necessity arises and the same shall be contributed in such amounts as the Executive Committee may deem fit and expedient.
- (c) No member of the Association shall be entitled to become a member of any other association with similar objects without due sanction of the Executive Committee. Any contravention of the above provision shall render the member liable to disciplinary action including expulsion forthwith.  
Subscription once paid shall not be refundable.



## **12. PRIVILEGES OF MEMBERSHIP**

Every member of the Association shall be entitled:

- (1) To take part in the elections and cast vote to elect office bearers of the Association as per rules and regulations in force.
- (2) To take advantage of the information and record available with the Association under such limitation as the Executive Committee may prescribe.
- (3) To obtain a copy of the annual report and statement of accounts of the Association.
- (4) 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.
- (5) 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.
- (6) To participate in the General Meeting of the Association.
- (7) To stand or propose or second members for election to the Executive committee of the Association.
- (8) To stand for election as a representative of the Association on any non political public or private body.
- (9) To seek assistance of the Association for securing all reasonable facilities for the development of his field.
- (10) To inspect or examine books of accounts and other documents, registers or records of the Association subject to any rules, conditions or limitation that may be laid down in this behalf under the relevant law or by the Committee or by a resolution of the Association in a General Meeting.
- (11) To be entitled to such other privileges as may be specified by the Executive Committee from time to time.

## **13. DUTIES AND OBLIGATIONS OF MEMBERS**

Every member shall have the following duties and obligations:

- (i) To make every effort to carry out the aims and objectives of the Association as set forth in the Memorandum of Association.
- (ii) 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.
- (iii) Submit as far as possible all complaints, appeals, etc. in writing to the Secretary General.
- (iv) 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.
- (v) To pay the Membership fee of the Association regularly.
- (vi) To accept and abide by the decision of the Executive Committee provided the decisions are not inconsistent with the provisions of the Memorandum and the Articles of Association or the Trade Ordinance, or any rules, regulations, instructions or directions issued thereunder.
- (vii) To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objects of the Association.

- (viii) To take part in the deliberations of the meetings of the Association which he is entitled to attend and to abide by the Rules framed for the conduct of the business of the meetings from time to time. The proceedings of the meetings of Executive Committee shall be 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;

**14. ADMINISTRATION MANAGEMENT / ELECTIONS AND OFFICE BEARERS:**

- (i) The administration and management to run the affairs of the Association shall be vested in the Central Executive Committee.
- (ii) The elections shall be held on annual basis between 1<sup>st</sup> of July to 30<sup>th</sup> Sep. of the year.
- (iii) The Association shall comprise a Chairman, Senior Vice Chairman Vice Chairman, an Executive Committee and a General Body.
- (iv) All Members of association shall constitute its General Body.
- (v) The General body constituted under sub Rule (3) of Rule 21 of T.O Act-2013, in addition to the function and responsibilities assigned to it in the Memorandum and Articles of association of the association shall subject to the provisions of T.O.Act-2013 and General Body shall serve as the electoral college for members of the Executive Committee, except for the seats reserved for women for which the electoral college shall be Executive Committee.
- (vi) Executive Committee of the association shall comprise persons elected by the General Body from amongst its members, subject to the following namely;
- a) At least fifty percent of the members of the executive committee shall be from the corporate class.
- b) The electoral college for each class of members of Executive Committee shall be the member of General Body from the respective class.
- c) The immediate past Chairman of Association shall be an ex-officio member of the Executive Committee without voting right.
- d) In addition to the members of Executive Committee elected, there shall be two seats of the Executive Committee reserved for Women entrepreneurs for which the Electoral college shall be the Executive Committee.
- e) If any seat reserved for any of stipulated category 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.
- f) Where the General Body comprises at least fifty percent members from associate class, there shall be rotation of office of Chairman between the Associate and Corporate members.
- g) Where there is rotation of office of Chairman under sub Rule (9) of Rule 21 above the Chairman and Senior Vice Chairman provided in sub Rule (7) of Rule 11 of T.O Act-2013 shall not be from the same class of

members.

Provided that the Senior Vice Chairman shall be from the class of member other than that of chairman.

- h) The Office Bearers of the association shall be elected by the Executive Committee from amongst its members.
- i) The tenure of all elected Office Bearers shall be one year.
- j) The tenure of the members of Executive Committee shall be two years subject to the following;
  - (a) Fifty percent members of the Executive Committee shall retire every year from each class.
- (vii) After the first election of the Executive Committee a draw shall be made to determine the fifty percent members who shall retire after expiry of first year and draw shall be made in the first meeting convened to elect the Office Bearers.
- (viii) The tenure of elected Office Bearers shall be one year.
- (ix) On completion of the term the Office Bearers and Members of Executive Committee shall not be eligible to contest election or co option in any representative capacity in the association for the next one year.

**15. THE ADMINISTRATION OF THE ASSOCIATION SHALL BE COMPRISED OF THE FOLLOWING OFFICE BEARERS AND MEMBERS EXECUTIVE COMMITTEE**

i) Chairman	1
ii) Senior Vice Chairmen	1
iii) Vice Chairman	1
iv) Members	10
v) Women Members	2

**16. THE ASSOCIATION SHALL COMPRISE OF THE FOLLOWING ZONES/REGIONS**

- (a) Northern Zone/Region situated at Multan and comprising of Islamabad Capital Territory, Punjab & KPK provinces with:-
- (b) Southern Zone/Region situated at Karachi, comprising Sindh and Baluchistan provinces.

17. Establishment of Zones/Regions is keeping in view the concentration of members in each of the above Zones/Regions (Reference sub Rule (1) (N) of Rule 6).

18. The above 13 members of the Executive Committee shall elect the 2 women members of the Central Executive Committee.

19. The members elected from the above two Zones/Regions and women members shall then form the Central Executive Committee as well as Regional/Zonal Executive Committees.

20. (a) There shall be at least 50% of the members of Central Executive Committee as well as Regional Committees from Corporate members.

- (b) If the Associate members are less than 50% of the total strength of association members, their strength in the Executive Committee shall be determined proportionate to their membership, at the time of elections.

21. **The above Executive Committee members shall then elect:-**  
Central Chairman Senior Vice Chairman and Vice Chairman,
22. The Association shall comprise a Chairman, Senior Vice Chairman, Vice Chairman, a Central Executive Committee, and a General Body.
23. Members of Association eligible to vote shall serve as the Electoral College for the election of the Executive Committee.
24. If any seat reserved for any category of members remains vacant it shall not be filled with members from other categories.
25. The Chairman, Senior Vice Chairman and the Vice Chairman shall not be from the same class of members.
26. The Chairman, Senior Vice Chairman & the Vice Chairman shall not be from the same Zone/Region.
27. The office of the Chairman shall also rotate between Northern and Southern Zones/Regions as under:
- |    |                       |                                 |
|----|-----------------------|---------------------------------|
| a) | Northern Zone/Region- | 2 consecutive terms.            |
| b) | Southern Zone/Region- | 3 <sup>rd</sup> term and so on. |
28. **DUTIES AND PRIVILEGES OF THE OFFICE BEARERS**  
The following shall be duties of the Office Bearers.
- a) **CHAIRMAN**
- i) To preside over the meetings of the Central Executive Committee and or meetings of the General Body.
  - ii) To control and maintain decorum and discipline at the meetings.
  - iii) To look after and supervise the working and activities of the Association.
  - iv) To use his casting vote in case of equality of votes.
  - v) To give precedence to any item of the agenda and to give rulings on points that may be raised in the meetings.
  - vi) To direct the Secretary General to call Ordinary, Special or Extra-ordinary meetings of the General Body and meetings of Committees.
  - vii) To countersign cheques issued by the Secretary General.
  - viii) To incur expenditure to the extent of Rs.10,000/- (Ten thousands only).
  - ix) To adjourn or disperse an unruly and undisciplined meeting / meetings.
  - x) To lead delegations and deputations.
- b) **SENIOR VICE- CHAIRMAN**  
In the absence of the Chairman, the Senior Vice Chairman shall exercise all such powers and rights as are vested in the Chairman.
- c) **VICE CHAIRMAN**  
In absence of Chairman & Senior Vice Chairman shall exercise all such powers and rights as are vested in the Chairman.
- d) **APPOINTMENT OF SECRETARY GENERAL AND DUTIES**
- (1) The Association shall appoint a Secretary General through Human Resources Committee formed under and consisting of 3 members of the Executive Committee.
  - (2) The Secretary General shall be in charge of the secretariat of the Association.

The Association shall frame the rules and regulations for hiring and service rules for Secretary General and other staff.

- (3) The termination of services of the Secretary General shall be through a resolution of the Executive Committee.
- (4) Any management employees who shall report directly to the Secretary General alone shall be appointed jointly by the Secretary General and the Human Resources Committee.
- (5) Any other staff or professional management shall be appointed through a process to be defined in the Association's human resources policy.
- (6) The Secretary General who shall be a regularly paid whole time employee of the Association, shall subject to the supervision, control and orders of the Executive Committee perform the following duties:-
  - i) To carry on and have charge of all correspondence of the Association.
  - ii) To have charge of all papers and documents, properties, movable and immovable, belonging to the Association.
  - iii) To issue and give notice of all meetings of the Association its Executive Committee and various other Committees.
  - iv) On receipt of the requisition duly signed by the at least 1/3 of total number of members of the Association, the Secretary General shall call an Extra Ordinary General meeting of the General Body to dispose off the business mentioned in the said requisitions, within 15 days of the receipt of requisition by the Secretary General.
  - v) To keep and maintain accurate minutes of all meetings of the Association, its Executive Committee and its various Committees and to get the signatures of the Chairman or the Chairman of the Committee concerned thereon.
  - vi) To prepare annual report of the Association in consultation with the Executive Committee as well as the reports of all Committees of the Association.
  - vii) To circulate among Office Bearers of the Executive Committee the minutes of its meetings and proceedings of various Committees and amongst members of the Association, the annual report, notices and other information intended for circulation.
  - viii) To circulate removal, expulsion or resignation of any person, firm or company as a member of the association.
  - ix) To notify all members of the impending elections.
  - x) To represent the Association for all purposes whenever occasion arises before Court of Justice in any suit or proceedings instituted by or against the Association provided that he shall not be competent to compromise any suit or proceeding without the sanction of the Executive Committee.
  - xi) To collect all dues from the members of the Association and grant receipt thereof.
  - xii) To keep and maintain or cause to be kept and maintained accurate accounts of the Association and the funds connected with or any way controlled by it.

- xiii) The Signatures of the Secretary General shall be mandatory for the operation of all the single or jointly operated bank accounts of the Association.
- xiv) To ensure all payments on behalf of the Association are in conformity with the decisions of the Central Executive Committee and keep an imp rest account of Rs.5000/- (Five thousand only) for day to day expenses.
- xv) To do and perform all acts and deeds that he may expressly be required to do by the Executive Committee and generally all such deeds as are incidental to his office.

**29. ELIGIBILITY TO VOTE**

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

- i) The member has completed two years of valid membership of the Association as on the date of announcement of election schedule by the Executive Committee of the Association; and provided that old Members shall be eligible to vote on completion of one year of their enrolment and payment of all dues.
- ii) The member has been fulfilling the conditions of membership and renewal thereof, of the association under Rule-11 (a to e) of T.O Rule 2013.
- iii) Every member eligible to vote shall deposit with the Secretary General, the specimen signatures card alongwith photographs indicating 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 as the case may be a multinational corporation.
- iv) The proprietor, partner or director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or a multi-national company shall be entitled to cast vote at the time of elections only if name of such person has already been registered with the Secretary General and his name appears on the list of voters.

**30. ANNOUNCEMENT OF ELECTION SCHEDULE**

- (1) The election schedule of the Association inclusive of its Regional/Zonal Committees shall be approved by the Executive Committee of the Association and issued by the Secretary General in the first half of July each year.
- (2) Within two days of its approval by the Executive Committee, the election schedule shall be:
  - (i) Displayed at the notice board of the Head office and all Zonal / Branch / Regional Offices of the Association; and
  - (ii) Displayed at the website of the Association.
  - (iii) Submitted to Regulator.

**31. APPOINTMENT OF ELECTION COMMISSION**

Simultaneously with the approval of the election schedule the Executive Committee shall appoint an election commission subject to the following conditions:

- i) The commission comprises three members;
- ii) The members so appointed have submitted their consent in writing to their appointment as such;
- iii) The members of the commission, so appointed, have not held any office of the Association for the preceding two years.
- iv) The member of the commission shall not be entitled to become a candidate in the election, he is conducting;
- v) The members of the commission shall be independent, impartial and non-partisan; and
- vi) The members of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

**32. 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:

- i) Appointment of polling staff;
- ii) Ensuring display of the tentative voters' list by the Secretary General for the purpose of inviting objections, as provided in sub Rule (3) of Rule 18.
- iii) Examination of and decision on the objections received on the voters list as provided in sub Rule(6) of Rule 18 and.
- iv) Supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful fair and transparent manner in accordance with the provisions of the Memorandum and Articles of association and instructions of the Federal Government or the Regulator in this regard; and
- v) Counting of votes and announcement of results.

**33. ELECTION PROCEDURE**

(1) The election of the Association shall be conducted according to the procedure laid down in the respective Articles of association subject to the followings:-

- (i) The election of the Executive Committee and Office Bearers shall be held by secret ballot.
- (ii) Neither postal ballot nor proxy shall be allowed; and
- (iii) The polling shall be held simultaneously at the Head Office, Regional/ Zonal Offices or where the number of voters exceeds Fifty at the branch offices of the Association:

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 alongwith necessary proof of eligibility.

- (3) The Secretary General of the association shall display within seven days of the announcement of election schedule the provisional list of all members eligible to vote alongwith 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, Regional/Zonal and Branch Offices, and;
  - (b) The website of the Association.
- (4) The members who have any objection to the entries in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the voters list.
- (5) The Secretary General 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 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 with stipulated time period in Rules any person aggrieved by the decision of the commission may appeal to the Regulator who shall decide the case 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:
- (i) Displayed at the notice board of the Head Office and Regional/Zonal Offices, etc and;
  - (ii) Displayed at the website of the Association, and
  - (iii) submitted to the Regulator.
- Provided that, if no appeal has been filed to the Regulator, the final list of voters shall be displayed within fifteen days of the decision of the election commission under Sub Rule (6) above.
- (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/her nomination duly proposed and seconded by duly registered voters and signed by the candidate to the Secretary General on the prescribed form in accordance with the Articles of Association or Rules of the Association.
- (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 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 the decision of the commission or in case the commission fails to decide within the stipulated time provided in the Rules, any candidate aggrieved by the decision of the 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 commission shall issue the final list of candidates:

Provided that if no appeal has been filed to the Regulator, the final list of candidates shall be issued within eleven days of the decision of the Election Commission under the Rules.
- (15) Within five days of display of final list of candidates, the polling for election of the Executive Committee shall be held.
- (16) Within two days of the polling as provided in Sub Rule 15, any person elected as member of the Executive Committee, send his nomination for election as an Office Bearer duly proposed and seconded by the elected Executive Committee members 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 twenty four hours of the last date of receipt of nomination papers.
- (18) Within two days of display of final list of candidates the polling for election of Office Bearers shall be held.
- (19) The final result of the election of members of Executive Committee and Office Bearers shall be officially announced at the Annual General meeting of the association called for this purpose within fifteen days of the date of polling under the preceding clause but not later than the 30<sup>th</sup> Sep of the year.
- (20) The final election results announced in the Annual General Meeting shall be:
  - (i) Displayed at the notice board of the Head Office and Regional/Zonal Offices of the Association within two days;
  - (ii) Displayed at the website of the Association within two days; and
  - (iii) submitted to the Regulator within seven days.
  - (iv) The Chairman, Senior Vice Chairman and Vice Chairman of Association shall be eligible to seek re-election for the office of Chairman after a minimum gap of one year.

#### **34. CONDUCT OF ELECTIONS**

- (1) The ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in the presence of Polling Agents of the candidates and the Polling Officer before the issuance of ballot papers to the voter.
- (2) It shall be the duty of the polling officer to verify the identity of the voter. The only acceptable forms of identification shall be the Computerized National Identity Card, the original identity card issued by the Association, the Passport and the driving license. The Polling Officer shall enter the number of identification document on the counterfoil.

- (3) After comparing the signatures and photographs with the specimen signatures 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 Association duly authorized by the commission in this behalf and shall also be signed by the Polling Officer at the time when it is issued.
- (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 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 if any 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 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) 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 polling and with the approval of the Regulator.

**35. MEETINGS:**

The meeting of Central Executive Committee shall be held once a month but in case of emergencies, it may be called and convened at 24 hours notice.

- (a) The Central Executive Committee shall meet at such time as it may deem advisable and may make such regulations, as it thinks proper. The Secretary General shall act under the instructions of the Chairman or conveners of the Committees, as the case may be, as to the summoning or holding of meetings of the Executive Committee, Standing Committees and sub-committees and for the transaction of business as per agenda at such meetings. The record of the proceedings of all the meetings shall be kept in Minutes Book which shall be

open to inspection of the members of the Association subject to such regulations as the Executive Committee may make, from time to time and as deemed expedient.

- (b) 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 members of the Executive Committee vote for a change and the agenda containing the proposal was duly circulated by the Secretary General to all members of the Executive Committee at last 7 days before the date of meeting.
- (c) On a signed requisition by at least one-third of the total number of the members of the Central Executive Committee, specifying the purpose, a special meeting of the Central Executive Committee shall be convened by the Secretary General within 7 days of the receipt of such a requisition.
- (d) In special circumstances, the Secretary General, with the concurrence of the Chairman, may call a meeting of the Central Executive Committee at such short notice as he thinks necessary,
- (e) The above regulations shall also apply in case of Zonal/Regional Executive Committees & in that case the powers shall be exercised by the Zonal/Regional Chairmen/Secretaries.

**36. GENERAL MEETING**

- (a) The Annual General Meeting of the General Body shall be held once in a year within a period of 4 months following the close of its financial year on a date fixed by the Central Executive Committee.
- (b) A notice of at least 21 days is essential for convening the Annual General Meeting of the General Body and 21 days for Extra Ordinary or Special General Meeting of the General Body.
- (c) Every resolution submitted to a General meeting of the General Body, whether ordinary or special, shall be decided by ballot or by show of hands as the members present may decide. Unless there be any thing contrary to these Articles such resolutions shall be passed by a simple majority of votes. In the case of equality of votes, the Chairman shall have a casting vote, in addition to his one vote.
- (d) The meetings of the General body of the Association other than the Annual General meetings shall be called extraordinary or special General Meetings and shall be held at such time and place as the committee may deem convenient for the disposal of the business of Association.
- (e) The Secretary General shall upon requisition in writing at least 1/3<sup>rd</sup> members convene and extraordinary General Meeting and such meeting shall be called within thirty days from the date of receipt of the requisition and a notice of such meeting signed by the Secretary General or in his absence by an official of the association duly authorized to perform duties of the Secretary General shall be circulated amongst all the members for their information at least clear 21 days before the date fixed for the meeting.

- (f) If the Secretary General does not proceed within thirty days from the date of the requisition so made regarding General Meeting to be called, the requisitionists or a majority of them may themselves call a meeting within two months from the date of requisition. Every such meeting called by the requisitionists shall be called in the same manner, in which the meetings are to be called by the Secretary General.
- (g) At the Annual General Meeting of the General Body the following matters must be placed in preference to all other work.
  - i) Confirmation of the minutes of the last General Meeting,
  - ii) Consideration and Confirmation of the Annual Report of the retiring Central Executive Committee,
  - iii) Adoption of the audited statements of accounts of the Association,
  - iv) Appointment of the Auditors for the year,
  - v) Confirmation of election of members of the Central Executive Committee and Chairman, Vice Chairmen and Regional Chairmen etc.
  - vi) Transaction of other business as may be on the agenda or any other business with the permission of the Chair.
  - vii) A notice of at least 7 days is necessary for any matter that a member desires to be considered at any meeting of the General Body.

**37. QUORUM OF MEETINGS**

- (a) In a meeting of the General Body one-third of the members must be present and in the meeting of the Executive Committee, two-third of the members of the Executive Committee must be present.
- (b) If within half an hour from the time appointed for an Extra-Ordinary General Meeting or special General Meeting the quorum is not formed, the meeting, if convened upon requisition, shall be dissolved, but in any other case it will stand adjourned to same day in the next week at the same time and place and no quorum shall be necessary to transact business on the agenda of such adjourned meeting.
- (c) Every member of the Executive Committee/Regional/Zonal Committees shall be required to attend regularly each Meeting of the Executive Committee. If any member fails to attend three consecutive Meetings of the Executive Committee/Regional/Zonal Committee in spite of written notices and intimation, he shall not be considered to be a member of the Committee any more.
- (d) Every Committee shall proceed according to its agenda and other important items may be discussed with the permission of the Chair. The decision of the General Body shall be binding and final for all intents and purposes and every member shall be required to obey and carryout the decision. Any member acting contrary to such decision shall be taken to task which may include expulsion from membership of the Association.
- (e) Both in the meetings of the General Body or the Central Executive/Regional Committee, no member shall be permitted without previous permission of the Chairman either to speak or to give any speech.

**38. REGISTER OF MEMBERS**

A register containing the names and addresses of all the members of the Association shall be kept at the registered office of the Association. The Regional/Zonal Offices shall keep register of members of the Association within their respective jurisdiction. All changes in the addresses of the members should immediately be communicated in writing to the Regional/Zonal Secretary as well as the Secretary General.

**39. WEBSITE**

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

- (1) Up-to-date list of Office Bearers with contact details, Executive Committee Members, staff/management and members of the General Body;
- (2) Memorandum and Articles of association as well as bye-laws, if any;
- (3) Plan of Activities.
- (4) Schedule of Executive Committee meetings and minutes of such meetings
- (5) Schedule of elections, voters' list and election results during the election period.

**40. PROFESSIONAL DEVELOPMENT**

- (a) The Office-Bearers of the Association shall always follow best practices including undertaking continuing professional development in order to meet the requirements of their respective office and in view of the provisions of the Trade Organizations Act- 2013, the Trade Organizations Rules 2013 and as reflected under the Memorandum and Articles of association.
- (b) The Association shall prepare a three year plan of activities which shall be approved by the Executive Committee following distribution amongst its members and cover among other matters the proposed future activities, finances and outcome of such activities intended by the Association during the said three year period.
- (c) The Association shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of the Association to include but not be limited to minutes of meetings and the Association's plan of activities.

**41. INDEMNITY:**

- (a) Every Chairman, Vice Chairmen, Regional Chairmen, Members of the Executive Committee, Secretary General and other Officers or servants of the Association shall be indemnified by the Association against and it shall be duty of the Executive Committee to pay out of the funds of the Association, all costs, losses and the expenses which such person may incur or become liable to, by reason of any contract entered into, or act or things done by them as such persons acting in good faith in the discharge of their duties including traveling expenses and the amount for such indemnity shall immediately be a charge on the property of the Association and have priority as between the members over all other claims.
- b) No Chairman, Vice-Chairmen, Regional Chairmen, Members of the Executive Committee, Secretary General or any other Officer of the Association shall be liable for the acts, receipts, or default of any other member of the Executive Committee,

or Officers or for joining in any receipt or other act or 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 or deficiency of any security in or upon which any of the money of the Association shall be invested or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person with whom any money, securities or deeds shall be entrusted or deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damages or misfortunes whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happened through his own dishonesty.

**42. ACCOUNTS**

- (a) Accounting year of the Association will be closed on 30<sup>th</sup> June each year and its financial statement duly audited by a Chartered Accountant alongwith a List of members as on 30<sup>th</sup> September shall be furnished by association to the Director General Trade Organization on or before the 30th day of December every year.
- (b) True account shall be kept of the sum of money received and spent by the Association and the matter in respect of which receipt and expenditure take place. Once at least every year the accounts of the Association shall be examined and correctness of the Balance Sheet ascertained by an Auditor.
- (c) True account shall be kept of the sum money received and spent by the association and the matter in respect of which receipt and expenditure take place. Once at least every year the accounts of the Association shall be examined and correctness of the Balance sheets ascertained by an auditor.

**43. AMENDMENTS IN THE MEMORANDUM OR THE ARTICLES OF THE ASSOCIATION**

Amendments in the Memorandum or the Articles of the Association can be effected only at a Special or Extraordinary Meeting of the General Body convened specially for this purpose in accordance with these Articles. Proposals for the amendments shall be passed by two third majority of members present and voting at such a meeting. Provided that, all amendments shall be subject to the approval of the Federal Government. Provided further that amendments in the memorandum and articles of Association may be made by the Federal Government as and when deemed necessary in public interest through a notification.

**44. WINDING UP**

The provisions of the Companies Ordinance, 1984 shall apply in the event of winding up of the Association.

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

Names, addresses and description of the subscribers	Signature of the subscriber	Witness
1. Syed Mohammad Qasim S/o Syed Ghulam Nasir C/o Artex Limited, Khanewal Road, Multan. (Pakistani) Director Artex Ltd.		
2. Dur Muhammad Khan S/o Gul Mohammad Khan C/o Gultex Limited, Vehari Road, Multan. (Pakistani) M.D. Gultex Ltd.		
3. Zahoor-ud-Din Qureshi S/o Mian Rahim Bux C/o Nadeemtex, Awanpura Multan. (Pakistani) M. Partner Nadeemtex.		
4. Muhammad Iqbal S/o Wali Mohammad Wajid C/o Mazdoortex, Lakarmandi, Multan. (Pakistani) M. Partner Mazdoortex.		
5. Abid Islam S/o Mohammad Hafeez C/o Shahid Fabrics, Shershah Colony, Karachi. (Pakistani) M. Partner Shahid Fabrics.		
6. Muhammad Abdullah S/o Ghulam Haider C/o Abdullahtex, Sumandri Road, Faisalabad. (Pakistani) Partner Abdullahtex.		
7. Muhammad Muzammil S/o Muhammad Yasin C/o Moonlight Silk Factory, Manghoopir Road, Karachi. (Pakistani) M. Partner Moonlight Silk Factory.		
8. Zulfiqar Ahmad S/o Lala Muhammad Hussain C/o Zulfiqartex, Hafizabad Road, Gujranwala. (Pakistani) Proprietor Zulfiqartex.		
9. Amir Hussain Shah S/o Syed Hassan C/o Venustex, Samanabad, Faisalabad. (Pakistani) Partner Venustex.		
10. Saeed Ahmad Javaid S/o Ali Ahmad Haji C/o Alitex, Lakarmandi, Multan. (Pakistani) Proprietor 1) Alitex 2) Saeed Duree Store.		