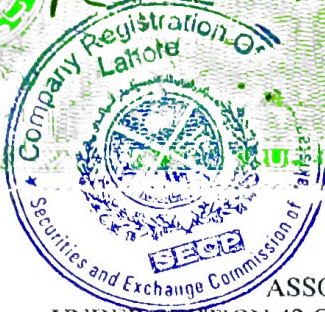


RESUMEA



Directorate General of
Trade Organizations
Ministry of Commerce
Government of Pakistan
Islamabad

(REVISED)

ASSOCIATION SET UP
UNDER SECTION 42 OF THE COMPANIES ORDINANCE 1984

MEMORANDUM OF ASSOCIATIONS

OF THE
PAKISTAN CUTLERY & STAINLESS UTENSILS MANUFACTURERS
& EXPORTERS ASSOCIATION, 50/1, G.T. ROAD, Opp, Govt. Degree College for Women
WAZIRABAD

TEL # 055-6602825 FAX # 055-6600740,

Email: pakcutler@hotmail.com

NAME

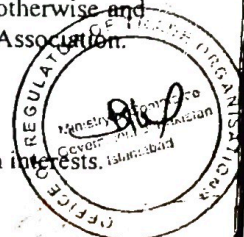
- 1). The name of the Association shall be "PAKISTAN CUTLERY & STAINLESS UTENSILS MANUFACTURERS & EXPORTERS ASSOCIATION", hereinafter called the Association.

REGISTERED OFFICE

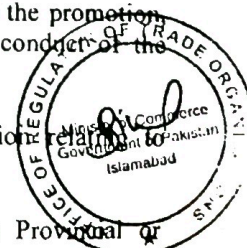
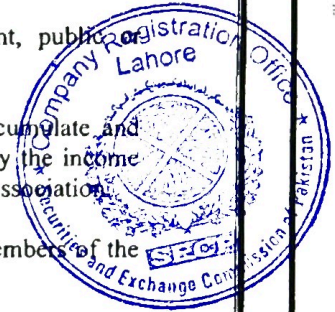
- 2). The Registered Office of the Association be situated in the Province of PUNJAB, AT G.T. ROAD WAZIRABAD.

AIMS AND OBJECTIVES

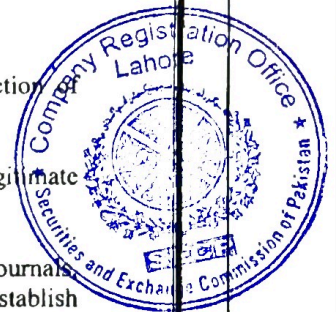
- 3). The aim of the Association, which is non-political, is to unit the members in their common approach and for this purpose the objects of the Association are:
- (i) To protect and promote the interests of the members related to cutlery and SS utensils in any capacity, be it manufacturing, export, or local sales and to encourage unity, mutual understanding and high ethical standards amongst its members.
 - (ii) To endeavor to improve the working conditions and facilitate effective input for achievements 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 trade, industry, and services in Pakistan or outside Pakistan.
 - (iv) To place before Government and other public and official bodies the views of Members on matters affecting the interests of trade, industry, and services.
 - (v) To attempt to adopt unified approach in policies on all matters affecting the interest of trade, industry, and services in Pakistan.
 - (vi) 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 interests.



- (ix). To discuss and deal with all questions that seem to be connected with or have a bearing as such on trade, Commerce and industry.
- (x). To promote right understanding and unanimity among business and industrialists in and outside Wazirabad, on all subjects involving their common good and to safeguard the general mercantile interest in Wazirabad and outside.
- (xi). To do such other things as are necessary in the general interest of its members including the holding or participation in exhibitions within or outside the Country.
- (xii). To support or oppose legislative or other measures and procure change of law or practice affecting the interest of Commerce, industry and services affecting the common interests of business community.
- (xiii). To secure adequate representation of the Association on Government, public registration, statutory bodies and on trade and business / industrial delegations.
- (xiv). 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 objects of the Association.
- (xv). To resolve controversies and conciliate differences of opinion among members of the Association.
- (xvi). To promote education, awareness amongst the Members by holding Seminars and workshops, conducting educational causes, inviting experts to deliver lectures.
- (xvii). To seek affiliation with the Federation of Pakistan Chambers of Commerce and Industry.
- (xviii). To subscribe to and become and continue to remain member of Federation of Pakistan Chambers of Commerce and Industry, and to procure from and communicate to any organization of Trade and Industry in Pakistan or abroad such information as may be conducive to the attainment of the objects of the Association.
- (xix). To subscribe to any local or other charity and to grant any donations for any public purposes and to provide provident or superannuation fund or funds for the servants of the Association or otherwise to assist any such servants, their windows and children.
- (xx). To communicate with Federal and Provincial Governments, Association of Commerce and Industry or other Commercial and public bodies and to concert and promote measures for the protection of the aforesaid interests.
- (xxi). To file, prosecute, defend or contest, join or aid in filing, prosecuting and defending any such actions, suits, applications, appeals or other proceedings as the Association may think proper or which may be conducive to the attainment of the objects of the Association.
- (xxii). To pay all costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment or registration of the Association and the conduct of the affairs thereof.
- (xxiii). To collect, circulate and disseminate statistics and other information relating to Commerce, Industry, Trade or Services.
- (xxiv). To enter into any arrangement with any Government Federal or Provincial or Authority, Municipal, local or otherwise that may seem conducive to the objects of the Association or any of them and to obtain from any such Government or Authority rights, concessions, privileges which the Association may think fit to obtain and to carry out any such arrangement, rights, privileges and concessions.



- (xxv). To sign, seal, execute and deliver all instruments, deeds, documents and writing whatsoever that may be found to be necessary or expedient in realization of the objects of the Association or conduct of its affairs.
- (xxvi). To frame from time to time, such rules and laws as the Association may deem fit or proper for all or any of the objects, and to comply with all the requirements of the Trade Organization Act 2013 (II of 2013).
- (xxvii). And generally to do all acts, deeds, and things which may be incidental or conducive to the attainment of all or any of the objects stated herein above.
- (xxviii). To protect and promote the trade and to secure cooperation among Members in general and those dealing in these lines in particular.
- (xxix). To establish just and equitable principles in Industry and Services.
- (xxx). To form a code or codes or practices to simplify and facilitate transaction business.
- (xxxi). To undertake special inquiries and action for securing redressal of legitimate grievances of the members of the Association.
- (xxxii). To establish and maintain information Bureau, to print and publish journals, periodicals newspapers, books, pamphlets, leaflets, directories etc., and to establish and maintain library and reading rooms for the promotion of the objects of the Association.
- (xxxiii). To arrange and convene conferences, lectures, shows, meetings on the subject affecting the interest of the members of the Association.
- (xxxiv). To obtain any order; provisional or otherwise or any legislative enactment, for enabling the Association to carry out any of the objects into effect, or for effecting any modification of the Association's Constitution, or for any other purpose, which may seem expedient; and to oppose any proceedings or applications which may seem expedient; and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Association's objects.
- (xxxv). To affiliate with any international organizations excluding foreign national body having objects altogether or in part similar to those of this Association for the purpose of securing the aims and objects of this Association.
- (xxxvi). To carry out measurement and weighing of cargo, survey of merchandise and for that purpose or otherwise to issue certificates of quality, certificates of origin and such other certificates as may be required under the international rules and usages.
- (xxxvii). To aid in subscribing money to any charitable or benevolent purposes or for the promotion generally of any matters of charity or other useful objects with a view to establish harmony and business relationship amongst various mercantile communities in general and Pakistan community in particular.
- (xxxviii). To help aid and encourage manufacturers of and dealers in industrial products and commodities in producing and improving their products, sale and proper distribution by:
- (a) Suggestion and expert advice on the method of production, sale and proper distribution etc.
 - (b) Maintaining laboratories and demonstration rooms and employing technical and industrial experts on the staff of the Association on payment or otherwise.



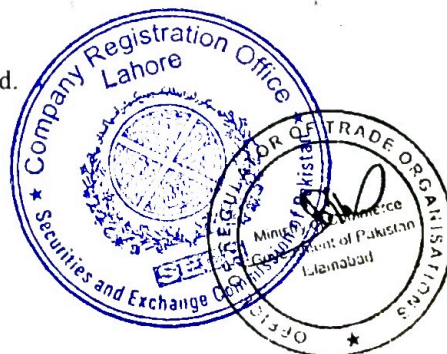
- (c) Helping in the export out of Pakistan and import from other countries of all industrial products and commodities in all possible ways.
- (d) Adopting such means as would help the dealers and manufacturers in facing competition and dumping by regulating prices, or by such other means as may be deemed necessary.
- (xxxix). 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.
- (xl). To provide for help and encourage study and training in technical and commercial matters by granting scholarships, awarding prize-stipends or giving other monetary aids to institutions through such other ways and means as may be determined from time to time.
- (xli). To run sections or departments including those relating to export, import, statistics, publicity and publications as may be determined from time to time.
- (xlii). 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.
- (xliii). 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.
- (xliv). 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.

DISBURSEMENT OF INCOME AND PROPERTY

- 4). The income and property of the Association whence-so-ever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association. No portion thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus or otherwise howsoever or by way of profit to the persons who at any time are or had been members of the Association or to any of them or to any persons claiming through them. Provided that nothing herein contained shall prevent the payment in good faith of remunerating to the officers or servants 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.

LIABILITY OF MEMBERS

- 5). The liability of the members is limited.



DUTY OF MEMBERS ON WINDING UP OF ASSOCIATION

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 ceases 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 Fifty Thousand only.

PROCEDURE AFTER WINDING UP

7).

If upon the winding up or dissolution of the Association there remains after satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to, or divided among the members of the Association but shall be given or transferred to some institution having objects similar to the objects of the Association and approved under the Income Tax Ordinance, 2001 to be determined by the Association at or before the time of the dissolution and in default thereof by such judge of the highest law court in the Province of the Punjab as may have or acquired jurisdiction in the matter.

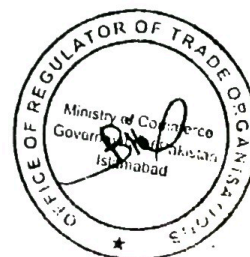
AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

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 special general meeting of Association in accordance with the Articles provided that all amendments shall be subject to the approval of Govt. and shall also be made when required by Govt. in the public interest.

9)

The territories to which the objects of the Association shall extend are whole of Pakistan.



WE THE SEVERAL PERSONS WHOSE names and addresses are subscribed hereto are desirous of being formed into an ASSOCIATION in pursuance of these Articles of Association.

S. No. NAME, ADDRESSES & DESCRIPTION OF SUBSCRIBERS. SIGNATURES

1. KHAWRI & COMPANY, G.T. ROAD, NIZAMABAD/WAZIRABAD

Khawri

2. NEW IMPERIAL CUTLERY CO (REGD) G.T. ROAD, NIZAMABAD/WAZIRABAD.

Mr. Khawri

3. STAINLESS CUTLERY WORKS, G.T. ROAD, NIZAMABAD/WAZIRABAD.

Mr. Khawri

4. ... OLD CINEMA ROAD, WAZIRABAD.

Mr. Khawri

PAK CUTLERY WORK, RLY ROAD, WAZIRABAD.

Mr. Khawri

IKRAM INDUSTRIES, OLD CINEMA ROAD, WAZIRABAD.

Mr. Khawri

MOUNT EVEREST CUTLERS, RLY ROAD, WAZIRABAD.

Mr. Khawri

8. MINHAS INDUSTRIES, RLY ROAD, WAZIRABAD.

Mr. Khawri

DATED AT WAZIRABAD THIS 13th DAY OF SEPTEMBER' 1975

WITNESS NO. 1

Witness signature

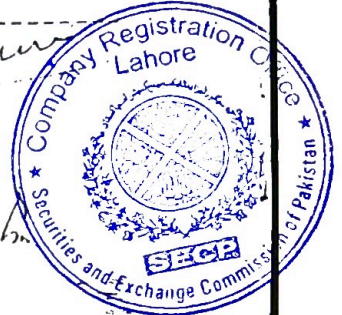
WITNESS NO. 2

Witness signature

CERTIFIED TO BE TRUE COPY
[Signature]
JOINT REGISTRAR OF COMPANIES
COMPANY REGISTRATION OFFICE
LAHORE

CERTIFIED TO BE TRUE COPY
[Signature]
JOINT REGISTRAR OF COMPANIES
COMPANY REGISTRATION OFFICE
LAHORE.

OFFICE OF REGULATOR OF TRADE ORGANIZATIONS
Ministry of Commerce
Government of Pakistan
Islamabad

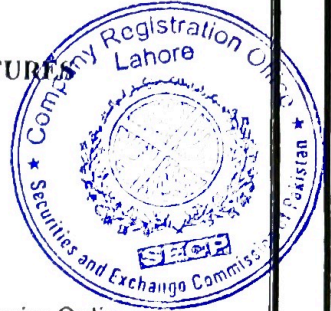


A ASSOCIATION SET UP
UNDER SECTION 42 OF THE COMPANIES ORDINANCE 1984

ARTICLES OF ASSOCIATION
OF THE

PAKISTAN CUTLERY & STAINLESS UTENCILS MANUFACTURERS
ASSOCIATION & EXPORTERS ASSOCIATION

(Licensed under the Trade Organizations Act, 2013)
(II of 2013)

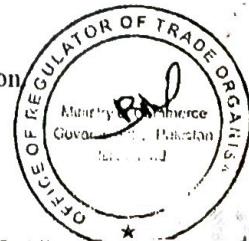


REGULATIONS

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

DEFINITIONS

- 2). In this Act unless there is any thing repugnant in the subject or context.
- (i) Act means the Trade Organization Act 2013
- (ii) "Trade Rules" means the Trade Organizations rules, 2013
- (iii) "Association" means PAKISTAN CUTLERY & STAINLESS UTENCILS MANUFACTURES ASSOCIATION.
- (iv) "Member" means a business concern whether Sole Proprietorship, Partnership, Association of Persons, or a Company admitted as member of Association.
- (v) "General Meeting" means a meeting of General Body whether ordinary, special or extraordinary.
- (vi) "The Article" means the Articles of Association.
- (vii) "The Chairman" the chairman of the Association.
- (viii) "The Bye-laws" means the Bye-Laws of the Association for the time being in force.
- (ix) "The Executive Committee" means the Executive Committee of the Association elected under these Articles and include any Regional Committee or Sub-Committee of the Association.
- (x) "Office Bearers" means the Chairman, Snr. Vice Chairman and Vice Chairman
- (xi) "Associate member" means a member of a trade organization which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turn over of Rs. 50 million or above.
- (xii) "Corporate member" means a member of a trade organization which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turn over of Rs. 50 million or above.
- (xiii) The "Secretary General" means the Secretary General of the Association



- (xiv). "Regulator" means Regulate of Trade appointed the Govt. Trade Organization Act.
- (xv). "Year" means a year reckoned from 1st April to 31st March.
- (xvi). "The Ordinance" means the Companies Ordinance of 1984 (XLVII of 1984).
- (xvii). "Register" means the Register of Members of Association kept in pursuance of Section 147 of the Companies Ordinance, 1984.
- (xviii). "Northern Zone" means the province of Punjab, Khyber Pakhtunkhwa and Federal Area.
- (xix). "Southern Zone" means the province of Sindh and Balochistan.
- (xx). "Plan of activities" means a list of proposed activities, expected financial expenditures and outcome and intended goals for the trade organization as provided in rule 25.
- (xxi). "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 Ordinance.
- (xxii) Words indicating the singular number shall, include numbers and Vice Versa. Words signifying persons shall apply mutatis mutandis to firms, corporation or joint Stock Companies.
- (xxiii) Words indicating masculine gender shall include feminine gender.
- 3).
- (a). All other expression defined in the 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.

LIMIT OF MEMBERS

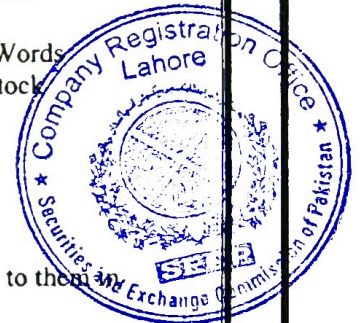
- 4). For the purpose of registration, the Association hereby declare to consist of unlimited number of members.

PURPOSE

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

CLASSIFICATION OF MEMBERS

- 6). The Membership of the Association shall comprise of two categories of members, namely:
- (a). Corporate members of the Association which are either a Body Corporate or a Multinational Corporation having its Head Office or Branch Office in Pakistan or a Sales Tax Registered Business concern or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turnover of Rs. 50 million or above.
- (b). Associate Members of the Association which are not a Body Corporate or a Multinational Or a Sales Tax Registered Business concern or a sales tax registered manufacturing concern having annual turnover or Rs. 50 million or above.



ELIGIBILITY FOR MEMBERSHIP

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

DURATION OF MEMBERSHIP

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

RENEWAL OF MEMBERSHIP

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

ADMISSION FEE

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



MEMBERSHIP FEE

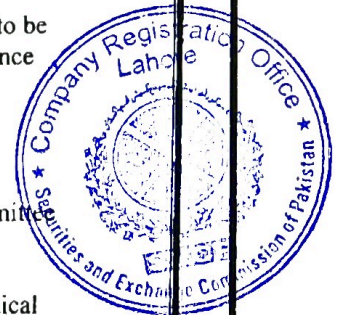
- 12). In addition to the Admission Fee payable as provided in Article-11, every member shall annually pay Membership Fee by 31st March each year, for the year. The Membership fee may be varied from time to time by the Executive Committee, subject to approval of the General Body and Director General.

PRIVILEGES OF MEMBERSHIP

- 13). Every member of the Association shall be entitled:
- a). To take part in the elections and cast vote to elect office bearers of the Association as per rules and regulations in force.
 - b). To benefit from the assets of the Association in pursuit of the aims and objectives of the Association on such terms and conditions as the Executive Committee may determine from time to time.
 - c). To take advantage of the information and record available with the Association under such limitation as the Executive Committee may determine.
 - d). To obtain a copy of the annual report and statement of accounts of the Association.
 - e). 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.
 - f). 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.
 - g). To participate in the General Meetings of the Association.
 - h). To stand or propose or second members for election to the Executive Committee of the Association.
 - i). To stand for election as a representative of the Association on any non political public or private body.
 - j). To seek assistance of the Association for securing all reasonable facilities for the development of his trade / industry.
 - k). 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.
 - l). To be entitled to such other privileges as may be specified by the Executive Committee from time to time.

DUTIES AND OBLIGATIONS OF MEMBERS

- 14). Every member shall have the following duties and obligations:
- (a). To make every effort to carry out the aims and objectives of the Association as set forth in the Memorandum of Association.
 - (b). To carry out and abide by the rules and regulations of the Association as laid down in these Articles or in the bye-laws framed there-under from time to time.

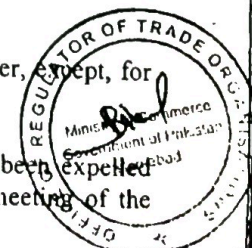
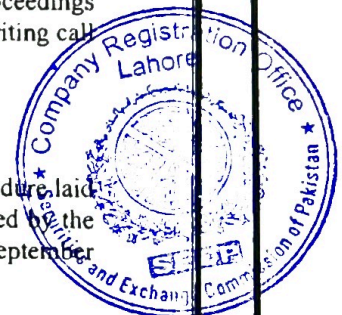


- (c). Submit as far as possible all complaints, appeals, etc. in writing to the Secretary General.
- (d). To bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the interest of the Association or its Members in whatever manner.
- (e). To pay the Membership fee of the Association regularly.
- (f). To accept and abide by the decision of the Executive Committee provided the decisions are not inconsistent with the provisions of the Memorandum or the Articles of Association or the Trade Organization Act, or any rules, regulations, instructions or directions issued thereunder.
- (g). To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objects of the Association.
- (h). To take part in the deliberations of the meetings of the Association which he is entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time.
- (i). To assist and cooperate with the Executive Committee in the field of trade, commerce and industry with specific reference to the trade or industry the Association is concerned.
- (j). The proceedings of the Association, will be treated by members as strictly confidential and will not be discussed in public. Only the Chairman (or his duly authorized nominee) will be entitled to make a public statement on behalf of the Association but only with the approval of the Executive Committee of the Association. If any member has failed to observe the rule requiring proceedings of the Association to be treated as confidential the Association may in writing call upon such member to resign from the Association.

ELECTIONS

15). The election of the Association shall be conducted according to the procedure laid down in the Articles of Association and according to a schedule approved by the Executive Committee between the first day of July and 30th day of September each year subject to the following wherever applicable:

- (a). The election of the Chairman, Snr. Vice Chairman, Vice Chairman and Members of the Executive Committee shall be held by secret ballot and their final result shall be officially announced at the General Meeting of the Association called for this purpose within fifteen days of the date of polling but before or on 30th September.
- (b). On completion of their term the retiring members of the Executive Committee shall not be eligible to stand for election or co-option for the Executive Committee in any representative capacity for the next one year.
- (c). No voting by proxy or postal ballot shall be allowed.
- (d). No member shall be entitled to vote at any meeting of Association unless all moneys due on account of Membership fee or otherwise have been paid to the Association by the due date.
- (e). Voting rights shall accrue only after two year's standing as member, except for the first elections after the incorporation.
- (f). No member who has resigned or ceased to be a member or has been expelled from the Association shall be entitled to attend or vote at any meeting of the Association.



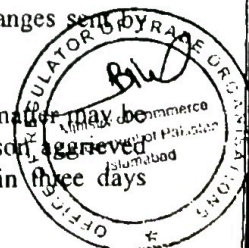
- (g). The Chairman or whosoever be presiding over a meeting shall, in the case of equality of votes, have a second or casting vote except in the matter of any election of the Association.

ELIGIBILITY TO VOTE

- 16). A member shall be eligible to vote in election of the Association after completion of two year of membership in the Association provided such a member fulfills the conditions stipulated for the renewal of membership and the change of class of membership, if any, has been notified by the Secretary General with the approval of Executive Committee of the Association as the case may be, at least three months prior to announcement of election schedule.
- 17). 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.
- 18). 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 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. However, in the case of Associated Bodies, Associations or persons a society or a trust etc., the member may be represented by an authorized person who is member of its Governing Body.

LIST OF VOTERS

- 19). The Secretary General of the Association shall within seven days of the issuance of the election schedule display a 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. Provided that every member of the Association will be entitled to obtain a copy of such list upon payment of the prescribed fee. The voters list shall be displayed at:
- (a). The Notice Board of the head Office and Regional Offices of the Association; and
- (b). The website of the Association.
- 20). The change, if any, regarding name of representative appearing in the list of voters shall be sent to the Secretary General of the Association along with necessary proof of eligibility within three days of the announcement of election schedule.
- 21). The members who have any objection to the entries / changes in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the said list.
- 22). The Secretary General will intimate action on the objections or changes sent by members within five days from the last day under preceding clause.
- 23). In case of any dispute pertaining to the eligibility of a member, the matter may be referred to the Election Commission of the Association by any person aggrieved by the decision of the Secretary General of the Association within three days which will decide that case within three days.



- 24). Within three days of the decision by the Election Commissioner, any person aggrieved by the decision of the Election Commission may appeal to the Director General whose decision in this regard shall be final.
- 25). Within two days of the decision of the Election Commission or the Director General as the case may be on such reference and changes, if any otherwise allowed by the Secretary General, a copy of final list of voters shall be provided to the candidates contesting the election and a copy of such list shall also be submitted to the Director General, forthwith. The final list of voters shall also be displayed at:
- The Notice Board of the head Office and Regional Offices of the Association; and
 - The website of the Association.
 - Submitted to Director General, Trade Organization.

NOMINATION PAPERS

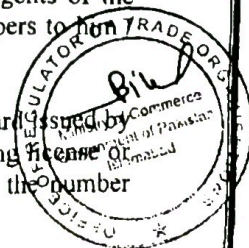
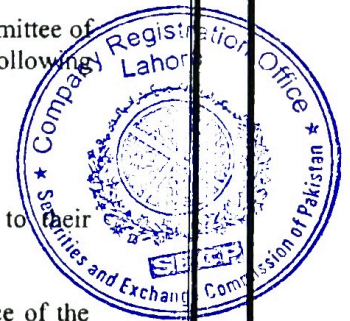
- 26). Within four days of the issuance of the final list of voters, any person who is eligible to contest the election for the vacant post, shall send his nomination duly proposed, seconded, and signed by the candidate to the Secretary General on the prescribed form in accordance with the Articles of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

APPOINTMENT OF ELECTION COMMISSION

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

BALLOT PAPERS

- 28). The ballot papers shall have duly numbered counterfoils and the voters shall sign or affix thumb impression thereon in the presence of the polling agents of the candidates and the returning officer before the issuance of ballot papers to her.
- 29). It shall be the duty of the polling officer to see the original identity card issued by the Association or national identity card or passport and or the driving license or any other acceptable mode of identification of the voter and write the number thereof on the counterfoil.



- 30). After comparing the signatures and photographs with the specimen signatures cards the polling officer shall handover the ballot paper to the voter.
- 31). The ballot paper shall be signed by the Secretary General or an officer of the Association duly authorized by the Commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- 32). The voter shall not be allowed to leave the booth after the ballot paper has been handed over to him until and unless he or she has inserted his / her ballot paper in the box placed before the presiding officer / polling officer and polling agents of the candidates.
- 33). Adequate arrangements shall be made to maintain the secrecy of the polls.
- 34). Proper account shall be maintained by a designated officer in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers.
- 35). The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- 36). The Commission or an officer designated by the Commission shall decide about the challenged votes after verification of necessary information from the member firm, company or concern before the official announcement of the results.

CONDUCT OF POLLING

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

COUNTING OF VOTES

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

PROVISIONAL RESULTS

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

INSPECTION OF RECORD OF ELECTIONS

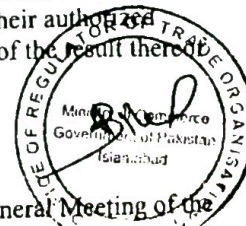
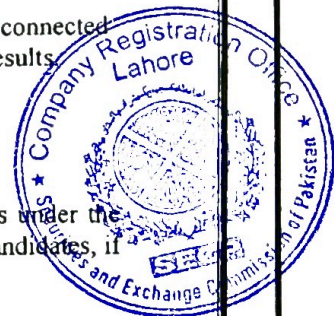
- 40). The record of elections shall be open to inspection upon an application made in this behalf within seven days of the date of poling with the approval of the Director General.

EQUALITY OF VOTES

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

ANNOUNCEMENT OF RESULTS

- 42). The final result of elections shall be announced at the Annual General Meeting of the Association. Called for this purpose within fifteen days of the date of polling, but



not later than 30th of September of the year, which shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-Section (3) of Section 14 of the Act.

- 43). The final election result announced at the General Meeting shall be displayed at:
- (a). The Notice Board of the Head Office and Regional Offices of the Association within two days; and
 - (b). Displayed at the website of the Association within two days; and
 - (c). Submitted to the Director General within 7 days.

- The election will be conducted strictly according to the rules as contains in Trade Organization Rules, 2013.

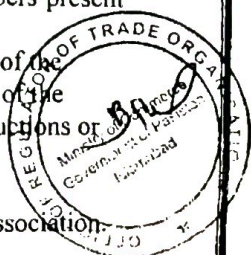
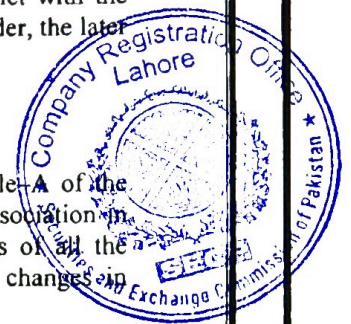
If any provision of this memorandum and article of association is in conflict with the provisions made in trade organization ordinance 2007 and rule made their under, the later shall prevail.

REGISTER OF MEMBERS

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

RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

- 45). (a). Any member may resign from the Association by giving 30 days notice in writing to the Executive Committee and upon expiration of the notice he shall cease to be a member. The member who has resigned or whose name has been removed from the register for non-payment of subscription or for expulsion from the membership for the Association shall remain liable for all dues to the Association upto the date of resignation, removal or expulsion.
- (b). Any member who has resigned or whose name has been removed from the register or who has been expelled from the membership of the Association shall not be entitled to refund of any money 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 Ordinance, or any, rules, regulations, instructions or directions issued thereunder.
 - (ii). indulging in unethical practices in the field of business/affairs of the Association.



- (iii). Intentional violation of the rules, regulations, or bye-laws of the Association, provided that a member shall not be expelled by the Executive Committee unless he has been given an opportunity of explaining his position in writing and / or in person.

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

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

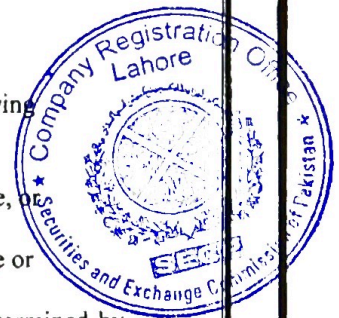
Provided further that the aggrieved person shall have the right to appeal to the Director General, whose decision shall be final and binding.

CESSATION OF MEMBERSHIP

- 46). A member shall cease to be a member of the Association for any of the following reasons:
- (i). If he resigns from his membership as per clause (a) of Article 45 above,
 - (ii). if he is expelled from membership as per clause (c) of Article 45 above or
 - (iii). If he fails to pay annual subscription or any other dues by a date determined by the Executive Committee, despite notice for 'payment in this behalf', provided that the Executive committee if it deems fit and proper shall have power to extend time for payment.
 - (iv). If any change is made in the constitution or corporate name of the firm, company or corporate name of the firm, company or corporation which substantially alters the composition of that firm, company or corporation or
 - (v). In case of an individual, if he is undischarged insolvent, or if he is adjudged by a competent court to be of unsound mind, or if he is convicted of an offence involving moral turpitude, or
 - (vi). In the case of a firm, when it is dissolved, or adjudged insolvent or the partners thereof are convicted of an offence involving moral turpitude,
 - (vii). In the case of company or corporation, when it is wound up, or
 - (viii). If he closes or transfers his business to a place outside Pakistan, or
 - (ix). If he is expelled from membership of the Association under the Trade Ordinance, or any other laws and Ordinance issued from time to time governing the activities of Trade Associations, or
 - (x). if he ceases to hold requisite permission or license for carrying out the business of the Sector relevant to the Association.

RESTORATION OF MEMBERSHIP

- 47). A member whose name has been removed from the register due to non payment of subscription shall be eligible for re-enrolment on payment of an admission fee afresh and all arrears outstanding against him.



- 48). Any vacancy caused by disqualification under the provisions of these Articles Memorandum on Executive Committee or Circle Committee shall be filled for the remaining part of the term by the Committee concern in such manner as it decides.

ADMINISTRATION

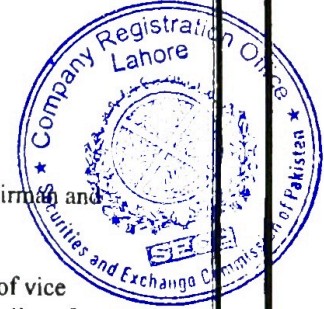
- 49). The Administration and management of the affairs of the Association shall be vested in:
- (i). Chairman, Snr. Vice Chairman, Vice Chairman.
 - (ii). Executive Committee.
 - (iii). the circle Committee, if any.

COMPOSITION OF EXECUTIVE COMMITTEE

- 50). The Association shall comprise of a Chairman, Snr. Vice Chairman, Vice Chairman and Executive Committee and the General Body.

The Association may by a resolution of General Body, determine the number of vice Chairmen from time to time. The General Body shall serve as the Electoral College for election of the office bearers, except for the seats reserved for women for which the Electoral College shall be the Executive Committee.

- 51). (1). The Executive Committee shall comprise of at-least ten and maximum thirty Members, as determined by the General Body from time to time.
- Provided that there shall be at-least fifty percent of the Members of the Executive Committee from Corporate Members.
- (2). The electorate college for each class of members of Executive Committee shall be the members of General Body from the respective class.
 - (3). In addition to the seats provided in clause (a), the immediate past President or, as the case may be, the Chairman of a trade organization shall be an ex-officio member of the Executive Committee without voting right.
 - (4). In addition to the number of Members of the Executive Committee mentioned in (1) above, two seats will be reserved for women Entrepreneurs in the Executive Committee
- 52). If any seat reserved for any of the stipulate categories remains vacant, it shall not be filled with members from other category.
- 53). 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.
- 54). Where there is rotation of office of president under sub-rule (9) or Rule 21 of Trade Organizations Rules, 2013. The president and senior vice-president or chairman and, as the case may be, the senior vice chairman shall not be from the same class of members provided in sub-rule (7) of rule 11 of Trade Organizations Rules, 2013.



- 55). In addition to the seats under clause (a) of sub Rule 5 of Rule 21 of Trade Organizations Rules, 2013, the immediate past president or, as the case may be, the chairman of the trade organization shall be an ex-officio member of the executive committee without voting right.
- 56). The tenure of all elected office bearers shall be one years.
- 57). The tenure of members of Executive Committee provided in sub-rule (5) and (6) of Rule 21 of Trade Organizations Rules, 2013, shall be two years subject to the following:
- (i) Fifty percent members of Executive Committee shall retire every year;
 - (ii) After the first election of Executive Committee under the Ordinance a draw shall be made to determine the fifty percent members who shall retire after expiry of first year;
- 58). The tenure of office of the Chairman, Snr. Vice-Chairman and Vice. Chairman shall be one year.
- 59). On completion of the term the office bearer and members of Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the trade organization for the next one year:

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

- 60). On completion of the term the Chairman Snr. Vice Chairman and Vice Chairman shall not be eligible to contest election or co-option in any representative capacity in the Association for the next one year.

SUB-COMMITTEE

- 61). If it is considered necessary or desirable at any time to appoint sub-committee for any specified purpose, the Executive Committee shall be competent to appoint such sub-committee with such powers and duties as may be defined by the Executive Committee from time to time.

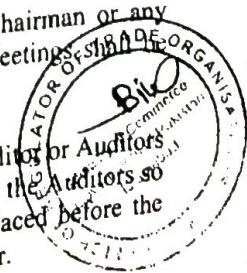
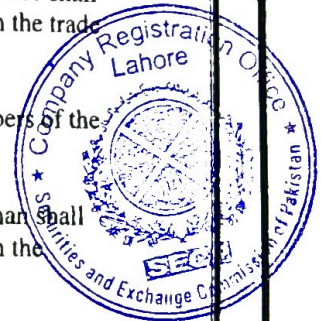
Members of the sub-committee may elect their own Chairman. In absence of the Chairman any member of the Committee elected for the time being by majority of votes shall preside at their meetings. The rules that apply to the members of the Executive Committee will equally apply to members of the sub-committee.

INTERIM ARRANGEMENT

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

VACANCIES

- 63). Any vacancy caused in the office of the Snr. Vice Chairman, Vice Chairman or any member of the Committee during the interval between two General Meetings shall be filled in by the Committee concerned in such manner as it may decide.
- 64). 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.



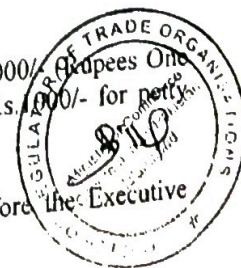
POWERS AND DUTIES OF THE CHAIRMAN

- 65). 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:
- (i). To preside at the meetings of the 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 to 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 indisciplined meetings.
 - (viii). To lead delegations and deputations.
- 66). In the absence of the Chairman, the Snr. Vice-Chairman and the subsequently the Vice Chairman shall exercise all the powers of the Chairman and discharge the duties in relation to the Association and the Executive Committee.



POWERS AND DUTIES OF SECRETARY GENERAL

- 67). 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 record of the Association. Without prejudice to the generality, the Secretary General will perform the following duties:
- (a). To issue notices and agenda for the meetings of the Executive Committee as the case may be.
 - (b). To carry out the decision of the General Body, Executive Committee as the case may be.
 - (c). To keep the office record 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 as the case may be, and ensure their timely circulation to all concerned.
 - (e). To 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 and necessary expenses to the extent of Rs.1000/- (Rupees One thousand only) and keep imprest account of an amount of Rs. 1000/- for petty expenses.
 - (h). To place and present the Report of any Sub-Committee before the Executive Committee.



- (i). 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, Snr. Vice-Chairman, Vice-Chairman or any member of the Executive Committee duly authorized in this behalf.

AND GENERALLY exercise such powers and duties as may be incidental to the office of the Secretary General.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

68). Ordinarily the Executive Committee shall have the following powers and duties:

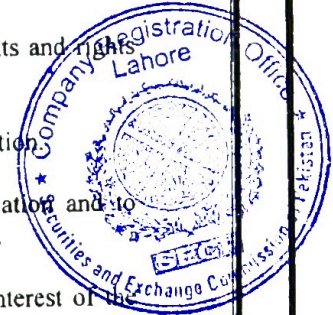
- (i). To carry out all the rules, aims and objects of the Association.
- (ii). To look after and manage all the property, movable and immovable held by the Association.
- (iii). To acquire, obtain, utilize and enjoy privileges, concessions, benefits and rights extended to registered / recognized Associations.
- (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 person 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.
- (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 General Body in its General Meetings.
- (xiii). To incur all recurring expenses necessary for the carrying out of its functions.

AND GENERALLY to decide all questions of policy affecting the Association.

POWERS AND DUTIES OF THE ZONAL COMMITTEE

69). Ordinarily, the Zonal Committee shall have the following powers and duties:

- (i). To carry out all the rules, aims and objects of the Association.



- (ii). To carry out directions or instructions of the Executive Committee regarding the affairs of the Association.
- (iii). To appoint, suspend or dismiss any paid employee of the circle office concerned.
- (iv). To frame rules and bye-laws for the conduct of its own affairs or of the business of any Sub-Committee.

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

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

71). 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 or Vice-Chairman shall have power to refuse inspection of any documents which at the time may be confidential and whose disclosure in its or his opinion is likely to prejudice the interests of the Association. Reasons for such refusal may be given in writing and the aggrieved party may appeal to the Executive Committee whose decision in the matter shall be final.

72). This 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 trade organization during the said three year period.

73). This 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 trade organization to include but not be limited to minutes of meetings and the trade organization's plan of activities.

ANNUAL GENERAL MEETING

74). 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.

75). Accounting year of the Association will be closed on the 31st March each year and its financial statements duly audited by a chartered accountant along with a list of members as on the 31st March shall be furnished by the Association to the Director General, before the 31st day of October every year.

SPECIAL GENERAL MEETING



- 76). The Executive Committee whenever it may deem fit may convene a Special General Meeting either for the purpose of transacting any Special business or for placing before the members review of the activities in the preceding months.
- 77). A Special General Meeting shall be convened by the Executive Committee upon the requisition of not less than one-third of the members of the Association. The requisitioning so made shall state the object of the Special General Meeting proposed to be called and shall be presented to the Secretary General of the Association.
- 78). Upon receipt of the requisition under the preceding Article, the Executive Committee shall forthwith proceed to convene a Special General Meeting.
- 79). 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.
- 80). The non-receipt of a notice convening any General Meeting by any member shall not invalidate the proceedings of any such meeting.

QUORUM

- 81). (a). In the case of the Executive Committee 5 members and in the case of the Circle Committee 3 members shall form quorum.
- (b). One fourth members present personally and entitled to vote at the General Body meetings shall constitute a quorum.
- 82). 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.
- 83). Every question referred to a General Meeting shall be decided by the majority of members present and voting at such meeting.

VOTE OF MEMBERS

- 84). Every member shall be entitled to use his right of vote in favour of as many candidates as there may be vacancies on the committee concerned.

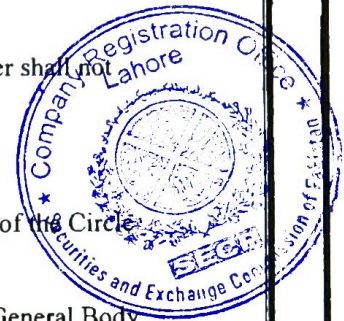
AMENDMENTS IN THE ARTICLES AND MEMORANDUM

- 85). Amendments in these Articles or Memorandum can be effected only at a Special or Extra-Ordinary General Meeting of the Association convened specially for this purpose, in accordance with these Articles proposal for amendments in the Articles shall be passed by $\frac{3}{4}$ majority of the Members present and voting at such a meeting. Provided that all amendments shall be subject to the approval of government and shall also be made by government when required by it in the public interest.

FUNDS

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

SEALS



- 87). 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 the presence of the Chairman or Vice Chairman and 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 Snr. Vice-Chairman, or Vice-Chairman and countersigned by the Secretary General or by the person acting as Secretary General.

GENERAL

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

INCONSISTENCY

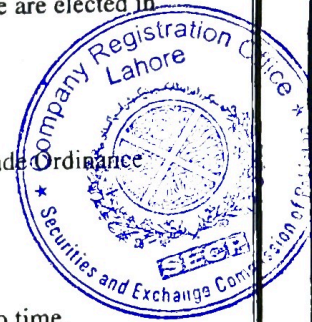
- 89). Notwithstanding anything contained in these Articles, the provisions of Trade Ordinance and Rules will prevail to resolve any inconsistency.

WINDING UP

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

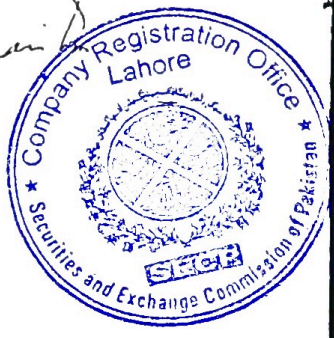
INDEMNITY

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



AND THE SEVERAL PERSONS WHOSE names and addresses are subscribed hereto are desirous of being formed into an ASSOCIATION in pursuance of these Articles of Association.

S.N.O.	NAME, ADDRESSES & DESCRIPTION OF SUBSCRIBERS.	SIGNATURES
1.	KHANRI & COMPANY, G.T. ROAD, NIZAMABAD/WAZIRABAD خورشید آزاداری	<i>Khanri</i>
2.	NEW IMPERIAL CUTLERY CO (REGD) G.T. ROAD, NIZABAD/WAZIRABAD. میان محمد شریف	<i>Muhammad</i>
3.	STAINLESS CUTLERY WORKS, G.T. NIZAMABAD/WAZIRABAD. شمس الدین	<i>Muhammad</i>
4.	PERSONS, OLD CINEMA ROAD, COMPABIRABAD. الاقاب	<i>Muhammad</i>
5.	PAK CUTLERY WORK, RLY ROAD, WAZIRABAD. حاجی محمد	<i>Muhammad</i>
6.	IKRAM INDUSTRIES, OLD CINEMA ROAD, WAZIRABAD. شیخ احسان اللہ	<i>Muhammad</i>
7.	MOUNT EVEREST CUTLERS, RLY ROAD, WAZIRABAD. برکت علی	<i>Muhammad</i>
8.	MITHAS INDUSTRIES, RLY ROAD, WAZIRABAD. رفیق احمد پھانسی	<i>Muhammad</i>



DATED AT WAZIRABAD THIS 13th DAY OF SEPTEMBER 1975

WITNESS NO. 1

WITNESS NO. 2

Muhammad

Muhammad

