

MEMORANDUM OF ASSOCIATION
OF
PAKISTAN STEEL LINEPIPE INDUSTRY ASSOCIATION

(Registered under Trade Organizations Act 2013, in line with Companies Law)

NAME

1. The name of Association is “**Pakistan Steel Linepipe Industry Association**”.
2. The area of operation of the Association shall be extended to whole of Pakistan with its membership on all-Pakistan basis.

REGISTERED OFFICE

3. The registered office of the Association is situated in Lahore, the province of Punjab. The Association may setup sub-offices of the Association for the convenience of its members as may be approved by the General Body of the Association.

AIMS & OBJECTIVES

- (a) The aims & objects for which the Association is formed are as under:
 - (i) To protect and promote the trade, commerce and manufacturers of Pakistan in general and of the Steel Pipe Manufactures in particular.
 - (ii) To encourage friendly feelings and unanimity among steel pipe manufactures on all subjects connected with their common good.
 - (iii) To set up an Export Promotion Council in accordance with the instructions as may be issued in this behalf by the Government of Pakistan from time to time.
 - (iv) To set up pre-shipment survey organization accordance to the Rules as may be framed from time to time in this behalf by the Association with the approval of the Government.
 - (v) To endeavor to settle disputes amongst members of Association by conciliation, arbitration or otherwise.
 - (vi) To co-operate with other organizations of trade and industry in forming a National Arbitration Association of Pakistan and seek liaison with similar other bodies abroad, or seek affiliation with them with the approval of Government.
 - (vii) To control and regulate the dealings of the members of the Association.
 - (viii) To work actively for the eradication of unethical business practices from the field of trade, commerce and industry.
 - (ix) To provide and adopt forms of contracts and survey, compulsory or permissive, to be used by members of the Association and to regulate making, carrying out enforcement or cancellation of contracts.

- (x) To establish branch offices at such places in Pakistan as are important centers of the Steel Linepipe Manufacturers and at other places considered necessary by it, provided that no offices shall be opened outside Pakistan without the prior approval of the Government.
- (xi) To frame such rules, as the Association may deem fair and reasonable, and proper for all or any of the matters concerning the Association.
- (xii) To protect, forward and defend the industry and trade of the members of the Association.
- (xiii) To promote, encourage and finance technical education, technical developments in plants and machinery necessary for the manufacturers of Steel Linepipes.
- (xiv) To promote, encourage and finance the scientific exploration of new uses of Steel Linepipes.
- (xv) To secure enactment of legislation beneficial to the Steel Linepipe Engineering Industry.
- (xvi) To secure by constitutional means repeal of any legislation or prevent the passing of legislation detrimental to or in any way prejudice to the Steel Linepipe Engineering Industry, Steel Linepipe trade and their developments.
- (xvii) To secure by collective bargain or otherwise advantageous terms of transport of all articles.
- (xviii) To collect, classify and circulate statistics of the Steel Linepipe manufacturers and Steel Linepipe.
- (xix) To locate new markets both at home and abroad for Steel Linepipes.
- (xx) To establish a fund or funds to promote all or any of the objects of the Association.
- (xxi) To purchase, take on lease or in exchange hire or otherwise acquire or deal in and to construct, maintain, develop or control lands, buildings or hereditaments or any kind of moveable property or any rights or privilege connected with such property or properties as the Association may, from time to time determine to acquire.
- (xxii) To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property of the Association. Aforementioned requirement for first renewal but such renewal would not grant them the voting right. The members of Association who are exempt from payment of Income Tax or if their income falls below the taxable limit will be allowed to produce exemption certificate or copy of tax coupons etc in lieu of filing of return of income or statement U/S 143 B of income Tax Ordinance.
- (xxiii) To devote, apply or subscribe any money, securities, stocks, or shares bequeathed or made over to the Association to such charitable or

benevolent objects or for any public or general objects, or where, no such directions are given, as the Association may in General Meeting determine.

- (xxiv) To enter into any arrangements with any Government, Federal or Provincial Authorities, Municipal, or otherwise that seem conducive to the objects of the Association, or any of them, and to obtain from any such Government or Authorities rights, privileges and concessions that the Association may think desirable to obtain and carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (xxv) To establish and support or aid in the establishment and support of Association, Institutions, Funds, Trusts, and Conveniences calculated to benefit employees of the Association or their dependents, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any Exhibition or for any public or useful objects.
- (xxvi) To borrow or raise or secure the payment of money in such manner as the Association shall think fit and proper and in particular by the issue of debentures or debenture stock charged upon all or any of the Association property (both present and future) and to redeem and pay off any such securities.
- (xxvii) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be determined.
- (xxviii) To lend either with or without security and generally to such Persons, Associations or Companies and upon such terms and conditions as the Association may think fit and proper.
- (xxix) To undertake and execute any Trust, where the undertaking or execution is desired by the Association on such terms as may be determined.
- (xxx) To obtain any Provisional order or legislation for enabling the Association to carry out any of its objects into effect, or for effecting any modification of any existing legislation touching the Steel Linepipe Engineering Industry in Pakistan or for any other purposes which may seem necessary, and to oppose any proceedings or applications which may prejudice directly or otherwise, the Steel Linepipe Engineering Industry and Steel Linepipe Trade in Pakistan.
- (xxxi) To promote freedom of contracts and to resist, insure against, counteract and discourage interference herewith, and to subscribe to any Association or Fund for any such purpose.
- (xxxii) To diffuse information as to sound principles of Steel Linepipe Engineering Industry and to impress upon persons engaged in such industry and to keep and maintain an intimate knowledge of their affairs by periodical investigations.

- (xxxiii) To consider, originate, support improvements in the laws affecting the Steel Linepipe Engineering Industry and Pipes Trade.
- (xxxv) To subscribe to, and become and continue to remain a member of the Federation of Pakistan Chamber of Commerce and Industry and to procure form and communicate with any incorporated organization of trade and industry in Pakistan or abroad such information as may be conducive to the attainment of the objects of the Association.
- (xxxvi) To remunerate any person or Company for services rendered in placing or assisting to place or guaranteeing the placing of any debentures of other securities of the Association;
- (xxxvii) To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bill of lading warrants, debentures and other negotiable or transferable instruments or securities of the Association.
- (xxxviii) 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 above stated; And it is hereby declared that the objects set forth in any sub-clause of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference from the terms of any other sub-clause or by name of the Association.
4. No addition, alteration and amendment shall be made in the Memorandum of Association in the regulations contained in the Articles of Association for the time being in force the same shall have been previously submitted to and approved by the Government. The Association will comply with such rules, regulations and instructions concerning thereto as may be issued and approved by the Government from time to time in public interest. Amendments to the Memorandum and Articles of Association will also be made when required by the Government in public interest.
5. The income and property of the Association whensoever 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 in any time or have been members of the Association or to any of them or to any person preferring claim through any of them.
- Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or the any member thereof or other person in return for any services actually rendered to the Association, or the payment of the interest on money borrowed from any member of the Association or rent for premises demised to the Association.
6. The fourth and fifth paragraphs of this Memorandum are conditions on which license is granted by the Government of Pakistan to the Association in pursuance of relevant section of Companies Law for the time being.

7. No member of Association shall pay or receive any dividend, bonus, or other profits.
8. The liability of the members is limited; but, if any member in contravention of paragraph 5 thereof has acquired any profit or bonus, his liability shall be unlimited;
9. Every member undertakes to contribute to the assets of the Association in the event of the same being wound up during the time 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 adjustment of the rights of contributories among themselves, such amount as may be required not exceeding Rs. 500 or, in case of this liability becoming unlimited such other amount as may be required in pursuance of clause 8 above.
10. If upon the winding or dissolution of the Association there remains after the satisfaction of all 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 other institution or institutions having objects similar to the objects of the Association 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 as may have or acquire jurisdiction in the matter.
11. The territories to which the objects of the Association shall extend shall be the whole of Pakistan.

ARTICLES OF ASSOCIATION

OF

PAKISTAN STEEL LINEPIPE INDUSTRY ASSOCIATION

(Registered under Trade Organizations Act 2013, in line with Companies Law)

PRELIMINARY

1. In these Articles, unless the context or the subject matter otherwise requires:
 - A. **“ASSOCIATION”** means this “Pakistan Steel Linepipe Industry Association” with membership on all Pakistan basis organized to represent manufacturing Steel Line Pipe Engineering products;
 - B. **“MEMBER”** means the member of this Association.
 - C. **“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.
 - D. **“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 sales tax registered business concern having annual turnover of Rs. 50 million or above.
 - E. **“GENERAL MEETING”** means General Meeting of the Association as provided in Companies Law for the time being.
 - F. **“THE CHAIRMAN”** means the Chairman of the Association.
 - G. **“THE MANAGING COMMITTEE”** means the Managing Committee elected under these Articles.
 - H. **“SECRETARY GENERAL”** means an individual professional full-time 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 custodian of all record pertaining to the Association.
 - I. **“THE SECRETARY”** means the Secretary of the Association appointed by the Management Committee, to assist Secretary General.
 - J. **“SPECIAL RESOLUTION”** has the meaning assigned there to respectively by the Companies Law.

- K. **“THE OFFICE”** means the Registered Office for the time being of the Association.
- L. **“NORTHERN ZONE”** shall mean and include the Provinces of Punjab, KPK and Islamabad Capital Territory.
- M. **“SOUTHERN ZONE”** shall mean and include the Provinces of Sind and Baluchistan.
- N. **“THE REGISTER”** means the Register of the members to be kept pursuant to the Companies Law.
- O. **“MONTH”** means a month of calendar year.
- P. **“IN WRITING”** and **“WRITTEN”** include printing lithography and other modes of representing or reproducing words in a visible form
- Q. **Words** importing the singular number shall include the plural number and vice versa.
- R. **“PERSON”** includes an individual, Association, Corporation and Body Corporate.
- S. **“ORDINARY MEETING”** and **“Extraordinary Meeting”** means respectively and ordinary general meeting and extraordinary general meeting of the Association.
- T. **“COMPANIES LAW”** means the Companies Law for the time being enforced in Pakistan. The, Association is non-profit taking as defined in the Company Law.

MEMBERSHIP

2. The membership of 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. There shall be two classes of memberships in Association:
- i. Corporate Member
 - ii. Associate Member

QUALIFICATION FOR MEMBERSHIP

- 3.
- (a) Any individual, firm, joint stock Company or other Corporations engaged in manufacturing Steel Line Pipe Engineering products, having a place of business in Pakistan and who is registered and assessed with the Income Tax Department, shall be eligible for membership of the Association in his or its conventional or corporate name.

- (b) A sole proprietorship firm or any other company or concern shall be eligible for the membership of an All Pakistan Association provided that a firm or company deals in the relevant trade of that Association.
4. Admission to membership of this Association, whether of an individual, firm, company or corporation, shall be made by the Executive Committee on application by the candidate/applicant. A candidate/applicant for admission in the Association shall be proposed by one and seconded by another existing Member. The application for membership of every such candidate/applicant shall be in writing, signed by or on behalf of the candidate/applicant and addressed to the Association. The application shall be made before the Executive Committee in such terms as the Association may 'require and also be signed by the proposer and seconder and shall' state the name, address, national identity or passport number, nationality and the business of the individual partners and directors thereof, if any. The membership of the Association shall be for a period of one year and shall be renewable on furnishing proof of filing of a return of income for the latest preceding assessment year by the member, whether individual, firm or company.
 5. No candidate/applicant shall be admitted to the membership of the Association unless he or it as the case may be is elected by a simple majority of the members of the Executive Committee present and voting at its meeting. The Executive Committee shall have the power to grant or **reject** an application for membership of the Association at its discretion. In case of rejection of application a fresh application can be made after an expiry of six months from the date the first application was rejected. In case of rejection of application for membership, the admission fee and annual subscription paid by the applicant shall be refunded
 6. Any firm, company or corporation eligible to membership may become a member in its conventional or corporate name and in such cases the rights and privileges of membership shall only be exercised by a person duly authorized in writing by the member for this purpose; Provided that;
 - (i) For each act of exercising the rights and privileges for membership the representative shall have only one vote.
 - (ii) 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 director 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 and his name appears on the list of voters.
 7. No person being a partner, joint proprietor, officer or otherwise of any company or corporation which is itself a member in its conventional corporate name shall be eligible for membership of the Association as an individual member in his own right.

MEMBERSHIP FEES

8. a) The following shall be the admission fee and annual subscription and shall be payable along with the membership application:
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|------|---|---------------|
| i. | Admission fee Corporate Member (once) | Rs. 10,000/- |
| ii. | Admission fee Associate Member (once) | Rs. 5,000/- |
| iii. | Annual subscription (Corporate) per annum | Rs. 100,000/- |
| iv. | Annual subscription (Associate) per annum | Rs. 50,000/- |
- b) The admission fee shall not, in any circumstances, be refundable to a member or a candidate and in the event of the application 'of any candidate not being accepted; only the annual subscription paid by him shall be refunded.
- c) Annual subscription for the subsequent years shall become payable on the first day of March each year to be settled within 31 days, failing which membership shall be suspended, A suspended member under this Regulation can get himself removed from suspended list by paying his due **annual subscription** along with a surcharge equivalent to **10%** of the rate of annual subscription applicable to this category, by the **thirty first day of December of the same year.**
- d) If a member fails to pay the due annual subscription by the thirty first day of March of the same year he shall cease to be a member, but shall be eligible for restoration of membership by paying full admission fee applicable to his category afresh along with the full amount of his annual subscription(s) to be computed from the date it became payable after the expiry of period for which the subscription was last paid by him.
- e) If a person is admitted as a member for the first time before the expiry of the half year, he shall pay the full amount of subscription applicable to his category of membership, and in other case, he shall pay subscription for the half year only.
9. When a candidate has been duly admitted in accordance with Article 7 hereof the Association shall forthwith send to such a candidate at the address in the application for membership a request for payment of the entrance fee and subscription due under Article 10 hereof. Upon payment of such entrance fee; and subscription, the elected candidate's name shall be entered in the Register of members of the Association and on being so entered, he/it shall become a member of the Association.

RIGHTS AND DUTIES OF THE MEMBERS

10. i. The member shall have the following rights:
- To take part according to these Articles, rules and regulations in the activities of the Association.
 - To have advantage of all information permissible and with the Association.
 - To participate according to the rules and regulations of the Association in all privileges and benefits secured for the Association as a body corporate.

- d) To avail the protection, promotion and development of the business in accordance with the Memorandum of Association.
- ii. The members shall perform the following duties:-
 - a) To make every effort to carry out the aims and objects of the Association as laid down in the Memorandum of Association.
 - b) To act upon and carry out all the provisions of these Articles and rules and regulations of the Associations.
 - c) To bring to the notice of the Association and the Office Bearers concerned any act or matter likely to cause loss to any member or members of the Association.
 - d) To report to the Association and its Office Bearers any information considered necessary for promoting and / or achieving the aims and objects of the Association.
 - e) To do all such acts and deeds at all times, which are considered to be rational and in the interest of the Association.
 - f) To abide by any rules, bye-laws Standard Trading Terms and Conditions, Code of conduct and minimum-trading qualifications, for that may be prescribed by the Executive Committee under.

DISQUALIFICATION OF MEMBER

11.

- i. A member shall be deemed to be disqualified and his membership may, at the discretion of the Executive Committee to cease if he, she or it.
 - (a) Fails to pay his subscription for a period of two months from the date it falls due. The Executive Committee may in case of very special circumstances extend the grace period for a further period not exceeding a total of three months from the due date.
 - (b) Is insolvent or adjudged by competent court of law or to be of unsound mind or if he is convicted or an offense involving moral turpitude.
 - (c) Violates or contravenes any of the aims and objects of the Association.
 - (d) Engages in unethical business practices or acting in a prejudicial manner to the interest of the Association.
 - (e) Ceases or cannot be a member of the Association and his/her membership will be struck off from the date he/she ceases or winds-up his/her business.
 - (f) Behaves in a manner either personally or commercially that could possibly cause so as to bring the Association into disrepute.
 - (g) Terminates or winds-up the business. In such event he/she or it ceases to be a member of the Association and his/her or its membership will be struck off from the date he/she or it ceases or winds-up- his/her or its business.
 - (h) Renounces the membership by notice in writing to the Executive Committee of the Association.

- (i) Is deemed to be unfit by the Executive Committee for any reason as decided by the Executive Committee.
- ii. A Member may be disqualified and removed pursuant to article 13 (1) above from the membership by a majority decision of the Executive Committee. If any person is aggrieved of such an action taken by the Executive Committee then he/she may appeal the matter to the Founding Members who shall consider the appeal and decide the same by a majority decision. The member whose name is to be removed shall be informed of the proposal, at least 7 days before the date of the meeting of the Executive Committee at which the decision of such removal is to be taken by notice in writing, delivered at his last known place of business to enable him to be present at the meeting and to defend himself personally.
- iii. A Member who has resigned or been expelled or has otherwise ceased to be a member, shall remain liable to pay all dues to the Association until his resignation becomes effective" or he/she is expelled or has otherwise ceased to be a member and shall not be entitled to refund of any money paid to the Association by way of subscription or admission fees. The name of the member who has resigned or been expelled or has otherwise reason to be a member, shall be struck off the Register.

RESTORATION OF MEMBERSHIP

- 12. A member whose name has been struck Off the Register due to resignation or nonpayment of fees shall be entitled for re-enrollment on payment of admission fee afresh and all arrears outstanding against him, Provided that a member expelled from the Association under sub-article 13(1) (d) hereof shall not be readmitted before the expiry of one year from the date of expulsion.

CHANGE IN THE FIRM NAME BUSINESS

- 13. Any firm being a member of this Association shall have on the changing of the firm's name to put a fresh application for Membership in which case no membership fee shall be charged provided the applicant has accepted the assets and liabilities of the original firm. The Executive Committee will be competent to decide such case on merit whose decision shall be final and binding.

FUNDS OF THE ASSOCIATION

- 14. The funds of the Association shall comprise of Admission Fee and Annual Subscription, gifts, donations, and other contributions. The Admission fee and the Annual Subscription shall be payable by the member of the Association.

OPERATION OF ACCOUNTS

15. All the money of the Association shall be deposited in an approved scheduled bank. The bank account of the Association shall be operated by the Secretary General and the Chairman (or the Chairman's nominee from the Executive Committee) jointly,

ORGANIZATIONAL SETUP OF THE ASSOCIATION

16. The Registered Office of the Association shall be located at Lahore. The Association shall have two zonal offices comprising as follows.
- a) Southern (representing Provinces of Sindh and Baluchistan)
 - b) Northern (representing Provinces of Punjab, Khyber Pakhtunkhwa and Federal Area)

COMPOSITION OF EXECUTIVE COMMITTEE

17. The Executive Committee shall consist of a Chairman, a Senior Vice Chairman, a Vice Chairman and members, all of whom shall be members of the Association. Provided that Chairman and Senior Vice Chairman of the association shall not be from the same Province;

Chairman	One
Senior Vice Chairman	One
Vice Chairman	One
Executive Members	Nine
<i>Total</i>	<i>Twelve</i>

18. The General Body constituted under sub-rule (3) of Rule-21, in addition to the functions and responsibilities assigned to in the Memorandum and Articles of Association shall, subject to the provisions of clause(c) of sub-rule-(5) of Rule-21 and sub-section (7) of section 10 of the Act, serve as the electoral college for election of members of Executive Committee, except for the seats reserved for women for which the electoral college shall be the Executive Committee.
19. The Executive Committee shall comprise persons elected by the General Body from amongst its members, subject to the following namely:-
- i. There shall be a minimum of ten and maximum of thirty seats of Executive Committee.
 - ii. At least fifty percent of the members of Executive Committee shall be from the corporate class.
 - iii. The electorate college for each class of members of Executive Committee shall be the members of General Body from the respective class.
 - iv. In addition to the seats provided in clause 19(a) above, the Immediate past Chairman of the Association shall be an ex-officio member of the Executive Committee without voting right.
20. In the Association, in addition to the number of seats in sub-rule (5) of Rule- 21, there shall be two seats of Executive Committee reserved for women

entrepreneurs for which the Electoral College shall be the Executive Committee.

21. If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with members from other category. Provided that any seats remaining vacant in any category shall not be counted towards determination of quorum.
22. In any Association when the General Body comprises at least fifty percent members of Associate Class, there shall be rotation of office of the Chairman between the Associate and Corporate Members.
23. Where there is rotation of office of Chairman under sub-rule (9) of Rule 21 the Chairman and the senior Vice-Chairman shall not be from the same class of members provided in sub-rules (7) of rule 11.
24. The office bearers shall be elected by the executive committee from amongst its members.
25. The tenure of all elected office bearers shall be one year.
26. The tenure of members of Executive Committee as provided in sub-rule (5) and (6) of Rule-21 shall be two years subject to the following.
 - i. Fifty percent members of Executive Committee shall retire every year; and
 - ii. After the first election of Executive Committee under the Act, a draw shall be made to determine the fifty percent members who shall retire after expiry of first year.
27. The tenure of office bearers of Executive Committee as provided in sub-rule (12) of Rule-21 shall be one year.
28. On completion of the term; 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.

APPOINTMENT OF ELECTION COMMISSIONER

29. Simultaneously with the approval of the election schedule as provided in the rule 14, the Executive Committee shall appoint an Election Commission subject to the following conditions, namely:-
 - a. The commission comprises three members;
 - b. The members so appointed have submitted their consent in writing to their appointment as such;
 - c. The members of the commission, so appointed, have not held any office of the Association for the preceding two years;
 - d. The member of the commission, shall not be entitled to become a candidate in the election he is conducting.

- e. The members of the commission shall be independent, impartial and non-partisan; and
- f. The member of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

FUNCTIONS OF ELECTION COMMISSION

30. The Election Commission shall be in charge of all arrangements connected with the conduct of election including but not limited to:
- a. Appointment of polling staff;
 - b. Ensuring display of the tentative voters' list by the Secretary General for the purpose of inviting objections as provided in sub-rule(3) of Rule-18;
 - c. Examination of and decision on the objections received on the voters' list be provided in sub-rule(6) of rule-18 and
 - d. 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
 - e. Counting of votes and announcement of results.

ELECTION PROCEDURE

31. The election of the Association shall be conducted according to the procedure laid down in the respective articles of association subject to the following:-
- a. The election of the members of Executive Committee and office bearers shall be held by secret ballot;
 - b. Neither postal ballot nor proxy shall be allowed; and
 - c. The polling shall be held simultaneously at the head office, regional offices or, where the number of voters exceeds fifty, at the branch 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.
- (1) Within three days of the announcement of the election schedule member firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility.
 - (2) The Secretary General shall display, within seven days of the announcement of election schedule, the provisional list of all members eligible to vote along with their national tax number, sales tax registration number, if applicable, the name and national identity and card number of their representative.
 - (3) The list shall be displayed at:
 - a- The notice board of the head office and regional offices of Association; and
 - b- The website of the Association.

- (4) The members who have any objection to the entries in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the voters' list.
- (5) The Secretary General shall, within five days from receipt of objections under sub-rule (4) of rule-18, intimate action on the objections or changes, if any.
- (6) Any person aggrieved by the decision of the Secretary General may, within three days of receipt of decision, make a representation to the Election Commission which shall decide the representation within three days.
- (7) Any person, aggrieved by the decision of the Election Commission or in case Election Commission fails to decide the representation within the period provided in sub-rule (6) of Rule-18, may within three days of decision by the Election Commission or, as the case may be, on expiry of the limitation of the Election Commission under sub rule (6) of Rule-18, make an appeal to the Regulator who shall decide the appeal within ten days and his decision in this regard shall be final.
- (8) Within two days of the decision of Regulator the final voters' list shall be:
 - a) Displayed at the notice board of the head office and regional offices of the Association;
 - b) Displayed at website of the Association; and
 - c) Submitted to the Regulator: Provided that if no appeal has been filed to the Regulator the final list of voters shall be displayed within fifteen days of the decision of the Election Commission under sub-rule (6) of Rule-18.
- (9) Within four days of the display of the final list of voters, any person, who is eligible to contest the election for the vacant post, shall send his nomination, duly proposed and seconded by a duly registered voter and signed by the candidate, to the Secretary General.
- (10) Within twenty-four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- (11) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- (12) The objections, if any, to the nomination of the candidates can be filed to the Election Commission within twenty-four hours of issuance of the list of candidates which shall be decided by the Election Commission within two days.
- (13) Within two days of decision of the Election Commission or in case the Election Commission fails to decide within the stipulated time provided in sub-rule (12) of Rule-18, any candidate, aggrieved by the decision of the Election Commission or, as the case may be, on expiry of limitation of Election Commission under sub rule (12) of Rule-18, may file an appeal to the Regulator, who shall decide within seven days and his decision in this regard shall be final.
- (14) Within two days of the decision of the Regulator the Election Commission shall issue the final list of candidates. Provided that if no appeal has been

filed to the Regulator, final list of candidates shall be issued within eleven days of the decision of the Election Commission under sub-rule (12) of Rule-18.

- (15) With five days of display of final list of candidates, the polling for election of members of Executive Committee shall be held.
- (16) Within two days of the polling as provided in sub-rule (15) of Rule-18, any person elected as member of Executive Committee, shall send, to the Election Commission for election as an office-bearer, his nomination duly proposed and seconded by an elected Executive committee's member and signed by the candidate.
- (17) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- (18) Within two days of display of final list of 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 sub-rule (19) of Rule-18 but not later than the 30th September of the year.
- (20) The announcement of election results in the annual general meeting under sub-rule (19) of Rule-18 shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (2) of section 14 of the Act.
- (21) The final election results announced in the Annual General Meeting shall be.
 - a) Displayed at the notice board of the head office and regional offices of the Association within two days;
 - b) Displayed at the website of the Association within two days; and
 - c) Submitted to the Regulator within seven days.

CONDUCT OF ELECTIONS

32.

- (1) The ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in the presence of polling agent 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 computerized national identity card, original identity card issued by the Association, passport and driving license. The polling officer shall, on the counterfoil, enter the number of identification document.
- (3) After satisfying himself with regard to identity of the voter, the polling officer shall 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 Election Commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- (5) Once the ballot paper has been issued to a voter, he shall not be allowed to leave the polling booth, without casting his vote in the ballot box.
- (6) Adequate arrangements shall be made to maintain the secrecy of the polls.
- (7) Proper account shall be maintained by an officer designated by the Election Commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.
- (8) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- (9) The Election Commission or an officer designated by the commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.
- (10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- (11) Counting of votes shall take place immediately after the polling hours under the supervision of polling officer in the presence of candidates or their polling agents, if any, at the designated sites.
- (12) Provisional results may be declared by the commission immediately after the counting of votes is completed.
- (13) In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in the presence of candidates or their polling agents and a record of the result thereof shall be made.
- (14) In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in the presence of candidates or their polling agents and a record of the result thereof shall be made.
- (15) 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 or any officer designated by the election commission and the Secretary General and shall be handed over to the Secretary General for safe custody.

Upon an application made in this behalf by the candidate within seven days of the date of polling and with approval of the Regulator, record of the elections shall be opened for inspection by the applicant in presence of the Election Commission.

The elections will be conducted strictly according to the rules as contained in Trade Organizations Rules 2013.

If any provision of this Memorandum and Article of Association is in conflict with the provisions made in Trade Organization Act 2013 and rule made their under, the later shall prevail.

TERMS OF THE OFFICE BEARERS AND EXECUTIVE COMMITTEE

33. The Executive Committee of the Association shall be the main governing body for the whole Association. It shall cause to be carried out and executed all policies, programs and resolutions formulated and enunciated by the General Body of the Association or by itself in accordance with the rules and regulations in force. The tenure of members of Executive Committee shall be two years subject to the following:

- i. Fifty percent members of the Executive Committee shall retire every year;
- ii. After the first election of the Executive Committee under the Act a draw shall be made to determine fifty percent members who shall retire after expiry of 1st year.

FILING OF RETURNS

34. Accounting, year of the Association will be closed on 30th June each year and its financial statements duly audited by a Chartered Accountant along-with a list of members as on the 30th of September shall be furnished by the Association to the Regulator, on or before the 31st day of December every year.

GENERAL BODY OF THE ASSOCIATION

35. a) The General Body of the Association shall be the supreme body of the Association, It shall have overall powers and control over the whole Association,
- b) All representatives, members, committees and Officers of the Association shall be ultimately responsible and answerable to the General Body of the Association.
- c) The General Body will meet at least once a year.

POWERS OF EXECUTIVE COMMITTEE OF THE ASSOCIATION

36. The Executive Committee of the Association shall have the following powers:
- a) The Executive Committee of the Association shall be the main governing body for the whole Association. It shall carry out and execute all policies programs and resolutions formulated and enunciated by the General Body of the Association, the Founding Members or by itself in accordance with the rules and regulations in force.

- b) The Executive Committee shall discuss, deal, negotiate, and communicate with the Government authorities and/or private or individuals in all matters concerning or affecting the business of the members. It shall have powers to appoint representatives, open branches or other activities aimed at advancing the objects of the Association. It shall lay down, determine and enforce terms of the services of the staff and fix their 'remunerations and recruit or remove them from service in accordance with rules.
- c) It shall have the power to constitute and appoint sub-committees, advisors and appoint such person(s) as it deems appropriate for the purposes of the Association.
- d) It shall have powers to sanction expenditure and when necessary also collect funds for any purpose within the terms of the Memorandum and Articles of Association,
- (e) The Chairman of the Association shall have power to incur expenditure up to the Limit of Rs.50,000/- without the approval of Executive Committee beyond this' limit approval of Executive Committee is necessary.
- (f) It shall have power to issue or cause to be issued instructions, directives and advice to members or other officers of the Association on various matters. It shall guide and control the activities of Association in all matters. It shall do all that may be incidental to its duties and of help in the promotion and development of the trade, and the economic progress of the country, within the preview of the Memorandum and Articles of Association.
- (g) It shall also have authority to frame rules and regulations in consonance with the Memorandum and Articles of Association. It may also add, alter, improve and repeal regulations and bye-laws of the Association.
- (h) To make such arrangements as are considered necessary for the election of the new Executive Committee and its Chairman.
- (i) To continue and manage the affairs of the Association until the next properly constituted Committee can take over in accordance with the provisions of these articles.
- (j) To look after and manage all property, movable and immovable held by the Association,
- (k) To delegate any of its powers to Any Standing Committee or Sub-Committee
- (l) To keep or cause to be kept by any one or more, persons appointed by it proper books or accounts in which shall be entered true and complete accounts of the monetary affairs and transactions of the Association,
- (m) To present the view of the Association on any matter relating to the objects of the Association.'
- (n) To nominate members to represent the Association on non-political public bodies.
- (o) To raise funds by collecting ad hoc subscriptions and donations from the member from time to time for meeting any emergent needs of the Association.
- (p) To defray expenses, subject to availability of fund selected and deputed by the Association to represent it in Pakistan and abroad.

- q) To commence, institute, prosecute and defend all such actions And/ or writes on behalf of the Association as may be deemed necessary or expedient and to compromise or subject to Arbitration any action, suit, dispute or difference.
- r) To adopt and take such measures, not inconsistent with the Memorandum of Association or these Articles., as may from time to time by considered necessary for the achievement of the aim and objects of the Association.
- s) The Executive Committee of the Association shall have powers to frame rules and bye-laws for elections and also lay down procedure for the same.
- t) To frame rules, bye-lawn, Standard Trading Terms and Conditions, Codes of Conduct, and minimum trading qualifications for the Member of the Association, this shall be binding on all Members.

POWERS & DUTIES OF CHAIRMAN

37. The Chairman will exercise the following powers and duties'
- a. To preside at the meetings of the Committee and / or meetings of the General Body
 - b. To control and maintain decorum and discipline at the meetings.
 - c. To look after and supervise the working and activities of the Association.
 - d. To use his casting vote in case of equality of votes,
 - e. To give precedence to any item of the Agenda and to give rulings on points that may be treated in meetings.
 - f. To direct the Secretary General to call general meetings.
 - g. To adjourn or disperse unruly and undisciplined meetings.
 - h. To lead delegations and deputations AND GENERALLY he shall have such powers and duties as may be incidental to the office of the Chairman.
38. In the absence of the Chairman, Senior Vice Chairman, or Vice Chairman shall exercise all the powers of the Chairman and discharge the duties in relation to the Association and the Executive Committee.

MANAGEMENT

- 39.
- (1) Association shall appoint a Secretary General through a human resources committee formed by the Executive Committee and shall consist of three members of the Executive Committee.
 - (2) The Secretary General shall be in charge of Secretariat of Association, who shall exercise his powers and perform his functions under the relevant laws and rules made there under and the Memorandum and Articles of Association of the Association.
 - (3) The signatures of the Secretary General shall be mandatory for operation of all the single or jointly operated bank accounts of the Association.
 - (4) The termination of services of the Secretary General shall be through resolution of the Executive Committee.

- (5) 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.
- (6) Any other staff or professional management shall be appointed through a process to be defined in the Association's human resource policy.

MEETING

40.

- (a) The business of the Association in formulating policy shall be carried on by the Executive Committee of the Association, as decided by a majority of votes.
- (b) In case of a deadlock in the Executive Committee, the Chairman shall have a casting or deciding vote.
- (c) A meeting of the Founding Members and/or Members may take place at such times as the Executive Committee or Chairman may deem appropriate for the furtherance of the aims and objectives of the Association.

PROCEEDING OF MEETINGS

41.

- (a) The Chairman, if present shall preside at all meetings of the Association and at its meetings of the Committee. In the absence of the Chairman the Senior Vice Chairman or the Vice Chairman, with the prior written approval of the Chairman shall preside.
- (b). In the event of the office of any Senior Vice Chairman or Vice Chairman falls vacant, the vacancy shall be filled amongst the Executive Committee Members within one month. Bye elections for the vacancy shall be conducted to fill in the above mentioned vacancy within two months of the office having fallen vacant. Five members shall form the quorum for meetings of the Executive Committee One-third Members shall form the quorum for meetings of the Members. In the case of equality of votes the Chairman shall have a second or casting vote.

GENERAL MEETINGS

42. i) An Annual General Meeting shall be held once a year for the purpose of:
 - a) Receiving Report and Audited Account of the Association for the year ending the previous 30th June.
 - b) Discussing and deciding all matters concerned with the management, business or object of the Association.
 - c) Appointment of Auditors and fixing their remuneration.
 - d) Announcement of the result of the preceding election of Executive Committee and Officer Bearers.
 - e) Approval of budget for the next year.

- ii) Annual General Meeting shall have power to adjourn to another date to be then fixed for the purpose of deciding such proposition as may remain undetermined.
- iii) At an Annual General Meeting, the presence of one-third of the Members in person shall be necessary to form a quorum; should such number not be present, the meeting shall be adjourned to such date as the majority of those present may fix.
- iv) The notice of the date of adjourned meeting shall be given forthwith to all members who were sent notice of the meeting. The quorum is not necessary for the adjourned meeting.
- v) The majority at the Annual General Meeting or at any adjourned meeting shall consist of simple majority. In case of equal number of votes, the Chairman shall have the second or casting vote.
- vi) The Committee shall cause the date of the Annual General meeting to be advertised at least 40 days before the date of such meeting, and any proposition to be laid before the meeting under this sub-article must be sent to the SECRETARY GENERAL 21 days before the date of the meeting.
- vii) The Committee shall send to each member paying the subscription in accordance with the Rules, at least 21 days' notice before the Annual General Meeting, a copy of the report and audited accounts of the affairs of the Association for the year ending the previous 30th June and also agenda of the meeting. In case of adjourned meeting, a notice of at least 7 days will be necessary.

43. All resolutions shall be adopted by the simple majority vote (members present in the meeting).

SPECIAL ORDINARY OR EXTRA ORDINARY GENERAL MEETINGS OF THE GENERAL BODY

44. All meetings of the general body other than the Annual General Meeting shall be called Ordinary, or Special General Meeting and shall be held at any time and any place as the Executive Committee may deem fit and convenient for the disposal of the business of Association.

MEETING REQUISITION

45. An Ordinary, Extra Ordinary, Special Meeting can also be held on requisition signed by one fifth of the total number of the Members specifying in clearly the business desired to be transacted.

- a) The Secretary General, upon receipt of such requisition made in writing by at least one fifth of the Members, shall convene an Ordinary, Extra Ordinary General Meeting and such meeting shall be called within 21 days from the date of receipt of such requisition and a notice of such a meeting under the signature of the SECRETARY GENERAL shall be circulated among the members for their information at least 14 days before the time appointed.

- b) Any requisition for any Ordinary, Extra-Ordinary or Special General Meeting shall express the object of the meeting and 'must be signed by the requisitionists and should be sent to the Secretary General.

QUORUM

46. One-third of the members of the General Body present in person and qualified for the time being, will form the quorum for the Annual General or Ordinary, Extra-Ordinary or Special General Meeting and no business shall be transacted at such meeting unless there be a quorum. This quorum requirement will also apply for Ordinary, Extra-Ordinary or Special Meeting of the Executive Committee.

CONDUCT OF BUSINESS

- 47 a). The Chairman of the Association shall preside over every General Meeting of the Association and in his absence one of the Senior Vice Chairman or Vice Chairman, with the written approval of the Chairman shall preside over such meeting
- b). The Chairman, with consent of the members present, may adjourn the meeting from time to time, and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

THE GENERAL BODY

48. a) In emergencies the Chairman of the Executive Committee may call an emergency meeting of the General Body with 10 days' notice in advance.
- b) The quorum for such meeting shall be one-third of the General Body present

EXECUTIVE COMMITTEE MEETINGS

49. These may be called by the SECRETARY GENERAL at the instance of the Chairman or any two ordinary members of the Executive Committee. SECRETARY GENERAL himself in consultation with the Chairman the Executive Committee shall hold at least one meeting every two months.

WANT OF QUORUM

50. The quorum of all meetings shall be as provided in Articles 46, 47 and 48. In case a meeting is adjourned for want of quorum, no quorum shall be necessary for the adjourned meeting and the members present shall transact the business.

VACANCIES

51. In the event of any Office Bearer, or member of the Executive Committee by vacating his office at any time during the year, the vacant office shall be filled up by the Executive Committee within 30 days of the vacancy, by holding election as stated above.
52. The Office of a member of the Executive Committee shall be vacated if he remains absent from three consecutive meetings of the Executive Committee so for a continuous period of three months which so ever is longer, without leave or, permission from the Executive Committee.

53. In the event of any Office Bearer or member of the Executive Committee going on leave for a period exceeding three months, the Executive Committee may co-opt a substitute in his place to act for the period of the leave.

NOTICES

54. (a) Notice of the meeting of the Association with, a statement of the business to be transacted at the meeting shall be sent to every member UNDER POSTAL CERTIFICATE as hereinafter provided, but the accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceeding of any meeting.
- (b) Any member present in person be entitled to demand a poll.
- (c) Any member whose name is entered in the register of members of the Association shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.
55. It shall be obligatory upon every member to notify any change of his address so that the same may be noted in the register of members. In the absence of such intimation, a notice sent to the address last noted in the register of members shall be deemed good.

MISCELLANEOUS

56. At the time of election of the Executive Committee if any member raises a dispute or challenges the election of any other member the Chairmen of the meeting shall decide the matter there and then at the time of election of the Executive Committee. If it is found that two or more members have secured equal number of votes, the Chairman of the meeting shall draw lots in respect of all such members and first ones to be picked through the lots to make up the number required shall be deemed to be elected.
57. The Executive Committee shall keep or cause to keep records and proper books of accounts in which shall be entered full, true and complete accounts of the affairs and transaction of the Association which will include inter alia the followings;-
- a) Minute Books for meeting of the Members of the Association.
 - b) Minute Books for meetings of the Executive Committee and other Committee.
 - c) Register of members correctly showing their addresses (including names of their representatives)
 - d) A register of members of the Executive Committee from time to time showing the names, addresses and occupation of members.
 - e) True account shall be kept of sums of money received and spent by the Association and the matter in respect of which such receipts and expenditure takes place, and the property credits and Liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same may be imposed in accordance with the regulations for the time being of the Association shall be open to inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the Balance Sheet ascertained by a qualified Auditor.

BOOKS AND INSPECTION

58. The account books and other documents shall be kept at the headquarters of the Association and shall be open to inspection by members of the Executive Committee and members of the Association, at such time or times during the day and to such extent as the Executive Committee may from time to time determine. The Executive Committee and the Chairman shall, in respect of the Executive Committee, have right to refuse inspection of any documents which at the time, in its/his opinion, it likely to prejudice, the interests of the Association. Reasons for such refusal shall be given in writing and the aggrieved party may appeal to the Chairman on the subject and decision of the Chairman shall be final.

MANAGEMENT OF PROPERTY

59. All property of the Association whether belonging to it or held by it in trust, shall unless otherwise provided by any instrument of trust vest in the Association and in case of any Bill, Note., negotiable Instrument of whatsoever nature, Agreement Bond, Indemnity Debentures and generally any other deed or document of whatsoever nature, the same shall be deemed to have been duly executed accepted, admitted, endorsed and completed on behalf of the Association if signed by the Chairman and SECRETARY GENERAL or in their absence by any two more members appointed for the purpose by Executive Committee.

SEAL OF THE ASSOCIATION

60. The Association shall have a common seal which shall not be affixed to any instrument or document except by the authority of a resolution of the Executive Committee or in the absence of such resolution by the Chairman for purposes of the day to day running of the Association.

IDENTITY

61. Every office or agent for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in connection with any application under the act in which relief is granted to him by the court.

COPIES OF ME MORANDUM AND ARTICLES

62. The Memorandum of Association and these Articles shall be kept with the records of the Association. Printed copies of the same shall be supplied to all the members on application free of charge. No alteration or addition or deletion shall be made therein or thereto save and except by a majority of three fourths of the members present at the annual general meeting or an extra ordinary meeting conveyed by a notice issued at: least twenty-one days before the holding of the said meeting and in which all terms of the proposed alteration shall have been clearly set forth.

ANNUAL REPORT

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

WINDING UP

64. (a) The association shall be wound up voluntarily whenever a special resolution is passed requiring the association to be wound up and should there remain after satisfaction of all its debts and liabilities and surplus property whatsoever, the same shall not be paid or distributed amongst the members of the association but shall be given or transferred to some other institution or institutions having objectives similar to the objects of the Association at an Extra General Meeting convened for the purpose.
- (b) Notwithstanding anything laid down in sub-article (a) above the provisions of the Companies law as amended from time to time, regarding the winding up or dissolution of Association shall apply to the winding up or dissolution of Association.

BORROWING POWERS

65. The Association may exercise all the powers to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether out right or as security for any debt, liability or obligation.

WEBSITE

66. The Association shall within one year from the date of grant of license create and maintain a website which shall include relevant information regarding the Association.
- (a) Up-to-date list of office bearers with contact details, Executive Committee members, management and members of the General Body;
- (b) Memorandum and Articles of Association as well as bye-laws, if any
- (c) Plan of activities and statement of vision;
- (d) Schedule of Executive Committee meetings and minutes of such meetings and
- (e) Schedule of Elections, voters list and election results during the election period as provided in The Trade Organizations Rules, 2013 clause (c) of sub-rule (2) of rule 14 and clause (b) of sub-rule (3) and clause (b) of sub-rule (8) of rule 18.

PLAN OF ACTIVITIES AND PERFORMANCE REVIEW

67. (1) The Association shall prepare a three year plan of activities which shall be approved by the Executive Committee following distribution amongst its members and among other matters the proposed future activities, finances and outcome of such activities intended by the Association during the said three year period.
- (2) 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,

REPORTING EQUIPMENT

68. Notwithstanding the requirements under the Companies law, the Association shall annually submit by 31st December, to the Regulator:
- (a) Annual financial statement as approved by the Executive Committee and prepared by auditors;
 - (b) Plan of activities for the next year
 - (c) A soft and hard copy of list of members as on November 30.

CONFIDENTIALITY

69. Every officer, servant; accountant or other persons employed in the business of the company shall observe a strict secrecy respecting all transactions of the Association with the customers and the state of accounts with individuals, matters relating thereto and shall not to reveal any of the matters which come to his knowledge in the discharge of his duties except when required to do so by any legally competent authority, quasi-judicial or judicial order and except so far as may be necessary in order to Association with any of the provisions in these presents contained. Moreover, all members, office bearers and members of the Executive Committee shall communicate in confidence and maintain confidentiality of their transactions and communications as privileged communication between the members, office bearer and the Executive Committee of the Association. That it shall be the duty of the office bearers, the members of the Executive Committee to maintain a private mailing list for dissemination of information about the Association and information regarding Association business and matters incidental and related thereto and all such information shall be privilege and confidential between the Association, its office bearers, the Committee, its members and recipients. The Executive or the Chairman may, if deemed fit disseminate such information as non-confidential and not privileged by stating in such communication that the information is non-confidential and not privileged.

ARBITRATION

- 70 (a) The Executive Committee will prepare a list of recommended arbitrators every year so that members may refer any dispute between themselves, in case of two arbitrators disagreeing the arbitrators shall appoint an Umpire out of the remaining members of the panel. The award of the arbitrators or the Umpire shall be final and binding on the parties to the dispute. In case of difference between the parties against the decision of the arbitrators the matter will be placed before Regulator.
- (b) Notwithstanding the preceding sub-article. The Executive Committee will constitute and appoint a Reconciliation Committee every year so that members may refer any disputes arising between themselves out of a commercial relationship or any dispute arising between a member and any outsider based on a commercial relationship. The award of the Reconciliation Committee shall be final and binding on the parties to the dispute. In case of a difference between the parties against the decision of the Reconciliation Committee, the matter will be placed before the Regulator whose decision will be final.
- (c) Notwithstanding the preceding sub-article or anything contained in the Articles the Executive Committee shall elect a panel of arbitrators every year so that members may refer any dispute between themselves or any dispute arising between a member and any outsider. Any and every dispute, difference or question which may at any time arise between the members, the members and the Association, the members and the Executive Committee, the members and the Chairman, the members of the Executive Committee, the members and any person or organization the members and any outsider/other person claiming under these Articles, touching or arising out in respect of this functioning of the Association/these or any Rules or the subject matter thereof including but not limited to its breach, termination or invalidity thereof shall first be attempted by the parties to such a dispute to be settled amicably by using their best efforts.

In case the disputes, difference or question cannot be settled amicably or satisfactorily by correspondence or by mutual discussion within thirty days (30) after receipt by one party of the other party's request for amicable settlement, it shall be referred to mediation before Trade Dispute Resolution Organization(TDRO) Islamabad, Whose decision shall be final and binding on the parties.

71. Power and authority of the Association and of its Executive Committee shall be as set out in the Articles and shall be exercisable only in terms of the Memorandum of Association and shall be limited and restricted accordingly.

72. Amendments to these Articles having the approval of three fourth of the General Body, shall be made with the prior approval of the Federal Government and shall also be made when required by the Federal Government in the public interest.

AMENDMENTS TO THE RULES

73. Subject to the provision herein contained no rule shall be amended, varied and/or rescinded except with the consent of three fourth of the voting strength of the members voting at a meeting specially called for the purpose.

SEAL

74. The Managing Committee shall provide a common seal for the Association the Seal shall be deposited with the Secretary General and shall never be affixed to any document except by the Authority of the Managing Committee previously given and the Chairman for the time being and one other member of the Managing Committee at least shall every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary General, provided nevertheless that any time instrument bearing the Seal of the Association notwithstanding any irregularity touching the authority of the Managing Committee to issue the same.

WINDING UP

75. The provisions of the Companies Law regarding the winding up of a company shall apply to the winding up or dissolution of the Association.

The Secretary General,
Pakistan Steel Linepipe Industry Association,
4th Floor, Davis Hytes, 38- Davis Road, Lahore.

Dear Sir,

I/We ----- am/are desirous of becoming Member(s) of the Pakistan Steel Pipeline Industry Association and undertake to abide by its Memorandum and Article of Association and the rules, regulations and by-laws framed there under. A sum of Rs. 10,000 being the prescribed Entrance Fee, together with the sum of Rs.100,000 being the current year's subscription, is sent herewith in anticipation of my/our being enrolled as Member.

Yours truly,

Name & Designation and Signature of Applicant

Date -----

- (m) Proposed by: _____
Address: _____
Membership No: _____
Date: _____
- (ii) Seconded By: _____
Address: _____

Membership No: _____

Date: _____

Name, address and designation of my/our authorized representative who will represent me/us in the meeting of the Association are given below on the left hand side.

Particulars of Representative

Name: _____

Designation: _____

Postal Address: _____

Tel Nos: _____

Fax No: _____

E-mail: _____

Signature of Applicant

Date: _____