

**MEMORANDUM OF ASSOCIATION
OF
THE SWAT CHAMBER OF COMMERCE AND
INDUSTRY**

1. The name of Chamber is “The Swat Chamber of Commerce & Industry”,
2. The Registered Office of the Chamber will be situated in Mingora, District Swat in the Province of khaber-Pakhtoonkhaw.
3. The objectives for which Chamber is established are;
 - (a) To stimulate the development of trade, commerce and industry in District Swat.
 - (b) To promote, protect and stimulate the interests and general welfare of the commercially industrially minded communities of the areas mentioned in Para 3(a) and cement galvanizes this mutual and reciprocal relation into an organic whole or living body. The Chamber shall act as a bridge between business community and government.
 - (c) To implement sound leadership of the commercial or industrial organizations and persons engaged in Commerce and Industry as their pursuits of life and protect their interests through constitutional means.
 - (d) To collect and disseminate statistical and other information essential to the life and prosperity of commercial and industrial classes or persons connected therewith individually or otherwise and to make efforts for the spread of commercial technical and economic knowledge.
 - (e) To adjust and compound controversies between the Members of this Chamber and provide machinery for arbitration in respect of disputes arising in the course of trade, industry or other business matters.
 - (f) To inculcate a sense of self-reliance and broad views in respect of commercial and industrial enterprises and developments and to introduce the traders and their products in foreign markets.
 - (g) To become member of Federation that may be set up in accordance with the provisions of the Government Trade Organizations Ordinance 2007/2009
 - (h) To induce persons at wealth to invest their capital in such enterprise as may be conducive to the prosperity and development of the country.
 - (i) To accept the bequest, gift, donation or subscription for any of the objects of the Chamber.

- (j) To remunerate any person or company for services rendered or to be, rendered to this Chamber.
 - (k) To appoint committees in different cities under the jurisdiction of the Chamber to look after the interests of the traders and individual concerns in that city if found necessary.
 - (l) To consider all questions connected with trade, commerce and industry and to initiate or support necessary action in connection therewith.
 - (m) To do all such other things as may be conducive to the development of trade, commerce and industry or incidental to attainment of the above objects or any of them.
- 4 The income and property of the Chamber whensoever derived shall be applied solely towards the promotion of the Chamber as set forth in this memorandum of association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profits to the persons who at any time are, or have been members of the Chamber or to any of them or to any person claiming through any of them, provided that nothing herein contained shall prevent.
- i. The payment in good faith or any remuneration to any officers or servants actually rendered to the Chamber.
 - ii. Any payment of allowance or concession to members by way of rebate or return of subscription in accordance with regulations of Chamber.
 - iii. The gratuitous distribution among or sale of a discount to members of Chamber of any books or publications not required for the furtherance of any of its objectives.
- 5 The liability of members is limited.
- 6 Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of its being wound-up while he is a member or within one year afterwards, for payment of debts and liabilities of the Chamber contracted before he ceases to be a member and the cost, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Rs.2000/ only.
- 7 If upon the winding-up or dissolution of the Chamber there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to, or distributed among the members of the Chamber, but shall be given or transferred to some other institutions having objects similar of the Chamber to be determined by the members of the Chamber in a meeting at or before the time of dissolution and in

default thereof, by such judge of High Court of Judicature within Pakistan as may have or acquire jurisdiction in the matter.

- 8 True and correct accounts of the Chamber relating to the sums of money received and expended and the matter in respect of which such receipts and expenditure takes place and of the property credits and liabilities of Chamber shall be maintained properly. These accounts can be inspected by any member during the working hours with the permission of the President or Secretary on payment of Rs.50 per inspection. Once at least in every year the accounts of the Chamber will be examined and correctness of the balance sheet certified by one or more auditors.

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

Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreigner, Passport No)	Father's / Husband's Name in full	Nationality with any former Nationality	Occupation	Residential Address in full	Signatures
HAJI MUHAMMA D YOUSAF	15602-8425385-9	HAJI ABDULLAH	Pakistani	Businessmen	National plastic industries G.T Road Rahim Abad Swat	
HAJI FAZAL WAHAB	15602-3287463-1	ABDUL WAHAB	Pakistani	Businessmen	Tawakal Ice Factory Airport Road Mingora Swat	
AHAMD KHAN	15602-03554799-1	HAJI MUQRAB KHAN	Pakistani	Businessmen	Ahmad Silk Mills Amankaot Swat	
NOOR MUHAMMA D KHAN	15602-01055440-1	HAJI AMIR RAHMIM	Pakistani	Businessmen	Allied Rubber Pvt. Ltd Bypass Road Tkhtaband Swat	
IQBAL HUSSAIN	15602-0398304-5	HAJI SAID RAHMIM	Pakistani	Businessmen	Kabal Silk Mills Kabal Swat	
MANZOOR AHMAD BHUTTI	37405-8972746-3	ABDUR REHMAN BHUTTI	Pakistani	Businessmen	Shadab Industry G.T. Road Rahim Abad Swat	
HAJI NAZIR HUSSAIN	15602-5519059-1	HAJI INZER GUL	Pakistani	Businessmen	Swat Adhesive Company Amankot Swat	
ANWAR ALI	15602-9975966-1	ABDUL SATTAR	Pakistani	Businessmen	Anwar Ali Pvt Ltd Service Brand Name Fonelink Telecom Airport Road Mingora Swat	

Dated the 19th day of May 2007

Witness to above signatures.
Muhammad Ibrahim Khan.
S/O Mukhtiar Gul

N.I.C 17301-1527058-9

**ARTICLES OF ASSOCIATION
OF
THE SWAT CHAMBER OF COMMERCE AND
INDUSTRY**

1. The regulation contained in table “A” in the first schedule to the Companies Act 1984 shall not apply to the Chamber except the Compulsory regulations.

2. DEFINITIONS:

- (a) **“Ordinance”** means the Companies Ordinance, 1984 (No. XL VII of 1984) or any statutory modifications thereof applicable to Pakistan.
- (b) **“Articles”** mean these articles of association as originally framed and altered from time to time by special resolution.
- (c) **“Chamber”** means The Swat Chamber of Commerce & Industry, Mingora Swat, registered and incorporated pursuant to the provisions of the Companies Ordinance, 1984 (No. XL VII of 1984).
- (d) **“Member”** means all such persons or bodies as may be or become members of the Chamber in accordance with the Articles of Association.
- (e) **“Committee”** means the Executive Committee of the Chamber.
- (f) **“Bank”** means any schedule bank having its branch at Mingora.
- (g) **“Office Bearers”** means the President and, Vice President of the Chamber.
- (h) **“Secretary General”** means a person who is appointed by the Chamber on salary to perform the functions and duties of the Secretary General as lay down in these Articles.
- (i) **“Register of Members”** means the Register kept pursuant to the provisions of Section 147 of the Companies Ordinance, 1984 (No. XL VII of 1984).
- (j) **“Year”** means the year commencing from the 1st October and ending on the 30th September.

- (k) **“General Meeting”** means the meeting of the general body of the Chamber, whether Ordinary, Extraordinary or Special.
 - (l) **“Ordinary resolution”** means any resolution passed at any ordinary General Meeting by a simple majority of votes of members present in person.
 - (m) **“Words”** indicating the singular number shall include plural number and vice versa. Words signifying persons shall apply, mutatis mutandis to firms, corporations or Joint Stock Companies.
 - (n) Compulsory Regulations of Table A as contained in Section 12 (2) of the Ordinance, 1984 (No. XL VII of 1984) shall apply.
 - (o) **“D.G.T.O”** means Director General Trade Organizations appointed under the Trade Organizations Ordinance 2007/2009.
 - (p) **“General Body”** mean all members of the Chamber.
 - (q) **“Members of Executive Committee”** means includes President, Vice Presidents and elected Members of the Chamber.
 - (r) **“Membership Period”** means membership of the Chamber which shall be granted for a period of one year and shall expire on 31st day of March every year irrespective of the date of grant of membership.
4. The Chamber for the purpose of registration is declared to consist of an unlimited number of members.

5. MEMBERSHIP OF THE CHAMBER

Any business concern shall be eligible for grant or renewal of membership of chamber if the business concern meets the following conditions, namely;

- a:** the prospective member is a sole proprietor or a partnership firm or an association of person or a company holding national tax number and sales tax registration, if applicable, in the name of the business concern;
- b:** the prospective member’s business fits within the defined area of jurisdiction of the chamber.
- c:** The application for grant of membership has been proposed and seconded by existing members of the chamber.

d: the prospective member has no criminal conviction.

e: the prospective member has a valid national tax number and sales tax registration if applicable.

f: If a prospective member meets the membership criteria for membership of chamber and his application for membership has been refused or delayed he can file a complaint with the Director General, Director General if satisfied he may direct the chamber for the purpose of enrolling such person or organization.

6. CLASSES OF MEMBERSHIP

The membership of the Chamber shall consist of the following three classes of members:

a: Corporate Member

A Member which is either a body corporate or a multinational corporation with its Head Office or branch office in Pakistan or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turnover of Rs.50 million or above. The membership fee for Corporate Member shall be Rs. 1,600.

b: Associate Member

A Member which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turnover of Rs.50 million or above. The membership fee for associate member shall be Rs. 1000.

c: Town Association

Means a town association, organized to represent trade, industry or service in a town, tehsil or a district where there is no chamber. The annual subscription of the Town Association shall be Rs.3, 000/-. Members of the Town Association enrolled as delegate member shall be allowed to become member subject to payment of Rs. 200/- as annual fee.

- 7.** The Executive Committee shall consider all applications for membership and after acceptance by the Committee, the applicants shall be duly informed, and their names entered on the membership register, on payment

of an admission fee of Rs.150/- together with the annual subscription of the class of membership to which they are to be admitted.

6. Membership

- a) The membership of the Chamber shall be for a period of one year commencing from 1st of April to 31st of March each year renewable on furnishing proof of filing of a return of Income or statement and sales tax return if applicable. The membership shall only be renewed if the prescribed membership fee has been paid prior to 31st of March. The members of the Chamber who are exempt from payment of income tax or if their income falls below the taxable limit, they will be allowed to produce exemption certificate or a copy of tax coupon etc. in lieu of filing of return or income. A member joining the chamber during the course of year shall pay full membership fee irrespective the joining date.
- b) A sole proprietorship firm or any other company or a concern shall be eligible for the membership of the Chamber, provided that such a firm or company has its head office, registered office, branch office or manufacturing plant located in the territorial jurisdiction of the Chamber.
- c) The membership fee chargeable from each class shall be fixed by the Executive Committee subject to approval of Director General.
- d) The change of class shall not be allowed unless the members concerned satisfies the Secretary General of the Chamber that requirement for membership of the respective class to which the membership is proposed to be changed have been fulfilled and approved by the Executive Committee.
- e) An eligible member whose application for membership has been delayed or refused can file a complaint with Director General, and Director General if satisfied may direct the chamber to renew the membership of the applicant.
- f) The prospective member has a valid national tax number and sales registration if applicable.
- g) The prospective member has no criminal conviction
- h) The application for grant of membership shall be proposed and seconded by existing member of the chamber.
- i) The prospective member shall be a sole proprietorship a partnership firm or an association of persons or a company holding national tax number and sales tax registration, if applicable in the name of the company.

8. THE GENERAL BODY OF THE CHAMBER

The General Body of the Chamber shall comprise corporate members, associate members, and town associations provided that each town association shall be represented in the Chamber by one representative.

9. TERMINATION OF MEMBERSHIP:

- (a) Any member may withdraw from the Chamber by giving two months notice in writing to the Secretary General and on the expiry of the notice such member shall cease to be a member.
- (b) A member shall cease to be member
- When he fails to pay the subscription or any other dues to Chamber within one month after the due date of payment.
 - On receipt of a complaint from a member that a member has acted in such a way that it is detrimental to the interests and cause of the Chamber, the Executive Committee will elect a sub-committee to make an enquiry about the allegations, and if it is proved correct will expel the member from membership but if it is found incorrect action shall be taken against the reporter. No complaint will be entertained from non-members.
 - Provided always that a member whose name has been removed shall have the right to appeal to the Director General and his decision in this regard shall be final.

10. COMPOSITION OF THE MANAGMENT

(a) The management of the Chamber shall be vested in a body hereinafter called the

Executive Committee, which shall consist of: -

President	1
Vice-President	1
Corporate Members	13
Associate Members	13
Women Entrepreneurs	2 (Reserved Seats)
Town Association	Affiliated town association

Note:

- (1) There shall not be more than one representative on the committee from each town association or group.
- (2) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with the members from other category; furthermore any seats remaining vacant shall not be counted towards determination of quorum.
- (3) If the Associate members are twice in number as compared to the corporate members, there shall be rotation of office of Presidents between the Associate and Corporate Members.
- (4) Where there is rotation of office of President under clause 3 the President and Vice President shall not be from the same class of members.
- (5) The President and vice president in addition to functions and responsibilities assigned to them in memorandum and article of association of the chamber shall be ex-officio members of the executive committee.

11. PROCEDURE OF ELECTION OF OFFICE BEARERS AND THEIR TERMS OF OFFICE

- (i) Each class of members shall be entitled to elect only such members of representatives as is fixed for it on the Executive Committee.
- (ii) The election of the Executive Committee shall be held by secret ballot and their final result shall be officially announced at the general meeting of the Chamber called for this purpose within fifteen days of the date of polling for Executive Committee, but before or on 30th September.

- (iii) (a) a member shall be eligible to serve as President of the Chamber for the term of one year only. The President will be elected every year.
- (b) On the expiry of the fixed tenure period, the President will automatically cease to be the President and shall hand over the charge of his office to the newly elected President or to the Executive Committee of the Chamber if the elections have not been held.
- (c) The President, Vice President and Executive committee shall hold the office for a term of one year commencing with effect from the 1st day of October each year.
- (d) The Vice President shall be deemed to have been automatically retired from their respective offices on completion of their annual term of office.
- (e) No member of Executive committee of a chamber shall hold office for more than two consecutive terms
- (iv) The general body of the chamber shall serve as Electoral College for election of the Executive committee, except for the seats reserved for President, Vice President and women entrepreneurs, for which the Electoral College shall be executive committee
- (v) Casual vacancies of members shall be filled by cooption by the Executive Committee from amongst the class of members to which the outgoing member belonged. Those of the President, Vice President shall be filled by the Committee by election from amongst its existing members and the resultant vacancy of the member(s) shall be filled by cooption. Provided that no such vacancy shall be filled during the first ninety days as well as 270 days after the holding of the Annual election.

Explanation:

The term “casual vacancy” shall include all vacancies occurring, for any reason, after the announcement of the results of the annual elections.

- (vi) The President & Vice President of a Chamber shall be eligible to seek re-election for the office of President after minimum gap of one year.
- (vii) If a member of executive committee holds an office for one term he shall not be eligible to stand for election or cooption of

the Committee in any representative capacity for the next one-year.

If a retiring representative has interest in more than one firm or concern, his firm other than one as whose representative he had office on the committee shall be eligible to contest the election through a candidate other than the retiring representative.

- (viii) The Proprietor, Partner or Director of the firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of a Public Limited or a multinational company shall be entitled to cast his vote at the time of election only if his name has already been registered with Secretary General of the Chamber and his name appears on the final list of voters. However, in the case of associated bodies, associations of persons a society, or a trust etc. the member may be represented by an authorized person who is a member of his governing body.
- (ix) (a) The Executive Committee holding office for the time being fix a date between the 1st July and 30th September each year and in any case not later than fifteen months from the date of the last Annual General Meeting, for the election of the required number of members of the Executive Committee for the ensuing year and shall cause notice of the date so fixed to be issued to all the members of the Chamber. The schedule of election shall be issued in the first half of July. The date for the Annual General Meeting shall be fixed and notified at least 21 days in advance.
- (b) With in two days of approval of election schedule by the executive committee, the election schedule shall be;
- i: displayed at the notice board of the head office and regional office of the trade organization.
 - ii: displayed at the website of the organization
 - iii: submitted to the Director General.
- (x) (a) The Secretary General of the chamber with in seven days of the
- Issuance of the election schedule shall display a list of all members eligible to vote along with their national tax number, sales tax registration number if applicable, the name and national identity card number of their representative. The list shall be displayed at;

- i: the notice board of the head office and regional offices of the trade organization; and
 - ii: the website of the trade organization.
- (b) The changes, if any, regarding name of representative appearing in the list of voters shall be sent to the Secretary General along with necessary proof of eligibility within three days of the announcement of election schedule.
- (c) 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.
- (d) The Secretary General will intimate action on the objections or changes sent by members within five days from the last day under preceding clause.
- (e) In case of any dispute pertaining to the eligibility of a member, the matter may be referred to the election commission by any person aggrieved by the decision of the Secretary General of the Chamber within three days and the decision shall also be made on that matter within three days.
- (f) Within three days of the decision by the commission, any person aggrieved by the decision of the commission may appeal to the Director General whose decision in this regard shall be final.
- (g) Within two days of the decision of the Director-General the final voters list shall be
- i: displayed at the notice board of the head office a regional office of the trade organization.
 - ii: displayed at the website of the trade organization; and
 - iii: submitted to the Director-General

Provided that no appeal has been filed to the Director General, the final voters' list shall be displayed within fifteen days of the decision of the election commission under rule x (e) above.

- (xi) The Secretary General shall supply to all members nomination papers together with the final list of voters at least **30 clear days**

before the day fixed for the closing of the ballot. The date for the ballot shall be fixed at least 10 days before the date fixed for the Annual General Meeting.

(xii) **NOMINATION PAPERS:**

- (a) 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 Articles of Association and Rules of the Chamber.
- (b) Within twenty-four hours of receipt of nomination papers, a copy of the final voters list shall be provided to each contesting candidate.
- (c) The nomination papers shall be scrutinized by the commission and the list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- (d) The objections, if any, to the nomination of candidates can be filed to the election commission within twenty-four hours of the issuance of list of candidates, which shall be decided by the election commission within two days.
- (e) Any candidate aggrieved by the decision of the election commission may file an appeal to the Director General within two days, whose decision in this regard shall be final.
- (f) Within two days of the decision of the Director- General the commission shall issue a final list of candidates: Provided that if no appeal has been filed to the Director- General, the final list of candidates shall be issued within eleven days of the decision of the lection commission under sub rule xii (d).
- (g) Within five days of display of final list of candidates, the polling shall be held.

- (xiii) A candidate who desires to stand for election on the Executive Committee must be proposed by one member and seconded by another belonging to his own class.
- (xiv) The Executive Committee shall approve the election schedule and simultaneously appoint an election commission subject to the following conditions;
 - a: The commission shall comprise three members.
 - b: the members so appointed have submitted their consent in writing to their appointment as such
 - c: the members of the commission, so appointed, have not held any office of the Chamber for two years.
 - d: the member of the commission shall not be entitled to cast vote or become candidate in the election the are conducting;
 - e: the members of the commission shall independent, impartial and non-partisan; and
 - f: The members of the commission shall not canvass for any of the candidates or panels contesting the elections they are conducting.
- (xv) The election commission shall be in charge of all arrangements connected with the conduct of elections including but not limited to:
 - a: Appointment of polling staff
 - b: ensuring the display of tentative voters list by secretary General for the purpose of inviting objection as proposed
 - c: The examination of and decisions of voters list
 - d: Supervision of polling process and ensuring that polling has been conducted in an orderly, peaceful and transparent manner in accordance with memorandum of article and association and instruction of federal government or Director General in this regard

e: Counting of votes and announcement of results.

- (xvi) The commission shall consist of one returning officer and two members (not seeking elections) of the Chamber for the purpose of scrutinizing the nomination papers and conducting election of the Chamber.
- (xvii) The scrutiny of the nomination papers shall take place on the 11th day of the date on which nomination papers were issued by the Secretary General. The Panel of Scrutinizers shall notify to each member of the Chamber the names of all the candidates of the class to which the member belongs whose nomination papers have been accepted.
- (xviii) No member shall vote for more than the number of vacancies available for his class of membership on the committee.
- (xix) (a) Ballot Paper: The ballot papers shall have duly numbered Counterfoils and the voters shall sign or affix thumb impression there in the presence of the polling agents of the candidate and the returning officer before the issuance of ballot papers to him/her.
- (b) The names of candidate (s) of the class of membership to which the voter belongs shall be arranged in alphabetical order and the number of votes that the voter concerned shall be entitled to cast, shall be clearly indicated in the voting paper. The voter shall mark with the sign (X), the names of the candidate (s) in whose favor he intends to cast his vote.
- (c) It shall be the duty of the polling officer to see the original identity card issued by the Chamber, National Identity Card or Passport or any other mode of identification of the voter and write the number thereof on the counterfoil.
- (d) After comparing the signatures and photographs with the specimen signature card, the polling officer shall hand over the ballot paper to the voter.
- (d) The ballot paper shall be signed by the Secretary General or an officer of the Chamber duly authorized by the Secretary General in this behalf and shall also be signed by the polling officer at the time when it is issued.
- (f) The voter shall not be allowed to leave the booth after his ballot paper has been handed over to him until and unless he or she has dropped his/her ballot paper in the

- box placed before the returning officer/polling officer and polling agents of the candidate.
- (g) If the voter has cast more votes than the number he is entitled to cast, only those candidate(s) bearing the sign (X) from the top of the voting paper shall be deemed to have received valid vote, whose number is equal to the number of votes he is entitled to cast.
 - (h) Adequate arrangements shall be made to maintain the secrecy of the ballot.
 - (i) Proper account shall be maintained by a designated officer in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers.
 - (j) The challenged votes shall be kept in a separately sealed envelope duly signed and sealed by the polling officer.
 - (k) 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.
 - (l) No ballot paper shall be invalid for failure to have cast all votes on all seats contested in for the said election.
- (xx) The Committee shall provide separate ballot boxes for different classes of members at the office of the Chamber duly locked and sealed after inspection, in which ballot papers shall be deposited by the members on the day fixed for the polling of the ballot. The polling hours shall be from 9.00 A.M. to 3.30 P.M. The ballot boxes shall be opened on the same day at 3.30 P.M.
 - (xxi) Counting of votes: 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.
 - (xxii) Provisional Results: Provisional results may be declared by the Returning Officer immediately after the counting of votes is completed.
 - (xxiii) Inspection of record of election: The record of election shall be open to inspection upon an application made in this behalf within 7 days of the date of polling and approved by the Director General.

(xxiv) **ELECTION RESULTS**

a: The announcement of the election results shall be made in the general meeting of the Chamber called for this purpose within fifteen days of the announcement of the provisional results but in no case later than 30th day of September.

b: The final election result announced in general meeting shall be:

i: displayed at the notice board of the head office and regional office of the trade organization within two days;

ii: displayed at the website of the trade organization within two days; and

iii: submitted to the Director-General within 7 days.

(xxv) The names of the office bearers for the ensuing year shall be announced at the Annual General Meeting of the Chamber. The office bearers for the preceding years shall retire, and the newly elected ones shall take over their respective offices, at the Annual General Meeting.

(xxvi) Accidental error or omission to send any notice, nomination papers, etc., to any member shall not invalidate the ballot or election.

(xxvii) The candidates who receive the largest number of votes shall be deemed to have been elected.

(xxviii) Equality of Votes: In the event of the equality of votes between two or more candidates, a lot shall be drawn by the polling officer in the presence of candidates or their authorized representatives/ polling agents of such candidates and record of the result thereof shall be made.

(xxix) Two representatives of any one member shall not be elected on the Committee at the same time.

(xxx) Every member of the Chamber shall be entitled to one vote only, provided that at the time of election he shall be entitled to use his vote in favor of as many candidates as there may be vacancies for his class of members.

(xxxi) (a) A member shall be eligible to vote in election of the Chamber after completion of two year of membership as on the date of announcement of the election schedule

provided further such a member fulfills the conditions stipulated for the renewal of membership and the change of clause of membership, if any, has been notified by the Secretary General with the approval of the Executive Committee at least 3 months prior to the announcement of election schedule.

(b) Every member eligible to vote shall deposit with the Secretary General of the Chamber, 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 a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or a multinational company or the Director of the firm or company, as the case may be.

(xxxii) No member whose representatives has been elected on the Executive Committee shall have the right to withdraw him from the Committee during the concurrency of his term provided that such a representative shall have the right to resign from the Committee, at any time.

(xxxiii) Neither postal ballot nor proxy will be allowed.

(xxxiv) Having completed the counting and compilation of results, the record

Pertaining to the election shall be sealed and signed by the commission or an officer of commission designated by the commission and the secretary general.

(xxxv) The executive committee shall elect the members for seats reserved for

Women entrepreneurs.

(xxxvi). Every town association affiliated with the chamber shall nominate a person to represent them in the executive committee.

(xxxvii). The President and Vice President, who shall be elected from within the total strength of the Executive Committee and shall belong to different classes of membership each

13. Accounting year of the Chamber of Commerce & Industry will be closed on 30th June each year and its financial statements duly audited by a Chartered Accountant.

14.

- (a) Every member of the Chamber shall be entitled to receive free of cost a certificate of membership signed by the President or the Vice President and countersigned by the Secretary General. Every certificate shall bear a distinctive number and shall be in such form as the President may prescribe and bear the seal of the Chamber.
- (b) If any certificate is worn out, damaged or lost, it may be renewed or replaced by the Committee on such terms as the Committee may prescribe.
- (c) The certificate shall be the property of the Chamber and it shall have to be returned by the member to the office of the Chamber on the termination of his membership.

15. REGISTER OF MEMBERS:

A register of members shall be maintained in which there shall be entered such information about the members as the Committee may from time to time decide and as may be required by the Companies Ordinance, 1984 (No. XL VII of 1984).

16. RIGHT OF MEMBERS:

- (a) Corporate Members and Associate Members shall have equal rights of service and advice of the Chamber.
- (b) The Town Associations and shall be treated as single entities each for the purposes of service and advice of the Chamber, but they shall receive five copies' of the Chamber's circulations, publications etc.
- (c) For the purpose of the certification of documents of the members of the Town Associations the rate of the fee charged from them shall not be more than 10 per cent higher than the rates fixed for the full and associate members.
- (d) For the purpose of certification of the status of members of Town Association and Trade Group, the Chamber shall make it clear that they are the members of the Town Associations or Trade Groups affiliated to the Chamber and not the members of Chamber themselves.

17. THE DUTIES OF THE OFFICE BEARERS - PRESIDENT:

- (a) The President shall be the Executive Head of the Chamber. He shall preside at the General or Special meetings of the Chamber and control the business of such meetings.
- (b) In the absence of the President, Vice President shall perform any or all of his duties. In the absence of the President and the

Vice President, the members shall elect a Chairman from among themselves, provided that in all cases of even voting in the Committee or in General Meeting who ever be President shall have a second, or casting vote.

- (c) The President shall be entrusted for proper and orderly conduct of Committee and will supervise all establishing and routine work of the Chamber.

18. VICE PRESIDENT:

In the absence of the President, the Vice President shall have the power to perform the duties of the President.

19. Secretary General:

The Secretary General, who shall be regularly paid, whole time employee of the Chamber, shall, subject to the supervision; control and orders of the President perform the following duties.

- (i) To carry on and have charge of all correspondence of the Chamber.
- (ii) To have the charge of all papers and documents, furniture and all other properties, moveable and immoveable, belonging to the Chamber.
- (iii) To issue/give notice of all meetings of the Chamber, it's Executive Committee and various Committees.
- (iv) To keep and maintain accurate minutes of all meetings of the Chamber, its Executive Committee and its various Committees, and to get the signature of the President or the Chairman of the Committee concerned there on.
- (v) To prepare the Annual Report of the Chamber in consultation with the Executive Committee as well as reports of all committees of the Chamber.
- (vi) To circulate among office bearers of the Executive Committee the minutes of its meetings and proceedings of the various committees and among members of Chamber Annual Report, notice and other information intended for circulation.
- (vii) To circulate removal, expulsion, or resignation of any person, firm or company as a member of the Chamber.
- (viii) To notify all members of the impending election.

- (ix) To represent the Chamber for all purposes wherever occasion arises before court of justice in any suit or proceedings instituted by or against the Chamber provided that he shall not be competent to compromise any suit or proceedings without the sanction of the Committee.
- (x) To delegate any or all his functions to any of his staff of the Chamber provided that he shall remain responsible to the Office Bearers for all acts done on his behalf by such staff.
- (xi) To maintain administrative and disciplinary control over all staff of the Chamber in accordance with the rules and regulations framed in this behalf by the Executive Committee.
- (xii) To collect all dues from the members of the Chamber and issue receipts thereof.
- (xiii) To keep and maintain or cause to be kept and maintained accurate accounts of the Chamber and funds connected with or in any way controlled by it.
- (xiv) To ensure all payments on behalf of the Chamber in conformity with the decisions of the Executive Committee and keep Impress Account of Rs.5, 000/- for expenses within the amount.
- (xv) To countersign all cheques issued on behalf of the Chamber which shall be signed by the President and one member of the Executive Committee duly authorized in this behalf.
- (xvi) To do and perform all acts and deeds that he may expressly be required to do by the Executive Committee and generally such deeds as are incidental to his office.
- (xvii) To jointly appoint any employees in collaboration with human resource committee reporting to him directly.
- (xviii) The termination of services of the secretary General shall be through resolution of executive committee.
- (xix) The appointment of Secretary General shall be through Human Resource committee that shall have three members from Executive Committee.

20. AUDITORS:

- a: At each Annual General Meeting an Auditor shall be appointed to audit accounts of the Chamber.

- b: The chamber shall make a declaration to the auditors of all accounts including those separately for projects such as local and foreign exhibitions, delegations, etc., and shall not maintain any account which is not subject to audit; and
- c: The bank account of the trade organization shall be opened in a schedule bank in the exact registered name of the trade organization.

21. THE EXECUTIVE COMMITTEE:

- (a) The Executive Committee shall meet at such date and time as the President may fix provided however that on receipt of a written request from seven members of the Executive Committee the President would call a meeting of the Committee.
- (b) The Committee at its meeting will discuss the business as placed before the house and records of their proceedings shall be open to the inspection of the committee members subject to such regulation as the committee may from time to time deem expedient to make.
- (c) One fourth members of the Committee shall form a quorum for the transaction of the business. If the Committee is adjourned for want of quorum, the members already present shall decide next date and time for holding the meeting for which quorum will not be necessary.
- (d) A yearly report of the working of the Chamber shall be prepared and circulated for the information of the members of the Chamber at least 21 days previous to the Annual General Meeting. Such report shall be submitted to the Annual General Meeting for adoption.
- (e) The management of the business of the Chamber shall vest in the Executive Committee. In addition to the powers by these articles expressly conferred upon them, the committee shall be entitled to exercise all such powers and do all such acts and things as may be exercised or done by the Chamber including the carrying out of the objects of the Chamber as set forth in the Memorandum of the Association.
 - i. No resolution duly passed at a meeting of the Executive Committee shall be amended, altered or rescinded at a subsequent meeting of the Executive Committee held within 12 months of the said resolution was passed unless $2/3^{\text{rd}}$ of the total number of the members of the Committee vote for a change and the agenda contained the date on which proposal was duly circulated.

- (f) Without prejudice to the powers conferred by articles hereof, the committee shall have powers: -
- i. To make, vary and repeal rules, for the regulation of the business of the Chamber, of the office bearers, of servants or the members of the Chamber or of any department or section of the Chamber.
 - ii. To appoint any departmental committee or sub-committee of the members of the committee of the Chamber. Such departmental committee or sub-committee may be permanent or temporary as the committee may determine.
 - iii. To delegate subject to such condition as they think fit, any of their powers to departmental committee or sub-committee and to make, vary and repeal rules for the regulations of the proceedings of the departmental committee or sub-committee.
 - iv. To enter into arrangements upon such terms and subject to such condition as the committee may deem proper, working in connection with any Chamber, organized for the protection or better development of any branch of trade, commerce or manufacture or with the like objects, provided that the objects of the said Chamber are not inconsistent with the objects as defined in the Memorandum of Association.
 - v. To appoint and from time to time to remove such clerks and servants in the employment of the Chamber as the Committee will think fit and fix the remuneration to be paid.
 - vi. All elected office bearers shall be ex-officio members of the committee and will have right to vote.
 - vii. Subject to directions of Government issued from time to time the Executive Committee shall have full powers to enroll members or expel them from the membership register of the Chamber.

If a member of the Executive Committee absents himself continuously for three meetings without taking leave, his name will be removed from the membership of the Executive Committee and the President, in consultation with other office bearers will nominate another member to take his place provided that if a member of the committee has proceeded on leave of absence, the temporary vacancy so caused shall remain unfilled.

22. GENERAL MEETING:

- (a) General Meeting shall be held in accordance with the provision of the Companies Ordinance, 1984 (No. XL, VII, 1984) every year at such place as the committee may consider convenient for the dispatch of business at which report of the proceedings of committee and the yearly account shall be submitted for confirmation. Such meetings shall be called Annual General Meeting. The Annual General Meeting shall transact the following business: -
- (i) Announce the names of the office bearers (including members) elected on the Executive Committee for the ensuing year.
 - (ii) Confirm the minutes of the last General Meeting.
 - (iii) Receive and adopt the Annual Report of the Chamber.
 - (iv) Receive and confirm the duly audited accounts of the Chamber.
 - (v) Appoint auditor or auditors for the ensuing year and fix his/their remunerations.
 - (vi) Transact such other business, notice of which may have been given to the Secretary General of the Chamber seven clear days before the date of the Annual General Meeting or such other business as may with the permission of the chair be placed before the meeting.
- (b) The committee may however, whenever they think fit convene other General Meetings either for the purpose of transacting any special business or for placing before the members of the Chamber views of their activities in the preceding months.
- (c) An extraordinary General Meeting shall be convened by the committee upon the requisition of not less than 1/5th of the members of the Chamber. The requisition so made shall express the objects of the General Meeting proposed to be called and shall be presented to the Secretary General. Upon receipt of a requisition under this article, the committee shall forthwith proceed to convene an extraordinary general meeting. In case the committee after the delivery of such requisition fails to convene a general meeting to be held within one month of such delivery, the requisiteness may themselves convene a meeting to be held within two months after such delivery.
- (d) Notice of 21 clear days shall be given to the members for convening an annual meeting or extraordinary meeting in order to place before the members a review of the activity of the committee

or to consider any important matter on which the committee may desire to consult them provided that a shorter notice may be given in the case of an emergent extraordinary general meeting.

- (e) Proper notice for convening the meeting shall be issued to the members under Postal Certificate/Regd. Post/Courier Service. Non-receipt of notice of convening any general meeting by any member shall not invalidate the proceedings of any such meetings.
- (f) 1/4th of the members shall constitute a quorum for the annual and extraordinary general meeting including proxies.
- (g) Every question submitted to a general meeting shall be decided by a majority of the members present and voting at such a meeting provided that in the event of difference of opinion between the full members and the associate members, no ordinary resolution shall be deemed to have been adopted unless it has been carried by the majority of the votes of each class of the full members and the associate members present in person or by proxy and entitled to vote on such resolution.

Notwithstanding anything contained hereinbefore, no special or extraordinary resolution, particularly concerning amendments to the Memorandum and Articles of Association of the Chamber shall be deemed to have been carried unless it has received the votes of 3/4th majority of each class of the full members and the associate members present in person or by proxy and entitled to vote on such resolutions.

- (h) Every member shall have one vote, in case of a tie, the President or whoever shall be presiding at the meeting shall exercise the casting vote.
- (i) If a member of the Executive Committee wishes to place a resolution before the Executive Committee, he shall submit the same 72 hours before the meeting takes place in writing to the Secretary General.
- (j) Similarly questions which require consultation of office records should be sent in writing to the Secretary 72 hours previous to the meeting to enable him to answer the same.
- (k) For the General Meeting the procedure shall be the same as in clause (i) above, but instead of 72 hours, the prescribed time shall be seven days.

23. SEAL FOR THE CHAMBER

The Committee shall have a common seal for the Chamber. The seal shall be deposited with the Secretary General and shall never

be affixed to any document except in the presence of the President or a Vice President and in pursuance of a resolution of the committee or of the Chamber in General Meeting Deeds, bonds and other documents required to be made under Seal shall be deemed to have been duly executed on behalf of the Chamber if sealed with the common seal of the Chamber and signed by the President or a Vice President and countersigned by the Secretary General or the person acting as Secretary General.

24. ARBITRATION

The Chamber may form a Tribunal of Arbitration to decide such disputes and differences as may be referred to the Chamber.

25. CHANGE OF RULES

All rules, regulations or byelaws affecting the General Members or any amendments or cancellation thereof shall be framed by the Executive Committee and shall be submitted to a General Meeting for confirming within 270 days after the decision of the committee but shall all the same be effective until and otherwise decided in a general meeting. Amendments of the Memorandum and Articles of Association shall be subject to the approval of the Government and shall also be made when required by the Government in public interest.

26. INDEMNITY

(a) Every President, Vice President, Members of the Executive Committee, Secretary General and other officers or servants of the Chamber shall be indemnified by the Chamber against, and it shall be the duty of the Executive Committee to pay out of the funds of the Chamber, all costs, losses and expenses which such persons may incur or become liable to be reason of any contract entered into, or act or thing done by them as such persons acting in good faith in the discharge of their duties including traveling expenses and the amount for which such indemnity is provided shall immediately be a charge on the Property of the Chamber and have priority as between the members over all other claims.

(b) No President, Vice President, Member of the Executive Committee, Secretary General or Officer of the Chamber shall be liable for the acts, receipts, or defaults of any other member of the Executive Committee or officer or for joining in any receipt or other act or conformity or for any loss or expenses happening to the Chamber through the insufficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Chamber

or for the insufficiency or deficiency of any security in or upon which any moneys of the Chamber shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any other error or judgment or oversight on his part, or for any duties of his office or in relation thereto unless the same happen through his own dishonesty.

27. REPORTING

Notwithstanding the requirements under the companies' ordinance 1984, the Chamber organization shall annually submit to the director general

- a: Annual financial statements as approved by the Executive Committee and prepared by auditors
- b: Plan of activities for next year as approved by the executive committee.

28. WEB SITE

The Chamber shall maintain a website at all times which shall include all relevant information such as;

- a: Up-to-date list of office bearers with contact details, Executive Committee members, management and members of General Body;
- b: memorandum and article of association as well as byelaws, if any;
- c: plan of activities and vision statement;
- d: schedule of Executive Committee meeting and minutes of such meetings
- e: schedule of election, voter's list and election results as mentioned in previous clauses.

29. HUMAN RESOURCE COMMITTEE

The Chamber shall form a Human resource committee consisting of three members of Executive committee that shall deal with all Human Resource related issues of the Chamber.

We, the several persons, whose names and addresses are subscribed below, are desirous of being formed into an Association in pursuance of this Articles of Association:

Name and surname (present & former) in full (in Block Letters)	NIC No. (In case of foreigner, Passport No)	Father's / Husband's Name in full	Nationality with any former Nationality	Occupation	Residential Address in full	Signatures
HAJI MUHAMMAD YOUSAF	15602-8425385-9	HAJI ABDULLAH	Pakistani	Businessmen	National plastic industries G.T Road Rahim Abad Swat	
HAJI FAZAL WAHAB	15602-3287463-1	ABDUL WAHAB	Pakistani	Businessmen	Tawakal Ice Factory Airport Road Mingora Swat	
AHAMD KHAN	15602-03554799-1	HAJI MUQRAB KHAN	Pakistani	Businessmen	Ahmad Silk Mills Amankaot Swat	
NOOR MUHAMMAD KHAN	15602-01055440-1	HAJI AMIR RAHMİN	Pakistani	Businessmen	Allied Rubber Pvt. Ltd Bypass Road Tkhtaband Swat	
IQBAL HUSSAIN	15602-0398304-5	HAJI SAID RAHMİM	Pakistani	Businessmen	Kabal Silk Mills Kabal Swat	
MANZOOR AHMAD BHUTTI	37405-8972746-3	ABDUR REHMAN BHUTTI	Pakistani	Businessmen	Shadab Industry G.T. Road Rahim Abad Swat	
HAJI NAZIR HUSSAIN	15602-5519059-1	HAJI INZER GUL	Pakistani	Businessmen	Swat Adhesive Company Amankot Swat	
ANWAR ALI	15602-9975966-1	ABDUL SATTAR	Pakistani	Businessmen	Anwar Ali Pvt Ltd Service Brand Name Fonelink Telecom Airport Road Mingora Swat	

Dated the 19th day of May 2007

Witness to above signatures.
Muhammad Ibrahim Khan.
S/O Mukhtiar Gul
N.I.C 17301-1527058-9