

UNDER SECTION 42 OF THE COMPANIES ACT 2017

**ARTICLES OF ASSOCIATION OF THE
THE PAKISTAN STEEL RE-ROLLING MILLS ASSOCIATION
(Licensed under the Trade Organizations Act, 2013)
(XXXI of 2013)**

REGULATIONS

1). The Regulations contained in Table C of the First Schedule to the Companies Act 2017 (XLVII of 2017) shall not apply to the Association except as laid down herein.

DEFINITIONS

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

- i. **“Association”** means The Pakistan Steel RE-Rolling Mills Association.
- ii. **“Member”** means a business concern whether Sole Proprietorship, Partnership, Association of Persons, or a Company admitted as Associate or Corporate member of the Association.
- iii. **“General Meeting”** means a meeting of General Body whether ordinary, special or extraordinary.
- iv. **“The Article”** means the Articles of Association.
- v. **“The Chairman”** the chairman of the Association.
- vi. **“associate member”** means a member of a trade organization which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above;
- vii. **“corporate member”** means a member of a trade organization which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above;
- viii. **“The Bye-laws”** means the Bye-Laws of the Association for the time being in force.
- ix. **“The Committee”** means the Executive Committee of the Association elected under these Articles and include any Regional Committee or Sub-Committee of the Association appointed by the Association
- x. **“Office Bearers”** means the Chairman, Senior Vice Chairman and Vice Chairman of the Trade Organization.
- xi. The **“Secretary General”** means the Secretary General of the Association.
- xii. **“Northern Zone”** means the province of Punjab, North West Frontier Province and Islamabad Capital Territory;
- xiii. **“Southern Zone”** means the province of Sindh and Balochistan;

- xiv. **“Trade Act”** means the Trade Organizations Act, 2013 for the time being in force.
 - xv. **“Trade Rules”** means the Trade Organizations Rules, 2013 for the time being in force.
 - xvi. **“Regulator”** means Regulator of Trade Organization appointed under the Trade Organizations Act, 2013..
 - xvii. **“Year”** means a year reckoned from 1st October to 30th September.
 - xviii. **“The Act”** means the Companies Act, 2017 or any other statutory enactment in place of said Act for the time being in force.
 - xix. **“Register”** means the Register of Members of Association kept in pursuance of Section 147 of the Companies Act, 2017.
 - xx. **“Resolution of Association”** means any resolution passed at any meeting convened to take decision while adhering to the provisions of Section 157 to 173 of the Act.
 - xxi. “Words indicating the singular number shall, include plural numbers and Vice Versa. Words signifying persons shall apply mutatis mutandis to firms, corporation or Joint Stock Companies.
 - xxii. “Words indicating masculine gender shall include feminine gender.
- 3). a) All other expression defined in the Act shall have the meaning assigned to them in the Act.
- b) When any provision of the Act is referred to, the references shall be to such provision as modified by any statutory enactment for the time being in force.

LIMIT OF MEMBERS

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

PURPOSE

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

CLASSIFICATION OF MEMBERS

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

ELIGIBILITY FOR MEMBERSHIP

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

DURATION OF MEMBERSHIP

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

RENEWAL OF MEMBERSHIP

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

ADMISSION FEE

- 11) Every member will be required to pay admission fee of Rs.2500/- at the rate determined by the Executive Committee from time to time. Any firm being a member of the Association shall have, on changing the Firm's name or on change of constitution of the firm, to put in a fresh application for membership. However, no admission fee shall be charged, provided the Applicant has taken over the assets and accepted the liabilities of the original firm. In any case the Executive Committee shall be competent to decide such cases on merit.

MEMBERSHIP FEE

12) In addition to the Admission Fee payable as provided in Article-11, every member shall annually pay Membership Fee by 31st March each year, for the year. The Executive Committee on its sole discretion may vary the Membership Fee from time to time.

PRIVILEGES OF MEMBERSHIP

- 13) 1. Every member of the Association shall be entitled:
- a). To take part in the elections and cast vote to elect office bearers of the Association as per rules and regulations in force.
 - b). To take advantage of the information and record available with the Association under such limitation as the Executive Committee may prescribe.
 - c). To obtain a copy of the annual report and statement of accounts of the Association.
 - d). To obtain a copy of all publications of the Association either free of cost or at such prices as may be fixed by the Executive committee from time to time.
 - e). To cause an ordinary or extraordinary General Meeting of the Association to be convened in conjunction with other members of the Association in accordance with these articles.
 - f). To participate in the General Meetings of the Association.
 - g). To stand or propose or second members for election to the Executive Committee of the Association.
 - h). To stand for election as a representative of the Association on any non political public or private body.
 - i). To seek assistance of the Association for securing all reasonable facilities for the development of his trade / industry.
 - j). To inspect or examine books of accounts and other documents, registers or records of the Association subject to any rules, conditions or limitation that may be laid down in this behalf under the relevant law or by the Committee or by a resolution of the Association in a General Meeting.
 - k). To be entitled to such other privileges as may be specified by the Executive Committee from time to time.
2. In order to avoid conflict of interest and positions, a proposed member will furnish an undertaking to the effect that the applicant is neither a member of any other Trade Organization nor intends to do so.

DUTIES AND OBLIGATIONS OF MEMBERS

- 14) Every member shall have the following duties and obligations:
- a. To make every effort to carry out the aims and objectives of the Association as set forth in the Memorandum of Association.

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

APPOINTMENT OF ELECTION COMMISSION

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

- a) The Commission may comprise of 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 respective trade organization for the preceding two years.
- d) The members of the Commission shall not be entitled to become a candidate in the election he is conducting;
- e) The members of Commission shall be independent impartial; and non partisan, and
- f) The members of Commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

FUNCTIONS OF ELECTION COMMISSION

16. 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;
- b) Ensuring display of the tentative voters list by the Secretary General for the purpose of inviting objection as provided in sub-rule(3) of rule 20;
- c) Examination of and decision on the objections received on the voters list as provided in sub-rule (6) of Rule 20; and
- d) Supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, transparent and fair 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

17. 1. The election of the Trade Organization 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 trade organization:

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

2. Within three days of the announcement of the election schedule member firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof or eligibility.

3. The Secretary General of the trade organization shall display within seven days of the announcement of the election schedule the provisional list of all members eligible to vote alongwith there national tax number, sales tax registration number, if applicable, the name and national identity card number of their representative. The list shall be displayed at:

- a. The Notice Board of the head Office and regional offices of the trade organization; and
 - b. The website of the trade organization.
4. The members who have any objection to the entries in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the voters list.

5. The Secretary General will intimate action on the objections or changes sent by members within five days from the last day under preceding clause.

6. Any person aggrieved by the decision of the Secretary General may make a representation, within three days to the election commission which shall decide the case within three days.

7. Within three days of the decision by the commission or in case the Commission fails to decide within the stipulated time provided in sub-rule (6) any person aggrieved by the decision of the commission may appeal to the Regulator who shall decide the case within 10 days and his decision in this regard shall be final.

8. Within two days of the decision of the Regulator the final voters list shall be:

a. Displayed at the notice board of the head office and regional offices of the trade organization;

b. Displayed at the website of the trade organization; 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).

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 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 commission or in case the commission fails to decide within the stipulated time provided in sub-rule (12), any candidate aggrieved by the decision of the commission may file an appeal to the Regulator, who shall decide within 7 days and his decision in this regard shall be final.

14. Within two days of decision of the Regulator the commission shall issue the final list of candidates.

Provided that if no appeal has been filed to the Regulator, the final list of candidates shall be issued within eleven days of the decision of the election commission under sub-rule (12).

15. Within five days of display of final list of candidates, the polling for election of member of Executive Committee shall be held.

16. Within 2 days of the polling as provided in sub-rule (15), any person elected as member of Executive Committee, shall send his nomination for election as an office bearer duly proposed and seconded by an elected Executive Committee member and signed by the candidate to the election commission.

17. The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within 24 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 election of members of Executive Committee and office bearers shall be officially announced at the annual general meeting of the trade organization called for this purpose within fifteen days of the date of polling under the preceding clause but not later than:

a. in case of the Federation, the 31st of December of the year; and

b. in case of all other trade organization, the 30th of September of the year;

20. The announcement of election results in the annual general meeting in pursuance of the preceding sub-rule 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 result announced at the annual general meeting shall be displayed at:

a. The notice board of the head office and regional offices of the trade organization within two days;

b. Displayed at the website of the trade organization within two days; and

c. Submitted to the Regulator within 7 days.

CONDUCT OF ELECTIONS

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

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

3. After comparing the signatures and photographs with the specimen signature card the polling officer shall handover the ballot paper to the voter,

4. The ballot paper shall be signed by the Secretary General or an officer of the trade organization duly authorized by the Commission in this behalf and shall also be signed by the polling officer at the time when it is issued.

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

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

7. Proper account shall be maintained by an officer designated by the commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.

8. The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.

9. The Commission or an officer designated by the Commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.

10. No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.

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

12. Provisional results may be declared by the commission immediately after the counting of votes is completed.

13. In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in the presence of candidates or their polling agents and a record of the result thereof shall be made.

14. Having completed the counting and compilation of results, the record pertaining to the elections shall be sealed and signed by the commission or any officer designated by the commission and the Secretary General and shall be handed over to the Secretary General for safe custody.

15. The record of elections shall be opened for inspection upon an application made in his behalf by the candidates within seven days of the date of polling and with the approval of the Regulator.

The elections will be conducted strictly according to the rules as contains in trade organization rule 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.

REGISTER OF MEMBERS

19. a) A register of members in the form specified in Annex-I of Schedule–A of the Trade Rules, shall be maintained at the Registered Office of the Association in which shall be set forth the names, addresses and other particulars of all the members, for the time being, and in which shall be recorded all changes in membership.

b) Every member shall have the right to have the name of his / its representative changed from time to time provided that no such change shall be effected during the period from the date on which the final list of members and their representative has been circulated for the purpose of the elections of the Association until after the holding of the elections.

RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

20. a. Any member may resign from the Association by giving 30 days notice in writing to the Executive Committee and upon expiration of the notice he shall cease to be a member. The member who has resigned or whose name has been removed from the register for non-payment of subscription or for expulsion from the membership for the Association shall remain liable for all dues to the Association upto the date of resignation, removal or expulsion.

b. Any member who has resigned or whose name has been removed from the register or who has been expelled from the membership of the Association shall not be entitled to refund of membership fee paid by him to the Association.

c. A member shall be liable to be fined up to an amount equal to that of the Membership Fee or to be expelled from the membership of the Association, or the rights and privileges of member shall be liable to be withdrawn, for any of the following reasons by a resolution of the Executive Committee passed in a meeting specially convened for the purpose by two third majority of the members present in person.

- I. Neglect of or refusing to submit to, abide by, or carry out any decision of the Executive Committee taken within the limits laid down by the Articles of the Association or by the Trade Act or any, rules, regulations, instructions or directions issued thereunder.
- II. indulging in unethical practices.
- III. Intentional violation of the rules, regulations, or bye-laws of the Association, provided that a member shall not be expelled by the Executive Committee unless he has been given an opportunity of explaining his position in writing and / or in person.

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

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

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

CESSATION OF MEMBERSHIP

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

- i. If he resigns from his membership as per clause (a) of Article 43 above, or
- ii. If he is expelled from membership as per clause (c) of Article 43 above or
- iii. If he fails to pay annual subscription or any other dues by a date determined by the Executive Committee, despite notice for 'payment in this behalf', provided that the Executive committee if it deems fit and proper shall have power to extend time for payment.
- iv. If any change is made in the constitution of a firm or corporate name of a company or corporation which substantially alters the composition of that firm, company or corporation or

v. In case of an individual, if he is undischarged insolvent, or if he is adjudged by a competent court to be of unsound mind, or if he is convicted of an offence involving moral turpitude, or

vi. In the case of a firm, when it is dissolved, or adjudged insolvent or the partners thereof are convicted of an offence involving moral turpitude,

vii. In the case of company or corporation, when it is wound up, or

viii. If he closes or transfers his business to a place outside Pakistan, or

ix. If he is expelled from membership of the Association under the Trade Act, or any other laws and Act issued from time to time governing the activities of Trade Associations, or

x. If he ceases to hold requisite permission or license for carrying out the business of the Sector relevant to the Association.

RESTORATION OF MEMBERSHIP

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

23. Any vacancy caused by disqualification under the provisions of these Articles In Executive Committee or Circle Committee shall be filled for the remaining part of the term by the Committee in such manner as it decides.

ADMINISTRATION

24. 1. The Administration and management of the affairs of the Association shall be vested in:

I. Office Bearers including Executive Committee.

II. The Circle Committee, if any.

ORGANIZATIONAL STRUCTURE

25.

a) The Association shall have two zones at Karachi covering province of Sind, Balochistan and north zone Lahore covering Punjab, NWFP, Islamabad and capital territory which will deal with all local problems. Their views and difference of opinion will be given due consideration while corresponding with the Government on policy matters affecting all the member of the Association.

b) Each zone shall have its own Executive Committee consisting of one Vice Chairman and five member to be elected at the Annual General Meeting of the circle concerned, which shall take place at least one month before the date of the Annual General Meeting of The Association within ten days of their election.

c) Two members shall form the quorum of the circle committee.

d) The circle Offices shall hold their respective Annual General Meeting once a year on a date and time fixed by the respective Committees.

26. Each circle shall remit to the Head Office annually by 30th June, 20% of the admission and subscription fees received from its member for the preceding year or Rs.10,000/- which ever is greater plus 50% of the subscription payable to the Federation of Pakistan Chambers of Commerce and Industry, or any organization as maybe directed by the Government of Pakistan.

COMPOSITION OF CENTRAL EXECUTIVE COMMITTEE

27. The Central Executive Committee shall be composed as follows:

Chairman	1
Senior Vice Chairman	1
Vice-Chairman	2
Members	8
Women entrepreneur	2
	<u>14</u>

28. One Vice Chairman and five members of each Circle Executive Committee shall ipso facto, be represented on the Central Executive Committee.

29. The Central Executive Committee for the time being in the office shall arrange The Election of the Chairman of the Association from amongst the ten members representing Lahore & Karachi Circles which shall be held in rotation from amongst the members of these circles.

30. The Chairman and Vice-Chairmen, in addition to the functions and responsibilities assigned to them in the Memorandum and Articles of Association, shall be *ex-officio* members of the Executive Committee of the Association.

31. The tenure of all elected office bearers shall be one year.

32. The tenure of the Members of the Executive Committee shall be two years subject to:

a) Fifty percent of the members of the Executive Committee shall retire every year;

b) After the first election of the Executive Committee under the Trade Act 2013 a draw shall made to determine the fifty percent members who shall retire after expiry of first year.

33. On completion of the term, office bearers and members of the Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the trade organization for the next one year

Provided that the above condition shall not apply to the office bearers and members of the Executive Committee elected under the Trade Organizations Ordinance 1961.

34. The executive committee of all trade organization, except Federation, 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 (a), the immediate past President or, as the case may be, the Chairman of a trade organization shall be an ex-officio member of the Executive Committee without voting right.

35. 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.

36. In any trade organization where the General Body comprises at least fifty percent members of associate Class, there shall be rotation of office of president and, as the case may be, the Chairman between the associate and Corporate Members.

37. Where there is rotation of office of President under sub-rule (9), the President and Vice-President or Chairman and, as the case may be, the Vice-Chairman shall not be from the same class of members provided in sub-rule (7) of rule 11.

The office bearer of a trade organization shall be elected by the executive committee from amongst its members

SUB-COMMITTEE

38. The Executive Committee shall be competent to constitute the sub-committees with such powers and duties as may be determined by the Executive Committee from time to time. The Executive Committee shall also nominate the Convener of the Committees so constituted.

CHAIRMAN OF THE MEETINGS

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

VACANCIES

40. Any casual vacancy caused in the Senior Vice-Chairman any member of the Committee during the interval between two General Meetings shall be filled in by the Executive Committee in such manner as it may decide.

APPOINTMENT OF AUDITORS

41. At each Annual General Meetings, the General Body shall appoint an Auditor or Auditors according to the provisions of the Companies Act 2017. The Auditor or the Auditors so appointed shall audit the accounts of the Association, which will be placed before the General Body, in the Annual General Meeting held immediately thereafter.

POWERS AND DUTIES OF THE CHAIRMAN

42. The Chairman shall perform such duties and have such powers as vested in the Chief Executive in terms of the companies Act 2017 without prejudice to the generality. The chairman shall discharge the following duties, namely:

- (i). To preside at the meetings of the Executive Committee and / or meetings of the General Body.
- (ii). To control and maintain decorum and discipline at the meetings.
- (iii). To look after and supervise the working and activities of the Association.
- (iv). To use his casting vote in case of equality of votes.
- (v). To give precedence to any item of the Agenda and to give rulings to points that may be raised in meetings.
- (vi). To direct the Secretary General to call the meeting of the Executive Committee and the General Body, as the case may be.
- (vii). To adjourn or disperse unruly and indisciplined meetings.
- (viii). To lead the delegations and the deputations.

43. In the absence of the chairman, the Senior Vice-Chairman shall exercise all the powers of the Chairman and discharge the duties in relation to the Association and the Executive Committee.

POWERS AND DUTIES OF SECRETARY GENERAL

44. The Secretary General shall be incharge of the secretariat of the Association and responsible for day to day operations of the Association and in his capacity as such shall be of the custodian of all record of the Association. Without prejudice to the generality, the Secretary General will perform the following duties:

- (a) To issue notices and agenda for the meetings of the Executive Committee as the case may be.
- (b) To carry out the decision of the General Body, Executive Committee as the case may be.

(c) To keep the office record properly and carry on correspondence on behalf of the Association.

(d) To record or cause to be recorded the minutes of the meetings of the General Body, Executive Committee as the case may be, and ensure their timely circulation to all concerned.

(e) To prepare annual reports and accounts of the Association.

(f) to sign all documents, bills and letters either singly or jointly with any other office bearer as may be decided by the Executive Committee.

(g) To incur urgent and necessary expenses to the extent as determine by the Executive Committee.

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

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

(j) To sign cheques jointly with Chairman, Vice-Chairman, or any member of the Executive Committee duly authorized in this behalf.

(k) The Secretary General will also act as the Returning Officer in the Elections of the Association.

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

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

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

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

ii) To look after and manage all the property; movable and immovable held by the Association.

iii) To acquire, obtain, utilize and enjoy privileges, concessions, benefits and rights extended to registered / recognized Associations.

iv) To approve and to keep regular record of the activities of the Association.

v) To appoint, suspend or dismiss any paid employee of the Association and to determine the terms and conditions of Employment of the employees.

vi) To cooperate with other person or persons or associations in the interest of the Association.

vii) To settle differences of opinion between members and to hear appeals whenever such appeals come to the Executive Committee under these Articles.

viii) To recommend to the General Body to close enrollment or to change conditions for new enrollment.

ix) To convene meetings of the General Body and to place proposals relating to the common problems of the Association.

- x) To issue instructions and directions, to members of the Association.
- xi) To interpret these Articles.
- xii) To fill any vacancy occurring among its members provided that a vacancy in the office of the Chairman shall be filled by the General Body in its General Meetings.
- xiii) To incur all expenses necessary for the carrying out of its functions.

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

POWERS AND DUTIES OF THE CIRCLE COMMITTEE

46. Ordinarily, the Circle Committee shall have the following powers and duties:

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

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

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

- a. Minutes Book for meetings of the General Body.
- b. Minutes Book for Meetings of the Executive Committee.
- c. Register of Members.
- d. A register of members of the Executive Committee and Circle Committee showing the names and addresses and all changes made therein from time to time.

48. Every member shall be entitled to inspect the account books and other documents which shall be kept at the Head office and the circle offices concerned to such an extent as the Executive committee at the Head Office and Circle Committee at the circle offices concerned may from time to time determine. The Committee or the Chairman or Senior Vice-Chairman shall have power to refuse inspection of any documents which at the time may be confidential and whose disclosure in its or his opinion is likely to prejudice the interests of the Association. Reasons for such refusal may be given in writing and the aggrieved party may appeal to the Executive Committee whose decision in the matter shall be final.

ANNUAL GENERAL MEETING

49. An Annual General Meeting shall be held every year at such place and time as the Executive Committee may consider convenient at which a Report of the proceedings of the

previous year and the audited yearly accounts shall be sent to the members in advance. The first General Meeting shall be held not less than one month, or more than three months after the incorporation of the Association.

50. Accounting year of the Association will be closed on the 30th June every year and its financial statements duly audited by a chartered accountant alongwith a list of members as on the 30th June shall be furnished by the Association to the Regulatory Authorities, on or before the 31st day of December every year.

EXTRA ORDINARY GENERAL MEETING

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

52. A Extra Ordinary Meeting shall be convened by the Executive Committee upon the requisition of not less than one-third of the members of the Association. The requisition so made shall state the object of the Extra Ordinary Meeting proposed to be called and shall be presented to the Secretary General of the Association.

53. Upon receipt of the requisition under the preceding Article, the Executive Committee shall forthwith proceed to convene a Extra Ordinary Meeting.

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

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

QUORUM

56.

a). In the case of the Executive Committee 5, or 1/3rd members and in the case of the Circle Committee 3, or 1/3rd members shall form quorum, which is higher in number.

b). One fourth members present personally and entitled to vote at the General Body meetings shall constitute a quorum.

57. If within half an hour appointed for a General Meeting, a quorum of members is not present, the meeting if not convened on the requisition of members, shall stand adjourned to the same day in the following week at the same time and place provided that if it falls on public holiday, the meeting shall take place at the same time and place a week after and if at such adjourned meeting, the quorum of members is not present, the business on the agenda will be transacted by the members present whatever be their number. The meeting convened on requisition of members shall stand dissolved for want of quorum.

58. Every question referred to a General Meeting shall be decided by the majority of members present and voting at such meeting.

AMENDMENTS IN THE ARTICLES AND MEMORANDUM

59. Amendments in these Articles or Memorandum can be effected only by a Resolution passed by the Extra-Ordinary General Meeting of the Association convened specially for this purpose, in accordance with these Articles. A proposal for amendments in

the Articles shall be passed by $\frac{3}{4}$ majority of the Members present and voting at such a meeting, provided that all amendments shall be subject to the approval of government.

FUNDS

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

SEALS

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

GENERAL

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

INCONSISTENCY

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

WINDING UP

64. The provisions of the Companies Act, 2017 as amended from time to time, regarding the winding up of a private company shall apply to the winding up or dissolution of the Association.

INDEMNITY

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

N.B.

The page 05 and 22 relate to the particulars of the sponsors subscribing/desiring to form Association in pursuance of Memorandum & Articles of Association, which are annexed with the Hard as well soft copy of the Draft Memorandum & Article as required in (I,J) columns of the checklist.