

Articles of Association
of
**PAKISTAN ASSOCIATION OF AUTOMOTIVE
PARTS
& ACCESSORIES MANUFACTURERS**
(Under Trade Organizations Rules, 2013)

DEFINITIONS

1. In these Articles unless there is anything repugnant in the subject context :-

- (i) "Act" means the Trade Organizations Act, 2013.
- (ii) "ARTICLES" means the Articles of association of the "PAKISTAN ASSOCIATION OF AUTOMOTIVE PARTS AND ACCESSORIES MANUFACTURERS".
- (iii) "MEMORANDUM" means the Memorandum of the "PAKISTAN ASSOCIATION OF AUTOMOTIVE PARTS AND ACCESSORIES MANUFACTURERS".
- (iv) "ASSOCIATION" means the "PAKISTAN ASSOCIATION OF AUTOMOTIVE PARTS AND ACCESSORIES MANUFACTURERS".
- (v) "MEMBER" means a member of the Association.
- (vi) "ASSOCIATE MEMBER" means a member of a trade organization which is not 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 sale-tax registered manufacturing concern or a sale-tax-registered business concern having annual turn-over of Rs. 50 Million or above ;

- (viii) "**PERSON**" shall include any firm, company, corporation or association or any other body of individuals, whether incorporated or not.
- (ix) "**REGISTER**" means the register of the members of the Association, required to be kept in pursuance of provisions contained in the Companies Ordinance, 1984.
- (x) "**GENERAL BODY**" means the members of the Association entitled to attend and vote at the general Meeting of the Association.
- (xi) "**GENERAL MEETING**" means a meeting of the General Body, whether ordinary and Extra-Ordinary.
- (xii) "**SPECIAL RESOLUTION**" shall have the same meanings as defined in Section 2(36) of the Companies Ordinance, 1984.
- (xiii) "**OFFICE BEARERS**" means and includes the Chairman, Senior Vice Chairman and Vice-Chairman.
- (xiv) "**COMMITTEE**" means the Managing Committee of the association constituted under Articles of the Association.
- (xv) "**HEAD OFFICE**" means the Registered Office of the Association situated at Lahore.
- (xvi) "**NORTHERN ZONE**" means the province of Punjab, North West Frontier province and Islamabad Capital Territory ;
- (xvii) "**SOUTHERN ZONE**" means the province of Sindh and Baluchistan.
- (xviii) "**YEAR**" means the year beginning from the first day of July and ending on 30th June.
- (xix) "**SECRETARY GENERAL**" means the Secretary of the Association who shall be whole time paid employee of the Association.
- (xx) "**PLAN OF ACTIVITIES**" means a list of proposed activities, expected financial expenditures and outcome and intended goals for the trade organization as provided in Rule 25 ;

- (xxi) Words importing singular number shall include plural number and vice versa, and words importing masculine gender shall include feminine gender and vice versa.
- (xxii) "**Regulator** means the Regulator of Trade Organizations appointed by the Federal Government under Trade Organizations Organizations Act, 2013.
- (xxiii) All other expressions defined in the Act shall have the meaning assigned to them in act.

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

3. The membership of the Association shall be for a period of one year, renewable on furnishing proof of filling of a return of income or statement U/S 243(b) of the Income Tax Ordinance, 1979 for latest proceeding assessment year by the member, whether individual firm or company. However, the companies / concerns established after 30-06-1994 shall be exempt from the aforementioned requirement for the first renewal but such renewal would not grant them the voting right. The members of the Association who are exempt from payment of income tax or if their income falls below the taxable limit will return income or statement U/S 143(b) of the Income Tax Ordinance.

MEMBERSHIP

- 4. Any person or firm, company or corporation or any other body of individuals whether incorporated or not, having a place of business in Pakistan and in possession of a valid individuals whether incorporated or not, having a place of business in Pakistan and in possession of a valid industrial license for manufacture of automotive parts accessories, who must first manufacture automotive parts or accessories thereof and desirous of joining the Association may be eligible for the membership of the Association.
- 5. A member shall be eligible to vote in election of the Association after completion of two years of membership.
- 6. Every member of the Association shall be bound by the articles of the Association for the time being in force as well as the bylaws that may be framed from time to time in pursuance of the powers mentioned as under :-
- 7. A member of a trade organization which is either a body corporate or a multinational corporation which 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 shall be called "Corporate Member" and

8. 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 shall be called "Associate Member".

ADMISSION FEE AND ANNUAL SUBSCRIPTION

9. The admission fee and annual subscription for the members of the Association shall be as follows :-

Admission fee :	Rs. 2,500/-	[For both classes
Annual subscription :	Rs. 5,000/-	Corporate & Associate]

10. DUES OF THE ASSOCIATION SHALL BE PAID AS UNDER :-

- (i) All dues are payable by the 30th June of every year for the current year.
- (ii) All dues paid later than 30th June and before the end of July will accrue a late fee of Rs. 100/- per month.
- (iii) All dues if not paid within the year will result in cancellation of the membership.
- (iv) All dues not paid prior to 31st July will render a member ineligible to vote or to participate in the election to be held in the year.
- (v) Proceeds from the sales of publications, Trade shows, exhibitions and any other legal means, which the Managing Committee may decide from time to time.

APPLICATION FOR MEMBERSHIP

11. A person desirous of becoming a member of the Association and willing to abide by the Memorandum and Articles of the Association and bye-laws, rules and regulations framed thereunder shall submit to the secretary an application in the form prescribed for this purpose by the Managing Committee, duly proposed by one member and seconded by another, together with the prescribed admission fee and annual subscription. The Managing Committee may accept or reject the same without assigning any reason.
12. In case of rejection of any application for enrollment as a member no further application from the same applicant shall be entertained for a period of one year from the date of such rejection and the admission fee and subscription paid by the applicant shall be refunded.
13. The provision regarding submission of application in the prescribed form referred to in Articles 9 above shall not apply in the case of persons desirous of becoming members of the Association until its first election is held under these Articles.

REGISTRATION, REMOVAL OR EXPULSION FROM MEMBERSHIP

14. (a) Any member may resign from the Association by giving 30 days notice in writing to the secretary of the Association who will submit in the meeting of Managing Committee for approval and upon expiry of the period of notice shall cease to be member. The member who has resigned or whose name has been removed from the register due to the non-payment of subscription or other dues of the Association or expelled from the Association shall remain liable to pay all dues to the Association upto the date of resignation, removal or expulsion from the Association.
- (b) Any member who has resigned or whose name has been removed from the register or who has been expelled from the Association shall not be entitled to refund of money paid of the Association.
15. A member shall be liable to be expelled from the membership of the Association or the rights and privileges of a member shall be liable to be withdrawn for any of the following reasons by a resolution of the Managing Committee passed in a meeting, specially convened for the purpose, by a two-third majority of the members present in person :-
- (a) Neglecting or refusing to submit abide by or carry out any decision of the Managing Committee.
- (b) Indulging in any unethical business practice in the field of trade, commerce and industry.
- (c) Violation of the rules and regulations and bylaws of the Association.
- (d) Non-payment of the dues of the Association. Provided that a member shall not be so expelled unless he has been given an opportunity of explaining his position in writing 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 and the decision of the General Body on it shall be final.
16. A member shall cease to be a member of the Association for any of the following reasons :-
- a. If he resigns from the association as per Article 9.
- b. If he is expelled from the Association as per Article 10, above ; or
- c. If he fails to pay annual subscription by the 15th July ; or

- d. If he is found to be of unsound mind by a court of competent jurisdiction ; or
 - e. If he is adjudged insolvent or bankrupt ; or
 - f. If he is convicted of an offence involving moral turpitude ; or
 - g. If the change is made in the conventional or corporate name of the firm, company of corporation ; or
 - h. If he has been declared by the Government to be disqualified to be a member of any trade organization.
17. The name of the member who has resigned or has been expelled or has otherwise ceased to be a member shall be struck off the register.

REGISTRATION OF MEMBERSHIP

18. A member whose name has been removed from the Register due to expulsion, resignation or non-payment of dues of the Association, shall be eligible for re-enrollment on payment of admission fee afresh and all arrears outstanding against him. Provided that a member expelled from the Association shall not be re-admitted before the expiry of one year from the date of expulsion.

RIGHTS AND PRIVILEGES OF MEMBERS

19. Every member of the association shall have the following rights and privileges subject to the restrictions contained in these articles generally, or by any bye-laws, rules and regulations, framed thereunder :-
- (a) To obtain a copy of the annual report and accounts.
 - (b) To obtain all other publications of the Association either free of cost or at such reduced rates as the Managing Committee may from time to time decide.
 - (c) To have the free use of library of the Association.
 - (d) To be present and discuss and vote at any General Meeting or any question referred to such General Meeting or to give opinion or any question referred to the General Body of members by circular or otherwise.
 - (e) To nominate other qualified member for election or be elected to the Managing Committee or other Committee or sub Committee or elected to any office of the Association.

REGISTER OF MEMBERS

20. (a) A register of members shall be maintained at the Registered Office of the Association in which shall be set forth the names and addresses of all the members, for the time being and in which shall be recorded all changes in membership taking place from time to time. There shall also be an entry in the register indicating the nature of business carried on by each member, together with the name of the representative of the member authorized to participate in the business carried on by each member, together with the name of the representative of the member authorized to participate in the business of the Association.
- (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 affected during the period from date on which the final list of members and their representatives have been circulated for the purpose of elections of the Association and until after the holding of the election.

MANAGEMENT

21. The management of the Association will be composed as under :-

Chairman	01
Senior Vice Chairman	01
Vice Chairman	01
Members	13
Women Entrepreneurs	02
Total	18

- i. The Executive committee of all trade organizations, 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.

- b) In case of a Chamber, Association and Town Association in addition to the number of seats, there shall be two seats of Executive Committee reserved for women entrepreneurs for which the electoral college shall be the Executive Committee.
- c) 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.

- d) 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.
- e) Where there is rotation of office of Chairman the Chairman, Senior Chairman and Vice Chairman shall not be from the same class of members.

Provided that where there are more than one Vice-Presidents or, as the case may be, the Vice-Chairman atleast one shall be the class of members other than that of the President or Chairman.

- f) The tenure of all elected office bearers shall be one year
- g) The tenure of members of Executive Committee shall be two years subject to the following :-
 - i. Fifty percent members of Executive Committee shall retire every year ;
 - ii. After the first election of Executive Committee under the Act a draw shall be made to determine the fifty percent members who shall retire after expiry of first year
- h) The tenure of office bearers of Executive Committee shall be one year
- i) On completion of the term the office bearer and members of Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the trade organization for the next one year :

Provided that this Sub-Clause (i), shall not apply to the office bearers and members of the Executive Committee elected under the repealed Ordinance.

j) The business of the Association shall be managed by a Managing Committee, composed of one Chairman, Senior Vice Chairman, one Vice-Chairman and 14 other members to be elected every year between the 1st July and 30th September of the respective due year by the General Body as prescribed herein.

(i) North Zone will include Punjab, Islamabad & Federal territories and N.W.F.P.

(ii) South Zone will include Sindh and Baluchistan.

For the purpose of the first elections of the Managing Committee of the association the following procedures shall be followed :-

- (i) The elections shall be subject to the Article 18 and as prescribed herein.
- (ii) For the purpose of the first elections nominations shall be called for all the sixteen seats of the Managing Committee.
- (iii) After the completion of the election process and the announcement of provisional results the Managing Committee shall proceed to elect the Chairman, Senior Vice and Vice Chairman.
- (iv) The remaining eight Managing Committee members shall complete the prescribed tenure.
- (v) The next elections for the Eight seats falling vacant after expiry of one year shall be held as per schedule for a normal tenure prescribed and no draw shall take place.

I. ELECTIONS

22. Subject to provisions of section 11 of the Act, the elections of trade organizations shall be held on annual basis as per procedure laid down in the respective articles of association subject to the following:-

- (i) The election shall be conducted according to the procedure laid down herein between the first day of July and the 30th day of September of each year subject to the following, where applicable.
- (ii) The election of Managing Committee shall be held by secret ballot and their final result shall be officially announced at the General Meeting of the Association called for this purpose within fifteen days of the date of polling but before or on 30th day of September.
- (iii) Neither the postal ballot nor proxy will be allowed.

II. ELECTION OF CHAIRMAN, SENIOR VICE CHAIRMAN & VICE CHAIRMAN

According to Election Schedule, the Managing Committee shall elect a Chairman, Senior Vice Chairman and a Vice-Chairman from the elected members of the committee.

III. ELIGIBILITY OF VOTER

- (a) A member shall be eligible to vote in election of the Association after completion of two years of membership provided the member fulfills the conditions stipulated for the renewal of membership and the change of class of membership, if any, has been notified by the secretary with the approval of managing committee as the case may be, at least three months prior to the announcement of election schedule.
- (b) Every member eligible to vote shall deposit with the secretary, the specimen signature card alongwith his / her photograph indicating his / her status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the Director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or a multi-national company, as the case may be.
- (c) The proprietor, partner or Director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors or public limited company or a multi-national company shall be entitled to cast his / her vote at the time of election only if his or her name has already been registered with the secretary and his name appears on the 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 its governing body.
 - Within two days of its approval by the Executive Committee, the election schedule shall be :
 - (b) Displayed at the notice board of the head office and regional offices of the trade organization ;
 - (c) Displayed at the website of the trade organization ; and
 - (d) Submitted to the Regulator of Trade Organizations.

IV. APPOINTMENT OF ELECTION COMMISSION

Simultaneously with the approval of the election schedule as provided in Rule 16, the Executive Committee of the trade organization shall appoint an election Commission subject to the following conditions, namely.;

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

V. FUNCTIONS OF ELECTION COMMISSION

The Election Commission shall be in charge of all arrangements connected with the conduct of elections including but not limited to

- 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 (4) of Rule 18 of Trade Organizations Rules, 2013;
- c: examination of and decision on the objections received on the voters' list as provided in Sub-Rule (5) of Rule 18 of Trade Organizations Rules, 2013 ; and
- d: supervision of polling process and ensuring that the polling has been I 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 of Trade Organizations in this regard ; and
- e: counting of votes and announcement of results.

VI. ELECTION PROCEDURE:

- 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 of eligibility.
- 3) The Secretary General of trade organization shall display within seven days of the announcement of election schedule the provisional list of all members eligible to vote along with their national tax number, sales tax registration number, if applicable, the name and national identity 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 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 of Trade Organizations 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 of Trade Organizations 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 of Trade Organizations :

Provided that if no appeal has been filed to the Regulator of Trade Organizations, the final list of voters shall be displayed within fifteen days of the division 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 of Trade Organizations, who shall decide within 7 days and his decision in this regard shall be final.
- 14) Within two days of the decision of the Regulator the Commission shall issue the final list of candidates.

Provided that if no appeal has been filed to the Regulator of Trade Organizations, 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 members 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 2 days of display of final list of candidates, the polling for election of office bearers shall be held.
- 19) The final result of the election of members of Executive Committee and office bearers shall be officially announced at the Annual General Meeting of the 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 organizations, 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 (3) of Section 14 of the Trade Organizations Act, 2013.
- 21) The final election results announced in the Annual General Meeting shall be :
 - a) displayed at the notice board of the head office and regional offices of the trade organization within two days ;
 - b) displayed at the website of the trade organization within two days ; and
 - c) submitted to the Regulator of Trade Organizatins within 7 days.

VII. BALLOT PAPERS

- (a) The ballot papers shall have duly numbered counterfoils and the voters shall sign or affix thumb impression thereon in the presence of polling agents of the candidates and the returning officer before the issuance of ballot papers to him / her.
- (b) It shall be the duty of the polling officer to see the original identity card issued by the Association or national identity card or passport or any other mode of identification of the voter and write the number thereof on the counterfoil.
- (c) After comparing the signatures and photographs with the specimen signatures cards the polling officer shall and over the ballot paper to the voter.

- (d) The ballot paper shall be signed by the secretary or an officer of the Association duly authorized by the secretary in this behalf and shall also be signed by the polling officer at the time when it is issued.
- (e) The voter shall not be allowed to leave the booth after the ballot paper has been handed over to him / her until and unless he / she has inserted his / her ballot paper in the box placed before the presiding officer / polling officer and polling agents of the candidates.
- (f) Adequate arrangements shall be made to maintain the secrecy of the polls.
- (g) Proper account shall be maintained by a designated officer in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers.
- (h) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- (i) The returning officer shall decide about the challenged votes after verifications of necessary information from the member firm, company or concern before the official announcement of the results.

VIII. CONDUCT OF POLLING

- (a) The polling can be held simultaneously at the Association Head Office its Zonal Office or at the Branch Offices of FPCCI or as convenient for the members. Provided further that the Managing Committee may decide on a place at its discretion.
- (b) The returning officer, as appointed shall be incharge of all arrangements connected with such election, including counting of votes and announcement of results.

IX. 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.

X. PROVISIONAL RESULTS

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

XI. INSPECTION OF RECORD OF ELECTION

The record of election shall be opened to inspection upon application made in this behalf within seven days of the date of polling and approved by the Regulator of Trade Organizations.

XII. EQUALITY OF VOTES

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

XIII. ANNOUNCEMENT OF ELECTION RESULTS

The final result of the election of members of executive committee and office bearers shall be officially announced at annual general meeting of the trade organization called for this purpose within fifteen days of the date of polling but in no case later than 30th day of September.

XIV. FILING OF RETURNS

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

22. The office-bearers in terms of these Articles shall be elected within a period of two months from the date of incorporation of the association, Meanwhile the work of Association shall be carried on by Adhoc Committee, which shall be composed of subscribers to the Memorandum and Articles of Association, whose number shall not exceed sixteen. The Adhoc Committee so constituted shall be regarded as the Managing Committee, of the Association for all matters and purpose.

POWERS AND FUNCTIONS OF THE MANAGING COMMITTEE

23. The Managing Committee shall have the following powers and functions:-

- (i) To carry out the aims and objects of the Association.
- (ii) To make such arrangements as are considered necessary for the election of new Managing Committee, its Chairman, Senior Vice Chairman and Vice-Chairman.
- (iii) To continue and manage the affairs of the Association until the next properly constituted Managing Committee takes over in accordance with the provisions of these Articles.
- (iv) To look after and manage all property, moveable and immovable held by the Association.

- (v) To appoint Standing Committee or sub-committee for any purpose and frame such rules and regulations or bylaws in this regard as may be deemed fit.
- (vi) To delegate any of its powers to any standing committee or sub-committee.
- (vii) To appoint the secretary and other staff considered necessary for the efficient functioning of the Association and frame and regulations or bye-laws regarding their terms and conditions of service.
- (viii) To keep or cause to be kept by any one or more persons appointed by it, proper books of accounts in which shall be entered true and complete accounts of the monetary affairs and transactions of the Association. To meet working expenses of the management, establishment charges and salaries of staff of the Association.
- (ix) To frame and put into effect rules, regulations and bylaws for the office administration, elections trade practices arbitration and to rescind and or to alter such rules, regulation, or bylaws.
- (x) To secure for the Association membership of the Federation of Pakistan Chamber of Commerce and Industry.
- (xi) To present the views of the Association on any matters relating to the objects of the Association.
- (xii) To convene Ordinary or Extra-Ordinary General Meetings of the Association.
- (xiii) To nominate members to represent the Association on non-political public bodies.
- (xiv) To raise funds by collecting adhoc subscriptions and donations from the members form time to time for meeting any emergent needs of the Association.
- (xv) To defray expenses, subject to availability of funds, for delegates selected and deputed by the Association to represent it at Conferences in Pakistan or abroad with the prior approval of the Federal Government in case of Conference abroad.
- (xvi) To expel any member from the Association or re-admit such expelled member subject to conditions laid down in these Article, either on its own initiative or on the written request of any member of the Managing Committee.

- (xvii) To commence, institute, prosecute and defend all such actions and / or suite on behalf of the Association as may be deemed necessary or expedient and to compromise or submit to arbitration any Section suit or dispute or difference.
- (xviii) To inquire and look into the affairs of any Zonal Office, and frame bye-laws for their functioning. If it is reported by not less than one-third members of the Managing Committee that the Zonal Office has not been functioning properly, to take such actions as may be decided upon by the Association at a General Meeting, which shall be convened specially for the purpose or as decided in a special called meeting of the Managing Committee for this purpose.
- (xix) To adopt and take such measures nor inconsistent with the Memorandum of association or these Articles, as may from time to time be considered necessary for the achievement of the aims and objects of the Association.

MEETINGS OF THE MANAGING COMMITTEE

- 24. The Managing Committee shall meet from time to time at such place or places as may be considered necessary and may make such rules and regulations and bye-laws not inconsistent with the provisions of these articles, as it may think proper as to the summoning and holding of meetings for transaction of business at such meetings.
- 25. Once third of the members shall form the quorum. If within thirty minutes of the scheduled time of the meeting, the requisite quorum is not formed, the meeting shall stand adjourned and no quorum shall be necessary for the transaction of business at any adjourned meeting but no business shall be transacted at an adjourned meeting from which the adjournment took place.
- 26. All proposals placed before the Managing Committee shall be decided by a simple majority vote, except as otherwise provided in these Articles.
- 27. The Managing Committee shall cause the proceedings of every meeting duly recorded in the minute's book kept for the purpose.
- 28. The Chairman and in his absence Senior Vice Chairman or one of Vice-Chairman shall preside at the meetings, provided that in the absence of both of them, the office-bearers, present may elect any person from amongst themselves to preside.
- 29. In the event of equality of votes, the Chairman or who so ever be presiding over the Meeting of the Managing Committee shall have a second or casting vote.

30. No resolution duly passed at the Meeting of the Managing Committee shall be rescinded, altered or otherwise amended at a subsequent meeting of the Managing Committee held within two months of the date on which such resolution was passed, unless two-third of the total number of the office-bearers of the Committee vote for a change and the agenda containing the proposal has been duly circulated.

GENERAL MEETINGS

31. A General Meeting shall be held within 18 months from the date of the incorporation of the Association and thereafter once at least in every year (not being more than 15 months after the holding of the last preceding General Meeting). Such General Meetings shall be called 'Annual General Meetings' and other General Meetings shall be called Extra-Ordinary General Meetings.'
32. The Managing Committee may whenever it thins fit, or on a requisition made in writing by one third of the total members call an Extra-Ordinary General Meeting.
33. Any requisition made by the members shall state the object of the meeting proposed to be called and shall be signed by the requisitionists and deposited with the Secretary of the Association.
34. On receipt of any such requisition the Managing Committee shall forthwith proceed to call an Extra Ordinary General Meeting. If it does not proceed to call a meeting within 15 days from the date of requisition, the requisitionists may themselves call a meeting. Provided further that no requisition of Extra-Ordinary General Meeting may be made three months prior to the holding of elections, during the election period or prior to a proposed Annual General Meeting.
35. 21-days notice at least of every General Meeting, specifying the place, the day and hour of the meeting shall be given to the members but the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting. A notice of the meeting will either be delivered by person or may be sent under certificate of posting.
36. No business shall be transacted at any General Meeting unless a quorum of members is present at the commencement of the business. in order to constitute a quorum there be 20% members present.
37. If within 30 minutes from the time appointed for the meeting a quorum of members not present, the meeting if called on the requisition of the members shall be dissolved, in any other case, it shall stand adjourned and at such adjourned meeting no quorum shall be necessary but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

38. Every question submitted to a meeting shall unless unanimously decided, be decided in the first instance by a show of hands. In case of any equality of votes, the Chairman shall have a casting vote.
39. At the Annual General Meeting the following business shall be transacted :-
- (a) To receive and adopt the Annual Report of the association Managing Committee and other Committees and sub-Committee.
 - (b) To receive and pass the duly audited accounts of the Association.
 - (c) To appoint auditors for the year and fixation of their remuneration.
 - (d) To transact such other business of which notice may have been received 4 clear days before the date fixed for the Annual General Meeting and / or such other business as may be with the permission of the Chair placed before the meeting.

POWERS AND RESPONSIBILITIES OF OFFICE BEARERS

40. The following shall be powers and responsibilities of the Chairman, Senior Vice Chairman and Vice-Chairman :-

(a) CHAIRMAN:

- (i) He shall be the Chief Executive of the Association and whenever possible shall preside over the Meetings of the General Body of the Association and meetings of the Managing Committee, and lead deputation and delegation on matters with which the Association is concerned.
- (ii) He shall have the power to sanction in connection with the affairs of the Association any amount not exceeding five thousand rupees at a time, prior to consultation with or assent of the Managing Committee, and the amount so sanctioned shall be paid from the funds of the Association. The assent of the Managing Committee will be obtained at its next meeting after the expenditure has been sanctioned or incurred.

(b) SENIOR VICE CHAIRMAN

In the absence of the Chairman, the Senior Vice-Chairman shall perform all the functions of the Chairman.

(c) VICE-CHAIRMAN:

In the absence of the Chairman and Senior Vice Chairman the Vice-Chairman shall perform all the functions of the Chairman.

SECRETARY

41. He shall be subject to the supervision, control and orders of the Managing Committee through the Chairman.

The secretary shall perform the following duties:-

- (i) To carry on and hold charge of all correspondence of the Association.
- (ii) To hold charge of all papers and documents, furniture and all properties, moveable and immovable, belonging to Association.
- (iii) To issue and give notice of all General Meetings and meetings of the Managing Committee and sub-Committee, if any.
- (iv) To keep and maintain accurate minutes of all meetings of the Association, the Managing Committee and Standing Committees and sub-Committees and to get them signed by the person who presided over such meetings.
- (v) To circulate amongst the office-bearers the minutes of the meeting and proceeding of the Managing Committee, Standing Committees and sub-Committees and circulate amongst the members of the Association the Annual Reports notices and other information intended for circulation.
- (vi) To notify all members of the Association the resignations, expulsion or cessation of the persons firm or company from the membership of the Association.
- (vii) To collect the dues of the Association and grant receipts thereof.
- (viii) To keep and maintain or cause to be kept and maintain accurate accounts of the Association and all funds connected with or in any way controlled by it.
- (ix) To ensure all payments on behalf of the Association in conformity with the decisions of the Managing Committee.
- (x) To countersign all cheques issued on behalf of the association, which shall be signed by the Chairman, Senior Vice Chairman or Vice-Chairman duly authorized by the Managing Committee.
- (xi) To incur incidental expenses of any item not exceeding three hundred rupees subject to such rules, regulations and bylaws as may be framed by the Managing Committee from time to time.
- (xii) To represent the Association for all purpose whenever action arises before any Court of Law in respect of any suit or proceedings instituted by or against the Association, but he shall not be competent to compromise any suit or proceeding without sanction of the Managing Committee.

- (xiii) To delegate all or any of any his functions to any members of the staff of the Association, provided that the Secretary shall remain responsible to the Managing Committee for acts done on his behalf by such members.
- (xiv) To maintain administrative and disciplinary control over entire staff of the Association, in accordance with the rules and regulations and bylaws framed in this behalf by the Managing Committee.
- (xv) To do and perform all acts and deeds he may expressly be required to do by the Chairman or the Managing Committee and generally all such acts and deeds as are incidental to his office.

FUNDS

- 24. The funds of the Association shall be kept in an approved Bank and such part thereof as shall be required for current expenses may at the direction of the Managing Committee be invested in securities. The Account in the bank shall be operated by cheques as laid down in Article 41 below.
- 25. All monies on account of daily collection and other subscriptions realized by the Association shall be deposited in a bank approved by the Managing Committee. Withdrawal shall be made by means of cheques under the joint signature of the secretary and Chairman, Senior Vice Chairman or Vice-Chairman duly authorized by the Managing Committee in this behalf.

ACCOUNTS

- 26. The accounts shall be kept of the sums of monies received and expended by the Association and the manner in respect of which such receipts and expenditure take place and the property, credits and liabilities of the Association and subject to any reasonable restrictions as the time and manner of inspecting the same that may be imposed in accordance with the regulation for the time being in force, of the Association, shall be opened to the inspection of the members.
- 27. Once at least in every year, the accounts of the association shall be examined and correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

REPORTING REQUIREMENTS

- 1. A trade organizations shall annually submit by 31st December under Rule 22 of Trade Organizations Rules, 2013 to the Regulator of Trade Organizations :
 - a) annual financial statements as approved by the Executive Committee and prepared by auditors ;

- b) plan of activities for the next year as provided in Rule 25 ; and
- c) a soft and hard copy of list of members as on November 30, in the format at Annex-I of Schedule B ;

PLAN OF ACTIVITIES AND PERFORMANCE REVIEW

- 2. Every trade organization shall prepare a three year plan of activities which shall be approved by the Executive Committee following distribution amongst its members and cover among other matters the proposed future activities, finances and outcomes of such activities intended by the trade organization during the said three year period.
- 3. Each trade organization shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of the trade organization to include but not be limited to minutes of meetings and the trade organization's plan of activities.

AUDIT

- 46. The accounts of the Association shall be closed on the thirtieth day of June every year and shall be audited atleast once in every year by duly registered auditor or auditors appointed for the purpose.

COMMON SEAL

- 47. The Managing Committee shall provide a Common Seal for the Association. The seal shall be deposited with the Secretary and shall never be affixed to any documents, except with the prior authority of the Managing Committee and in the presence of the Chairman or two other office-bearers, who shall sign every instrument to which the seal is affixed, and all such instruments shall be countersigned by the Secretary. Provided that any instrument bearing the seal of the Association and issued for valuable consideration shall nevertheless be binding on the Association notwithstanding any irregularity touching the authority of the Managing Committee to issue the same.

INDEMNITY

- 48. (a) Every office-bearer, secretary and other officer or servant of the Association shall be indemnified by the Association against and it shall be the duty of the Managing Committee, out of the funds of the Association to pay all costs, losses, penalties and expenses which any such office-bearers, secretary, officer or servant may incur or become liable to by reasons of any contract entered into or act or deed done or omitted to be done by him as officer-bearers, Secretary, Officer

or servants acting in good faith and the amount of which such indemnity is provided shall immediately attach as lien on the property of the Association and have priority as between the members of the association over all other claims.

- (b) No office bearer, Secretary or other officer or servant of the Association shall be liable for the acts, receipts, neglects or default of any other office-bearer or officer or office servant or for joining in any receipt of other act or for any loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Managing Committee for or on behalf of the Association or for the insufficiency or depreciation or any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or torture act of any person with whom any money, securities or effects shall be deposited or for loss sanctioned by an error of judgement, omission, default or oversight on his part or any other loss, damage or misfortune the same happened through his own dishonesty.

COPIES OF MEMORANDUM AND ARTICLES

49. The Memorandum of Association and these articles shall be kept with the records of the Association, printed copies of the same shall be supplied to all members on application free of charge. No alteration or addition or deletion shall be made therein or thereto save and except by a majority of three-fourth of the members of the General Body present at the Annual General Meeting convened by a notice issued at least twenty-one days before the holding of said meeting and in which all the terms of the proposed alternation shall have been clearly set-forth.

AMENDMENTS

50. Amendments to these Articles of Association shall be subject to the prior approval of the government, and shall also be made whenever required by the Government in public interest.
51. The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be wound up and should there remain after satisfaction of all its debts and liabilities and surplus property whatsoever, the same shall not be paid, distributed amongst the members of the Association but shall be given or transferred to some other institution or institutions having similar to the objects of the Association at an Extra Ordinary General Meeting convened for the purpose.
52. Notwithstanding anything laid down in clause (a) above the provisions of the Companies Ordinance, 1984 as amended from time to time, regarding the winding up or dissolution of the Association registered under Ordinance shall apply to the winding up or dissolution of the Association.

DISPUTES OR INTERPRETATION OF ARTICLES

53. Any disputes or differences of opinion in regard to interpretation or scope of application of these Articles of Association, which cannot be resolved by the Association itself, shall be referred to the Regulator of Trade Organizations appointed under the Trade Organizations Act, 2013 and the ruling given by the Regulator shall be binding on the Association its office-bearers and members.

GENERAL

54. (a) It will be obligatory upon the members of the Managing Committee to attend every meeting of the Managing Committee. In the case a member fails to attend three consecutive meetings of the committee he shall cease to be a member of the Committee. The Committee will and shall have the power to sanction leave to any member or reasonable grounds.
- (d) The Managing Committee shall be-option by simple majority in the Managing Committee fill a vacant seat that may fall vacant.

We, the several persons whose names and addresses are subscribed below, are desirous of being formed into a Association, named Pakistan Association of Automotive Parts and Accessories Manufacturers, in pursuance of this Memorandum of Association.

Name and Surname (Present & Former) in Full (in Block Letters)	Father's / Husband's Name in Full	Nationality with any former Nationality	Occupation	Residential Address (in Full)	Signature
1. MUHAMMAD SALEEM	Hafiz Muhammad Suleman	Pakistani	Business	11 / 37, Nisbat Road, Lahore.	
2. JAWAID SHEIKH	Abdul Qadir Sheikh	-do-	-do-	E - 92, Bath Eye Land, Karachi.	
3. SYED NABEEL HASHMI	Syad Quwat Ali Shah	-do-	-do-	House No. 598, Block - 3, Sector C - I, Township, Lahore.	
4. MALIK MUHAMMAD ASLAM	Malik Sultan Ahmad	-do-	-do-	House No. 49, Tariq Block, New Garden Town, Lahore.	
5. RAZZAQ AHMAD	Rasheed Ahmad	-do-	-do-	House No. 127, New Islamia Park Samanabad, Lahore.	
6. RANA ABDUL QADIR	Rana Atta Muhammad	-do-	-do-	House No. 4, White House Lane, Sundar Das Road, Lahore.	
7. IMTIAZ ALI RASTGAR	Sardar Ali	-do-	-do-	House No. 3, 489 - Sixth Road, Satellite Town, Rawalpindi.	
8. AZHAR ALI	Mian Muhammad Ali	-do-	-do-	58 - S, Chauberji Park, Lahore.	
9. MUHAMMAD AKRAM	Nazir Ahmad	-do-	-do-	House No. 91, Hunza Block, Allama Iqbal Town, Lahore.	

Name and Surname (Present & Former) in Full (in Block Letters)	Father's / Husband's Name in Full	Nationality with any former Nationality	Occupation	Residential Address (in Full)	Signature
10. AUSAF HUSSAIN AGHA	Wasif Hussain Agha	-do-	-do-	Habib Sagar Mills, Nawab Shah.	
11. SYED MEHDI ALI RIZVI	Syed Ali Akbar Rizvi	-do-	-do-	D - 81, Ibrahim Rehman Ali Road, Scheme 3 K.D.A., Karachi	
12. SHARIQ SUHAIL	Kh. Salah-u-Din	-do-	-do-	44 - Gul-e-Rana Garden, East Karachi.	
13. MUHAMMAD SIDDIQUE MEMON	Haji Muhammad Misri	-do-	-do-	Memon Mohallah, Ward No. 4, P.O. City Ghado Dagree, District Mir Pur Khas.	
14. FAZAL-U-REHMAN	Muhammad Ismail	-do-	-do-	H No. B - 94, Block - 13, Federal - B Area, Karachi.	
15. ASHFAQ PARACHA	Ahmad Bukhsh Paracha	-do-	-do-	H. No. 63 / A, Block 10 - A, Gulshan-e-Iqbal, Karachi.	
16. SYED VIQAR HAIDER NAQVI	Syed Zulfiqar Haider Naqvi	-do-	-do-	Karim Manzil No. 11, Brans Garden, Karachi.	

Dated this 27th day of December, 1999

Witness to the above Signatures :

Muhammad Inam-ul-Haq
S/o Fazal-ur-Rehman

Nationality : Pakistani

Full Address : Ali Street, Riaz Ahmad Road,
Shalimar Town, Baghbanpura,

LAHORE.

Signature