UNDER SECTION 42 OF THE COMPANIES ORDINANCE 1984

ARTICLES OF ASSOCIATION

OF THE

PAKISTAN SHIP’S AGENTS ASSOCIATION

Licensed under the Trade Organisations’ Ordinance, 2006

(Ordinance No.XLIII of 2006)

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

**DEFINITIONS**

2. (1). In these Articles unless there is anything repugnant in the subject or context.

1. ‘Article’ means these Articles of Association herein stated.
2. ‘Association’ means the Pakistan Ship’s Agents Association.
3. ‘Associate Member’ means a Member which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales tax registered business concern.
4. ‘Bye-laws’ means the Bye-Laws of the Association for the time being in force.
5. ‘Chairman’ means the Chairman of the Association.
6. ‘Committee’ means the Executive Committee of the Association.
7. ‘Commission’ means Election Commission as defined in Article 34
8. ‘Companies Ordinance’ means that the Companies Ordinance of 1984 or any other statutory enactment in place of said ordinance for the time being in force.
9. ‘Corporate Member’ means a Member which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered manufacturing concern or a sales tax registered business concern.
10. ‘General Body’ is as defined in Article 21
11. ‘General Meeting’ means a meeting of General Body whether ordinary, special or extraordinary.
12. Member’ means a member of the Association.
13. ‘Memorandum’ means the Memorandum of Association of the Association.
14. ‘Office Bearers’ means the Chairman, Senior Vice Chairman Vice Chairman and Members of the Executive Committee.
15. ‘Ordinary Resolution’ means any resolution passed at any General meeting by a simple majority of votes of members present and voting.
16. ‘Register’ means the Register of Members of Association kept in pursuance of Section 147 of the Companies Ordinance, 1984.
17. ‘Regulator’ means Regulator of the Trade Organizationsor any other authority appointed under Trade Act or under any other statutory enactment in place of the said Act for the time being in force.
18. ‘Secretary General’ means the paid Secretary General of the Association.
19. ‘‘Trade Act’ means Trade Organizations’ Act 2013 or any other statutory enactment in place of it for the time being in force.
20. Words indicating the singular number shall, include plural numbers and vice versa. Words signifying persons shall apply mutatis mutandis to firms, corporations or Joint Stock Companies.
21. Words indicating he shall include she and vice versa.

3. (1) All other expressions defined in the Companies Ordinance or Trade Act shall have the meaning assigned to them in the respective legislation.

(2). When any provision of Companies Ordinance or Trade Act is referred to, the reference shall be to such provision as modified by any statutory enactment for the time being in force.

**LIMIT OF MEMBERS**

4. For purpose of registration, the Association is hereby declared to consist of unlimited number of Members.

**ELIGIBILITY FOR MEMBERSHIP**

5. (1). Any business concern shall be eligible for grant or renewal of membership of Association if such business concern meets the following conditions:

a) The prospective Member is a sole proprietorship or a partnership firm or an association of persons or a company holding national tax number and sales tax registration, if applicable, in the name of the business concern.

(b) The prospective Member is a ship’s agent who has been licensed by Customs Authority or any other relevant authority to conduct the business of handling ships in Pakistan and whose main business is to represent vessels’ Masters and Owners

1. The application for grant of Membership has been proposed and seconded by existing Members of the Association.
2. The prospective Member has no criminal conviction.

**ELIGIBILITY TO VOTE**

6. (1)The Members shall be eligible to vote on completion of two years of their enrolment and payment of all dues as on the date of announcement of the election schedule by the Committee.

1. Every Member shall be entitled to use his right of vote in favour of as many candidates as there may be vacancies on the Committee.
2. The Member has fulfilled the conditions of Membership and renewal thereof of the respective trade organization under Rule 11 of the Trade Organizations Rules 2013.
3. Every Member eligible to vote shall deposit with the Secretary General the specimen signature card along with photograph indicating the 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, as the case may be, a multi-national corporation.
4. The proprietor, partner or director of the Member or a person not below the rank of General Manager authorized by the Board of Directors of apublic limited company or a multinational company shall be entitled to cast vote at the time of election only if name of such person has already been registered with the Secretary General and his name appears on the list of voters.

**APPLICATION FOR MEMBERSHIP**

7. (1). 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 subscription and admission fee.

(2). A business concern desirous of becoming a Member 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 Committee which may accept the same if the prospective Member meets the eligibility criteria.

(3). 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 to appeal against rejection.

8. The Membership shall be for a period of one year and shall expire on 31st day of March every year irrespective of the date of grant of Membership. Membership shall be renewable on annual basis on furnishing proof of filing of a return of income tax and sales tax, if applicable, for the latest preceding assessment year by the Member and payment of prescribed subscription which shall not be later than 31st day of March.

9. There shall be two classes of Membership in the Association:

(a) a Member which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered manufacturing concern or a sales tax registered business concern shall be called a “Corporate Member”; and

(b) a Member which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales tax registered business concern shall be called an “Associate Member”.

**ADMISSION FEE**

10. Every Member will be required to pay admission fee at the rate of Rs.5,000/- which may be varied from time to time by the Committee. Any firm being a Member 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 Committee shall be competent to decide such cases on merit.

**ANNUAL SUBSCRIPTION**

11. Over and above the admission fee payable as provided in article 10, every Member shall annually pay subscription of Rs.30,000/-. The subscription fee may be varied from time to time by the Committee subject to approval of the General Body & the Regulator.

**PRIVILEGES OF MEMBERS**

12. Subject to Memorandum, Articles, Rules and Regulations in force every Member shall be entitled:

a) To take part in the elections of the Association.

b) To benefit from the assets of the Association in pursuit of the aims and objectives of the Association.

c) To take advantage of the information and record available with the Association under such limitations as the Committee may determine.

d) To obtain a copy of the annual report and statement of accounts of the Association.

e) To obtain a copy of all publications of the Association either free of cost or at such prices as may be fixed by the Committee from time to time.

f) To cause an ordinary or extraordinary General Meeting of the Association to be convened in conjunction with other Members of the Association in accordance with these Articles, provided that it is on the requisition of members representing not less than one-tenth of the voting powers on the date of the deposit of the requisition.

g) To participate in the General Meeting of the Association.

h) To stand or propose or second Members for election to the Committee.

i) To stand for election as a representative of the Association on any non political public or private body after obtaining permission from the Association.

j) To seek assistance of the Association for securing all reasonable facilities for the developments of his trade/industry.

k) To inspect or examine books of accounts and other documents, registers or records of the Association subject to any rules, conditions or limitation that may be laid down in this behalf under the relevant law or by the Committee or by a resolution of the Association in a General Meeting.

l) To be entitled to such other privileges as may be specified by the Committee from time to time.

**DUTIES AND OBLIGATIONS OF MEMBERS**

13. 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 thereunder from time to time.

c) Submit as far as possible any complaints, appeals, etc. in writing to the Secretary General.

d) To bring to the notice of the Committee any matter likely to cause any loss or harm to the interest of the Association or the Members in whatever manner.

1. To pay the annual subscription of the Association regularly.
2. To accept and abide by the decisions of the 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.
3. To convey to the Committee all information that may be considered necessary for promoting the aims and objects of the Association.
4. 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.
5. To assist and cooperate with the Committee in the field of trade, shipping commerce and industry.
6. 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 elected nominee) will be entitled to make a public statement on behalf of the Association but only with the approval of the Committee. 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.

**REGISTER OF MEMBERS**

14 (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.

1. Every Member shall have the right to have the name of his/its representativechanged 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**

15. (a) Any Member may resign from the Association by giving 30 days notice in writing to the 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 on 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 shall not be entitled to refund of any money paid by him to the Association.

(c) A Member shall be liable to be fined upto an amount equal to that of the annual subscription or to be expelled from the Membership, or the rights and privileges of Member shall be liable to be withdrawn for any of the following reasons by a resolution of the Committee passed in a meeting specially convened for the purpose by two thirds majority of the Members present in person:

(i) Neglect of or refusing to submit to, abide by or carry out any decision of the Committee taken within the limits laid down by the Memorandum of Association or Articles of Association or by the Trade Act or any, rules, regulations, instructions or directions issued there under.

(ii) Indulging in unethical practices in the field of Shipping.

(iii) Intentional violation of the rules, regulations, or bye-laws of the Association.

Provided that a Member shall not be expelled by the 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.

Provided further that when such an appeal is made by the Member, the 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 by simple majority in the matter.

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

**CESSATION OF MEMBERSHIP**

16. A Member shall cease to be a Member for any of the following reasons:

1. If he resigns from his Membership as per clause (a) above, or
2. If he is expelled from Membership as per clause (c) above, or
3. If he fails to pay annual subscription or any other dues or furnish information as per Article 8 for renewal of Membership, by a date determined by the Committee, despite notice for payment in this behalf, provided that the Committee, if it deems fit and proper, shall have power to extend time for payment.
4. If any change is made in the constitution or corporate name of the firm, company or corporation which substantially alters the composition of that firm, company or corporation.
5. 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
6. 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.
7. In the case of company or corporation, when it is wound up, or
8. If he closes or transfers his business to a place outside Pakistan, or
9. If he is expelled from Membership under the Trade Act or any other law for the time being in force governing the activities of the Association, or
10. If he ceases to hold Customs license or if he ceases to represent vessels’ Masters and Owners.

**RESTORATION OF MEMBERSHIP**

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

18. Any vacancy on the Committee caused by disqualification under provisions of Articles 15 shall be filled for the remaining part of the term by the Committee in such manner as it decides.

**ADMINISTRATION AND ORGANISATIONAL STRUCTURE OF THE ASSOCIATION**

19. The administration and management of the affairs of the Association shall be vested in Office Bearers and SecretaryGeneral.

**OFFICE BEARERS**

20. The Office Bearers shall be the following:

1. Chairman
2. Senior Vice Chairman
3. Vice Chairman
4. Committee Members

Provided that the Chairman and the Senior Vice-Chairman shall not be from the same Province.

**GENERAL BODY**

21. Members eligible to vote shall constitute General Body.

**ELECTORAL COLLEGE**

22. (1) General Body shall be the electoral college for election of the Office Bearers.

(2) The Committee shall be the Electoral College for election for the seats reserved for women.

**CODE OF CONDUCT FOR OFFICE BEARERS**

23 Office Bearers shall always follow best practices including undertaking continuing professional development in order to meet the requirements of their respective office.

**CONSTITUTION OF THE COMMITTEE**

24. (1) The Committee shall comprise persons elected by the General Body from amongst its Members subject to the following:

(a) There shall be a minimum of 10 and maximum of 30 seats of the Committee.

1. The immediate past Chairman of Association shall be an ex officio Member of the Committee without voting right.

2. the tenure of all elected Office Bearers shall be one year

(b) in addition to the number of seats provided in clause (a), there shall be two seats reserved for women entrepreneurs in the Committee.

(2) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with Members from another category.

 Provided that any seats remaining vacant in any category shall not be counted towards determination of quorum.

**ROTATION OF OFFICES BETWEEN CORPORATE AND ASSOCIATE MEMBERS**

25. If at any time the General Body comprises at least fifty percent Members from Associate Members, there shall be rotation of the office of the Chairman between the Associate and Corporate Members and in such case Chairman and Senior Vice Chairman shall not be from the same class of Members.

**TENURE OF OFFICE BEARERS**

26. The tenure of all elected Office Bearers shall be one year from 1st day of October to 30thday of September.

(a) The tenure of Members of theCommittee shall be of two years subject to the following:

1. 50 percent Members of the Committee shall retire every year.
2. after the first election of the Committee under the Act a draw shall be made to determine the 50 percent Members who shall expire of first year.
3. on completion of the term ofOffice Bearers and Members of theCommittee shall not be eligible to contest election or co-option in any representative contest in the Association for the next one year.

Provided that an Office Bearer shall be eligible to hold office again after a lapse of one year.

**POWERS & DUTIES OF CHAIRMAN**

27.The Chairman will exercise the following powers and duties:

1. To preside at the meetings of the Committee and / or meetings of the General Body.
2. To control and maintain decorum and discipline at the meetings.
3. To look after and supervise the working and activities of the Association.
4. To use his casting vote in case of equality of votes.
5. To give precedence to any item of the Agenda and to give rulings on points that may be treated in meetings.
6. To direct the Secretary General to call general meetings.
7. To adjourn or disperse unruly and undisciplined meetings.
8. To lead delegations and deputations and generally he shall have such powers and duties as may be incidental to the office of the Chairman.

28. In the absence of the Chairman, the Senior ViceChairman shall exercise all the powers of the Chairman and discharge the duties in relation to the Association and the Committee. In the absence of both the Chairman and the Senior Vice Chairman such duties shall fall upon the Vice Chairman

**SECRETARY GENERAL**

29. (1) The Association shall appoint a Secretary General through a Human Resources Committee formed under and consisting of three Members of the Committee.

(2) The Secretary General shall be in charge of the Secretariat of the Association. The Association shall frame the rules and regulations for hiring and service rules for Secretary General and other staff.

(3) The signatures of the Secretary General shall be mandatory for operation of all the single or jointly operated bank accounts of the Association.

(4) The termination of services of the Secretary General shall be through a resolution of the Committee.

(5) Any management employees who shall report directly to the Secretary General alone shall be appointed jointly by the Secretary General and Human Resources Committee.

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

 (7) In addition to the above the Secretary General will exercise the following powers and duties :

1. To issue notices of agenda for the meetings of the Committee and the General Body.
2. To carry out the decision of the General Body/ Committee as the case may be.
3. To keep the office record properly and carry on correspondence on behalf of the Association.
4. To record or cause to be recorded the minutes of the meetings of the General Body/ Committee as the case may be, and ensure their timely circulation to all concerned.
5. To prepare annual reports and accounts of the Association.
6. To sign all documents, bills and letters either singly or jointly with any other Office Bearer as may be decided by the Managing Committee.
7. To incur urgent and necessary expenses to the extent of Rs.15,000.00 (Rupees Fifteen Thousand Only) and keep imprest account of an amount of Rs.10,000.00 (Rupees Ten Thousand Only) for petty expenses.
8. To place and present the report of any sub committee before the Committee.
9. To keep contact with, and coordinate among the regional offices and the Head Office of the Association.

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

**POWERS & DUTIES OF THE COMMITTEE**

30. The Committee will exercise the following powers and duties :

1. To carry out the rules, aims and objects of the Association.
2. To look after and manage all the property, moveable and immovable, held by the Association.
3. To acquire, obtain, utilize and enjoy privileges, concessions, benefits and rights extended to registered / recognized Associations.
4. To approve and to keep regular record of the activities of the Association.
5. To appoint, suspend or dismiss any paid employee of the Association.
6. To co-operate with other person or persons or associations in the interest of the Association.
7. To settle differences of opinion between Members and to hear appeals whenever such appeals come to the Committee under these Articles.
8. To collect, circulate and disseminate statistics and other information relating to Ship Agents, Custom House Agents, Customers of Ship Agents etc.
9. To recommend to the General Body to close enrolment or to change condition for new enrolment.
10. To convene meetings of the General Body and to place proposals before it relating to the common problems of the Association.
11. To issue instructions and directions to Members.
12. To interpret these Articles.
13. To fill any vacancy occurring among its Members provided that a vacancy in the office of the Chairman shall be filed by the Association by its General Meetings.
14. To incur all recurrent expenses necessary for the carrying out of its functions.

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

**SUB-COMMITTEES**

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

**RECORD KEEPING AND INSPECTION**

32. (1) At the Head Office and regional offices, the Committee shall keep or cause to be kept proper books of accounts in which shall be entered full, true and complete accounts of the affairs and transactions of the Association whether at the Head Office or the regional offices, especially the following:

1. Minutes Book for meetings of the General Body.
2. Minutes Book for Meetings of the Committee.
3. Register of Members.
4. A Register of the Committee showing the names and addresses and all changes made therein from time to time.

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

33. If any Member of the Committee does not attend three consecutive meetings or all meetings of the Committee for a continued period of three months, whichever is longer, without leave of absence, the Committee shall have power to declare his seat vacant and he shall thereupon cease to be a Member of the Committee.

**APPOINTMENT OF THE COMMISSION**

34. Simultaneously with the approval of the election schedule as provided in Rule 14 of the Trade Oranganizations Rule 2013, the Committeeshall appoint theCommission subject to the following conditions, namely:

 (a) The Commission comprises three Members;

(b) The Members so appointed have submitted their consent in writing to their appointment as such;

(c) The Members of the Commission, so appointed, have not held any office of the 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.

**FUNCTIONS OF THE COMMISSION**

35. The Commission shall be incharge of all arrangements connected with the conduct of elections including but not limited to:

 (a) appointment of polling staff;

(b) ensuring display of the tentative voters’ list by the Secretary General for the purpose of inviting objection as provided in Sub-Rule (4) of Rule 18 of the Trade Organizations Rules 2013;

(c) examination of and decision on the objections received on the voters’ list as provided in Sub-Rule (6) of Rule 18 of the Trade Organizations Rules 2013; 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**

36. (1) The election of the Association shall be conducted according to the procedure laid down in tthese Articles subject to the following:-

(a) The election of the Members of 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 Association:

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

(2) Within three days of the announcement of the election schedule, Members desiring to change their representative shall intimate changes regarding name of representative to the Secretary General alongwith necessary proof of eligibility.

(3) The Secretary General shall display within seven days of the announcement of election schedule the provisional list of all Members eligible to vote along with their national tax number, sales tax registration number, if applicable, the name and the 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 voters’ list.

1. The Secretary General will intimate action on the objections or changes sent by Members within five days from the last day under preceding clause.
2. Any person aggrieved by the decision of the Secretary General may make a representation, within three days of receipt of the decision, to the Commission which shall decide the case within three days.
3. 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) of Rule 18 of the Trade Organizations Rules 2013, any person aggrieved by the decision of the commission may appeal to the Regulatorwho shall decide the case within 10 days and his decision in this regard shall be final.
4. 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 Association;

(b) displayed on the website of the Association; and

(c) submitted to the Regulator:

Provided that if no appeal has been filed to the Regulator, the final list of voters shall be displayed within fifteen days of the decision of the Commission under Sub-Rule (6) of Rule 18 of the Trade Organizations Rules 2013.

1. Within four days of the display of 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.
2. Within twenty four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
3. 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.
4. The objections, if any, to the nomination of candidates can be filed to the Commission within twenty four hours of issuance of the list of candidates, which shall be decided by the Commission within two days.
5. 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) of Rule 18 of the Trade Organizations Rules 2013, 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.
6. 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, the final list of candidates shall be issued within eleven days of the decision of the Commission under Sub-Rule (12) of Rule 18 of the Trade Organizations Rules 2013.

1. Within five days of display of final list of candidates, the polling for election of Members of the Committee shall be held.
2. Within two days of the polling as provided in Sub-Rule (15) of Rule 18 of the Trade Organizations Rules 2013, any person elected as Member of the Committee, shall send his nomination for election as an Office Bearer duly proposed and seconded by an elected Committee Member and signed by the candidate to theCommission.
3. 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.
4. Within 2 days of display of final list of candidates, the polling for election of Office Bearers shall be held.
5. The final result of the election of Members of the Committee and Office Bearers shall be officially announced at the Annual General Meeting called for this purpose within fifteen days of the date of polling under the preceding clause but not later than the 30th of September of the year;
6. 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 Act.
7. 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 Association within two days:

(b). displayed at the website of the Association within two days and

(c). submitted to the Regulator within 7 days.

**CONDUCT OF ELECTIONS:**

37. (1) 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 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 licence. The polling officer shall enter the number of identification document on the counterfoil.

(3) After satisfying himself with regard to the identity of the voter, 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 his vote in the ballot box.

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

(7) Proper account shall be maintained by an officer designated by the 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.

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

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

If any provision of this Memorandum and Articles of Association is in conflict with the provisions made in Trade Organizations Act 2013 and/or Rules made theerunder, the latter shall prevail.

**ANNUAL GENERAL MEETING**

38. An Annual General Meeting shall be held every year at such place and time as the 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.

**ACCOUNTING YEAR**

39. Accounting year of the Association will be closed on the 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 the Association to the Regulator on or before the 31st day of December every year.

**SPECIAL GENERAL MEETING**

40. The Committee whenever it deem fit may convene a Special General Meeting either for purposes of transacting any special business or for placing before the Members review of the activities in the preceding months.

41. A Special General Meeting shall be convened by the Committee upon the requisition of not less than one third of the Members. The requisition so made shall state the object of the Special General Meeting proposed to be called and shall be presented to the Secretary General.

42. Upon receipt of the requisition under the preceding Article, the Committee shall forthwith proceed to convene a Special General Meeting.

43. Notice of 21 (twenty one) clear days shall be given of General Meetings. In the event of an emergency, extraordinary meeting can be called at a shorter notice.

44. Notwithstanding provisions of the preceding Articles and subject to law 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 the nature of the special business shall be given of any special meeting convened to revise, alter or amend the regulations of the Association as contained in these Articles of Association.

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

**QUORUM**

46. (1). In the case of the Committee 6 (six) Members shall form quorum.

(2). In any other case one fourth Members present personally and entitled to vote shall constitute a quorum.

47. If within half an hour appointed for a General Meeting, a quorum of Members is not present, the meeting, if 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.

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

**INTERIM ARRANGEMENT**

49. In the case of the Committee, the Chairman shall, if present,preside at all General Meetings of the Association and in his absence such duty shall fall upon the Senior Vice-Chairman. In the absence of both the Chairman and the Senior Vice-Chairman, the general meeting shall be presided by the Vice-Chairman. If none of the Office Bearers is present at the meeting, any Member of the Committee elected for the time being by a majority of votes shall preside at the meetings of the Committee.

**VACANCIES**

50. Any vacancy caused in the office of the Senior Vice Chairman or Vice Chairman or any Member of the Committee during the interval between two general meetings shall be filled in by the Committee concerned in such manner as it may decide.

**APPOINTMENT OF AUDITORS**

51. At each Annual General Meeting, the Committee shall appoint an Auditor or Auditors according to the provisions of the Companies Ordinance. The Auditor or the Auditors shall audit the accounts of the Association, which will be placed before the General Body, in the meeting held immediately thereafter.

**REPORTING REQUIREMENTS**

52. In addition to its obligations under the Companies Ordinance the Association shall annuallyby 31st December, submit to the Regulator :

* 1. annual financial statements as approved by the Committee and prepared by auditors;
	2. plan of activities for the next year as provided hereunder; and
	3. a soft and hard copy of list of its Members as on the 30th November, in the format as set out in Annex-1 of Schedule B of the Trade Organizations Rules 2013

**PLAN OF ACTIVITIES AND PERFORMANCE REVIEW**

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

1. The Association shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of the Association to include but not limited to minutes of meetings and the Association’s plan of activities.

**WEBSITE**

54 The Association shall within one year from the date of grant of licence create and maintain a website at all times which shall include all relevant information such as:

(a) Up-to-date list of Office Bearers with contact details, Committee Members, management and Members of the General Body.

 (b) Memorandum and Articles of Association as well as bye-laws, if any;

(c) Plan of activities and vision statement;

(d) Schedule of the Committee meetings and minutes of such meetings; and

(e) Schedule of elections, voters’ list and election results during the election period.

**AMENDMENTS IN THE ARTICLES AND MEMORANDUM**

55. Amendments in these Articles or Memorandum can be effected only at a special or extraordinary General Meeting of the Association convened specially for this purpose, in accordance with these Articles. Proposals for amendments in the Articles shall be passed by three quarters majority of the Members present and voting at such a meeting. Provided that any amendments shall be notified to the Regulator by the Association.

**FUNDS**

56. The funds of theAssociation shall be deposited in a scheduled Bank or Banks.

**SEALS**

57. The Committee shall as soon as practicable provide a common seal for theAssociation. The seal shall be deposited with the Secretary General at the Head Office and shall never be affixed to any document except in the presence of the Chairman, Senior Vice Chairman or Vice Chairman and in pursuance of a resolution of the 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, Senior Vice Chairman or Vice Chairman and countersigned by the Secretary General or the person acting as Secretary General.

**GENERAL**

58. The Members who have subscribed to the Memorandum and Articles of Association shall constitute the ad-hoc Committee of the Association and shall exercise all the powers of the Committee until such time as Office Bearers of the Committee are elected in terms of these Articles after the registration of the Association.

**WINDING UP**

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

**INDEMNITY**

60. The Chairman, Senior Vice Chairman, Vice Chairman, Secretary, Treasurer, Members of the Committee and all officers of theAssociation 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 of them may incur by reason of any act done or action taken in their aforesaid capacity in the execution of their duty in good faith including defending all legal proceedings before any Court of Law.

**BYE LAWS, RULES AND REGULATIONS**

61. Subject to law for the time being in force the Committee shall make bye laws, rules and regulations in accordance with the Memorandum and these Articles to carry out the objects and purposes of the Memorandum and these Articles.

**FORMS**

62. The Committee shall formulate all kinds of forms required to carry out the purposes of the Memorandum and these Articles.

We the several persons whose names and addresses are subscribed are desirous of being formed into an Association in pursuance of these Articles of Association.

|  |  |  |  |
| --- | --- | --- | --- |
| S.No. | Name of Subscribers  | Address | Signature |
| 1.2.3.4.5.6.7. | Parvez AbbasiS/o Izhar Ali AbbasiCapt.Zafar Iqbal AwanS/o. Mohd. Yacub AwanAnver M. RajparS/o (Late)Mohammad Ali RajparCyrus R.CowasjeeS/o (Late)RustamCowasjeeM.H. KhokharS/o Choudhry Imam Ali.Capt.Aqeel AhmedS/o Sheikh Abdul MajeedEddie ShroffS/o Shahpur Shroff | Marine Services (Pvt) Limited, 2nd Floor, Business Centre, Mumtaz Hasan Road, KarachiPremier Shipping Service (Pvt) Limited,5th Floor, Business Centre, Mumtaz Hasan Road, Karachi.General Shipping Agencies (Pvt) Limited, GSA House, 19 Timber Pond, Keamari, Karachi.Cowasjee & Sons,Cowasjee House, Keamari,Karachi.Golden Shipping Lines (Pvt) Limited, 2nd Floor, Sattar Chambers, West Wharf Road,Karachi.Tradesia (Pvt) LimitedGokal Chambers,Beach Hotel Road,Karachi.Burjorjee Cowasjee & Company, Aduljee Dinshaw Road, Opp: Custom House,Karachi. | Sd/-Sd/-Sd/-Sd/-Sd/-Sd/-Sd/- |

Witness to above Signature. Dated the \_\_\_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_, 1994

Name : S. Shakil Ahmed Advocate. Occupation : Services

S/o : S. Abdul Aleem. Nationality : Pakistani

Add : Usmani & Iqbal, Signature : Sd/- \_\_

 211, Business Centre,

 Mumtaz Hassan Road,

 Off: I.I. Chundrigar Road,

 Karachi.