

Landhi Association of Trade & Industry

**MEMORANDUM & ARTICLES
OF
ASSOCIATION**

and the Secretary

Chairman

Vice - Chairman

Secretary

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MEMORANDUM

OF

ASSOCIATION

The Landhi Association

Of

Trade & Industry

1. The name of the Association shall be the Landhi Association of Trade and Industry.
2. The registered office of the Association shall be situated at Landhi Industrial Trading Estate in the province of Sind.
3. The aims and objects for which the Association is formed are:
 - (i) to advance, develop, protect, safeguard and promote the rights, interests and privileges of the traders and industrialists in Sind.
 - (ii) to organize individuals, firms, companies and corporations engaged in various trades and Industries in the area covered by it by enrolling them as its members:
 - (iii) to inculcate, foster and stimulate the spirit of mutual self-help on principal of co-operation and coordination among members of the Association:
 - (iv) to diffuse among the members information affecting trade, commerce and industry and to collect, print, publish, issue and circulate papers, periodicals, books, statistics and such other publications as may be deemed to be conducive to the Objects of the Association;
 - (v) to render technical, managerial, supervisory and advisory assistance to members.
 - (vi) to frame and enforce rules and regulations with a view to regularizing the purchase and sale of different commodities and products, and to make and industry and the public:
 - (vii) to attempt to settle or compromise or arbitrate in dispute arising between members willing or agreeing to submit or arbitrates in accordance with the arbitration rules of the Association;
 - (viii) to arbitrate in the settlement of disputes arising between non-members or between a member and a non-member willing or agreeing to submit to arbitration in accordance with the arbitration rules of the Association:
 - (ix) to work actively for the eradication of unethical business practices from the field of trade, commerce and Industry, e.g., black-marketing, hoarding. Etc.;
 - (x) to make representation to the local and provincial authorities on any matter connected with the trade, commerce and industry of its members;
 - (xi) to appoint delegations to present the case or cases of the members of the Association before the authorities concerned;

- (xii) to elect or nominate members to represent the Association on any local and public bodies;
- (xiii) to raise funds to meet the expenses of the Association, and to sell, mortgage, dispose of or otherwise deal with all or any part of the property of the Association:
- (xiv) to subscribe, pay or donate moneys, out of the funds of, or collected by, the Association for charitable, benevolent, humanitarian or social purposes and to raise and maintain funds with a view to providing help and assistance to dependents of persons in the employment of the Association:
- (xv) to buy or acquire, take on lease or by way of transfer any property movable or immovable for the purpose of the Association;
- (xvi) to file, prosecute or defend or concur, join or aid in filling, prosecuting or defending any action, suit, application, appeal for, or conducive to, the objects of the Association;
- (xvii) to subscribe to, and secure affiliation with, the Chamber of Commerce and Industry Karachi and to procure from, and communicate with any organization of trade and industry in Pakistan such information as may be likely to forward the objects of the Association:
- (xviii) to correspond with the Central Government on any matter connected with the trade, commerce and industry of the members through the Chamber of Commerce and Industry to which the Association is affiliated;
- (xix) to be subject to the discipline and abide by the decisions of the Chamber of Commerce and Industry to which the Association is affiliated, in all administrative or organizational matters relating to or arising from the internal disputes or differences about the functioning or winding up of the Association, on which no agreement is reached, within the Association;
- (xx) to extend the maximum possible co-operation to the Chamber to which the Association is affiliated in all nation-building and beneficent activities;
- (xxi) to comply with all the requirements of the Trade Organizations Ordinance 1961 (XLV of 1961) as amended from time to time, and rules and regulations to the attainment of the above aims and objects.
- (xxii) to carry out all such other lawful functions as may be incidental or conducive to the attainment of the above aims and objects.

4. The income and property of the Association, when so ever derived, shall be applied solely towards the promotion of the object of the Association as set forth in this Memorandum of Association: and no portion thereof shall be paid or transferred, directly or indirectly, in the shape of dividend or bonus or otherwise by way of profit to the persons who at any time are or have been members of the Association or to any of them or to any person preferring claim through any of them.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member thereof or other person in return for any services actually rendered to the Association, or the payment of interest on money borrowed or rent for premises demised to the Association.

5. Without prejudice to the powers of the competent Court, alterations to this Memorandum of Association shall be subject to the approval of the Government and shall also be made when required by the Government in public interest.
6. The provisions made in paragraphs 4 and 5 of the Memorandum are, conditions on which a license is granted by the Central Government to the Association in pursuance of section 3 of the Trade Organizations Ordinance 1961 (XLV at 1961).
7. The liability of the members is limited but if any member pays or receives any dividend, bonus or other profit in contravention of the fourth paragraph of this Memorandum, his liability shall be unlimited.
8. Every member undertakes to contribute to the assets of the Association in the event of the same being wound up during the time he is a member, or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceased to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding Rs.25 or, in case of this liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.
9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, to be determined by the members of the Association at or before the time of the dissolution, and in default by such judge of the High Court as may have or acquire jurisdiction in the matter.

We, the several persons whose names and addresses are subscribed hereto are desirous of being formed into an association in pursuance at this Memorandum of Association:

Sr. No.	Name	Address	Signature
1.	Mr. Latif Ebrahim Jamal M/s. Hussain Industries Ltd.	HT/B, Landhi	
2.	Mr. Nooruddin Hussain M/s. Star Vaccum Bottle Mfg. Co. Ltd.	H/15, Landhi	
3.	Mr. Ismail Nagaria M/s. Nagaria Textile Mills Ltd.	HT/2, Landhi	
4.	Mr. Umer Haji Karim M/s. Gul Ahmed Textile Mills Ltd.	HT/4, Landhi	
5.	Mr. Fazal Hassan M/s. Fazal Thafiq Textile Mills Ltd.	H/7, Landhi	
6.	Mr. Mukhtar Lodhi M/s. Lodhi Industries Ltd.	C/2, Landhi	
7.	Mr. Khalid Haji Muhammad M/s. Zurtex International	10,4/B, Landhi	

Dated the 21st _____ day of October 1974

Witnesses to the above signatures:

1. Haji Umer,
2. Mohd Siddique.

**ARTICLES
OF
ASSOCIATION
OF
The Landhi Association
Of
*Trade & Industry***

Definitions

1. In these articles unless there is anything repugnant in the subject or context:
 - (i) "Association" means The Landhi Association of Trade and Industry.
 - (ii) "Committee" means the Executive Committee of the Association.
 - (iii) "General Meeting" means the meeting of general Body of the Association, whether Ordinary, Extraordinary or Special.
 - (iv) "Office-bearers" means and include the Chairman, Vice-Chairman and Members of the Executive Committee.
 - (v) "Office" means the registered office of the Association.
 - (vi) "Ordinary Resolution" means any Resolution passed at Ordinary General Meeting by a simple majority of votes of members present in person or proxy.
 - (vii) "Register" means the register of the members of the Association to be kept in pursuance of company's ordinance 1984.
 - (viii) "Secretary" means the Secretary of the Association appointed for the time being under these Articles.
 - (ix) "Words" indicating the singular number shall include plural number and vice-versa. Words signifying persons shall apply, mutatis-mutandis, to firms, corporations, or Joint Stock Companies.
 - (x) "Year" means calendar year commencing from first day of July and ending on the last day of June.
2. For the purpose registration, the number of members of the Association is declared to consist of unlimited number of members.
3. The Association is formed for the attainment of the aims and objects contained in its Memorandum of Association and every members of the Association shall be deemed to have subscribed to the same.

MEMBERSHIP

4. Any individual, firm, Joint Stock Company or corporation which has land, office or godown, warehouse. Shall be eligible for enrolment as a member of the Association Landhi Industrial Zone.
5. The Association shall consist of ordinary classes of members only.

Admission Fee and Subscription

6. In the article 6 the new clause 6(A) be inserted as:

(I) Admission fee and annual subscription for the members shall be as follows:

	Admission Fee	Annual Subscription
(a) Ordinary Member	Rs.5000	Rs.5000

The membership of an Association shall be for a period of one year renewable on furnishing proof of filing of a return of income or statement U/S 143B under the income tax ordinance 1979 for the latest preceding assessment year by the member, whether individual firm or company however the companies/concerns established after 30-06-1994 shall be exempted from the aforementioned requirement for the first renewal but such renewal would not grant them the voting right. The members of Association who are exempt from payment of income tax or if their income falls below the taxable limit will be allowed to produce exemption certificate or copy of tax coupons etc. in lieu of filling of return of income or statement U/S. 143B of income tax ordinance.

Application for Membership

7. Any individual, firm, company or corporation desirous of becoming a member of the Association and agreeing to abide by the Memorandum and Articles of Association and the rules and bye-laws framed there under from time to time shall submit an application in the prescribed form (Appendix A), duly filled in, to the Secretary.

The application form shall be accompanied by the admission fee and the amount of annual subscription prescribed. If the applicant is not admitted as a member the admission fee and the amount of subscription shall be refunded to him while communicating him the decision on his application.

8. Every application for membership shall be placed by the Secretary before the next meeting of the Executive Committee and the Committee may

accept or reject the same without assigning any reason. In case an application for membership rejected by the Committee, no fresh application from that particular individual, firm, company or corporation shall be entertained for a period of one year from the date of such rejection.

Rejection, Removal and Expulsion from membership

9. (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 register for non-payment of subscription or for expulsion from the membership of the Association shall remain liable to pay all dues to the Association upto the date of resignation, removal or expulsion.
- (b) Any member who has resigned or whose name has been removed from the register or who has been expelled from the membership of the membership of the Association 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 the rights and privileges of a 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-third majority of the members present in person:
- (i) Neglect of or refusing to submit to, abide by, or carry out any decision of the Committee taken within the limits laid down by the Memorandum of Association or Articles of Association or by the Trade Organizations, Ordinance, 1961 or any rules, regulations, instructions or directions issued thereunder.
- (ii) Indulging in unethical practices in the field of trade, commerce or industry.
- (iii) Failure to pay arbitration fee, fine or any other due demand 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 of the Association

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 in the matter shall be final.

(d) A member shall cease to be a member of the Association for any of the following reasons:

(i) If he resigns from his membership as per clause (a) above; or

(ii) If he is expelled from membership as per clause (c) above; or

(iii) If he fails to pay annual subscription at the latest by the 31st January: or

(iv) If any change is made in the conventional or corporate name of the firm, company or corporation, which substantially alters the composition of that firm, company or corporation: or

(v) If he is found to be of unsound mind by a court of competent jurisdiction: or

(vi) If he is adjudged insolvent or:

(vii) If he is convicted of any offensive involving moral turpitude; or

(viii) If he closes or transfers his business to any place outside the area covered by the Association: or

(ix) If he is expelled from membership of the Association under the Trade Organizations Ordinance, 1961 (XLV of 1961).

10. No firm, company or corporation shall cease to be member of the Association by reason only of a change in its constitution caused by the admission retirement or death of a partner provided that the business of the firm, company or corporation is carried on in the conventional name in which such firm, company or corporation was enrolled as a member of the Association.

RESTORATION OF MEMBERSHIP

11. A member whose name has been removed from the register.

(a) due to expulsion; resignation or non-payment of subscription shall be eligible for re-enrolment on payment of an admission fee afresh and all arrears outstanding against him.

(b) Without prejudice to any order issued under the provisions of the Trade Organizations Ordinance, 1961, a member who has been expelled from the Association under Art. 9(c), shall not be eligible for readmission before the expiry of the period if any, specified in the order of expulsion or if no such period has been specified, before the expiry of one year from the date of expulsion.

Rights and Privileges of Members

12. Every member of the Association shall be entitled.

- (a) to take part according to the rules and regulations in force for the time being in the elections and the management of the affairs of the Association.
- (b) to take advantage of all funds and property in the possession of the Association for the aims and objects of the Association on such terms and conditions as the Committee, may determination time to time.
- (c) to take advantage of the information and records available with the Association with such limitations as the Committee may determine.
- (d) to obtain a copy of the Amount Report and Statement of Accounts of the Association.
- (e) to obtain a copy of al the publications of Association either free of cost or at such price 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 the other members of the Association in accordance with these Articles.
- (g) to participate in the general Meetings of the Association.
- (h) to stand or propose or second members for election to the Committee of the Association.
- (i) to stand for election as representative of the Association on any non-political public or private body.
- (j) to seek assistance of the Association for securing all reasonable facilities for the development 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 limitations 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 privilege 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 objects 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 bye-laws framed there under from time to time.
 - (c) To submit as far as possible all complaints, appeals, etc., in writing to the Secretary.
 - (d) To pay tee annual subscription of the Association regularly.

- (e) To bring to the notice of the Committee any matter likely to cause any loss or harm to the interest of the Association in whatever manner.
- (f) To accept and abide by the decision of the committee provided the decisions are not inconsistent with provisions of the Memorandum or the Articles of the Association or the Trade organization Ordinance, 1961, or any rules, regulations or directions issued thereunder.
- (g) To convey to the Committee all information that may be considered necessary for promoting the aims and objects of the Associations.
- (h) To take part in the deliberations of the meetings of the Association, which he is entitled to attend and to abide by the rulers framed for the conduct of the business of the meetings from time to time.
- (i) To assist and co-operate, with the committee in the eradication of unethical business practices from the field of trade commerce and Industry.

Voting Rights

- 14. (a) Every member shall have one vote and shall have equal rights and privileges except as provided for in these Articles.
- (b) If any member is a firm, company or corporation only one particular director or authorized representative of the said firm, company or corporation shall be entitled to act vote any meeting of the Association. To carry out and abide by the rules and regulations of the Association as laid down in these Articles or in bye-laws framed there under from time to time.
- (c) To submit as far as possible all complaints, appeals, etc., in writing to the Secretary.
- (d) To pay tee annual subscription of the Association regularly.
- (e) To bring to the notice of the Committee any matter likely to cause any loss or harm to the interest of the Association in whatever manner.
- (f) To accept and abide by the decision of the Committee provided the decisions are not inconsistent with provisions of the Memorandum or the Articles of Association or the Trade organization Ordinance, 1961, or any rules, regulations or directions issued there under.
- (g) To convey to the Committee all information that may be considered necessary for promoting the aims and objects of the Association.
- (h) To take part in the deliberations of the meetings of the Association, which he entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time.

- (i) To assist and co-operate with the Committee in the eradication of unethical business practices from the field of trade commerce and industry.

REGISTER OF MEMBERS

- 15. (a) A register of members shall be maintained at the registered office of the Association 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 of the Associate.
- (b) Every member shall have the right to have the name of his/her representative changed from time to time provided that no such change shall be effected during the period from the date on which the final list of members and their representatives has been circulated for the purposes of the elections of the Association until after the holding of the election.

Certificate of Membership

- 16. Every member shall be entitled, without payment, to a certificate of membership under the seal of the Association.

Committee and its Composition & Powers

- 17. The Management of the affairs of the Association shall be vested in the Committee composed of as follows:-

Chairman	...	1
Vice-Chairman	...	2
Members	...	10

- 18. The members shall have the right to elect the following number of representative on the Committee.

- (i) 13 to be elected by ordinary Members

- 19. The Committee shall have the following powers and duties:-

- (i) To carry out all the rules, aims and objects of the Association.
- (ii) To make arrangements for the annual election of the Committee within the time schedule prescribe in this behalf.
- (iii) To continue and manage all the affairs of the Association until the next properly constituted Committee takes over the charge in accordance with these Articles.
- (iv) To look after and manage all the properties, movable and immovable held by the Association.

- (v) To appoint Sub-Committees, Special Committees or Standing Committees to deal with problems relating to any particular trade or industry or any issue having a bearing on the trade, commerce, industry or economy of the area covered by the Association.
- (vi) To delegate any of its powers to any Sub-Committee, Special Committee or Standing Committee.
- (vii) To appoint Secretary and such other paid staff as may be considered necessary for the efficient functioning of the Association and to lay down or regular the terms and conditions of their service.
- (viii) To appoint Secretary and such other paid staff as may be considered necessary for the efficient functioning of the Association and to lay down or regular the terms and conditions of their service.
- (ix) To keep or cause to be kept proper books of accounts in which shall be entered true and complete accounts or the monetary affairs and transactions of the Association.
- (x) To frame and enforce rules, regulations and bye-laws for the office administration, elections, trade practices, arbitration, appointment or umpires and appeal boards, compensation allowances and remunerations to the members or office bearers for their services to the Association and for all such purposes as are conducive to the promotion of the objects of the Association and in like manner rescind, add or alter such rules, regulations and bye-laws for the time being in force.
- (xi) To represent the views of the Association on any matter relating to the objects of the Association.
- (xii) To convene Ordinary, Extraordinary or Special General Meetings of the Association.
- (xiii) To nominate members to represent the Association on non-political public bodies.
- (xiv) To defray, wherever necessary, expenses of the delegates or nominees of the Association to conferences and meetings convened anywhere in Pakistan, which are likely to promote the objects of the Association.
- (xv) To organize, hold or participate in any conferences, meetings, or seminars likely to further the interests of the Association provided that no invitation shall be extended to any foreign organization or individual, shall be accepted from the latter, for participation in any conference, meeting or seminar to be held in Pakistan or abroad, without the prior permission of the Central Government.
- (xvi) To remove or expel any member from the Association and re-submit such expelled members in accordance with these Articles.
- (xvii) To fill any vacancy caused by resignation or expulsion of any member of the Committee in accordance with these Articles.

- (xviii) To realize and collect on behalf of the Association admission fee, subscriptions or donations or to raise funds and loans in case of need and make necessary rules for the same from time to time.
- (xix) To approve or reject membership applications, without assigning reasons thereof.
- (xx) To commence, institute, prosecute and defend all such actions and / or suits as the Committee may deem necessary and to compromise or submit to arbitration any action, suit, dispute or difference as the Committee may think fit.
- (xxi) To address all communications meant for the Central Government through the Chamber of Commerce & Industry Karachi to which the Association is affiliated.
- (xxii) And generally, to adopt and carry out such measures, not inconsistent with the Memorandum and Articles of Association as may be necessary from time to time for achievement of the objects of the Association.

Proceedings of the Committee Meetings

- 20. The meetings of the Committee shall be held as often as the consideration of business requires and at least once in every two months.
- 21. Notice of at least three days specifying the place date and hour of every such meeting as well as the nature of business to be transacted shall be given. Non-receipt of notice by any member due to miscarriage of post or otherwise shall not invalidate the proceedings or any meeting. Provided that in the case of an emergent meeting, shorter notice may be given.
- 22. Five members (which term shall include the Chairman and Vice-Chairman) of the Committee shall form a quorum. No business shall be transacted unless the quorum is complete at the commencement of the meeting. If within half an hour from the time appointed for the meeting a quorum is not formed, the meeting may be adjourned to the same day and hour next week if not otherwise decided by the members present, when no quorum shall be necessary.
- 23. The Chairman shall preside at every meeting of the Committee. If he is not present within 20 minutes of the time fixed for the meeting, one of the Vice-Chairman shall preside and if none of them be present, the members present shall elect someone from among themselves to preside at that meeting.
- 24. In case of equality of votes at a meeting of the Committee; the person pressing at the meeting shall have the second or casting vote.
- 25. Minutes of all the meetings shall be recorded regularly and properly by the Secretary in a minute book of the Association.

Election of Office - bearers and their term of office

26. The election of office-bearers shall be held by secret ballot (including postal ballot), and shall be completed before, and announced at, the annual General meeting of the Association.
27. (i) The Chairman and Vice-Chairman shall be deemed to have automatically retired from their respective offices on complete of their annual term of office, but for the purpose of continued representation on the Committee, they shall be treated on a par with the Members of the Committee.
- (ii) One-third of the representative shall retire every year and shall be those who have completed three consecutive terms of office on the committee. Provided that those to retire on completion of the first and the second yearly terms immediately after incorporation of the Association, shall be determined as follows:-
- a) On completion of the first term. The names of one-third representatives to retire shall be drawn by lot.
- b) On completion of the second. The names of one-third representatives to retire shall be drawn by lot from out of the two-third representatives who continued in office on completion of the first term.
- (iii) Each class of member shall separately elect the number of representatives required to fill the vacancies caused by retirement of their representatives expect that the time of the first election to be held after coming into force of these Articles, they shall elect the total number of representatives fixed for them in Article 18.
- (iv) The representatives so elected under Clause (iii) together with those already continuing on the Committee under Clause (ii) shall then elect from their own number one Chairman and Vice-Chairman, the remaining representatives being called Members of the Committee Provided that on the occasion of the first election the Chairman and Vice Chairman shall be elected by an from amongst the total strength of the representation elected on the Committee under these Articles.
28. The Chairman and the Vice-Chairman shall be eligible to be elected as Chairman and / or Vice-Chairman in one year only.
29. On retirement from the Committee, the retiring person shall no longer be eligible to stand, and his firm shall no longer have the right to put up any other candidate, for election to the Committee for the next one annual terms.

30. The Committee holding office for the time being shall normally fix dates between the 1st July and 30th September for the annual elections of the Association, shall cause notice of the dates so fixed to be issued in form of an Election Programme to all members. The date of the Annual General Meeting shall also be notified in the Election Programme least 30 days in advance.
31. The Secretary shall Supply to all members nomination papers in the prescribed form (Appendix B), together with a list of valid members, at least 21 clear days before the date fixed for the closing of ballot for election of Members of the Committee. The last date ballot shall be fixed at least 10 clear days before the date fixed for the Annual General Meeting.
32. Nominations duly complete shall be returned so as to reach the Head-Office of the Association within 10 days of the date of issue of the nomination papers by the Secretary.
33. A candidate desirous of standing for election to the Committee must be proposed by one member and seconded by another belonging to the class of membership to which the candidate belongs.
34. The Committee shall appoint a panel of three Scrutinizers from amongst the members of the Association not seeking election for, and deemed to have revoked their rights to hold office on the Committee during, the next term for scrutinizing the nomination and ballot paper of the candidates and compiling the results of elections. The scrutiny of the nomination papers shall take place on the 11th from the date on which the nomination forms were issued by the Secretary.
35. The Secretary shall circulate the names of the candidates whose nomination papers have been found valid by the Scrutineers to all members of the Association not later than the 12th from the date on which the nomination forms were issued by him.
36. No members shall vote for more than the number of persons to be elected provided that, subject to the proviso below Article 18, on the occasion of the first election votes shall be cast in favour of 9 Ordinary.
37. the ballot paper in the prescribed form (Appendix C) shall be supplied by the Secretary in he presence of the Scrutineers at the time of elections to each voter after being satisfied about the bon-fides of the voter in such manner, if any, as may have been prescribed and obtaining his signature on the list o voters or a register kept for the purpose in token of having received the ballot paper.
38. Empty ballot box (ex) shall be provided at the office of the Association, duly locked and sealed after inspection in the presence of the candidates or their representatives, in which ballot papers shall be deposited by members upto 3 P.M. on the date fixed for the closing of the ballot. The ballot box(ex) shall be opened within half an hour thereafter, and the vote cast shall be scrutinized and accepted or rejected, as he case may be, by he Scrutineers, who shall compile the results of the elections and deposit the same with the Secretary the same day in writing.

39. On the date and at the time already announced in the Election programme, shall be held under the supervision of the Scrutineers, the elections of the Chairman and the two Vice-Chairman, in accordance with clause (iv) of Article 27. The results of these elections shall also be compiled by the Scrutineers in writing and deposited with the Secretary. Provided that the elections of the Chairman and Vice-Chairman shall be held at least one day before the date fixed for the Annual General Meeting.
40. The names of the office-bearers (including Members of the Committee) for the ensuing year shall be formally announced at the Annual General Meeting. The Office-bearers for the preceding year shall be deemed to have retired and the newly elected ones shall be deemed to have taken over their respective offices at the Annual General Meeting.
41. Incidental error or omission to send any notice, nomination or ballot paper to any member shall not invalidate the ballot or the elections.
42. The candidates who receive the largest number of valid votes shall be deemed to have been duly elected.
43. In the event of equality of votes polled by two or more members, the panel of Scrutineers shall decide the election by drawing a lot and the person in whose favour the lot is drawn shall be declared as duly elected.
44. Not more than one representative of any member shall be eligible to stand for election to the Committee, nor shall any individual seek election from two different classes of membership.
45. No member, who has not paid his subscription and other dues to the Association before the election takes place shall be eligible to stand for election or exercise his right of vote.
46. Every member shall have one vote only. Provided that at the time of election he shall be entitled to use right of vote in favour of as many candidates as the number of vacancies to be filled from the class of membership to which he belongs. No casting votes shall be used at an election.
47. **Casual Vacancies:** Any casual vacancy of a Member of the Committee shall be filled by co-option from amongst the class of members to which the outgoing Member belonged. In the case of Chairman or Vice-Chairman, such vacancy shall be filled by election from amongst its existing Members of the class to which the outgoing Chairman or Vice-Chairman belonged, any resultant vacancy of the Member shall be filled by co-option. Provided that no such vacancy shall be filled during the first 90 days as well as 270 days after the holding of the annual elections.
48. The first office-bearers in terms of these Articles shall be elected within a period of 90 days from the date of incorporation of the Association. Meanwhile, the work of the Association shall be carried on by an Adhoc Committee, which shall be composed of subscribers to the Memorandum and Articles of Association. Whose number shall not exceed fifteen. The

Adhoc Committee so constituted shall be regarded as the Committee of the Association for all intents and purposes.

GENERAL MEETING

49. "The first ordinary general meeting of the Association shall be held on such date and at such time and place not more than eighteen months, after the incorporation of the Association".
- Subsequent ordinary general meetings shall be held at least once in every calendar year within a period of six months following the close of its financial year but not more than fifteen months after the holding of last preceding annual general meeting at such time and place and may be determined by the Executive Committee and notice thereof shall be given to members as herein after provided every such general meeting shall be called an ordinary general meeting and every other general meeting shall be called an extraordinary general meeting annual general meeting shall be held by rotation in Karachi, Lahore.
50. The following business shall be transacted at the Annual General Meetings:
- (a) Confirmation of the minutes of the last General Meeting.
 - (b) Presentation and adoption of the Annual Report of the Association.
 - (c) Presentation and confirmation of duly audited statements of Accounts and passing of the budget for the ensuing year.
 - (d) Appointment of auditor or auditors for ensuing year and to fix his/their remuneration.
 - (e) Announcement of the names of the office-bearers for the ensuing term.
 - (f) Any other business on the Agenda or which may be allowed to be discussed with the permission of the Chair.
51. The meetings of the General Body of the Association other than the Annual General Meetings, shall be called Extraordinary or Special General Meetings and shall be held at such time and place the Committee may deem convenient for the disposal of the business of the Association.
52. The executive committee may whenever it thinks necessary or expedient, and shall upon requisition made in writing representing 1/10th of the voting powers of the ordinary members of the Association convene an Extraordinary General Meeting on such date and at such time and place as they may determine. Any requisition made by members shall state the objectives of the meeting proposed to be called and such requisition shall be deposited with the secretary. Every Meeting so convened shall be restricted in respect of its business to the proposed specified by the Central Executive Committee or in the requisition deposited by members.
53. If the Secretary does not proceed within 21 days from the date of the requisition so made to cause a meeting to be called, the requisition or a majority of them may themselves call a meeting but in either case the

meeting so called shall be held within three months from the date of requisition. Every such meeting called by the requisitionists shall be called in the same manner, as nearly as possible to the manner, in which the meetings are to be called by the Secretary.

54. Any requisition for an Extraordinary meeting shall express the specific object of the meeting and must be signed by the requisitionists and shall be set to the Secretary at the Head Office of the Association by registered post acknowledgement due.
55. Every question submitted to a General Meeting shall be decided by a majority of votes of the members present in person or by proxy. Provided that in the event of difference of opinion between the Ordinary and the Associate Members in a matter which concerns either of them as a class exclusively. No ordinary resolution shall be deemed to have been adopted unless it is carried by a majority of the votes of each class of the Ordinary and the Associate Members present in person or by proxy and entitled to vote on such resolution.
56. Subject to the provisions of subsection (36) of section 2 of the ordinance, 1984 relating to special resolutions, and to the provisions of sections 160(1) relating to the other meeting, twenty one days clear days notice to the members specifying the place, day and hour of meeting and in case of special business shall be given by notice as hereinafter provide and with the consent in writing of all the members entitled to vote a meeting may be convened by a short notice and in any manner they think fit. The accidental omission to give any such notice to or non-receipt of such notice by any member shall not invalidate any resolution passed at any such meeting.
57. Business shall be transacted at any General Meeting unless a quorum of not less than twenty-five members is present at the commencement of such business.
58. At least 30 days notice for an Annual General Meeting intended to pass ordinary resolution and at least 21 days notice for an Extraordinary or Special General Meeting intended to pass special resolution, specifying the place, date and hour of the meeting, shall be circulated to all the members along with the notice of the particular meeting. Non-receipt of such notice by any member shall not invalidate the proceeding at such meeting.
59. The Chairman shall preside over every General Meeting of the Association and in his absence any of the Vice-Chairman shall preside over such meeting. If the Chairman and Vice-Chairman be not present at the time of holding the meeting the members present may elect someone from among themselves to act as Chairman of that meeting.
60. If within half an hour from the time appointed for an extraordinary General Meeting or Special General Meeting the quorum is not formed, the meeting the quorum shall stand adjourned to the same day in the next week at the same time and place, and no quorum shall be necessary to transact business on the agenda of such adjourned meeting.

61. At any General Meeting unless a poll is demanded by at least 4 members, a declaration by the Chairman that the resolution has been carried, and an entry to that effect in the minute book of the Association shall be conclusive of evidence the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
62. If a poll is demanded under the provision of Articles 61, he same shall be taken in such manner as the Chairman may direct and the result of the poll shall be deemed to be the result of the meeting at which the poll was demanded.
63. In the case of an enquiry of votes, whether on a show of hands or on a ballot, the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded, shall have the right to exercise a second or casting vote.
64. The Chairman may, with the consent of the members present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
65. Minutes of the proceedings of all meetings of the Association, its Committee, Sub-committee, Standing Committee etc, shall be recorded by the Secretary in minute books kept for the purpose. Participants shall have the right to ask or correction to be made in the minutes provided that the decisions of Committee on such requests shall be final.
66. Every resolution duly passed at a General Meeting shall be binding upon all the Members of the Association.

INSTRUMENT OF PROXY

67. Votes may be cast either personally or by proxy. No person shall be appointed a proxy unless he is a member of the Association. The instrument, and shall be deposited at the Head Office of the Association at least 48 hours in advance of the time fixed for (a) the closing of the ballot for elections or (b), the holding of the Annual/Extraordinary General Meeting. In default, the instrument of proxy shall treated invalid. Every instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances may admit:-

“I/We (Name and designation) of (Name of Firm, etc) Ordinary/Associates Member of the (Name) Association of Trade & Industry, hereby appoint Mr._____ of (Name of member firm) to vote for me/us and on my/our behalf at the Annual/Extraordinary General Meeting and/or at the elections of the Association to be held on (date) the (day) day of (month and year) and at every _____ adjournment thereof.

Place : Signed by the
Date : Appointer: _____
“Seal of the firm”

Powers and Duties of Top Office-bearers and the Secretary

68. (a) **Chairman**

- (i) He shall be the Chief Executive of the Association, and, whenever possible, preside over meetings of the Committee and the General Body of the Association, and lead all deputations and delegations.
- (ii) He shall have the power to sanction an expenditure not exceeding Rs. 200 at a time prior to consultation or ascent of the Committee from the funds of the Association Provided that the approval of the Committee shall be obtained at its meeting held immediately after the grant of such sanctions.
- (iii) He shall summon or cause to be summoned all meetings of the committee and the general body of the Association.
- (iv) He shall take votes of the members at all meetings of the Association and declare the results of such counting of votes and, in the case of equality of votes, he shall have a casting or second vote except on the occasion of the Association.

(b) **Vice-Chairman**

In the absence of the Chairman any of the two Vice-chairman as may be decided by the Committee shall perform all functions and duties of the Chairman.

(c) **Secretary**

Subject to the supervision, control and orders of the Chairman, the duties and functions of the Secretary. Who shall be a whole-time paid employee of the Association, shall be as follows:-

- (i) To carry on end hold charge of all correspondence of the Association.
- (ii) To hold charge of all documents, papers, furniture and all other properties, movable and immovable belonging to the Association.
- (iii) To issue notice of all meetings of the Association, its Committee and Sub-Committees and Standing Committees, etc.
- (iv) To keep and maintain accurate minutes of all meetings of the Association, its Committee, Sub-Committees, Standing Committees, etc., and to obtain signature thereon of the person(s) who presided over the meetings.
- (v) To prepare the Annual Report of the Association in consultation with, and with the approval of the Committee as well as the reports of all Sub-Committee, Standing Committees, etc., of the Association.
- (vi) To circulate among the members of the Committee the minutes of its meetings and proceedings of the various Sub-Committees. Standing Committee, etc., and among the members of the Association the Annual Report notices and other information intended for circulation.

- (vii) To circulate removal, expulsion or registration of any person, firm, company or corporation as a member of the Association.
- (viii) To notify all members of the General body of the impending election.
- (ix) To collect all dues of the Association and grant receipts thereof.
- (x) To keep and maintain accurate accounts of the Association and of the funds connected with or in any way controlled by it.
- (xi) To ensure all payments in conformity with the decision of the Committee and keep an imprest account of an amount of Rs. 250/-
- (xii) To countersign all cheques issued on behalf of the Association, which shall be signed by the Chairman and/or one Member of the Committee duly authorized in this behalf.
- (xiii) To represent the Association for all purposes whenever action arises before a Court of Justice in any suit or proceeding instituted by or against the Association provided that he shall not be competent to compromise any suit without the sanction of the Committee.
- (xiv) To delegate any or all his functions to any of the staff of the Association Provided that he shall remain responsible to the Committee for all acts done on his behalf by such staff.
- (xv) To maintain administrative and disciplinary control overall staff of the Association in accordance with the rules and regulations; which may be framed in this behalf by the Committee.
- (xvi) To do and perform all acts and deeds that he may expressly be required to do by the Committee and generally all such other deeds as are incidental to his office.

Funds

69. The funds of the Association shall be deposited in an approved Bank. The account in the bank shall be operated by cheques jointly signed by the Chairman and/or a duly authorized Member of the Committee and countersigned by the Secretary.

Account and Custody of Records

70. (i) The Committee shall cause true accounts to be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place and of all the assets and liabilities of the Association.
- (ii) The books of account, all other papers relating to the financial transaction, and all documents, records, registers, minute books,

etc., of the Association shall always be kept at the Head Office of the Association.

- (iii) Without prejudice to the provisions made in this behalf in the Companies Act, 1913 the Committee shall from time to time determine whether and to what extent and at what time and under what conditions or regulations the books and other documents of the Association shall be open to inspection by members. No member shall have the right to inspect any such books or documents except as conferred by the said Act or authorized by the Committee or by a resolution of the Association in a general meeting.

Audit

- 71. (i) Once at least every year the Accounts of the Association shall be examined and the Correctness of the Balance sheet ascertained by one or more auditor or auditors.
- (ii) The Association at the Annual General Meeting each year shall appoint auditor or auditors to hold office until the Annual General Meeting in the following year and shall fix his/their remuneration, provided that the Committee shall have the power to fill any casual vacancy in the office of auditor/auditors and fix his/their remuneration.
- (iii) The duties of auditor(s) shall be regulated in accordance with sanctions 41 and 45 of the Companies Act. 1931 or any statutory modification thereof in force for the time being.
- (iv) Ever account of the Association when audited and approved by a General Meeting shall be conclusive, except as regards any error discovered therein with three months after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.
- (v) The auditor or auditors shall be entitled to receive notice of and to attend any General Meeting of the Association at which any accounts which have been examined or reported by him or them, are to be placed before the members and/may make any statement or explanation he or they may desire to make or the members may require with respect to the accounts.

Preliminary Expenses

- 72. The preliminary expenses of registration and other expenses of the Association shall be out of the funds of the Association.

S e a l

- 73. (i) The Committee shall provide a common Seal for the Association. The Seal shall be deposited with the Secretary and shall never be affixed to any document except with the prior authority of the Committee or the Chairman for the time being and at least one other member of the Committee shall sign every such instrument o which the Seal is affixed and all such instruments shall be

countersigned be the Secretary; provided that any instrument bearing the Seal of the Association and issued for a valuable consideration shall nevertheless be binding on the Association notwithstanding any irregularity touching the authority of the committee to issue the same.

- (ii) Deeds, bonds and other contracts, under the Seal made on behalf of the Association and signed by the Chairman and the Secretary or the person acting as the Chairman and Secretary and one member of the Committee shall be deemed to have been duly executed.

Indemnity

- 74. Every Chairman, Vice-Chairman, Secretary, Member of the Committee and other officer or Servant of the Association against, and it shall be the duty of the Committee out of the funds of the Association to pay all costs losses penalties and expenses which any such officer or servant may incur or become liable for by reason of any contract entered into, act or deed done omitted by him as such officers or servant acting in good faith or in any way in the discharge of his duties including traveling expenses, and the amount for which such indemnity is provided shall immediately be a charge on the property of the Association and have priority as between the members over all other claims.
- 75. No Chairman, Vice-Chairman, Secretary: Member of the Committee of other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Member of the committee or Officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of the title to any property acquired by order of the Committee for or on behalf of the Association or for the insufficiency or deficiency of 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 tortuous act of any person in whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own dishonesty or willful neglect.

Winding Up

- 76. The provisions of the Companies Act, 1931 (VII of 1913) 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.

Amendment

- 77. (i) All rules, regulation or bye-laws effecting general members or any alterations or additions thereto, shall be submitted by the Committee to a meeting of the General Body for confirmation within the maximum period of 90 days from the date of adoption.

Such rules shall nevertheless be effective until they are placed before a General Meeting called in accordance with the provisions of the Companies Act, 1913 for confirmation.

- (ii) No alteration, addition or deletion shall be made in these Articles save and except when a resolution to that effect is passed at a specially convened General Meeting in accordance with the provision in Article 56.
- (iii) Notwithstanding anything contained in clause (ii) above amendments to these Articles shall be subject to the prior approval of the General Government in the public interest.

Interpretation of Articles

78. Any dispute or difference of opinion in regard to the interpretation or scope of application of these Articles of Association which cannot be resolved by the Association itself, shall be referred to the Director of Trade Organizations under the Trade Organizations Ordinance, 1961 (XLV of 1961), and the ruling given by the Director shall be binding on the Association, its office-bearers and members.

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

Sr. No.	Names and Descriptions of Subscribers	Address	Signature
1.	Mr. Latif Ebrahim Jamal M/s. Husein Industries Ltd.	HT/8, Landhi	
2.	Mr. Nooruddin Hussain M/s. Star Vaccum Bottle Mfg. Co. Ltd.	H/15, Landhi	
3.	Mr. Ismail Nagaria M/s. Nagaria Textile Mills Ltd.	HT/2, Landhi	
4.	Mr. Umer Haji Karim M/s. Gul Ahmed Textile Mills Ltd.	HT/4, Landhi	
5.	Mr. Fazal Hassan M/s. Fazal Shafiq Textile Mills Ltd.	HT/7, Landhi	
6.	Mr. Mukhtar Lodhi M/s. Lodhi Industries Ltd.	C/2, Landhi	
7.	Mr. Khalid Haji Muhammad M/s. Zurtex International	Plot No. 104/B, Landhi	

Dated 21st

day of October 1974

Witness to the above signatures:

1. Haji Umer
2. Mohd. Siddique

APPENDIX A

(See Art. 7)

**THE LANDHI ASSOCIATION OF TRADE & INDUSTRY
(Incorporated under the Companies Act. 1913 VII of 1213)**

The General Secretary,

Regd. No.

The Landhi Association of Trade & Industry

Dear Sir,

Being desirous of becoming Ordinary/Associate Member of the Landhi Association of Trade & Industry, I/We agree to abide by its Memorandum and Articles of Association.

A sum of Rs. _____ being the current year's membership subscription, is sent herewith in anticipation of my/our being enrolled as member. Particulars of my/our business are attached herewith (overleaf).

Your faithfully,

Date _____

Signature

1. Proposed by _____

(Signature)

Address _____

Membership No. _____

Date _____

2. Seconded by _____

(Signature)

Address _____

Membership No. _____

Date _____

Name, designation, address and signature _____

of the representative who will present _____

me/us in this Association _____

(Applicant's signature)

Attested signature
of the Representative

Particulars of the Applicant

1. Name of the applicant: _____
(In block letters)
2. Address: _____

3. Names and address of the 1. _____
Proprietor/Partners/ 2. _____
Directors: 3. _____
4. _____
5. _____
4. Bankers: _____
5. Date of Establishment: _____
6. Business lines:
(a) Principal _____
(b) Others _____
7. CCI&E's Registration No.
(a) For Export Trade _____
(b) For Import Trade _____
8. Registration No. under the _____
Factories Act:

I/We declare that the particulars given above are true to the best of my/our knowledge and belief.

Signature of the applicant
Seal of Firm

Date _____

APPENDIX B

(See Art 31)

THE LANDHI ASSOCIATION OF TRADE & INDUSTRY

Annual Election

Year

NOMINATION FORM

Part I

I/We do hereby nominate Mr. _____ of
_____ (Name of the member firm) _____ who belongs to
Ordinary/Associate class of membership of the Association No.
_____ to be a candidate for election as a member of the Executive
Committee of the Association for the year.

Proposed by _____

(Name in block letters)

Membership No. _____

(Signature)

Seconded by _____

(Name in block letters)

Membership No. _____

(Signature)

Part II

(To be filled by the nomination)

I do hereby give my consent to the above proposal and solemnly declare that, in elected, I shall abide by the provisions of the Memorandum and Articles of Association of the Landhi Association of Trade & Industry, and the rules and regulations framed, thereunder, and shall faithfully discharge my duties and responsibilities as a member of the Executive Committee of the said Association and discharge my duties and responsibilities faithfully in order to promote the cause of the Association.

Date _____

Verification by panel of scrutinizers

Accepted

Rejected

(reason to be recorded)

Date _____

Signature of Scrutinizers

APPENDIX C

(See Art 37)

Serial No. _____

(To be given when
counting votes)

THE LANDHI ASSOCIATION OF TRADE AND INDUSTRY

Annual Election

(Year)

BALLOT PAPER

Class of Membership

ORDINARY Members

ASSOCIATE

S. No.	Name of Candidate	VOTING	
		MARK X before the name of the	
		Candidate Voted	
1.			
2.			
3.			
4.			
5.			
6.			
7.			

I n s t r u c t i o n s

- (i) Separate Ballot Form shall be issued in respect of each class of members and the word Ordinary or Associate against the class of Membership shall be scored out by the Office before issue of Ballot Paper to voters.
- (ii) Votes shall be cost only in favour of the candidate to be elected for the particular year. Votes cast in excess of such number shall be declared invalid from the bottom of the Ballot paper upwards.
- (iii) The mark X shall be put distinctly against the name (s) of the candidate(s) in whose favour the votes are cost. If marking of any vote is indistinct, it may be declared invalid.
- (iv) The Ballot Paper shall not be signed or stamped or sealed or marked if any other manner which might disclose the identity of the voter.