MEMORANDUM OF ASSOCIATION

OF

SARHAD CHAMBER OF COMMERCE AND INDUSTRY, PESHAWAR

[A trade organization licensed under Trade Organizations Act, 2013 and set up under Section 42 of the Companies Act, 2017]

1. This trade organization shall be called "Sarhad Chamber of Commerce and Industry, Peshawar."
2. The registered office of the Chamber shall be situated at G.T. Road, Peshawar in the Province of Khyber Pakhtunkhwa, Islamic Republic of Pakistan.
3. The objects for which the Chamber is established are as follows:
   (1) To stimulate, promote and facilitate the development of trade, commerce, industry, services or any part thereof, within Peshawar and its adjoining regions, through entrepreneurship, business development and facilitation initiatives.
   (2) To ensure that its fundamental purpose is to represent the best interests of entrepreneurs in all manners possible, including but not limited to the strategic development of entrepreneurs and their business concerns and the training of entrepreneurs, keeping in view all such circumstances as may be faced by entrepreneurs in the conduct of their business affairs.
   (3) To promote, protect and advance the interests and general welfare of the trade, commercial, industrial and all business communities of the district Peshawar and to strengthen and consolidate their mutual and reciprocal relations into a cohesive and dynamic body.
   (4) To act as a bridge between the business community and the Government and to represent the Chamber's views, proposals and grievances before public authorities and other relevant bodies.
   (5) To provide sound leadership to trade, commercial, industrial and all business organizations and persons engaged in trade, commerce, industry, services or any part thereof and to safeguard and protect their legitimate interests through constitutional and lawful means.
   (6) To ensure appropriate representation of all genders and business sectors in the Chamber and that they play significant role in developing policy framework for improving business environment and economic growth.
   (7) To collect, compile and disseminate statistical, economic and commercial information essential for the prosperity and advancement of trade, commerce, industry or services and to promote the spread of commercial, technical and economic knowledge within the region.

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(8) To adjust, settle and compound controversies and disputes between the members of the Chamber and to provide proper machinery for arbitration and conciliation in respect of disputes arising in the course of trade, commerce, industry, services or any other business matters.

(9) To inculcate a spirit of self-reliance and progressive outlook among members in regard to the development of trade, commercial, industrial and all business enterprises and to introduce the members and their products in foreign markets for the promotion of exports and international trade.

(10) To encourage, introduce and facilitate the induction of new entrepreneurs into such enterprises as may be conducive to the prosperity and economic development of the country.

4. In order to achieve its object, the Chamber shall exercise the following powers:

(1) To become a member of the Federation of Pakistan Chambers of Commerce and Industry (FPCCI) established under the Trade Organizations Act, 2013 and to perform all acts necessary or incidental thereto.

(2) To appeal, solicit or accept contributions, donations, grants, gifts or subscriptions, in cash or in kind, from lawful sources and to apply the same or income thereof for any of the objects of the Chamber and to utilize the same in accordance with its Memorandum and Articles of Association.

(3) To open and operate bank accounts in the name of the Chamber and to draw, make, accept, endorse execute and issue promissory notes, bills, cheques and other instruments.

(4) To acquire, purchase, take on lease, exchange, hire, construct, alter, improve, maintain, charge, mortgage, sell, let or otherwise dispose of any movable or immovable property, lands, buildings, rights or privileges whatsoever, as may be necessary or convenient for the attainment of the objects of the Chamber.

(5) To borrow or raise money, with or without security, required for the purposes of the Chamber upon such terms and in such manner as may be determined by the Chamber for the promotion of its objects.

(6) To mortgage the assets of the Chamber and / or render guarantee for the performance of any contract made, discharge of any obligation incurred or repayment of any moneys borrowed by the Chamber.

(7) To nominate delegates and advisors to represent the Chamber at conferences, government bodies and other gatherings.

(8) To appoint standing committees, special committees or representatives in various cities within the jurisdiction of the Chamber, as may be deemed necessary, for the purpose of safeguarding,

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representing and promoting the interests of traders, service providers, industrialists and individual business concerns operating in such areas.

(9) To remunerate any person or company for services rendered or to be rendered to the Chamber, as may be approved by the Executive Committee in good faith and in accordance with the by-laws for the time being in force.

(10) To deliberate upon and consider all matters connected with trade, commerce, industry or services and to initiate, support or oppose any measures, legislative or otherwise, affecting the same.

(11) To affiliate, cooperate or collaborate with other trade organizations, charitable trusts, societies, associations, institutions, companies or statutory authorities, whether within or outside Pakistan, having objects similar or conducive to the objects of the Chamber and to exchange information, advice and assistance for the advancement of trade, commerce, industry or services.

(12) To create, establish, administer and manage funds including endowment fund conducive for the promotion of the objects of the Chamber.

(13) To enter into agreements, contracts and arrangements with organizations, institutions, bodies and individuals for the purpose of carrying out the functions and activities of the Chamber.

(14) To invest the surplus moneys of the Chamber not immediately required, in such a manner as may from time to time be determined by the Executive Committee.

(15) To take such actions as are considered necessary to raise the status or to promote the efficiency of the Chamber.

(16) To conduct, hold and arrange symposia, seminars, conferences, lectures, workshops and dialogue and to print, publish and prepare journals, magazines, books, circulars, reports, catalogues, publications and other works relating to any of the objects of or to the work done by the Chamber, subject to the permission, if required of the relevant authorities.

(17) To do all such other lawful acts, deeds and things as are incidental or conducive to the attainment of above objects or any one of them and to generally promote and advance the development of trade, commerce, industry or services.

5. The Chamber shall achieve the aforesaid objects subject to the conditions specified in the Associations with Charitable and Not-for-Profit Objects Regulations, 2018 and any additional condition mentioned in the licence.

6. The income and property of the Chamber, however derived, shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by

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way of profit, to any person who is, or has been, a member of the Chamber or to any person claiming through any such member. Nothing herein shall, however, prevent: -

(a) The payment in good faith of reasonable remuneration to any officer or servant of the Chamber for services actually rendered to the Chamber;

(b) The payment of allowances, concessions by way of rebates or return of subscriptions to members in accordance with the approved by-laws of the Chamber; or

(c) The gratuitous distribution among, or sale at a discount to, members of the Chamber of any journals, magazines, books, circulars, reports, catalogues or publications issued by the Chamber which are not required for the furtherance of its objects so long as any proceeds from the aforementioned sale are applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association.

7. The territories to which the object of the Chamber shall extend are declared to include the whole of District Peshawar.

8. The liability of the members of the Chamber is limited to their membership subscription. Provided that, if any member of the Chamber pays or receives any dividend, bonus or other profit in contravention of Clause 6 of this Memorandum, his liability shall be unlimited. The Chamber shall not carry on or undertake any business or activity for profit, nor shall any of its income or property be distributed among its members except as provided in this Memorandum.

9. Every member of the Chamber undertakes that he shall contribute to the assets of the Chamber in the event of its being wound up while he is a member or within one (01) year afterwards, he ceases to be a member, for payment of the debts or liabilities of the Chamber contracted before he ceases to be a member and the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty (20) rupees only.

10. In the case of winding up or dissolution of the Chamber, there remains, after the satisfaction of all its debts and liabilities, any surplus assets or property whatsoever, the same shall not be paid to or distributed among the members of the Chamber, but shall be given or transferred to some other institution or institutions, preferably having objects similar or identical to those of the Chamber and questions of similarity in subjects shall be determined by the majority of the members of the Chamber, with the approval of the Regulator, at or before the time of dissolution in a meeting.

11. True and proper accounts of the Chamber shall be maintained, showing: -

(a) all sums of money received and expended by the Chamber and the matters in respect of which such receipts and expenditures take place; and,

(b) all property, credits and liabilities of the Chamber.

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Such accounts shall be open to inspection by any member during working hours with the prior permission of the President or the Secretary General upon payment of a nominal fee as set forth in the Articles of Association per inspection.

12. The Chamber shall close its accounts on 30th of June each year. The accounts of the Chamber shall, at least once in every year be examined and the correctness of the balance sheet and statements of income and expenditure shall be certified by one or more qualified auditors, duly appointed in accordance with the Trade Organizations Act, 2013, Trade Organizations Rules, 2013 and Companies Act, 2017.

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a company limited by guarantee in pursuance of this Memorandum of Association:

Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreigner, Passport No)	Father's/ Husband's Name in full	Nationality(ies) with any former Nationality	Occupation	Usual residential address in full or the registered/ principal office address for a subscriber other than natural person	Signatures
SENATOR ILYAS AHMED BILOUR	17301-1584493-9	BILOUR DIN	PAKISTANI	CHAIRMAN BILOUR GROUP OF INDUSTRY	CHINAR ROAD, UNIVERSITY TOWN, PESHAWAR	
LIAQAT AHMED KHAN	16202-1033520-3	ABDUL MASTAN KHAN	PAKISTANI	MANAGING DIRECTOR, USMAN GHEE INDUSTRY	MASIAN BUILDING, SWABI	
HAJI MUHAMMAD ISRAR	17301-1438703-3	HAJI ABDUL LATIF	PAKISTANI	PROPRIETOR SHAHI JEWELERS, SARAFA BAZAR, PESHAWAR,	HOUSE NO. 1, KHUSHAL HOUSE, ASHRAFIA COLONY, PESHAWAR	M. Israr

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				CITY		
MOHSIN AZIZ	17301-8939733-9	AZIZ JAN	PAKISTANI	CHAIRMAN, AZIZ GROUP OF INDUSTRY	WARSAK ROAD, BABU GARHI, PESHAWAR	
GHULAM SARWAR KHAN MOHMAND	17301-1637075-9	JAFAR KHAN	PAKISTANI	CHIEF EXECUTIVE, SUNNY ENTERPRISES	MOH. 1, SHAMI ROAD, PESHAWAR	
SHARAFAT ALI MUBARAK	17301-1407748-3	MUBARAK BAKHSH	PAKISTANI	PROPRIETOR, MUBARAK SONS	2-KHADIM ROAD, PESHAWAR, CANTT.	
COL (RTD) SYED KHIZAR HAYAT	17301-2972239-9	SYED ABDUL MUTALIB	PAKISTANI	CHIEF EXECUTIVE, TARNAB PACKAGES	HOUSE NO. 4, PHASE 5, G-4, HAYATABAD, PESHAWAR	
INAYAT KHAN	17301-5448826-3	MUHAMMAD KARIM	PAKISTANI	PROPRIETOR, INAYAT TRADING CO.	HOUSE NO. B-5, STREET NO. 7, ASAD ANWAR COLONY, PESHAWAR.	عنایت خان
HAJI MUHAMMAD ASAF	17301-1619201-9	MUHAMMAD ASHRAF	PAKISTANI	CHIEF EXECUTIVE, ASHRAF MATCH (PVT.) LTD.	JAVED TOWN, GULBAHAR NO. 3, PESHAWAR	
GHAZANFAR BILOUR	17301-5588813-7	ILYAS AHMED BILOUR	PAKISTANI	DIRECTOR, BILOUR INDUSTRIES (PVT.) LTD.	19-A, CHINAR ROAD, UNIVERSITY TOWN, PESHAWAR	

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Dated the 14th day of January, 2026

Witness to above signatures: *(For the documents submitted in physical form)*

Signature	
Full Name (in Block Letters)	MUQTASID AHSAN
Father's/ Husband's name	ANWAR KHAN
Nationality	PAKISTANI
Occupation	SECRETARY GENERAL, SCCI
NIC No.	17301-5251430-1
Usual residential address	HOUSE NO. SH/187, NEAR FAROOQ-E-AZAM MASJID, FAQIRABAD NO.02, PESHAWAR.

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ARTICLES OF ASSOCIATION

OF

SARHAD CHAMBER OF COMMERCE AND INDUSTRY, PESHAWAR

1. Preamble

The Sarhad Chamber of Commerce and Industry, Peshawar, is established as a company limited by guarantee and not having a share capital under the provisions of the Trade Organizations Act, 2013 and the Companies Act, 2017 with the liability of its members limited to their membership subscription as prescribed in the Memorandum of Association.

Provided, however, that any member who acts or behaves in contravention of the provisions contained in the sixth (6^{th}) paragraph of the Memorandum of Association shall have unlimited liability, subject to and in accordance with the applicable provisions of the Companies Act, 2017.

2. The by-laws and regulations governing the Chamber and their observance by its members and representatives, shall be subject to the exercise of the statutory powers of the Chamber, including the power to repeal, amend or alter the by-laws and regulations, as contained in these Articles of Association.

3. Definitions

(1) In these Articles, unless the context or the subject matter otherwise requires:

(a) "Act" means the Trade Organizations Act, 2013 (II of 2013);

(b) "Articles" means these Articles of Association of the Chamber, as originally framed and as altered, amended or modified from time to time by a special resolution in a General Meeting, whether in pursuance of directions issued by the Regulator for adherence to the Trade Organizations Act, 2013, Trade Organisations Rules, 2013, the minimum basic template or public notices prescribed thereunder by the Federal Government from time to time or otherwise in compliance with the provisions of the Act, the Rules and the Companies Act, 2017;

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(c) "Associate member" means a member of the Chamber which is not a body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of less than (50) fifty million rupees;

(d) "Bank" means any scheduled bank which shall have the same meaning as assigned to it under the State Bank of Pakistan Act, 1956 (XXXIII of 1956) having its branch at Peshawar, in which the account of the Chamber shall be maintained and operated;

(e) "Books of account" means records maintained in respect of all sums of money received and expended by the Chamber and matters in relation to which the receipts and expenditure take place;

(f) "By-law" means the by-laws of the Chamber for the time being in force as may be so specified, including any regulations, directions, instructions and standard operating procedures (SOPs) of the Chamber made under the provisions of the Act, the Rules and public notices issued by the Federal Government from time to time;

(g) "Chamber" means the Sarhad Chamber of Commerce and Industry, Peshawar, licenced under Section 3 of Trade Organizations Act, 2013 (II of 2013), formed with the object of promoting trade, commerce, industry and services or any combination thereof, which prohibits the payment of any profit to its members, applies its income and surplus solely towards the achievement of its objects, limits the liability of its members to their membership subscription and is established as a company limited by guarantee without share capital under Section 42 of the Companies Act, 2017;

(h) "Corporate member" means a member of the Chamber which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than fifty (50) million rupees;

(i) "Companies Act" means Companies Act, 2017;

(j) "Commission" means the Security Exchange Commission of Pakistan;

(k) "District" means an administrative district notified by the Provincial Government from time to time;

(l) "Executive Committee" means the Board of Directors of the Chamber duly constituted and responsible for the conduct of the affairs of the Chamber, subject to the provisions of the Act, the Rules and the Companies Act and these Articles;

(m) "Executive Committee Members" means the Executive Committee members for the time being of the Chamber;

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(n) "Federation" means a Federation of Pakistan Chambers of Commerce and Industry organized on all-Pakistan basis to represent chambers, associations, women's chambers and chambers of small traders and associations of small traders;

(o) "Financial Period" means the period of the Chamber ending on the thirtieth (30^{th}) day of June of every year in respect of which any financial statements thereof are required to be made pursuant to this Act, the Rules and the Companies Act 2017;

(p) "Financial Statements" means a statement of financial position, income and expenditure statement as at the end of the period containing notes, comprising a summary of significant accounting policies and other explanatory information, comparative information in respect of the preceding period and any other statement as may be prescribed;

(q) "Financial Year" means the period in respect of which any financial statement of the Chamber is laid before in a General meeting, is made up, whether that period is a year or not;

(r) "General body" means all members of the Chamber;

(s) "General meeting" a meeting of the Chamber duly convened to transact statutory ordinary and / or special business and additional business, if any, of the Chamber under the provisions of the Act, the Rules and Companies Act, 2017;

(t) "Licence" means a licence granted to the Chamber under section 3 of the Act;

(u) "Member" means a firm and includes a proprietorship, an association of persons, a partnership, a company or a multinational corporation and a body corporate, engaged in trade, commerce, industry or services and enrolled as a member of the Chamber under the provisions of the Rules and these Articles;

(v) "Membership Year" means the annual period commencing on the first (01^{st}) day of April and ending on the thirtieth (30^{th}) day of March of the following year, during which a member is enrolled and remains an active and valid member of the Chamber;

(w) "Memorandum" means the Memorandum of Association of the Chamber as originally framed and as altered, amended or modified from time to time by a special resolution in a General meeting, whether in pursuance of directions issued by the Regulator for adherence to the minimum basic template prescribed under the Act or otherwise in compliance of the Companies Act, 2017;

(x) "Office" means the registered office for the time being of the Chamber;

(y) "Office Bearers" means President, Senior Vice President and Vice-President of the Chamber;

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(z) "Operational Year" means the operational year of the fixed term of the Executive Committee and Office Bearers of the Chamber commencing on the first (01st) day of October and ending on the thirtieth (30th) day of September in accordance with the provisions of the Act, the Rules and these Articles;

(aa) "Plan of Activities" means a list of proposed activities, expected financial expenditures and outcome and intended goals for the Chamber as provided in Rules;

(bb) "Prescribed" means prescribed by Rules made by the Federal Government under the Act or as such prescribed in the Companies Act;

(cc) "Registrar" means the registrar of companies as defined in the Companies Act, 2017;

(dd) "Register" means the register of the members required to be kept by the Chamber under section 119 of the Companies Act, 2017;

(ee) Regulator" means the Regulator of Directorate General of Trade Organisations appointed by the division concerned of the Federal Government to perform functions under the Act;

(ff) "Resolution" means any resolution of the Chamber passed at a duly convened meeting, for the purpose of taking a decision in accordance with the provisions of the Act, the Rules and the Companies Act, 2017;

(gg) "Rules" means Trade Organizations Rules, 2013;

(hh) "Schedule" means schedule E of the Rules;

(ii) "Secretary General" means an individual professional full-time employee of the Chamber who shall be in charge of the secretariat of the Chamber and responsible for day-to-day operations of the Chamber and in his capacity as such shall be custodian of all record pertaining to the Chamber;

(jj) "Seal" means the common seal or official seal of the Chamber as the case may be;

(kk) "Specified" means specified in these Articles;

(ll) "Town association" means a town association, organized to represent trade, commerce, industry or services in a town, tehsil, taluka or a district where there is no chamber and such town association shall be affiliated with the Chamber;

(mm) "Turnover" means the aggregate value of sale, supply or distribution of goods or on account of services rendered or both, net of discounts, if any, held by a member of the Chamber during a financial year; and

(nn) "Woman entrepreneur" means a sole proprietorship where the proprietor is a female, or a partnership where the majority partners are female, or an association of any kind where majority of its persons are female, or a company where majority shares are held by female;

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(2) The words and expressions used and not defined herein shall have the same meanings respectively as assigned to them in the Act, the Rules and Companies Act, 2017.

(3) The compulsory regulations of Table F of the First Schedule to the Companies Act, 2017 shall apply.

(4) Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender.

(5) Words signifying persons shall, mutatis mutandis, include and apply to firms, corporations and joint stock companies.

(6) Unless the context otherwise requires words or expressions contained in these Articles shall be of the same meaning as in the Act, the Rules and Companies Act.

(7) Where any provision of the Act, the Rules or the Companies Act is referred to, such reference shall be construed as a reference to that provision as amended, modified, re-enacted or substituted from time to time by any statutory enactment for the time being in force.

4. Limit of Members

The Chamber shall, for the purposes of registration, consist of an unlimited number of members, subject to the provisions of the Act, the Rules and these Articles.

5. Obligations and Privileges of the Chamber

(1) The Chamber, under section 6 of the Act, shall be obligated to renew its licence every five (05) years. The application for renewal of licence shall be made to the Regulator at least ninety (90) days prior to the expiry of the licence, on the format set out in Schedule "B" under rule 10 of the Rules.

(2) The Chamber shall perform satisfactorily in accordance with the performance review criteria and in conformity with its Memorandum and Articles of Association.

(3) The Chamber shall report statutory, regulatory, corporate and financial compliance to the Securities and Exchange Commission of Pakistan and the Regulator, as required under the applicable laws.

(4) The Chamber shall comply with all applicable laws, rules and regulations and shall comply with the orders and directions of the Federal Government or the Regulator issued under the Act and the Rules.

(5) The Chamber shall discharge all statutory obligations applicable to it as a company limited by guarantee and not having a share capital and shall be a body corporate with perpetual succession under the provisions of the Act and Companies Act.

(6) The Chamber shall be self-sustained and financially feasible, such that its expected expenses do not exceed its proposed revenues.

(7) The financial statements, auditors' report and performance review report of the Chamber shall state that the income and profits of the Chamber are spent solely for the objects for which it is established and the Chamber is financially viable.

(8) The Chamber shall make a declaration to the auditors of all accounts, including those opened separately for projects such as local and foreign exhibitions, delegations, or similar activities, and shall not maintain any account which is not subject to audit.

(9) The Chamber shall maintain its minimum membership threshold of three hundred (300) members at all times, as required under the Act and the Rules.

(10) The Chamber shall ensure integrity, transparency and efficiency in maintaining the roll of voting members, the conduct of elections of Office Bearers, the fiduciary responsibilities of its governing bodies and the protection of the rights of individual members.

(11) The Chamber shall not debar a woman entrepreneur from becoming a member where such woman entrepreneur otherwise fulfils the prescribed criteria of membership.

(12) The Chamber shall maintain its membership of the Federation of Pakistan Chambers of Commerce and Industry and shall annually subscribe and renew such membership on payment of the prescribed fee and shall purchase membership certificate books on payment of the prescribed fee.

(13) The Memorandum and Articles of Association of the Chamber shall at all times adhere to the provisions of the Act, the Rules and the Companies Act.

(14) The Chamber shall remain autonomous to make changes in its Memorandum and Articles in compliance with the said laws.

(15) The Secretary General shall, within thirty (30) days, communicate to the Regulator or the Federal Government, as applicable, along with necessary documents, all changes made in any material information already submitted.

(16) The Chamber shall be eligible to vote in the election of Office Bearers and Executive Committees of the Federation upon completion of two (02) years from the grant of licence.

(17) The Chamber may enter into contracts and may acquire, purchase, take, hold and enjoy movable and immovable property of every description and may convey, assign, surrender, yield up, charge, mortgage, demise, re-assign, transfer or otherwise dispose of or deal with any movable or immovable property or any interest vested in it, upon such terms as the Executive Committee may deem fit.

(18) The Chamber shall be housed in premises not being used as a residence or office of any of its members, shall have all utility connections in its own name and shall be located at a prominent

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and easily accessible place within district Peshawar and shall represent trade, commerce, industry and services, or any part thereof, within district Peshawar.

6. Membership of the Chamber

(1) Any business concern shall be eligible for grant or renewal of membership of the Chamber if such business concern meets the following conditions, namely: -

(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 name of the business concern;

(b) the prospective member's business fits within the defined business scope or area of jurisdiction of the Chamber as provided in the Chamber's approved Memorandum and Articles of Association and under the licence granted by the Federal Government;

(c) the application for grant of membership has been proposed and seconded by existing members of the Chamber;

(d) the prospective member has no criminal conviction; and

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

(2) One (01) business concern shall be entitled to hold only one (01) membership in the Chamber, which may be represented by the proprietor in the case of a proprietorship, by any of the partners in the case of a partnership or association of persons or by any of the directors in the case of a company.

(3) The Regulator, if satisfied that prospective member meets the eligibility criteria under sub-clause (1) above, may direct the Chamber for the purposes of enrolling any such person as member upon the application of such prospective member having filed a complaint with the Regulator on the grounds of delay or refusal in obtaining membership in the Chamber.

7. Cessation and Expulsion from Membership

(1) Any member of the Chamber may resign from membership by giving a written notice of withdrawal to the Secretary General, not less than two (2) months prior to the intended date of cessation. Upon the expiry of the said notice period, the member shall be deemed to have ceased to be a member of the Chamber, without prejudice to any liability or obligation incurred by such member prior to the cessation of membership.

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(2) A member shall cease to be a member, or his membership shall be deemed discontinued, if the member fails to renew his membership and pay the subscription fee and / or any other dues to the Chamber after such obligation has become due.

(3) A member renders himself liable of expulsion and termination of his membership shall occur: -

(a) he refuses or neglects to give effect to any decision of the Executive Committee;

(b) he infringes any of the regulations of these Articles;

(c) he is declared by a court of competent jurisdiction to have committed a fraud, to be bankrupt, to be insane or otherwise incompetent;

(d) he is held by the Executive Committee to have been guilty of any act discreditable to a member of the Chamber;

(e) he is acting or is threatening to act in a manner prejudicial to the objects of the Chamber;

(f) in the event of death of a member of sole proprietorship; and

(g) upon receipt by the Secretary General of a written complaint from a member alleging that another member has acted in a manner prejudicial or detrimental to the objects, interests, functioning or cause of the Chamber, the Executive Committee shall, by resolution, constitute a special committee to conduct an enquiry into the said allegations. Where, upon due enquiry, the allegations are substantiated and proved, the delinquent member shall be expelled from the membership of the Chamber. Where the allegations are found to be false, frivolous or unsubstantiated, appropriate disciplinary action shall be initiated against the complainant. No complaint made by any person other than a member of the Chamber shall be entertained or taken cognizance of.

(4) Membership may be cancelled or such membership be disqualified, in addition to the grounds provided in sub-clause (3) above, if the member breaches any provision of the Act and the Rules.

Provided always that, a member whose name has been removed shall have the right to appeal to the Regulator. The decision of the Regulator in this regard shall be final.

8. Membership Enrollment, Renewal and Change is Class

(1) The membership of the Chamber shall be granted for a period of one (01) year and shall expire on the thirty-first (31^{st}) day of March each year irrespective of the date of grant of membership.

(2) All applications for the grant of membership shall be made on the prescribed form and shall be placed before the Executive Committee for consideration which shall decide the matter of admission as member or otherwise within ninety (90) days of making of such an application. Upon approval thereof, the applicant shall be duly informed and, upon payment of the

enrolment fee and the subscription fee specified in Clause 43 of these Articles, the name of the applicant shall be entered in the register of members.

Provided that, any member admitted to the Chamber at any time during the course of a membership year shall be liable to pay the full amount of the enrolment fee and the subscription fee specified in these Articles, irrespective of the date of admission.

(3) The membership shall be renewable on annual basis subject to fulfilment of following conditions, namely: -

(a) payment of subscription fee as specified in Clause 43 of these Articles within the time stipulated as prescribed in sub-rule (5) of rule 11 of the Rules and in this Article, which shall not be later than the 31st of March;

(b) proof of filing return of income tax and sales tax, if applicable, for the preceding year; and

(c) the members of the Chamber who are exempt from payment of income tax, or whose income falls below the taxable limit, shall be required to furnish a valid exemption certificate or any other documentary evidence acceptable in lieu of the filing of a return of income.

(4) Upon a complaint filed by the aggrieved member, the Regulator, if satisfied that the renewal of membership of an eligible member has been delayed or refused, may direct the Chamber to renew the membership of the applicant.

(5) The membership fee chargeable for each class shall be determined by the Executive Committee and adopted by way of a special resolution in a General meeting, subject to the approval of the Regulator.

(6) A change of class of membership shall be permitted provided the member concerned submits a formal written request and fulfils all applicable requirements for the respective class, as prescribed in the Rules and specified Clause 9 of the Articles and the Secretary General is satisfied that the member meets the applicable criteria. Such change of class shall take effect upon approval by the Executive Committee and payment of the fee as specified in Clause 43 of these Articles.

(7) If, at the time of renewal or upon receipt of information, the Secretary General determines that a member does not fulfil the applicable criteria of the class of membership to which the member is enrolled, the Secretary General shall, by formal written intimation, require the member to furnish documentary evidence substantiating the member's eligibility in compliance with the provisions of the Rules and these Articles for retention in the said class.

Provided that, where the Secretary General is not satisfied with the documentary evidence furnished or where the member fails to submit the requisite proof within the stipulated time, or where the applicable criteria is not met, the Secretary General shall notify

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the change of the member's class in accordance with the applicable criteria prescribed in the Rules and specified in sub-clause (6) above and Clause 9 of these Articles.

9. Classes of Membership

(1) There shall be two (02) classes of membership in the Chamber, namely: -

(a) Corporate Class

A member of the Chamber which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than fifty (50) million rupees.

(b) Associate Class

A member of the Chamber which is not a body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of less than fifty (50) million rupees.

(2) **Town Association**

A town association, organized to represent trade, commerce, industry or services in a town, tehsil, taluka or a district where there is no chamber. Only such town association shall be affiliated with the Chamber and shall be admitted as a member.

(3) The membership fee specified in Clause 43 of these Articles for each class of membership, together with all other dues, shall be charged, received and deposited in the scheduled bank account of the Chamber.

Provided that, the Chamber shall notify and shall seek prior approval of the Regulator before enhancing or revising any of its fees or dues.

10. Privileges, Duties and Obligations of Members

(1) Privileges

Every member of the Chamber shall be entitled to: -

(a) represent the member business concern in the Chamber;

(b) take part in the elections and cast vote to elect Executive Committee member, from the class to which the member belongs, of the Chamber as per provision of the Act, paragraph (c) of sub-rule (5) of rule 21 of the Rules and sub-clause (2) of Clause 15 and sub-clause (1) of Clause 21 of these Articles;

(c) take advantage of the information and record available with the Chamber according to the by-laws for the time being in force as may be so specified;

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(d) obtain a copy of annual report, annual financial statements, auditors' report, performance review report, annual plan of activities, publications, periodicals, newsletters, advisory and sensitization notes, position papers, press releases and press clippings of the Chamber according to the by-laws for the time being in force as may be so specified;

(e) cause an Extraordinary General Meeting of the Chamber to be convened, in conjunction with the other members of the Chamber, in accordance with the provisions of the Companies Act and paragraph (c) and (d) of sub-clause (2) of Clause 34 of these Articles;

(f) participate in General Meetings of the Chamber;

(g) to be entitled to one (01) vote for every question or resolution placed before the General Body members;

(h) stand or propose or second members for election to the Executive Committee of the Chamber and propose or second the applications for new enrollment and re-enrollment of discontinued members;

(i) stand for election or appointment as a representative of the Chamber on any non-political public or private body on the recommendations of the Chamber;

(j) seek the assistance of the Chamber for securing all reasonable facilities conducive to the promotion and development of trade, commerce, industry and services;

(k) inspect or examine books of accounts and other documents, registers or records of the Chamber subject to the by-laws for the time being in force as may be so specified; and

(l) be entitled to such complementary services which are needed for trade, commerce, industry and services which are prescribed from time to time, upon payment of the fee in the scheduled bank account of the Chamber specified for each service in Clause 43 of these Articles.

(2) Duties And Obligations

Every member shall have the following duties and obligations, namely: -

(a) to communicate to the Secretary General within one (01) month, along with necessary documents, all changes made in any material information already submitted;

(b) to make every endeavour to carry out and promote the aims and objects of the Chamber as set forth in its Memorandum;

(c) to carry out and abide by the Act, the Rules, these Articles and all by-laws for the time being in force as may be so specified;

(d) to submit, as far as practicable, all complaints, appeals or representations in writing to the Secretary General;

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(e) to bring to the notice of the Secretary General any matter which is likely to cause loss, damage or prejudice to the interests of the Chamber or its members in any manner whatsoever;

(f) to renew the membership under sub-rule (5) of rule 11 of the Rules and sub-clause (3) of Clause 8 of these Articles and to pay the subscription of the Chamber on a regular basis, as specified in Clause 43 of these Articles;

(g) to make payment of the fee in the scheduled bank account of the Chamber specified for each service in Clause 43 of the Articles;

(h) to accept and abide by the decisions of the Executive Committee, provided that such decisions are not inconsistent with the provisions of the Act, the Rules, Memorandum and Articles of the Chamber or any by-laws for the time being in force as may be so specified;

(i) to convey to the Secretary General all such information as may be considered necessary or expedient for the promotion and advancement of the aims and objects of the Chamber;

(j) to take part in the deliberations of the meetings of the Chamber which the member is entitled to attend and to abide by all provisions of these Articles and by-laws for the time being in force as may be so specified for maintaining decorum and regulating the conduct of the business of such meetings;

(k) to assist and cooperate with the Chamber and its members in matters relating to trade, commerce, industry or services with particular reference to the trade, commerce, industry or services with which the Chamber is concerned; and

(l) the proceedings of the Chamber shall be treated by all members as strictly confidential and shall not be disclosed, discussed or communicated in public. Only the President or the Secretary General, or any person duly authorized by them in writing, shall be entitled to make public statements on behalf of the Chamber.

Provided that, if any member fails to observe the confidentiality, the Chamber may, through a written notice, disqualify such members from the membership of the Chamber.

(3) The rights and privileges of a member shall not be transferable and shall cease to be exercisable upon the operation of any of the provisions of Clause 7 of these Articles.

11. Organizational Structure

The organizational structure of the Chamber shall comprise of: -

(a) Office Bearers, i-e the President, Senior Vice President and Vice President;

(b) Executive Committee; and

(c) General body.

12. General Body

The members of the Chamber from Corporate class and Associate class shall constitute its General Body.

13. Executive Committee

(1) The Executive Committee shall be responsible for the conduct of affairs of the Chamber.

(2) The Executive Committee of the Chamber shall comprise persons elected by the General Body from amongst its members subject to following conditions, namely: -

(a) The number of seats of Executive Committee of the Chamber shall be twenty (20).

(b) At least fifty (50) percent of members of the Executive Committee shall be from the Corporate class.

(c) The representation of each class shall equally consist of: -

(i) ten (10) seats of the Executive Committee members from the Corporate class; and

(ii) ten (10) seats of the Executive Committee members from the Associate class.

(d) Reserved Seats

In addition to the number of seats mentioned in paragraph (c) above, the reserved seats of the Executive Committee shall consist of:

(i) two (02) seats of Executive Committee reserved for women entrepreneurs, each from corporate and associate class, respectively; and

(ii) one (01) seat reserved for nominee of each town association affiliated with the Chamber.

(e) In addition to the seats of Executive Committee members mentioned in paragraph (c) and (d) above, the Immediate Past President of the Chamber shall be an ex-officio member of the Executive Committee without voting right.

Provided that, there shall be minimum ten (10) and maximum thirty (30) seats of the Executive Committee, which shall be equally distributed to represent the Corporate and Associate class, respectively.

14. The Office Bearers – President, Senior Vice President and Vice President

(1) The Office Bearers of the Chamber shall be the President, the Senior Vice President and the Vice President.

(2) The President shall be the Executive Head of the Chamber and shall preside at the General meetings, Extraordinary General meetings, meetings of the Executive Committee and all other meetings of the Chamber and shall exercise control over the business and proceedings of such meetings.

(3) In case of an equality of votes, the President shall have and exercise a casting vote.

(4) The President shall be responsible for ensuring the proper and orderly conduct of the meetings of the Executive Committee and shall supervise the overall administrative, establishment and routine affairs of the Chamber.

(5) In the absence of the President, the Senior Vice President shall have the power to perform the duties of the President. In the absence of the President and Senior Vice President, the Vice President shall have the power to perform the duties of the President.

(6) When the President, by reason of absence from Pakistan or for any other cause, is unable to perform his functions, the Senior Vice President or, if he too is absent or unable to perform the functions of the office of President, the Vice President shall perform the functions and act as President until the President returns to Pakistan or, as the case may be, resumes his functions.

(7) If the office of President becomes vacant by reason of death, resignation, the Senior Vice President or, if he is unable to perform the functions of the office of President, the Vice President shall act as President until a President is elected in accordance with sub-clause (2) and (3) of Clause 18 of these Articles.

15. Electoral College

(1) The General Body shall constitute the electoral college for the election of the members of the Executive Committee.

(2) The Electoral College for each class of members of the Executive Committee shall consist of such members of the General Body as belong to the respective class, namely, the Corporate class and the Associate class, respectively.

(3) The Electoral College for the seats reserved for women entrepreneurs shall consist of the members of the Executive Committee.

(4) The Executive Committee, in its full constitutional strength, shall constitute and act as the Electoral College for the election of the Office Bearers of the Chamber, namely, the President, the Senior Vice President and the Vice President, from amongst its elected members, in accordance with the procedure prescribed under the sub-rule (18) of rule 18 of the Rules and sub-clause (13) of Clause 24 of these Articles of the Chamber.

(5) The Office Bearers shall be elected by a simple majority of the total strength of the members of the Executive Committee.

16. Rotation of Office Bearers

(1) There shall be rotation of office of President between the Associate and Corporate members.

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(2) On rotation of office of President under sub-clause (1) above, the President and Senior Vice President shall not be from the same class of members as provided in sub-rule (7) of rule 11 and sub-rule (9) and (10) of rule 21 of the Rules and this Article.

17. Term of Office Bearers and Executive Committee

(1) The tenure of office of all elected Office Bearers shall be two (02) years or as may be prescribed under Section 11 of the Act and sub-rule (12) and (14) of rule 21of the Rules.

(2) The tenure of the members of the Executive Committee shall be two (02) years or as may be prescribed under Section 11 of the Act and sub-rule (13) of rule 21 of the Rules.

(3) The tenure of office of the Office Bearers and the Executive Committee shall commence on the first (01^{st}) day of October and shall conclude on the thirtieth (30^{th}) day of September, for a fixed term of two (02) years, or as may be prescribed under Section 11 of the Act and sub-rule (12), (13) and (14) of rule 21 of the Rules.

(4) Upon completion of prescribed term or early retirement for any reason whatsoever, the Office Bearers and members of the Executive Committee, including those elected or co-opted midterm, shall not be eligible to contest election or co-option in any representative capacity in the Chamber and shall observe a cooling-off period for the next two (02) years or as such prescribed under Section 11 of the Act and sub-rule (15) of rule 21 of the Rules.

18. Casual Vacancy / Midterm Election

(1) If for any reason, any member of the Executive Committee resigns or the seat falls vacant for any other reason during the operational year of the term, the Executive Committee meeting must be convened to formally acknowledge the vacancy and after notifying the Regulator, the Secretary General shall review the certified results of the preceding elections and after identifying, shall formally invite and offer the candidate from the same class as the outgoing member belonged who has secured the highest number of votes among the unsuccessful candidates to fill the vacant seat in order to reconstitute the Executive Committee to ensure full spectrum of representation and strength of the Executive Committee. The co-opted member of the Executive Committee shall complete the remainder of the original term.

(2) If for any reason, any Office Bearer resigns from the office but retains the seat as a member of Executive Committee during the operational year of the term, the Secretary General must convene an emergent Executive Committee meeting to conduct election of Office Bearer as per sub-rule (11) of rule 21 of the Rules and sub-clause (4) and (5) of Clause 15 of these Articles, as to receive nominations from amongst the members of the Executive Committee in its full

constitutional strength from the same class as the outgoing Office Bearer has resigned. The elected Office Bearers shall hold the office during the tenure to complete the remainder of the original term.

(3) If for any reason, any Office Bearer resigns from the office as well as from the Executive Committee or the seat falls vacant for any other reason during the operational year of the term, the vacant seat of the Executive Committee shall be filled as per sub-clause (1) above and after reconstitution of the full strength of the Executive Committee, the Office Bearer shall be elected as per sub-clause (2) above.

(4) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled by members from other category.

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

(5) The vacant seat of the Executive Committee shall be filled within a period of sixty (60) days after it falls vacant.

Provided that, any such vacancy shall not be filled when election schedule of the Chamber is announced by the Executive Committee.

19. Elections of the Chamber

The elections of the Chamber shall be held biennially, or as may otherwise be prescribed under Section 11 of the Act and rule 13 of the Rules, during the period commencing from July to September of the election year.

20. Announcement of Elections Schedule

(1) The election schedule of the Chamber shall be approved by the Executive Committee of the Chamber and issued by the Secretary General in the first half of July of the election year.

(2) Within two (02) days of its approval by the Executive Committee, the election schedule shall be: -

(a) displayed on the notice board of head office and regional offices of the Chamber;

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

(c) submitted to the Regulator.

(3) The Secretary General shall, in addition to sub-clauses (1) and (2) above, cause a notice of the date so fixed of the approved election schedule to be issued and duly communicated to all the members of the Chamber for the conduct of elections on the seats of the Executive Committee.

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21. Eligibility to vote

(1) Subject to the provisions of sub-section (7) of Section 10 of the Act, the eligibility of a member of the Chamber to vote at the elections of the Chamber shall be subject to following conditions, namely: -

(a) the member has completed two (02) years of valid membership of the Chamber as on the date of announcement of election schedule by the Executive Committee;

(b) old members, upon re-enrollment, shall be eligible to vote on completion of one (01) year of their enrollment and payment of all dues; and,

(c) the member has fulfilled the conditions of membership and renewal thereof of the Chamber under rule 11 of the Rules and Clauses 6, 7 and 8 of these Articles.

(2) 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 business concern.

(3) 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 firm, company or concern or a person not below the rank of general manager authorized by the board of directors of public limited company or a multi-national company shall be entitled to cast a 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.

Provided that, every member of the Chamber shall be entitled to one (01) vote only. Provided further that, at the time of election, such member shall be entitled to cast votes in favour of as many candidates as there are seats declared for the class of membership to which the member belongs.

22. Election Commission

(1) Appointment

The Executive Committee shall approve the election schedule and simultaneously appoint an Election Commission subject to the following conditions, namely: -

(a) the Election Commission comprises three (03) members;

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

(c) the members of the Election Commission, so appointed, have not held any office of the Chamber for preceding two (02) years;

(d) the member of the Election Commission shall not be entitled to become a candidate in the election, he is conducting;

(e) the members of the Election Commission shall be independent, impartial and non-partisan; and

(f) the members of Election Commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

(2) Functions

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

(a) appointment of polling staff;

(b) ensuring display of tentative voters' list by the Secretary General for the purpose of inviting objections as provided in sub-rule (3) of rule 18 of the Rules and sub-clause (3) of Clause 23 of these Articles;

(c) examination of and decision on the objections received on the voters' list as provided in sub-rule (6) of rule 18 of the Rules and sub-clause (6) of Clause 23 of these Articles;

(d) supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, fair and transparent manner in accordance with provisions of these Articles and instructions of the Federal Government or the Regulator in this regard;

(e) counting of votes and announcement of results; and

(f) issuance of an election code of conduct to ensure transparent, peaceful, fair, impartial and democratic elections. The code of conduct shall, inter alia, include but not be limited to provisions for the orderly and secure conduct of polling, covering the following aspects, namely: -

(i) general conduct, including campaign protocols, designation of polling stations for Corporate and Associate class and establishment of polling camps;

(ii) polling day conduct, including polling hours, polling booths, ballot boxes and other general instructions; and

(iii) conduct of polling agents representing different contesting candidates and panels.

23. Election Procedure

(1) The election of the Chamber shall be conducted according to the procedure laid down in these Articles subject to the following: -

(a) the election of the members of Executive Committee and Office Bearers shall be held by secret ballot;

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(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 (50), at the branch offices of the Chamber, if any.

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 (03) days of the announcement of the election schedule member-firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility.

(3) The Secretary General of the Chamber shall display, within seven (07) days of the announcement of election schedule, the provisional list of all members eligible to vote along with their national tax number, sales-tax-registration number, if applicable, the name and national identity card number of their representative. The list shall be displayed at: -

(a) notice board of the head office and regional offices of the Chamber; and

(b) website of the Chamber.

(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 (07) days of the issuance of the voters' list.

(5) The Secretary General shall, within five (05) days from receipt of objections under sub-clause (4) above, intimate action on the objections or changes, if any.

(6) Any person aggrieved by decision of the Secretary General with respect to any objection pertaining to the entries in the list of voters may, within three (03) days of receipt of the decision, make a representation to the Election Commission which shall decide the representation within three (03) days.

(7) Any person, aggrieved by the decision of the Election Commission or in case the Election Commission fails to decide the representation within the period provided in sub-clause (6) above, may, within three (03) days of decision by the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-clause (6) above, make an appeal to the Regulator who shall decide the appeal within ten (10) days and his decision in this regard shall be final.

(8) Within two (02) 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 office of the Chamber;

(b) displayed at the website of the Chamber; and

(c) submitted to the Regulator.

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Provided that, if no appeal has been filed to the Regulator the final list of voters shall be displayed within fifteen (15) days of the decision of the Election Commission under sub-clause (6) above.

24. Nominations

(1) Every candidate, from each class or reserved category, shall, at the time of submission of his or her nomination papers, deposit a non-refundable election / nomination fee as specified in Clause 43 of these Articles, through a demand draft or pay order drawn on a scheduled bank in favour of the Chamber.

(2) Each candidate shall be entitled to submit not more than two (02) nomination papers from each member-firm and every such nomination paper shall be accompanied by a separately paid nomination fee as specified in Clause 43 of these Articles.

(3) Within four (04) days of the display of the final list of voters, any person who is eligible to contest 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 on the prescribed nomination form along with the specified election / nomination fee.

Provided that, a member shall not be allowed to propose or second candidates in the excess of the number of his entitlement to cast vote at the Executive Committee election.

(4) Within twenty-four (24) hours of the receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.

Provided that, any additional copy or copies of the final list of voters shall be provided upon payment of the fee specified in Clause 43 of these Articles.

(5) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four (24) hours of the last date of receipt of nomination papers. The Election Commission shall endorse on each nomination paper its decision whether it accepts or rejects the nomination paper and record in brief the reason of rejection.

(6) The objections, if any, to nomination of the candidates may be filed to the Election Commission within twenty-four (24) hours of issuance of the list of candidates, which shall be decided by the Election Commission within two (02) days.

Provided that, no candidate shall contest election for more than one (01) seat of the Executive Committee; however, such candidate(s) may withdraw from all or any of the seat(s) of their choice.

(7) Within two (02) days of decision of the Election Commission or in case the Election Commission fails to decide within the stipulated time provided in sub-clause (6) above, any

candidate, aggrieved by the decision of the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-clause (6) above, may file an appeal to the Regulator, who shall decide it within seven (07) days and his decision in this regard shall be final.

(8) Within two (02) days of the decision of the Regulator the Election Commission shall issue final list of the candidates.

Provided that, if no appeal has been made to the Regulator, final list of the candidates shall be issued within eleven (11) days of the decision of the Election Commission under sub-clause (6) above.

(9) Within five (05) days of display of final list of the candidates, the polling for the election of members of the Executive Committee shall be held between 08:00 a.m. and 05:00 p.m., or within such hours as may be determined by the Executive Committee and duly specified in the approved election schedule.

(10) The announcement of the provisional results of the successful or returned candidates shall be made in the manner as prescribed in sub-rule (12) of rule 19 of the Rules and specified in sub-clause (12) of Clause 25 of these Articles.

Provided that, where the number of candidates does not exceed the number of seats for which the election is announced, such candidates shall be deemed to have been elected unopposed.

(11) Within two (02) days of polling, any person elected as member of Executive Committee, shall send, to the Election Commission for election as an Office Bearer, his nomination duly proposed and seconded by an elected Executive Committee's member and signed by the candidate.

Provided that, a member of the Executive Committee shall not be allowed to propose or second more than one (01) candidate.

(12) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four (24) hours of the last date of receipt of nomination papers.

Provided that, where the number of candidates for any office of an Office Bearer does not exceed the number of seats prescribed for that office, such candidate or candidates, as the case may be, shall be deemed to have been elected unopposed.

(13) Within two (02) days of display of final list of the candidates, the polling for election of Office Bearers shall be held.

(14) The final result of the election of members of Executive Committee and Office Bearers shall be officially announced at Annual General meeting of the Chamber called for this purpose within

fifteen (15) days of the date of polling under sub-clause (13) above, but not later than thirtieth (30^{th}) day of September of the election year.

(15) The final election results announced in the Annual General meeting shall be: -

(a) displayed at notice board of the head office and regional offices of the Chamber within two (02) days;

(b) displayed at website of the Chamber within two (02) days; and

(c) submitted to the Regulator within seven (07) days.

25. Conduct of Elections

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

Provided that, the names of the candidates belonging to each class of membership shall be arranged in alphabetical order in such manner as may be determined by the Election Commission.

Provided further that, the number of votes to which a voter is entitled shall be clearly indicated on the ballot paper.

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

(3) After satisfying himself with regard to identity of the voter, the polling officer shall hand over the ballot paper to the voter.

(4) The ballot paper shall be signed by the Secretary General or an officer of the Chamber duly authorized by the Election 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. The voter shall affix the official stamp against the name(s) of the candidate(s) in whose favour he or she intends to cast the vote(s).

Provided, that no voter shall cast votes exceeding the number of seats available for his or her respective class of membership on the Executive Committee.

(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 Election Commission in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers.

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

(9) The Election Commission or an officer designated by the Election 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.

Provided that if a voter casts more votes than the number to which he or she is entitled, only those votes marked with the official stamp, from the top of the ballot paper, up to the prescribed number of valid votes, shall be counted and the remaining shall be deemed invalid.

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

(12) Provisional results may be declared by the Election Commission immediately after counting of the votes is completed.

(13) In the event of equality of votes between two (02) or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in presence of the 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 Election Commission or any officer designated by the Election Commission and the Secretary General and shall be handed over to the Secretary General for safe custody.

(15) Upon an application made in this behalf by the candidates within seven (07) days of the date of polling and with approval of the Regulator, record of the elections shall be opened for inspection by the applicant in presence of the Election Commission.

(16) No inadvertent error, irregularity, or accidental omission in the issuance, service or receipt of any notice, nomination paper or other document required under these Articles shall invalidate or otherwise affect the validity of the ballot, polling process or election duly conducted thereunder.

26. Finances, Financial Year and Books of Account

(1) The funds of the Chamber shall be applied in defraying the expenses and shall be applicable in or towards the acquisition by purchase, lease or otherwise and furnishing and maintenance of the premises and assets for the use of the Chamber and shall be subject to general control and directions of the Executive Committee.

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(2) The financial year of the Chamber shall end on thirtieth (30th) day of June each year and its financial statements shall be duly audited by a Chartered Accountant.

(3) The Executive Committee shall cause to be kept proper books of account as required under Section 220 of the Companies Act.

(4) The Executive Committee shall as be required by section 223 of the Companies Act cause to be prepared and to be laid before the Chamber in Annual General meeting such financial statements duly audited and reports of the auditors as are required under the Companies Act.

27. Auditors

(1) At each Annual General meeting, an auditor or auditors shall be appointed by the Chamber on the recommendation of the Executive Committee after obtaining consent of the proposed auditors under the provisions of section 246 of the Companies Act. The auditor or auditors so appointed shall retire on the conclusion of the next Annual General meeting.

(2) The auditors appointed in an Annual General meeting may be removed through a special resolution.

(3) Any casual vacancy of an auditor or auditors shall be filled within thirty (30) days from the date thereof. Any auditor or auditors appointed to fill in any casual vacancy shall hold office until the conclusion of the next Annual General meeting.

(4) An auditor or auditors must have a right to access at all times to the Chamber's books, accounts and vouchers (in whatever form they are held) under the provisions of section 248 of the Companies Act.

(5) An auditor or auditors shall conduct the audit and prepare his report under the provisions of section 249 of the Companies Act.

(6) The auditors' report must state the name of the auditor, engagement partner, be signed, dated and indicate the place at which it is signed under the provisions of section 251 of the Companies Act.

(7) The Chamber shall not maintain any account that is not subject to audit.

28. Executive Committee

(1) The Executive Committee shall be responsible for the conduct of the business affairs of the Chamber and shall exercise all powers, authorities and discretion vested in the Chamber including all matters relating to execution of the objects of the Chamber, except such powers as are expressly reserved for the General Body in these Articles.

(2) The Executive Committee shall have full authority to obtain or oppose applications for concessions, grants, charters, legislative acts and authorizations from any government or authority and to enter into contracts and perform all acts necessary for carrying on the objects of the Chamber, as set out in its Memorandum of Association.

(3) Powers and duties

The Executive Committee shall exercise following special powers and duties and shall do so by means of a resolution passed at their meeting: -

(a) to make, vary and repeal rules for the regulation of the business and affairs of the Chamber, the Office Bearers, members of the Chamber, employees and servants and any department or section of the Chamber;

(b) to accept or reject any application for the admission or change in class to membership and regulate by enrolling or expelling members, subject to provisions of the Act, the Rules and these Articles;

(c) to appoint, remove or suspend legal advisors, bankers, officers in consultation with the Secretary General on such terms and conditions as it may determine and to also determine their remuneration;

(d) to constitute standing committees or special committees, permanent or temporary, drawn from among themselves or co-opt other persons for the purpose and to delegate to them such functions and powers as the Executive Committee may deem fit and may from time to time revoke such committees.

Provided that, the committees so formed shall, in the exercise of powers so delegated, conform to any regulations from the Executive Committee to carry out the objects of the Chamber and to make, vary and repeal rules governing their proceedings;

(e) to enter into any contract with a firm or company for making sale, purchase or supply of goods or rendering services with the Chamber;

(f) to enter arrangements with any Chamber or organization established for the protection or development of trade, commerce, industry or services provided no such arrangement conflicts with the objects of the Chamber;

(g) to invest the funds of the Chamber;

(h) cause to be prepared and to be laid before the Chamber in Annual General meeting such financial statements duly audited and reports of the auditors as are required under the Companies Act;

(i) to approve financial statements of the Chamber;

(j) cause and ensure that proper records of all resolutions passed by circulation and minutes of all proceedings are maintained and kept of General Meetings, all meetings of the Executive Committee and all meetings of the standing committees and special committees;

(k) cause to be kept proper books of account as required under Section 220 of the Companies Act;

(l) to approve bonus to employees of the Chamber;

(m) to determine, from time to time, the membership fee and any other fee chargeable, as specified in Clause 43 of these Articles and to approve and adopt the same by way of a special resolution passed at a General Meeting, subject to the approval of the Regulator;

(n) to frame and recommend any amendment to the Memorandum or the Articles of Association of the Chamber, whether made in compliance with the directions of the Regulator or otherwise in compliance of the provisions of the Act, the Rules, the minimum basic template or any public notices issued thereunder and Companies Act which shall be effected only through a special resolution duly passed as special business at a General meeting convened for that purpose, in accordance with the provisions of section 134 of the Companies Act and Clause 36 of these Articles;

(o) to incur capital expenditure on any single item or dispose of a fixed asset in accordance with the limits as may be specified;

(p) to agree upon and pay expenses in connection with the objects and undertakings of the Chamber, including expenses related to formation or regulation of the Chamber;

(q) to write off bad debts, advances, receivables, inventories and other assets of the Chamber;

(r) may enter into contracts and may acquire, purchase, take, hold and enjoy movable and immovable property of every description and may convey, assign, surrender, yield up, charge, mortgage, demise, re-assign, transfer or otherwise dispose of or deal with any movable or immovable property or any interest vested in it, upon such terms as the Executive Committee may deem fit;

(s) to determine the terms of and the circumstances in which a law suit may be compromised and a claim or right in favour of a Chamber may be released, extinguished or relinquished; and

(t) may prepare an annual report comprising the annual financial statements, auditors' report, annual performance review report and a report on the working of the Chamber, and may circulate the same to all members, electronically or in any other form as it may deem appropriate, at least twenty-one (21) days prior to the Annual General meeting for consideration, approval and adoption.

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(4) Proceedings of the Executive Committee Meeting

(a) The Executive Committee shall meet on such date, time and place as may be determined by the President. Provided that, upon receipt of a written request from at least seven (07) members of the Executive Committee, the President shall convene a meeting of the Executive Committee.

(b) The Executive Committee shall meet at least once (01) in each quarter of the year. Meetings may be held at the registered office or at any place determined by the President or the Executive Committee.

(c) Notice of at least seven (07) days shall be given for every meeting of the Executive Committee. Provided that, in cases of exigency or where an emergent meeting of the Executive Committee is required to be convened for a single point agenda, the requirement of giving the notice period of seven (07) days may be waived.

(d) A member of the Executive Committee shall after the receipt of notice of the meeting of the Executive committee inform the Secretary General twenty-four (24) hours before the day of the meeting for leave and his leave application shall be presented before the transaction of the business of the Executive Committee meeting for consideration and acceptance.

(e) A member of the Executive Committee who absents himself for three (03) consecutive meetings without leave shall cease to be a member of the Executive Committee.

(f) One-third (1/3rd) of the total members of the Executive Committee whether attending personally or through video-link shall constitute a quorum.

(g) If a meeting is adjourned for want of quorum, the members present shall fix the date and time for the next meeting, for which quorum shall not be required.

(h) The Executive Committee shall transact the routine business affairs of the Chamber and consider, deliberate upon and discuss the agenda items pertaining to the objects of the Chamber.

(i) All questions at meetings shall be decided by majority vote of the Executive Committee members present either in person or through video-link and such decisions shall be passed by resolution of the members present.

(j) Each member of the Executive Committee shall have one (01) vote. In case of an equality of votes, the President shall have a casting vote.

(k) The Executive Committee's agreement to a matter to be transacted, a resolution passed in a meeting of the Executive Committee or a written resolution, passed by circulation, once approved and adopted may not be revoked.

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(5) Passing of resolution by the Executive Committee through Circulation

(a) A resolution in writing passed and approved by majority of the members of the Executive Committee for the time being entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed, approved and adopted at a meeting of the Executive Committee duly convened and held.

(b) A resolution shall not be deemed to have been duly passed, unless the resolution has been circulated, together with the necessary papers, if any, to all the members of the Executive Committee.

(c) A resolution under paragraph (a) above shall be noted at a subsequent meeting of the Executive Committee and made part of the minutes of such meeting.

29. Minute Book

(1) The Executive Committee shall cause and ensure that proper records of all resolutions passed by circulation and minutes of all proceedings are maintained and kept of General Meetings; all meetings of the Executive Committee and all meetings of the standing committees and special committees.

(2) Minutes recorded in accordance with sub-clause (1) above, if purporting to be authenticated by the President or the Secretary General, shall be the evidence of the proceedings at the meeting.

(3) Every meeting of the Executive Committee or standing committee or special committee in respect of the proceedings whereof minutes have been so made shall be deemed to have been duly called, held and conducted.

(4) A copy of the draft minutes of the meeting of the Executive Committee shall be furnished to every member of the Executive Committee within fourteen (14) days of the date of meeting.

(5) The names and signatures of members present at such meetings shall be recorded.

(6) Records of proceedings held through electronic or video-link platforms shall be maintained and incorporated into the minute books.

(7) The record shall be preserved for at least ten (10) years in physical form and permanently in electronic form.

(8) The records and proceedings of the Executive Committee shall be open to inspection by the Executive Committee members, subject to such by-laws as may be prescribed.

30. Bank

The Chamber shall maintain its bank accounts with a scheduled bank in the exact registered name of the Chamber.

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31. Membership Certificate

(1) The Chamber shall purchase the certificate of membership from the Federation of Pakistan Chambers of Commerce and Industry (FPCCI), which shall bear a distinctive number, be in such form as may be prescribed by the FPCCI and shall bear the seal of the Chamber.

(2) Every member of the Chamber shall be entitled to receive, free of cost, a certificate of membership signed by the President, Senior Vice President or Vice President and countersigned by the Secretary General.

(3) A certificate of membership shall be issued to each member of the Chamber upon new enrollment or re-enrollment as a member and on renewal of the membership.

(4) In the event any certificate of membership is worn out, damaged, lost or requires modification due to changes in the particulars of the business concern, it may be renewed or replaced upon submission of a written request by a member and payment of the fee as specified in Clause 43 of these Articles.

Provided that, every certificate of membership shall remain the property of the Chamber and shall be returned to the Secretary General upon the termination, cessation or change of class of membership.

32. Register of Members

(1) The Chamber shall keep a register of its members, in which there must be entered in the register such particulars of each member as may be specified.

(2) The Chamber shall make any necessary alteration in the register of members within fourteen (14) days after the date on which any alteration is made in the register of members.

33. Management – The Secretary General

(1) The Chamber shall appoint a Secretary General through a human resource committee formed by the Executive Committee and shall consist of three (03) members of the Executive Committee.

(2) The Secretary General shall be an individual, professional, full-time employee and shall be in charge of the secretariat of the Chamber.

(3) The Secretary General shall exercise powers and perform functions under the Act, the Rules and these Articles of the Chamber.

(4) The Secretary General shall, within thirty (30) days, communicate to the Regulator or the Federal Government, as applicable, along with necessary documents, all changes made in any material information already submitted.

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(5) The Secretary General shall be responsible for the management and day-to-day operations of the Chamber and in that capacity, shall be the custodian of all records pertaining to the Chamber.

(6) The signatures of the Secretary General shall be mandatory for the operation of all single or jointly operated bank accounts of the Chamber and on all instruments and documents issued by the Chamber.

(7) The Secretary General shall, as authorized by the Executive Committee, have authority to sign any cheque or to enter into any contract so as thereby to impose any liability on the Chamber or to pledge the assets of the Chamber.

(8) The termination of services of the Secretary General shall be through two-third (2/3rd) majority resolution of the Executive Committee.

(9) Any management employees, professional management or other staff shall be appointed jointly by the Secretary General and the Human Resources committee, through a process to be defined in the Chamber's Human Resource Policy and shall report directly to the Secretary General.

(10) Without prejudice to the generality of powers and duties under the Act, the Rules and the Articles, the Secretary General shall, for the purposes of sub-clause (3) above, exercise the following powers and perform the following functions: -

(a) to carry on and have charge of all correspondence of the Chamber, whether internal or external and ensure proper record and dispatch thereof;

(b) to have custody and control of all papers, documents, files, furniture and other properties, movable or immovable, belonging to or held in trust by the Chamber;

(c) to issue and cause to be issued notices of all meetings of the Chamber, the Executive Committee, General meetings and all standing or special committees constituted thereunder;

(d) to record, keep and maintain accurate minutes of all meetings of the Chamber, its Executive Committee, General meeting and all standing committees or special committees and to obtain the signatures of the chairperson of the respective committee thereon;

(e) to keep accurate paper record of all matters pertaining to the operations and management of the Chamber;

(f) to prepare the annual report of the Chamber in consultation with the Executive Committee, together with such other reports as may be required from standing committees or special committees constituted under the authority of the Chamber;

(g) to circulate among the Office Bearers and members of the Executive Committee the minutes and proceedings of meetings and among members of the Chamber the annual report, notices, circulars and other information intended for general circulation;

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(h) to record and notify all cases of removal, expulsion or resignation of any member, firm or company from the membership of the Chamber;

(i) to issue and cause to be issued notifications of impending elections in accordance with the prescribed electoral schedule and procedure in accordance with the Act, the Rules and Clause 20 of these Articles;

(j) to represent the Chamber for all purposes before any court of law or other competent forum, in any suit, claim, or proceeding instituted by or against the Chamber. Provided that, he shall not enter into compromise or settlement of any such suit or proceeding without prior authorization of the Executive Committee;

(k) to review the applications for admission to membership and the recommendations accompanying the same to ensure that they are in the form prescribed for the time being in force as may be so specified;

(l) to sign and issue membership certificates, visa recommendation letter, guarantee letters along with the signature of any Office Bearer and to issue bonafide letters and to attest the documents of valid member presented in this behalf according to the by-laws for the time being in force as may be so specified;

(m) to delegate any of his functions or duties to any officer or employee of the Chamber, subject to such terms and conditions as prescribed in the Human Resource Policy. Provided that, such staff shall remain responsible and accountable to the Secretary General for all acts performed on his behalf by such staff;

(n) to exercise administrative and disciplinary control over all employees of the Chamber in accordance with the approved Human Resource Policy and to issue, amend or rescind from time to time such by-laws for the time being in force as may be so specified for the efficient and orderly functioning and smooth operations of the Chamber;

(o) to keep, maintain or cause to be kept and maintained complete and accurate accounts of the Chamber and of all funds, trusts and assets connected with or under its control, in accordance with audit standards and according to the by-laws for the time being in force as may be so specified;

(p) to ensure that all statutory, regulatory, corporate and financial compliance required under the Act, the Rules, Companies Act and all other Acts are duly filed and submitted with the concerned office within the stipulated time or as when required;

(q) to ensure all payments and disbursements on behalf of the Chamber are made in conformity with the decisions and authorizations of the Executive Committee and to maintain an imprest account of fifty (50) thousand rupees for meeting petty expenses within the approved limit; and

(r) to perform such other acts, functions and duties and enter into agreements as may expressly be assigned to him by the Executive Committee and generally all such acts as are incidental or conducive to the discharge of his official responsibilities and the effective functioning of the Chamber.

34. General Meetings

(1) Annual General Meeting (AGM)

(a) The Chamber shall hold an Annual General meeting, in accordance with the provisions of Section 132 of the Companies Act, once in every calendar year and, in any event, within one hundred and twenty (120), days after the close of its financial year or within such extended time not exceeding thirty (30) days as may be permitted under the Companies Act.

(b) The Executive Committee shall determine the place, date and time of the Annual General meeting. The venue shall be within the town of the registered office of the Chamber or in the nearest city thereto, as required by the Companies Act.

(c) Where the Annual General meeting is held in an election year of the Chamber, as prescribed under Section 11 of the Act and paragraph (b) of rule 13 of the Rules, it shall not be held later than thirtieth (30^{th}) day of September of the election year for the purposes of paragraph (b) of sub-rule (19) of rule 18 of the Rules and sub-clause (13) of Clause 24 of these Articles.

(2) Extraordinary General Meeting

(a) All General meetings other than the Annual General meeting shall be designated as Extraordinary General meeting.

(b) The Executive Committee may convene an Extraordinary General meeting, in accordance with the provisions of Section 133 of the Companies Act, whenever it deems necessary for transacting any special business or for placing before the members any views, reports or activities of the Chamber.

(c) An Extraordinary General meeting shall also be convened by the Executive Committee upon a written requisition made by not less than one-tenth (1/10th) members of the total membership of the Chamber. The requisition shall clearly state the object(s) for which such meeting is proposed and shall be addressed to the Secretary General.

(d) Upon receipt of a valid requisition, the Executive Committee shall convene the meeting within twenty-one (21) days from the date of receipt thereof.

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Provided that, if the Executive Committee fails to convene the meeting within the aforesaid period, the requisitionists themselves may convene the meeting within ninety (90) days from the date of such requisition.

(3) Notice of General Meetings

(a) At least twenty-one (21) clear days' notice shall be given to all classes of members and to the auditors of the Chamber, specifying the place, day and hour of the meeting, together with a statement of the business to be transacted, whether an Annual General Meeting or an Extraordinary General Meeting.

(b) Where the members entitled to attend and vote at any Extraordinary General Meeting so agree, the meeting may be held at shorter notice.

(c) The notice shall state the general nature of each item of business proposed to be considered and dealt with at a meeting and in the case of a special resolution, shall be accompanied by the draft resolution.

(d) Every member shall be entitled to receive an instrument enabling attendance through video-link or to appoint a proxy to attend and vote.

(e) The Chamber shall transmit, in the form and manner specified under section 223(6) of the Companies Act, to every member entitled to receive notice of the General Meeting, either by post or through electronic means, including through the official website of the Chamber, the following documents: -

(i) audited financial statements;

(ii) auditors' report;

(iii) performance review report; and

(iv) annual report of the Chamber, where so determined by the Executive Committee.

(f) Where any special business is to be transacted, there shall be annexed to the notice a statement, as required under section 134(3) of the Companies Act, setting out all material facts concerning such business. Where any item of business involves the approval of a document, the time and place for inspection thereof shall be specified.

(g) A copy of every notice shall be kept at the registered office of the Chamber for inspection by members.

(4) Service of Notice

(a) A notice shall be served on a member at his registered address either against acknowledgment or by post, courier service, electronic means or in any manner prescribed under section 55 of the Companies Act.

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(b) Where a notice is sent by post, service shall be deemed to be effected by properly addressing, prepaying and posting the letter containing such notice and unless proved otherwise, it shall be deemed to have been effected at the time the letter would ordinarily be delivered by post.

(c) Non-receipt of notice by any member shall not invalidate the proceedings of the meeting.

(d) Not less than one-twentieth (1/20th) or five (05) percent of the members may give notice of a resolution and such resolution, together with any supporting statement, shall be forwarded so as to reach the Chamber: -

(i) in the case of a meeting requisitioned by members, together with the requisition for the meeting; and

(ii) in any other case, at least ten (10) days before the meeting and the Chamber shall forthwith circulate such resolution to all the members.

(5) Participation

(a) Members may attend and participate in any General meeting in person, through video-link or by proxy, in accordance with the provisions of the Companies Act and these Articles.

(b) A member may appoint one (01) proxy through the instrument in writing, signed by the appointer or his / her duly authorized attorney or may attend the meeting through video-link. Such instrument shall be deposited with the Secretary General at least forty-eight (48) hours before the meeting.

(c) A member shall not be entitled to appoint more than one (01) proxy to attend a General meeting.

(d) Every member shall be entitled to one (01) vote, whether attending in person, by proxy or through video-link.

(6) Quorum

(a) A quorum for the transaction of business at any Annual or Extraordinary General meeting shall consist of one-fourth (1/4th) or not less than twenty-five (25) percent of the total membership entitled to attend, including proxies and those attending through video-link.

(b) If a quorum is not present within thirty (30) minutes of the time fixed for the meeting: -

(i) if the meeting was called on the requisition of members, it shall stand dissolved; and

(ii) in any other case, it shall stand adjourned to the same day of the following week, at the same time and place, where the members present shall constitute a quorum.

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(7) Transaction of Business

(a) Ordinary Business

At every Annual General meeting, the following business shall be transacted as ordinary business: -

(i) confirmation and approval of the minutes of the last Annual General meeting;

(ii) consideration, approval and adoption of the annual audited financial statements, together with the auditors' report and the annual performance review report;

(iii) consideration approval and adoption of the annual report; and

(iv) appointment of auditors and fixation of their remuneration.

(b) Special Business

(i) All business other than ordinary business at a General meeting and at an Extraordinary General meeting shall be deemed special business.

(ii) Where any special business is to be transacted, a statement setting out all material facts and draft resolution shall accompany the notice. Where the business involves the approval of a document, the time and place for its inspection shall also be specified.

(c) Additional Business

(i) Announcement of the names of Office Bearers and members elected to the Executive Committee under the provisions of paragraph (b) of sub-rule (19) of rule 18 of the Rules and sub-clause (14) of Clause 24 of these Articles for the prescribed term under Section 11 of the Act, sub-rule (12), (13) and (14) of rule 21 of the Rules and sub-clause (1), (2) and (3) of Clause 17 of these Articles.

(ii) Any other business of which due notice has been given to the Secretary General at least seven (07) clear days prior to the meeting, or such other business as may, with the permission of the President, be placed before the meeting.

(8) Voting of Ordinary and Special Resolutions

(a) At any General meeting, every question or resolution placed before members shall be decided, passed and adopted by a majority vote on a show of hands, unless a poll is demanded.

(b) In the case of equality of votes, the President shall have a casting vote in addition to his own vote.

(c) The President's or Secretary General's declaration that a resolution has been passed, not passed or passed unanimously or by a particular majority, is conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour or against the resolution.

Provided that, in the event of a difference of opinion between classes of members, no ordinary resolution shall be deemed carried unless approved by a majority of votes of each class of members entitled to vote.

(d) A special resolution shall be deemed duly carried and adopted when passed by a majority of not less than three-fourths (3/4th) of present members entitled to vote, in person, by proxy or through video-link, at a General Meeting for which not less than twenty-one (21) days' notice specifying the intention to propose such resolution has been duly given.

Provided that, if all members entitled to attend and vote so agree, a special resolution may be proposed and passed at a meeting of which shorter notice has been given.

(9) Minutes and Records

(a) Minutes of all proceedings of General Meetings, copies of all resolutions passed, along with the names of participants, shall be duly recorded, signed by the President and Secretary General, and entered in properly maintained books at the registered office of the Chamber in physical or electronic form as prescribed under the Companies Act.

(b) A certified copy of every special resolution shall be filed with the Regulator within thirty (30) days of its passing.

(c) Every General Meeting of the Chamber in respect of the proceedings whereof minutes have been so made shall be deemed to have been duly called, held and conducted.

(d) Members shall have the right to inspect minutes and request copies thereof in accordance with the Companies Act.

35. Seal of the Chamber

(1) The Chamber shall have a seal which shall be kept in the custody of the Secretary General.

(2) The seal shall not be affixed to any instrument or document except by the authority of a resolution of the Executive Committee and in the presence of the President, Senior Vice President or a Vice President and the Secretary General.

(3) The President, Senior Vice President or the Vice President and the Secretary General shall sign every instrument to which the seal of the Chamber is affixed.

(4) Any deed, bond or other instrument required to be executed under the seal shall be deemed to have been duly executed on behalf of the Chamber if sealed with the seal and so signed in accordance with this Article.

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36. Memorandum of Association, By-laws and Amendments

(1) Memorandum and Articles of Association of the Chamber, including but not limited to organizational structure, by-laws of the Chamber shall be within the provisions of the Act, the Rules, the minimum basic template or public notices issued by the Federal Government from time to time;

(2) Any amendment to the Memorandum or the Articles of Association of the Chamber, whether made in compliance with the provisions of the Act, the Rules, the minimum basic template or any public notices issued thereunder and Companies Act, or any enhancement or revision of fees specified in these Articles affecting the General Body, shall be framed and recommended by the Executive Committee and shall be effected only through a special resolution duly passed as special business and adopted at a General Meeting convened for that purpose, in accordance with the provisions of section 134 of the Companies Act and this Article.

(3) A certified copy of every such special resolution shall be duly filed with and notified to the Regulator for regulatory approval.

Provided that, amendments to the Memorandum or the Articles of Association may also be made where so required or directed by the Regulator in the exercise of the statutory and regulatory powers vested under the law, for the purpose of ensuring adherence to the Act, the Rules and the minimum basic template.

37. Secrecy

Every member of the Executive Committee, auditors, General Body member, officer, servant or agent or an individual, firm or company hired for rendering any service shall observe strict secrecy in respect of all transactions of the Chamber and the state of accounts with individuals and in matters relating thereto and shall not reveal any of the matters which may come to his / her knowledge in the discharge of his / her duties except when required so to do by the President or the Secretary General or by a court of law and except so far as may be necessary in order to comply with any of the provisions herein contained.

38. Indemnity and Limitation of Liability

(1) Indemnity

(a) Every person holding office as President, Senior Vice President, Vice President, member of the Executive Committee, Secretary General, subordinate officer or servant of the Chamber shall be indemnified by the Chamber and it shall be the duty of the Executive Committee to cause to be paid, out of the funds of the Chamber, all costs, charges, losses, liabilities and expenses whatsoever, including reasonable travel and accommodation expenses and any

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other expenditure properly incurred by the said persons in connection with or arising out of the execution of their office or the discharge of their official duties, provided such acts were done in good faith and in the bona fide performance of their functions.

(b) The amount of such indemnity shall constitute an immediate charge upon the assets and property of the Chamber and shall have priority over all other claims of the members, except those that are secured by law or otherwise specifically provided for.

(2) Limitation of Liability

No President, Senior Vice President, Vice President, member of the Executive Committee, Secretary General, subordinate officer or servant of the Chamber, shall be personally liable for: -

(a) any act, default or omission of any other officer or member of the Executive Committee;

(b) any loss, damage or expense occasioned to the Chamber by reason of any insufficiency or deficiency of title to any property acquired for or on behalf of the Chamber;

(c) the insufficiency or deficiency of any security in or upon which any funds or property of the Chamber may be invested;

(d) any loss arising from the insolvency, bankruptcy or wrongful act of any person, company, or entity with whom any funds, securities or assets of the Chamber may be deposited or entrusted; or

(e) any other loss, damage or misfortune whatsoever which may occur in the execution of their duties or in relation thereto.

Provided always that, such loss or liability has not arisen as a result of the said person's own willful misconduct, gross negligence or dishonesty.

39. Reporting Requirement

Notwithstanding the requirements under the Companies Act, the Chamber shall annually submit by the 31st December to the Regulator: -

(a) annual financial statements as prepared by auditors and approved by the Executive Committee;

(b) plan of activities for the next year as provided in rule 23 of the Rules and this Article; and

(c) a soft and hard copy of list of its members as on the thirtieth (30^{th}) day of November, in the format as set out in Annex-I of Schedule B of the Rules.

Provided that, it shall be ensured that all statutory, regulatory, corporate and financial compliance required under the Act, the Rules, the Companies Act and any other applicable law are duly made and submitted to the concerned authorities within the stipulated time or as

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and when required, including but not limited to cases of change in the Office Bearers, members of the Executive Committee, any amendment to the Memorandum or Articles of Association adopted through a special resolution or any other by-law of the Chamber.

40. Website

The Chamber shall maintain an official website in line with digital standards and expectation of modern business needs at all times which shall include all relevant information such as: -

(a) up-to-date list of Office Bearers with contact details, Executive Committee members, Secretary General and overall management and members of the General Body;

(b) management structure and organogram explaining the institutional hierarchy of the Chamber;

(c) Memorandum and Articles of Association as well as by-laws for the time being in force as may be so specified, if any;

(d) licences including regulatory and financial compliance certificates, if any;

(e) vision, mission statement and objectives of the Chamber;

(f) three (03) years plan of activities of proceeding years, financial statement(s), auditors' report(s) and annual report(s) of preceding year(s);

(g) circulars of Federal and Provincial Governments including circulation of the Chamber related with the businesses;

(h) journals, magazines, books, circulars, reports, catalogues, publications, periodicals, newsletters, advisory and sensitization notes, position papers, press releases and press clippings relating to the objects and activities of the Chamber;

(i) daily engagement and activities of the Chamber;

(j) complete guidelines, requirements and schedule of charges for obtaining services including but not limited to: -

   (i) new membership; re-enrollment and renewal of membership;

   (ii) visa recommendation letter, electronic business invitation letters (EBIL) and guarantee letters;

   (iii) certificate of origin and electronic (E) certificate of origin;

   (iv) document attestation; recommendation and bona fide certificates;

   (v) participation in local and / or international exhibitions and / or trade fairs; and

   (vi) other services rendered by the Chamber to the members.

(k) notices of General Meetings and minutes of such General Meetings;

(l) schedule of meetings of the Executive Committee and minutes of such meetings;

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(m) schedule of election, voters' list, list of candidates, orders on complaints, code of conduct and election's results during election year as mentioned and required by the Act, the Rules and these Articles; and

(n) for the purpose of providing services to members and disseminating information as referred to in the foregoing paragraphs, the Chamber may, from time to time, develop and maintain alternative digital platforms and electronic communication channels to facilitate enhanced, efficient and seamless access to such services and information by its members.

41. Plan of Activities and Performance Review

(1) The Chamber shall prepare a three (03) years plan of activities which shall be approved by the Executive Committee followed by distribution amongst its members and cover, among other matters, the proposed future activities, finances and outcome of such activities intended by the Chamber during the said three (03) years period.

(2) The Chamber 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 Chamber to include, but not be limited to, minutes of meetings and the Chamber's plan of activities.

42. Human Resource and Professional Development

(1) The Executive Committee shall form a Human Resource committee consisting of three (03) members of Executive Committee that shall deal with all human resource related matters of the Chamber.

(2) The human resource committee shall draft a Human Resource (HR) policy covering all aspects of HR based rules and regulations, best practices and professional development of the employees which shall be approved through Executive Committee.

(3) For professional development of the Chamber, the Office Bearers and Secretary General of the Chamber shall always follow best practices including undertaking continuing professional development in order to meet the requirements of respective and sub-ordinate offices and in view of the provisions of the Act, the Rules and these Articles or as notified by the Ministry of Commerce from time to time.

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43. Schedule of Charges

S.No	Head of Fee	Amount of Fee (Non-Refundable)
1	Membership enrollment fee / Re-enrollment fee	Corporate class PKR. 5,500/-
2		Associate class PKR. 3,500/-
3	Membership subscription / Annual subscription (Renewal)	Corporate class PKR. 3,500/-
4		Associate class PKR. 2,500/-
5	Change of class of membership	PKR. 2,000/-
6	Membership form / prospectus	PKR. 500/-
7	Member identify card	PKR. 500/-
8	Duplicate membership certificate / updating the record of membership in members' register	PKR. 1,000/-
9	Visa recommendation letter	For Owner / Director PKR. 8,000/-
		For employee PKR. 10,000/-
10	Guarantee letter	PKR. 20,000/-
11	Electronic business invitation letter (EBIL)	PKR. 10,000/-
12	Electronic business invitation letter (EBIL) processing fee	PKR. 3,000/-
13	Attestation (Per document)	For documents PKR. 500/-
		Certified True Copy PKR. 1,000/-

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14	Bonafide letter	PKR. 1,000/-
15	Nomination fee as a candidate for election, any class including reserved seat - per nomination)	PKR. 10,000/-
16	Voter's List fee (any class) - per list	PKR. 1,500/-
17	Certificate of origin	PKR. 500/-
18	Electronic certificate of origin	PKR. 500/-

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a company limited by guarantee in pursuance of this Articles of Association:

Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreigner, Passport No)	Father's/ Husband's Name in full	Nationality(ies) with any former Nationality	Occupation	Usual residential address in full or the registered/ principal office address for a subscriber other than natural person	Signatures
SENATOR ILYAS AHMED BILOUR	17301-1584493-9	BILOUR DIN	PAKISTANI	CHAIRMAN BILOUR GROUP OF INDUSTRY	CHINAR ROAD, UNIVERSITY TOWN, PESHAWAR	
LIAQAT AHMED KHAN	16202-1033520-3	ABDUL MASTAN KHAN	PAKISTANI	MANAGING DIRECTOR, USMAN GHEE INDUSTRY	MASIAN BUILDING, SWABI	

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HAJI MUHAMMAD ISRAR	17301-1438703-3	HAJI ABDUL LATIF	PAKISTANI	PROPRIETOR SHAHI JEWELERS, SARAFA BAZAR, PESHAWAR, CITY	HOUSE NO. 1, KHUSHAL HOUSE, ASHRAFIA COLONY, PESHAWAR	
MOHSIN AZIZ	17301-8939733-9	AZIZ JAN	PAKISTANI	CHAIRMAN, AZIZ GROUP OF INDUSTRY	WARSAK ROAD, BABU GARHI, PESHAWAR	
GHULAM SARWAR KHAN MOHMAND	17301-1637075-9	JAFAR KHAN	PAKISTANI	CHIEF EXECUTIVE, SUNNY ENTERPRISES	MOH. 1, SHAMI ROAD, PESHAWAR	
SHARAFAT ALI MUBARAK	17301-1407748-3	MUBARAK BAKHSH	PAKISTANI	PROPRIETOR, MUBARAK SONS	2-KHADIM ROAD, PESHAWAR, CANTT.	
COL (RTD) SYED KHIZAR HAYAT	17301-2972239-9	SYED ABDUL MUTALIB	PAKISTANI	CHIEF EXECUTIVE, TARNAB PACKAGES	HOUSE NO. 4, PHASE 5, G-4, HAYATABAD, PESHAWAR	
INAYAT KHAN	17301-5448826-3	MUHAMMAD KARIM	PAKISTANI	PROPRIETOR, INAYAT TRADING CO.	HOUSE NO. B-5, STREET NO. 7, ASAD ANWAR COLONY, PESHAWAR.	عنایت خان
HAJI MUHAMMAD ASAF	17301-1619201-9	MUHAMMAD ASHRAF	PAKISTANI	CHIEF EXECUTIVE, ASHRAF MATCH (PVT.)	JAVED TOWN, GULBAHAR NO. 3, PESHAWAR	

				LTD.		
GHAZANFAR BILOUR	17301-5588813-7	ILYAS AHMED BILOUR	PAKISTANI	DIRECTOR, BILOUR INDUSTRIES (PVT.) LTD.	19-A, CHINAR ROAD, UNIVERSITY TOWN, PESHAWAR	

Dated the 14th day of January, 2026

Witness to above signatures: ***(For the documents submitted in physical form)***

Signature	
Full Name (in Block Letters)	**MUQTASID AHSAN**
Father's/ Husband's name	**ANWAR KHAN**
Nationality	**PAKISTANI**
Occupation	**SECRETARY GENERAL, SCCI**
NIC No.	**17301-5251430-1**
Usual residential address	**HOUSE NO. SH/187, NEAR FAROOQ-E-AZAM MASJID, FAQIRABAD NO.02, PESHAWAR.**

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