

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
PAKISTAN TANNERS ASSOCIATION
THE COMPANIES ORDINANCE, 1984 (XLVII of 1984)**

(An Association formed for promoting the objects mentioned in the memorandum, prohibiting payment of any dividends to its members)

- I. The name of the Association shall be **“PAKISTAN TANNERS ASSOCIATION”**.
- II. (a) The Registered Office (Head Office) of the Association will be situated in Karachi in the province of Sindh. Besides the Head Office the Association shall have two zonal offices and two liaison offices as under :-
- (i) Northern Zone, with Zonal Office at Lahore consisting of Punjab, NWFP, Northern Area and A.J.K.
 - (ii) Southern Zone with Zonal Office at Karachi, consisting of Sindh and Baluchistan Provinces.
 - (iii) A Liaison Office at Peshawar (NWFP).
 - (iv) A Liaison Office at Quetta (Baluchistan).

The Association may have branch offices at other places in Pakistan.

- (b) The area of operation of the Association shall be the whole of Pakistan.
- III) The objects for which the Association is established are the following :-
- (a) to protect, promote and develop tanning industry in Pakistan;
 - (b) to unite and encourage-co-operation between firms, companies and individuals engaged in tanning industry;
 - (c) to encourage friendly feelings and unanimity amongst the members of the Association;
 - (d) to consider and deal with all questions and matters concerning the manufacture of leather by and the trade and commerce in leather of, its members and devise ways and means to overcome any difficulties or problems arising therein;

- (e) to make representations to Federal or Provincial Governments, Local Bodies or any other bodies/departments on the grievances and demands on behalf of the members of the Association;
- (f) to consider, support or make suggestions for legislation or other Government measures affecting the common interest of those engaged in tanning industry;
- (g) to make all possible efforts to strengthen Pakistan and to afford all possible facilities and help to Government, which the Association or any member of the Association is capable of;
- (h) to act as representatives, advisers, arbitrators, delegates and agents of tanning industry in Pakistan, in all matters pertaining to the said industry, which may from time to time arise;
- (i) to settle the controversies between the members of the Association;
- (j) to lay out, establish, maintain, manage and control the affairs of the market in leather;
- (k) to arbitrate in the settlement of disputes arising out of commercial transactions between members willing or agreeing to abide by the judgment and decision of the Association;
- (l) to collect, maintain and distribute or supply such statistics, data and other information necessary for the uplift of the tanning industry through letters, circulars, periodicals and press publicity;
- (m) to establish and promote contacts in foreign countries and develop trade relations with them in order to popularise the leather industry of Pakistan;
- (n) to help import materials, goods and other requirements of the members and to distribute the same to the members on “no profit no loss” basis, and to afford help to any of the members in the procurement of such machinery materials and requirements as may be necessary for the establishment, growth and development of the tanning industry;
- (o) to safeguard and promote the interests of the labour employed by the tanning industry;
- (p) to issue certificate of origin, measurement and weightment in accordance with the requirements of the leather industry ;
- (q) to subscribe to and become member of the Federation of Pakistan Chambers of Commerce & Industry and to procure from and communicate with any organisation of trade and industry in Pakistan or abroad such information as may seem conducive to the attainment of the objects of the Association;

- (r) to set up Research Institutes for the development of tanning industry including the use and production of indigenous tanning materials to make the country, as far as possible, self sufficient and to take necessary steps for proper and scientific flaying preservation, gradation and marketing of raw hides and skins;
- (s) to set up an Export Promotion Council, and take measures, for the development of tanning industry and for boosting the exports of leather industry;
- (t) to establish and run appropriate organisation for inspecting and certifying the quality of leather intended for export;
- (u) to purchase, take on lease or in exchange, hire or otherwise acquire any building godown, market and other immovable property for the purpose of the Association, and sell, improve, manage, develop, lease or let, mortgage, dispose or turn to account or otherwise deal with all or any part of the property of the Association;
- (v) to accept any request, gift, donation or subscription towards or to accumulate and provide funds or an endowment or waqf and to invest the same and apply the income arising therefrom or to resort to the capital thereof, for any of the objects of the Association;
- (w) to borrow or raise fund required for the purpose of the Association upon such terms and in such manner and on such securities as may be determined by the Association;
- (x) to give financial assistance or support to any member of the Association on such terms as may be thought proper, and to give donations and subscriptions to any charitable, religious, educational and other research institutions or objects of a public character subject to availability of funds;
- (y) to remunerate, subject to the provisions of Clause IV any person or persons for services rendered or to be rendered in any manner whatsoever to the Association for promotion of the subject thereof;
- (z) (i) to set up organisation or organisations to render specific service to members or non-members on payment of such fee as may be decided from time to time, provided that the income so derived shall be utilised solely for the benefit of the Association, and generally,
 - (ii) to do all lawful acts that may be necessary or incidental to the attainment of the above objects or any of them;

- IV. The income and property of the Association, wherever so derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise, however, by way of profit to the persons who at any time are, or have been, members of the Association or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any member thereof, or other person in return for any services actually rendered to the Association.
- V. The fourth paragraph of this Memorandum of Association is a condition on which a licence is granted by the Government to the Association in pursuance of section 3 of the Trade Organisations Ordinance, 2007 (XXXI of 2007) and the Trade Organisations Rules, 2007.
- VI. If any member of the Association pays or receives any dividend, bonus, or other profits in contravention of the fourth paragraph of the Memorandum of Association, his liability shall be unlimited, except as above the liability of the members is limited.
- VII. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up, during the time he is a member, or within one year afterwards, for the payment of the debts and liabilities of Association contracted before the time at which he ceases to be member of all costs, charges, and expenses of winding up the same and for the adjustment of the rights of the contributions amongst themselves, such amount, as may be required; but not exceeding Rs.1000/-(Rupees One Thousand Only).
- VIII. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities and properties whatsoever, the same shall not be paid to, or distributed among the members of the Association, but shall be given or transferred to such other institution or institutions having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of dissolution and in default thereof by the High Court in Pakistan as may have or acquire jurisdiction in the matter.
- IX. True Accounts shall be kept of the sum of moneys received & expended by the Association & the matters in respect of which such receipts & expenditure take place and of the property, credits & liabilities of the Association once atleast in every year. The accounts of the Association shall be examined and correctness of the balance sheet ascertained by one or more Auditors who shall be properly qualified Chartered Accountants.
- X. Amendments to this Memorandum of Association shall be subject to the approval of the Federal Government and Securities & Exchange Commission of Pakistan and shall also be made when required by the Government in public interest.

We, the several persons whose names and addresses are subscribed below, are desirous to be formed into an Association in pursuance of the Memorandum of Association :-

Sl. No.	NAME OF SUBSCRIBERS	REPRESENTATIVES OF THE FIRM TO P.T.A.	ADDRESSES	SIGNATURES
1.	M/s. Din Leather (Pvt) Limited.	Mr. S.M. Muneer Managing Partner	35-A/1, Lalazar Area, Opp:Beach Luxury Hotel Karachi.	
2.	M/s. Muhammed Shafi Tanneries (Pvt) Ltd.,	Mr. Mohammad Naseem Managing Partner	Shafi House, A-35/3, M.T. Khan Road, Karachi.	
3.	M/s. Mohamed Ismail Mohamed Aslam Limited, Karachi	Mr. S.M. Saleem Chairman	Cavish Court, A-35, Block 7 & 8, Shahrea Faisal, Karachi.	
4.	M/s. Shaikh Brothers.	Mr. Habibur Rehman Shaikh Partner	5-C, 16th Commercial Street, Phase II, Extn., Defence Housing Authority, Karachi.	
5.	M/s. East Pakistan Chrome Tannery	Mr. Shahid Usman Partner	45-50, Industrial Area, Gulberg-III, Lahore	
6.	M/s. Eastern Leather Co. (Pvt) Ltd.	Mr. S. Anjum Zafar Director	Street No.20, Akram Road, Hide Market, Lahore.	
7.	M/s. The Hilal Tanneries Limited.	Ch. Shahid Hussain Director	Servis House, 2-Main Gulberg, Lahore.	
8.	M/s. Mehr Dastgir Leather & Footwear Industries (Pvt) Ltd.	Khawaja Muhammad Abdullah Director	Al-Muzaffar, Kutchery Road, Multan.	
9.	M/s. Ideal (Pvt) Ltd.	Mr. Fawad Ijaz Khan Chairman	Ideal Centre, A-18-19, KCHSU Ltd., Karachi.	

Dated, Karachi this _____ day of _____ 20

Witness to the above signatures.

1. _____

2. _____

ARTICLES OF ASSOCIATION OF PAKISTAN TANNERS ASSOCIATION

(AN ASSOCIATION FORMED FOR PROMOTING THE OBJECTS MENTIONED IN THE MEMORANDUM OF ASSOCIATION, PROHIBITING PAYMENTS OF ANY DIVIDENDS TO ITS MEMBERS)

1. In these Articles unless there is anything in the subject or context inconsistent therewith :

- | | |
|------------------------|---|
| “ASSOCIATION” | means the Pakistan Tanners Association. |
| “COMMITTEE” | means the Central Executive Committee of the Association. |
| “Associate Member” | a member of a trade organisation which is not a body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above shall be called “Associate Member” |
| “Corporate Member” | means a member of a trade organisation which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above. |
| “Northern Zone” | means the province of Punjab, Northern West Frontier Province and Islamabad Capital Territory. |
| “Southern Zone” | means the province of Sindh and Baluchistan. |
| “Office-bearers” | means the Chairman, Vice Chairmen of the Association. |
| “Zonal Offices” | means the Office controlled and run by the respective Zonal Committee. |
| “Zonal Office-bearers” | means the Zonal Chairman, Zonal Vice Chairman of respective Zonal Committee. |
| “Person” | shall mean and include any firm, company or corporation. |

“Register”	means the register of members of the Association required to be kept in pursuance of Rule 3 & Rule 6 (i) of the Trade Organisations Rules, 2007.
“Secretary General”	means “Secretary” an individual professional full-time employee of the Association who shall be in charge of the Secretariat of the association and responsible for day to day operations of the association and in his capacity as such shall be the custodian of all record pertaining to the association.
“Trade Ordinance“	means the Trade Organisations Ordinance, 2007 for the time being in force.
“Trade Rules“	means the Trade Organisations Rules, 2007 for the time being in force.
“Director General“	means the Director General of Trade Organisations appointed under the Trade Ordinance.
“The Ordinance“	means the Companies Ordinance of 1984 or any other statutory enactment in place of said Ordinance for the time being in force.
“Year “	means accounting year commencing from the 1st July and ending on 30 th June.

Words indicating the singular number shall include plural number and vice-versa.

2. Terms and conditions for getting Licence, Election Procedure, Organisational Structure of the Association, Management, Reporting requirements etc. are to be followed as per provisions laid down in the Trade Organisations Ordinance, 2007 (XXXI of 2007) and the Trade Organisations Rules, 2007. :
3. For the purpose of registration, the Association is declared to consist of unlimited number of members.

4. **MEMBERSHIP AND RENEWAL OF MEMBERSHIP OF THE ASSOCIATION :**

- (1) Any business concern which meets the following criteria shall be eligible for grant or renewal of membership of Pakistan Tanners Association, 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 the name of the business concern;

- (b) the prospective member's business fits within the defined business scope or area of jurisdiction of the association as provided in the said association'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 association;
 - (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) Membership may be cancelled or such membership be disqualified, in addition to the grounds provided under the memorandum and articles of association, if the member breaches any provision of the Trade Organisations Ordinance or Rules-2007.
- (3) The **membership of the association shall be granted for a period of one year** and shall **expire on the 31st day of March every year** irrespective of the date of grant of membership.
- (4) The membership shall be renewable on annual basis subject to fulfilment of following conditions, namely:-
- (a) **payment of prescribed** subscription within the time stipulated in the memorandum, which shall not be later than **31st of March**; and
 - (b) proof of filing return of income tax and sales tax, if applicable, for the preceding year.
- (5) There shall be **two classes of memberships** in the Association –
- (a) Any business concern engaged in Tanning Industry which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above shall be called **“Corporate Member”**; and
 - (b) Any business concern engaged in tanning industry **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 less than Rs. 50 million shall be called **“Associate Member”**.
- (6) The members of the Association shall be the subscribers to the Memorandum and Articles of Association and those who may hereafter be accepted as members by the respective Zonal Committee of the Association.

5. **ADMISSION FEE AND ANNUAL SUBSCRIPTION :**

A member will be required to pay Admission Fee and Annual Subscription / Annual Renewal Membership Fee at the rate to be determined by the Executive Committee in conformity with Trade Organisations Rules, 2007.

The duration of membership as per rules will be from 1st April to 31st March every year.

Two-third of the admission fee and annual subscription received by the Zonal Offices in respect of Members registered in the areas covered by them shall be retained by them and the balance one-third shall be remitted to the Head Office of the Association at the **latest by the last date of May each year.**

(b) If any Zonal Office does not remit its dues to the Head Office by the last date of **MAY** or its elections are not held by that date or the names of the persons elected by it for the committee are, for any reason, not communicated to the Head Office, the election of the Committee shall not be withheld but the members from that particular Zone shall not be included in the Committee until, such times as the dues are fully paid or the names are duly communicated to the Head Office. Notwithstanding anything contained herein, the committee shall only be comprised of members belonging to such zones as have paid their dues and duly held their election for the Committee and communicated the names of such elected persons by the date specified in the Election Schedule.

(c) The membership subscription shall become due for payment on the **1st day of March** each year, any member who does not pay his subscription by the **31st March** shall be deemed to have been automatically removed from the membership of the Association.

(d) If a member is admitted during the course of the year, he shall pay the full amount of subscription of the accounting year of the Association including the month in which the member is admitted. Such a member shall nevertheless pay the admission fee at full rate.

(e) If an Associate Member is approved for admission as Corporate Member on merit during the course of the year, he shall pay to the Association the difference between the rates of admission fee and subscription prescribed for two Classes of Members provided that the Committee may reduce the amount thus payable on account of subscription proportionately for the remaining months of the year.

(f) If a Corporate Member wants to become Associate Member on merit during the course of the year no refund shall be made to him on account of admission fee and subscription for the year.

(g) The membership fee chargeable from each class may be fixed first by the Central Executive Committee and finally Annual General Body Meeting subject to approval of the Director-General of the Trade Organisation.

6. APPLICATION FOR MEMBERSHIP

(a) A business concern desirous of becoming member of the Association and willing to abide by the Memorandum and Articles of the Association and Trade Organisations Rules-2007 under Section 11 shall submit application to the Zonal Committee in whose jurisdiction his concern is located, an application in the form prescribed in Appendix “A” duly proposed by one Member and Seconded by another together with the prescribed admission fee and annual subscription. The Zonal Committee shall after scrutinising the application approve or reject the same on opinion of majority of committee members present and inform the Central Committee accordingly.

(b) In case of rejection of an application for enrolment as a Member, no further application from the same applicant shall be entertained for a period of one year, from the date of such rejection and the admission fee and subscription paid by the applicant shall be refunded. When an application is rejected by majority decision of the Committee, no explanation or reason thereof shall be given for such rejection.

(c) The Trade Organisations Rules-2007 under Section 11 regarding submission of application in the prescribed form referred to in Clause 9(a) above, shall not apply in the case of business concern desirous of becoming members of the Association until its first election is held under these Articles.

7. RESIGNATION, REMOVAL OR EXPULSION FROM MEMBERSHIP

(a) Any member may resign from the Association by giving 30 days notice in writing to the Committee through the respective Zonal Committee and upon the expiry of the period of notice he shall cease to be a member. The Member who has resigned or whose name has been removed from the register due to non-payment of subscription or other dues of the Association or expelled from the Association shall remain liable to pay all dues to the Association upto the date of resignation, removal or expulsion from the Association.

(b) Any member who has resigned or whose name has been removed from the register or who has been expelled from the Association shall not be entitled to refund of any money paid to the Association.

8. (a) A member shall be liable to be expelled or his rights and privileges with the Association shall be liable to be withdrawn for any of the following reasons by a resolution of the concerned Zonal Committee or the Committee passed by two-third majority of members present in a meeting specially convened for the purpose of :-

- (i) neglecting or refusing to submit, abide by or carry out any decision of the Zonal Committee or the Committee;
- (ii) indulging in any unethical business practice in the field of trade, commerce or industry;
- (iii) intentional violation of the rules and regulations, policies and Memorandum and Articles of the Association;
- (iv) Non-payment of the dues of the Association.

Provided that a Member shall not be so expelled unless he has been given an opportunity of explaining his position in writing and or in person, provided further that the Members so expelled shall have the right to appeal, within one month from the date of expulsion, to the Committee against decision of the Zonal Committee and to the General Body of the Association against the decision of the Committee. Such appeal shall be placed at the next meeting of the Committee or the General Body, as the case may be, for its consideration and the decision of the Committee or the General Body on it shall be final.

- (b) A member shall cease to be member of the Association if he :-
 - (i) is found to be of unsound mind by a Court of competent jurisdiction; or;
 - (ii) is adjudged insolvent, or on his applying for relief as insolvent debtor; or;
 - (iii) closes or transfers his business.

9. RESTORATION OF MEMBERSHIP

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

10. RIGHTS AND PRIVILEGES

Every member, no matter to which class he belongs, shall have one vote and shall have equal rights and privileges except as provided in these Articles.

11. If any member is a firm, company or corporation only one partner, director or authorised representative of the said firm, company or corporation shall be entitled to act and vote at any meeting on its behalf.

12. A member shall be entitled to vote personally only. Postal ballot or proxy will not be allowed.

13. (a) No member shall be entitled to vote at any meeting of the Association unless all moneys due from him on account of subscription or otherwise have been paid to the Association by the due date.

(b) No member who has resigned or ceased to be member or has been expelled from the Association shall be entitled to attend or vote at any meeting of the Association.

14. The Chairman or whosoever be presiding over a meeting shall, in the case of equality of votes, have a second or casting vote.

15. REGISTER OF MEMBERS :

(a) A register containing the names and addresses of all the members of the Association and their authorised representatives, shall be kept at the office of the Association. A similar register shall also be kept by each Zonal Office in respect of its members. All changes in the addresses etc. of the member shall be intimated by them immediately in writing to Zonal and Head Offices of the Association.

(b) The members shall have the right to inspect the register and, if they are not satisfied with any entry, they may request for necessary corrections to be made.

16. ZONAL OFFICES :

(a) Besides the Head Office, the Association shall have two Zonal Offices and two Liaison Offices as under :-

- (i) Northern Zone with Zonal Office at Lahore consisting of Punjab, NWFP, Northern Area and A.J.K.
- (ii) Southern Zone with Zonal Office at Karachi consisting of Sindh and Baluchistan Provinces.
- (iii) Liaison Office at Peshawar (NWFP).
- (iv) Liaison Office at Quetta (Baluchistan).

Provided that if in any Zone, the strength of members is less than 10, no Zonal Office shall be set up in that Zone and its affairs shall be looked after by the other Zonal Office.

(b) **ZONAL COMMITTEES**

- (i) The affairs of the Association shall be managed and administered by the Committee composed of as follows :-

Chairman	...	1
Vice Chairman	...	1
Members	...	08
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Total		10
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Out of 02 Office bearers and 08 Managing Committee members, 08 shall belong to Corporate and 2 to Associate Class of members.

- (ii) The Zonal Office Bearers shall be elected in the manner indicated below :-
 - (i) Above 10 members shall elect from among themselves the Zonal Chairman and Zonal Vice Chairman of the Association.
 - (ii) The election of the Chairman as well as those of the Vice Chairman and Members of the Committee shall be announced at the Annual General Body Meeting of the Association.
 - (iii) On the expiry of the fixed tenure period, the Chairman will automatically cease to be the Chairman and shall hand over the charge of his office to the new elected Chairman or to the Executive Committee of the Association.
 - (iv) The Office-bearers and the members of the Zonal Committees shall retire, and the newly elected ones shall take over their respective offices, at the Annual General Meeting of the Association.

17. ELECTIONS WITHIN ASSOCIATION :

(a) Subject to the provisions of section 11 of the Trade Organisations Ordinance, 2007, the elections of the association shall be **held on annual basis between 1st of July to 30th of September of the year.**

- (i) The election of the Zonal Executive Committees shall be held by secret ballot and their final result shall be officially announced at the general meeting of the Association called by the respective Zonal Committees for this purpose **within fifteen days of the date of polling but on or before 15th September.**
- (ii) On completion of the term the retiring members of the Executive Committee shall not be eligible to stand for election or cooption for the Committee in any representative capacity for the next one year.

(b) The Members of the Central Committee and Zonal Committees shall retire, and the newly elected ones shall take over their respective office, at the Annual General Body Meeting of the Association.

(c) The Zonal Executive Committees shall approve the election schedule and appoint an Election Commission, comprising three members who shall be other than those contesting the election.

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

(e) The tenure of members of Executive Committee provided in sub-rule (5) and (6) of Rule 23 of the Trade Organisations Rules, 2007 shall be two years subject to the following:

- (a) fifty per cent members of the Executive Committee shall retire every year;
- (b) after the first election of the Executive Committee under the Ordinance a draw shall be made to determine the fifty per cent members who shall retire after expiry of first year.

(f) At least fifty per cent of the members of Executive Committee shall be from the corporate class.

(g) The Corporate and Associate Class of members shall elect separately 8 members from Corporate Class and 2 members from Associate Class each on the Zonal Committee. The representatives so elected shall then elect from among themselves one Zonal Chairman and one Zonal Vice Chairman.

(h) No member who has not paid his subscription fee at the latest by the **31ST MARCH** shall be eligible to stand, or propose or second a candidate for election.

Provided that this clause shall not apply in the case of the first election to be held immediately after the incorporation of the Association.

(i) A candidate who desires to stand for election must be proposed by one member and seconded by another member belonging to his own class of membership.

(j) The candidates who receive the largest number of votes shall be deemed to have been elected.

18. ANNOUNCEMENT OF ELECTION SCHEDULE :

(1) The election schedule of the Association shall be approved by the Zonal Executive Committee of the association and **issued by the Zonal Secretary in the first half of July.**

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

- a. Displayed at the notice board of the head office and regional offices of the association.
- b. Displayed at the website of the association and
- c. Submitted to the Director-General, Trade Organisations.

19. ELIGIBILITY OF VOTE :

(1) Subject to provisions of section 10 of the Trade Organisations Ordinance-2007, the eligibility of a member of the association to vote at the elections of the association shall be subject to following conditions :

- (a) the member has **completed two years of valid membership** of the association as on the date of announcement of election schedule by the Executive Committee of the association; and
- (b) the member has fulfilled the conditions of membership and renewal thereof of the association under the Trade Ordinance-2007 under Rule 11.

(2) Every member eligible to vote shall deposit with the Zonal Secretary, the specimen signature card along with his/her photograph indicating the status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or, as the case may be, a multi-national corporation.

(3) The proprietor, partner or director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of public limited company or a multinational company shall be entitled to cast vote at the time of election only if name of such person has already been registered with the Zonal Secretary and his/her name appears on the list of voters.

20. APPOINTMENT OF ELECTION COMMISSION :

Simultaneously with the approval of the election schedule as provided in Clause 18 above according to rule 16 of the Trade Organization Rules-2007 the Zonal Executive Committee of the association shall appoint an election commission subject to the following conditions, namely:-

- (a) the commission comprises three members;
- (b) the members so appointed have submitted their consent in writing to their appointment as such;
- (c) the members of the commission, so appointed, have not held any office of the respective trade organisation for the preceding two years;
- (d) the members of the commission shall not be entitled to become a candidate in the election, they are conducting;

- (e) the members of the commission shall be independent, impartial and non-partisan; and
- (f) the members of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

21. FUNCTIONS OF ELECTION COMMISSION :

The election commission shall be in-charge of all arrangements connected with the conduct of elections including but not limited to:

appointment of polling staff;

ensuring display of the tentative voters' list by the Zonal Secretary for the purpose of inviting objection as provided in sub-rule (3) of Trade Organisations Rule 20;

- (c) examination of and decision on the objections received on the voters' list as provided in sub-rule (6) of Trade Organisations Rule 20; and
- (d) supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, transparent and fair manner in accordance with the provisions of the memorandum and articles of association and instructions of the Federal Government or the Director-General in this regard; and
- (e) counting of votes and announcement of results.

22. ELECTION PROCEDURE :

(1) The election of the association shall be conducted according to the procedure laid down in the respective articles of association subject to the following :-

- (a) The election of the members of Executive Committee and office bearers shall be held by secret ballot,
- (b) neither postal ballot nor proxy shall be allowed; and
- (c) the polling shall be held at the zonal offices or where the number of voters exceeds fifty at the branch offices of the trade organisation:

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

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

(3) The Zonal Secretary of the association shall display within seven days of the announcement of election schedule the provisional list of all members eligible to vote along with

their national tax number, sales tax registration number, if applicable, the name and national identity card number of their representative. The list shall be displayed at:

- (a) the notice board of the head office and regional offices of the association; and
- (b) the website of the association.

(4) The members who have any objection to the entries in the list of voters shall send their objections in writing to the Zonal Secretary within seven days of the issuance of the voters' list.

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

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

(7) Within three days of decision by the commission or in case the Commission fails to decide within the stipulated time provided in clause 22(6) above, any person aggrieved by the decision of the commission may appeal to the Director-General whose decision in this regard shall be final.

(8) Within two days of the decision of the Director-General the final voters' list shall be:

- (a) displayed at the notice board of the head office and regional offices of the association;
- (b) displayed at the website of the association; and
- (c) submitted to the Director-General:

Provided that if no appeal has been filed to the Director-General, the final list of voters shall be displayed within fifteen days of the decision of the election commission under sub-clause (6) above.

(9) Within four days of the display of the final list of voters, any person who is eligible to contest the election for the vacant post, shall send his nomination duly proposed and seconded by a duly registered voter and signed by the candidate to the Zonal Secretary.

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

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

(12) The objections, if any, to the nomination of the candidates can be filed to the election commission within twenty-four hours of issuance of the list of candidates, which shall be decided by the election commission within two days.

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

(14) Within two days of the decision of the Director-General the commission shall issue the final list of candidates:

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

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

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

(17) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within 24 hours of the last date of receipt of nomination papers.

(18) Within 2 days of display of final list of candidates, the polling for election of office bearers shall be held.

(19) The final result of the election of members of Executive Committee and office bearers shall be officially announced at the annual general meeting of the association called for this purpose within fifteen days of the date of polling under the preceding clause as under :

- (a) The Announcement of election result of Zonal Committee shall be made at the Zonal General Body Meeting which shall be held on a date not later than the **15th day of September of the year.**
- (b) The announcement of election result of Central Committee shall be made at the Central General Body Meeting which shall be held on a date not later than the **30th day of September of the year.**

(20) The announcement of election results in the annual general meeting in pursuance of the preceding sub-rule shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Trade Ordinance-2007.

(21) The final election results announced in the annual general meeting shall be:

(a) displayed at the notice board of the head office and zonal offices of the association within two days;

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

(c) submitted to the Director-General within 7 days.

23. CONDUCT OF ELECTIONS :

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

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

(3) After comparing the signatures and photograph with the specimen signature card the polling officer shall hand over the ballot paper to the voter.

(4) The ballot paper shall be signed by the Zonal Secretary or an officer of the association duly authorized by the commission in this behalf and shall also be signed by the polling officer at the time when it is issued.

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

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

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

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

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

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

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

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

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

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

(15) The record of elections shall be opened for inspection upon an application made in this behalf by the candidates within seven days of the date of polling and with the approval of the Director-General.

24. TERM OF THE OFFICE :

The Office bearers of Executive Committee of the association shall have **a term of one year** with effect from the date of election but not later than **first day of October** in each year. As per Trade Organizations Sub-Rule 13 of Rule 23 of the Trade Organisations Rules, 2007 on completion of the term of the Office Bearers and members of the Executive Committee they shall not be eligible to contest election or co-option in any representative capacity in the association for the next one year. The Executive Committee members of the association have two-years term but every year 50% of the Executive Committee would be retired and there would be election for remaining 50% of the Executive Committee. The tenure of office bearers of Executive Committee of the association shall be one year.

However, office of the Central Chairman of Association shall rotate between North & South Zones, after expiry of the term of one year.

25. CASUAL VACANCY IN ZONAL OFFICES :

If any vacancy occurs of a Member of the Zonal Committee it shall be filled by co-option from among the members to which the outgoing member belonged. That of the Zonal Chairman or Zonal Vice Chairman shall be filled by the Zonal Committee by election from amongst its existing Members and the resultant vacancy shall be filled by co-option. Provided further that no such vacancy shall be filled under this clause during the first 90 days as well as 270 days after the holding of the annual election.

EXPLANATION : The term “Casual Vacancy” shall include all vacancies occurring for any reason, after the announcement of the results of the annual election.

26. Any person elected to the office of the Association shall automatically cease to hold such office on the expiry of term of his office.

(a) Provided that if any office falls vacant, the Zonal Secretary of the Association will perform the day to day functions of such office till a person is elected to that office.

(b) Provided further that where any such office remains vacant for more than thirty days, Director General, Trade Organisations may on his own accord or on application by a member of such Association appoint an Administrator to perform functions of such office till a person is duly elected to such office.

27. ORGANISATIONAL STRUCTURE OF THE ASSOCIATION :

(1) The Association shall comprise a Chairman, Vice- Chairman, an Executive Committee and a General Body.

(2) Provided that the Association may have more than one Vice-Chairman, as provided in its memorandum and articles of association.

(3) Members of an association shall constitute its General Body.

(4) The General Body constituted under sub-rule (3) above of Rule 23 of the Trade Organisations Rules, 2007, in addition to the functions and responsibilities assigned to it in the memorandum and articles of association shall, subject to the following provisions of clause (c) of sub-rule (5) of the Rule 23 of the Trade Organisations Rules, 2007 and sub-section (7) of section 10 of the Trade Organisations Ordinance, 2007 serve as the electoral college for election of members of Executive Committee, except for the seats reserved for women for which the electoral college shall be the Executive Committee.

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

- (a) There shall be a **minimum of ten and maximum of thirty seats** of Executive Committee.
- (b) At least **fifty per cent** of the members of Executive Committee shall be from the **corporate class**.
- (c) The electoral college for each class of members of Executive Committee shall be the members of General Body from the respective class.
- (d) In addition to the seats provided in clause (a) above, the **immediate past Chairman** of the association shall be an **ex-officio member** of the Executive Committee **without voting right**.

(6) The Association in addition to the number of seats in Clause (5) above, there shall be **two seats** of Executive Committee **reserved for women entrepreneurs** for which the electoral college shall be the Executive Committee.

(8) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with members from other category:

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

(9) In the association where the General Body comprises at least **fifty per cent members from Associate Class**, there shall be **rotation of office of the Chairman** between the **Associate and Corporate Members**.

(10) Where there is rotation of office of the Chairman under clause (9) above, the Chairman and the *Vice-Chairman* shall not be from the same class of members provided in sub-rule (7) of rule 11 of the Trade Organisations Rules, 2007.

Provided that where there are **more than one Vice-Chairmen** at least **one shall be from the class of members other than that of the Chairman**.

(11) The **office bearers** of the association shall be **elected by the Executive Committee** from amongst its members.

(12) The **tenure of all elected office bearers shall be one year**.

(13) The **tenure of members of Executive Committee** provided in Clause (5) and (6) above, **shall be two years** subject to the following :

- (a) fifty per cent members of the Executive Committee shall retire every year;

- (b) after the first election of the Executive Committee under the Ordinance, 2007 a draw shall be made to determine the fifty per cent members who shall retire after expiry of first year.

(14) The tenure of office bearers of Executive Committee shall be one year.

(15) On completion of the term the office bearers and members of **Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the association for the next one year.**

Provided that this Clause (15), shall not apply to the office bearers and members of the Executive Committee elected under the repealed Ordinance.

28. POWERS OF THE ZONAL COMMITTEES :

The Zonal Committee shall have the following powers & functions :-

- (i) to deal with such problems of the members of the Zone as have a local bearing or concern the local or provincial authorities, whereas matter effecting the members of the Association or the industry as a whole and those concern the Central Government shall be dealt with by the Committee, provided that in the event of difference of opinion between the Zonal Committees and the Committee the views of the former shall not be shut out by the latter while corresponding particularly with the Government;
- (ii) To receive application for admission as member as per Rule 11(7) of the Trade Organisations Rules, 2007 from those engaged or desirous to engage in tanning or allied industry/trade, within its jurisdiction and to approve or reject the same as provided in Article 7 *ibid*.
- (iii) to expel any member within its jurisdiction from the membership register;
- (iv) to receive admission fee and annual subscription from members within its jurisdiction and to forward one-third of the amounts so received to the Head Office of the Association by the date not later than the last date of June every year.
- (v) to defray, subject to availability of funds, travelling expenses incurred by the Zonal Office-bearers and members of the Executive Committee in connection with the meetings of the Zonal Committee and / or Central Executive Committee of the Association.

- (vi) to convene annual, Extra-Ordinary and Special General Meetings of the members of the Zone concerned;
- (vii) to arrange for proper audit of the accounts of the Zonal Office and presentation of the statement of accounts at its Annual General Meeting;
- (viii) to correspond with the Provincial Government or local authorities or administration of the respective Province provided that the Zonal Committee shall not directly correspond with the Central Government and that where a matter concerns the Central Government it shall be progressed by or through the Committee;
- (ix) to appoint Zonal Secretary and other staff for the Zonal Office on such terms and conditions of service as may be deemed proper;
- (x) to act within the over-all jurisdiction and authority of, and to carry out the instructions given from time to time by the Committee;
- (xi) to set up branch offices if deemed necessary at such places within the zone concerned as may be considered necessary from time to time and to frame rules and regulations regarding the composition, functions, etc., of the Branch Committee and generally;

to enjoy such other powers and to carry out such other duties and functions in respect of the areas covered by it as those of the Committee in respect of the Association as laid down in Article 31.

29. CENTRAL COMMITTEE :

(a) The affairs of the Association shall be managed and administered by the Committee composed of as follows :-

Chairman	...	1
Vice Chairmen	...	2
Members	...	13
Total		16

In addition to the number of seats in the Central Executive Committee as above, there shall be **two seats** of Executive Committee **reserved for women entrepreneurs** for which the electoral college shall be the Executive Committee.

- (b) The Central Office Bearers shall be elected in the manner indicated below :-
- (i) Each Zonal Office shall **elect 8 members separately** at the time of its annual election for representation on the Central Committee. 6 shall be elected from Corporate Class of membership and 2 shall be elected from Associate Class.
 - (ii) Announcement of the names of new elected Executive Committee members will be made at the Annual General Body Meeting of the Association.
 - (iii) The 16 members belonging to the two Zones shall elect from among themselves the Central Chairman and two Vice Chairmen of the Association in the first meeting of the Central Executive Committee.
 - (iv) In addition to the seats provided in clause (a), the immediate past President or, as the case may be, the Chairman of a trade organization shall be an ex-officio member of the Executive Committee without voting right.
 - (v) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with members from other category.

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

- (vi) In any trade organisation where the General Body comprises at least fifty per cent members from Associate Class, there shall be rotation of office of President and, as the case may be, the Chairman between the Associate and Corporate Members.
- (vii) Where there is rotation of office of President under sub-rule (9), the President and *Vice-President* or Chairman and, as the case may be, the *Vice-Chairman* shall not be from the same class of members provided in sub-rule (7) of rule 11:

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

- (viii) On the expiry of the **one year tenure period**, the Chairman and the two Vice Chairmen will automatically cease to be the Chairman and Vice Chairmen and shall hand over the charge of their office to the newly elected Chairman and two Vice Chairmen or to the Executive Committee of the Association.

30. SHARING OF EXPENSES OF CENTRAL OFFICE :

The two zones will equally share expenses of the Head Office if the later exceeds the sum of the remission equivalent to one-third of the admission fee and subscription received by the two zonal offices and paid to the Head Office.

31. POWERS OF THE CENTRAL COMMITTEE :

The Committee shall have the following powers and functions :-

- (i) to carry out the aims and objects of the Association;
- (ii) to make such arrangements as are considered necessary for the election of the new Committee and its Chairman;
- (iii) to continue and manage the affairs of the Association until the next properly constituted Committee takes over in accordance with these Articles;
- (iv) to look after and manage all properties, movable and immovable, held by the Association;
- (v) to appoint Standing Committee, Sub-Committee or any Special Committee for any purpose and frame such rules and regulations in this regard as deemed fit;
- (vi) to delegate any of its powers to any Standing Committee, Sub-Committee or any Special Committee;
- (vii) to appoint Secretary and other staff considered necessary for efficient functioning of the Association and to frame rules and regulations regarding their terms and conditions of services;
- (viii) to keep or cause to be kept by any one or more person appointed by it, proper books of accounts in which shall be entered true and complete accounts of the monetary affairs and transactions of the Association.
- (ix) to frame and put into effect rules, regulations and bye-laws for the office administration, elections, trade practices, arbitration and all such purposes as are conducive to the promotion to the objects of the Association and to rescind, add or alter such rules, regulations or bye-laws for the time being in force;
- (x) to secure for the Association Membership of the Federation of Pakistan Chambers of Commerce and Industry;

- (xi) to secure for the Association incorporation as a company under the Companies Ordinance, 1984 (XLVII of 1984) with the Securities and Exchange Commission of Pakistan (SECP).
- (xii) to present the views of the Association in any matter relating to the objects of the Association;
- (xiii) to convene Ordinary or Extra-Ordinary General Meetings of the Association;
- (xiv) to nominate members to represent the Association on non-political public bodies;
- (xv) to raise funds by levying adhoc subscriptions and donations from the members from time to time for meeting any emergent needs of the Association;
- (xvi) to defray expenses, subject to availability of funds, of delegates selected and deputed by the Association to represent it at Conference and Meetings held in Pakistan or Abroad;
- (xvii) to expel any member from the Association or re-admit such expelled members either on its own initiative or on the recommendation of the Zonal Committee;
- (xviii) to commence, institute, prosecute and defend all such actions and / or suits on behalf of the Association as may be deemed necessary or expedient and to compromise or submit to arbitration any action, suit or dispute or difference;
- (xix) to deal with matters affecting all the members of the Association or the leather trade as a whole, provided that in the event of difference of opinion with the Zonal Committee, which shall be responsible for dealing with all problems of a local nature, the views of the latter shall not be shut out while corresponding particularly with the Government;
- (xx) to enquire and look into the affairs of any Zonal Office or Zonal Committee, provided that it is reported by two-third strength of the members of the Zone concerned that it has not been functioning properly, and to take such action as may be decided by the General Body Meeting of the Association, which shall be convened in that particular zone; and generally;
- (xxi) to adopt and take such measures, not inconsistent with the Memorandum and Articles of Association, as may be considered necessary from time to time in order to achieve the aims and objects of the Association.

32. MEETINGS OF THE CENTRAL AND ZONAL COMMITTEES :

The Committee shall meet from time to time at such place as may be considered necessary and may make such rules and regulations, not inconsistent with the provisions of these Articles, as it may think proper as to the summoning and holding of the meetings and for the transaction of business at such meetings.

33. 40% members including the office bearers of the Executive Committee shall form the quorum. If within 30 minutes of the scheduled time of the meeting, the requisite quorum is not formed, the meeting shall stand adjourned to the same day, time and place next week and no quorum shall be necessary for the transaction of business on the agenda of such adjourned meeting.

34. All proposals placed before the Committee shall be decided by a simple majority vote, except as otherwise provided in these Articles.

35. The Committee shall cause the proceedings of this meeting to be duly recorded in the minutes book kept for the purpose.

36. The Central Chairman, or in his absence the Vice Chairman to which the Chairman belongs, or in the absence of both of them any of the Vice Chairmen shall preside at the meetings, provided that in the absence of all of them the Members present may elect any person from among themselves to preside. Zonal Committee also shall conduct meeting similar to Central Committee.

37. In the event of equality of votes the Chairman or whosoever be presiding over the meeting shall have a second or casting vote.

38. No resolution duly passed at a meeting of the Central or Zonal Committee shall be amended, altered or rescinded at a subsequent meeting of the Committee held within 12 months of the date on which such resolution was adopted unless two-third of the total number of Members of the Central or Zonal Committee as the case may be, vote for a change and the agenda containing the proposal has been duly circulated.

39. CASUAL VACANCIES IN CENTRAL COMMITTEE

Any casual vacancy of Member on the Committee, shall be filled by co-option by the Committee from amongst the class of members of Zone to which the out-going member belonged. That of the Chairman or Vice Chairman shall be filled by the Committee by election from amongst its existing Members and the resultant vacancy of the member shall be filled by co-option. Provided that the vacancy of the Vice Chairman shall be filled by a person belonging to the Zone to which the outgoing persons belonged. Provided further that no such vacancy shall be filled under this clause during the first 90 days as well as 270 days after the holding of the annual election.

EXPLANATION : The term “Casual Vacancy” shall include all vacancies occurring for any reason, after the announcement of the results of the annual election.

40. ANNUAL GENERAL MEETINGS OF CENTRAL OFFICE AND ZONAL OFFICES:

(a) The Official year of the Association shall be from July to June and its election and the Annual General Meeting shall be held every year **NOT LATER THAN THE LAST DATE OF SEPTEMBER** .

(b) The Annual General Meeting shall transact the following business :-

- (i) Confirmation of the minutes of the last General Meeting;
- (ii) Consideration of the Annual Report of the retiring Committee;
- (iii) Adoption of the audited statements of accounts of the Central Office of the Association;
- (iv) Appointment of Auditor or Auditors;
- (v) Announcement of the names of new elected Executive Committee members; and
- (vi) Any other business on the Agenda or which may be allowed to be discussed with the permission of the Chair.

41. The meetings other than the Annual General Meetings shall be called Extra-Ordinary Meetings and shall be held at any time and at such place as the Committee may deem convenient for the disposal of the business of the Association.

42. An Extra-Ordinary General Meeting may be held on requisition signed by at least one-third of the total number of members on the register of the Association or 15 members, whichever number is low specifying clearly the business desired to be transacted. The Secretary shall upon the requisition having been so made in writing, convene a General Meeting of the Association and such Meeting shall be called within 21 days from the date of receipt of such requisition in the office of the Association and a notice of such a meeting under the Signature of the Secretary shall be circulated among all the Members for their information at least 14 days before the date fixed for the meeting.

43. If the Secretary does not proceed within 21 days from the date of requisition so made to cause a meeting to be called, the requisitionists or a majority of them may themselves call a meeting, but in either case any meeting so called shall be held within 3 months from the date of requisition. Every meeting so called by the requisitionists shall be called in the same manner, or as early as possible, in which meetings are to be called by the Secretary. Any requisition for an Extra-Ordinary General Meeting shall express the object of the Meeting and must be signed by the requisitionists and should be sent to the Secretary at the Head Office by Registered Post, Acknowledgment Due.

44. One third of the total strength of Members on the register of the ASSOCIATION or 20 members, whichever number is less, present in person shall form a quorum for the Annual or

special General Meeting and no business shall be transacted in such Meetings unless there is a quorum. If no quorum is formed within 30 minutes of the time fixed for the meeting; the meeting shall be adjourned to the same day, time and place next week and no quorum shall be necessary for such adjourned meetings.

45. At least 14 days' notice for Annual General Body Meetings intended to pass ordinary resolutions and at least 21 days notice for an Extra-ordinary or General Meeting intended to pass special resolution specifying the place, date and hour of the meeting shall be given to all members. Accidental omission to sign such notices to, or its non receipt by any member shall not invalidate the proceedings at such meetings.

46. Every question submitted to a General Body Meeting shall be decided by a majority of the members present and voting at such a meeting provided that in the event of difference of opinion between the Corporate Members and Associate Members, as two distinct classes no resolution shall be deemed to have been adopted unless it has been carried by the majority of the votes of each class of the Corporate Members and Associate Members present in person and entitled to vote at such resolutions.

47. Notwithstanding anything contained in Article 49, no Special or Extra-Ordinary resolution, particularly concerning amendments to the Memorandum, and Articles of Association, shall be deemed to have been carried unless it has received the votes of three-fourth majority of each class of the Corporate Members and the Associate Members present in person and entitled to vote on such resolutions.

48. The Chairman with the consent of the Members, may adjourn the meeting from time to time and place to place but no business be transacted at any adjourned Meeting other than the business left unfinished at the time from which the adjournment took place.

49. At any General Body Meeting, unless a poll is demanded by at least 3 members, a declaration by the Chairman that resolution has been carried and an enquiry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

50. All provisions relating to the General Meetings of the Association as laid down in these Articles shall, mutatis mutandis, apply to the General Meetings of the Zonal Office, in so far as they are concerned within the respective Zones, subject to the following :-

- (i) The Annual General Body Meetings of the Zonal Offices shall be held not later than 15th September every year.
- (ii) Extra Ordinary General Body Meeting of the Zonal Offices may also be convened on the instructions of the Committee.

51. POWERS AND RESPONSIBILITIES OF OFFICE-BEARERS

(a) CENTRAL & ZONAL CHAIRMEN :

- (i) He shall be the Chief Executive of the Association and whenever possible shall preside over the General Meetings of the Association and Meetings of the Committee and lead deputations and delegations on matters with which the Committee is concerned.
- (ii) He (Chairman) shall have the power to sanction in connection with the affairs of the Association any amount not exceeding Rs. 20,000/- (Rupees Twenty thousand only) at a time and that amount shall be paid from the funds of the Association.
- (iii) He shall take Votes of the Members at meetings and declare the results of counting votes and in the case of equality of votes he shall have a second or casting vote.

(b) CENTRAL VICE CHAIRMAN :

In the absence of Chairman, the Vice Chairman to which the Chairman belongs, shall perform all the functions of the Chairman. In the absence of both of them, the other Vice Chairman shall be nominated to perform the functions of the Chairman.

(c) ZONAL VICE CHAIRMAN :

In the absence of the Zonal Chairman, the Zonal Vice Chairman shall have the powers to perform the functions of the Zonal Chairman.

52. MANAGEMENT :

- (1) An association shall appoint a Secretary General / Secretary through a Human Resources Committee formed under and consisting of three members of the Executive Committee.

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

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

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

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

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

53. CENTRAL SECRETARY :

Subject to the supervision, control and orders of the Chairman, the Central Secretary shall perform the following duties :-

- i) to carry on and hold charge of all correspondence of the Association;
- ii) to hold charge of all papers and documents, furniture and all other properties, movable and immovable, belonging to the Association;
- iii) to issue and give notice of all General Meetings and Meetings of the Committee, Standing Committee and Sub-Committees of the Association;
- iv) to keep and maintain accurate minutes of all meetings of the Association, its Committee, Standing Committee and Sub-Committee and to get them signed by the person who presided over such meetings;
- v) to prepare the Annual Report of the Association in consultation with the Committee as well as the reports of Standing Committee and Sub-Committees of the Association;
- vi) to circulate amongst the Committee the minutes of the meeting and proceedings of various Standing Committees and Sub-Committees and among the members of the Association the Annual Report, notices and other information intended for circulation;
- vii) to circulate removal, expulsion or resignation of any person, firm or company from the Membership of the Association;

- viii) to collect all dues of the Association and grant receipts thereof; and
- ix) to keep, maintain or cause to be kept and maintained accurate accounts of the Association and of all the funds connected with or in any way controlled by it;
- x) to ensure all payments on behalf of the Association with the decision of the Chairman or the Committee, as the case may be;
- xi) to get all the Cheques issued on behalf of the Association signed by the Chairman or in his absence the Vice Chairman and any one of the members duly authorized by the Committee.
- xii) to incur incidental expenses on any item not exceeding Rs.2,500/- (Rupees Two thousand five hundred only) subject to such rules and regulations as may be framed by the Committee.
- xiii) to represent the Association for all purposes whenever action arises before any Court of Law in any suit or proceedings instituted by or against the Association provided that he shall not be competent to compromise any suit or proceedings without the sanction of the Committee;
- xiv) to appoint and discharge any staff member with the advice of the Chairman;
- xv) to delegate any or all of his functions to any member of the staff of the Association. Provided that the Secretary shall remain responsible to the Committee for all acts done on his behalf by such staff;
- xvi) to maintain administrative and disciplinary control over all staff of the Association including supervision and administration of the Secretariat in accordance with the rules and regulations framed in this behalf by the Committee; and
- xvii) to do and perform all acts/deeds that he may expressly be required to do by the Chairman or the Committee and generally all such other deeds as are incidental to his office.

54. ZONAL SECRETARIES :

The Zonal Secretary shall perform duties similar to those of the Central Secretary of the Association, subject to the over all supervision, control and order of the Zonal Chairman and the Zonal Committee.

55. BANK ACCOUNT

All moneys on account of daily collection and other subscriptions realized by the Association shall be deposited in a Bank approved by the Committee. Withdrawals shall be made by means of cheque under the signature of the Chairman or in his absence the Vice Chairman and any one of the members duly authorized by the Committee.

56. FILING OF RETURNS :

Accounting year of the Association will be closed on **30th June** each year. The association shall annually submit the following by **31st December**, to the Director-General, Trade Organisations:

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

The statements of Accounts of the respective Zonal Office duly audited and adopted by the Zonal bodies, shall be appended with the Accounts of the Central Office.

- (b) plan of activities for the next year as provided in rule 25; and
- (c) a soft and hard copy of list of members as on **November 30**, in the format at Annex-I of Schedule B of the existing association as per Trade Organisations Rules, 2007.

57. INDEMNITY

(a) Every Chairman, Vice Chairman, Member of the Committee, Secretary and other Officer or servant of the Association shall be indemnified by the Association against and it shall be the duty of the Committee to pay out of the funds of the Association all costs, losses and expenses which such member, Officer-Bearer, Secretary, Officer or servant may incur or become liable to, by reason of any contract entered into, or act or thing done by him as such member, Office-bearer, Secretary, Officer or servant acting in good faith or in any way in the discharge of his duties in good faith including travelling expenses and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority as between the members over all other claims.

(b) No Chairman, Vice Chairman, Member of the Committee, Secretary or other Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Committee or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happenings to the Association through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Association or for the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Association or for the insufficiency or deficiency of any security or upon which any of the funds of the Association shall be invested for any Loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any money securities or effects

shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune that may happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

58.

SEAL

The Committee shall provide a common seal for the Association. The seal shall be deposited with the Secretary and shall never be affixed to any document except with the prior authority of the Committee or the Chairman for the time being and at least one other Member of the Committee shall sign every instrument to which the Seal is affixed and all such instruments shall be countersigned by the Secretary; provided that any instrument bearing the Seal of the Association and issued for a valuable consideration shall nevertheless be binding on the Association notwithstanding any irregularity touching the authority of the Committee to issue the same.

59. Amendments to these Articles of Association shall be subject to approval of the Central Government and shall also be made when required by the Government in public interest.

We, the several persons whose names and addresses subscribed below, are desirous to be formed into an Association in pursuance of the Articles of Association :-

Sl. No.	NAME OF SUBSCRIBERS	REPRESENTATIVES OF THE FIRM TO P.T.A.	ADDRESSES	SIGNATURES
1.	M/s. Din Leather (Pvt) Limited.	Mr. S.M. Muneer Managing Partner	35-A/1, Lalazar Area, Opp:Beach Luxury Hotel Karachi.	
2.	M/s. Muhammed Shafi Tanneries (Pvt) Ltd.,	Mr. Mohammad Naseem Managing Partner	Shafi House, A-35/3, M.T. Khan Road, Karachi.	
3.	M/s. Mohamed Ismail Mohamed Aslam Limited, Karachi	Mr. S.M. Saleem Chairman	Cavish Court, A-35, Block 7 & 8, Shahrea Faisal, Karachi.	
4.	M/s. Shaikh Brothers.	Mr. Habibur Rehman Shaikh Partner	5-C, 16th Commercial Street, Phase II, Extn., Defence Housing Authority, Karachi.	
5.	M/s. East Pakistan Chrome Tannery	Mr. Shahid Usman Partner	45-50, Industrial Area, Gulberg-III, Lahore	
6.	M/s. Eastern Leather Co. (Pvt) Ltd.	Mr. S. Anjum Zafar Director	Street No.20, Akram Road, Hide Market, Lahore.	

7.	M/s. The Hilal Tanneries Limited.	Ch. Shahid Hussain Director	Servis House, 2-Main Gulberg, Lahore.	
8.	M/s. Mehr Dastgir Leather & Footwear Industries (Pvt) Ltd.	Khawaja Muhammad Abdullah Director	Al-Muzaffar, Kutchery Road, Multan.	
9.	M/s. Ideal (Pvt) Ltd.	Mr. Fawad Ijaz Khan Chairman	Ideal Centre, A-18-19, KCHSU Ltd., Karachi.	

Dated, Karachi this _____ day of _____ 20

Witness to the above signatures.

1. _____

APPENDIX “ A ”
(of Article 6 (a))

The Zonal Secretary,
Pakistan Tanners Association,
Southern Zone,
KARACHI.

or

The Zonal Secretary,
Pakistan Tanners Association,
Northern Zone,
LAHORE.

Dear Sir,

I/We _____ am/are
desirous (Name & Address of Applicant)
of becoming Corporate/Associate Member of the Pakistan Tanners Association under sub-section
7 of the Trade Organisations Rule 11 and agree to pay regular its annual subscription and also
agree to abide by the Memorandum and Articles of Association and the rules, regulations and bye-
laws framed thereunder. A sum of Rs. _____ (Rupees
_____) being the prescribed admission fee together with a sum of
Rs. _____ (Rupees _____) being the current year’s subscription, is
sent herewith in anticipation of my/our being enrolled as Corporate/Associate Member.

Yours truly,

Signature of Applicant

Firm’s Name : _____

Dated:

(i) Proposed by _____
Address _____
Membership No. _____
Dated: _____

(ii) Seconded by _____
Address _____
Membership No. _____
Dated : _____

Name, address and designation of my/our authorised representatives who will represent me/us in the meetings of the Association are given below on the left hand side :-

PARTICULARS OF REPRESENTATIVE :

Name :

Designation :

SIGNATURE OF APPLICANT

FIRM'S NAME :_____

