

**MEORANDUM OF ASSOCIATION OF
ALL PAKISTAN SHIPPING ASSOCIATION**

- I. The name of the Association is ALL PAKISTAN SHIPPING ASSOCIATION,

REGISTERED OFFICE

- II. The Registered Office of All Pakistan Shipping Association will be situated in the province of Sindh at Karachi.

AIMS AND OBJECTS

- III. The objects for which All Pakistan Shipping Association (hereinafter referred to as the Association) has been established are: and object shall extend to whole Pakistan.
- a. To protect and promote shipping and the related trade and industry in Karachi and elsewhere in Pakistan and to do all that in necessary for the development of the business of the association.
 - b. To discuss and deal with all questions that seem to be connected with or to have a bearing on Ports (including dry ports) all Shipping and related trade and industry.
 - c. To collect and circulate statistics and other information relating to ports (including dry ports) and shipping and the related trade and industry.
 - d. To promote right understanding and unanimity among business men and functionaries connected with ports and shipping in Pakistan on subject involving their common good and to safeguard the general mercantile interests in the Country.
 - e. To endeavour to settle trade disputes by arbitration, conciliation otherwise and to assist in information development and maintenance of boards of conciliation and arbitration.
 - f. To protect and promote rights and privileges of Shipping trade and industry in Pakistan and to represent to Government and public bodies their grievances for obtaining their redress and to join any mercantile or public body for the purpose.
 - g. To advance and promote professional, commercial and technical education and to canvass for support found and run establishment and institutions for such purpose.
 - h. To discuss promote or oppose legislative and other measures that seem to be connected with or to have a bearing on ports and shipping and related trade and industry and to consider, originate and support improvements in the relevant laws.

- i. To file, prosecute or defend or concur, join or aid in filing, prosecuting or defending any action suits applications appeals in proceedings as the Association may think paper or conflictive to the objects of the Association.
- j. To subscribe to become member of subsidies and co-operate with' any other Association whether incorporated or not whose objects are altogether or in part similar to those of ' this Association and to procure from and communicate to any such Association such information as may be likely to promote the objects of the Association.
- k. To establish. maintain and regulate if and when it is deemed fit and proper, separate department each devoted solely to particular aspect of ports and shipping and related trade or industry and for each such particular trade to establish. maintain, control and regulate exchanges and clearing house or houses in Karachi or elsewhere to provide forms of contracts compulsory or permissive to be used by the members to establish just and equitable principles in the various dealings in such trade and industry to fix or adopt standards for classification or analysis of things dealt with and to frame from time to time such rules and by laws as deemed fit and proper for all or any of the aforesaid matter.
- I. To purchase, construct, take on lease in exchange, hire or in any other way acquire, any movable or immovable property or properties and any rights privileges which the Association may think necessary or convenient for the purposes of carrying out any of the objects and to sell, demise, mortgage, give in exchange or dispose of the same or any part thereof.
- m. To borrow money or secure re-payment of such money, in such manner as the Association may think fit, and in particular by creation and issue of debenture or debentures stock, perpetual or otherwise charged, upon all or the Associations property, present or future and to purchase, redeem or payoff any such securities.
- n. To license brokers, surveyors and other middlemen upon such terms and conditions as to fees and other things as the Association may from time to time prescribe.
- o. To carry out measurements, weighment and survey of cargo and for that purpose or otherwise to issue certificate, is may be required under the international rules.
- p. To secure wherever possible, organized and / or concerted action or all subjects involving interests of members and regulation conditions of employment of ship crew and dock labour to take up consider and formulate ideas on tile subjects which are on the agenda of each international Labour Conference to take all steps which be necessary for promoting, supporting or opposing recommendation or conventions of international Labour Conference, to nominate delegates and advisers etc. to represent the Employers of Pakistan ,at the Annual International Labour Conference find others like it.

- q. To arrange conference and Seminars to further the knowledge of people associated with ports and Shipping trade.
- r. To do all such other things as are incidental or conducive to the attainment of all or any of the above object.
- s. To objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms (II: any other such-clause or by the name of the association.

AMENDMENTS

- t. No addition, alteration and amendment shall be made in the Memorandum of Association unless the same shall have been previously submitted and approved by the Federal Government. The Association shall comply with such rules, regulations and instructions concerning it as may be issued by the Federal Government from time to time in the public interest. Amendments to the Memorandum of Association will also be made when required by the Federal Government in the public interest.

INCOME AND PROPERTY

- u. The income and property of the Association whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, in the shape of dividend or bonus or otherwise howsoever by way or profit to the persons who at any time are or have been members of the Association or to any of them or to any person preferring claim though any of them.

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

- v. The Association is a public company limited by Guarantee and without a share capital.
- w. No patronage of any Government authority is claimed.

LIABILITY OF MEMBER

- a. The liability of the members is limited.

CONDITION OF LICENCE

- b. Clauses t to IV of this Memorandum are the condition on which license is granted to the Association in pursuance of section 42 of the Companies Ordinance, 1984.

UNDERTAKING

V.

- a. Ever member of the Association undertakes to contribute to the Assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceased to be a member and the costs, charges and expenses of winding up and for adjustment of the rights of contributors amongst themselves, such amount as may be required, not exceeding Rs.1000/- (Rupees One Thousand).

WINDING UP

- b. If upon the winding up or dissolution of the Association. there remains after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to, or divided among, the members of the Association but shall be given or transferred to some other institution or institutions having object similar to the objects of the Association, to be determined by the Association at or before the time of the dissolution and in default thereof by such judge as may have or acquire jurisdiction in the matter.

We the several persons whose names and address are subscribed hereto are desirous of being formed into an association in pursuance of this Memorandum of Association.

S. NO	NAME AND SURNAME (PRESENT & FORMER) IN FULL (IN BACK LETTERS)	FATHER'S NAME/ HUSBAND'S NAME IN FULL	RESIDENTIAL ADDRESS IN FULL	DESIGNATION	NATIONALITY WITH ANY FORMER NATIONALITY	OCCUPATION/ SENIOR EXECUTIVE	SIGNATURE
1.	MR. M. FARRUKH QAISAR	ISHRAT ALI KHAN QAISAR	B-8 KDA SCHEME, KARACHI	CHAIRMAN	PAKISTANI	MANAGING DIRECTOR SOUTHERN AGENCIES (PVT) LTD	sd/-
2.	MR. MOHAMMAD HUSSAIN KHOKHAR	MR. IMAM ALI	3/1, KHAYBAN-E-JANBAZ PHASE-5 DHA, KARACHI	VICE CHIARMAN	PAKISTANI	MANAGING DIRECTOR, GOLDEN SHIPPING LINES (PVT.) LTD.	sd/-
3.	MR. SHERIAN TAJIK	ABDUL HAMID TAJIK	40/II, 17 STREET, PHASE-5 DHA, KARACHI.	MEMBER	PAKISTANI	MANAGING DIRECTOR, APL PAKISTAN (PVT.) LTD.	sd/-
4.	SYED QAMARUL HASSAN Nominee of GAC Shipping Pakistan	SYED BADRUL HASSAN	H. NO. 274-A, BLOCK-H, NORTH NAZIMABAD.	MEMBER	PAKISTANI	GENERLA MANAGER GAC SHIPPING PAKISTAN (PVT.) LTD.	sd/-
5.	MR. MOHAMMAD JALEEL ISPAHANY Nominee of Maersk Line Agency (Pvt. Ltd.)	AGAH MAHMOOD ISPAHANY	14-OKAN HOUSING SOCIETY OPP. HAIDER ALI ROAD KARACHI.	MEMBER	PAKISTANI	GENERAL MANAGER MAERSK LINE AGENCY (PVT.) LTD.	sd/-
6.	SYED HASSAN ALI BUKHARI Nominee of Mackinnon Mackenzie & Co (Pvt.) Ltd.	SYED MOHAMMAD ALI BUKHARI	G-18, GOLD FIELD APPTT. G-19 BLOCK-8 KEHKSHAN CLIFTON KARACHI.	MEMBER	PAKISTANI	CHIEF EXECUTIVE MACKINNON, MACKENZIE & CO. (PVT.) LTD.	sd/-
7.	MR. MOHAMMAD TARIQ KHATTAK Nominee of P & O Nedlloyd Pakistan (Pvt.) Ltd.	MR. GHIAUDDIN	HOUSE NO. 97, SECTOR H-2, PHASE-2, HAYATABAD PESHAWAR	MEMBER	PAKISTANI	GENERAL MANAGER P&O NEDLLOYD PAKISTAN (PVT.) LTD.	sd/-
8.	MR. DARAYUS P.DIVECHA	P.K. DIVECHA	45-E, ISLAND APPTT. BATH ISLAND, KARACHI	MEMBER	PAKISTANI	M. DIRECTOR SEA LAND SHIPPING AGENCIES OF PAKISTAN (PVT.) LTD.	sd/-
9.	MR. MOHAMMAD MOONIS	ABDUL WAHEED KHAN	70, "A" STREET, PHASE-5 DHA KARACHI.	MEMBER	PAKISTANI	MANAGING DIRECTOR UNITED LINER AGENCIES OF PAKISTAN (PVT.) LTD.	sd/-
10.	SYED FAZLE RABB-E-KARIM FAZLI	SYED FAZAL AHMED KARIM FAZLI	39-P, BLOCK-6 P.E.C.H.S. KARACHI.	MEMBER	PAKISTANI	DIRECTOR, CHIEF EXECUTIVE VOLCOT PAKISTNA (PVT. LTD.	sd/-
11.	MR. YUSUF FARRUKH QAISAR	M. FARRUKH QAISAR	B-8, KDA SCHEME-1, KARACHI.	MEMBER	PAKISTANI	DIRECTOR PAK SHAHEEN CONTAINER SERVICE (PVT. LTD.	sd/-

Dated this 25th day of October 1999.

WITNESS TO THE ABOVE SIGNATURE:

FULL NAME AMIR NADEEM

SIGNATURE sd/-

FULL ADDRESS SUITE NO. 511, REGAL TRADE

**ARTICLES OF ASSOCIATION OF
ALL PAKISTAN SHIPPING ASSOCIATION**

Licensed under the trade organizations ordinance, 2006
(XLIII of 2006)

REGULATIONS

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

DEFINITIONS

- 2). In the Articles unless there is any thing repugnant in the subject or context.
 - (i). "Association" means All Pakistan Shipping Association.
 - (ii). "Member" means a business concern whether Sole Proprietorship, Partnership, Association of Persons, or a Company admitted as Associate or Corporate member of the Association.
 - (iii). "General Meeting" means a meeting of General Body whether ordinary, special or extraordinary.
 - (iv). "The Article" means the Articles of Association.
 - (v). "The Chairman" the chairman of the Association.
 - (vi). "The Bye-laws" means the Bye-Laws of the Association for the time being in force.
 - (vii). "The Committee" means the Executive Committee of the Association elected under these Articles and include any Regional Committee or Sub-Committee of the Association.
 - (viii). "Office Bearers" means the Chairman, vice Chairman and Members of the Executive Committee.
 - (ix). The "Secretary General" means the Secretary General of the Association.
 - (x). "Trade Ordinance" means the Trade Organizations Ordinance, 2006 for the time being in force.
 - (xi). "Trade Rules" means the Trade Organizations Rules, 2007 for the time being in force.
 - (xii). "Director General" means Director General of Trade Organization appointed under the Trade Ordinance.
 - (xiii). "Year" means a year reckoned from 1st October to 30th September.
 - (xiv). "The Ordinance" means the Companies Ordinance of 1984 or any other statutory enactment in place of said Ordinance for the time being in force.
 - (xv). "Register" means the Register of Members of Association kept in pursuance of Section 147 of the Companies Ordinance, 1984.

- (xvi). "Resolution of Association" means any resolution passed at any meeting convened to take decision while adhering to the provisions of Section 157 to 173 of the Ordinance. -
 - (xvii). "Words indicating the singular number shall, include plural numbers and Vice Versa. Words signifying persons shall apply mutatis mutandis to firms, corporation or Joint Stock Companies.
 - (xviii)."Words indicating masculine gender shall include feminine gender.
- 3).
- (a). All other expression defined in the Ordinance shall have the meaning assigned to them in the Ordinance.
 - (b). When any provision of the Ordinance is referred to, the references shall be to such provision as modified by any statutory enactment for the time being in force.

LIMIT OF MEMBERS

- 4). For the purpose of registration, the Association hereby declares to consist of unlimited number of members.

PURPOSE

- 5). The Association is established for the purposes expressed in the Memorandum of Association.

CLASSIFICATION OF MEMBERS

- 6). The Membership of the Association shall comprise of two categories of members, namely:
- (a). Corporate Members of the Association which are either a Body Corporate or a Multinational Corporation having its Head Office or Branch Office in Pakistan or a Sales Tax Registered Business concern.
 - (b). Associate Members of the Association which are not a Body Corporate or a Multinational Or a Sales Tax Registered Business concern.

ELIGIBILITY FOR MEMBERSHIP

- 7). A sole proprietorship firm or any other company or a business concern shall be eligible for membership of the Association, provided that it is carrying on business as _____and fulfill the criteria as provided in Rule 11 (a to e) of Trade Rules.
- 8).
- (i). Every application for the membership of the association shall be made on a form prescribed by the Association and submitted by the Applicant to the Secretary General together with the first year's Membership Fee subscription and the admission fee.
 - (ii). Every individual business concern firm or joint stock company desirous of becoming a member of the Association shall "submit to the Secretary General, membership application form. The application so received shall be placed before the next meeting of or circulated amongst the Executive Committee which may accept or reject the same for the reasons specified in the rejection order.
 - (iii). In case of rejection, no further application shall be entertained for a period of one year reckoned from the date of such rejection and the fees paid by the Applicant shall be refunded. The applicant shall, however, have the right to approach the Director General, whose decision in this regard shall be final and binding.

DURATION OF MEMBERSHIP

- 9). The Membership of the Association shall be 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.

RENEWAL OF MEMBERSHIP

- 10). The Membership shall be renewable on annual basis subject to fulfillment of the following conditions:
- (a). Payment of prescribed fee within the time stipulated for the purpose but not later than 31st of March; and
 - (b). Proof of filing returns of Income Tax and Sales Tax if applicable, for the preceding year.

ADMISSION FEE

- 11). Every member will be required to pay admission fee at the rate determined by the Executive Committee from time to time. Any firm being a member of the Association shall have, on changing the Firm's name or on change of constitution of the firm, to put in a fresh application for membership. However, no admission fee shall be charged, provided the Applicant has taken over the assets and accepted the liabilities of the original firm. In any case the Executive Committee shall be competent to deeded such cases on merit.

MEMBERSHIP FEE

- 12). In addition to the Admission Fee payable as provided in Article-11, every member shall annually pay Membership Fee by 31st March each year, for the year. The Membership fee may be varied from time to time by the Executive Committee.

PRIVILIGES OF MEMBERSHIP

- 13). Every member of the Association shall be entitled:
- a). To take part in the elections and cast vote to elect office bearers of the Association as per rules and regulations in force.
 - b). To take advantage of the information and record available with the Association under such limitation as the Executive Committee may prescribe.
 - c). To obtain a copy of the annual report and statement of accounts of the Association.
 - d). To obtain a copy of all publications of the Association either free of cost or at such prices as may be fixed by the Executive committee from time to time.
 - e). To cause an ordinary or extraordinary General Meeting of the Association to be convened in conjunction with other members of the Association in accordance with these articles.
 - f). To participate in the General Meetings of the Association.
 - g). To stand or propose or second members for election to the Executive Committee of the Association.
 - h). To stand for election as a representative of the Association on any non political public or private body.
 - i). To seek assistance of the Association for securing all reasonable facilities for the development of his trade / industry.

- j). To inspect or examine books of accounts and other documents, registers or records of " the Association subject to any rules, conditions or limitation that may be laid down in this behalf under the relevant law or by the Committee or by a resolution of the Association in a General Meeting.
- k). To be entitled to such other privileges as may be specified by the Executive Committee from time to time.

DUTIES AND OBLIGATIONS OF MEMBERS

- 14). Every member shall have the following duties and obligations:
 - (a). To make every effort to carry out the aims and objectives of the Association as set forth in the Memorandum of Association.
 - (b). To carry out and abide by the rules and regulations of the Association as laid down in these Articles or in the bye-laws framed there-under from time to time.
 - (c). Submit as far as possible all complaints, appeals, etc. in writing to the Secretary General.
 - (d). To bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the interest of the Association or its Members in whatever manner.
 - (e). To pay the Membership fee of the Association regularly.
 - (f). To accept and abide by the decision of the Executive Committee provided the decisions are not inconsistent with the provisions of the Memorandum or the Articles of Association or the Trade Ordinance, or any rules, regulations, instructions or directions issued thereunder.
 - (g). To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objects of the Association.
 - (h). To take part in the deliberations of the meetings of the Association which he is entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time.
 - (i). To assist and cooperate with the Executive Committee in the field of trade, commerce and industry with specific reference to the trade or industry the Association is concerned.
 - (j). The proceedings of the Association, will be treated by members as strictly confidential and will not be discussed in public. Only the Chairman (or his duly authorized nominee) will be entitled to make a public statement on behalf of the Association. If any member has failed to observe the rule requiring proceedings of the Association to be treated as confidential the Association may in writing call upon such member to resign from the Association.

ELECTIONS

- 15). The election of the Association shall be conducted according to the procedure laid down in the Articles of Association and according to a schedule approved by the Executive Committee between the first day of July and 30th day of September each year subject to the following wherever applicable:
 - (a). The election of the Chairman, Vice chairman and Members of the Executive Committee shall be held by secret ballot and their final result shall be officially announced at the General Meeting of the Association called for this purpose within fifteen days of the date of polling but before or on 30th September.

- (b). On completion of their term the retiring members of the Executive Committee shall not be eligible to stand for election or co-option for the Executive Committee in any representative capacity for the next one year,
- (c). No voting by proxy or postal ballot shall be allowed.
- (d). No member shall be entitled to vote at any meeting of Association unless all moneys due on account of Membership fee or otherwise have been paid to the Association by the due date.
- (e). Voting rights shall accrue only after two year's standing as member, except, for the first elections after the incorporation.
- (f). No member who has resigned or ceased to be a member or has been expelled from the Association shall be entitled to attend or vote at any meeting of the Association.
- (g). The Chairman or whosoever be presiding over a meeting shall, in the case of equality of votes, have a second or casting vote except in the matter of any election of the Association.

ELIGIBILITY TO VOTE

- 16). A member shall be eligible to vote in election of the Association after completion of two year of membership in the Association provided such a member fulfills the conditions stipulated for the renewal of membership and the change of class of membership, if any, has been notified by the Secretary General with the approval of Executive Committee of the Association as the case may be, at least three months prior to announcement of election schedule.
- 17). Every member eligible to vote shall deposit with the Secretary General of the Association the specimen signature card along with his / her photograph indicating his / her status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or a Multi-National company, as the case may be.
- 18). The Proprietor, partner or director of the member firm or company concerned or a person not below the rank of General Manager authorized by the Board Directors of public limited company or a multinational company shall be entitled to cast his / her vote at the time of election only if his or her name has already been registered with the Secretary General of the Association and his name appears on the list of voters. However, in the case of Associated Bodies, Associations or persons a society or a trust etc, the member may be represented by an authorized person who is member of its Governing Body.

LIST OF VOTERS

- 19). The Secretary General of the Association shall within seven days of the issuance of the election schedule display a list of all members eligible to vote along with their National Tax Number, Sales Tax Registration Number, if applicable and the name and National Identity Card Number of their representative. Provided that every member of the Association will be entitled to. obtain a copy of such list upon payment of the prescribed fee. The voters 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.

- 20). The change, if any, regarding name of representative appearing in the list sent to the Secretary General of the Association along with necessary proof of eligibility within seven days of the announcement of election schedule.
- 21). The member who have any objection to the entries / .changes in the list of voters shall send their in writing to the Secretary General within seven days of the issuance of the" said list.
- 22). The Secretary General will intimate action on the objections or changes sent by members within seven days from the last day under preceding clause.
- 23). In case of any dispute pertaining to the eligibility of a member, the matter may be referred to the Election Commission of the Association by any person aggrieved by the decision of the Secretary General of the Association within three days which will decide that case within three days.
- 24). Within three days of the decision by the Election Commissioner, any person aggrieved by the decision of the Election Commission may appeal to the Director General whose decision in this regard shall be final.
- 25). Within three days of the decision of the Election Commission or the Director General as the case may be on such reference and changes, if any otherwise allowed by the Secretary General, a copy of final list of voters shall be provided to the candidates contesting the election and a copy of such list shall also be submitted to the Director General, forthwith. The final list of voters shall also be displayed at :
 - (a). The Notice Board of the head Office and Regional Offices of the Association; and
 - (b). The website of the Association.

NOMINATION PAPERS

- 26). Within four days of the issuance 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, seconded, and signed by the candidate to the Secretary General on the prescribed form in accordance with the Articles of Association or rules of the Association.

APPOINTMENT OF ELECTION COMMISSION

- 27). Simultaneously with the approval of election schedule the Executive Committee of the Association shall appoint an Election Commission, subject to the following conditions namely:
 - (a). The Commission may comprise of 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 Association for the preceding two years.
 - (d). The members of the Commission shall not be entitled to become candidate in the election they are conducting;
 - (e). The members of Commission shall act independently and impartially; and
 - (f). The members of the Commission shall not canvass for any candidate or panels contesting the election, they are conducting.

BALLOT PAPERS

- 28). The ballot papers shall have duly numbered counterfoils and the voters shall sign or affix thumb impression thereon in the presence of the polling agents of the candidates and the returning officer before the issuance of ballot papers to him / her.
- 29). It shall be the duty of the polling officer to see the original identity card issued by the Association or national identity card or passport and or the driving license or any other acceptable mode of identification of the voter and write the number thereof on the counterfoil.
- 30). After comparing the signatures and photographs with the specimen signatures cards the polling officer shall hand over the ballot paper to the voter.
- 31). The ballot paper shall be signed by the Secretary General 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.
- 32). The voter shall not be allowed to leave the booth after the ballot paper has been handed over to him until and unless he or she has inserted his / her ballot paper in the box placed before the presiding officer and polling officer and polling agents of the candidates.
- 33). Adequate arrangements shall be made to maintain the secrecy of the polls.
- 34). Proper account shall be maintained by a designated officer in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers.
- 35). The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- 36). The Commission or an officer designated by the Commission shall decide about the challenged votes after verification of necessary information from the member firm, company or concern before the official announcement of the results.

CONDUCT OF POLLING

- 37). The returning officer as appointed shall be incharge of all arrangements connected with such elections, including counting of votes and announcement of results.

COUNTING OF VOTES

- 38). Counting of votes shall take place immediately after the polling hours under the supervision of Returning officer in the presence of polling agents of the candidates, if any, at the designated sites.

PROVISIONAL RESULTS

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

INSPECTION OF RECORD OF ELECTIONS

- 40). The record of elections shall be open to inspection by the Members upon an application made to the Returning Officer or his nominee in this behalf within seven days of the date of polling.

EQUALITY OF VOTES

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

ANNOUNCEMENT OF RESULTS

- 42). The final result of elections shall be announced at the Annual General Meeting of the Association. Called for this purpose within fifteen days of the date of polling, but not later than 30th September of the year, which shall be the material date for the purpose of paragraph (iii) of sub-Section (2) of Section 14 of the Trade Ordinance.
- 43). The final election result announced at the General Meeting shall be displayed at:
- a) The Notice Board of the Head Office and Regional Office of the Association within two days; and
 - b) Displayed at the website of the Association within two days; and
 - c) Submitted to the Director General within 7 days.

REGISTER OF MEMBERS

- 44). (a). A register of members in the form specified in Annex-I of Schedule-A of the Trade Rules, shall be maintained at the Registered Office of the Association in which shall be set forth the names, addresses and other particulars of all the members, for the time being, and in which shall be recorded all changes in membership.
- (b). Every member shall have the right to have the name of his/its representative changed from time to time provided that no such change shall be effected during the period from the date on which the final list of members and their representative has been circulated for the purpose of elections of the Association until after the holding of the elections.

RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

- 45) (a). Any member may resign from the Association by giving 30 days notice in writing to the Executive Committee and upon expiration of the notice he shall cease to be a member. The member who has resigned or whose name has been removed from the register for non-payment of subscription or for expulsion from the membership for the Association shall remain liable for all dues to the Association shall remain liable for all dues to the Association upto the date of resignation, removal or expulsion.
- (b). Any member who has resigned or whose name has been removed from the register or who has been expelled from the membership of the Association shall not be entitled to refund of membership fee paid by him to the Association.
- (c). A member shall be liable to be fined upto an amount equal to that of the Membership fee or to be expelled from the membership of the Association, or the rights and privileges of member shall be liable to be withdrawn, for any of the following reasons by a resolution of the Executive Committee passed in a meeting specially convened for the purpose by two third majority of the member present in person.
- (i) neglect of or refusing to submit to, abide by, or carry out any decision of the Extractive the Trade Ordinance, or any, rules, regulations, instruction or directions issued thereunder.
 - (ii) Indulging in unethical practices.
 - (iii) Intentional violation of the rules, regulations, or bye-laws of the Association, provided that a member shall not be expelled by the Executive Committee unless he has been given an opportunity of explaining his position in writing and / or in person.

Provided further that when such an appeal is made by the member, the Executive Committee shall arrange to convene a meeting of the General Body within 30 days from the date of receipt of the appeal, and the decision of the General Body in the matter shall be final.

Provided further that the aggrieved person shall have the right to appeal to the Director General, whose decision shall be final and binding.

CESSATION OF MEMBERSHIP

- 46). A member shall cease to be a member of the Association for any of the following reasons:
- i. If he resigns from his membership as per clause (a) of Article 43 above, or
 - ii. If he is expelled from membership as per clause (c) of Article 43 above or
 - iii. If he fails to pay annual subscription or any other dues by a date determined by the Executive Committee, despite notice for 'payment in this behalf', provided that the Executive committee if it deems fit and proper shall have power to extend time for payment.
 - iv. If any change in made in the constitution of firm or corporate name of a company or corporation which substantially alters the composition of that firm, company or corporation or
 - v. If any case of an individual, if he is undercharged insolvent, or if he is adjudged by a competent court to be of unsound mind, or if he is convicted of an offence involving moral turpitude, or
 - vi. In the case of a firm, when it is dissolved, or adjudged insolvent or the partners thereof are convicted of an offence involving moral turpitude,
 - vii. In the case of company or corporation, when it is wound up, or
 - viii. If he closes or transfers his business to a place outside Pakistan, or\
 - ix. If he is expelled from member ship of the Association under the Trade Ordinance, or any other laws and Ordinance issued from time to time governing the activities of Trade Associations, or
 - x. If he ceases to hold requisite permission or license for carrying out the business of the sector relevant to the Association.

RESTORATION OF MEMBERSHIP

- 47). A member whose name has been removed from the register due toe non payment of subscription shall be eligible for re-enrolment on payment of an admission fee afresh and all arrears outstanding against him.
- 48). Any vacancy caused by disqualification under the provisions of these Articles in Executive Committee or Circle Committee shall be filled for the remaining part of the term by the Committee in such manner as it decides.

ADMINISTRATION

- 49). The Administration and management of the affairs of the Association shall be vested in:
- (i) Office Bearers including Executive Committee.

- (ii). The circle Committee, if any.
- COMPOSITION OF EXECUTIVE COMMITTEE**
- 50). The Association shall comprise of a Chairman, Vice Chairman (men) Executive Committee and the General Body.
The Association may by a resolution of General Body, determine the number of vice Chairman from time to time. The General Body shall serve as the Electoral College for election of the office bearers, except for the seats reserved for women for which the Electoral College shall be the Executive Committee.
- 51).
(1). The Executive Committee shall comprise of at-least six and maximum thirty Members, as determined by the General Body from time to time. Provided that there shall be at-least fifty percent of the Members of the Executive Committee from Corporate Members.
(2). In addition to the number of Members of the Executive Committee mentioned in (1) above, two seats will be reserved for women Entrepreneurs in the Executive Committee.
- 52). If any seat reserved for any of the stipulate categories remains vacant, it shall not be filled with members from other category.
- 53). If the General Body comprises at-least fifty percent members from Associate members, there shall be rotation of office of Chairman between the Associate and Corporate Members.
- 54). Where there is rotation of office of Chairman, the Chairman and Vice-Chairman, shall not be from the same class of members.
Provided that if there are more than one Vice-Chairman, at-least one shall be from the class of members other than that of the Chairman.
- 55). The Chairman and Vice-Chairman, in addition to the functions and responsibilities assigned to them in the Memorandum and Articles of Association, shall be ex-officio members of the Executive Committee of the Association.
- 56). The tenure of all elected office bearers shall be one year.
- 57). No member of Executive Committee of the Association shall hold office for more than two consecutive terms.
- 58). On completion of the term the chairman and Vice-Chairman shall not be eligible to contest election or co-option in any representative capacity in the Association for the next one year.

SUB-COMMITTEE

- 59). The Executive Committee shall be competent to appoint such sub-committees with such powers and duties as may be defined by the Executive Committee from time to time as deemed appropriate and nominate its Convener.
- CHAIRMAN OF THE MEETINGS**
- 60). In the case of the Executive Committee, the Chairman or in his absence the Vice-Chairman or in the absence of both of them any member of the Executive Committee elected for the time being by a majority of votes shall preside at the meetings of the Executive Committee.

VACANCIES

- 61). Any casual vacancy caused in the Vice Chairman any member of the Committee during the interval between two General Meetings shall be filled in by the Executive Committee in such manner as it may decide.

APPOINTMENT OF AUDITORS

- 62). At each Annual General Meetings, the General Body shall appoint an Auditor or Auditors according to the provisions of the Companies Ordinance. The Auditor or the Auditors so appointed shall audit the accounts of the Association. which will be placed before the General Body, in the Annual General Meeting held immediately thereafter.

POWERS AND DUTIES OF THE CHAIRMAN

- 63). The Chairman shall perform such duties and have such powers as vested in the Chief Executive in terms of the companies Ordinance without prejudice to the generality, the chairman shall discharge the following duties, namely:
- (i). To preside at the meetings of the Executive Committee and / or meetings of the General Body.
 - (ii). To control and maintain decorum and discipline at the meetings.
 - (iii). To look after and supervise the working and activities of the Association.
 - (iv). To use his casting vote in case of equality of votes.
 - (v). To give precedence to any item of the Agenda and to give rulings to points that may be raised in meetings.
 - (vi). To direct the Secretary General to call the meeting of the Executive Committee and the General Body, as the case may be.
 - (vii). To adjourn or disperse unruly and in disciplined meetings.
 - (viii). To lead the delegations and the deputation's.
- 64). In the absence of the chairman, the Vice-Chairman shall exercise all the powers of the Chairman and discharge the duties in relation to the Association and the Executive Committee. .

POWERS AND DUTIES OF SECRETARY GENERAL

- 65). The Secretary General shall be incharge of the secretariat of the Association and responsible for day to day operations of the Association and in his capacity as such shall be of the custodian of all record of the Association. Without prejudice to the generality, the Secretary General will perform the following duties:
- (a). To issue notices and agenda for the meeting of the Executive Committee as the case may be.
 - (b). To carry out the decision of the General Body, Executive Committee as the case may be.
 - (c). To keep the office record properly and carryon correspondence on behalf of the Association.
 - (d). To record or cause to be recorded the minutes of the meetings of the General Body, Executive Committee as the case may be, and ensure their timely circulation to alt concerned.

- (e). To prepare annual reports and accounts of the Association.
- (f). To sign all documents, bills and letters either singly or jointly with any other office' bearer as may be decided by the Executive Committee.
- (g). To incur urgent and necessary expenses to the extent as determine by the Executive Committee.
- (h). To place and present the Report of any Sub-Committee before the Executive. Committee.
- (i). To keep contact with, and co-ordinate among the Circle offices and the Head office of the Association.
- (j). To sign cheques jointly with Chairman, Vice-Chairman, or any member of the Executive Committee duly authorized in this behalf.
- (k). The Secretary General will also act as the Returning Officer in the Elections of the Association.

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

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 66). Ordinarily the Executive Committee shall have the following powers and duties:
- (i). To carry out all the rules, aims and objects of the Association.
 - (ii). To look after and manage all the property; movable and immovable held by the Association.
 - (iii). To acquire, obtain, utilize and enjoy privileges, concessions, benefits and rights extended to registered / recognized Associations.
 - (iv). To approve and to keep regular record of the activities of the Association.
 - (v). To appoint, suspend or dismiss any paid employee of the Association and to determine the terms and conditions of Employment of the employees.
 - (vi). To cooperate with other person or persons or associations in the interest of the Association.
 - (vii). To settle differences of opinion between members and to hear appeals whenever such appeals come to the Executive Committee under these Articles.
 - (viii). To recommend to the General Body to close enrollment or to change conditions for new enrollment.
 - (ix). To convene meetings of the General Body and to place proposals relating to common problems of the Association.
 - (x). To issue instructions and directions, to members of the Association.
 - (xi). To interpret these Articles.
 - (xii). To fill any vacancy occurring among its members provided that a vacancy in the office of the Chairman shall be filled by the General Body in its General Meetings.

(xiii). To incur all expenses necessary for the carrying out of its functions.
AND GENERALLY to decide all questions of policy affecting the Association.

POWERS AND DUTIES OF THE CIRCLE COMMITTEE

- 67). Ordinarily, the Circle Committee shall have the following powers and duties: (i). To carry out all the rules, aims and objects of the Association.
- (ii). To carry out directions or instructions of the Executive Committee regarding the affairs of the Association.
- (iii). To appoint, suspend or dismiss any paid employee of the circle office concerned.
- (iv). To frame rules and bye-laws for the conduct of its own affairs or of the business of any Sub-Committee.

AND GENERALLY to do all acts, deeds and things incidental to the nature and field of activity under its competence.

- 68). The Executive Committee at the Head Office and the Respective Circle Committee at the circle Offices shall keep or cause to be kept proper books of accounts in which shall be entered full" true and complete account of the affairs and transactions of the Association whether at the head Office or the circle offices, specially the following:
- (a). Minutes Book for meetings of the General Body"
- (b). Minutes Book for Meetings of the Executive Committee.
- (c). Register of Members.
- (d). A register of members of the Executive Committee and Circle Committee showing the names and addresses and all changes made therein from time to time.
- 69). Every member shall be entitled to inspect the account books and other documents which shall be kept at the Head office and the circle offices concerned to such an extent as the Executive Committee at the Head Office and Circle Committee at the circle offices concerned may from time to time determine. The Committee or the Chairman or Vice-Chairman shall have power to refuse inspection of any documents which at the time may be confidential and whose disclosure in its or his opinion is likely to prejudice the interests of the Association. Reasons for such refusal may be given in writing and the aggrieved party may appeal to the Executive" Committee whose decision in the matter shall be final.

ANNUAL GENERAL MEETING

- 70). An Annual General Meeting shall be held every year at such place and time as the Executive Committee may consider convenient at which a Report of the proceedings of the previous year and the audited yearly accounts shall be sent to the members in advance." The first General Meeting shall be held not less than one month, or more than three months after the incorporation of the Association.
- 71). Accounting year of the Association will be closed on the _____each year and its financial statements duly audited by a chartered accountant along with a list of members as on the _____shall be furnished by the Association to the Regulatory Authorities, on or before the _____day of _____every year.

EXTRA ORDINARY GENERAL MEETING

- 72). The Executive Committee whenever it may deem fit may convene a Extra Ordinary Meeting either for the purpose of transacting any Special business or for placing before the members review of the activities in the preceding months.
- 73). A Extra Ordinary Meeting shall be convened by the Executive Committee upon the requisition of not less than one-third of the members of the Association. The requisition so made shall state the object of the Extra Ordinary Meeting proposed to be called and shall be presented to the Secretary General of the Association.
- 74). Upon receipt of the requisition under the preceding Article, the Executive Committee shall forthwith proceed to convene a Extra Ordinary Meeting.
- 75). Not withstanding provisions of the preceding articles and subject to the provisions of the Ordinance as to the power to alter regulations by Special Resolution, at least twenty-one days notice, specifying the place, the day and the hour of the meeting and of the nature of the special business shall be given for any Special Meeting convened to revise, alter or amend the regulations of the Association.
- 76). The non-receipt of a notice convening any General Meeting by any member shall not invalidate the proceedings of any such meeting.

QUORUM

- 77).
 - (a). In the case of the Executive Committee 5, or 1/3rd members and in the case of the Circle Committee 3, or 1/3rd members shall form quorum, which is higher in number.
 - (b). One fourth members present personally and entitled to vote at the General Body meetings shall constitute a quorum.
- 78). If within half an hour appointed for a General Meeting, a quorum of members is not present, the meeting if not convened on the requisition of members, shall stand adjourned to the same day in the following week at the same time and place provided that if it falls on public holiday, the meeting shall take place at the same time and place a week after and if at such adjourned meeting, the quorum of members is not present, the business on the agenda will be transacted by the members present whatever be their number. The meeting convened on requisition of members shall stand dissolved for want of quorum.
- 79). Every question referred to a General Meeting shall be decided by the majority of members present and voting at such meeting.

AMENDMENTS IN THE ARTICLES AND MEMORANDUM

- 80). Amendments in these Articles or Memorandum can be effected only by a Resolution passed by the Extra-Ordinary General Meeting of the Association convened specially for this purpose, in accordance with these Articles. A proposal for amendments in the Articles shall be passed by 3/4 majority of the Members present and voting at such a meeting, provided that all amendments shall be subject to the approval of government.

FUNDS

- 81). The funds of the Association shall be deposited in a scheduled Bank or Banks.

SEALS

- 82). The Executive Committee shall as soon as practicable provide for a common seal of the

Committee. Deeds, Bonds and other documents to be made under the Seal shall be deemed to have been duly executed on behalf of the Association, if sealed with the common seal of the Association, and signed by the Chairman or Vice Chairman and countersigned by the secretary General or by the person acting as Secretary General.

GENERAL

- 83). The member who have subscribed to the Memorandum and Articles of Association shall constitute the adhoc Committee of the Association and shall exercise all the powers of the Executive Committee until such time as office bearers of the committee are elected in terms of three Articles after the registration of the Association.

INCONSISTENCY

- 84). Notwithstanding anything contained in these Articles, the provisions of Trade Ordinance and Rules will prevail resolve any inconsistency.

WINDING UP

- 85). The provision of the companies ordinance, 1984 as amended from time to time, regarding the winding up of a private company shall apply to the winding up or dissolution of the Association.

INDEMNITY

- 86). The Chairmen, Vice Chairman, Secretary General, members of the Executive Committee and all officers of the Association from time to time acting in relation to any of the affairs of the Association shall be indemnified out of the funds and assets of the association against all liabilities which they or any or the many incur by reason of any act done or action taken in their aforesaid capacity in the execution of their duty including defending all legal proceedings before any Court of Law.

We the several persons whose names and address are subscribed hereto are desirous of being formed into an association in pursuance of this Memorandum of Association.

S. NO	NAME AND SURNAME (PRESENT & FORMER) IN FULL (IN BACK LETTERS)	FATHER'S NAME/ HUSBAND'S NAME IN FULL	RESIDENTIAL ADDRESS IN FULL	DESIGNATION	NATIONALITY WITH ANY FORMER NATIONALITY	OCCUPATION/ SENIOR EXECUTIVE	SIGNATURE
1.	MR. M. FARRUKH QAISAR	ISHRAT ALI KHAN QAISAR	B-8 KDA SCHEME, KARACHI	CHAIRMAN	PAKISTANI	MANAGING DIRECTOR SOUTHERN AGENCIES (PVT) LTD	sd/-
2.	MR. MOHAMMAD HUSSAIN KHOKHAR	MR. IMAM ALI	3/1, KHAYBAN-E-JANBAZ PHASE-5 DHA, KARACHI	VICE CHIARMAN	PAKISTANI	MANAGING DIRECTOR, GOLDEN SHIPPING LINES (PVT.) LTD.	sd/-
3.	MR. SHERIAN TAJIK	ABDUL HAMID TAJIK	40/II, 17 STREET, PHASE-5 DHA, KARACHI.	MEMBER	PAKISTANI	MANAGING DIRECTOR, APL PAKISTAN (PVT.) LTD.	sd/-
4.	SYED QAMARUL HASSAN Nominee of GAC Shipping Pakistan	SYED BADRUL HASSAN	H. NO. 274-A, BLOCK-H, NORTH NAZIMABAD.	MEMBER	PAKISTANI	GENERLA MANAGER GAC SHIPPING PAKISTAN (PVT.) LTD.	sd/-
5.	MR. MOHAMMAD JALEEL ISPAHANY Nominee of Maersk Line Agency (Pvt. Ltd.)	AGAH MAHMOOD ISPAHANY	14-OKAN HOUSING SOCIETY OPP. HAIDER ALI ROAD KARACHI.	MEMBER	PAKISTANI	GENERAL MANAGER MAERSK LINE AGENCY (PVT.) LTD.	sd/-
6.	SYED HASSAN ALI BUKHARI Nominee of Mackinnon Mackenzie & Co (Pvt.) Ltd.	SYED MOHAMMAD ALI BUKHARI	G-18, GOLD FIELD APPTT. G-19 BLOCK-8 KEHKSHAN CLIFTON KARACHI.	MEMBER	PAKISTANI	CHIEF EXECUTIVE MACKINNON, MACKENZIE & CO. (PVT.) LTD.	sd/-
7.	MR. MOHAMMAD TARIQ KHATTAK Nominee of P & O Nedlloyd Pakistan (Pvt.) Ltd.	MR. GHIAUDDIN	HOUSE NO. 97, SECTOR H-2, PHASE-2, HAYATABAD PESHAWAR	MEMBER	PAKISTANI	GENERAL MANAGER P&O NEDLLOYD PAKISTAN (PVT.) LTD.	sd/-
8.	MR. DARAYUS P.DIVECHA	P.K. DIVECHA	45-E, ISLAND APPTT. BATH ISLAND, KARACHI	MEMBER	PAKISTANI	M. DIRECTOR SEA LAND SHIPPING AGENCIES OF PAKISTAN (PVT.) LTD.	sd/-
9.	MR. MOHAMMAD MOONIS	ABDUL WAHEED KHAN	70, "A" STREET, PHASE-5 DHA KARACHI.	MEMBER	PAKISTANI	MANAGING DIRECTOR UNITED LINER AGENCIES OF PAKISTAN (PVT.) LTD.	sd/-
10.	SYED FAZLE RABB-E-KARIM FAZLI	SYED FAZAL AHMED KARIM FAZLI	39-P, BLOCK-6 P.E.C.H.S. KARACHI.	MEMBER	PAKISTANI	DIRECTOR, CHIEF EXECUTIVE VOLCOT PAKISTNA (PVT. LTD.	sd/-
11.	MR. YUSUF FARRUKH QAISAR	M. FARRUKH QAISAR	B-8, KDA SCHEME-1, KARACHI.	MEMBER	PAKISTANI	DIRECTOR PAK SHAHEEN CONTAINER SERVICE (PVT. LTD.	sd/-

Dated this 25th day of October 1999.

WITNESS TO THE ABOVE SIGNATURE:

FULL NAME AMIR NADEEM

SIGNATURE sd/-

FULL ADDRESS SUITE NO. 511, REGAL TRADE