

ARTICLES OF ASSOCIATION
OF
PAKISTAN HOTELS ASSOCIATION

(Licensed under the Trade Organizations Act, 2013)



REGULATIONS:

1. The Regulation 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 these Articles unless there is anything repugnant in the subject or context:-
 - (i) “**Association**” means the “PAKISTAN HOTELS ASSOCIATION”.
 - (ii) “**Member**” means any person, firm, company or corporation owning or managing a Hotel in Pakistan admitted as member of Association.
 - (iii) “**HOTELS**” means and includes “Hotels”, Restaurants and/or Clubs within Hotel premises for Gym and Bar purposes”.
 - (iv) “**Articles**” means these Articles of Association as originally framed or as altered from time to time by Special Resolution.
 - (v) “**Extraordinary Resolution**” and “Special Resolution” have the meanings assigned to them respectively by the Ordinance.
 - (vi) “**Committee**” means the “Executive Committee” which shall be responsible for the Management and Administration of the Association.
 - (vii) “**Office Bearers**” means Chairman, Senior Vice Chairman, and Vice Chairman of the Association.
 - s(viii) The “**Secretary General**” means the Secretary General of the Association.
 - (ix) “ **Act** “ means the Trade Organizations Act, 2013 (II of 2013) for the time being in force.
 - (x) “**Rules**” means the Trade Organizations Rules, 2013



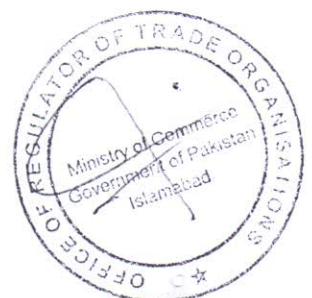
- (xi) "**Regulator**" means Regulator of the Trade Organization appointed by the Federal Government to perform the functions of the Regulator of this Act.
 - (xii) "**The Ordinance**" means the Companies Ordinance of 1984 or any other statutory enactment in place of said Ordinance for the time being in force.
 - (xiii) "**Register**" means the Register of Members of Association kept in pursuance of Section 147 of the Companies Ordinance, 1984.
 - (xiv) "**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.
 - (xv) "**Seal**" means the Common Seal of the Association.
 - (xvi) "**Month**" means a calendar month.
 - (xvii) "**Year**" means the year beginning from 1st January and ending on 31st December.
 - (xviii) "**In Writing**" and "**Written**" include printing, lithography and other modes representing or reproducing words in a visible form.
 - (xix) Words indicating the singular number shall include the plural number and vice-versa. Words signifying persons shall apply mutatis mutandis to firms, corporations or joint stock companies
 - (xx) Words indicating the masculine gender shall include feminine gender
 - (xxi) Words indicating person include bodies corporate or not incorporated.
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, i.e.



- (i) formed as a limited company within the meaning of the Ordinance
- (ii) formed with the object of promoting Hotel Industry or any combination thereof
- (iii) prohibits payment of any profits to its members; and
- (iv) applies its income and profits for achieving its objects.



6. CLASSIFICATION OF MEMBERS

- (a) The subscribers to the Memorandum of Association and such other persons as may be admitted to membership hereafter in accordance with these Articles, shall be members of the Association and their names shall be entered in the Register of Members as Corporate and Associate Members:
 - (i) Corporate Members of the Association, which are a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered business concern having annual turn-over of not less than fifty million Rupees.
 - (ii) Associate Member of the Association, which is not a body corporate or a multinational or a sales tax registered business concern having annual turn-over of not less than fifty million Rupees.
- (b) Any person, firm, company or corporation owning or managing a hotel in Pakistan shall be eligible for membership of the Association.

ELIGIBILITY FOR MEMBERSHIP

- 7. Any person, firm, company or corporation owning or managing a hotel in Pakistan shall be eligible for membership of the Association, provided that it is carrying on business as Hotel and / or firm, company or corporation owning or managing a hotel in Pakistan and fulfill the criteria as provided in Rule 11 (a to e) of Trade Organizations Rules, 2013.
- 8. Any person, firm, company or corporation desirous of becoming a member, shall be eligible for grant or renewal of membership of the Association as Corporate and Associate Member having valid national tax number and sales tax registration, if applicable.
 - (a) And shall sign and deliver an application in the prescribed form of the Association, containing rates of Subscription and Admission Fee prescribed and revised from time to time for 1 to 5 Star Hotels;



- (b) The application for grant of membership would be proposed and seconded by existing members of the Association;
9. 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.
10. 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. The Executive Committee of the Association shall have full right to accept or reject any application of membership without assigning any reason.
11. In case of rejection, the admission fee and annual subscription paid by the applicant, shall be refunded to him and no further application shall be entertained from him for a period of one year from the date of rejection of his last application.

DURATION OF MEMBERSHIP

12. 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:

13. 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.
- (c) The annual membership subscription shall become due to payment on the 1st April each year and shall be for the period ending 31st March of that year. A notice for payment shall be sent to all members at least 30 days in advance of the due date. If a member name is removed from the Register of Members due to non-payment in spite of various reminder notices in writing from the Association, he shall not be readmitted as a member, unless he has paid the admission fee afresh and cleared all the dues outstanding against him.

ADMISSION FEE

14. 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 decide such cases on merit.

MEMBERSHIP FEE

15. In addition to the Admission Fee payable as provided in Article-14, 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, subject to approval of the General Body and Regulator.

RIGHTS AND PRIVILEGES OF MEMBERS

16. Subject to the provision of these Articles or any bye-laws and/or rules of the Association for the time being in force, a member shall, among other, have the following rights and privileges:

- (a) To take part in the management of the affairs of the Association.
- (b) To take advantage of all funds and property in the possession of the Association for the attainment of aims and objects of the Association.
- (c) To take advantage of all the information and records available with the Association.
- (d) To obtain a copy of the Annual Report and audited Statement of Accounts of the Association.
- (e) To obtain a copy each of all the publications of the Association either free of cost or at such price, as the Committee may decide from time to time.
- (f) To participate in the General Meetings of the Association
- (g) To convene ordinary or extra-ordinary General Meetings in conjunction with other members of the Association in accordance with the provision made in this Articles.
- (h) To stand for election as 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 business.
- (j) To inspect and examine books of accounts and other documents, register 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

17. Every member shall have the following responsibilities and obligations:

- (a) To make every effort to carry out the aims and objects of the Association as set forth in the Memorandum of Association;
- (b) To carry out and abide by the rules and regulations of the Association as laid down in these Articles or in the bye-laws that may from time to time, be framed;
- (c) To submit as far as possible all complaints, appeals, etc. in writing to the Association;
- (d) To pay the annual subscription of the Association regularly;
- (e) To bring to the notice of the Committee any matter likely to cause any loss or harm to the interests of the Association in whatsoever manner;
- (f) To accept and abide by all the decisions of the Committee in all matters. Provided that an appeal against the decision of the Committee can be made to the General Body of the Association and that the decision of the General Body shall be final;
- (g) To report to the Committee all the information considered necessary for promoting the aims and objects of the Association;
- (h) To take part in the deliberations at the meetings of the Association which a member is entitled to attend and to abide by the rules framed for the conduct of business of the meetings from time to time;
- (i) To assist and cooperate with the Committee in eradicating unethical business practices from the field of trade, commerce and industry.
- (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 but only with the approval of the Executive Committee 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.

ELECTION:

18. 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.

19. (I) The Executive Committee consisting of minimum of ten and maximum of thirty seats shall be elected from among the Corporate and Associate members of the Association. Provided that there shall be at-least fifty percent of Executive Committee Members from Corporate Class and remaining from Associate Members.
- (ii) The election of the Executive Committee shall be held by secret ballot. Where as office bearers of the Association shall be elected by the Executive Committee from amongst its Members and their final result shall be officially announced at the Annual General Meeting of the Association called for this purpose within fifteen days of the date of polling, but before or on 30th September.
- (iii) No voting by proxy or ballot shall be allowed.
- (iv) 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.
- (v) The office-bearers shall be deemed to have been automatically retired from their respective offices on completion of their annual terms of office. The tenure of Executive Committee shall be two years.
- (vi) Fifty percent members of the executive committee shall retire every year. However, after first election of the executive committee under these Articles draw shall be made to determine the fifty percent members who shall retire after expiry of first year.
- (vi) The members shall elect the number of representatives required to fill the vacancies caused by retirement of their representatives except that at the time of the first election to be held under these Articles they shall elect the total number of representatives as laid down in Articles 13 read with Clause (i) above.
- (vii) The members of Executive Committee so elected under Clause (v) above, together with those already continuing on the committee shall then elect from among their own number the top office-bearers, under these Articles.
- (vii) No Casual vacancies of Members or any of the offices shall be filled by co-option.
- (ix) Voting rights shall accrue only after two year's standing as member.
- (x) 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.



- (xi) The existing Executive Committee Members 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.
- (xii) On retirement any office-bearer shall not be eligible to be re-elected for the next one year.
- (xiii) On retirement from the Committee, the retiring representative or his firm acting through any other representative shall not be eligible to stand for election to the Committee for the next one year, Provided that:-
 - (a) If a retiring representative has interest in more than one firm or concern, his firm other than the one as whose representative he held office on the Committee, shall be eligible to contest the election through a candidate other than the retiring representative.
 - (b) No firm of concern shall be entitled to be represented at the time of elections through a person other than the one, who is a Proprietor, Partner, Director, Managing Agent, an elected office-bearer, Secretary or a responsible officer of such firm or concern.
- (xiv) A candidate who desires to stand for election must be proposed by one voter and seconded by another from his respective class.
- (xv) No member shall vote for more than the number of vacancies available on the Committee, provided that on the occasion of the first election, votes shall be given in favour of as many candidates as there are seats on the Committee. Provided further that, if the required number of members from any Zone has not been enrolled, the seats reserved for them shall remain unfilled for the whole term.
- (xvi) The names of the office-bearers of the Committee shall be announced at the Annual General Meeting of the Association. The office-bearers for the preceding year shall retire, and the newly elected ones shall take over their respective offices, at the Annual General Meeting.
- (xvii) Accidental error or omission to send any notice, nomination papers, etc., to any member shall not invalidate the ballot or election.
- (xviii) The candidates, who receive the largest number of votes shall be deemed to have been elected.



ELIGIBILITY TO VOTE:



- (xix) Two representative of any one member shall not be eligible to stand for election.
- (xx) No Member, who has not paid his subscription before the election takes place, shall be eligible to stand for election or to exercise his right of vote.
- (xxi) Every Member of the Association shall be entitled to one vote only. Provided that at the time of election, he shall be entitled to use his vote in favor of as many candidates as there may be vacancies for his favor of as many candidates as there may be vacancies for his favor of as many candidates as there may be vacancies for his class of members.
- (xxii) The Committee for the time being in office shall prepare program for the annual election of the required number of Members to the new Committee and shall cause notice about the election to be issued to all the members of the Association.



LIST OF VOTERS:

20. 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.
- 21. The change, if any, regarding name of representative appearing in the list of voters shall be sent to the Secretary General of the Association along with necessary proof of eligibility within seven days of the announcement of election schedule.
 - 22. The members who have any objection to the entries / changes in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the said list.
 - 23. The Secretary General will intimate action on the objections or changes sent by members within seven days from the last day under preceding clause.
 - 24. 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.
 - 25. Any person, aggrieved by the decision of the Election Commission or in case the Election Commission fails to decide the representation within the period of three days of decision by the Election Commission, make an appeal to the Regulator,



who shall decide the appeal within ten days and his decision in this regard shall be final.

26. Within two days of the decision of the Regulator, 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 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.
- (c). Submitted to the Regulator

NOMINATION PAPERS

27. Within four days of the display of the final list of voters, any person who is eligible to contest the election (be from Corporate or Associate Class) for the vacant post, shall send his nomination duly proposed and seconded by a duly registered voter as per his respective class, i.e. either from Corporate or Associate Member, and signed by the candidate to the Secretary General.

APPOINTMENT OF ELECTION COMMISSION

28. 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 cast vote or become a candidate in the election they are conducting;
- (e). The members of Commission shall be independent, impartial and non-partisan; and
- (f). The members of the Commission shall not canvass for any candidate or panels contesting the election, they are conducting.

BALLOT PAPERS



29. 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.
30. 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.
31. After comparing the signatures and photographs with the specimen signatures cards the polling officer shall handover the ballot paper to the voter.
32. 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.
33. 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 / polling officer and polling agents of the candidates.
34. Adequate arrangements shall be made to maintain the secrecy of the polls.
35. Proper account shall be maintained by a designated officer in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers.
36. The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
37. 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

38. The returning officer as appointed shall be in-charge of all arrangements connected with such elections, including counting of votes and announcement of results.

COUNTING OF VOTES

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



PROVISIONAL RESULTS



40. Provisional results may be declared by the returning officer immediately after the counting of the votes.

INSPECTION OF RECORD OF ELECTIONS

41. Upon an application made in this behalf by the candidate within seven days of the date of polling and with approval of the Regulator, the record of elections shall be open for inspection by the applicant in presence of the Election Commission.

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 of September of the year.

43. The final election result announced at the General Meeting shall be displayed at:

- (a) The Notice Board of the Head Office and Regional Offices of the Association within two days; and
- (b) Displayed at the website of the Association within two days; and
- (c) Submitted to the Regulator within 7 days.

44. REGISTER OF MEMBERS

- (a) A register of Members shall be maintained at the registered office by the Association in which, shall be set forth the names, addresses and other particulars of all members together with those of their representatives for the time being and in which, all changes taking place from time to time shall be recorded. There shall also be an entry in the Register indicating the nature of business carried on by each member.
- (b) Every member shall have the right of inspection of the Register and, if he is not satisfied with the entry or entries made therein, he may request for necessary corrections to be made in them.

45. RESIGNATION, REMOVAL OR EXPULSION FROM MEMBERSHIP

- (a) Any member may resign from the Association by giving thirty days notice in writing to the Committee and upon the expiration of the notice, he shall cease to be member. The member who has resigned or whose name has been removed from the Register for non-payment of subscription or expelled from the Association, shall remain liable to pay all dues to the Association up to 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 has been expelled from the Association, shall not be entitled to refund of any money paid to the Association.

(c) A member shall be liable to be fined or expelled or his rights and privileges being withdrawn for any of the following reasons by a resolution of the committee passed in a meeting specially convened for the purposes by two third majority of the members present:

- (i) Neglecting or refusing to submit to, abide by, or carry out any decision of the Committee.
- (ii) Indulging in any unethical business practices in the field or trade, commerce or industry.
- (iii) International violation of the rules and regulations and bye-laws of the Association. Failure to pay arbitration fee or find or any other due demand of the Association.

Provided that a member shall not expelled by the Committee unless he has been given an opportunity of explaining his position in writing and/or in person. Provided further that the member so expelled shall have the right to appeal within 30 days from the date of expulsion of the General Body of the Association. Provided further that when such an appeal is made by the member, the Committee shall arrange to convene a meeting of the General Body within 30 days from the date of receipt of that 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 Regulator, 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 45 above, or
- (ii). if he is expelled from membership as per clause (c) of Article 45 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 is made in the constitution or corporate name of the firm, company or corporate name of the firm, company or corporation which substantially alters the composition of that firm, company or corporation or



- (v). In case of an individual, if he is un-discharged insolvent, or if he is adjudged by a competent court to be of unsound mind, or if he is
- (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 membership 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. The member whose name has been removed from the register due to expulsion, resignation or non-payment of subscription shall be eligible for re-enrolment on payment of admission fee afresh and all arrears outstanding against him. Provided that a member who is expelled from the Association, shall not be re-admitted before the expiry of one year from the date of expulsion.

COMPOSTION OF EXECUTIVE COMMITTEE

48. The management and administration of the affairs of the Association shall be vested in a body and shall comprise a Chairman, Senior Vice Chairman, Vice Chairman, an Executive Committee and a general body.

Chairman	1
Senior Vice Chairman	1
Vice Chairman	1
Members	7
Total	10

49. The Executive Committee shall comprise of at-least ten 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

50. The 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 without voting right

51. The tenure of all elected office bearers shall be one years.



52. The tenure of Executive Committee of the Association shall be two years subject to fifty percent of the members of Executive Committee retire every year.
53. On completion of term, office-bearers and members of the executive committee shall not be eligible to contest election or co-option in any representative capacity in the Association for the next one year.
54. The Provincial Committee will correspond with the provincial or local Governments or Administration and various authorities or the Central Government in the provinces on matters which concern the provinces, provided that:-
- (i) On any matter having an all Pakistan bearing if the Executive Committee of the Association differs with the Provincial Committee, the opinion expressed or recommendations or nominations made by the latter shall also be forwarded to the government along with the views of the Provincial Committee.
 - (ii) They shall not directly correspond with the Ministries of the Central Government and that where a matter concern's the Central Government, it shall be progressed by or through the Executive Committee.
55. (i) Provincial Committee shall function under the over-all authority of the Executive Committee and shall carry out pertains functions given to them by the latter from time to time.
- (ii) The Zonal Office may set up Regional Office, with the permission of the Executive Committee of the Association, at such place or places within their jurisdiction as may be considered necessary from time to time. If and when such offices are set up, their powers and scope of functions, composition of Branch Committees, etc., shall be laid down by the Zonal Office concerned in consultation with the Executive Committee.

SUB-COMMITTEE

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

Members of the sub-committee may elect their own Chairman. In absence of the Chairman any member of the Committee elected for the time being by majority of votes shall preside at their meetings. The rules that apply to the members of the Executive Committee will equally apply to members of the sub-committee



VACANCIES

57. No vacancy caused in the office or any office bearer or any member of the Committee shall be filled except the annual election.

APPOINTMENT OF AUDITORS

58. 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

GENERAL MEETING

59. (a) The first General Meeting of the Association shall be held within 90 days from the date of incorporation of the Association and thereafter once at least in every calendar year at such time, date and place as may be determined by the Committee, but in any case not more than 15 months shall elapse between any two General Meetings, such meetings shall be called Annual General Meeting.
- (b) The following business shall be transacted at the Annual General Meeting:
- (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 the Accounts of the Association.
 - (iv) Appointment of Auditors.
 - (v) Announcement of the names of the office-bearers of the new Committee.
 - (vi) Transaction of any business as may be on the Agenda, or any other business with the permission of the Chair.
- (c) The meeting of the Association, other than the Annual General Meeting, shall be called Extra-Ordinary or Special General Meetings and shall be held at any time and at such places as the Committee may deem convenient for the disposal of the business of the Association.
- (d) An Extra-ordinary or Special General Meeting may be held on a requisition signed by at least 5 Members of the Association specifying clearly the business desired to be transacted.



- (e) The Secretary upon requisition made in writing by at least 5 members of the Association shall convene an Extraordinary General Meeting and such meeting shall be called within 21 days from the date of receipt of such requisition, and a notice of such meeting under the signature of the Secretary shall be circulated among all the members of the Association for their information at least 14 days before the time appointed.
 - (f) If the Secretary does not proceed within 21 days from the date of the requisition so made to cause a meeting to be called, the requisitionists or a majority of them may themselves call the 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 nearly as possible in which meetings are to be called by the Secretary.
 - (g) Any requisition for an Extra-ordinary or Special 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 acknowledgement due.
 - (h) At least 6 members of the Association present in person or by proxy, qualified for the time being, will form a quorum for the Annual General or Extra-ordinary or Special General Meeting and no business shall be transacted at such meetings unless there is a quorum. No quorum shall, however, be required for any adjourned meeting.
 - (k) If within half-an-hour from the time appointed for the Extra-ordinary or Special General Meeting, the quorum is not formed, the meeting, if convened upon requisition shall be dissolved, but in any case it shall stand adjourned to the next day at the same time and place.
 - (j) At least 14 days' notice for Annual General Meetings intended to pass an ordinary resolution and at least 21 days' notice for an Extra-ordinary or Special Meeting intended to pass special resolution specifying the place, date and hour of the meeting, shall be circulated to all the members of the Association along with the notice of meeting. Non receipt of such notice by any member shall not invalidate the proceedings at such meetings.
- The Chairman may, upon the consent of members, adjourn any meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place.
- (m) Every resolution submitted to a General Meeting, whether Ordinary or Special, shall be decided by ballot or by show of hands as the member present may decide. Unless there be anything contrary to these Articles such resolution shall be passed by a simple majority vote. In the case of equality of votes, the Chairman or whosoever presiding shall have a casting vote.



- (n) The Chairman or in his absence the Senior Vice Chairman or any of the members present at the meeting may choose someone from among themselves to preside over the meeting.
- (o) At any General Meeting unless a poll is demanded by at least one third of members present at the meeting, a declaration by the Chairman or whosoever by presiding that a resolution has been carried or lost an entry to that effect in the Minutes Book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.
- (p) Minutes of the proceedings of all meetings of the Association shall be recorded by the Secretary in a Minute Book to be kept by him for this purpose and shall be countersigned by the person, who presided over the meeting. The Book shall be open to inspection by Members of the Association at any reasonable time.
- (q) Every resolution duly passed at any General Meeting shall be binding upon all members.

VOTE OF MEMEBRS

- 60. Every Member shall have one vote and no more, subject to the provision made in Clause (xix) of Article 19. Every member shall be entitled to use his right of vote in favor of as many candidates as there may be vacancies on the committee concerned.
- 61. No Member shall be entitled to vote at any meeting unless all moneys due from him to the Association have been paid or if he has resigned or ceased to be a member or has been expelled from the Association.
- 62. Neither postal ballot nor proxy shall be allowed in any meeting to vote for any resolution.

AMENDMENTS IN THE ARTICLES AND MEMORANDUM

- 63. Amendments in these Articles or Memorandum can be effected only at a Special or Extra-Ordinary General Meeting of the Association convened specially for this purpose, in accordance with thee Articles 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 and shall also be made by government when required by it in the public interest



MEETING OF THE COMMITTEE

64. (a) The Committee shall meet at least once every three months at such Places as may be considered necessary.
- (b) Emergent meetings of the Committee may be convened by the Chairman or the Secretary in consultation with the Chairman. Notice of six days for the emergent meeting and 14 days for ordinary meeting of the Committee shall be necessary. Notice of emergent meetings so outside members shall be served by telegram.
- (c) On the signed requisition by at least 4 members of the Committee, specifying the purposes a special meeting of the Committee shall be convened by the Secretary within fifteen days of the receipt of such requisition.
- (d) One third of the total number of Members of the Committee shall form the quorum. If 30 minutes after the scheduled time of the meeting, the requisite quorum is not formed, the Chairman in consultation with the Members present, may adjourn the meeting. No quorum shall be necessary at the adjourned meeting and the Member.
- (e) All resolution before the Committee shall be decided by the simple majority vote.
- (f) The Committee shall cause the proceedings of its meeting to be duly recorded in the Minute Book.

POWER & FUNCTION OF THE EXECUTIVE COMMITTEE

65. The Executive Committee of the Association shall have the following powers and functions:-

- (i) To carry out all the rules, aims and objects of the Association;
- To make arrangements for the Annual Elections of the Committee before retiring;
- To continue and to manage all the affairs of the Association until the next properly constituted Committee takes over the charge in accordance with these Articles;
- (iv) To look after and manage all the property, movable and immovable held by the Association
- (v) To appoint Sub-Committee for any special purposes with such rules and regulations as it may think fit;



- (vi) To delegate any of its powers to a Sub-Committee;
- (vii) To appoint, remove and re-appoint any person or persons as may be necessary for the efficient functioning of the Association and to regulate their terms and conditions of service;
- (viii) To keep or cause to be kept by any one or more persons 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, compensation allowance and remuneration of the members of office-bearers for their services to the Association and for all such purposes as are conducive to the promotion of the objects of the Association and in a like manner rescind, add or alter such rules, regulations and 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 with a view to promoting its objects;
- (xi) To present the views of the Association on any matter relating to the objects of the Association;
- (xii) To convene Ordinary or Extra-Ordinary General Meetings of the Association;
- (xiii) To nominate members to represent the Association on non-political public bodies;
- (xiv) To defray expenses of the delegates selected and deputed by the Association to represent the Association at Conferences and Meetings of Trade and Industrial Organizations of other Public Bodies held in any place, in or outside Pakistan; provided that no invitations shall be extended to any foreign organizations or individuals, or shall be accepted from the latter for participation in any Conference or Meetings to be held in Pakistan or abroad without the prior permission of Government;
- (xv) To remove or expel any member from the Association or re-admit such expelled members
- (xvi) To commence, institute, prosecute and defend all such actions and/or suits as the Committee may deem necessary or expedient on behalf of the Association and to compromise or submit to arbitration any action, suit or dispute or difference as the Committee in its discretion may think fit;
- (xvii) To deal with matters affecting all the members of the Association or the trade as a whole; provided that in the event of difference of opinion with the Zonal Committee which shall deal with all local problems, the views of



the latter shall not be shut out while corresponding particularly with the

- (xviii) Generally to adopt and to carry out 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.

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

66. The Executive Committee at the Head Office and the Respective Circle Committee at the circle Officers 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.

POWER & RESPONSIBILITIES OF TOP OFFICE-BEARERS

67. CHAIRMAN:

- (i) He shall be the Chief Executive of the Association. He shall whenever possible preside over all the meetings of the Committee and lead all deputations and delegations.
- (ii) He shall have the power to sanction any amount not exceeding Rs. 5,000/- at the time prior to consultation or assent of the committee and that amount shall be paid from the funds of the Association. The approval of the Committee shall, however, be obtained at its subsequent meeting.



- (iii) He shall summon all meetings of the Committee and the General Body of the Association.

- (iv) He shall take votes of the members and declare the results of such counting of votes and in the members and declare the results of such counting of votes and in the case of equality of votes, he shall have his casting or second vote.

- (v) To preside at the meetings of the Executive Committee and / or meetings of the General Body.



- (vi) To control and maintain decorum and discipline at the meetings.
- (viii) To look after and supervise the working and activities of the Association.
- (ix) To give precedence to any item of the Agenda and to give rulings to points that may be raised in meetings.
- (x) To direct the Secretary General to call the meeting of the Executive Committee and the General Body, as the case may be.
- (xi) To adjourn or disperse unruly and in-disciplined meetings.
- (xii) To lead delegations and deputations.

68. **VICE CHARIMAN:**

In the absence of the Chairman, the Senior Vice Chairman or Vice Chairman, who may be nominated by the Chairman or the Committee shall perform all or any of the functions and duties of the Chairman.

69. **SECRETARY GENERAL:**

Subject to the supervision, control and orders of the Chairman, the Secretary General, who shall be the whole-time paid employees of the Association, shall be the in-charge of the secretariat and shall perform the following duties.

- (i) To carry on and have charge of all correspondence of the Association;
- (ii) To have charge of all papers and documents of the general Body properties, Movable and Immovable, belonging to the Association;
- (iii) To issue and give notice of all the meetings of the General Body, Executive Committee and various Sub-Committees of the Association;
- (iv) To keep and maintain accurate minutes of all meetings of the Association, Executive Committee and its various Sub-Committees, and to get the signature of the Chairman or of the person, who presided over the meeting on such minutes;
- (v) To prepare the Annual Report of the Association in consultation with the Committee as well as the reports of all Sub-Committees of the Association;
- (vi) To circulate among the members of the Central Committee the minutes of its meetings and proceedings of the various Sub-Committees and among the members of the Association the



Annual Report Notices and other information intended for

- (vii) To circulate removal, expulsion or resignation of any person, firm company or corporation as a member of the Association;
 - (viii) To notify all members of the Association of the impending annual election and the results thereof;
 - (ix) To collect all dues of the Association of the impending annual election and the results thereof;
 - (x) To keep and maintain accurate accounts of the Association and of the funds connected with or in any way controlled by it;
 - (xi) To ensure all payments on behalf of the Association in conformity with the decision of the Committee and keep and imp-rest account of an amount of Rs. 5,000/-;
 - (xii) To countersign all cheques issued on behalf of the Association which shall be signed by the Chairman and/or a Member of the Committee duly authorized in this behalf;
 - (xiii) To represent the Association for all purposes whenever action arises before Court of Justice in any suit or proceeding instituted by or against the Association provided that he shall not be competent to compromise any suit of proceeding without the sanction of the Committee;
 - (xiv) To delegate any or all his/her functions to any of the staff of the Association provided that he / she shall remain responsible to the Committee for all acts done in his/her behalf by such staff;
 - (xv) To maintain administrative and disciplinary control over all staff of the Association in accordance with the rules and regulations framed in this behalf by the Committee;
- To do and perform all acts and deeds that he/she may expressly be required to do by the Committee and generally all such other deeds as are incidental to his office.



70. FUNDS:

- (a) The funds of the Association shall be deposited in a Scheduled bank approved by the Committee. The account in the bank shall be operated upon by cheques jointly signed by the Chairman and/or a duly authorized Member of the Committee and countersigned by the Secretary General.



- (b) The income of the Association derived from admission fee and annual subscription of members included in each Fund shall be distributed between the Central Office and the Zonal Office concerned in the ratio of 60:40 or in such other proportion as may be considered conducive for the efficient functioning of the Central and Zonal Office.

71. ACCOUNTS:

The account books and other documents of the Committee shall be kept at the headquarters of the Central Office of the Association and shall always be open to the inspection of the members of the Association at such time or times during the office hours and to such extent as the Committee may, from time to time, determine. The Committee or the Chairman of the Association may refuse inspection of the any document, which may in its or his opinion be likely to prejudice the interests of the Association.

72. SEAL:

- (i) The Executive Committee shall provide a Common Seal for the Association. The Seal shall be deposited with the Secretary General and shall never be affixed to any document except by the prior authority of the Committee or the Chairman for the time being and at least one other Member or the Committee shall sign every such instrument to which the Seal is affixed and all such instruments shall be countersigned by the Secretary General, provided any instrument bearing the Seal of the Association and issued for a valuable consideration shall nevertheless be binding on the Association notwithstanding any irregularity touching the authority of the Committee to issue the same.
- (ii) Deeds, Bonds and other contracts under the Seal made on behalf of the Association and signed by the Chairman and Secretary General of the person acting as the Chairman and Secretary and one Member of the Committee shall be deemed to have been duly executed.

73. PANEL OF ARBITRATORS:

The Committee shall appoint a panel of Arbitrators and all disputes and differences between members pertaining to, arising out of or relating to their business shall be resolved by reference to sole arbitration of a person names in the Panel of Arbitrators Panel, one to be appointed by each party to the reference. The provisions of Arbitration Act, 1940 and any statutory modifications or amendments thereof shall apply to such an arbitration under this Article.

NOTICES:



74. A notice may be given by the Association to any member either personally or by sending it by post to his registered address.
75. When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless contrary is proved shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.

GENERAL:

76. All provisions relating to the election of office-bearers of the Executive Committee, its meetings and posers, General Meeting of the Association, etc., shall apply, mutatis mutandis, to Zonal Committee, Zonal General Meetings, etc.
77. Amendments in these Articles of Association shall be affected by a resolution passed by two-third majority of the members present at a Special or Extra-ordinary General Meeting of the Association convened specially for this purpose in accordance with these Articles. Provided that all amendments shall be subject to the approval of government and shall also be made when required by Government in public interest.
78. Any dispute or difference of opinion in regard to the interpretation or scope of application of these Articles of Association, which can not be resolved by the Association itself, shall be referred to the Regulator under the Trade Organization Act 2013 and the ruling given by the Regulator, shall be binding on the Association, its office-bearers and members.
79. The signatories to the Memorandum and Articles of Association shall form and Adhoc Committee, which will for all practical purposes, be treated as the Executive Committee of the Association shall be elected in terms of the Articles.

INDEMINTY:



80. All elected and appointed Executive Committee Members including 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 them may 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.

Provided that above clause will be considered as applicable mutatis mutandis in relation to elected and appointed Members of the Executive Committee including Officers of the Association and no suit, prosecution or other proceedings, which lie against any person for anything which is, in good faith, done or intended to be done in pursuance of Trade



Organizations Act 2013 or any rule or order made or any direction given there under

WINDING UP

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

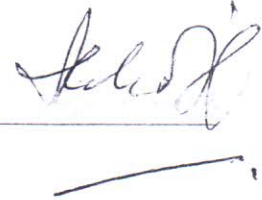
INCONSISTENCY

82. Notwithstanding anything contained in these Articles, the provisions of Trade Organizations Act, 2013 and Rules, 2013 will prevail to resolve any inconsistency

<u>S.No.</u>	<u>NAME OF SUBSCRIBERS</u> <u>SIGNATURE</u>	<u>ADDRESS & DESCRIPTION</u>
1	Mr. Sikander Mahmood	Chairman PHA & CEO Arabian Sea Enterprises Ltd. Sheraton Karachi Hotel Club Road, Karachi
2	Mr. Zubair Surti	Director Corporate Affairs Islamabad Serena Hotel TPS, Kassam Court, Clifton Karachi
3	Mr. M. Akhtar Bawany	Executive Director Pakistan Services Limited Islamabad
4	Mr. M. Anwar Qureshi	Chief Executive Officer Ramada Plaza Hotel Karachi Airport
5	Mirza Mansoor Ahmed	General Manager Karachi Marriott Hotel Abdullah Haroon Road Karachi



General Manager
Hotel Mehran
Sharea Faisal
Karachi



7. Mr. Ershad H. Shah

General Manager
Hotels Jabees
Abdullah Haroon Road
Karachi



8. Mr. Azeem Qureshi

General Manager
Pearl-Continental Hotel
Club, Road
Karachi



Dated 02 day of AUGUST 2013

Witness to the above Signatures:

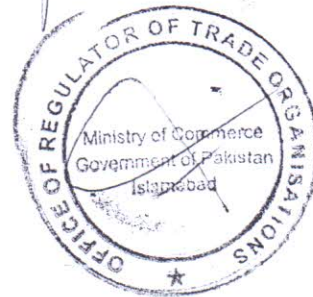
Name: SHEHZAD FAROOQ PATEL Occupation: DDF PCHK

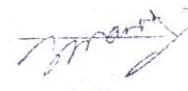



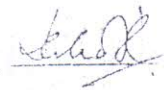
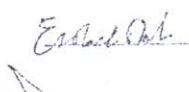


S/o: FAROOQ ISMAIL

Nationality: PAKISTANI

Address: PC HOTEL
CLUB ROAD

Signature: 



S.No.	NAME OF SUBSCRIBERS	ADDRESS & DESCRIPTION	SIGNATURE
1.	Mr. Sikander Mahmood	Chairman PHA & CEO Arabian Sea Enterprises Ltd. Sheraton Karachi Hotel Club Road, Karachi	
2.	Mr. Zubair Surti	Director Corporate Affairs Islamabad Serena Hotel IPS, Kassar Court, Clifton Karachi	
3.	Mr. M. Akhtar Bawany	Executive Director Pakistan Services Limited Islamabad	
4.	Mr. M. Anwar Qureshi	Chief Executive Officer Ramada Plaza Hotel Karachi Airport	
5.	Mirza Mansoor Ahmed	General Manager Karachi Marriott Hotel Abdullah Haroon Road Karachi	
6.	Mr. Jehan Zeb	General Manager Hotel Mehran Sharea Faisal Karachi	
7.	Mr. Ershad H. Shah	General Manager Hotels Jabees Abdullah Haroon Road Karachi	
8.	Mr. Azeem Qureshi	General Manager Pearl-Continental Hotel Club Road Karachi	



Dated 02 day of August 2013

Witness to the above Signatures:

Name: BHEKEND PATEL

Occupation: DDF - PCMR

Sr: Private ILMAN

Nationality: PAKISTANI

Address: PC Hotel
club road
Karachi

Signature: 



Certified to be True Copy
Imabane
Joint Registrar of Companies

