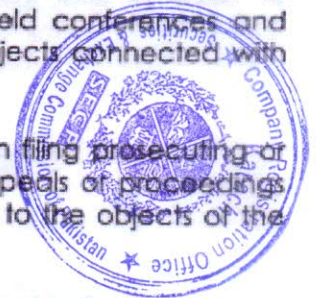


**MEMORANDUM OF ASSOCIATION
OF
PAKISTAN HOTELS ASSOCIATION**

1. This trade organization shall be called "Pakistan Hotels Association".
2. The Registered Office of the Pakistan Hotels Association, which shall also be the Head Office, shall be situated at Suit # G-8, Ground Floor, Shafi Court, Merewether Road, Civil Lines, Karachi - 75530, Sindh. The Association may have Regional or Zonal Offices at other places in the country, as deemed necessary by the management to provide adequate services to its members.

The Area of operation of the Association extends to the whole of Pakistan.

3. The objects of the Association are as under:
 - (a) To Advance, Protect, Safeguard and Promote the rights, interests, and privileges of person, Firms, Companies or Corporations Owning or Managing Hotels, Restaurants or Clubs in Pakistan (hereinafter referred to as "Hotels") and to represent to Government and other Authorities concerned their grievances and seek redress thereof.
 - (b) To diffuse among its members information on all matters affecting hotels and to collect, print, publish, issue and circulate such papers, periodicals, books, circulars, statistics and other literary undertakings as may seem conducive to any of these objects.
 - (c) To create unity and sympathy among the members of the Association and to encourage them to work on co-operative lines in order to safeguard their own interests and to convene, held conferences and conventions for the deliberations and study of subjects connected with the development of hotels in Pakistan.
 - (d) To file, prosecute or defend or concur join or aid in filing prosecuting or defending any such actions, suits, applications, appeals or proceedings as the Association may think proper or conducive to the objects of the Association.
 - (e) To enter into any arrangements with the Central, Provincial or Local Government or Authorities (Municipal, Port Trust, Railway, Local or otherwise) that may seem conducive to the objects of the Association or any of them, and to obtain from any such Government or authorities any rights, privileges and concessions which the Association may think desirable to obtain and to carry out, exercise and to comply with such arrangements, rights, privileges and concessions and to ensure equality of treatment by Government and other public authorities and to nominate delegates and advisers, etc., to represent the Association on such government and Public Bodies.



- (f) To take all necessary steps for promoting, supporting or opposing legislation or other actions either by Government or and department thereof or by any local body or bodies or by any individuals affecting the interests of the members of the Association and in general to take initiative to secure and promote development of hotels on modern lines.
- (g) To make representations to the local, central or other authorities concerned on any matter affecting the commercial, economic and other interests of the members of the Association.
- (h) To ensure that the demands of the customers are attended to within reasonable limits set down by the Association.
- (i) To adjudicate as a body any dispute in which one or more members of the Association may become in the ordinary course of business.
- (j) To take measures for the eradication of unethical business practices from the field of trade, commerce and industry.
- (k) To subscribe to, and become a member of, the Federation of Pakistan Chamber of Commerce & Industry and co-operate with any other international organization 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 organization such information as may be or likely to forward the objects of this Association. Provided that the Association shall not be affiliated with any foreign or international organization without the prior permission of Government.
- (l) To purchase, take on lease, hire or otherwise acquire land, building and any other movable or immovable properties or any rights or privileges necessary or convenient and to constructs, alter and maintain the building required for the use and purposes of the Association.
- (m) To issue appeals and collect funds for the national, educational, social and humanitarian purposes and to subscribe to any local and other charities and to grant donations for any public purposes and to provide Provident Fund or Superannuation Fund or Funds for the employees, their widows or dependents and grant scholarships to deserving students for foreign studies in the field of management and administration of hotels.
- (n) To sign, seal, execute and deliver all instruments, deeds, documents and writing whatsoever that may be found to be necessary or expedient in relation to the aforesaid objects or the affairs or the interests of the Association.
- (o) To admit new members to the Association upon such terms and conditions as may from time to time be determined.



- (p) To borrow money or raise or secure the payment of money in such a manner as the Association may think fit, and in particular by the issue of debentures, charged upon all or any property (present and future) of the Association and to purchase, redeem or pay off any such securities.
 - (q) To appoint Arbitrators for settling disputes and differences between members.
 - (r) To promote harmonious relations between the members of Association and their employees and to concede such benefits and concessions to the latter as are found to be reasonable and legitimate.
 - (s) To organize, establish technical schools, colleges and institutions to impart practical knowledge for the efficient control and management of hotels.
 - (t) To amalgamate with, affiliate, join, take over any other Association or association, whether incorporated or not, whose objects are altogether or in part similar to those of this Association upon such terms and conditions, including those for any additional alteration or modification of the name of this Association as may be mutually agreed.
 - (u) To frame from time to time, such rules and laws as the Association may deem fit or proper for all or any of the objects, and to comply with all the requirements of the Trade Organizations Act, 2013.
 - (v) To do all such other things as are incidental or conducive to the above objects or any of them.
4. The income and property of the Pakistan Hotels Association whatsoever derived shall be applied solely towards the promotion of the objects of the Pakistan Hotels Association as set forth in this Memorandum of Association and no portion shall thereof shall be paid or transferred directly or indirectly by the way of dividend or bonus or otherwise to the persons who at the time are or have been members of the Pakistan Hotels Association or to any persons claiming through any of them.
5. The liability of the member shall be limited, but if any member pays or receives any dividend, bonus or other profit in contravention of paragraph 4 hereinbefore, his liability shall become unlimited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be member and of costs, charges and expenses of winding up the same and for adjustments of the rights of the contributories amongst themselves such amount as may be required not exceeding Rs. 100.00.



7. If upon the winding up or dissolution of the Pakistan Hotels Association, there remains, after the satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid or distributed among the members of the Pakistan Hotels Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Pakistan Hotels Association and question of similarity to subjects shall be determined by the majority of the members of the Pakistan Hotels Association with the approval of the Regulator, at or before the time of dissolution or by such Judge of the High Court, Sindh who may have or acquire jurisdiction in the matter.
8. For the purposes of registration the number of members of the Association shall be unlimited.
9. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipts and expenditure takes place, and of the property, assets and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Association shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the Income and Expenditure and of the Balance Sheet ascertained by a qualified auditor or auditors.
10. That any amendment made in memorandum of association and by-laws shall be notified to the Regulator by the Association:

Provided further that the Federal Government may rescind, amend or otherwise modify any provision of memorandum and articles of association in case it is observed to be in conflict with provisions of the Act, rules made thereunder, the Ordinance and public notices issued by the Federal Government from time to time.

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

<u>S.No.</u>	<u>NAME OF SUBSCRIBERS</u>	<u>ADDRESS & DESCRIPTION</u>	<u>SIGNATURE</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, Kassar Court, Clifton Karachi	_____
3.	Mr. M. Akhtar Bawany	Executive Director	_____



[Handwritten signature]

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 _____ day of _____ 2013

Witness to the above Signatures:

Name:

Occupation:

S/o:

Nationality:

Address:

Signature: _____

