

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION**



**THE LAHORE CHAMBER OF COMMERCE & INDUSTRY**

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**MEMORANDUM OF ASSOCIATION**  
**OF**  
**THE LAHORE CHAMBER OF COMMERCE & INDUSTRY**

1. The name of the Chamber is “The Lahore Chamber of Commerce and Industry”.
2. The Registered Office of the Chamber will be situated at Lahore in the province of the Punjab.
3. The objects for which the Chamber is established are:-
  - a) To promote and protect the trade, commerce, industry and service of the members of the Lahore Chamber.
  - b) To watch over and protect the interests of persons engaged in trade, commerce or industry or service sector of its members.
  - c) To consider all questions connected with trade, commerce service sector and industry.
  - d) To obtain the removal, as far as the Chamber can, of all acknowledged grievances affecting merchants and/or industrialists or mercantile and/or industrial interests in general.
  - e) To promote or oppose legislative and other measures affecting trade, commerce, service sector and industry.
  - f) To resolve controversies between members of the Chamber.
  - g) To encourage decision of disputes by arbitration and to arbitrate between parties willing to refer to, and abide by, the decision of the Chamber or Executive Committee, or persons constituted or appointed in that behalf by the Chamber specially, or under by-laws framed by the Chamber.
  - h) To arbitrate in the settlement of disputes arising out of commercial transactions between parties willing or agreeing to abide by the judgment and decision of the Chamber.
  - i) To establish just and equitable principles in trade, commerce, service sector and industry.
  - j) To form a code or codes of practice to simplify and facilitate transaction of business.
  - k) To maintain uniformity in rules, regulations and usages of trade.

- l) To sell, improve, manage, develop, exchange, lease or let, under lease, sublet, mortgage, dispose of, turn to account or otherwise deal with, all or any part of the property of the Chamber.
  - m) To construct upon any premises acquired for the purposes of the Chamber, any building or buildings for the purposes of the Chamber and to alter, add to or remove any building upon such premises.
  - n) To borrow or raise any moneys required for the purposes of the Chamber upon such terms and in such manner and on such securities as may be determined, and in particular by the issue of debentures charged upon all or any of the property of the Chamber.
  - o) To establish and support, or aid in the establishment and support of Funds, Trusts and conveniences calculated to benefit employees or ex-employees of the Chamber or the dependants or connections of such persons and to grant pensions and allowances.
  - p) To subscribe to become a member of, and cooperate with any Association, whether incorporated or not, whose objects are altogether or in part similar to those of this Chamber and to procure from and communicate to any such Association such information as may be likely to forward the objects of this Chamber.
  - q) To obtain representation on councils, commissions, boards committees and other Government or Municipal bodies whose objects may be synonymous with those of this Chamber or which such representation may be advisable in the interests of this Chamber.
  - r) To do all such other things as may be conducive to the extension of trade, commerce or manufactures, or incidental to the attainment of the above objects or any of them.
  - s) To collect and circulate among members' statistics and other information regarding to trade, commerce, service sector and industry.
4. The income and property of the Lahore Chamber of Commerce and Industry whensoever derived shall be applied solely towards the promotion of the objects of the Lahore Chamber of Commerce and Industry as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise to the persons who at any time are or have been members of the Lahore Chamber of Commerce and Industry or to any persons claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Chamber or to any member thereof or other person in return for any service actually rendered to the Chamber, or the payment of interest on money borrowed from any member of the Chamber.

5. The fourth paragraph of this Memorandum is a condition on which the Government of Pakistan grants a license to the Chamber in pursuance of Section 42 of the Companies Act, 2017. The liability of the members is limited.
6. If any member of the Chamber pays or receives any dividend, bonus, or other profit in contravention of the fourth paragraph of this Memorandum, his liability shall be unlimited.
7. Every member of the Association undertakes to contribute to the assets of Chamber in the event of same being wound up during the time that he is a member, or within one year after wards, for payment of the debts and liabilities of the Chamber contracted before the time at which the ceases to be member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Rs.50/-.
8. If upon the winding up or dissolution of the Lahore Chamber of Commerce and Industry, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Lahore Chamber of Commerce and Industry, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Lahore Chamber of Commerce and Industry and question of similarity in subjects shall be determined by the majority of the members of the Lahore Chamber of Commerce and Industry with the approval of the Regulator, at or before the time of dissolution or by such judge of the Lahore High Court who may have or acquire jurisdiction in the matter.
9. 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:

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Names, addresses and description:

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1. TAJAMMAL HUSSAIN,  
Managing Director  
Chenab Textile Mills Ltd,  
77 Mayo Road, Lahore
2. L .C.JACKSON,  
Director and General Manager  
Gillanders, Arbuthnot & Co, (Pakistan) Ltd  
The Mall, Lahore
3. R.MITCHELL  
Manager Director  
Mitchell's Fruit Farms Ltd.  
Renala Khurd.
4. S.ABDUL MAJID  
Income Tax Consultant,  
18 Maclagen Road, Lahore.

5. MUHAMMAD AMEEN  
Managing Director,  
Crescent Textile Mills Ltd,  
30 David Road, Lahore
  
6. S.M.JAMIL  
Chairman,  
Crescent Paint, Colour and Varnish Works Ltd,  
10 Baradari Road, Shahdara, Lahore
  
7. FAZAL DIN  
Proprietor,  
Messers Mohammad Din & Sons,  
30 The Mall, Lahore
  
8. MEHBOOB SAYED,  
Proprietor,  
Interseas Trading Corporation,  
26 The Mall, Lahore.
  
9. ZAHUR AHMAD,  
Director,  
Messrs. Sh. Mian Muhammad Allah Baksh, 23-The Mall Road, Lahore

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Witness to the above                      Dated the 20<sup>th</sup> Day of December, 1958  
Signatures:

J.D Sylva  
Secretary,  
West Pakistan Chamber Of Commerce & Industry,  
14 Lawrence Road, Lahore.

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE LAHORE CHAMBER OF COMMERCE & INDUSTRY**

**DEFINITIONS**

1. In these Articles unless there is anything repugnant in the subject or context:-
  - (i) **“Article”** means articles of Lahore Chamber of Commerce and Industry.
  - (ii) **“Chamber”** means The Lahore Chamber of Commerce and Industry.
  - (iii) **“Commission”** means the election commission appointed for the purpose of annual election of the Chamber.
  - (iv) **“Regulator”** means the Regulator of Trade Organizations appointed by the Federal Government and includes an officer empowered by the Federal Government to perform the functions of the Regulator under Trade Organizations Act 2013.
  - (v) **“District”** Means Lahore district as notified by the provincial governments from time to time.
  - (vi) **“Town Association”** means a town association, organized to represent trade, industry or service in a town, tehsil, taluka or a district where there is no chamber and such town association shall be affiliated with the Lahore Chamber of Commerce and Industry.
  - (vii) **“General Body”** means all members of the Chamber.
  - (viii) **“General Meeting”** means General Meeting of the General Body of the Chamber, whether Ordinary or Extraordinary.
  - (ix) **“Member”** means a firm and includes a proprietorship, an association of persons, a partnership, a company, or a multinational corporation, engaged in trade, industry, or services and enrolled as a member of the Chamber.
  - (x) **“Executive Committee”** means the Board of Director, the Managing Committee of the Lahore Chamber of Commerce and Industry responsible for the management or conduct of the affairs of LCCI.
  - (xi) **“Memorandum”** means the Memorandum of Association of the Chamber.
  - (xii) **“Office-Bearers”** means and includes the President, the Senior Vice President and the Vice President of the Chamber.

- (xiii) **“Ordinary Resolution”** means a resolution passed at a General Meeting with a simple majority vote of the Members present in person.
- (xiv) **“Plan of Activities”** means a list of proposed activities, expected financial expenditures and outcome and intended goals for the Chamber.
- (xv) **“President”** means the President of the Chamber.
- (xvi) **“Secretary General”** means an individual professional full time employee of the Chamber, who shall be in charge of the secretariat of the Chamber and responsible for the day-to-day operations of the Chamber and in his capacity as such shall be the custodian of all record pertaining to the Chamber.
- (xvii) **“Women Entrepreneur”** mean
  - a. a sole proprietorship where the proprietor is a female; or
  - b. a partnership, where the majority partners are female(s); or
  - c. an association of any kind where the majority of persons forming the association are female; or
  - d. a company where the majority share are held by female.

## **QUALIFICATIONS FOR MEMBERSHIP**

- 2. A sole proprietorship, or a partnership or an association of persons or body corporate or a multinational corporation or a service concern shall be eligible for the membership of the Chamber, such a firm or company is being assessed for the purpose of income tax or sales tax if applicable at Lahore or has its head office, registered office or manufacturing concern located in the Lahore district.

## **CLASSES OF MEMBERS**

- 3. The Chamber shall consist of two classes of membership, namely:-
  - (a) Corporate Members,
  - (b) Associate Members,
  - (a) **Corporate Members:**
    - (i) This class of membership shall be open to all industrial and commercial undertakings either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above. They would be sent all circulars and information affecting trade, commerce, service and industry.

- (ii) Each of the members of this class shall pay subscription and fee as per Schedule A.

**(b) Associate Members**

- (i) This class of membership shall be open to medium and small industrial and commercial undertakings, which are not a body corporate or a multinational or a sales Tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over Rs. 50 million or above. They would be sent all circulars and information affecting trade, commerce, service and industry.

- (ii) Each of the members of this class shall pay subscription and fees as per the Schedule A.

- 4. (i) Every member, irrespective of class, shall pay the subscription annually, but not later than 31st of March. Any member enrolled subsequent to 31st March, the subscription shall be charged as annual subscription for the whole year irrespective of the date of enrollment.
- (ii) The executive committee may revise the membership fee and annual subscription chargeable from the members. The decision of the executive committee made under this clause will be enforced after the approval of the decision from the General Body and Regulator of Trade Organizations.
- (iii) A Town Association licensed under the Trade Organizations Act 2013 may apply to the Chamber for membership after paying the fee' prescribed in the Schedule A. Each registered Town Association will nominate one of its members as member of the Executive Committee of the Chamber. Such member will have term of one year on the Executive Committee.

**ENROLMENT OF MEMBERS**

- 5. (i) A candidate for election as a member whether a proprietorship or a firm or a body corporate or multinational corporation or an associated body shall be proposed by one and seconded by another existing member and may be elected by the Executive Committee. The application form shall be signed by the proposer and seconder and shall state the name in full of the candidate and in case of a firm/company, the names in full of its Secretaries or Managing Agents or parent company.
- (ii) On receipt of an application in proper form, the Secretary General shall place the same before the Executive Committee and the Executive Committee shall decide it, and all questions relating to it, by majority vote of its members present. The Executive Committee shall have the right to reject any application for

enrolment as member, after recording the reasons in writing, subject to the provision of clause (iii) below.

- (iii) Appeal against the decision of the Executive Committee in such case shall lie with the General Body provided that such appeal is sponsored by at least five members of the Chamber. The General Body to consider such an appeal, if duly sponsored, shall be convened within one month of the date of receipt of the appeal in the Chamber.
  - (iv) The candidate for membership after availing remedy under preceding clause may file a complaint with the Regulator on the grounds of delay or refusal in obtaining membership of the Chamber.
  - (v) The Executive Committee shall take decision on the application for or against enrolment as a member of the Chamber within one month of the date of its receipt by it.
  - (vi) Where a person has been duly enrolled, the Secretary General shall notify the result to him. A person whose application for enrolment has been rejected by the Executive Committee shall also be notified of the decision within three days of the date on which such decision was taken.
  - (vii) A candidate for membership who fails to get enrolled even on appeal before the General Meeting and a complaint before Regulator shall not be eligible for being enrolled until after a lapse of twelve months from the date of decision on such appeal.
  - (viii) If at any time it is found to the satisfaction of the Executive Committee that any statement made in the application of a member for enrolment or the proposal form was incorrect in any material particular, the Executive Committee shall have the right to remove such member from the membership register of the Chamber, forthwith. Provided that an appeal against such a decision of the Executive Committee shall lie in the General Body in the same manner as prescribed in clause (iii) above.
6. The membership of a trade organization shall be granted for a period of one year and shall expire on the 31<sup>st</sup> day of March every year irrespective of the date of grant of membership.
7. The application form for enrolment shall be accompanied by the subscription for the current year and no application will be entertained without it. In the event of the applicant not being elected, the subscription for the current year as paid shall be refunded.
8. Whereby reason of the provisions of Article 11 hereof a firm, corporate body or multinational corporation or associated body ceases to be member and the successor of such firm, joint stock company or associated body applies for membership, no subscription fee shall be payable but this provision shall not apply to cases where the successor of a firm consists of two or more firms and/or companies. In such cases,

whether or not subscription fee shall be payable, shall be referred to the Executive Committee.

## TERMINATION OF MEMBERSHIP

9. Except as hereinbefore provided, a firm shall not cease to be a member by reason only of change in the constitution of the firm occasioned by the admission or retirement or death of a partner provided the business of the firm is continued in the conventional name in which such firm was elected a member.
10. A firm, corporate body, Multinational Corporation, or associated body shall cease to be a member upon any change being made in the conventional or corporate name, of the firm, company or associated body which, in the opinion of the Executive Committee, substantially alters the composition of the firm, company or associated body.
11. Any member may withdraw from the Chamber by giving notice of resignation in writing to the Secretary General and shall be deemed to have resigned as from the date the Secretary General receives such notice. If a member resigns after having been elected to membership, the annual subscription and annual research and development fee paid by him shall not be refundable to him.
12. Notwithstanding anything contained in these Article's a member shall cease to be a member of the Chamber.
  - (i) if he is adjudicated insolvent, or
  - (ii) if he is found to be of unsound mind by a court of competent jurisdiction, or
  - (iii) if he is punished with imprisonment for any offense involving moral turpitudes, or
  - (iv) if he winds up or transfers his business, or
  - (v) if he is expelled from membership of the Chamber.
13. Subject to Article 7, subscription, welfare fund and annual research and development fee from all classes of members shall be due on 1st January each year. Any member whose subscription/annual research and development fee is not paid after due notice by 31<sup>st</sup> March, shall cease to be a member.
14. (i) Any member who is guilty of conduct derogatory to the Chamber or contrary to the objects of the Chamber either acting directly or through its representative may be expelled from the Chamber by the Executive Committee. But the Executive Committee shall expel no member unless he has been given an opportunity of explaining his position in writing and / or in person. The member so expelled shall have the right to appeal within 30 days from the date of expulsion to members in a General Meeting. When the member makes such an appeal, the President shall arrange to convene a General Meeting within 30 days from the date of receipt of the appeal and decision taken at the General Meeting in the matter shall be final. Voting by proxy shall not be allowed at such a meeting .The member accused shall have the right to be present at the meeting to state his case.
  - (ii) If the President fails to call such a General Meeting, the provision of Article 37 shall apply.

15. The Membership shall be renewable on the annual basis subject to fulfillment of following conditions, namely:-
- i) Payment of prescribed subscription and fees on or before 31<sup>st</sup> of March.
  - ii) Proof of filing return of income tax and sales tax if applicable, for the preceding year.
  - iii) However, any member having ceased to be a member under Article 14 shall be re-elected only on payment of the annual subscription, welfare fund and research & development fee and late fee as per the schedule A.
16. A member having been expelled under Article 14 shall be eligible for re-election if there has been a change in its management, or after the expiry of one year from the date of expulsion, whichever comes later, if so resolved upon by a majority of three fourths of the members present and voting at a General Meeting. Voting by proxy shall not be allowed.
17. Any member who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Chamber all moneys which, at the time of such member ceasing to be member, may be due from such member to the Chamber including all moneys that may be due in the event of a winding up proceedings.

## **REGISTER OF MEMBERS**

18. A register of members shall be kept in which shall be set forth names and addresses of the members for the time being and in which all changes in membership from time to time taking place shall be recorded. Every member will have access to the register during the office timings of the Chamber.

## **ORGANIZATIONAL STRUCTURE**

19. The Chamber shall comprise a President, Senior Vice President, Vice President, an Executive Committee and a General Body. The Executive Committee shall comprise persons elected by general body from amongst its members, subject to the following conditions, namely:-
- a. There shall be a minimum of ten and maximum of thirty seats of executive committee;
  - b. At least fifty per cent of members of the executive committee shall be from the corporate class;
  - c. The electoral college for each class of members of the executive committee shall be members of the general body from the respective class; and
  - d. In addition to the seats under clause (a) the immediate past president shall be an ex-officio member of the executive committee without voting right.

The Executive Committee of the Chamber shall consist as follows:

Members <sup>1</sup>	30
Women Members (reserved seats)	2
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Total	32 <sup>1</sup>
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20. The following seats on the Committee shall be reserved for representatives for different classes of members:

- i) 15 Members to be elected by Corporate Members, 1 member on the women reserved seat to be elected by Executive Committee Members of Corporate Class
- ii) 15 Members to be elected by Associate Members, 1 member on the women reserved seat to be elected by the Executive Committee members of Associate Class.
- iii) Each Town Associations will send a nominee in the Executive Committee.

### **ELECTION OF OFFICE BEARERS AND THEIR TERM OF OFFICE**

21.

- a. The tenure of the elected office bearers shall be one year.
- b. The tenure of members of the Executive Committee shall be two years.
- c. The General Body shall be the Electoral College for the executive committee.
- d. The Executive Committee shall elect office bearers amongst its members.
- e. On completion of the term, the President, Senior Vice President, Vice-President and members of the Executive Committee shall not be eligible to contest election or co-option in any representative capacity of the chamber for next one year.
- f. If General Body comprises at least fifty percent member from Associate Class, there shall be rotation of office of the President between the Associate and "Corporate Members.
- g. The President, Senior Vice President, Vice President and Members of the Executive Committee due to retire shall hold office till 30th September.

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- i) Each class of members shall be entitled to elect only such number of representatives as fixed for it on the Executive Committee.

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<sup>1</sup> This total does not include the strength of the members of Executive Committee from the town association.

- ii) No member shall nominate or cast his vote in favour of a candidate other than one belonging to his own class of membership.
- iii) The election of the Chamber shall be conducted in the manner as prescribed in these Articles of Association between the first day of July and the 30th day of September of a year subject to the following: -
  - a. Neither postal ballot nor proxy will be allowed.
  - b. The election of the Executive Committee shall be held by secret ballot and their final result shall be officially announced at the General Meeting of the Chamber called for this purpose within fifteen days of the date of polling but not later than 30th September.
- iv) The President, Senior Vice President and Vice President of the Chamber shall be deemed to have automatically retired from their respective offices on completion of their annual term of office, but for the purpose of continued representation on the Executive Committee they shall be treated at par with other Members of the Executive Committee.
- v) If the member of representatives belonging to different classes of members on the Executive Committee is divisible by two, one half of the representatives shall retire every year and shall be those who have completed term of two years consecutive of office on the Executive Committee provided that after the first election of the Executive Committee under the Trade Organizations Act 2013 a draw shall be made to determine the fifty per cent members who shall retire after expiry of first year. And remaining fifty per cent members will continue as members and these members will retire on the expiry of the second year.
- vi) Each class of members shall elect the number of representatives required to fill vacancies caused by the retirement of their representatives at the time of first election to be held after the approval of these Articles with the amendments subject to the Trade Organizations Rules 2013 they shall elect annually the members of the Executive Committee against the vacant seats fixed for them in these Articles.
- vii) The representatives elected under clause (vi) together with those continuing on the Executive Committee under clause (v) shall then elect from their own number one President, Senior Vice President and Vice President of the Chamber, the remaining representatives being called members of the Executive Committee provided that on the occasion of the first election the President, Senior Vice President and the Vice President shall be elected by and from amongst the total strength of the representatives elected on the Executive Committee under this Article.
- viii) Casual vacancies of Members shall be filled by co-option by the Executive Committee from amongst the category of members to which the outgoing Member

belonged. The Executive Committee shall fill those of the President, Senior Vice President and/or Vice President by election from amongst its existing Members and the resultant vacancies of the Member(s) shall be filled by co-option. Provided that no such vacancy shall be filled under this clause during the first 90 days as well as 270 days after holding of the annual election.

Provided that if any seat reserved for any of the stipulated category remains vacant, it shall not be filled with member from other category. Moreover, any seat remaining vacant in any category shall not be counted towards determination of quorum.

**Explanation:**

The term "casual vacancy" shall include vacancies occurring, for any reason, after the announcement of the results of the annual election

- ix) (a) A member of the Executive Committee shall be eligible to serve as President for one year each, and shall be eligible to seek re election of the office of the president subject to the bars contained in the Article 21 (iv) and 22(x).
- (b) On the expiry of fixed tenure, the President will automatically cease to be the President and shall hand over the charge of his office to the newly elected President or to the Executive Committee of the Chamber if the elections have not been held.
- x) On completion of the term the retiring member of the Executive Committee or his firm acting through any other representative shall not be eligible to contest for election or cooption for the Executive Committee in any representative capacity for the next one year. This clause will not apply, to the office bearers and members of the Executive Committee elected under the repealed ordinance, in the first elections held under the Trade Organizations Act, 2013.
- xi) If the number of members in any particular class eligible to stand for election is less than the number of representatives of that class to be elected, the member(s) of that class shall be entitled to put up candidate(s), other than his/their retiring representative(s) to stand for election before the expiry of the one year specified, in this clause.
- xii) If a retiring representative has interest in more than one firm or concern, his firm other than one as whose representative he held office on the Executive Committee should be eligible "to contest the election through a candidate other than the retiring representative.
- xiii) Every member eligible to vote shall deposit with the Secretary General 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 as the case may be, a multinational-corporation.

- xiv) The Proprietor, Partner or Director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or a multi-national 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 and his name appears on the list of voters. However, in the case of associated bodies, associations of persons, a society, or a trust etc., an authorized person who is a member of its Governing Body may represent the member.
  
- xv) The office of a member of the Executive Committee shall be ipso-facto vacated if:
  - (a) he is found to be of unsound mind by a court of competent jurisdiction, or
  - (b) he is adjudged an insolvent, or
  - (c) he or any firm of which he is a partner or any company of which he is a director accepts or holds any office of profit under the Chamber other than that of a legal advisor or a banker, or
  - (d) he absents himself from three consecutive meetings of the Executive Committee without leave of absence from the Executive Committee, or
  - (e) he or the firm, joint stock company or associated body which he represents ceases to be a member under Article 12, 13, or 14, or
  - (f) being a nominee of the town association in the Executive Committee of the chamber, if he ceases to be member of the Town Association whom he represents or such Town Association ceases to be a member of the Chamber.

## **PROCEDURE FOR ELECTION**

- 23 (i) The Executive Committee shall approve the election schedule and Secretary General shall circulate election schedule within 1<sup>st</sup> half of July every year. The Executive Committee shall appoint an election commission other than those contesting the election.
  - (a) The commission will comprise of three members of the Chamber having right to vote.
  - (b) the members so appointed will submit their consent in writing to the Secretary General

- (c) The members of the commission, so appointed should not have held any elected office of the Chamber for the preceding two years;
  - (d) The members of the commission shall not be entitled to become a candidate in the election he is conducting;
  - (e) The members of the commission shall be independent, impartial and non-partisan; and
  - (f) The member of the commission shall not canvas for any of the candidates or panels contesting the election he is conducting.
- ii) The election commission as appointed shall be in-charge of all arrangements connected with the conduct of elections, including but not limited to:
- (a) Appointment of polling staff;
  - (b) Ensuring the display the tentative voter's list by the Secretary General for the purpose of inviting objection;
  - (c) Examination of and decision on the objection received on the voter's list
  - (d) Supervision of the polling process and ensuring that polling has been conducted in an orderly, peaceful transparent and fair manners in accordance with the provision of the memorandum and article of association of the chamber; and
  - (e) Counting of votes and announcement of results.

24. The right to take part in electoral process as voter proposer or seconder will accrue to a member when he has completed two years of valid membership, of the chamber on the date of announcement of the election schedule by the executive committee.

No member shall be eligible to contest election unless he forwards to the Secretary General his nomination papers along with Letter of Authority/Board Resolution from his firm, company or Organizations authorizing him to be the candidate for the elections.

25. The procedure for election of the representatives of different classes of members on the Executive Committee shall be as follows:-

- (i) The members of classes mentioned in Article 3 shall each elect, by majority of votes, from their own numbers. And each Town Association will nominate one nominee as Member of the Executive Committee.
- (ii) The Secretary General will circulate the Election program, to all members on the roll of the Chamber, who are eligible to take part in electoral process.
- (iii) All members of the Chamber eligible to vote will notify the Secretary General, by the date specified for the purpose in the Election program, about any change in

the names of their representatives, if any, authorized under Article 26, to participate in the Chamber proceedings. No change in names shall be accepted thereafter.

- (iv) The ballot papers shall have duly numbered counterfoils and the voters shall sign or affix thumb impression thereon in the presence of polling agents of the candidates and the officer before the issuance of ballot papers to voter.
- (v) It shall be the duty of the polling officer to see the original identity card issued by the Chamber or national identity card or passport or any other mode of identification of the voter and write the number of that document thereof on the counterfoil.
- (vi) After comparing the signatures and photograph with the specimen signature cards the polling officer shall handover the ballot paper to the voter.
- (vii) Passport size photographs of the representatives attested in an easily visible manner, by the authorized person of the member firm shall be pasted on an Identity Card in the form prescribed and stamped with the seal of the member firm/organization in such a way that a portion of the seal covers a portion of the photograph. These Identity Cards duly completed shall be returned to the Secretary General so as to reach him by the date specified for the purpose in the Election Program. Any representative, whose Identity Cards are already available with the Chamber shall not be required to submit fresh Identity Cards.
- (viii) The polling shall take place at the registered officer of the Chamber within the hours and on the dates specified for the purpose in the Election Program. Where it is not possible to establish the polling booths in the office premises for want of space, the polling shall be held in a public such as a community hall or hotel.
- (ix) Any member causing disturbance or creating disorder during the election proceedings shall be disqualified from participating in the election by the commission.
- (x) At the time fixed for the polling, each representative whose Identity Card has been duly received by the Secretary General will, one after another, be supplied with a Ballot Paper containing the names of all the candidates whose nomination has been declared valid, after he has signed against his name in a list in token of having received the Ballot Paper.
- (xi) The Secretary General shall sign the ballot paper or an officer of the Chamber duly authorized by the Commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- (xii) Not more than one Ballot Paper, shall be supplied to each voter

- (xiii) The voter, with his Ballot Paper, shall then proceed to a table provided for the purpose in a secluded place and mark the Ballot Paper in ink against the names of the candidates in whose favour he casts his vote.
- (xiv) He shall then fold the Ballot Paper and put it in the Ballot Box kept for the purpose duly sealed under the direct supervision of the presiding officer. Separate boxes shall be kept for each class of members. 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. Adequate arrangements shall be made to maintain the secrecy of the polls.
- (xv) Before being sealed, empty Ballot Boxes shall be shown to the candidates or their agents and sealed in their presence if they want to be present on the occasion. If the candidates or their agents so wish, not more than four of them will be allowed to put their seals on the Ballot Boxes.
- (xvi) Soon after the expiry of the closing time for polling, the Ballot Boxes shall be unsealed and opened by the Secretary General and the Presiding Officer in the presence of the candidates or their agents, not more than one on the occasion, and then counting of the votes shall start. The Chamber will make seating arrangements for the candidates or their agents for this occasion.
  - a) An officer designated by the Commission in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers shall maintain proper account.
  - b) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
  - c) 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.
  - d) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
  - e) The commission may declare provisional results immediately after the counting of votes is complete.
  - f) After completion of compilation and counting of results, the record pertaining to the election shall be sealed and signed by the, commission or any officer designated by the commission and the Secretary General and shall be handed over to Secretary General for safe custody.

- (xvii) On the days fixed for the purpose in the election program under the chairmanship of the presiding officer, the members elected under the provisions hereinbefore provided as well as those continuing on the Executive Committee under clauses (v) and (vi) of Article 22 shall elect from amongst themselves a President and Vice President.
- (vxiii) All members of the Executive Committee as well as those contesting the election for such membership are expected to make themselves available at the registered office of the Chamber on the date and time fixed for the polling and counting of the votes so that those of them who are successful and continuing members can take part in the election of the President, Senior Vice President and Vice President. But the absence of any such person shall not make the proceedings of the election of the President/Senior Vice President/Vice President in fructuous.
- (xix) In the event of the equality of votes between two or more candidates a lot shall be drawn by the returning officer in the presence of the candidates or their authorized representatives / polling agents of such candidates and a record of the result thereof shall be made.
- (xx) The ballot papers shall be serially numbered by the Secretary General and handed over to the Executive Committee one month after the election.
- (xxi) (a) The result of the election duly signed by the returning officer shall be handed over by him to the new Executive Committee as well as to the Secretary General.
- (b) The record of election shall be open for inspection upon an application made in this behalf by the candidates within seven days of the date of polling and with the approval of Regulator of Trade Organizations.
- (c) If for any reason any candidate does not receive any of the communications of the Secretary General in connection with his election, the election proceedings shall not be invalidated on that score.
- (xxii) (a) The sign X shall be marked distinctly in ink against the name(s) of the candidate(s) in whose favour a representative wishes to cast his vote(s). If the marking of any vote is done in pencil, or is otherwise indistinct, or has been erased or remarked, such vote shall be declared INVALID. The decision of presiding officer in this regard shall be final.
- (b) The ballot paper shall not be signed or stamped, sealed or marked in any manner which might disclose the identity of the voter. Any ballot paper bearing such signature, stamp, seal or mark shall be declared invalid.
- (c) if a voter cast more votes than the number he is entitled to cast, all the votes shall be treated invalid.

( d ) No member shall be eligible to cast his vote at the election unless he has paid his annual subscription and research and development fee for the current year as well as other dues.

(xxiii) The election program shall be as follows:-

### **ELECTION PROGRAMME**

1	The Secretary General of the Chamber shall display election schedule on the notice board of the LCCI, website and shall submit to the Regulator Trade Organizations.	Within two days of the approval of Executive Committee.
2	The member concerns of the chamber desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility	Within three days of the announcement of the election schedule.
3	The Secretary General shall within seven days of the display the provisional list of all members eligible issuance of election schedule to vote along with their national tax, Sales tax registration number, if applicable, with the name and national identity card number of their representative, (at-Notice Board & Website of the Chamber).	Within seven days of the announcement of the election schedule.
4	The member who has any objection to the entries/change in the provisional list of voters shall send their objections in writing to the Secretary General.	Within seven day of issuance of the provisional voter's list
5	The Secretary General will intimate action on the objections or changes sent by members.	Within five days from the last day under preceding clause
6	Any member aggrieved by the decision of the Secretary General, decision taken in the preceding clause, may make a representation to the Election Commission.	Within three days from the last day under the preceding clause.
7	The Commission will decide the representation	Within three days
8	Any person aggrieved, with the decision of the Commission, or where the Commission fails to decide the representation within the stipulated time mentioned in the preceding clause, may appeal to the Regulator and decision of the Regulator in this regard shall be final.	Within three days of the decision of the Commission

9	Regulator will decide the appeal.	Within ten days of the proceeding clause
10	The final list of voters shall be displayed at notice board and at website of the Chamber and shall also be submitted to the Regulator.	Within two days of the decision of the Regulator. And if no appeal has been filed to the Regulator, the final list of voters shall be displayed within fifteen days of the decision of the Election Commission
11	Any person who is eligible to contest the Election for the vacant posts of the member Executive Committee shall send his nomination papers duly proposed, seconded by a duly registered voter and signed by the candidate, to the Secretary General on the prescribed form in accordance with the Articles of Association or rules of the Chamber. In the same manner women entrepreneurs desiring to contest the election for the women reserved seats in the Executive Committee will submit nomination papers. The Secretary General will receive nominations from the Town Associations for the Executive Committee.	Within four days of the issuance of final list of voters.
12	The Secretary General shall provide a copy of final list of voters to each contesting candidate. Except, the candidates of the women seats, as their electoral college is Executive Committee.	Within twenty-four hours of the receipt of nomination papers.
13	Scrutiny of the nomination papers and letter of authority by the Commission. Any nominee or his agent wishing to be present on this occasion will be free to do so with one day prior notice of his intention.	Next day after the last date of the receipt of nomination forms.
14	Circulation by the Secretary General of the list of nominees whose papers have been declared valid and the forms of withdrawal to the said nominees.	Next day after the last date of the receipt of nomination forms.
15	The objection if any, to the nomination of candidates can be filed to the election commission. Provided that the candidate for a particular seat will file objections for the candidate of the same seat and for the same class.	Within twenty-four hours of the issuance of provisional list of candidates.

16	The election commission will decide the objections filed under the preceding clause.	Within two days of the preceding clause.
17	Any candidate, aggrieved by the decision of the election commission, taken under preceding clause, where the commission fails to decide within the time stipulated in the preceding clause may file an appeal to the Regulator.	Within two days of the preceding clause.
18	The Regulator Trade Organizations shall decide the appeal preferred under the preceding clause.	Within seven days
19	The Secretary General will receive the withdrawal forms from the nominees completed by the nominees who want to withdraw from the Election.	Till 12th day after the date of circulation of the provisional list of nominees
20	The Commission will issue final list of candidates.	Within two days of the decision of the Regulator with regard to eligibility of nominees. And if no such appeal is made than list shall be issued within eleven days of the decision of the Commission.
21	The polling at the registered office of the Chamber, for Corporate Members	Within four days of the issuance of final list of candidates.
22	Polling for the Associate members at the registered office of the Chamber	Next day after the polling day for the Chamber member.
23	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 site.	Immediately after the polling is completed.
24	The returning officer shall declare provisional results.	Immediately after the counting of votes is complete
25	The returning officer conduct election for the women reserved seats.	Immediately after the announcement of the provisional results of the election of the Executive Committee
26	The returning officer shall declare provisional results, about the women reserved seat.	Immediately after the counting of votes is complete

27	Any person elected by the General Body in voting, as member of E.C, shall send his nomination for election as an officer bearer duly proposed and seconded by an elected E.C. member and signed by the candidate to the election commission.	On the second day of election immediately after the election of the members of the Executive Committee of the Associate class.
28	Scrutiny of the nomination papers for the election of office bearers by the Commission.  Polling for the election of officer bearers	Within twenty-four hours after the receipt of nomination papers.  Within two days after the scrutiny of nomination papers.
29	The announcement of election results within the meaning of Section 14(2) (f) (iii) of the Trade Organizations Act 2013 shall be made in general meeting of the Chamber called for this purpose.	Within fifteen days of the announcement of the provisional results but no case later than 30 <sup>th</sup> day of September.

**Explanation:-**

- i. If any day on which an activity scheduled to be performed under the election program falls on a holiday, such act shall be performed on the day next following the holiday(s)
- ii. The Rule 25(xxiii) sub rule 13, 14, 15, 16, 17, 18 and 19 of the election schedule ipso facto applies to the election of the women for reserved seats.

**RIGHTS AND PRIVILEGES OF MEMBERS**

- 26 Subject to the provisions and restrictions contained in these articles, the rights and privileges of a member may, in the case of a proprietorship/firm/private limited company elected in its conventional name, be exercised by the proprietor/any partner/any director in such firm/company and may, in the case of public limited company/multinational corporation, by a director or a person not below the rank of General Manger authorized by the Board of Directors of a public limited company or a multi-national company and in the case of associated body, or a trust etc. the member may be represented by an authorized person who is a member of its governing body.
- 27 (i) Subject to the provisions of Article 22 (vi) every member entitled to vote in the election shall have one vote each for the election of their respective representatives provided that each voter shall be entitled to cast as many votes as the member of vacancies to be filled of the class of membership to which he belongs. Provided, further that in all cases of even voting in the Committee or in General Meeting whoever shall be presiding shall have a second or casting vote except in the matter of any election of the Chamber.

- (ii) Only those who have been members for at least continuous period of two years of valid membership as on the date of announcement of election schedule shall be entitled to vote or stand for election or nominate a candidate for election.
- (iii) No member whose representative has been elected on the Executive Committee shall have the right to withdraw him from the Executive Committee during the currency of his term provided that such a representative shall have the right to resign from the Executive Committee at any time.
- (iv) In the event of a Member of the Executive Committee having proceeded on leave of absence, the temporary vacancy so caused shall remain unfilled.
- (v) Subject to the provisions of Article 16 every question submitted to a General Meeting shall be decided by a majority of the members present and voting at such a meeting provided that in the event of difference of opinion between the Corporate Members and Associate Members on matters concerning their respective classes exclusively no ordinary resolution shall be deemed to have been adopted unless it has been carried by the majority of the votes of each class of the Corporate Members and the Associate Members present in person and entitled to vote on such a resolution.
- (vi) Notwithstanding anything contained in clause (v) no special or extra ordinary resolution, particularly concerning amendments to the Memorandum and Articles of Association of the Chamber, shall be deemed to have been carried unless it has received the votes of three-fourth majority of the members present in person and entitled to vote on such resolution. Provided that in the event of a difference of opinion between the Corporate Members and Associate Members on any such resolution, it shall not be deemed to have been adopted unless it has been carried by the votes of three-fourth majority of the Corporate Members and Associate Members separately, present in person and entitled to vote on such resolution.
- (vii) No resolution duly passed at a meeting of the Executive Committee shall be amended, altered or rescinded at a subsequent meeting of the Executive Committee held within twelve months of the date on which such resolution was adopted unless two-thirds of the total number of members of the Executive Committee vote for a change and the Agenda containing the proposal was duly circulated.
- (viii) Each Town Associations shall be treated as an entity, for the purposes of services and advice of the Chamber but they shall receive five copies of the Chamber's Circulars, publications etc.
- (ix) For the purpose of certification of documents of the members of Town Associations or of a non member concern the rates of fee charged by Chamber shall not be more than 25% higher than the rates fixed for the Corporate Members and Associate Members.

- (x) For the purpose of the certification of the status of the members of the Town Associations, the Chamber shall make it clear that they are members of the associated body affiliated to the Chamber concerned, not members of the Chamber direct.
- (xi) Town Associations shall normally correspond with the Central Government through the Chamber.
- (xii) Subject to any direction issued from time to time under the Trade Organizations Act 2013, the Executive Committee shall have absolute powers to enroll members or expel them from the membership register of the Chamber.
- (xiii) In case of unresolved difference of opinion between the various classes of members on matter on which Government has called for advice of the Chamber, the respective classes of members shall have the right to have their view points forwarded to Government through the Chamber provided that the views of all classes shall be forwarded in one and the same communication on each subject occasion.
- (xiv) Any services rendered by the Chamber to persons who are not its members or who are not members of any of its affiliated Trade Organizations shall not be charged for more than double the charges fixed for the members.
- (xvi) Each Town Association shall have the right to send one representative from its own members to participate in and vote at Annual General Meeting. Such a representative will be one who is nominated by the Town Association under Article 26 unless a request for change is made in writing.

## **PRESIDENT**

- 28. (i) The President shall preside at all meetings of the Executive Committee, the General meetings and shall lead all deputations. The President shall preside the Annual General Meetings, address the members on subject he may deem proper to bring to their notice but such address shall not be taken to represent the views of the Chamber or the Commerce unless such representation is expressly indicated.
- (ii) The President shall also at any time when he shall deem proper communicate to the members or the Executive Committee such matters and shall make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Chamber and shall perform such other duties as may be incidental to the office of President.

29. The Senior Vice President in the absence of the President shall have the powers and perform the duties of the President.

**Explanation:** "Absence" means absence from the country or from the headquarters for a sufficiently long time during which the President may in writing state to the Senior Vice President that the latter shall act on his behalf, or absence due to prolonged illness.

## **MEETINGS AND FUNCTIONS OF THE EXECUTIVE COMMITTEE**

30. (i) The Executive Committee shall meet at such times as may be deemed advisable and ordinarily at least once in two months and may make such regulations as may be deemed proper for the summoning and holding of meetings of the Executive Committee and for the transaction of business at such meetings and the record of their proceedings shall be open to inspection by members with the approval of the Executive Committee and/or subject to such regulations as it may deem expedient.
- (ii) The President or, in his absence, the Senior Vice President shall preside over all meetings of the Executive Committee and the General Meetings of the Chamber and in the absence of all of them, the Executive Committee shall elect someone from amongst its members present to preside over the particular meeting.
- (iii) Five members of the Executive Committee shall form a quorum for the transaction of business. If within 30 minutes of the time specified for the meeting of the Executive Committee no quorum is formed the meeting shall stand adjourned to the same hour, day and place in the next week unless the Members present fix any other day and time for the adjourned meeting. The adjourned meeting shall transact only the business specified in the agenda of the original meeting.
- (iv) Each Executive Committee Member present at an Executive Committee Meeting shall have one vote and all questions shall be decided by majority of votes. In the case of an equality of votes, the President or whosoever be presiding shall have a second or casting vote except in the matter of any election of the Chamber. Voting by proxy shall not be allowed at an Executive Committee meeting.
- (v) Not less than 7 days notice shall ordinarily be given of every meeting of the Executive Committee specifying place, date and hour of the meeting and the nature of business to be transacted. But the President or the Vice
- (vi) in accordance with Article 29, may, himself call or direct the Secretary General to call an emergent meeting at a shorter notice to consider exclusively any special or urgent business. Absence from such an emergent meeting shall not count as absence for the purpose of Article 22 (xiii) (d).
- (vii) A yearly report of the proceedings of the Chamber shall be prepared under the directions of the Executive Committee, and circulated to the members of the Chamber at least 7 days before the Annual General Meeting. Such a report shall

be submitted to the Annual General Meeting for confirmation and shall be confirmed or otherwise dealt with.

- (viii) The Executive Committee shall be the managing body of the Chamber and, in addition to the powers and authority by Statute or by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as shall be by Statute or these Articles of Association, directed or authorized to be done by the Chamber as a Company limited by guarantee and which are not by these Articles or by Statute expressly directed to be done by the Chamber in General Meeting but subject nevertheless as to such acts and things as are not regulated by Statute or by these Articles or such regulations, as may from time to time be determined upon or given at an Annual or Extra ordinary General meeting. Provided that no such regulation or direction shall invalidate any prior act of the Executive Committee, which would have been valid if the regulation or direction had not been made or given.
- (ix) Without prejudice to the general powers conferred by clause (vii) of this Article, the Executive Committee shall have power:-
  - (a) To appoint Sub-Committees, Standing Committees or Ad-hoc Committees and such Committees may be permanent or temporary or for special purpose as the Executive Committee may determine.
  - (b) To nominate Chamber representatives on Public Bodies, Advisory Councils, Ad-hoc or Standing Committees, of various Government Departments as and when asked by the Government, Semi-government, and other authorities.
  - (c) To fill vacancies occurring in such committees by nomination.
  - (d) Membership of such committees or the Chamber's representation on Public Bodies, Advisory Councils, Committees etc. shall as far as possible include representatives from all the three classes of its members, having regard to:-
    - (i) The interests which are more concerned with the particular Council, Body, and Sub-committee etc.
    - (ii) The number of persons to be nominated and the ratio between the numbers of representatives of the three classes of members on the Executive Committee.
  - (e) To delegate, subject to such conditions as they think fit, any of their powers to such committees and to make, vary and repeal bylaws or rules for the regulation of the proceedings of such committee.

- (f) To make, vary and repeal bylaws or rules for the regulation of the business of the Chamber, of the officers or servants or of the members of the Chamber, or any Department or section of the Chamber.

## **STANDING COMMITTEES**

- 31. (i) Subject to the provisions of clause (viii) of Article 30 the Executive Committee or the President may nominate any number of Sub-committees, Adhoc Committees or Standing Committees.
- (ii) The strength of such a committee shall not be more than ten members and only those who are considered experts in their line of business shall be co-opted on the respective committees.
- (iii) No less than two persons shall form a quorum for such a committee meeting.
- (iv) An Ad-hoc Committee may be appointed to handle a particular matter of temporary nature. Any responsible employee of a member may be elected to serve on an Ad-hoc Committee and such election is not restricted to the representative nominated under Article 26.
- (v) Members of the Sub/Ad-hoc/Standing Committees and Chamber representatives on different bodies shall be responsible to the Committee and shall report progress from time to time or as required by the committee.
- (vi) Sub/Ad-hoc/Standing Committees shall not correspond with parties outside the Chamber unless specifically authorized by the Executive Committee to do so. Chamber representatives on different bodies shall make all correspondence through the Chamber.
- (vii) As far as possible a member of the Executive Committee will be included in each Sub/Ad-hoc/Standing Committee as its Convener to preside over its meetings and report to the Committee on its behalf.

## **SECRETARY GENERAL**

- 32. (i) The Secretary General shall be a whole-time paid employee and shall be appointed by the Executive Committee of the Chamber on such terms and conditions as the Executive Committee may deem fit.
- (ii) The Secretary General shall be responsible to the Executive Committee and shall see that resolutions and decisions of the Chamber and the Executive Committee are duly carried out and shall submit a report to the Executive Committee of the action taken in pursuance of the resolutions or decisions taken by the Chamber and/or the Executive Committee. The Secretary General shall devote himself

entirely to the business and affairs of the Chamber, except in special cases where he has received permission from the Executive Committee. He shall be directly responsible to the Executive Committee for the administrative control and efficient functioning of the Chamber and the staff employed. He shall act as Secretary to all meetings of the Executive Committee and other Committees. If and when directed by the Executive Committee he shall bring to action or prosecute or defend all suits or proceedings in the name of the Chamber under his signature.

- (iii) Secretary General shall be in-charge of the secretariat of the Chamber and responsible for day-to-day operation and all correspondence and shall keep Accounts of the Chamber. He shall be responsible for keeping accurate minutes of all meetings of the Chamber, the Executive Committee, and other Committees. He shall have the care of the rooms, furniture, library and all documents of the Chamber. He shall duly notify members of their election and shall collect all dues from the members of the Chamber. He shall prepare the Annual Report and Budget of the Chamber under the direction of Committee and generally perform all such duties as may be entrusted to him by the Executive Committee.

Provided that the Secretary General shall be competent to delegate any of his functions to any of the staff of the Chamber, but he shall remain responsible to the Executive Committee for all acts done on his behalf by such staff.

## **GENERAL MEETINGS**

- 33. A General Meeting of the Chamber shall become due on the 1<sup>st</sup> day of July and shall in any case, be held by the 31<sup>st</sup> December every year. Such a meeting shall be called the Annual General Meeting. All other General Meetings shall be called the Extra-ordinary General Meetings.
- 34. The Annual General Meeting shall transact the following business:-
  - (i) Passing of the Audited Accounts of the Chamber for the preceding financial year.
  - (ii) Appointment of the Auditors and fixation of the remunerations.
  - (iii) Consideration of the Annual Report of the Chamber.
  - (iv) Any other business subject to the rules framed by the Committee.
- 35. The President may whenever he thinks fit, and upon requisition made in writing by members, representing not less than one-tenth of the voting power on the date of the deposit of the requisition, convene an Extraordinary General Meeting. The requisition shall specify the subjects of the meeting. The Executive Committee, whenever necessary, may direct the Secretary General to convene an Extraordinary General Meeting.
- 36. Upon the receipt of such requisition, the President shall convene an Extraordinary General Meeting within 21 days from the date of receipt of the requisition and shall cause a notice

of such a meeting to be circulated over the signature of the Secretary General to all the members of the Chamber at least 21 days before the date of meeting. If the President does not convene such Meeting within 21 days from the date receipt of the requisition, the movers of the requisition or a majority of them may themselves call the meeting and, in either case, any Meeting thus called shall be held within three months from the date of the requisition. Every Meeting thus called by the movers of the requisition shall be called in the same or more or less the same manner in which General Meetings are to be called under these Articles.

**Note:** The term President in this Article shall include the Vice President performing the functions of the President in accordance with Article 29.

## NOTICE

37. Not less than 21 days notice to the members specifying the place, date and hour of meeting, with a statement of the business to be transacted at the meeting, shall be given. The notice shall be sent by post or otherwise served as hereinafter provided. Not less than 21 days notice shall be given of a meeting to pass a special Resolution specifying the intention to propose the Resolution as a special Resolution. The period of notice in any case shall be sufficient to comply with Article 38 (ii)
- 38 (i) Notice may be given to any member either personally or by sending it by post to such member's registered address.
- (ii) Where 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 a notice and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- (iii) A notice of the General Meeting shall also be given to the Auditors of the chamber.
- (iv) The non-receipt by any member of any notice proved to have been given or sent as above shall not invalidate the proceedings at any General Meeting, meeting of the Executive Committee, or Standing / Sub Ad-hoc Committee Meeting or any resolution passed thereat.

## QUORUM

- 39 (i) Twenty five members present and entitled to vote at an Annual General Meeting or any Extraordinary General Meeting shall constitute a quorum. No business shall be transacted at an Annual General Meeting or an Extraordinary General Meeting unless a quorum of members is present at the commencement of such business.
- (ii) If within half-an-hour after the time appointed for an Extraordinary General Meeting a quorum is not present, the Meeting if convened upon such requisition as aforesaid, shall be dissolved but in any other case it shall stand adjourned to some other day as may be decided by the members present and if at the adjourned

meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the members present shall form the quorum.

## **ADJOURNMENT**

40. The president of the Chamber or whosoever be presiding at the General Meeting may, by the majority of votes of the members present, adjourn the 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 the adjournment took place.

## **VOTING**

41. At any General Meeting, a resolution put to the vote of meeting shall be decided on a show of hands, unless a poll is demanded (before or on the declaration of the result of the show of hands) by the president or by at least five members present in person or by any member or members representing not less than ten percent of the total voting power in person and unless a poll is so demanded a declaration by the president that a resolution has, on a show of hands, been carried unanimously, or by a particular majority or lost and an entry to that effect in the book of the proceedings of the meeting of the chamber shall be conclusive evidence of the fact, without proof of the number or proportion of the vote recorded in favor of, or against that resolution.
42. In the case of an equality of votes, whether on a show of hands or on a poll, the President of any General Meeting at which the show of hands takes place, or at which the poll is demanded shall be entitled to exercise a second or a casting vote.
43. If a poll is duly demanded, it shall be taken in such manner as the President directs and the result of poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
44. Except as otherwise provided in these Articles, votes at all General Meetings may be given provided in these Articles, votes at all General Meetings may be given personally and every member present in person shall have one vote only and upon a poll every such member present in person shall have similar voting rights.
45. Only members whose subscriptions have been paid up to date shall be entitled to vote for the purposes of General Meetings or Elections of the Chamber.
46. Only one representative of a member duly authorized under Article 28 shall be entitled to attend and vote at a General Meeting.

## **BOOKS AND DOCUMENTS**

47. (i) The Executive Committee shall cause to be kept proper books of account with respect to-

- (a) all sums of money received and expended by Chamber and the matters in respect of which the receipt and expenditure take place.
  - (b) all assets and liabilities of the Chamber; and,
  - (c) all sales and purchases of goods by the Chamber.
- (ii) The members of the executive committee shall keep at the registered office of the chamber or at such other place the books of account as the Executive Committee think fit, and shall be open to inspection during business hours.
- (iii) Subject to the provisions made in this behalf in the Companies Act, 2017, the committee shall, from time to time. Determine whether and to what extent at what time and place, and under what conditions or regulations the accounts and books of the Chamber or any of them shall be open to the inspection of the members not being members of Executive Committee and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Chamber except as conferred law or authorized by the Executive Committee or by the members in General Meeting.

## **MANAGEMENT**

48. (i) Chamber shall appoint a Secretary General through Human Resources Committee formed under and consisting of three members of the Executive Committee.
- (ii) The Secretary General shall be in-charge of the secretariat of the Chamber. The Chamber shall frame the rules and regulations for hiring and service rules for Secretary General and other staff.
- iii). The signatures of the Secretary General shall be mandatory for operation, of all single or joint operated bank accounts of the Chamber,
- iv). The termination of services of the Secretary General shall be through a resolution of the Executive Committee.
- v). Any management employee who shall report directly to the Secretary General alone shall be appointed jointly by the Secretary General and the Human Resource Committee.
- vi) Any other staff or professional management shall be appointed through a process to be defined in the Chamber's human resource policy.

## **MANAGEMENT OF FUNDS**

49. Accounting year of the chamber will be closed on 30<sup>th</sup> June each year and its financial statement duly audited by a Chartered Accountant along with a list of members as on the 30<sup>th</sup> September shall be furnished to the Director Trade Organizations, on or before the 31<sup>st</sup> day of December every year.

50. The management of funds of the Chamber shall vest in the Executive Committee, which shall invest them in such securities as the Executive Committee may from time to time determine or deposit them in an approved bank.
51. All Cheques shall be signed by the President or, in his absence, by the Vice President jointly with the Secretary General or any other paid officer of the Chamber duly authorized by the Executive Committee.
52. The President shall be authorized to make payments on the Chamber's Account up to Rupees Fifty Thousand on any one unspecified item. No unspecified expenditure of more than Rupees Fifty thousand shall be made by the President on any one item without the prior authorization of the Executive Committee.
53. The Executive Committee shall have power to authorize the payment up to Rupees One Million on any one item of unbudgeted expenditure subject to ex-post facto approval by a General Meeting. The Executive Committee without the prior approval of General Meeting shall authorize no payment of more than Rupees One Million.
- . Provided that, the Executive Committee, may incur any expenditure on the purchase of a building or a site and construction there on of a building for the requirements of the Chamber.
54. Before the commencement of the financial year, the Secretary General shall prepare a budget of the estimated revenue and expenditure for ensuing financial year.

## **ACCOUNTS AND BALANCE SHEET**

55. (i) At each Annual General Meeting, the Committee shall lay before the members a balance sheet and an income and Expenditure account made up to the 30<sup>th</sup> June.
- (ii) The said Balance Sheet shall be in accordance with fifth schedule of the Companies Act 2017 as applicable in Pakistan or as near to it as circumstances permit.
- (iii) The income and expenditure accounts shall show, arranged under the most convenient heads, the amount of gross income distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so, that a just balance of profit and loss may be laid before the Meeting.
- (iv) The Auditor's Report shall be attached to the income and expenditure account and balance sheet, or there shall be inserted at the foot thereof a reference to the report, and the report shall be read before the members in General Meeting and shall be open to inspection by any member.
- (v) Every such Balance Sheet and Income and Expenditure Account shall be accompanied by a report of the Executive Committee as to the state and condition

of the Chamber, such report being in addition to and separated from the report specified in Article 30(vi) and the Account Report and Balance sheet shall be signed by two members of the Executive Committee.

- (vi) A copy of such Income and Expenditure Account and Balance sheet so audited together with the Reports of the Auditors and the Executive Committee shall be sent to the registered address of every member at least fourteen days previous to the meeting and a copy shall also be deposited at the office for inspection by members during a period of at least seven days before the meeting.
- (vii) After the Balance sheet and Income and Expenditure Account have been laid before the members in General Meeting, three copies of the Balance sheet signed by the Secretary General shall be filed with the Registrar Companies.

## **AUDIT**

56. The members at the Annual General Meeting shall appoint an Auditor and his appointment/duties regulated in accordance with section 246 and 247 of the Companies Act 2017 as applicable in Pakistan or any statutory modification thereof for the time being in force.

## **REPORTING REQUIREMENTS**

57. Notwithstanding the requirements under the Companies Act 2017, the Chamber shall annually submit to the Regulator:
- a) Annual financial statements as approved by the Executive Committee and prepared by auditors; and
  - b) Plan of activities, for the next three-year as provided in rule 25 of the Trade Organizations Rules 2013.
  - c) The Chamber shall prepare a three years plan of activities which shall be approved by Executive Committee following distribution amongst its member and cover among other matters the proposed future activities, finance and outcome of such activities intended by the Trade Organization during the said three years plan.

## **PERFORMANCE REVIEW**

58. The Chamber shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all record of the Chamber to include but not be limited to minutes of meetings and the Chamber's plan of activities.

## **WEBSITE**

59. Chamber shall maintain a website at all times which shall include relevant information such as;
- a) Up-to-date list of office bearers with contact details, Executive Committee members, management and members of the General Body.
  - b) Memorandum and Articles of Association as well as bylaws if any;
  - c) Plan of activities and statement of vision;
  - d) Schedule of Executive Committee meetings and minutes of such meetings; and;
  - e) Schedule of elections, voters list and election results during the election period as provided in clause (c) of sub-rule (2) of rule 16 and clause (b) of sub-rule (3), clause (b) of sub-rule (8) and clause (b) of sub-rule (18) of rule 20 of Trade Organizations Rules, 2013.

## **SEAL**

- 60 (i) The Executive Committee shall provide a common seal for the Chamber. The seal shall be deposited with the Secretary General and shall never be affixed to any document except in the manner prescribed in a resolution of the Executive Committee or of the Chamber in General Meeting.
- (ii) Deeds, Bonds and other Contracts under the seal made on behalf of the Chamber, sealed with the common seal of the Chamber and signed by the President or the Vice President, as the case may be, countersigned by the Secretary-General or any other paid officer of the Chamber duly authorized by the Executive Committee shall be deemed to be duly executed.

## **INDEMNITY**

- 61 (i) Every President, Senior Vice President, Vice President, Member of the Executive Committee, Secretary General and other officer or servant of the Chamber shall be indemnified by the Chamber against, and it shall be the duty of the Executive Committee to pay out of the funds of the chamber all costs, losses and expenses which any such officer or servant may incur or become liable for by reason of any contract entered into, or thing done or omitted by him as such officer or servant acting in good faith or in any way in the discharge of his duties including traveling expenses, and the amount for which such indemnity is provided shall immediately attach as lien on the property of the Chamber and shall have priority as between the members over all other claims.
- (ii) No President, Senior Vice President, Vice President, Member of the Committee, Secretary General or other officer of the Chamber shall be liable for the acts, Receipts, neglects or defaults of any other Member of the Executive Committee or

officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Chamber through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Chamber or for the insufficiency or deficiency of any security in or upon which any of or the moneys of the Chamber shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune, whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty or willful neglect.

## **AMENDMENTS**

62. Amendments to these Articles of Association shall be effected by a resolution passed by 3/4<sup>th</sup> majority of the members present in person at an Extraordinary General Meeting of the Chamber convened specially for this purpose in accordance with these Articles. Provided that all amendments shall be subject to the prior approval of the Central Government and shall also be made when required by the Central Government in public interest.

## **INTERPRETATION OF ARTICLES**

63. Any dispute or difference of opinion in regard to interpretation or scope of application of these Articles of Association, which cannot be resolved by the Chamber itself, shall be referred to the Regulator of Trade Organizations appointed under the Trade Organizations Act 2013 and the ruling given by the Regulator shall be binding on the Chamber, its office bearers and members.

## **GENERAL**

64. In respect of any matter for which no provision has been made in these Articles, the provisions of the Trade Organizations Act 2013 or the Companies Act 2017, as the case may be or both, shall apply.

## **ARBITRATION**

65. The Chamber may provide for the services of arbitration and survey for any dispute referred to it and may frame Rules and By-laws in this respect.

## SCHEDULE - A

<b>Class of Membership</b>	<b>Annual Subscription</b>	<b>R&amp;D Fee</b>	<b>Welfare Fund</b>	<b>Publication Charges</b>
<b>Corporate Class</b>	Rs.4,000	Rs. 1,400	Rs. 500	Rs. 3,000 at the time of Registration only
<b>Associate Class</b>	Rs.1,300	Rs. 500	Rs. 200	Rs. 1,200 at the time of Registration only

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