

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**



ACAAP

**AIR CARGO AGENTS ASSOCIATION
OF PAKISTAN**

GOVERNMENT OF PAKISTAN



CERTIFICATE OF INCORPORATION

(Under section 32 of the Companies Ordinance, 1984 (XL VII of 1984))

Company Registration No. K-05018 of 19 93-94

I hereby certify that AIR CARGO AGENTS ASSOCIATION
OF PAKISTAN.

is this day incorporated under the Companies Ordinance, 1984
(XLVII of 1984) and that the company is limited by Guarantee
under section 42.

Given under my hand at KARACHI
this 1ST day of DECEMBER
one thousand nine hundred and NINETY THREE

Fee Rs. 680/=

CRO-1.



Attaullah Khan
(ATTAULLAH KHAN)

Joint Registrar
of Companies
SINDH.



**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
AIR CARGO AGENTS ASSOCIATION
OF PAKISTAN**

INCORPORATED UNDER SECTIN 32 OF
THE COMPANIES ORDINANCE, 1984 (XL VII OF 1984
(UNDER CERTIFICATE OF INCORPORATION
NO: K-05018 OF 1993-94

amended and framed as per
THE TRADE ORGANISATION RULES, 2013 of
Ministry of Commerce, Government of Pakistan
vide its Notification No. 4(2)/2013-Admn-III.-
In exercise of the powers conferred by section 31 of
the Trade Organizations Act, 2013 (II of 2013)
dated the 26th March, 2013

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF
AIR CARGO AGENTS ASSOCIATION
OF PAKISTAN**

Annexure-A

MEMORANDUM & ARTICLES OF ASSOCIATION AIR CARGO AGENTS ASSOCIATION OF PAKISTAN

**Amended and framed as per THE TRADE ORGANISATIONS RULES, 2013 of Ministry
of**

**Commerce, Government of Pakistan vide its Notification No. 4(2)/2013-Admn-III.
In exercise of the powers conferred by section 31 of the Trade Organizations Act,
2013**

(II of 2013) dated the 26th March, 2013.

NAME AND REGISTERED OFFICE

1. The name of the association shall be Air Cargo Agents Association of Pakistan.
2. The Registered Office of Association, which shall also be the Head Office, will be situated in Karachi, province of Sindh.
3. The area of operation of the association, extends to the whole of Pakistan and the association is being formed on all Pakistan basis.
4. The objects for which the association is established are:

REVISED AND NEW

- (a) To encourage friendly feeling and unanimity amongst Air cargo agents on all subjects connected with common good.
- (b) To secure good relations between members of the association.
- (c) To establish a better understanding and appreciation on the part of the business and financial world as a whole of the usefulness and proper scope of Air cargo agents in modern business, and a full realization of the proper and necessary functions of the Air cargo agency and of its beneficial relations with airlines and related government and other departments.
- (d) To upgrade standards, ethics and practice of air cargo industry and thus bring about a more meaningful contribution from Air cargo fraternity and other related activities to socio-economic developments.
- (e) To promote healthy competitions through Air cargo trading and protect the

art and trade of Air cargo trade and sale promotion from unethical practices and to discourage monopolies of those agencies or foreign agencies direct or through their Pakistani co-optees associates as member of their global systems on any equity basis.

- (f) To arrange and encourage the training of technical personals, when practicable in the interest of Air Cargo Industry
- (g) To conduct surveys and research and to arrange exhibitions, workshops, discussions, seminars and congresses for the development of Air cargo industry and to develop understanding and ethical practice and to aid in bringing the operation of all members to such accepted standards as may be laid down.
- (h) To promote the legitimate interest of its members by lawful means and initiate or support any action for securing the redress of legitimate grievances connected legitimate grievances connected with business of its members.
- (i) To take any action which may be conducive to the extension of the trade of its members or incidental to attainment of this objective and to do all such things as are incidental or conducive to the attainment of the mentioned objects or any of them.
- (j) To ensure good relationship among members of this association and for that purpose to establish, form, setup conciliation or arbitration committees to resolve dispute and differences arising among them on their specific request and mutual consent.
- (k) To establish or aid in the establishment of funds to benefit employees of the association or their dependents to grant medical facilities, education expenses, loans on easy term and to subscribe, donate or guarantee money for charitable or benevolent purposes at the discretion of association.
- (l) To survey and review all matters in any way affecting the business and profession of Air cargo industry and of all development thereof and to decide upon, initiate and support proper methods to deal with any contingency affecting the said business or profession and to discuss, promote or oppose legislative and other measures that seem to be connected with or to have bearing on Air cargo business and to take all steps, to represent to the government and other bodies the grievances for obtaining their removal.
- (m) To represent and cooperate with other individuals, Government Bodies, Semi Government Bodies, Chambers of Commerce and Industry, any other

such body/bodies and subscribe to become of and to cooperate with any other association whether incorporated or not whose objects are altogether or in part similar to those of this association and to procure from or to communicate to any individual or association such information as may be likely to further the objectives of the association and to deal with the Government authority.

- (n) To help the government in highlighting critical national issues in their right perspective, to play significant role in developing policy framework for business environment and economic growth and to help the nation in presenting its real soft face to the outside world. By holding national as well as international conference, seminars to unify Pakistan on global level.
- (o) To publish journals, periodicals and other publications in furtherance of objects of the association and for the benefit of its members, and to collect and disseminate information and ideas affecting cargo agencies.
- (p) To collect subscription and other payments from members and to borrow or raise money required for the purposes of the association upon such terms and in such manner and upon such securities as may be determined, and generally to obtain money for the objects of the association in any law-full manner and to invest, apply or deal with the same in such manner as may be considered most desirable for giving effect to such objects.
- (q) To accept any bequest, gift, donation, whatsoever (whether of money or of property of any description) and to apply the same or its sale proceeds or realization thereof for the purposes of the association or to invest the same or such proceeds and apply the income arising there from for any of the purposes of the association.
- (r) To acquire by gift or donation and to purchase take on lease or otherwise land and other property movable and immovable which the association for the purposes thereof may from time to time think proper to acquire.
- (s) To sell, approve, manager, develop, exchange, lease or let, sublease, sublet, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.
- (t) To construct upon any premises acquired for the purposes of the Association and to alter, add to or remove any building or buildings.
- (u) To undertake and develop specific projects, designed to advance the standard and practice of cargo agencies.

- (v) To foster self-regulation.
- (w) To do all such other things as are incidental or conducive to the attainment of all or any of the objects.
- (x) The objects set forth in any sub clause of this clause shall not, e x c e p t when the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub clause or by the name of association.

5. Assets & Liabilities

The Income and Property of the Association would be applied entirely towards the promotion of the objectives of the Association as described; no portion thereof shall be paid as bonus and dividend to the members; provided all payments made in good faith in respect of remuneration of office and servant of the Association and all legitimate expenses incurred by the association will be allowed. It would also be permissible to the Association to make payments of interest on sums borrowed by the association from any members of the association or from any other person.

Provided further except for the membership and Office Bearers provide under the ordinance or prescribed rules there shall not be any other position by any nomenclature in the association.

No remuneration shall be given to any members out of the funds of the association, except repayment and interest on money lent or rent of premises demised to the association.

6. Privileges and Obligations

Association shall be a body corporate with continuous succession and a common seal and may sue and be sued in its own name and, subject to and for the purpose of ordinance may enter into contracts and may acquire, purchase, take hold and enjoy movable and immovable property of every description and may convey, assign, surrender, yield up, change, mortgage, re-assign, transfer or otherwise dispose off or deal with any movable or immovable property or any interest vested in it, upon such terms as it deems fit.

7. Condition of Licence

The fifth, sixth and ninth paragraph of this Memorandum of Association, and clause six of Trade Organisation Rules 2013 notified vide SRO No: 4(2)/2013-Admin-III, dated 26th March, 2013 contain condition on which a licence is granted by the Federal government to this association.

8. No alterations or additions shall be made in the Memorandum of Association and Articles of Association except by 2/3rd majority of those present at an extra ordinary General Meeting specially called for the purpose and such additions or alterations shall not come into force without the prior approval/sanction of Ministry of Commerce, Government of Pakistan and Securities & Exchange Commission of Pakistan.
9. Memorandum and Articles of Association, including but not limited to the organizational structure, and any bye-law of association shall be within the provisions of the Rules notified by Ministry of Commerce and Trade Organization Rules 2013 & Trade Organization Act 2013 (II of 2013).
10. The liability of the members shall be limited to their membership subscription.

WINDING UP

11. The provisions of the Companies' Ordinance, 1984 shall apply in the event of winding up of association. Every present and past member shall subject to the provision of companies ordinance, be liable to contribute to the assets of the association to an amount sufficient for payments of its debts and liabilities and the costs, charges and expenses of the winding up and for the adjustment of rights of the contributories among themselves with the qualifications envisaged in Companies Ordinance, 1984.
12. If upon winding up or dissolution of the Association 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 association but shall be given or transferred to some other institution having objects similar to the objects of the association at or before the time of dissolution or winding up.

We the several persons whose names and addresses are subscribed below are desirous of being formed into an Association in pursuance of this Memorandum of Association, We confirm having read and understood the Trade Organisation Ordinance, 2007 and Trade Organisation Act 2013 and rules made there under and declare being bound by them and subject to the same in respect of this proposed Trade Organisation.

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

S. No.	Name of Subscriber	Address of Subscriber	Name of Designation
1	Cargo Advisers	42/1/C, Block-6, PECHS, Karachi.	Mr. Jamshed Qureshi Managing Partner
2	Cargo Express	Thathai Compound, M.A. Jinnah Road, Karachi.	Mr. Bashir Suleman Partner
3	Cargo Movers	Suite 3, 188/1/A, Block-2, PECHS, Karachi.	Mr. Blase D'Sa Managing Partner
4	Freighter Int'l. (Pvt) Ltd.	4-Services Club Building Mereweather Road, Opp: Hotel Metropole, Karachi.	Mr. Ahmed Mirza Managing Director
5	International Cargo Services	No. 7, Shafi Court, Mereweather Road, Karachi.	Syed Amirul Hasan Managing Partner
6	Universal Freight Systems (Pvt) Ltd.	50-H, Block-6, PECHS, Karachi.	Saleem R. Baxamoosa Managing Partner
7	United Freight International	10-D, Block-6, PECHS, Off: Shahrah-e-Faisal, Karachi.	S.Ammar Yasir Zaidi Chief Executive
8	Eastern Cargo Centre	7, S.J. Syed Building I.I. Chundrigar Road, Karachi.	Mansoor Shahid Partner

**ARTICLES OF ASSOCIATION OF AIR CARGO AGENTS
ASSOCIATION OF PAKISTAN**

**Amended and framed as per THE TRADE ORGANISATIONS RULES, 2013 of
Ministry of Commerce, Government of Pakistan vide its Notification No. 4(2)/2013-
Admn-III.– In exercise of the powers conferred by section 31 of the Trade
Organizations Act, 2013 (II of 2013) dated the 26th March, 2013.**

INTERPRETATION

1. In these articles, unless there may be something in the subject or context inconsistent herewith.
 - (a) "Ordinance" means the Companies Ordinance 1984, being Ordinance No: XLVII of 1984 or any other statutory enactment for the time being in force in place of the said by any statutory enactment for the time being in force.
 - (a) (i) "Act" means the Trade Organizations Act, 2013 (II of 2013)
 - (b) "Articles" means these articles of Association originally framed or as altered within the provisions of, as per Trade Organizations Act, 2013 (II of 2013) the companies ordinance 1984 and the public notices issued by the Ministry of Commerce from time to time.
 - (c) "Association" means "Air Cargo Agents Association of Pakistan with membership on all Pakistan basis. organized to represent a specific trade, industry or service or any combination thereof as provided in clause (d) of sub-section (2) of section 3 of the Act.
 - (d) "Chairman" means Chairman of the Association.
 - (e) "Office Bearers" means Chairman, Senior Vice Chairman and Vice Chairman.
 - (f) "Executive 'Committee" means the Executive Committee of the Association in office, exercising powers and functions of the Board of Directors under the companies ordinance 1984.
 - (g) "Regional Committee" means the Elected Committee in the Region under these articles.

- (h) "Head Office" means Registered Office of the Association which shall be at Karachi, province of Sindh.
- (i) "Regional Office" means Regional Offices located in Northern or Southern Zone.
 - i) "Southern Region", means the province of Sindh and Baluchistan.
 - ii) "Northern Region" means the Provinces of Punjab and Khyber Pakhtunkhwa and Federal Area;
 - iii) "Federal Area Mean Islamabad Capital Territory.
- (j) "Regulation" means a Regulation of these articles.
- (k) "Secretary General" means an individual professional full time employee of the Association (Air Cargo Agents Association of Pakistan).
- (l) "Register" means the Register of the members for the Association required to be kept under section 147 of the ordinance.
- (m) "Seal" means the common seal of the Association for the time being in use.
- (n) If and when the context so requires, words importing singular number only, shall include plural number and vice versa and words importing masculine gender shall include feminine gender and vice versa.
- (o) Financial year means a financial year commencing on the first day of July and ending with the thirtieth day of June.
- (p) These articles shall be interpreted as being supplemental to the Memorandum of Association and be deemed contemporaneous with it.

2. MEMBERSHIP

The subscribers of the Memorandum of Association and person admitted to membership in accordance with these articles shall be member of the Association. (The word "persons" shall include Sole Proprietorship or a Partnership or Company, provided that intending member must hold National Tax Number, Computerized National Identity Card (CNIC) and sales Tax Registration if applicable. These shall be two clauses of Membership:

(a) (CORPORATE) MEMBERS:

"Corporate Member" means a firm and includes a corporate body or a Private Limited Company or Multinational Corporation having its head office and or branch offices in Pakistan engaged and carrying on the full fledged Air cargo business in Pakistan on ethical line and fits within the defined business scope or area of jurisdiction of Air Cargo Agents Association of Pakistan as provided in the Memorandum & Articles of Association. The members enrolled will be called Corporate Members, having annual turnover of Rs. 50 million or above.

(b) ASSOCIATE MEMBERS:

An Air Cargo Agency sole Proprietorship/firm or any other company or a concern, and an organisation which is not a body corporate or a multinational carrying on air cargo business shall be eligible for Associate Membership and on enrollment shall be called "Associate Member, having annual turnover of Rs. 50 million or above.

3. QUALIFICATION FOR MEMBERSHIP:

The Member has to be an IATA Air Cargo Agent or IATA Applicant Agent.

(a) CORPORATE MEMBER

Every applicant for membership shall be an air cargo agency proposed by one and seconded by another existing member of the same category in writing. Prescribed application for membership shall contain facts and evidence showing that the prospective member/candidate is duly appointed Air cargo agent of at least 5 (five) active Shippers and is fully equipped to run the trade as cargo agency in an efficient manner have a proven business annual turn over of Rs. 50 Million, have minimum three professional personnel, one of the owner should have 5 years professional experience.

(b) ASSOCIATE MEMBER

A member of a trade organization which is not a body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above shall be called "Associate Member".

4. Every applicant for membership shall fill in and sign on prescribed application form to be obtained from the office of Association, inter alia agreeing to be bound by the

Articles and Bye-Laws of the Association, and furnishing such other information as the Executive Committee may require, and obtain thereon signatures of at least two existing members of Association, one as the Proposer and the other as the Seconder.

5. Every such application shall be placed by the Secretary General before the Executive Committee at its next ordinary meeting who shall either accept or reject the said application by majority without assigning any reason or reasons thereof, subject to any direction issued from time to time under Trade Organisation Rules 2013.
6. In case the Executive Committee rejects the applications, all sum accompanying the application shall be returned to the applicant and no further application from him shall be entertained for a period of six months reckoned from the date of such rejections.

RENEWAL OF MEMBERSHIP

7. The membership shall be granted for a period of one year and shall expire on the 31st day of March every year irrespective of the date of granting membership.

The membership shall be renewable on annual basis subject to the fulfillment of following conditions, namely.

- (a) Payment of prescribed subscription within the time stipulated in the articles of association, which shall not be later than 31st of March; and
- (b) Proof of filling return of Income Tax and Sales Tax if applicable, for the preceding year.

MEMBERSHIP FEES

8. (a) The membership fee and contributions chargeable from each class shall be fixed by Executive Committee subject to the approval of the General Body and Director General Trade Organisation,

Subscription	Admission Fee	Annual
For Member	Rs. 7,000/-	Rs. 15,000/-
For Associate Members	Rs. 7,000/-	Rs. 15,000/-

- (b) Besides the admission fee and annual subscription, each member shall pay the principal office other contributions as and when required and as fixed by the Executive Committee.

- (c) The admission fee shall not be refundable.
- (d) All members shall pay their annual subscription, when due, to the Head Office.
- (e) The total collection on account of Admission fee and Annual Subscription shall be distributed between Head Office and the Zonal Offices when such offices are setup, in a manner that the share of Head Office shall be 60% and that of the Zones 40%.
- (f) If a member fails to pay the annual subscription by 31st day of March in any year, he shall cease to be a member but shall be eligible for restoration of membership by paying full admission fee alongwith full amount of his annual subscription/subscriptions and contributions to be computed from the date its becomes payable after the expiry of period for which the subscription was last paid by him.
- (g) Any member failing to clear all sums payable to Association including annual subscription shall be treated as defaulter and shall not be entitled to:
 - (a) Become a candidate in elections.
 - (b) Propose or Second a Candidate.
 - (c) Hold or act convenership of any sub-committee/council.
 - (d) Attend meeting or vote in the meeting.
 - (e) Any type of service of ACAAP.

CESSATION FROM MEMBERSHIP

9. The Executive Committee may remove from the Register of Members the name of a member whose dues including Annual Subscription and or contribution approved by the Executive Committee, if any, are not paid from the time on which it should have been paid and who has failed to pay the same within 15 days of the issuance of Notice Demand by the Secretary General of the Association. Upon his name being removed from the Register of Members, shall cease to be a member of the association.
10. A member whose name has been removed from the Register of membership shall not be re-admitted as a member unless .he has paid all previous sum due by him to association on any account and fresh application is made with remittance of Annual Subscription and Admission Fee.
11. A member shall cease to be a member on happening of any of the following events:

- (a) Death, Resignation, insolvency or conviction of a criminal offence, involving moral turpitude in the case of an individual.
 - (b) Dissolution of business or dissolution in the case of partnership.
 - (c) Liquidation, voluntary or otherwise.
 - (d) Failure to comply with any of the obligations stipulated in these articles.
12. Any member, wishing to resign may do so in writing, giving not less than one calendar month's notice to the Chairman of Association and upon the expiration of any such notice and acceptance of resign by Chairman such member shall forthwith be removed from the Register of Membership. Any member so resigning, shall not in any way be absolved from any liability for any dues accrued and unpaid upto the time his resignation is presented.

RIGHTS & PRIVILEGES OF MEMBERS

13. (a) At a General Meeting a member either Corporate or Associate who has completed two years of his membership of Association shall exercise his right to cast vote.
- (a)(i) Under the Trade Organisation Rule 15(3); The proprietor, partner or director of the member-firm or company, concern or a person not below the rank of general manager authorized by the board of directors of public limited company or a multinational company shall be entitled to cast vote at the time of election only if name of such person has already been registered with the secretary general and his name appears on the list of voters.
- (b) In case of an individual, by himself or through an attorney empowered to manage generally the affairs of his agency.
- (c) In case of a firm, by any partner thereof or through an attorney empowered to manage generally the affairs of his agency,
- (d) In case of a company, by any Director, General Manager or Secretary or through an attorney empowered generally to manage the affairs of its agency.
- (e) Every member of the association shall be entitled to attend General Body meeting of the association and may make proposals or suggestions in matter under discussion before the house.
- (f) Every Corporate member and associate member shall be entitled to vote at all General body Meetings.

- (g) Members shall be entitled to all other privileges which may be conferred on them by the association from time to time.
14. Upon election every member shall furnish to the Association particulars as to the constitutions of the member and the names and addresses of person through whom and the order in which his rights of membership will be exercised and such particulars shall be entered in the Register changed in the particulars shall be communicated in writing to the association, as soon as it take place and thereupon changes shall be made in the Register accordingly. For all the purposes connected with the affairs of the Association, the particulars appearing in the register shall be conclusive.
15. No person shall be entitled to act or vote on behalf of any member of the Association at any meeting unless and until his name shall be entered in the Register as a person entitled to act or vote for such member, and unless all dues on account of subscription etc. etc have been paid to the association before the meeting.
16. A member shall be entitled to all such information advice and privileges with regard to the objects of association as it or any of its officers may be able to provide.

REGISTER OF MEMBERS

17. (a) A register of members of the association, with particulars as under shall be kept at the Head Office of Association.
- (i) Name under which the member carries on business.
 - (ii) Whether the member is individual, firm or a company.
 - (iii) Nature of business which the member carries on as defined in these articles.
 - (iv) Category of Membership.
 - (v) Address of member.
 - (vi) Name of authorized representative in case of member being firm or a company.
 - (vii) Date of admission of membership.
 - (viii) If and when a member ceases to be a member the date and reason of cessation.

- (b) A similar Register shall be kept by each Regional Office in respect of members located in region concerned.
- (c) All changes in the address and other particulars of members will be intimated by members in writing to Secretary General and also to the Regional Office, if any, and members, shall have the right to inspect the Register mentioned under sub-paragraph (a) above and suggest correction if any.

REGIONAL OFFICES

18. (a) Besides its Head Office, the association shall have two Regional/Zone Offices as under:
- (i) Region "A" Southern Zone at Karachi with area of operation extending over provinces of Sindh and Baluchistan.
 - (ii) Region "B" Northern Zone at Lahore with area of operation extending over province of Punjab, Khyber Pakhtoon Khawa and Federal Capital Area.
- (b) Each Regional Office shall be under the charge of a Regional Committee of six persons. Provided that only those members who have their principal place of business in particular Region shall be eligible to participate in election to the Regional Committee of that Region.
- (c) At the expiry of one term from the date of induction into office of the Regional Committee all the members retire from office as the tenure of all elected office bearers shall be one year.
- (d) No member of Regional Committee shall hold office for more than one term without a gap of a year.
- (e) Election shall be held in accordance with Bye-Laws framed under Regulation No: 51.

REGIONAL COMMITTEES

19. The Regional Committee shall have the following power and functions.
- (a) Each of the Region shall have Regional Committees which will function in their respective Regions.

- (b) The member of each Region will decide the strength and composition of their respective Regional Committee but the number of the members of the Regional Committee shall not exceed 6.
- (c) The Regional Committee shall maintain proper accounts of all receipts and expenditure and shall submit their duly audited accounts.
- (d) Notwithstanding anything herein before contained the Regional Committee shall correspond with the provincial Govt. or authorities of Provincial or Central Govt. in the province, strictly on matters which concerned Regions and matter having All Pakistan bearing shall be dealt with by and through Executive Committee of the Association only. Provided that if the Executive Committee differs with the Regional Committee, the opinion expressed or representation made by the later shall also be forwarded by the Executive Committee with its own views to the appropriate authorities.
- (e) The Regional Committee shall carry on its activities within the Region to the extent they relate to the problems of the industry whose bearing is confined to the province. Policy matters affecting the Cargo Agency as a whole or whose impact extends beyond the province shall be handled by the Executive Committee of association alone which shall have all powers of supervision and control over the working of Regional Committees.
- (f) To receive applications for admission as members from those engaged in the cargo agency business within the Region and to forward the same to the Secretary General with its observation and recommendations.
- (g) To recommend to the Executive Committee expulsion or removal of a member within its jurisdiction from the membership of the Association.

COMPOSITION OF EXECUTIVE COMMITTEE

20. (i) The Executive Committee of the Association shall be composed as follows:

Chairman:	one
Senior Vice Chairman	one
Vice Chairman:	one
Members:	nine

Total: twelve

- (ii) Each Region of the association have 6(six) seats and there shall be 2(two) seats reserved for women entrepreneurs for which the electoral college shall be Executive Committee.

- (iii) There shall be a minimum of ten and maximum of thirty seats of Executive Committee.
- (iv) If any seat reserved for women entrepreneurs remains vacant, it shall not be filled with member from other category. Provided that any seats remaining vacant in any category shall not be counted towards determinations of quorum.
- (v) The electorate college for each class of members of Executive Committee shall be the members of General Body from the respective class.
- (vi) In addition to the seats provided in clause (a), the immediate past Chairman or, as the case may be, the Chairman of a trade organization shall be an ex-officio member of the Executive Committee without voting right.
- (vii) The Chairman shall be elected from amongst the elected member of the Executive Committee at the first Executive meeting after Annual Election.
- (ix) The office of the Chairman of the Association shall rotate between two regions. As per Trade Organisation Rules 2013 Rule 21(9) In any trade organization where the general body comprises at least fifty per cent members from associate class, there shall be rotation of office of Chairman and, as the case may be, the chairman between the associate and corporate members: Provided that in case of a chamber of small traders and an association of small traders there shall be no such restriction.
- (x) On the expiry of fixed tenure period of one year the Chairman will automatically cease to be the Chairman and will hand over the charge of his office to the newly elected Chairman.
- (xi) The Senior Vice Chairmen and Vice Chairman shall not, hold office in the Executive Committee for more than one term and on completion of one term shall retire for the next one year.

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

22. The tenure of members of Executive Committee provided in The Trade Organisation Rules 2013 rule 21 sub-rules (5) and (6) shall be two years subject to the following conditions, namely.

- i. Fifty percent members of Executive Committee shall retire every year; and
- ii. After the first election of Executive Committee under the Act a draw shall be

made to determine the fifty percent members who shall retire after expiry of first year

23. The tenure of office bearers of Executive Committee provided in Trade Organisation Rules 2013 rule 20 sub-rule 10 shall be one year
24. On completion of the term the office bearer and members of Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the trade organization for the next one year: as provided in Trade Organisation Rules 2013 rule 21 sub-rule 15.

CASUAL VACANCY

25. (i) A casual vacancy on the Executive Committee may be created.
 - (a) By death or resignation of Office Bearers.
 - (b) In case of member Executive if he fails to attend three consecutive meeting of Executive Committee without leave of absence.
 - (c) If he ceases to be a representative of the agency.
- (ii) Casual vacancies of the members shall be filled by co-option by the Executive Committee from the region to which the incumbent belonged shall be filled by Executive Committee by election from its members and the resultant vacancy of the members shall be fixed by co- option.

ASSUMPTION OF OFFICE BY THE OFFICE BEARERS AND THE MEMBERS OF EXECUTIVE COMMITTEE

26. That the office bearers shall assume office on the first day of October each year. The Term of the office of the office bearers shall be one year. Whereas the term of members of Executive Committee shall be for two years.

CALLING OF MEETING OF THE EXECUTIVE COMMITTEE AS AND WHEN REQUIRED

27. Meeting of the Executive Committee shall be held as often as the consideration of business requires and shall be held, adjourned or otherwise regulated as the Executive Committee shall think fit.

FOUR MEMBERS SHALL CONSTITUTE QUORUM FOR EXECUTIVE COMMITTEE MEETING

28. Four members of the Executive Committee present in person shall constitute the

quorum. If the quorum is not constituted within Thirty Minutes of the appointed time for the meeting, the meeting shall set and adjourned to the same day and place in the next week unless the Chairman, in view or urgency of any matter decide otherwise. No quorum shall be required for an adjourned meeting.

SEVEN DAYS NOTICE FOR ORDINARY MEETING OF THE EXECUTIVE COMMITTEE

29. Not less than seven days notice of the meeting of the Executive Committee shall be given unless the Chairman in view of urgency of any matter decides to give shorter notice.
30. The Chairman and in his absence any one of the Senior Vice Chairman or Vice Chairman shall preside at the meeting of the Executive Committee. If he shall present and if shall not be present within 30 minutes of the time fixed for the meeting the Executive Committee shall elect Chairman among themselves for the meeting.
31. In case of equality of votes at a meeting of the Executive Committee, the Chairman of the meeting shall have a further or casting vote.

POWER AND FUNCTIONS OF THE EXECUTIVE COMMITTEE

32. The entire administration and management of the affairs of the Association shall be vested in the Executive Committee who in addition to the powers and authorities by these articles conferred, may exercise all such powers and do all such acts and things necessary or required for purpose managing the affairs of the Association. The Executive Committee shall have absolute control over all the affairs of the association.
33. Without prejudice to and no as to limit or restrict the General Powers conferred by the last preceding Article the Executive Committee shall have the following powers:-
 - (a) To dispose of application for membership;
 - (b) To supervise the working of staff;
 - (c) To sanction expenses;
 - (d) To appoint, suspend, dismiss or terminate the services of the officers, agents of the association and to fix their duties and remuneration;
 - (e) To enter into contract for and on behalf of the association and settle terms

thereof;

- (f) To appoint a Secretary General through a Human Resources committee composing of three members of the Executive Committee and any other staff or professional management shall be appointed through a process to be framed and defined in the association's human resource policy by Executive Committee.
- (g) To make rules and regulations of services of the officers and staff of the association and for their provident fund, pension, gratuity, medical facilities, loan and or other allowances or benefit, if any;
- (h) To appoint sub-committee /councils and to delegate any of its powers to such sub-committee/council;
- (I) (i) To purchase or otherwise acquire for the association any property, right or privileges which the association is authorized to acquire at such price and generally on such price and generally on such terms and conditions as they think fit;
- (ii) To open accounts with bank or bankers and to pay money into and draw money from any such account or accounts and to determine who shall operate such account and sign on behalf of the association bills, notes, promissory notes, receipts, acceptances, endorsement, cheque releases, contract and documents, however the signatures of the Secretary General shall be mandatory for operation of all single or jointly operated bank account of the association.
- (iii) To appoint any person or persons to accept and hold in trust for the Association any property belonging to the association or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees;
- (iv) To institute, conduct compound or abandon any legal proceedings by or against the association or its Secretary General or otherwise, concerning the affairs of the association and also to compound and allow time for payment or satisfaction or any debt due or of any claim or demands by or against the association;
- (v) To refer any claim or demand by or against the association or arbitration and observe and perform the onwards;

- (vi) To invest and deal with any of the moneys of the association not immediately required for the purposes thereof, upon such Securities or investments and in such manner as they may think fit and from time to time vary or realize such investments;
- (vii) To execute in the name and on behalf of the association such mortgages of the association's property as it thinks fit and any such mortgage may contain a power of sale and such other powers covenants and provision as shall be agreed upon.
- (viii) To provide for the welfare of employees and the wives, widows and families or dependants of such person, by building or contribution to the building of houses or dwelling or by grant of money's pension, gratuity, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and or to the association institutions, Air Cargo Agents Association, Funds, or Trust and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religions, scientific, national or any other institution or objects which shall have any normal or other claim to support or aid by the association.
- (ix) To raise and borrow money and secure the payment of the money by such means and upon such terms and conditions and in such manner as may be determined.
- (x) To defray expenses, subject to availability of Funds of delegates selected and deputed by the association to represent in any conference in Pakistan or abroad.
- (xi) To secure for the association membership /affiliation with the Federation of Pakistan Chambers of Commerce and Industry and retain such membership / affiliation.
- (xii) The Executive Committee shall have the power to elect \ nominate its nominee or FPCCI or on other bodies and to nominate two Office Bearers of association to Trade Organisation Advisory Council appointed by Federal Government.
- (xiii) The Executive Committee shall prepare a three year plan of activities and the same will be distributed amongst its members and cover among other matters the proposed future activities, finances and outcome of such activities intended by the association during the

said three year period;

(xiv) The Executive Committee shall internally conduct an annual performance review and have such performance review audited by external auditions based upon an inspection of all records of association to include but not limited to Minutes of meeting and association's plan of activities.

(xv) Reporting requirements. – The Executive Committee shall annually submit by the 31st December to the Regulator-

(i) annual financial statements as prepared by auditors and approved by the executive committee;

(ii) plan of activities for the next year as provided in rule 23; and

(iii) a soft and hard copy of list of its members as on the 30th November, in the format as set out in Annex of Schedule 'B'.

34. To expel, remove, suspend, or censure any member from the Association or re-admit such expelled / removed member subject to conditions laid down in these articles either on its own initiative or on the recommendation of the Regional Committee or by Director General-Trade Organisation.

35. To adopt and take such measures, not inconsistent with the Memorandum of the association or these articles, as may from time to time be considered necessary for the achievement of the aim and object of the association.

POWER & FUNCTION OF CHAIRMAN OF THE ASSOCIATION

36. (a) The Chairman of the Association shall be the Chief Executive of the Association and shall represent the Association to the outside world.

(b) The Chairman of the association shall conduct his office with dignity and decorum and shall be responsible to represent the interest of the association.

(c) If the Chairman of the association is absent for some reasons and is unable to carry out his functions, either one of the Senior Vice Chairman or Vice Chairman; subject to the nomination by the Chairman or the Executive Committee shall assume the office of the Chairman as acting Chairman for the time being till the Chairman returns and assume his functions.

- (d) The Chairman, or in his absence, the acting Chairman, may at his discretion convene an urgent meeting of the General Body or the Executive committee at such notice as the exigency of the situation demands for the purpose of transaction business of an extremely urgent nature.
- (e) The Chairman may in his discretion and subject to Executive Committee confirmation employ any person to serve the association who's salary does not exceed Rs. 50.000/- per month. Appointment's carrying a monthly salary of over Rs. 50.000/- shall be made by the Executive Committee.
- (f) The Chairman may in his discretion from time to time spend money not exceeding Rs. 1.00.000/- for the purpose of the Association in anticipation of the sanction by the Executive Committee and also may sanction loan and advances to the officers and staff.

SENIOR VICE CHAIRMAN

- 37. (i) Subject to the overall jurisdiction and authority of the Chairman and Executive Committee whose instructions it shall be his duty to carry out, in accordance with the Provisions of these articles, the Senior Vice Chairman shall enjoy the same powers and performs the same functions in respect of the regions those enjoyed by the Chairman.
- (ii) During the Chairman's Absent Period and while He is away from Association for any reason; either one of the Senior Vice Chairman or Vice Chairman shall be nominated by Chairman as Acting Chairman.

GENERAL MEETINGS

HOLDING OF ANNUAL GENERAL MEETINGS EVERY CALENDAR YEAR AND THE NATURE OF BUSINESS TRANSACTED AT SUCH MEETINGS

- 38. The Annual General Meeting shall be held once every calendar year between the 1st day of July and 30th day of September. The following business shall be transacted at such General Meeting:
 - (i) To consider and approve the Balance Sheet and the Income and Expenditure Accounts of the Association and the Report of the Auditors thereon;
 - (ii) To record the declaration of the results of the annual election of the Chairman and Members of the Executive Committee.

(iii) To appoint Auditor or Auditors and fix their remunerations.

(iv) To transact such other businesses as may be included in the Agenda by the Executive Committee or requested by any member or members in writing, at-least two working days prior to the dispatch date of such Notice.

EXTRA ORDINARY GENERAL MEETINGS

39. General Meetings other than Annual General meeting are called extraordinary General Meetings to transact such business as may be placed before them by the Executive Committee or left over at the Annual General Meeting held last or to transact business of special nature/character which cannot conveniently be postponed until the next annual general meeting.

EXTRAORDINARY GENERAL MEETING THROUGH REQUISITION IN WRITING

40. On requisition made in writing addressed to the association by any 1/3 of the total number of members of association, the Chairman shall call an Extra-ordinary General Meeting. Any such requisition must state the object of the meeting proposed to be called and be signed by the requisitionists and delivered at the Head Office of the Association.

41. (a) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited in the Head Office of the Association and may consists of supporting documents in like form each signed by one or more requisitionists.

(b) If the Chairman does not proceed within thirty days from the date of the requisition being so deposited to cause a meeting to be called, the requisitionists or a majority of them may themselves call the meeting, but in either case any meeting so called shall be held within seven weeks from the date of the deposit of requisition.

(c) Any meeting called under this article by the requisitionists shall be called in the same manner as that in which General Meetings are called.

42. General Meeting for want of Quorum shall stand adjourned to the same day and time in the following week and no quorum shall be necessary for such adjourned meeting. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened by the Executive Committee upon the requisition of members or by the requisitionists shall be dissolved.

In either case, it shall stand adjourned to the same day in the following week at the same time and place. No quorum shall be necessary for such adjourned meeting.

43. Not less than twenty one days notice of every Annual General Meeting, specifying the place, day and hour of the meeting with a statement of the business to be transacted in the meeting shall be given to the members by notice sent by Electronic Mail (email)/By Courier to members entitled to receive notice.

Provided that a General meeting may be convened by a shorter notice if in opinion of the Executive Committee or by the Chairman in consultation with anyone Senior Vice Chairman or Vice Chairman the business to be transacted at the meeting is urgent or emergent. Provided further that not less than twenty one days notice shall be given of a meeting to pass a special resolution specifying the intention to propose a special resolution by all the members entitled to attend and vote at any such meeting may agree to consider the resolution which may be proposed and passed as a Special Resolution at a meeting of which short notice has been given.

44. Non receipt of the above said notice by any member shall not invalidate the proceedings at any General meeting.
45. No business shall be transacted at any General Meeting unless a quorum of 25 per cent of members is present in person.
46. That the Chairman or in his absence any of the Senior Vice Chairman or Vice Chairman shall preside at General Meetings of the Association. If within half an hour from the time appointed for the meeting, neither the Chairman nor the Senior Vice Chairman or Vice Chairman is present at the meeting, the members present shall choose someone from amongst themselves as Chairman for such meeting. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the meeting from which the adjournment took place.
47. Every question except the election of the Chairman which shall be by ballot, submitted to General Meeting shall, unless unanimously decided, be decided by majority of votes by show of hands unless a poll is demanded.

Provided that no special resolution concerning amendment of Memorandum & Articles of Association shall be deemed to have been passed unless it has received the votes of three fourth majority of the members present and voting. A poll may be demanded on any question by at least three members present, at the meeting if a poll is demanded in the manner aforesaid the same shall be taken at such time

and in such manner as the Chairman of the meeting directs and the result of such poll shall be deemed to be the Resolution of the association in General Meeting.

48. That the demand of a poll on any question shall not prevent the continuance of the meeting for transaction of any business other than the question on which poll has been demanded. In case of any equality of vote on show of hand or on a poll the Chairman of the meeting shall have a further casting vote.
49. At every General Meeting, the Chairman shall declare that the Resolution has been carried or lost unanimously or by majority of votes by show of hands or as a result of poll of which entry shall be made in the Minute Book of the General meeting of the Association and the same shall be conclusive evidence of the fact.

SECRETARY GENERAL - HIS FUNCTIONS AND DUTIES

50. Association shall appoint a Secretary General through a Human Resource Committee formed under and consisting of three members of the Executive Committee.
 - (a) The Secretary General who shall be the head of the Secretariat, shall have all correspondence with the members regarding their membership as well as with government departments in consultation with the chairman, where-ever necessary and shall take steps of realization subscription from members and shall ensure to keep account and proper accounts of the funds of the Association. He shall issue all notices, prepare the agenda for the meetings and accurate minutes of the meetings of the Executive Committee, General Body, Sub-Committee etc. He shall have charge of the office effects and documents belonging to the associations.
 - (b) He shall see, that the resolution of the association and the Executive Committee are duly carried out.
 - (c) The signatures of the Secretary General shall be mandatory for operation of all the single or jointly operated Bank Accounts of the Association.
 - (d) He shall attend to all routine matters and carry on all correspondence on behalf of the association.
 - (e) He shall prepare or draft notes, memoranda, reports, statements in connection with the business and affairs of Association.
 - (f) He shall exercise the powers delegated to him from time to time to appoint, suspend, punish, remove or discharge or grant leave, overtime payments to

members of the staff of the association who is not an officer.

- (g) A person who has been designated by the Executive Committee as an "Officer" shall be deemed to be "Officer" for purposes of the preceding provision.
- (h) He shall assign work to the staff / officers.
- (i) He shall incur expenditure under the budgeted heads to the extent of the amount fixed by the Executive Committee
- (j) To maintain administrative and disciplinary control over the entire staff of the Association in accordance with the rules and regulation and Service Rules of Association to be framed by Executive Committee or Human Resource Committee.
- (k) The Secretary General shall attend the meetings and conferences of public / private bodies when nominated by Executive Committee for the purpose of representative of the association there at and to represent for all purposes when action arises before any court of law in any suit or proceeding instituted by or against the association but he shall not be competent to compromise any suit or proceeding without the sanction of the Executive Committee.
- (l) The Secretary General shall convene a meeting of the Executive Committee within 7 days of the retirement of the outgoing Executive Committee to enable the remaining Executive Committee members to make ad hoc arrangements for running the affairs of the Association in case Annual Election of Member of Executive Committee or Office bearers are not held or delayed due to any reason.

In case election of Office Bearers is not held the Secretary General shall convene a meeting of Executive Committee within 7 days of election to make ad hoc arrangements for running the affairs of the Association.

- (m) To do and perform all acts and deeds he may expressly be required to do by the Chairman or the Executive Committee and generally all such other acts and deeds as are incidental to his office subject to the supervision, control and orders of the Chairman.
- (n) The termination of services of Secretary General shall be through a resolution of the Executive Committee.
- (o) An association employee who shall report directly to Secretary General alone

shall be appointed jointly by the Secretary General and the Human Resource Committee.

ELECTION BYE-LAWS

51. The Election of the Association shall be conducted according to the procedure laid down hereunder between the 1st day of July and the 30th day of September of a due year subject to the following;
- (a) The electoral college for each class of members of Executive Committee shall be the members of General Body from the respective class and electoral college for Office Bearers shall be newly constituted or elected Executive Committee.
 - (b) The election of the Executive Committee and Office Bearers shall be held by secret ballot and their final result shall be officially announced at the Annual General Meeting called for this purpose within 15 days of the date of polling of Office Bearers but not later than the 30th September of the year.
 - (c) The term of elected Office Bearers shall be one year. On completion of the term, the Office Bearers shall not be eligible to contest election or co-option in any representative capacity in Association for the next one year.
 - (d) The tenure of members of Executive Committee shall be two years subject to the following:
 - (i) Fifty percent members of the Executive Committee shall retire every year,
 - (ii) After the first election of the Executive Committee under the Ordinance 2007, a draw shall be made to determine the fifty percent members who shall retire after expiry of the first year and for subsequent elections fifty percent shall retire who have competed two terms.

ELIGIBILITY OF VOTE

52. Subject to the provisions of section 10 of the Trade Organisation Ordinance, the eligibility of a member to vote at the election of association shall be subject to following conditions namely.
- (a) (i) The member has completed two years of valid membership of association as on the date of announcement of Election Schedule by the

Executive Committee of the association;

- (ii) (Provided that old members shall be eligible to vote on completion of one year of their enrollment and payment of all dues; and)
- (b) The member has fulfilled the conditions of membership and renewal thereof under Rule 11 of The Trade Organisation Rules 2013.
- (c) Every member eligible to vote shall deposit with the Secretary General, the specimen signature card along with photograph indicating the status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or Director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or a multi-national corporation, as the case may be.
- (d) The proprietor, partner or Director of the member firm or company, concern or person not below the rank of General Manager authorized by Board of Directors of public limited company or a multinational company shall be entitled to cast vote at the time of election only if name of such person has already been registered with the Secretary General and his name appears on the list of voters.

ANNOUNCEMENT OF ELECTION SCHEDULE

53. The election schedule of the association shall be approved by the Executive Committee and issued by Secretary General in the first half of July. Within two days of its approval by the Executive committee the election schedule shall be:-
- (a) Displayed at the Notice Board of the Head Office and Regional Office of Association.
 - (b) Displayed at website of association; and
 - (c) Submitted to the Director General Trade Organisation.

APPOINTMENT OF ELECTION COMMISSION

54. Simultaneously with the approval of the Election Schedule in rule/article 53, the Executive Committee of Association shall appoint an election commission subject to the following conditions; namely:-

- (a) The commission comprises three members.
- (b) The members so appointed have submitted their consent in writing to their appointment as such;
- (c) The members of the commission, so appointed have not held any office of the association for the preceding two years;
- (d) The members of the commission shall not be entitled to become a candidate in the election, they are conducting;
- (e) The members of the commission shall be independent, impartial and non-artisan and
- (f) The member of commission shall not canvas for any of the candidates or panels contesting the elections, they are conducting.

FUNCTION OF ELECTION COMMISSION

55. The election commission 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 display of the tentative voter's list by the Secretary General for the purpose of inviting objection as provided in Sub-rule (iii) of Rule 56.
 - (c) Examination of and decision on the objections received on the voter's list as provided in sub-rule (vi) of Rule 56.
 - (d) Supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, transparent fair manner in accordance with the provision of the Memorandum and Articles of Associations and instructions of the Federal Government or the Director General Trade Organisation in this regard; and
 - (e) Counting of votes and announcement of results.

ELECTION PROCEDURE

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

- (a) The election of the Office Bearers shall be held by secret ballot.
 - (b) Neither postal ballot nor proxy shall be allowed; and
 - (c) The polling shall be held simultaneously at the head office, regional offices of association. Provided that where for want of space in the office premises it is not possible to establish the polling booths, the polling shall be held in a public place such as community hall or hotel.
- (ii) Within 3 (three days) of the announcement of the election schedule member firm desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility.
- (iii) The Secretary General of association shall display within seven (7) days of the announcement of election schedule the list of all members eligible to vote along with their national tax number, the name and national identity card number of their representative. The list shall be displayed on:
- (a) The Notice Board of the Head Office and Regional Offices of association; and
 - (b) The website of association.
- (iv) The members who have any objection to the entries in the list of voters shall send their objections in writing to the Secretary General within seven (7) days of the issuance of the voter's list.
- (v) The Secretary General will intimate action on the objections or changes sent by members within five (5) days from the last day under preceding clause.
- (vi) Any person aggrieved by the decision of the Secretary General may make a representation, within three (3) days to the election commission which shall decide the case within three (3) days.
- (vii) Within three (3) days of decision by the Commission or in case the Commission fails to decide within the stipulated time provided in sub-rule(vi), any person aggrieved by the decision of the commission may appeal to the Director General who shall decide the case within 10 days and his decision in this regard shall be final.

- (viii) Within two (2) days of the decision of the Director General the final voter's list shall be.
 - (a) Displayed at the Notice Board of the Head Office and Regional Offices of Association.
 - (b) Displayed at the website of the association; and
 - (c) Submitted to the Director General Trade Organizations. Provided that if no appeal has been filed to the Director General, the final list of voters shall be displayed within fifteen (15) days of the decision of the election commission under sub rule (6).
- (ix) Within four (4) days of the display of the final list of voters, any person who is eligible to contest the election for the vacant post, shall send his nomination duly proposed and seconded by a duly registered voter and signed by the candidate to the Secretary General on the prescribed form in accordance with the Articles of Association or Rules of Association.
- (x) Within twenty four (24) hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- (xi) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within twenty four hours of the last date of receipt of nomination papers.
- (xii) The objections if any, to the nomination of the candidate can be filed to the election commission within twenty four (24) hours of issuance of the list of candidates which shall be decided by the election commission within two (2) days.
- (xiii) Within 'two days of decision of the commission or in case the commission fails to decide within the stipulated time provide in sub-rule(xii)', any candidate aggrieved by the decision of the commission may file an appeal to the Director General, who shall decide within seven(7) days and his decision in this regard shall be final.
- (xiv) Within 2(two) days of the polling as provided in sub-rule
- (xv) Any person elected as member of Executive Committee, shall send his nomination for election as an Office Bearer duly proposed and Seconded by an elected Executive Committee member and signed by the candidate to the Election Commission.

- (xvi) Within five (5) days of display of final -list of candidates, the polling for election of members of Executive Committee shall be held.
- (xvii) Within two(2) days of the polling as provided in sub-rule (xv), any person elected as member of Executive Committee, shall send his nomination for election as an Office Bearer duly proposed and seconded by an elected Executive Committee member and signed by the candidate to the Election commission.
- (xviii) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within 24 hours of the last date of receipt of nomination papers.
- (xix) Within two days of display of final list of candidates, the polling for election of office bearers shall be held.
- (xx) The final result of the election of member of Executive Committee and Office Bearers shall be officially announced at the Annual General meeting of association called for this purpose within 15 days of the date of polling under the preceding clause but not later than the 30th September of the year.

CONDUCT OF ELECTION

57. (i) 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 polling officer before the issuance of ballot papers to the voter.
- (ii) It shall be the duty of the polling officer to verify the identity of the voter. The only acceptable form of identification shall be computerized national identity card, the original identity card issued by association, the passport and the driving licence. The polling officer shall enter the number of identifications document on the counterfoil.
- (iii) After comparing the signatures and photograph with the specimen signatures card the polling officer shall hand over the ballot paper to the voter.
- (iv) The ballot paper shall be signed by the Secretary General or an officer of association duly authorized by the commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- (v) Once the ballot paper has been issued to a voter, he shall not be allowed to leave the polling booth, without casting in the ballot box

- (vi) Adequate arrangements shall be made to maintain the secrecy of the polls.
- (vii) Proper account shall be maintained by an officer designated by the commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.
- (viii) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by polling officer.
- (ix) The commission or an officer designated by the commission shall decide about the challenged votes after verification of necessary information before the announcement of the results.
- (x) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- (xi) Counting of votes shall take place immediately after the polling hours under presence of the candidates or their polling agents, if any, at the designated sites.
- (xii) Provisional results may be declared by the commission immediately after the counting of votes is completed.
- (xiii) In even of equality of votes between two or more candidates the result shall be decided on the basis of draw conducted by the polling officer in the presence of the candidate or their polling agents and a record of the result thereof shall be made.
- (xiv) Having completed the counting and compilation of results the record pertaining to the elections shall be sealed and signed by the commission or any officer designated by the commission and the Secretary General and shall be handed over to the Secretary General for safe custody.
- (xv) The record of elections shall be opened for inspection upon an application made for inspection upon an application made in this behalf by the candidate within seven days of the date of polling and with the approval of Director General/Regulator, Trade Organisation.

The elections will be conducted strictly according to the rule 19 sub-rules (1) to (15) as contains in. The Trade Organisation Rules 2013.

If any provision of this memorandum and article of association is in conflict with the provisions made in (The Trade Organisation Act 2013 and the Trade Organisation Rules 2013) and rule made their under, the later shall prevail.

FUNDS AND BANK ACCOUNT

58. All moneys received whether as deposits or fees subscriptions, contributions, donations, etc., from members as contribution towards any fund shall be under the absolute control of the association. The association shall be entitled to use them for any objective of the association.

All funds of the association shall be deposited in its name in such bank or banks as may be directed by the Executive Committee who shall have also the power to operate the same and all cheques on the account shall be signed by the Secretary General and one or more members empowered in this behalf by the Executive Committee from time to time.

The association shall make a declaration to the auditors of all accounts including those opened separately for projects such as local and foreign exhibitions/ conference, delegation etc. and shall not maintain any account which is not subject to audit.

NOTICES

- 59 (a) A Notice may be served upon any member of the association either personally or by sending it through post by registered letter or by courier, fax or e-mail addressed to such member at his address last recorded in the Register of Members.
- (b) Any notice, if sent by post or by courier, fax or e-mail shall be deemed to have been served at the time of the letter containing the same would be delivered in ordinary course and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and that the postage was prepaid.
- (c) Notice of every General meeting shall be given in a prescribed manner herein before and as per compares ordinance to every member of the Association whose address appears in the Register of Members.

COMMON SEAL

60. The Executive Committee shall have power to provide a common seal for the Association and from time to time destroy the same and substitute with a new one on its place and shall provide for the safe custody of the seal for the time being and it shall not be used except by the authority of the committee and in the presence of two members of the Executive Committee.

ACCOUNTS & AUDIT

61. (a) The Executive Committee shall cause proper books of accounts.
- (b) The book of accounts shall be kept in the principal/Head Office of the Association and shall always be opened to inspection by the members of the Executive Committee subject to the directions and conditions prescribed by the Executive Committee.
- (c) The Executive Committee shall cause to be prepared and laid before the Association in General Meeting such statements of accounts, balance sheet and reports as are required in these article and the provision of the Trade Organisation Act 2013 and the Trade Organisation Rules 2013.
- (d) A copy of every balance sheet and income and expenditure account which is to be laid before the Association in Ordinary General Meeting together with the Auditors Report and report of Chairman/Executive Committee shall be sent to every member not less than 21 days before the date of the meeting and made upto a date not more than six months before such meeting.
- (e) The Executive Committee shall in all reports comply with the provision of section 230 to 236 of the companies ordinance 1984.

AUDITORS

62. Auditors shall be appointed and their duties regulated in accordance with Section 252 to 255 of the companies ordinance 1984.

MINUTES BOOKS

63. Minutes of all meeting of the General Body or Managing Committee and Sub-Committee shall be entered in Minute Book and they shall be signed by the Chairman of the meeting to which they relate or by the Chairman of the next meeting upon confirmation of it and when so signed shall be conclusive evidence of the proceedings of the meeting to which Minutes relate.

INDEMNITY

64. (a) Every office bearer, Secretary and other officer or servant of the Association shall be indemnified by the Association against all costs, losses, penalties and expenses which any such office bearer, Secretary, officer or servant may incur, or become liable to, by reasons of any contract entered into, or

act or deed done or omitted to be done by him as such office bearer, Secretary, officer or any servant acting in good faith, or in any away in the discharge of his duties in good faith and it shall be the duty of the Executive Committee to meet out of the funds of the Association, all such liabilities; and the amount for which such indemnity is provided shall immediately be attached as lien on the property of the Association, and have priority as between the members of the Association over all other claims.

- (b) No office bearer, Secretary, or other officer or servant of the Association shall be liable for the acts, receipts, neglects or defaults of any other office bearer or officer or servant, or for joining in any receipt or other act, or for conformity or for any loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee, for or on behalf of the Association, or for the insufficiency or depreciation or any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any money, securities or effect shall be deposited, or for loss occasioned by any error of judgment, omission, default or oversight on his part, or any other loss, damage or misfortune that may happen in the execution of the duties of the office, or in relation thereto unless the same happened through his own dishonesty.

WINDING UP

65. (a) The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be wound up, and shall there remain after satisfaction of all its debts and liabilities, any surplus property whatsoever, the same shall not paid, distributed amongst the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, at an Extraordinary General Meeting convened for the purpose.
- (b) Notwithstanding any thing contained in clause (a) above the provisions of the companies ordinance 1984 as amended from time to time regarding winding up or dissolution of association shall apply to the winding up or dissolution of the association.

DISPUTES

66. Any dispute or difference of opinion in regard to the interpretations or scope of application of these articles of Association which cannot be resolved by the

association itself, shall be referred to the Director General Trade Organisation appointed under The Trade Organisation Act 2013 and the Trade Organisation Rules 2013.

MEMORANDUM, ARTICLES OF ASSOCIATION AND BYE-LAWS

67. Memorandum and Articles of Association including but not limited to the organizational structure, and any bye-laws of association shall be within the provisions of The Trade Organisation Act 2013 and the Trade Organisation Rules 2013 Companies Ordinance, 1984 (XLVII of 1984) and the Public Notice issued by Ministry of Commerce from time to time.

Amendments to these Articles of Association shall be made by Executive Committee subject to the approval of General body of association and approval by Director General Trade Organisation.

PROFESSIONAL DEVELOPMENT

68. The Office Bearers of association shall always follow best practices including undertaking continuing professional development of their respective office and in view of the provision of Trade Organisation Rules and Act 2013 and as reflected under the Memorandum and Articles of Association or as notified by the Ministry of Commerce from time to time.

- (vi) Any person aggrieved by the decision of the Secretary General may make a representation, within three (3) days to the election commission which shall decide the case within three (3) days.
- (vii) Within three (3) days of decision by the Commission or in case the Commission fails to decide within the stipulated time provided in sub-rule(vi), any person aggrieved by the decision of the commission may appeal to the Director General who shall decide the case within 10 days and his decision in this regard shall be final.
- (viii) Within two (2) days of the decision of the Director General the final voter's list shall be.
 - (a) Displayed at the Notice Board of the Head Office and Regional Offices of Association.
 - (b) Displayed at the website of the association; and

- (c) Submitted to the Director General Trade Organizations. Provided that if no appeal has been filed to the Director General, the final list of voters shall be displayed within fifteen (15) days of the decision of the election commission under sub rule (6).
- (ix) Within four (4) days of the display of the final list of voters, any person who is eligible to contest the election for the vacant post, shall send his nomination duly proposed and seconded by a duly registered voter and signed by the candidate to the Secretary General on the prescribed form in accordance with the Articles of Association or Rules of Association.
- (x) Within twenty four (24) hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- (xi) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within twenty four hours of the last date of receipt of nomination papers.
- (xii) The objections if any, to the nomination of the candidate can be filed to the election commission within twenty four (24) hours of issuance of the list of candidates which shall be decided by the election commission within two (2) days.
- (xiii) Within 'two days of decision of the commission or in case the commission fails to decide within the stipulated time provide in sub-rule(xii)', any candidate aggrieved by the decision of the commission may file an appeal to the Director General, who shall decide within seven(7) days and his decision in this regard shall be final.
- (xiv) Within 2(two) days of the polling as provided in sub-rule
- (xv) Any person elected as member of Executive Committee, shall send his nomination for election as an Office Bearer duly proposed and Seconded by an elected Executive Committee member and signed by the candidate to the Election Commission.
- (xvi) Within five (5) days of display of final -list of candidates, the polling for election of members of Executive Committee shall be held.
- (xvii) Within two(2) days of the polling as provided in sub-rule (xv), any person elected as member of Executive Committee, shall send his nomination for election as an Office Bearer duly proposed and seconded by an elected

Executive Committee member and signed by the candidate to the Election commission.

- (xviii) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within 24 hours of the last date of receipt of nomination papers.
- (xix) Within two days of display of final list of candidates, the polling for election of office bearers shall be held.
- (xx) The final result of the election of member of Executive Committee and Office Bearers shall be officially announced at the Annual General meeting of association called for this purpose within 15 days of the date of polling under the preceding clause but not later than the 30th September of the year.

CONDUCT OF ELECTION

57. (i) 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 polling officer before the issuance of ballot papers to the voter.
- (ii) It shall be the duty of the polling officer to verify the identity of the voter. The only acceptable form of identification shall be computerized national identity card, the original identity card issued by association, the passport and the driving licence. The polling officer shall enter the number of identifications document on the counterfoil.
- (iii) After comparing the signatures and photograph with the specimen signatures card the polling officer shall hand over the ballot paper to the voter.
- (iv) The ballot paper shall be signed by the Secretary General or an officer of association duly authorized by the commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- (v) Once the ballot paper has been issued to a voter, he shall not be allowed to leave the polling booth, without casting in the ballot box.
- (vi) Adequate arrangements shall be made to maintain the secrecy of the polls.
- (vii) Proper account shall be maintained by an officer designated by the commission

in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.

- (viii) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by polling officer.
- (ix) The commission or an officer designated by the commission shall decide about the challenged votes after verification of necessary information before the announcement of the results.
- (x) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- (xi) Counting of votes shall take place immediately after the polling hours under presence of the candidates or their polling agents, if any, at the designated sites.
- (xii) Provisional results may be declared by the commission immediately after the counting of votes is completed.
- (xiii) In even of equality of votes between two or more candidates the result shall be decided on the basis of draw conducted by the polling officer in the presence of the candidate or their polling agents and a record of the result thereof shall be made.
- (xiv) Having completed the counting and compilation of results the record pertaining to the elections shall be sealed and signed by the commission or any officer designated by the commission and the Secretary General and shall be handed over to the Secretary General for safe custody.
- (xv) The record of elections shall be opened for inspection upon an application made for inspection upon an application made in this behalf by the candidate within seven days of the date of polling and with the approval of Director General/Regulator, Trade Organisation.

The elections will be conducted strictly according to the rule 19 sub-rules (1) to (15) as contains in. The Trade Organisation Rules 2013.

If any provision of this memorandum and article of association is in conflict with the provisions made in (The Trade Organisation Act 2013 and the Trade Organisation Rules 2013) and rule made their under, the later shall prevail.

FUNDS AND BANK ACCOUNT

58. All moneys received whether as deposits or fees subscriptions, contributions, donations, etc., from members as contribution towards any fund shall be under the absolute control of the association. The association shall be entitled to use them for any objective of the association.

All funds of the association shall be deposited in its name in such bank or banks as may be directed by the Executive Committee who shall have also the power to operate the same and all cheques on the account shall be signed by the Secretary General and one or more members empowered in this behalf by the Executive Committee from time to time.

The association shall make a declaration to the auditors of all accounts including those opened separately for projects such as local and foreign exhibitions/ conference, delegation etc. and shall not maintain any account which is not subject to audit.

NOTICES

- 59 (a) A Notice may be served upon any member of the association either personally or by sending it through post by registered letter or by courier, fax or e-mail addressed to such member at his address last recorded in the Register of Members.
- (b) Any notice, if sent by post or by courier, fax or e-mail shall be deemed to have been served at the time of the letter containing the same would be delivered in ordinary course and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and that the postage was prepaid.
- (c) Notice of every General meeting shall be given in a prescribed manner herein before and as per compares ordinance to every member of the Association whose address appears in the Register of Members.

COMMON SEAL

60. The Executive Committee shall have power to provide a common seal for the Association and from time to time destroy the same and substitute with a new one on its place and shall provide for the safe custody of the seal for the time being and it shall not be used except by the authority of the committee and in the presence of two members of the Executive Committee.

ACCOUNTS & AUDIT

61. (a) The Executive Committee shall cause proper books of accounts.
- (b) The book of accounts shall be kept in the principal/Head Office of the Association and shall always be opened to inspection by the members of the Executive Committee subject to the directions and conditions prescribed by the Executive Committee.
- (c) The Executive Committee shall cause to be prepared and laid before the Association in General Meeting such statements of accounts, balance sheet and reports as are required in these article and the provision of the Trade Organisation Act 2013 and the Trade Organisation Rules 2013.
- (d) A copy of every balance sheet and income and expenditure account which is to be laid before the Association in Ordinary General Meeting together with the Auditors Report and report of Chairman/Executive Committee shall be sent to every member not less than 21 days before the date of the meeting and made upto a date not more than six months before such meeting.
- (e) The Executive Committee shall in all reports comply with the provision of section 230 to 236 of the companies ordinance 1984.

AUDITORS

62. Auditors shall be appointed and their duties regulated in accordance with Section 252 to 255 of the companies ordinance 1984.

MINUTES BOOKS

63. Minutes of all meeting of the General Body or Managing Committee and Sub-Committee shall be entered in Minute Book and they shall be signed by the Chairman of the meeting to which they relate or by the Chairman of the next meeting upon confirmation of it and when so signed shall be conclusive evidence of the proceedings of the meeting to which Minutes relate.

INDEMNITY

64. (a) Every office bearer, Secretary and other officer or servant of the Association shall be indemnified by the Association against all costs, losses, penalties and expenses which any such office bearer, Secretary, officer or servant may incur, or become liable to, by reasons of any contract entered into, or

act or deed done or omitted to be done by him as such office bearer, Secretary, officer or any servant acting in good faith, or in any away in the discharge of his duties in good faith and it shall be the duty of the Executive Committee to meet out of the funds of the Association, all such liabilities; and the amount for which such indemnity is provided shall immediately be attached as lien on the property of the Association, and have priority as between the members of the Association over all other claims.

- (b) No office bearer, Secretary, or other officer or servant of the Association shall be liable for the acts, receipts, neglects or defaults of any other office bearer or officer or servant, or for joining in any receipt or other act, or for conformity or for any loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee, for or on behalf of the Association, or for the insufficiency or depreciation or any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any money, securities or effect shall be deposited, or for loss occasioned by any error of judgment, omission, default or oversight on his part, or any other loss, damage or misfortune that may happen in the execution of the duties of the office, or in relation thereto unless the same happened through his own dishonesty.

WINDING UP

65. (a) The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be wound up, and shall there remain after satisfaction of all its debts and liabilities, any surplus property whatsoever, the same shall not paid, distributed amongst the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, at an Extraordinary General Meeting convened for the purpose.
- (b) Notwithstanding any thing contained in clause (a) above the provisions of the companies ordinance 1984 as amended from time to time regarding winding up or dissolution of association shall apply to the winding up or dissolution of the association.

DISPUTES

66. Any dispute or difference of opinion in regard to the interpretations or scope of application of these articles of Association which cannot be resolved by the

association itself, shall be referred to the Director General Trade Organisation appointed under the Trade Organisation Act 2013 and the Trade Organisation Rules 2013.

MEMORANDUM, ARTICLES OF ASSOCIATION AND BYE-LAWS

67. Memorandum and Articles of Association including but not limited to the organizational structure, and any bye-laws of association shall be within the provisions of The Trade Organisation Act 2013 and the Trade Organisation Rules 2013 Companies Ordinance, 1984 (XLVII of 1984) and the Public Notice issued by Ministry of Commerce from time to time.

Amendments to these Articles of Association shall be made by Executive Committee subject to the approval of General body of association and approval by Director General Trade Organisation.

PROFESSIONAL DEVELOPMENT

68. The Office Bearers of association shall always follow best practices including undertaking continuing professional development of their respective office and in view of the provision of Trade Organisation Rules and Act 2013 and as reflected under the Memorandum and Articles of Association or as notified by the Ministry of Commerce from time to time.

We the following persons whose name and address and subscribed hereto are desirous of being formed into an Association in pursuance of this Articles of Association.

S. No.	Name of Subscriber	Address of Subscriber	Name of Designation
1	Cargo Advisers	42/1/C, Block-6, PECHS, Karachi.	Mr. Jamshed Qureshi Managing Partner
2	Cargo Express	Thathai Compound, M.A. Jinnah Road, Karachi.	Mr. Bashir Suleman Partner
3	Cargo Movers	Suite 3, 188/1/A, Block-2, PECHS, Karachi.	Mr. Blase D'Sa Managing Partner
4	Freighter Int'l. (Pvt) Ltd.	4-Services Club Building Mereweather Road, Opp: Hotel Metropole, Karachi.	Mr. Ahmed Mirza Managing Director
5	International Cargo Services	No. 7, Shafi Court, Mereweather Road, Karachi.	Syed Amirul Hasan Managing Partner
6	Universal Freight Systems (Pvt) Ltd.	50-H, Block-6, PECHS, Karachi.	Saleem R. Baxamoosa Managing Partner
7	United Freight International	10-D, Block-6, PECHS, Off: Shahrah-e-Faisal, Karachi.	S.Ammar Yasir Zaidi Chief Executive
8	Eastern Cargo Centre	7, S.J. Syed Building I.I. Chundrigar Road, Karachi.	Mansoor Shahid Partner



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