

**ARTICLES OF ASSOCIATION
OF
PAKISTAN VANASPATI MANUFACTURERS ASSOCIATION**

PRELIMINARY

1. Definition:

In these Articles unless there is anything repugnant in the subject or context:

- (a) "PVMA" means Pakistan Vanaspati Manufacturers Association.
- (b) "Vanaspati" means Vegetable oil subjected to a process of hardening or hydrogenation in any form and "manufacture of Vanaspati" means the process which must include the hardening or hydrogenation of Vegetable Oil. Vanaspati will also mean and include cooking oil of vegetable origin.
- (c) "Firm" means and includes a partnership firm or joint family business or other Association of individuals.
- (d) "Year" means the official year of the Association beginning 01 July and ending 30 June.
- (e) The Terms "Member", "Chairman", "Vice-Chairman", "Secretary General" and "Deputy Secretary General" mean respectively a Member, the Chairman, the Vice-Chairman, the Secretary General and Deputy Secretary General of the Association.
- (f) "Executive Committee" means the committee constituted according to the provisions of these Articles for managing the affairs and funds of the Association.
- (g) "General body" means the entire membership of the Association.
- (h) The "Register" means the Register of Members and persons entitled to act and vote for members provided for in Article 12 herein.
- (i) "Ordinance" means the Companies Ordinance, 1984.

PART-I

MEMBERSHIP

2. Admission

The Association may admit as member any person, firm or company which is eligible for membership in accordance with Article 3.

3. Membership

- (a) A person, firm or company shall be eligible for membership of the Association only if such person, firm or company is engaged in the business of manufacturing vanaspati in Pakistan.
- (b) Procedure for Admission to PVMA shall be as under:
 - (1.) On receipt of membership application duly completed in all respects along with the cheque /D .D. on account of Entrance Fee and Annual subscription, the documents will be examined by the Deputy Secretary General.
 - (2.) If the documents are complete in all respects, the application will be put up before the Executive Committee.
 - (3.) The Executive Committee will, in consultation with the applicant unit, fix a date and time for the inspection of the unit to physically verify the details of plant / machinery, staff etc. as declared in the application.
 - (4.) On satisfactory completion of the inspection, the Executive Committee will give their decision for the issuance of the membership certificate OR a re-inspection of the unit at a later date.
 - (5.) Membership certificate will only be issued after the membership has been approved by the Executive Committee.
- (c) The membership of PVMA 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 grant of membership.
- (d) The membership shall be renewable on annual basis subject to fulfillment of following conditions, namely:-

- (i) Payment of prescribed subscription within the time stipulated in the Memorandum and Articles, which shall not be later than 31st of March; and
 - (ii) Proof of filing return of income tax and sales tax, if applicable, for the preceding year.
- (e) The Director-General of Trade Organisations is empowered, if satisfied that the renewal of membership of an eligible member has been delayed or refused, upon a complaint filed by the aggrieved member, to direct PVMA to renew the membership of the applicant.
- (f) There shall be one class of memberships in PVMA –
- “Corporate Member”, i.e., a member which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered business concern.

4. Resignation

Every member of the Association shall have the power to resign his membership by giving three calendar months' notice in writing to the Secretary General of the Association of his desire to resign from the membership and upon the expiration of any such notice such member shall cease to be member of the Association and his name shall be removed from the Register forthwith.

5. Suspension or Expulsion

If after making due enquires and considering such explanation as the member concerned may wish to offer, the Executive Committee is satisfied that it is necessary in the interest of the Association to suspend or expel that member from the Association either on the ground that he has failed to abide by the terms of any resolution of the General Body binding on all the members or on the ground that he is otherwise guilty of conduct prejudicial to the interests of the Association, the Executive Committee shall pass a resolution to that effect. The Executive Committee shall thereafter circulate to all members a copy of its resolution together with their report on the inquiry made by them into the matter. If the Executive Committee decides that the matter shall be taken up by an Emergent Meeting of the General Body, it shall convene such meeting within a month of such circulation for the purpose of considering the matter provided that it shall be open to the Executive Committee to ask the members in its resolution to signify their assent to the suspension or expulsion of a member by correspondence. If a majority of not less than 75% of the members of the Association signify their assent to the suspension or expulsion of the member from the Association, whether

such assent is signified by correspondence on receipt of the Executive committee's resolution and report or at the Emergent Meeting of the General body, such member shall be suspended or expelled, as the case may be. No member so expelled shall be re-enrolled before the expiry of one year from the date of expulsion.

6. Change in name or Constitution of Member

- (a) A firm shall not cease to be a member by reason only of a change:
 - 1. In the conventional name in which such firm was elected a member provided there is no change in the constitution occasioned by the admission, death or retirement of a partner, or
 - 2. 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.
- (b) A firm shall, however, cease to be a member if there is a change in conventional name in which it was elected a member, together with a change in its constitution occasioned by the admission, death or retirement of the partner.
- (c) Joint Stock Company or other corporation shall not cease to be a member by reason only of a change being made in the name by which it was elected a member.
- (d) If any person, firm or company being a member ceases to manufacture Vegetable Ghee or cooking oil and also dismantles or disposes off the plant, such a person, firm or company will cease to be a member of the Association with effect from that date. Such a person, firm or company will be re-admitted only as a new member as laid down in these Articles.

7. Insolvency or winding up

Any individual member and any member unit being a firm shall cease to be member of the Association if the individual or firm shall be adjudicated insolvent. A member being a company or corporation shall cease to be a member if any effective resolution shall be passed or an order made by a competent court for the winding up of the company or corporation.

8. Liability on Termination

Any individual, firm or corporation who shall cease to be a member of the Association in any manner as aforesaid or otherwise shall continue to be liable in terms of Clause 6 of the Memorandum of Association, should the Association be wound up within a period of one year from the date of such termination of membership. A member ceasing to be a member for any reason whatsoever shall not however be entitled to a refund of Annual subscription or any portion thereof as may have been paid.

9. Entrance Fee

Every applicant for membership shall on admission pay an entrance fee of Rs. 50,000/- (Rupees Fifty Thousand Only).

10. Membership subscription

- a Every member of the Association shall pay an annual subscription of Rs. 50,000/- (Rupees Fifty Thousand only).
- b The annual subscription mentioned above may be varied from time to time by the Executive Committee with the prior approval of Director General Trade Organisations.
- c The annual subscription shall be payable in one installment on or before the 31st March each year. Failure to make payment within stipulated period shall terminate the membership of the member concerned.
- d A new member of the Association shall pay the full subscription for the year in which he is admitted irrespective of date on which he is admitted.
- e A member whose membership is terminated during any year shall pay the full subscription for the year irrespective of the date on which his membership is terminated.
- f Any member, whose subscription is in arrears for any one year up to one month after the subscription for that particular year becomes due, shall be deemed to have terminated his membership of the Association and shall nevertheless continue to be liable for payment of arrears and, as in terms of clause 6 of the Memorandum of Association, in the event of the Association being wound up within a period of one year from the date of such termination of membership, such person, firm or company so ceasing to be a member for defaults in payment of subscription may by application to the Executive Committee and after its permission seek re-admission which shall be

conditional upon payment of all areas of subscription.

PART-II

ELECTIONS

11. Election of the Members of Executive Committee

The election of the Members of Executive Committee of the Association shall be conducted according to the procedure laid down in these Articles of Association between the first day of July and the 30th Day of Sept of a due year.

12. Announcement of elections schedule. –

- (1) The election schedule of the Association shall be approved by the Executive Committee and issued by the Secretary General in the first half of July.
- (2) 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 offices of PVMA;
 - (b) Displayed at its website; and
 - (c) Submitted to the Director-General Trade Organisations.

13. Eligibility to vote. –

- (1) The eligibility of a member to vote at the elections of PVMA shall be subject to following conditions:
 - (a) The member has completed two years of valid membership of PVMA as on the date of announcement of election schedule by the Executive Committee of PVMA; and
 - (b) The member has fulfilled the conditions of membership and renewal thereof provided in these Articles.
- (2) 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 the director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Directors of a public

limited company or a multi-national corporation, as the case may be.

- (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.

14. Appointment of election commission. -

Simultaneously with the approval of the election schedule as provided in these Articles, the Executive Committee of PVMA shall appoint an election commission (hereinafter called the "commission") subject to the following conditions, namely:

- (a) The commission comprises three members, who may or may not be members of PVMA;
- (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 PVMA for the preceding two years: Provided, however, this clause will apply only in case the members of the commission are members of PVMA;
- (d) The members of the commission shall not be entitled to cast vote or become a candidate in the election, they are conducting;
- (e) The members of the commission shall be independent, impartial and non-partisan; and
- (f) The members of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

15. Functions of election commission. -

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 voters' list by the Secretary General for the purpose of inviting objection as provided in Article 15;

- (c) Examination of and decision on the objections received on the voters' list as provided in Article 15; and
- (d) Supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, transparent and fair manner in accordance with the provisions of the Memorandum and Articles of Association and instructions of the Federal Government or the Director-General Trade Organisations in this regard; and
- (e) Counting of votes and announcement of results.

16. Election procedure. –

- (1) The election will be conducted according to the procedure laid down in these Articles 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 or, where the number of voters exceeds fifty, at the branch offices of PVMA:

Provided that, where for want of space in the office premises it is not possible to establish the polling booths, the polling may be held in a public place such as a community hall or hotel.
- (2) Within three days of the announcement of the election schedule, the member firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility.
- (3) The Secretary General of PVMA shall display within seven days of the announcement of election schedule the list of all members eligible to vote along with their national tax number, sales tax registration number, if applicable, the name and national identity card number of their representative. The list shall be displayed at:
 - (a) The notice board of the head office and regional offices of PVMA; and
 - (b) The website of PVMA.

- (4) 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 days of the issuance of the voters' 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 person aggrieved by the decision of the Secretary General may make a representation, within three days, to the election commission, which shall decide the case within three days.
- (7) Within three days of decision by the commission, any person, aggrieved by the decision of the commission, may appeal to the Director General Trade Organisations whose decision in this regard shall be final.
- (8) Within two days of the decision of the Director General Trade Organisations, the final voters' list shall be:
 - (a) Displayed at the notice board of the head office and regional offices of PVMA;
 - (b) Displayed at the website of PVMA; and
 - (c) Submitted to the Director General Trade Organisations:

Provided that if no appeal has been filed to the Director General Trade Organisations, the final list of voters shall be displayed within fifteen days of the decision of the election commission under sub-Article (6).
- (9) Within four 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 of PVMA.
- (10) Within twenty-four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- (11) 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.
- (12) The objections, if any, to the nomination of the candidates can be filed to the election commission within twenty-four hours of

issuance of the list of candidates, which shall be decided by the election commission within two days.

(13) Any candidate aggrieved by the decision of the election commission may file an appeal to the Director General Trade Organisations within two days, whose decision in this regard shall be final.

(14) Within two days of the decision of the Director General Trade Organisations, the commission shall issue the final list of candidates:

Provided that, if no appeal has been filed to the Director General Trade Organisations, the final list of candidates shall be issued within eleven days of the decision of the election commission under sub Article (12).

(15) Within five days of display of final list of candidates, the polling shall be held.

(16) The final result shall be officially announced at the annual general meeting of PVMA called for this purpose within fifteen days of the date of polling under the preceding clause but not later than the 30th of September of the year.

(17) The final election results announced in the annual general meeting shall be:

(a) Displayed at the notice board of the head office and regional offices of PVMA within two days;

(b) Displayed at the website of PVMA within two days; and

(c) Submitted to the Director-General Trade Organisations within 7 days.

17. Conduct of Elections. –

(1) The ballot papers shall have duly numbered counterfoils and the voter 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.

(2) It shall be the duty of the polling officer to verify the identity of the voter. The only acceptable forms of identification shall be the computerised national identity card, the original identity card issued by PVMA, the passport and the driving licence. The polling officer shall enter the number of identification document on the counterfoil.

- (3) After comparing the signatures and photograph with the specimen signature card the polling officer shall hand over the ballot paper to the voter.
- (4) The ballot paper shall be signed by the Secretary General or an officer of PVMA duly authorized by the commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- (5) 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.
- (6) Adequate arrangements shall be made to maintain the secrecy of the polls.
- (7) 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.
- (8) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- (9) The commission or an officer designated by the commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.
- (10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- (11) Counting of votes shall take place immediately after the polling hours under the supervision of polling officer in the presence of candidates or their polling agents, if any, at the designated sites.
- (12) Provisional results may be declared by the commission immediately after the counting of votes is completed.
- (13) In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in the presence of candidates or their polling agents and a record of the result thereof shall be made.
- (14) 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.
- (15) The record of elections shall be opened 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 the Director
General Trade Organisations.

PART-III

CHAIRMAN & VICE-CHAIRMEN

17. Election

- a The office bearers of PVMA (i.e. one Chairman and two Vice Chairmen) except the members of the Executive Committee shall have a term of one year starting with effect from first day of Oct in each year. The members of the Executive Committee shall, however, have a term of two years.
- b On completion of their term, the Chairman and Vice Chairman shall not be eligible to contest election or co-option in any representative capacity for the next one year.
- c To ensure equitable representation to all the areas of the country for election, the country has been divided in to the following zones:

North Zone: Comprising Of NWFP, AJK, FATA, Islamabad

Central Zone Comprising of whole of Punjab

South Zone Comprising of the provinces of Sindh and
Baluchistan.

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- (d) The office of the Chairman shall rotate between North, Central and South Zones.
- (e) After the election of the Chairman, the two Vice-Chairmen will be elected from the two other zones and one of the Vice-Chairmen will be designated as senior vice Chairman by the Executive Committee.
- (a) Immediately after the election of the Executive Committee all the three office bearers will be elected by Executive Committee on the same day.
- (b) All the office bearers shall be elected from amongst the members of the Executive Committee.
- (c) The votes will be cast by the members of the Executive Committee on a signed ballot paper to be provided by the Secretary General for this purpose. In order to ensure secrecy, only the name of the candidate will be written on the ballot paper and the vote will be placed in the box in the presence of Secretary General; immediately after all the votes have been cast, counting will be

done in the presence of the candidates and results will be announced by the Secretary General.

- (d) On the expiry of fixed tenure period, the three office bearers will automatically cease to hold their offices and will hand over the charge of their offices to the newly elected Chairman or to the Secretary General of the Association if the elections have not been held.

18. Powers

- a The person elected to the post of a Chairman shall, for the purposes of the business of the Association and in all meetings held under these Articles, be entitled to have a casting vote at all meetings under these Articles.
- b The Chairmen shall, if present, preside at all General Body Meetings of the members of the Association and meeting of the Executive Committee held during his terms of office.
- c The ruling of the Chairmen on all matter concerning the interpretation of these Articles shall be final.
- d The Chairmen shall have the power to represent the Association before all agencies, Government or otherwise, to act and sign on behalf of the Association in all matters concerning the business of the Association in accordance with such directions as may be given by the Executive Committee and/or the General Body.
- e In the absence of Chairmen on any occasion at which it is his duty to perform any function attributed or assigned to him by these Articles, the senior Vice Chairman and in his absence, the Vice Chairman shall act for the Chairman and shall have and hold all the powers, duties and responsibilities of the Chairman and shall exercise and perform them until such time as the Chairman resumes his functions.

PART – IV

GENERAL BODY

19. Powers

The supreme authority in all matters concerning the business of the Association shall be the General Body consisting of all the members of the Association.

20. Meetings

- (a) A general meeting to be called the Annual General Body Meeting shall be held once at least in every year within a period of four months following the close of the Association's financial year and not more than fifteen months after the holdings of the preceding Annual General Body Meeting at a date, time and venue to be decided by the Executive Committee.
- (b) All General Body Meetings other than the Annual General Body Meetings shall be called Extra-Ordinary General Body Meetings.
- (c) The Executive Committee whenever it thinks fit may call Extra ordinary General Body Meetings to consider any matter requiring the Approval of the Association in General Body Meeting and shall also call such meetings on the requisition of members representing not less than one – tenth of the voting power of the Association, on the date of the deposit of the requisition.
- (d) Notice of the Annual and Extra-ordinary General Body Meetings shall be sent to the members at least 21 days before the date of the meeting. However, a shorter notice of ten days may be given to discuss emergency matter with the consent of majority of the members of Executive Committee and the Registrar.
- (e) If the Executive Committee do not proceed to call a meeting of the General Body within 21 days of the deposit of the requisition with them, the requisitionists or a majority of them may themselves call the meeting but in either case any meeting so called shall be held within three months of the date of the deposit of the requisition.

21. Quorum

- a The quorum for a general body meeting shall be not less than 25% of the total membership present in person.

- b If within half an hour from the time appointed for a meeting the quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting quorum is not present within half an hour of the appointed time then the members present being not less than 20% of the total membership shall be a quorum.

22. Proceedings at meetings

- a Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairmen shall, both on a show of hands and at a poll, have a casting vote in addition to the vote to which he may otherwise be entitled.
- b At any General Body Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hand) demanded by the Chairman or by members having not less than one fifth of the total attendance in respect of the resolution. Unless such poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by particular majority or lost and an entry to that effect in the books of the proceedings of the General Body shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- c If a poll is demanded it shall be taken not more than fourteen days from the day on which the demand is made. The time, manner and place for the purpose shall be specified by the Chairman in the meeting in which the demand is made or soon thereafter. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may, at any time before the poll is held, be withdrawn by the members making such demand.
- d The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
- e The Chairman of a General Body Meeting may, with the consent of the Meeting, adjourn the same from time to time and from 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.

- f In all cases the agenda for every meeting shall be circulated with the notice convening the meeting and no resolution except on specific items mentioned on the agenda shall be passed at the meeting.

23. Special Resolution

All business shall be deemed special, and will require the passing of special resolutions, that is transacted at Extra Ordinary General Meeting and also all that is transacted at the annual general body meetings with the exception of the considerations of the accounts, balance sheets and reports of the Executive Committee and the auditors, the election of the Executive Committee and other office bearers and the remuneration of auditors.

PART-V

EXECUTIVE COMMITTEE

24. General

The business of the Association shall be managed by the Executive Committee who may exercise all such powers as are not by the Ordinance or by these Articles required by exercised by the Association in General meetings.

25. Composition

The Executive Committee shall, subject to section 174 of the Ordinance, fix the number of its elected members not later than thirty-five days before the convening of the General Body Meeting at which the members of the Executive Committee are to be elected and the members so fixed shall not be changed except with the prior approval of a General Body Meeting of the Association;

Provided that the number so fixed will stipulate proportional representation to the three zones mentioned in Article 17.c:

Provided further that number so fixed shall not be less than ten and more than thirty;

Provided further that the unit not in production will not be eligible for election as member of the Executive Committee.

26. Tenure

a The members of the Executive Committee shall be elected and hold office for a period of two years unless they or any of them earlier resigns, becomes disqualified or otherwise ceases to hold office.

b Fifty percent members of Executive Committee shall retire every year: Provided that, after first election of Executive Committee under Trade Organization Ordinance, 2007, a draw will be made to determine the names of retiring members of Executive Committee.

c Any such casual vacancy shall be filled by the Executive

Committee by cooption from amongst the members of the Association, keeping in view the zonal representation. Such co-opted members will remain in office only for the remaining period of the tenure of the original incumbent and will not become ineligible to contest the next election of the Executive Committee.

- d The election of the Executive Committee shall be held by secret ballot and their final result shall be officially announced at the general body meeting of the PVMA called for this purpose within fifteen days of the date of polling but before or on 30th Sept of each year.
- e On completion of the term, the office bearers and members of Executive Committee shall not be eligible to contest elections or co-option in any representative capacity for the next one year: Provided, however, this Article shall not apply to office bearers and members of Executive Committee elected prior to the year 2007.

27. Meetings

- a Meetings of the Executive Committee shall be fixed ordinarily by the Chairman or in his absence by the senior Vice Chairman in consultation with the members of the Executive Committee and a notice of 7 days shall be given in the case of such meetings. However, a shorter notice of minimum 4 days may be given with the concurrence / consent of the majority of the Members of Executive Committee if the Chairman, or in his absence, the Vice Chairman considers that in view of the nature of the business to be taken up at such meetings, such shorter notice is necessary.
- b If any member of the Executive Committee requests the Chairman, or in his absence, the senior Vice Chairman by telegram or letter, copy of which shall be forwarded to the Secretary General of the Association, to arrange for a meeting of the Executive Committee, the Chairman or the senior Vice - Chairman shall do so with in 7 days of the receipt of the said telegram or letter and if he fails or neglects to call such meeting within this period the signatory of such letter or telegram may himself convene such meeting by giving at least 10 days notice of the meeting.

28. Quorum

The quorum for a meeting of the Executive Committee shall be one third of its total number or four which ever is greater.

29. Powers

The Executive Committee shall, subject to the directions of the General Body and the provisions of these Articles, exercise all such powers and all such acts and things as the Association is by law or by these Articles or otherwise authorized to exercise or do.

30. Specific Powers

In furtherance of and without prejudice to the General powers conferred by or implied in the last preceding Articles and all other powers conferred by these present, it is hereby expressly declared that the Executive Committee shall be entrusted with and may exercise and perform the following powers and duties:

- (1.) To elect the Chairman and the Vice-Chairmen of the Association as per these Articles.
- (2.) To appoint representatives of the Association to serve on any Committee whether formed by the Government or otherwise on which the Association has been invited to be represented or to act for the Association for any other specified purpose.
- (3.) To appoint such sub-Committee as the Executive Committee may deem it advisable for the purpose of investigating and reporting upon any matter whatsoever, and to invite any member of the Association, not being a member of the Executive Committee, to serve on any such sub-Committee and to consult any outside authority if for any special reasons such a course may seem to be advisable.
- (4.) To invite any member of the Association, not being a member of the Executive Committee, to be present at any meeting of the Executive Committee and participate in its deliberation: provided, however, that the member so invited shall not have the right to vote at such meeting of the Executive Committee.
- (5.) To appoint lawyers and solicitors for the Association and to consult them whenever the Executive Committee deems it expedient to do so.
- (6.) To commence, institute, prosecute and defend all such actions and suits as the Executive Committee may deem it necessary or expedient on behalf of the Association and to compromise or submit to arbitration the same as they may think best.
- (7.) To enter into all negotiations and contracts and to review and vary all such contracts and to do all such acts and deeds and things in

the name and on behalf of the Association as may be necessary for the furtherance of the objects of the Association or the decisions of the General Body.

- (8.) To engage and dismiss the Secretary General, Deputy Secretary General and other officers and employees of the Association and to determine their respective powers and duties and to fix their wages and remuneration and terms of employment.
- (9.) To manage the funds of the Association and to exercise all relative powers in accordance with the provisions hereinafter contained.
- (10.) To setup zonal and/or branch office(s) at such place or places as maybe considered necessary from time to time and to define their functions and powers, etc.

31. Reference to the General Body

If, in regard to the exercise of any of its powers or the performance of any of its duties or other wise, the Chairman or in his absence the Vice - Chairman considers that a resolution being considered by the Executive Committee ought to be referred to the General Body, in order to obtain their votes on it, then such resolution shall be referred by the Chairman to the General Body for its decision thereon.

32. Reports

The Executive Committee shall submit reports on the activities and funds of the Association to the General Body as often as the latter may deem necessary. Previous to such Annual General Body Meeting, the Executive Committee shall prepare a report, to be called the Annual Report, of the proceedings of the Association during the year prior to such meeting and shall cause the same to be reproduced, and shall send at least one copy thereof to each member of the Association not less than 21 days prior to the date fixed for the said Annual General Body Meeting. The Executive Committee may also, if they deem fit to do so, send one or more copies of the said Annual Report to any individual or corporation or association to whom or to which they may deem desirable in the interest of the Association to send the same.

PART-VI

SECRETARY GENERAL, DEPUTY SECRETARY GENERAL & MINUTES

33. Secretary General

The Association shall have a Secretary General who shall be appointed and his remuneration and terms of employment shall be fixed by the Executive Committee. In addition to the job and the responsibilities described hereinabove, the Secretary General shall have charge of all correspondence and shall give an account of funds of the Association connected with or in any way controlled by the Association. He shall have the keys of the office, furniture, library and have the custody of all documents and other articles belonging to the Association. He shall give notice, as desired by the Chairman, of all meetings of the Association, of the Executive Committee and any Sub-Committee appointed by the Association. He shall duly notify members of their election and collection of all dues from members, prepare the Annual Report of the Association and of all committees of the Association under the guidance of the Chairman and the Executive Committee and generally shall perform all such duties as are incidental to his office, acting under the orders of the Chairman and the Executive Committee on all matters pertaining to his office.

34. Special Provisios about Secretary General

Notwithstanding the preceding Article, the following provisions shall have effect:

- i. Signature of Secretary General shall be mandatory for operation of all single or jointly operated bank accounts of the Company;
- ii. Any Management employees, who shall report to Secretary General alone, shall be appointed jointly by Secretary General and Human Resource Committee;
- iii. Termination of services of Secretary General shall require resolution of Executive Committee.

35. Deputy Secretary General

The Executive Committee may, if it deems necessary, appoint –Deputy Secretary General and fix his remuneration and terms of employment and such Deputy Secretary General shall act in accordance with the directions given by the Secretary General, the Chairman or the Executive Committee. He shall, during any temporary absence of the Secretary General, perform all or any other duties of the Secretary General, as may be assigned to him.

36. Minutes

Minutes of all proceedings of the General Body, Executive Committee and all sub-Committees of the Association shall be entered or caused to be entered regularly by the Secretary General in appropriate Minute Books kept by him. Any such minutes of any proceedings so entered in the appropriate Minute Book, if purporting to be signed by the concerned Chairman of the Executive Committee or Sub-Committee, as the case may be, shall denote correct version of such minutes. All Minute books of the Association shall be open for inspection to any member of the Association at any reasonable time at the office of the Association.

PART-VII

FUNDS AND PROPERTIES OF THE ASSOCIATION

37. Funds and properties of the Association, howsoever derived, shall be applied solely towards the promotion of the objects of the Association as set out in the Memorandum of Association and no proportion thereof shall be paid, transferred or distributed directly or indirectly, or either by way of dividend or share of profits, to the members of the Association; but nothing herein contained shall be understood to prevent the payment in good faith of authorized hotel, traveling and other expenses incurred while on the business of the Association, by any officer or servant of the Association.

38. Maintenance of Accounts

The Executive Committee shall cause true accounts to be kept of all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place and of the assets, credits and liabilities of the Association. The books of the Account shall be kept at the head office of the Association or at such place or places and in charge of such person as the Executive Committee may from time to time direct.

39. Management of Funds and properties

- i. The Executive Committee for the time being shall have power to invest and deal with any of the moneys of the Association, not immediately required for the purposes thereof, in such securities and in such manner as they may be instructed by the General Body or in the absence of such instructions as they may think fit and from time to time vary or realize such investment
- ii. The Executive Committee shall have the power to determine the manner in which bills, loan receipts, expenses and documents shall be signed or executed by and on behalf of the Association
- iii. The Executive Committee shall have the power to borrow or raise or secure the repayment of any sum or sums of the money not exceeding Rs. 50,000 without the previous sanctions of the General Body and they may borrow, raise or secure the repayment of any sum or sums of the money exceeding Rs. 50,000 with the previous permission of the General Body.

- iv. If at any time during the year, the funds at the disposal of the Executive Committee are insufficient or likely to be insufficient to defray the estimated expenditure for the remaining portion of the year, then the Executive Committee shall in such cases call a General Body Meeting and lay the Accounts of the Association before such Meeting for the decision of the General Body.

- v. At least 21 days prior to each Annual General Body Meeting, the Executive Committee shall send to each member of the Association an Income and Expenditure Accounts and a Balance Sheet duly audited as provided for hereinafter and containing a summary of the properties and liabilities of the Association, made up to 30th June of the year immediately preceding the meeting and such accounts and balance sheet shall be laid before the members at the Annual General Body Meeting in each year.

PART-VIII

AUDIT

39. Accounts to be Audited

Every Balance Sheet and Income & Expenditure Account shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

40. Appointment of Auditors

- a. At every Annual General Body Meeting, the Association shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting to the conclusion of the next Annual General Body Meeting.
- b. In respect of the appointment of an Auditor or Auditors, the Association shall duly comply with the provisions of sections 253 and 254 of the Ordinance.
- c. The Executive Committee may fill any casual vacancy in the office of an Auditor.

41. Remuneration of Auditors

The remuneration of Auditors appointed by the Association in Annual General Body Meeting shall be determined by the Meeting and the remuneration of auditors appointed by the Executive Committee shall be determined by the Executive Committee.

42. Rights and Duties of Auditors

- (a) Every auditor of the Association shall have a right of access at all the times to the books of account and vouchers of the Association and shall be entitled to require from the Chairman and members of the Executive Committee and all officers and employees of the Association such information and explanation as may be necessary for the performance of the duties of the auditors.
- (b) The auditors shall make a report to the members of the Association on the account examined by them and on every Balance Sheet and Income and Expenditure Account laid before the Annual General Body Meeting of the Association during their tenure of office and the report shall state the opinion of the auditors on all the matters enumerated in the section 255 of the Ordinance. The report of the Auditors shall be read before the Association in General Meeting and shall be open to inspection by any member.

43. When Accounts to be deemed finally settled:

The Accounts of the Association, when audited and approved by the Executive Committee and General Body Meeting, shall be conclusive except as regards any error discovered therein within three months after the approval thereof. Whenever any such error is discovered within that period the Accounts shall be corrected and thenceforth shall be conclusive.

44. Accounting year of the Association will be closed on 30th June each Year and its financial statements, duly audited by a Firm of Chartered Accountants, alongwith a list of members as on the 30th Sept shall be furnished to the Director General Trade Organisations on or before the 31st day of December every year.

45. The Association may be wound up if it is resolves to do so through a special resolution as provided under the Companies Ordinance, 1984.

46. Amendments of Constitution:

The Association may alter or add to these Articles or any of them through special resolution in the manner and to the extent provided under the Companies Ordinance, 1984.

47. Prior Approval:

Amendment to these Articles of Association shall be subject to prior approval of the Government and Securities and Exchange Commission of Pakistan and shall also be made when required by the Government in public interest.

We, the several persons whose names and address are subscribed here to, are desirous of being formed into an Association in pursuance of this Memorandum of Association, and have here by set our respective.

Sr. No	Name of the Subscriber	Description and Address	Signature	Name, Description and address of witness
1.	M/S Lever Brothers Pakistan Ltd.	Manufacturer of Rahim Yar Khan		
2.	M/S Punjab Vegetable Ghee and General Mills Ltd.	Manufacturers 23, The Mall Lahore		
3.	M/S Hasni Vanaspati Manufacturing Co. Ltd.	Manufacturers 79, Khatun Hunj, Chittagong.		
4.	M/S Wazir Ali Industries Ltd.	Manufacturers 1, West Wharf Road, Kharachi.		
5.	M/S Maqbool Company Ltd.	Manufacturers D-5, S.I.T.E., Manghopir Road, Kharachi		
6.	M/S Burma Oil Mills Ltd.	Manufacturers 20, West Wharf Road Karachi		
7.	M/S E.M. Mills and Industries	Oil Manufacturers 33, Lakshmi Building, Bunker Road, Karachi		

Dated, Karachi, This 10th. Day of January 1961.