

MEMORANDUM OF ASSOCIATION

OF

THE FEDERATION OF PAKISTAN CHAMBERS OF COMMERCE & INDUSTRY

(1). NAME

Clause-1

The name of the organization shall be THE FEDERATION OF PAKISTAN CHAMBERS OF COMMERCE & INDUSTRY (FPCCI).

2). OFFICES

Clause-2

(i) The Registered Office, which shall be the Head Office of the Federation of Pakistan Chambers of Commerce & Industry (FPCCI), shall be situated in Karachi or such other place in Pakistan as the FPCCI may determine from time to time.

(ii) The Regional office(s) of the FPCCI shall be situated in Lahore, Peshawar, Quetta and / or at such other place or places in Pakistan and Azad Jammu & Kashmir as the FPCCI may determine from time to time and its Capital Office will be at Islamabad.

(iii) The Branch Offices of the FPCCI shall be situated at such other places in Pakistan and Azad Jammu & Kashmir as the FPCCI may determine from time to time.

3) OBJECTS

Clause-3

(i) To aid and stimulate the development of trade, commerce, agriculture, industry, mining, Transport and service sectors in Pakistan and Azad Jammu & Kashmir.

ii) To promote, encourage and safeguard business in which Pakistanis and other nationals in Pakistan are engaged or interested in matters of inland and foreign trade, agriculture, transport, industry, manufacture, finance, banking, insurance, mining, shipping and other services sectors.

iii) To promote friendly relationship and unanimity of purpose amongst various Chambers Of Commerce & Industry and Trade and Industrial Associations in Pakistan and Azad Jammu & Kashmir and to help coordination amongst them and their counterparts in other countries of the world.

iv) To secure organized action, direct or indirect, on all subjects mentioned above.

v) To collect and disseminate statistical and other information and to make efforts for the spread of commerce, market strategy and growth of technical and economic knowledge. Further to disseminate knowledge of corporate good governance compatible to international standards.

vi) To promote and advance, commercial, technical, industrial and scientific education and to establish or support institutions for achievement of such objectives.



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vii) To take all steps that may be necessary for promoting, supporting or opposing legislation or any other action affecting the aforesaid economic interests and in general to take initiative to secure and safeguard the interests of the business community in all respects.

viii) To provide forum for alternate dispute resolution in respect of disputes arising amongst the members of the Chambers, Associations and other bodies of Trade and Industry, as well as arising in the course of trade, industry, mining or transport or other business matters, if necessary as also to secure the services of experts, technical and other men to facilitate the amicable settlement without recourse to litigation.

ix) To safeguard and further the interests of our business and industrial interests in foreign countries of Country's economic vision.

x) To help in the organization of Chambers of Commerce & Industry and Associations of Trade & Industry at different commercial centers of the country.

xi) To convene, when necessary, conferences and seminars at such time and such places as may be determined.

xii) To borrow from time to time or raise moneys which may be required for the purpose of the FPCCI upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the FPCCI or by mortgage or charge on the property of the FPCCI.

xiii) To accept any bequest, gift, donations or subscription towards, or to accumulate and provide a fund or an endowment or wakf and to invest the same and apply the income arising therefrom, or to resort to the capital thereof, for any of the objects of the FPCCI.

xiv) To communicate with trade and industrial associations and other mercantile and public bodies throughout the world and promote measures for the protection of the trade and persons engaged therein and especially in matters touching the interests of the Member Bodies of the FPCCI.

xv) To acquire by purchase or otherwise lands, buildings, or other property, moveable or immovable, which the FPCCI, for the purpose thereof, may from time to time, think proper to acquire.

xvi) To organize and help in organization of Trade Fairs by affiliated Trade bodies within or outside the Country.

xvii) To sell, improve, manage, develop, exchange, lease, sublet, mortgage, dispose off, turn to account or otherwise deal with, all or any part of the property of the FPCCI.

xviii) To construct upon any land acquired for the purpose of the FPCCI any building or buildings for the purpose of the FPCCI to alter, add to or remove any building upon such premises.

xix) To subscribe, to become a member of, or otherwise cooperate with any other Association, whether incorporated or not, whose objects are altogether or in part similar to those of the FPCCI.

xx) To invest the money of the FPCCI, not immediately required in such security or securities as may from time to time be determined by the Executive Committee.

xxi) To remunerate a person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing of any debentures or other securities of the FPCCI.

xxii) To establish and support or aid in the establishment and support of Associations, Institutions, Trusts and conveniences calculated to benefit employees of the FPCCI or other dependents, and grant pensions and allowances, and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general, or useful objects.

xxiii) To enter into any arrangement with Government or any Public Authority, Municipal, Local or otherwise, that may seem conducive to the FPCCI's objects or any of them and to obtain from such Government or authority, all rights, concessions and privileges, which FPCCI may think desirable to



obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

xxiii) To secure adequate representation of Trade and Industry in Legislatures, Statutory Bodies and Commercial and Industrial Delegations within or outside the Country.

xxv) To sell or dispose off the undertaking of the FPCCI or any part thereof for such consideration as the FPCCI may think fit and in particular for shares, debentures or securities of any other Association or Company having objects altogether or in part similar to those of FPCCI.

xxvi) To take or otherwise acquire and hold shares in any other Association or Company having objects altogether or in part similar to those of the FPCCI.

xxvii) To undertake and execute any trusts and wakfs, the undertaking of which may seem to the FPCCI desirable either gratuitously or otherwise.

xxviii) To draw, make, accept, discount, execute, and issue bills of exchange, promissory notes, bills of lading, or warrants, debentures and other negotiable instruments or securities.

xxix) To promote harmonious relations between employers and employees and to set up machinery for determining and settling industrial disputes and to adopt measures of such nature which aim at social growth of industrial workers.

xxx) And generally to do all other things incidental to the attainment of the above objects.

Clause-4

The income and property of the FPCCI, whenever derived, shall be applied, solely towards the promotion of the FPCCI as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly in the shape of dividend or bonus or otherwise, by way of profit to the persons who at any time are or have been members of the FPCCI or to any of them or to any person claiming through any of them.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the FPCCI or to any member thereof or other persons in return for any services actually rendered to the FPCCI or payment of the interest on money borrowed from any member of the FPCCI, or payment of allowance or concession to members by way of rebate, or return of subscriptions or gratuitous distribution amongst, or sale at discount to members of the FPCCI, of any books or publications not required for the furtherance of any of its objects, in accordance with the Articles and Bye-laws of the FPCCI for the time being in force.

Clause-5

Clause 4 of this Memorandum is the condition on which a license is granted by Government to the FPCCI in pursuance of Section 42 of the Companies Ordinance, 1984.

6). LIABILITY OF MEMBERS

Clause-6

Every Member Body, in the event of the FPCCI being wound up, shall contribute to the assets of the FPCCI, a sum not exceeding Rs.500/- for payment of debts and liabilities of the FPCCI, costs, charges and expenses of winding up and for the adjustment of claims of the contributors amongst themselves.



Provided that no payment may be made by the Member Bodies if the FPCCI is wound up after a period of twelve months from the date such Member Body ceases to be a member of the FPCCI.

Clause-7

If, upon winding up or dissolution of the FPCCI, there remains, after the satisfaction of all its debts and liabilities any property or assets, the same shall not be paid to or distributed amongst the members of the FPCCI but shall be given to or transferred to some other institution or institutions having objects similar to the objects of the FPCCI to be decided by the members of the Executive Committee of the FPCCI present at the last General Meeting held before the time of the dissolution.

Provided that if for any reason effect cannot be given to the aforesaid provision, the assets or properties shall be transferred to any institution or institutions having charitable objects, to be decided by the aforesaid Executive Committee.

8). JURISDICTION

Clause-8

The territories to which the objects of the FPCCI shall extend shall be the whole of Pakistan and the entire Azad Jammu and Kashmir.

9). RIGHT OF AMENDMENT

Clause-9

Except the powers available under Trade Organizations Act and Rules thereunder or Articles of Association, amendments to the Memorandum and Articles of Association shall be subject to the approval of the Government and shall also be made when required by the Government in public interest.



ARTICLES OF ASSOCIATION
OF
THE FEDERATION OF PAKISTAN
CHAMBERS OF COMMERCE & INDUSTRY

The Federation of Pakistan Chambers of Commerce & Industry

(Registered under Section 42 of the Companies Ordinance, 1984)

DEFINITIONS

Article-1: In these Articles unless there is anything repugnant in the context:

- (i) "Annual Year" shall mean a year commencing from 1st of January and ending on the 31st of December.
- (ii) "Associate member" means 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 not less than fifty million Rupees;
- (iii) "Association" means an association 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 Trade Organizations Act;
- (iv) "Association of small traders" means an association with membership on all-Pakistan basis organized to represent specific small traders, small businesses or small industry as provided in first proviso to clause (d) of sub-section (2) of section 3 of the Trade Organizations Act;
- (v) "Board of Directors" shall mean duly elected Office Bearers of the FPCCI.
- (vi) "Capital Office" shall mean office of the FPCCI setup in the Capital territory of Islamabad.
- (vii) "Chamber" means a chamber of commerce and industry organized to represent trade, industry and services in a specific area as provided in clause (b) of sub-section (2) of section 3 of the Trade Organizations Act;
- (viii) "Chamber of small traders" means a chamber organized to represent small businesses, small traders and small industry as provided in clause (f) of sub-section (2) of section 3 of the Trade Organizations Act;
- (ix) "Corporate member" means a member of a trade organization which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than fifty million Rupees;
- (x) "Executive Committee" means the body comprising the representatives nominated by the Member Trade Bodies, to manage the affairs of the FPCCI.
- (xi) "Federal Government" shall mean the Government of Pakistan.
- (xii) "Federal Area" means Islamabad Capital Territory
- (xiii) "Financial Year" shall have the same meaning as of the "Annual Year".



- (xiv) The "FPCCI" shall mean the Federation of Pakistan Chambers of Commerce & Industry commonly known as FPCCI and includes its duly elected Office Bearers while exercising powers under the Law or Articles on behalf of FPCCI.
- (xv) "Member Body" shall mean and include Chambers, Women Chambers, Chambers of Small Traders, Associations of Small Traders, Association of specific Trade / Industry, or Service and or any combination thereof, which are eligible to become Member of the FPCCI.
- (xvi) The terms "Member of Executive Committee" and "Executive Committee" used in these Articles shall have the same meanings as respectively assigned to the terms "Directors" and "Board of Directors" in the Companies Ordinance, 1984, but does not include the Chief Executive Officer who can be nominated under Section 199 of the Companies Ordinance.
- (xvii) "Member Trade Bodies" means, all Trade Organizations who have obtained affiliation /Membership of the FPCCI, in terms of Trade Organizations Act.
- (xviii) "Northern Zone" means entire Pakistan excluding Southern Zone.
- (xix) "Office Bearers" shall mean the President, Sr. Vice President and Vice Presidents duly elected under the applicable laws.
- (xx) "Observer" means a person who is specially invited to attend a meeting of the Executive Committee or General Body without having participation and voting rights in the meeting until he/she is invited to speak/participate.
- (xxi) "Regional Offices" shall mean the offices of the FPCCI set up in Lahore, Peshawar, Quetta and / or at such other Places in Pakistan and Azad Jammu & Kashmir as the FPCCI may determine from time to time.
- (xxii) The term "Representative" used in these Articles for the purpose of election to various bodies, committees or organs of the FPCCI or for other purposes, shall mean person (s) duly authorized by a Member Body through a resolution of its Executive Committee authorizing such person (s) to represent the Member Body.
- (xxiv) "Secretary General" means an individual professional full-time employee of the trade organization who shall be in charge of the secretariat of the trade organization and responsible for day to day operations of the trade organization and in his capacity as such shall be custodian of all record pertaining to the trade organization;
- (xxv) "Southern zone" means the Provinces of Sindh and Baluchistan;
- (xxvi) "Trade Organizations Act" means the Trade Organizations Act, 2013 (II of 2013) for the time being in force.
- (xxvii) "The Ordinance" means the Companies Ordinance, 1984 (Ordinance No. XLVII of 1984) for the time being in force.
- (xxviii) "Trade Organization Rules" means the Trade Organizations Rules, 2013, made-under the provision of the Trade Ordinance Act.
- (xxix) "Women's chamber" means a Chamber of Commerce and Industry organized to represent women entrepreneurs as defined in clause (c) of sub-section (2) of section 3 of Trade Organizations Act
- (xxx) Words indicating the singular number shall include plural number and vice-versa.
- (xxxi) The terms used herein but not defined shall have the same meanings as contained in the Trade Organizations Act, 2013, Rules framed thereunder and the Companies Ordinance, 1984.



Article-2

The model regulations contained in the First Schedule to the Companies Ordinance, 1984 shall not apply to the FPCCI except as reproduced herein or as required by law.

MEMBERSHIP ELIGIBILITY

Article-3

The Chambers of Commerce & Industry, Women's Chamber of Commerce & Industry, Associations of Trade & Industry and Services organized on all Pakistan basis, Chambers of Small Traders, Associations of Small Traders and any other combination thereof, licensed under the Trade Organizations Act and registered / incorporated under the Ordinance shall be eligible and admitted as Members of the FPCCI.

ADMISSION FEE AND SUBSCRIPTION

Article-4

Admission Fee and Annual Subscription for the Membership shall be determined by the Executive Committee from time to time.

RENEWAL OF MEMBERSHIP

Article-5

The Membership of the FPCCI shall be renewable on annual basis subject to payment of prescribed Membership subscription by March 31 every year.

CESSATION OF MEMBERSHIP

Article-6

A Member Body shall cease to be a Member of FPCCI, if the Executive Committee so decides in the event of non-payment of annual subscription and within the period specified in that behalf or for any other reasons to be recorded or upon cancellation of License by the Federal Government.

MEMBERSHIP REGISTER

Article-7

The FPCCI shall maintain a Register or electronic record of Member Bodies, showing names, addresses, strength of Members and record of payment of fees and subscriptions. The Membership Register shall be kept at the Head Office. The Membership Register will be open to inspection by the authorized representatives of the Member Bodies.

FUNCTIONS

Article-8

Besides making concerted efforts to achieve the objects specified in the Memorandum of Association, the FPCCI shall perform the following functions:-



(i) To take up any matter referred to it by Government.

(ii) To provide representation on various international and national, public and semipublic bodies, standing committees, advisory councils or committees.

(iii) To form and run a National Arbitration Council of Pakistan, taking into consideration the national and international arbitration arrangements in force for the time being, and to associate with the Arbitration Council of the International Chamber of Commerce.

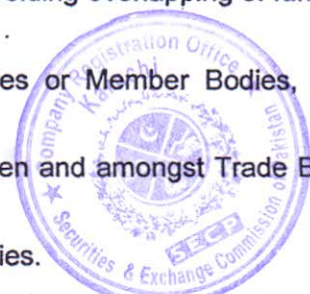
(iv) To secure affiliation to, or participation in conferences of, bodies abroad for promotion and growth of mutual interests.

(v) To deal with any matter initiated by the FPCCI in consultation with its Member Bodies provided that the residuary functions shall be left with the Member Bodies, avoiding overlapping of functions or parallel actions.

(vi) To take up any matter referred to it by the Regional Offices or Member Bodies, with the authorities concerned.

(vii) To act as forum for Alternate Dispute Resolution (ADR) between and amongst Trade Bodies or Federal / Provincial Government.

(viii) To issue Membership Certificates Books to Member Trade Bodies.



GENERAL BODY

Article-9

(i) The General Body of the FPCCI shall comprise representatives nominated by the Member Bodies in the manner described hereinafter:-

(a) Two representatives shall be nominated by each licensed Chamber, Association, Women's Chamber, Chamber of Small Traders and Associations of Small Traders;

(b) The representatives shall be members of the nominating trade organization;

(c) In case of a Chamber or Women's Chamber, one representative shall be nominated from each class of members as provided in sub-rule (7) of Rule 11; of Trade Organization Rules; and

(d) In case of an Association, at least one representative shall be nominated from the corporate class.

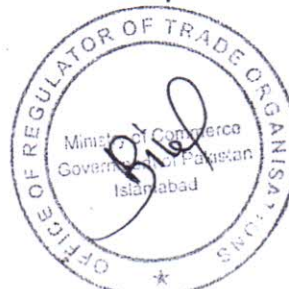
(ii). The Members of the General Body shall hold office for a term of one year beginning from 1st January of the year during the year in which they have been nominated by the respective Member Bodies, and shall continue to hold office till the Annual General Meeting, and no fresh nomination (s) shall be made by the concerned Member Bodies unless a vacancy is caused by death or resignation by the nominee (s) concerned.

iii). In case of delay in holding Annual General Meeting for reasons beyond the control of the incumbent Executive Committee, extension in time for holding Annual General Meeting may be taken in a manner provided for in the Ordinance.

EXECUTIVE COMMITTEE COMPOSITION

Article-10

The Executive Committee of the FPCCI shall comprise one out of two representatives nominated on the General Body by each Trade Organization, while making nomination, each Trade Organization shall indicate as to which of the two nominees shall represent it on the Executive Committee of the FPCCI.



The immediate past President of the FPCCI shall be Ex-officio Member of the Executive Committee without voting right.

OFFICE BEARERS

Article-11

There shall be a President, Sr. Vice President and Twelve Vice Presidents of the FPCCI, to be elected in the following manner: -

- (a). There shall be four seats of Vice-Presidents allocated to the Associations for which the electoral college shall be the members of General Body representing the Associations;
- (b) There shall be one seat of Vice-President allocated to associations of small traders, for which electoral college shall be members of general body representing the associations of small traders;
- (c) There shall be one seat of Vice-President allocated to the women chambers of commerce and industry for which electoral college shall be members of the general body representing the women chambers of commerce and industry;
- (d). In addition to the seats provided for in clause (a) (b) (c), there shall be following five seats of Vice-Presidents allocated to the Chambers as under:

- (i) Punjabone
- (ii) Sindhone
- (iii) Khyber Pakhtunkhwaone
- (iv) Baluchistanone
- (v) Federal Areaone

Explanation: - Electoral College for the five seats of Vice-President provided for in clause (d) shall be the members of the General Body representing the Chambers from the respective Province.

(e) In addition to the seats provided for in clause (a) (b) (c) and (d), there shall be one seat of Vice-President allocated to the Chambers of Small Traders for which the Electoral College shall be the members of General Body representing the Chambers of Small Traders.

Article-12

The President, Sr. Vice President and Vice Presidents shall be elected from amongst the Members of the Executive Committee for a period of one year. The President and Senior Vice-President of the Federation shall not be from the same Province. The office of the President shall be subject to the following rotation as provided in Schedule- D to the Trade Organization Rules.

- (a) Sindh
- (b) Khyber Pakhtunkhwa
- (c) Baluchistan



- (d) Punjab
- (e) Sindh
- (f) Punjab
- (g) Federal Area

Article-13

Any office-bearer or member of executive committee, on completion of the term or early retirement for any reason, shall not be eligible to contest election or co-option in any representative capacity for the next one year.



Article-14

The Members of the Executive Committee shall cease to be Members if for any reason they cease to be member of the General Body. The vacancy thus caused shall be filled by cooption by the Executive Committee from the same group of Member Bodies to which the prior member belonged.

ELECTION OF THE OFFICE BEARERS ELIGIBILITY TO VOTE

Article-15

The Members of the Electoral College shall be eligible to vote only if they fulfill the conditions laid down in Section 10 of the Trade Organizations Act, 2013 and the Trade Rules thereunder.

Article-16

The Election Commission shall be appointed in the manner provided for in Rule 16 of the Trade Organization Rules 2013 and the Election Commission shall perform such functions and arrange to hold elections strictly in accordance with the procedure laid down in the Trade Rules.

Article-17

Election of the Office Bearers of the FPCCI shall be held every year as per election schedule announced by the Executive Committee, between 1st of October to 31st of December. The Election results shall be declared not later than 31st December of the year.

ELECTION SCHEDULE

Article-18

The Election Schedule of the FPCCI shall be approved by the Executive Committee and issued by the Secretary General in the first half of October each year. The Schedule shall be:



- (i) Displayed at the Notice Boards of Head Office and Capital & Regional Offices; and
- (ii) Displayed at the website of the FPCCI; and
- (iii) Submitted to the Regulator Trade Organizations.

TERM OF OFFICE

Article-19

The term of Office Bearers and Members of the Executive Committee shall be one year starting from 1st January of the year during the term in which they have been elected and shall continue to hold office till 31st December of the year.

FREQUENCY OF MEETINGS

Article-20

The Executive Committee shall hold at least four meetings in a year provided that at least one meeting is held in each Zone.

QUORUM

Article-21

One-fourth Members of the Executive Committee shall form the quorum for the meetings.

POWERS OF EXECUTIVE COMMITTEE

Article-22

The Executive Committee shall have the following powers:—

- (i) To appoint any number of sub-committees or special committees or standing committees or expert committees to deal with problems relating to any particular trade or industry on any issue having a bearing on trade, commerce, industry and economy of Pakistan and Azad Jammu and Kashmir. The members of such committees will be taken from the members of the FPCCI representing the trades or industries concerned. In case there is no such Association to represent a particular trade / industry, the Executive Committee will be free to nominate persons on such committee even from outside the membership of the FPCCI. The Committee and sub-Committee will make adequate recommendations for consideration and suitable action by the Executive Committee.
- ii) To appoint Secretary General and other staff as provided in Rule 24 of the Trade Organization Rules 2013 and make regulations and policies regarding terms and conditions of their service contracts.
- iii) To appoint legal or technical advisers to tender expert advice to the FPCCI on various issues concerning trade, commerce and industry.



iv) To delegate, subject to such conditions as it thinks fit, any of its powers to Regional Committees or Sub-Committees.

v) To sanction all expenses of traveling in connection with the work of the FPCCI to Office Bearers and staff of the FPCCI as well as other persons appointed on the committees of the FPCCI.

vi). To meet the working expenses of the management, establishment charges and salaries of the staff of the FPCCI.

vii) To send delegates or delegations abroad or invite and / or receive foreign delegates or delegations connected with trade, commerce and industry and to bear the expenses thereof.

viii) To enter into agreement with, upon such terms and conditions as the Executive Committee may deem appropriate, for working in connection with, or for better development of, any branch of commerce, industry, with any organization having like objects that may apply to be allowed to work in cooperation with the FPCCI and to be combined with the objects not inconsistent with the objects of the FPCCI as defined in the Memorandum of Association.

ix). To set up different departments of the FPCCI to deal with various aspects of its business, including a Social Welfare Department to work exclusively for the promotion of Social Welfare in Pakistan and to meet all expenses on account of or arising from the work of these departments.

x) To make such rules, bye-laws and regulations as it may consider expedient for the proper conduct of the business of the FPCCI.

xi) To add, alter, improve and repeal regulations or bye-laws of the FPCCI provided such rules, regulations or bye-laws do not militate against the standing rules and regulations, already confirmed by the Annual General Meeting or Extraordinary General Meeting of the FPCCI.

xii) Generally to look after the business of the FPCCI and take all possible steps and measures to promote the popularity of the FPCCI with a view to making a success of its aims and objects and to increase the status, dignity and honour of the FPCCI and of its Members.

REGIONAL COMMITTEES

Article-23

Subject to overall control and supervision of the FPCCI Head Office, the Regional Offices of the FPCCI shall be run by the Regional Committees representing Member Bodies in the Province concerned as follows:

Two representatives from each of the Member Bodies, one representing Associate Class and one from the Corporate Class.

Article-24

The Regional Committees will correspond with the Provincial or Local Government or Administration in the Region on matters which concern the Regions provided that:

i) On any matter having an all-Pakistan bearing if the Executive Committee differs with the Regional Committee, the opinion of Executive Committee shall prevail.

ii) They shall not directly correspond with the Federal Government and that where a matter concerns the Federal Government it shall be processed by or through the Executive Committee.

Article-25



The budget and all appointments of staff of the Regional, Branch or Capital Offices shall be controlled by Head Office in accordance with the rules and regulations framed by the Executive Committee provided that such rules and regulations concerning pay, leave, allowances, qualifications and privileges of staff shall be the same as applicable to staff of the Head Office.

THE PRESIDENT

Article-26

The President / Chairman Board of Directors shall, whenever possible, preside over all the meetings and lead all deputations and delegations. He shall address the General Meetings and shall perform such other duties as may be incidental to the office of the Chairman to the Board of Directors as given in the Companies Ordinance. In the event of his going out-side the country, he shall delegate his powers to Sr. Vice President or any one of the Vice Presidents who so nominated will act as President during his absence. All the documents, treaties signed by the President shall be deemed to have been signed on behalf of the FPCCI.

THE SR. VICE PRSIDENT & VICE-PRESIDENTS

Article-27

The Sr. Vice President and the Vice Presidents shall assist the President and shall exercise such powers as may be delegated by the President in writing from time to time, including the Chairmanship of the concerned Regional Committee.

SECRETARY GENERAL

Article-28

The appointment of Secretary General of the FPCCI shall be regulated in terms of Trade Organizations laws. The Secretary General shall be subject to supervision and control of Executive Committee in terms of Section 199 of the Companies Ordinance, 1984 and in addition to powers derived under respective laws, shall perform the following functions :-

- (i) To carry on and have charge of all correspondence of the FPCCI.
- (ii) To keep and maintain the accounts of the FPCCI and the funds connected with or in any way controlled by the FPCCI.
- (iii) To keep and maintain accurate minutes of all meetings of the FPCCI, it's Executive Committee and its various Committees.
- (iv) To have charge of all papers and documents, furniture and all other properties, movable and immovable, belonging to the FPCCI.
- (v) To issue notice of all meetings of the FPCCI, its Executive Committee and various Committees.
- (vi) To notify Member Bodies, Members of the General Body of the impending elections and the results of the elections.
- (vii) To countersign all cheques signed by the President, Sr. Vice President and / or the Vice-President or of any fund or Committee of the FPCCI.



(viii) To demand and collect all dues from Member Bodies of the FPCCI or from any other Association or Committee working in conjunction with the FPCCI.

(ix) To delegate any of his functions to any subordinate officers of the FPCCI provided that he shall remain responsible to the Executive Committee for all acts done on his behalf by such officers.

(x) To maintain administrative and disciplinary control over all staff of the FPCCI including those employed in the Regional, Branch, Capital or Liaison Offices, in accordance with the rules and regulations framed in this behalf by the Executive Committee.

(xi) To prepare the Annual Report and Reports of all Committees.

(xii) To implement the policy decisions of the Executive Committee, particularly building an image of the FPCCI as role model of corporate good governance compatible to international standards.

(xiii) To initiate appointments of staff and disciplinary measures as over all head of the administration and to implement Human Relations policies to portray the FPCCI as dynamic institution.

(xiv) To do and perform all acts and deeds that he may expressly be required to do by the Executive Committee and generally all such other duties as are incidental to his office and shall be deemed to have been executed / signed on behalf of FPCCI.

Article-29

The Secretaries of the Regional and Capital Offices or the Heads of the Branch and Liaison Offices shall perform such duties as may be assigned to them by the Secretary General subject to the rules and regulations, if framed in this behalf by the Executive Committee.

MEETING OF THE GENERAL BODY

ANNUAL GENERAL MEETING

Article-30

The Annual General Meeting of the FPCCI shall be held every year to transact the following business:

(i) To confirm the Minutes of the last Annual General Meeting of the FPCCI.

(ii) To consider and adopt the Annual Report of the FPCCI.

(iii) To consider and pass the Audited Accounts of the FPCCI.

(iv) To appoint the Auditors and fix their remuneration.

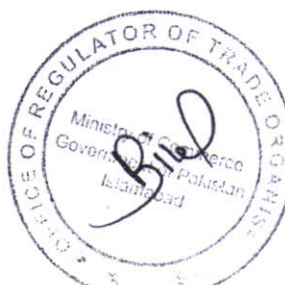
(v) Other business subject to previous decision by the Executive Committee.

(vi) Any other business with the permission of Chairman.

EXTRA ORDINARY OR SPECIAL GENERAL MEETINGS

Article-31

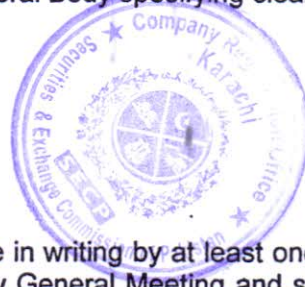
The Meetings of the General Body, other than the Annual General Meetings, shall be called Extra-ordinary General Meetings and shall be held at the time and at such places as the Executive Committee may deem convenient for the disposal of any other business of the FPCCI.



MEETINGS ON REQUISITION

Article-32

An Extra-Ordinary General Meeting can also be held on a requisition signed by not less than one-tenth of the total number of Members of the General Body specifying clearly the business desired to be transacted.



Article-33

The Secretary General upon requisition made in writing by at least one-tenth of the Members of the General Body shall convene an Extra-ordinary General Meeting and such a meeting shall be called within 21 days from the date of receipt of such requisition, and a notice of such a meeting under the signature of Secretary General shall be circulated among the Member Bodies for their information.

Article-34

If the Secretary General does not proceed within 21 days from the date of the requisition so made to cause a meeting to be called, the requisitionists or majority of them may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of requisition. Every meeting so called by the requisitionists shall be called in the same manner or as nearly as possible in which meetings are to be called by the Secretary General.

Article-35

Any requisition for an Extra-ordinary General Meeting shall express the object of the meeting and must be signed by the requisitionists and should be sent to the Secretary General at the Head Office by registered post acknowledgment due.

QUORUM

Article-36

One-fourth Members of the General Body, present in person or by proxy, qualified for the time being, will form a quorum for the Annual General or Extra-ordinary General Meetings and no business shall be transacted at such meetings unless there is a quorum.

NOTICE OF MEETINGS

Article-37

At least 21 days' notice for Annual General Meeting intended to pass ordinary resolutions or an Extra-ordinary General Meeting intended to pass special resolutions specifying the place, date and hour of the meeting shall be circulated to the Member Bodies along with the notice of the meeting. Non-receipt of such a notice by any Member of the General Body or any Member Body shall not invalidate the proceedings at such meetings.



CONDUCT OF BUSINESS

Article-38

The President shall preside over every General Meeting of the FPCCI and in his absence the Sr-Vice President or any Vice-President nominated by the President for the purpose shall preside over such meetings. If the President and Sr. Vice President, Vice-President so nominated be not present at the time of holding a meeting, one of the Vice Presidents present at the meeting shall act as the Chairman of the meeting.



Article-39

The President may, with the consent of the members present adjourn the meeting 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.

Article-40

At any General Meeting unless a poll is demanded by any two members a declaration by the President that the resolution has been carried and an entry to that effect in the book of the proceedings of the FPCCI, shall be the conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Article-41

If a poll is demanded in the manner aforesaid, the same shall be taken in such a manner as the President directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

VOTING RIGHTS

Article-42

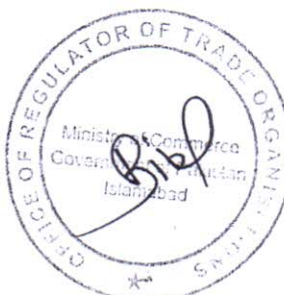
(i) Every representative of the Member Body present, in person, at a meeting of the FPCCI or any of its committees and qualified to vote shall have one vote. The President, in case of equality of votes, shall have one casting vote.

(ii). No representative shall be entitled to vote at any election meetings of the FPCCI unless all dues, membership subscriptions payable by the Member Body of the FPCCI of which he is nominee have been paid and credited to the accounts of the FPCCI prior to the date and time of nomination(s) to the General Body specified by the Secretary General.

Article-43

Every question submitted to a meeting of the FPCCI or its Committees or to the Executive Committee shall be decided unless unanimous, by a majority of the representatives present and voting at such meeting.

NOTICE ON MEMBERS



Article-44

A notice may be served upon any member either personally or by sending it through the post under certificate of posting in a pre-paid letter addressed to such member at such member's registered address. Any notice sent by post shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post.

PRELIMINARY EXPENSES

Article-45

The preliminary expenses of registration and other incidental expenses of the FPCCI shall be borne by the FPCCI.

AUDIT

Article-46

Once at least in every year the Accounts of the FPCCI shall be prepared and audited. The accounts audited by a Chartered Accountant alongwith a list of members as on 30th November shall be furnished to Regulator Trade Organizations on or before 31st day of December every year.

Article-47

The Auditors appointed at Annual General Meeting shall hold office until the next Annual General Meeting.

Article-48

(i) The Auditors of the FPCCI shall have the right to access at all times to the books of accounts and vouchers of the FPCCI and shall be entitled to require from the Executive Committee and officers of the FPCCI such information and explanations as may be necessary for the performance of their duties.

(ii) The Auditors shall make a report to the Members on every Balance Sheet laid before the FPCCI in General Meeting during their tenure of office and the report shall state:

(a) Whether or not they have obtained all the information and explanations required by them; and

(b) Whether in their opinion the Balance Sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the FPCCI's affairs according to the best of their information and the explanations given to them and as shown by the books of the FPCCI.



Article-49

Every account of the FPCCI when audited and approved by a General Meeting shall be final except as regard any error discovered therein within three months following the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be final.

Article-50

The Auditors shall be entitled to receive notice of and to attend any General Meeting of the FPCCI at which any accounts which have been examined or reported by them are to be read before the members and may make any statement or explanation they desire with respect to the accounts.

INDEMNITY

Article-51

While acting on behalf of FPCCI, the President, Sr. Vice President, Vice-Presidents, the Executive Committee, Secretary General and other Officer or servants of the FPCCI shall be indemnified by the FPCCI against, and it shall be the duty of the Executive Committee to pay, out of the funds of the FPCCI, all costs, losses and expenses which such persons may incur or become liable to by reason of any contract entered into, or act or thing done by them as such persons acting in good faith in the discharge of their duties including traveling expenses and the amount for which such indemnity is provided shall immediately be a charge on the property of the FPCCI and have priority as between the members over all other claims.

SEAL

Article-52

(i) The Executive Committee shall provide for a common Seal of the FPCCI. The Seal shall be deposited with the Secretary General and shall never be affixed to any document except by the prior authority of the Executive Committee or the President for the time being and at least one other member of the Executive Committee shall sign every such instrument to which the Seal is affixed and all such instruments shall be countersigned by the Secretary General; provided any instrument bearing the Seal of the FPCCI and issued for a valuable consideration shall nevertheless be binding on the FPCCI notwithstanding any irregularity touching the authority of the Executive Committee to issue the same.

ii) Deeds, bonds and other contracts, under the Seal made on behalf of the FPCCI and signed by the President and the Secretary General or the persons acting as the President and Secretary General shall be deemed to have been duly executed.

WINDING UP

Article-53

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

CONFIRMATION OF ANY ALTERATION TO RULES



Article-54

All rules, regulations or by-laws affecting general members of any alterations or additions thereto or cancellation thereof, shall be submitted by the Executive Committee to a meeting of the General Body for confirmation. Such rules shall nevertheless be effective until they are placed before a General Meeting called in accordance with the provisions of the Companies Ordinance, 1984 for confirmation.

Article-55

The foregoing Articles shall be copied in a book to be kept as a record of the FPCCI. No alteration or addition or deletion shall be made therein or thereto save and except by a majority of three-fourths of the Members of the General Body present at the Annual General Meeting or an Extra-ordinary General Meeting convened by a notice issued at least twenty-one days before the holding of such meeting and in which all the terms of the proposed alteration shall have been clearly set forth.

RIGHT OF AMENDMENT

Article-56

Amendments to these Articles of Association shall be subject to the approval of the Government and shall also be made when required by the Government in public interest.

