

THE COMPANIES ACT, 2017  
(COMPANY WITH LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL)

MEMORANDUM OF ASSOCIATION OF  
PAKISTAN INTERNATIONAL FREIGHT FORWARDERS ASSOCIATION

NAME

The name of the Association shall be Pakistan International Freight Forwarders Association.

1. REGISTERED OFFICE.

The Registered office of Pakistan International Freight Forwarders Association (hereinafter referred to as the Association) will be situated in the Province of Sindh at Karachi. Besides registered office, the Association shall maintain a minimum of two regional offices, each covering a principle city in Northern and Southern Zones which may be based on the distribution of members across the country and which accordingly provides adequate services to its members.

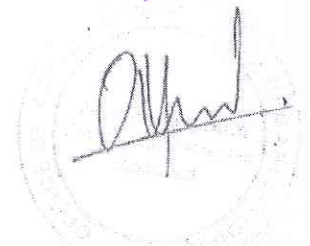
2. AREA OF OPERATION

The area of operation of the Association extends to whole of Pakistan with membership on all-Pakistan basis.

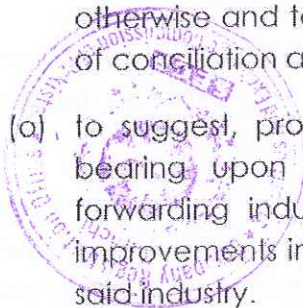
3. AIMS AND OBJECTS

1- The objects for which the Association is incorporated are:

- (a) to project, promote and develop the interest of the international freight forwarding industry in Pakistan and to do all that is necessary for the development of the business of the members of Association;
- (b) to ensure and take organized action on all subjects involving common good and benefit, directly or indirectly of the specified constituents of Pakistan's international freight forwarding industry.
- (c) to encourage and promote the spirit of cordiality, cooperation, unity and friendly relations among all specified constituents of Pakistan's international freight forwarding industry.
- (d) to establish, inculcate, and maintain high ethical standards among the specified constituents of Pakistan's international freight forwarding industry.
- (e) to take all steps which may be necessary for initiating or promoting any action which is likely to be beneficial to Pakistan's international freight forwarding industry and to oppose any action which may be considered to adversely affect the interest of the said industry, and generally to take initiative to ensure welfare of its constituents in all respects.

A handwritten signature in black ink is written over a circular purple stamp. The stamp contains text in Urdu and English, including "Pakistan International Freight Forwarders Association" and "Karachi".

- (f) to make representations to, and seek recognition from local or Central Governments or other authorities, executive or legislative, on any matter affecting Pakistan's international freight forwarding industry.
- (g) to collaborate, coalesce and communicate with Chambers of Commerce, other mercantile and public bodies in Pakistan, Government development committees and other government agencies, departments, organizations, FIATA, IATA and other foreign and Pakistani associations, corporations, companies and concerns to promote and support measures which may be in the interest and for the benefit of Pakistan's international freight forwarding industry.
- (h) to seek and arrange representation of Pakistan's international freight forwarding industry on bodies, authorities, associations and organizations dealing with problems of the said industry, and to nominate members and to act on behalf of the Association on them.
- (i) to procure from and communicate to organization of trade and industry in Pakistan or abroad such information as may be conducive to the attainment of the subjects of the Association.
- (j) to advance and promote professional, commercial and technical education and to canvass for support fund and run establishment and institutions for such purpose.
- (k) to adopt a common insignia of the Association to be used by the members.
- (l) to secure and accept subscriptions, donations and gifts.
- (m) to assist members in all possible ways ordinarily and particularly when their business, interest or trade is affected, prejudiced or jeopardized.
- (n) to endeavor to settle disputes by arbitration, conciliation or otherwise and to assist in information development and of boards of conciliation and arbitration relating to its members.
- (o) to suggest, promote or oppose legislative and other measures bearing upon any aspect of Pakistan's international freight forwarding industry, as specified, and to obtain changes and improvements in the law and bye-laws that are detrimental to the said industry.

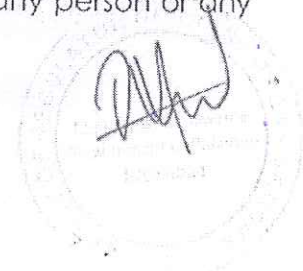
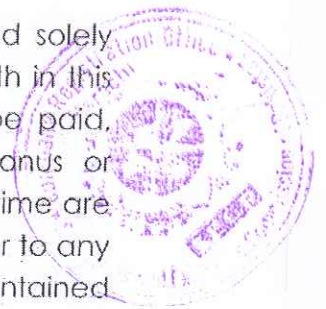




- (p) to collect useful information and statistics and to supply the same to the members of the Association or to the government or to others who are concerned and to set up libraries and information centers for the promotion of business of Pakistan's international freight forwarding industry.
- (q) to obtain sanctions, privileges, advantages, relieves, cooperation etc. from any authority in the interest of Pakistan's international freight forwarding industry as specified.
- (r) to open bank accounts in the scheduled bank in the exact registered name of the Association and accept, draw, endorse and execute cheques.
- (s) to enter into contracts and acquire, purchase, take, hold and enjoy movable and immovable property of every description and convey, assign, surrender, yield up, charge, mortgage, demise, re-assign, transfer or otherwise dispose of or deal with, any movable or immovable property or any interest vested in it, upon such terms as it deems fit.
- (t) to incur necessary expenses (including primary expenditure) and to invest the money of the Association in any government securities,
- (u) to edit, print and publish journals or other literature on Pakistan's international freight forwarding industry and to acquire, buy or set up printing presses for the said purposes.
- (v) to do all such things that are incidental or conducive to the attainment of all or any of the above objects.
- (w) to encourage and facilitate the transportation and logistics of all modes of sea, road, and air transport.

#### 4. APPLICATION OF INCOME

The income and property of the Association shall be applied solely towards the promotion of objects of the Association as set forth in this Memorandum of Association and no portion thereof, shall be paid, transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to persons, who at any time are or have been members of the Association, or to any of them, or to any person claiming through them PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration or allowances to any officer or servant of the Association (other than members) or other persons in return for any services actually rendered to the Association or other payment of interest on money borrowed from any person or any member or members.



5. LIABILITY OF MEMBERS

Liability of the members of the Association shall be limited to their membership subscription.

6. DISPOSAL OF ASSETS

The Association upon cancellation of registration as a trade organization under Trade Organization Act, 2013 shall be wound up in a manner as determined by the Federal Government.

7. ACCOUNTS

True Accounts shall be kept of the sum of money received and expended by the Association, and the manner in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions at the time and in the manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Association, shall be open to the inspection of members.

8. Firm of chartered accountants shall audit annual accounts and performances of the Association, and the report thereof shall be submitted to the Regulator along with renewal of license application.

9. AMENDMENTS.

The Association shall not rescind, amend or otherwise modify its Memorandum of Association without the prior approval of Federal Government. The Federal Government whenever it considers expedient to do so, by order in writing, may direct the Association to rescind, amend, or otherwise modify its Memorandum of Association within such period as specified in the order. The Association shall comply with such rules, regulations and instructions concerning it as may be issued by the Federal Government from time to time in the public interest.

10. REPORTING REQUIREMENTS

The Association, notwithstanding the requirements under the Companies Act, 2017 shall annually submit by 31st December, to the Regulator:

- (a) annual financial statements as approved by the Executive Committee;
- (b) plan for activities for the next year; and
- (c) a soft copy of list of members as on November 30.

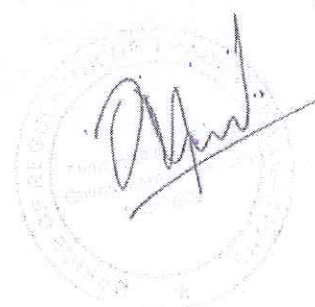
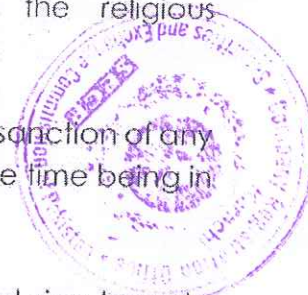




11. OTHER CONDITIONS

The Association shall be formed as a public company limited by Guarantee;

- (a) the Association shall be registered under the Companies Act, 2017 as a company with limited liability without the addition of the word "limited" to its name and on such registration shall enjoy all the privileges of a limited company and be subject to its obligations except those of:
  - i- using the word "limited" as part of its name;
  - ii- publishing its name; and
  - iii- sending list of members to the registrar
- (b) payment of remuneration for services or otherwise to its members whether holding an office in the company or not, shall be prohibited.
- (c) no change in the Memorandum and Articles of Association shall be made except with the prior approval of the Federal Government;
- (c) patronage of any government or authority, express or implied, shall not be claimed;
- (d) the Association shall not itself set up or otherwise engage in industrial and commercial activities;
- (e) the Association shall not exploit or offend the religious susceptibilities of the people.
- (f) the Association shall obtain such other approval or sanction of any authority as may be necessary under the law for the time being in force; and
- (h) the company in all its letterheads, documents and sign boards, etc, shall mention that it has been set up under section 42 of the Companies Act, 2017.



We, the several persons whose names, address, descriptions and occupations are hereunto subscribed, are desirous of being formed into an Association not for profit, in pursuance of these Memorandum and Articles of Association.

Name of Subscriber Represented by	Address	CNIC / Passport	Occupation	Signatures
Transfreight Corporation (Pvt.) Ltd., (Babar Badat)	144-B Phase VI, DHA Karachi	42301-9626346-5	Freight Forwarding Business	-Sd/-
Bashir Ahmed & Co. (Nazir Ahmed)	7-B, 4th South Street Phase-II, DHA Karachi	42301-5671238-9	"	-Sd/-
Manzoor Nazir Logistics (Manzoor Ahmed)	7-B, 4th South Street Phase-II, DHA, Karachi	42301-6393705-3	"	-Sd/-
Dynamic Shipping Agencies (Pvt.) Ltd., (Tariq Mehmood Chaudhry)	Chak 165 Murad Hasil Pur, Bahawalpur	31203-16931985	"	-Sd/-
M. R. Traders (Pvt.) Ltd., (Munir Ahmed)	D-11, G/17/9, Al-Habib Garder Clifton, Karachi	42301-4034878-7	"	-Sd/-
Interfreight Services (Yawar Badat)	92/1, Street B, DHA, Phase-VI, Khayaban-e-Sehar Karachi	42301-7794753-1	"	-Sd/-
Freight System Co. Ltd. (LLC) (Naeem Choudhry)	80-C, 24th Commercial Street Phase-II, DHA Karachi	42301-8762202-1	"	-Sd/-
Sea Trade Int'l. (Asad Ahmed)	A-18, Sector No. 11/A North, Karachi	42000-0520064-3	"	-Sd/-



CAN Logistics Services (Mohammad Asghar)	166-R, Mohammad Ali Shaheed Society, Malir Karachi	42501-1556274-3	"	-Sd/-
M. R. Logistics (Pvt.) Ltd., (Siraj Ali)	Mehboob Garden Flat No. C-7, Clifton Karachi	42301-5746900-3	"	-Sd/-
N. S. Freight Systems (Ashraf Sattar)	402, Moti Wala Apartment Molji Street Kharadar, Karachi	42301-9297665-3	"	-Sd/-
Anchor Logistics (Raza Ahmed Farooqui)	A-18, Sector 11/A North Karachi	42000-0514799-7	"	-Sd/-
Transasia Freight Systems (Abubakar Hashim)	6-26/11, Commercial Street, Phase VI, DHA, Karachi	42301-4618791-9	"	-Sd/-
ECU Line Pakistan (Pvt.) Ltd., (Khawaja Nauman)	151-P, Gulberg-III Lahore	35202-6611471-9	"	-Sd/-
Strategic Freight (Pvt.) Ltd., (Ali Mansoor)	152-B Sindhi Muslim Society Karachi	42201-0782791-9	"	-Sd/-
Int'l Forwarding Agency (Pvt.) Ltd., (S. Y. Mohajir)	R-93, Asif Nagar Block-9, F. B. Area Karachi	42101-0103951-7	"	-Sd/-
Aries Logistics (Pvt.) Ltd., (Touqir Khan Lodhi)	50-C, Archilect Housing Society P.O. Wapda Town Lahore	35202-294035-5	"	-Sd/-

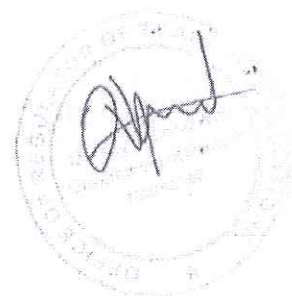


Consolidation Shipping & Log.	173-B, SMCHS	42201-2909766-3	"	-Sd/-
(Abid Ali)	Karachi			
Interline Shipping & Logistics	Lahore City	35202-9520233-1	"	-Sd/-
(Saeed Ahmed Khan)	Lahore			
Delta Cargo Services	Ansar Street, Naseer	34603-2805207-1	"	-Sd/-
(Muhammad Shakil)	Colony, Haji Pura Ban			
	Sialkot			
International Transport	20, Askari Colony	34603-3947521-3	"	-Sd/-
Organization (Pvt.) Ltd.,	Aziz Shaheed Road,			
(Afzal Deura)	Sialkot, Cantt			
Geologistics Pakistan (Pvt.) Ltd.,	41 Housing Scheme	42501-1943145-1	"	-Sd/-
(Malik Moin Ahmed)	Defence Officers Malir		"	
	Cantt, Karachi			
Xpress Agencies (Pvt.) Ltd.,	C1-443, Haroon Royal City	42000-0602315-5	"	-Sd/-
(Mohammad Azeem)	Phase-I, Block-17			
	Gulistan-e-Jauhar			
	Karachi			
Mak Cargo (Pvt.) Ltd.,	B-9, Block-F	42000-0465108-1	"	-Sd/-
(Kamran Mirza)	Gulshan-e-Jamal, Rashid			
	Mihnas Raod,			
	Karachi			
Pacific Cargo Management (Pvt.) Ltd.,	12-40, Model Colony	42201-3406723-3	"	-Sd/-
(Abdul Aleem Khan)	Liaquat Ali Khan Raod			
	Karachi			
Al-Front Log Pack Services	A-2151, Sheraton Square	42201-2582241-7	"	-Sd/-
(Muzaffar ul Mulk)	University Road			
	Karachi			



Marco Polo Freight & Shipping	4/2, Street No. 20	42301-7586476-5	"	-Sd/-
(Mian M. Arshad)	Off. Tanzeem DHA			
	Phase-V, Karachi			
G. S. M. & Co.	Zarghoon Road	54400-867425-9	"	-Sd/-
(Attaullah Mengal)	59-23/1363, Quetta			
Universal Freight Systems	50-H, PECHS	42201-7968688-3	"	-Sd/-
(Salim R. Baxamoosa)	Block-6, Karachi			
Royal Afghan Co. (Pvt.) Ltd.	174-B, Street No. 38	61101-7618543-5	"	-Sd/-
(Sirbiland Khan)	Sector F-10/1,			
	Islamabad			

Witness by : Aashat Usman Norejo  
 N. I. C. No. : 475-92-071295  
 Address : Central Hotel Avenue  
 Abdullah Haroon Road, Karachi



ARTICLES OF ASSOCIATION  
OF  
PAKISTAN INTERNATIONAL FREIGHT FORWARDERS ASSOCIATION

**1. NAME**

The name of Association Shall Be "Pakistan International freight Forwarders Association".

**2. INTERPRETATION**

a) The chapter heading shall not affect the construction hereof and in these Articles unless there is something in the subject or context inconsistent therewith and words indicating the singular number shall include the plural number and vice versa;

b) "ACT" means the Trade Organizations Act, 2013 (II of 2013);

c) "Articles" shall mean the Articles of Association of Pakistan International Freight Forwarders Association;

d) "Associate Member" means a member of a Association which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above;

e) "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, 2013;

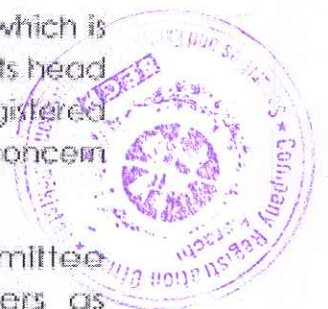
f) "Association" means the PAKISTAN INTERNATIONAL FREIGHT FORWARDERS ASSOCIATION;

g) "Business" shall mean the business of the members and shall include the business of carrying on international freight forwarding, transport and logistics;

h) "Corporate Member" means a member of the Association 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 Rs. 50 million or above;

i) "Executive Committee" means the Executive Committee of the Association which shall consist of members as detailed in Article 19 herein below;

j) "Extra Ordinary Resolution" and/or "Special Resolution" shall have the same meaning as in Section 159 of the Companies Act, 2017;





- k) "GENERAL BODY" means all members of a Association;
- l) "Member" or "Members" shall mean the proprietor, firm, company or corporation, whose application has been approved by the Executive Committee for becoming a member of the Association;
- m) "NORTHERN ZONE" means the Provinces of Punjab, Khyber Pakhtunkhwa and Federal Area;
- n) "Office" shall mean the Registered Office of the Association;
- o) "Office Bearers" shall mean and include the Chairman, Senior Vice Chairman and Vice Chairman;
- p) "Companies Act" means the "Companies Act, 2017" now in force in Pakistan
- q) "PLAN OF ACTIVITIES" means a list of proposed activities, expected financial expenditures and outcome and intended goals for the Association as provided in rule 23;
- r) "Reverse consensus" means the manner of voting whereby a proposal once submitted shall be effectively carried and become binding unless all persons eligible to vote unanimously vote against the proposed decision,
- s) "Rules" means Trade Organizations Rules, 2013
- t) "SCHEDULE" means schedule to these rules;
- u) "Secretary" means SECRETARY GENERAL of the Association.
- v) "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;
- w) "SOUTHERN ZONE" means the Provinces of Sindh and Baluchistan;
- x) "The Seal" shall mean the Common Seal adopted by and of the Association.
- y) "Year" shall mean the calendar year beginning from 1<sup>st</sup> January and ending on 31<sup>st</sup> December.

3. The Association is non-profit taking as defined in the Companies Act, 2017.





#### 4. MEMBERSHIP

The membership of an Association 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. There shall be two classes of memberships in Association:

- i A member shall be 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 Rs. 50 million or above shall be called "Corporate Member"; and
  - ii A member which is not a body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above shall be called "Associate Member".
5. Any individual, firm or company carrying on the full-fledged International Freight Forwarding business in Pakistan shall be eligible to become a member of this Association. No individual or firm or company, subject to Article 9 & 10 hereinafter, will be entitled to have more than one membership in the Association.
6. Admission to membership of this Association, whether of an individual, firm, company or corporation, shall be made by the Executive Committee on application by the candidate/applicant. A candidate/applicant for admission in the Association shall be proposed by one and seconded by another existing Member. The application for membership of every such candidate/applicant shall be in writing, signed by or on behalf of the candidate/applicant and addressed to the Association. The application shall be made before the Executive Committee in such terms as the Association may require and also be signed by the proposer and seconder and shall state the name, address, national identity or passport number, nationality and the business of the individual partners and directors thereof if any. The membership of the Association shall be for a period of one year, and shall be renewable on furnishing proof of filing of a return of income for the latest preceding assessment year by the member, whether individual, firm or company. However, Companies/Concerns established after 30-6-1994 shall be exempt from payment of income tax or if their income falls below the taxable limit will be allowed to produce exemption certificate or copy of tax coupons etc in lieu of filing of return of income statement.

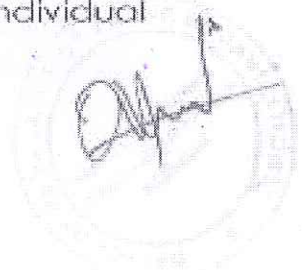
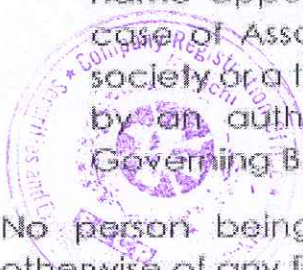




7. No candidate/applicant shall be admitted to the membership of the Association unless he or it, as the case may be, is elected by a simple majority of the members of the Executive Committee present and voting at its meeting. The Executive Committee shall have the power to grant or reject an application for membership of the Association at its discretion. In case of rejection of application, a fresh application can be made after an expiry of six months from the date the first application was rejected. In case of rejection of application for membership, the admission fee and annual subscription paid by the applicant shall be refunded.
8. Any firm, company or corporation eligible to membership may become a member in its conventional or corporate name and in such cases the rights and privileges of membership shall only be exercised by a person duly authorized in writing by the member for this purpose:

Provided that:

- (i) for each act of exercising the rights and privileges for membership the representative shall have only one vote, and
  - (ii) not more than two representatives of the member-firm shall be entitled to attend the meeting and take part in the proceedings except in voting, which right shall be exercised by only one authorized representative.
  - (iii) 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 multi-national company shall be entitled to cast his/her vote at the time of election only if his or her name has already been registered with the SECRETARY GENERAL and his name appears on the list of voters. However, in the case of Associated Bodies, Association of persons, a society or a trust etc., the member may be represented by an authorized person who is a member of its Governing Body.
9. No person being a partner, joint proprietor, officer or otherwise of any firm, company or corporation which is itself a member in its conventional or corporate name shall be eligible for membership of the Association as an individual member in his own right.





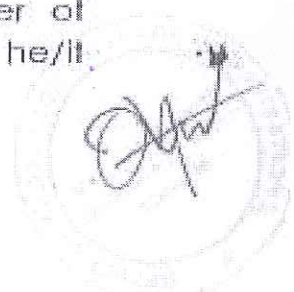
## 10. MEMBERSHIP FEES

- a) the following shall be the admission fee and annual subscription and shall be payable along with the membership application:

Admission Fee	Annual Subscription
Rs. 13,000.00	Rs. 18,000.00

- b) The admission fee shall not, in any circumstances, be refundable to a member or a candidate and in the event of the application of any candidate not being accepted; only the annual subscription paid by him shall be refunded.
- c) Annual subscription for the subsequent years shall become payable on the first day of March each year to be settled within 31 days, failing which membership shall become suspended. A suspended member under this Regulation can get himself removed from suspended list by paying his due annual subscription, along with a surcharge equivalent to 10% of the rate of annual subscription applicable to this category, by the thirty first day of December of the same year.
- d) If a member fails to pay the due annual subscription by the thirty first day of March of the same year, he shall cease to be a member, but shall be eligible for restoration of membership by paying full admission fee applicable to his category afresh along with the full amount of his annual subscription(s) to be computed from the date it became payable after the expiry of period for which the subscription was last paid by him.
- e) If a person is admitted as a member for the first time before the expiry of half year, he shall pay the full amount of subscription applicable to his category of membership, and in other case, he shall pay subscription for the half year only.

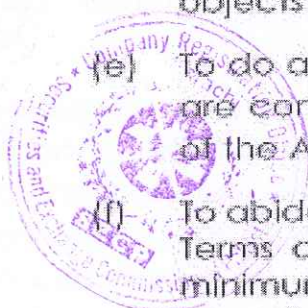
11. When a candidate has been duly admitted in accordance with Article 7 hereof, the Association shall forthwith send to such a candidate at the address in the application for membership a request for payment of the entrance fee and subscription due under Article 10 hereof. Upon payment of such entrance fee and subscription, the elected candidate's name shall be entered in the Register of Members of the Association and, on being so entered, he/it shall become a member of the Association.





## 12. RIGHTS AND DUTIES OF A MEMBER

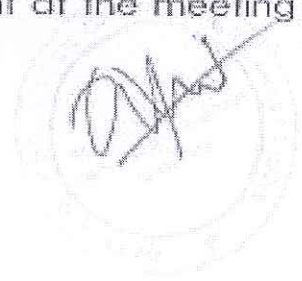
- (I) The member shall have the following rights:
- (a) To take part according to these Articles, rules and regulations in the activities of the Association.
  - (b) To have advantage of all information permissible and available with the Association.
  - (c) To participate according to the rules and regulations of the Association in all privileges and benefits secured for the Association as a body corporate.
  - (d) To avail the protection, promotion and development of the business in accordance with the Memorandum of Association.
- (II) The members shall perform the following duties:-
- (a) To make every effort to carry out the aims and objects of the Association as laid down in the Memorandum of Association.
  - (b) To act upon and carry out all the provisions of these Articles and rules and regulations of the Association.
  - (c) To bring to the notice of the Association and the Office Bearers concerned any act or matter likely to cause loss to any member or members of the Association.
  - (d) To report to the Association and its Office Bearers any information considered necessary for promoting and / or achieving the aims and objects of the Association.
  - (e) To do all such acts and deeds at all times, which are considered to be rational and in the interest of the Association.
  - (f) To abide by any rules, bye-laws, Standard Trading Terms and Conditions, Codes of Conduct, and minimum trading qualifications for that may be prescribed by the Executive Committee under Article 35.





### 13. DISQUALIFICATION OF MEMBER

- (1) A member shall be deemed to be disqualified and his membership may, at the discretion of the Executive Committee to cease if he, she or it;
- (a) Fails to pay his subscription for a period of two months from the date it falls due. The Executive Committee may, in case of very special circumstances, extended the grace period for a further period not exceeding a total of three months from the due date.
  - (b) Is insolvent or adjudged by competent court of law or to be of unsound mind or if he is convicted or an offense involving moral turpitude.
  - (c) Violates or contravenes any of the aims and objects of the Association.
  - (d) Engages in unethical business practices or acting in a manner prejudicial to the interest of the Association.
  - (e) Ceases or wind-up Freight Forwarding business; he or she cannot be a member of the Association and his/her membership will be struck off from the date he/she ceases or wind-up his/her business.
  - (f) Behaves in a manner either personally or commercially that could possibly cause so as to bring the Association into disrepute.
  - (g) Terminates or winds-up the business. In such event he/she or it ceases to be a member of the Association and his/her or its membership will be struck off from the date he/she or it ceases or winds-up his/her or its business.
  - (h) Renounces the membership by notice in writing to the Executive Committee of the Association.
  - (i) Is deemed to be unfit by the Executive Committee for any reason as decided by the Executive Committee.
- (2) A Member may be disqualified and removed pursuant to article 13(1) above from the membership by a majority decision of the Executive Committee. If any person is aggrieved of such an action taken by the Executive Committee then he/she may appeal the matter to the Founding Members who shall consider the appeal and decide the same by a majority decision. The member whose name is to be removed shall be informed of the proposal, at least 7 days before the date of the meeting of the Executive Committee at which the decision of such removal is to be taken by a notice in writing, delivered at his last known place of business to enable him to be present at the meeting and to defend himself personally.





- [3] A Member who has resigned or been expelled or has otherwise ceased to be a member, shall remain liable to pay all dues to the Association until his resignation becomes effective, or he/she is expelled or has otherwise ceased to be a member and shall not be entitled to refund of any money paid to the Association by way of subscription or admission fees. The name of the member who has resigned or been expelled or has otherwise ceased to be a member, shall be struck off the Register.

#### 14. RESTORATION OF MEMBERSHIP

A member whose name has been struck off the Register due to resignation or non-payment of fees shall be entitled for re-enrollment on payment of admission fee afresh and all arrears outstanding against him. Provided that a member expelled from the Association under sub-article 13(1)(d) hereof shall not be readmitted before the expiry of one year from the date of expulsion.

#### 15. CHANGE IN THE FIRM NAME/NAME OF BUSINESS

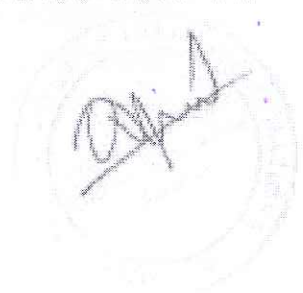
Any firm being a member of this Association shall have on the changing of the firm's name to put a fresh application for Membership in which case no membership fee shall be charged provided the applicant has accepted the assets and liabilities of the original firm. The Executive Committee will be competent to decide such case on merit whose decision shall be final and binding.

#### 16. FUNDS OF THE ASSOCIATION

The funds of the Association shall comprise of Admission Fee and Annual Subscription, gifts, donations, and other contributions. The Admission Fee and the Annual Subscription shall be payable by the members of the Association.

#### 17. OPERATION OF ACCOUNTS

All the money of the Association shall be deposited in an approved scheduled bank. The bank account of the Association shall be operated by the SECRETARY GENERAL and the Chairman (or the Chairman's nominee from the Executive Committee) jointly.

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## 18. ORGANIZATIONAL SETUP OF THE ASSOCIATION

The Registered Office of the Association shall be located at Karachi. The Association shall have two zonal offices comprising as follows:-

- a) Southern (representing the Provinces of Sindh and Baluchistan)
- b) Northern (representing the Provinces of Punjab, Khyber Pakhtunkhwa and Federal Area)

## 19. COMPOSITION OF EXECUTIVE COMMITTEE

The Executive Committee shall consist of a Chairman, a Senior Vice Chairman, a Vice Chairman and members, all of whom shall be members of the Association. Provided that Chairman and Senior Vice Chairman of the association shall not be from the same Province.

Chairman..... One  
Senior Vice Chairman..... One  
Vice Chairman..... One  
Executive Members..... Thirteen  
Women entrepreneurs..... Two  
Total..... Eighteen

- a) The Executive Committee Members (including the Chairman Senior Vice Chairman and Vice-Chairman) shall be composed in the following manner:

Southern Zone: Ten

Northern Zone: Six (At least one from Sialkot)

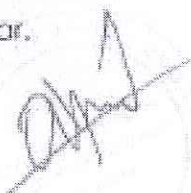
Women: Two (One each from Corporate and Associate Class)

- b) The first Chairman and first Vice Chairman shall hold office for two years.
- c) The first Executive Committee shall hold office for two years.
- d) The Executive Committee may appoint advisors to the Executive Committee from the Ministry of Commerce or such other Ministries or departments of the Federal Government as it deems fit. The role of such advisors shall be to advise the Executive Committee and provide their input to the Association on its activities and the Freight Forwarding Industry in general.





20. The General Body constituted under sub-rule (3) of Rule-21, in addition to the functions and responsibilities assigned to it in the Memorandum and Articles of Association shall, subject to the provisions of clause (c) of sub-rule (5) of Rule-21 and sub-section (7) of section 10 of the Act, serve as the electoral college for election of members of Executive Committee, except for the seats reserved for women for which the electoral college shall be the Executive Committee.
21. The Executive Committee of all trade organizations, except Federation, shall comprise persons elected by the General Body from amongst its members, subject to the following namely:-
- I. There shall be a minimum of ten and maximum of thirty seats of Executive Committee.
  - II. At least fifty percent of the members of Executive Committee shall be from the corporate class.
  - III. The electorate college for each class of members of Executive Committee shall be the members of General Body from the respective class.
  - IV. In addition to the seats provided in clause 19(a) above, the Immediate Past President or, as the case may be, the Chairman of a trade organization shall be an ex-officio member of the Executive Committee without voting right.
22. In case of a Chamber, Association and Town Association in addition to the number of seats in sub-rule (5) of Rule-21, there shall be two seats of Executive Committee reserved for women entrepreneurs for which the Electoral College shall be the Executive Committee.
23. If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with members from other category.
- Provided that any seats remaining vacant in any category shall not be counted towards determination of quorum.
24. In any trade organization where the General Body comprises at least fifty percent members of Associate Class, there shall be rotation of office of President and, as the case may be, the Chairman between the Associate and Corporate Members.
25. Where there is rotation of office of President under sub-rule (9) of Rule-21, the President and Senior Vice President or Chairman and, as the case may be, the Senior Vice-Chairman shall not be from the same class of members provided in sub-rule (7) of rule 11.
26. The office bearer of a trade organization shall be elected by the executive committee from amongst its members.
27. The tenure of all elected office bearers shall be one year.





28. The tenure of members of Executive Committee as provided in sub-rule (5) and (6) of Rule-21 shall be two years subject to the following:

- i. Fifty percent members of Executive Committee shall retire every year; and
- ii. After the first election of Executive Committee under the Act, a draw shall be made to determine the fifty percent members who shall retire after expiry of first year.

29. The tenure of office bearers of Executive Committee as provided in sub-rule (12) of Rule-21 shall be one year.

30. On completion of the term, office bearers and members of Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the trade organization for the next one year.

31. APPOINTMENT OF ELECTION COMMISSION

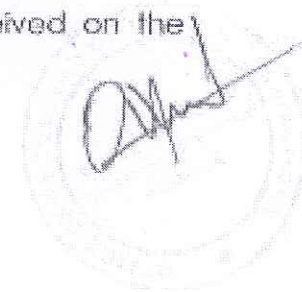
Simultaneously with the approval of the election schedule as provided in rule 14, the Executive Committee of the trade organization shall appoint an Election Commission subject to the following conditions, namely:-

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

32. 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 objections as provided in sub-rule (3) of Rule-18;
- c: examination of and decision on the objections received on the voters' list as provided in sub-rule (6) of Rule-18; and





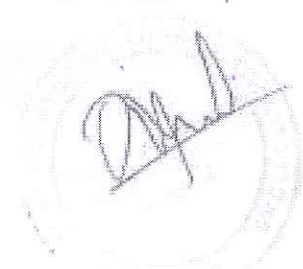
- d: supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, fair and transparent manner in accordance with the provisions of the Memorandum and Articles of Association and instructions of the Federal Government or the Regulator in this regard; and
- e: counting of votes and announcement of results.

### 33. ELECTION PROCEDURE

- (1) The election of the trade organization shall be conducted according to the procedure laid down in the respective articles of association subject to the following:—
  - a- the election of the members of Executive Committee and 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 the trade organization:

Provided that where for want of space in the office premises it is not possible to establish the polling booths, the polling shall be held in a public place such as a community hall or hotel.

- (2) Within three days of the announcement of the election schedule 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 trade organization shall display, within seven days of the announcement of election schedule, the provisional 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 the trade organization; and
  - b- the website of the trade organization.
- (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 shall, within five days from receipt of objections under sub-rule (4) of Rule-18, intimate action on the objections or changes, if any.

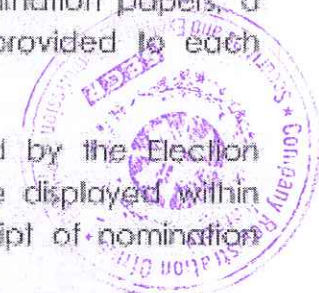
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- (6) Any person aggrieved by the decision of the Secretary General may, within three days of receipt of decision, make a representation to the Election Commission which shall decide the representation within three days.
- (7) Any person, aggrieved by the decision of the Election Commission or in case Election Commission fails to decide the representation within the period provided in sub-rule (6) of Rule-18, may, within three days of decision by the Election Commission or, as the case may be, on expiry of the limitation of the Election Commission under sub rule (6) of Rule-18, make an appeal to the Regulator who shall decide the appeal within ten days and his decision in this regard shall be final,
- (8) Within two days of the decision of the Regulator the final voters' list shall be:
- a) displayed at the notice board of the head office and regional offices of the trade organization;
  - b) displayed at website of the trade organization; and
  - c) submitted to the Regulator;

Provided that if no appeal has been filed to the Regulator the final list of voters shall be displayed within fifteen days of the decision of the Election Commission under sub-rule (6) of Rule-18.

- (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,
- (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 Election 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) Within two days of decision of the Election Commission or in case the Election Commission fails to decide within the stipulated time provided in sub-rule (12) of Rule-18, any candidate, aggrieved by the decision of the Election Commission or, as the case may be, on expiry of limitation of Election Commission under sub rule (12) of Rule-18, may file an appeal to the Regulator, who shall decide within seven days and his decision in this regard shall be final.

(14) Within two days of the decision of the Regulator the Election Commission shall issue the final list of candidates:

Provided that if no appeal has been filed to the Regulator, final list of candidates shall be issued within eleven days of the decision of the Election Commission under sub-rule (12) of Rule-18.

(15) Within five days of display of final list of candidates, the polling for election of members of Executive Committee shall be held.

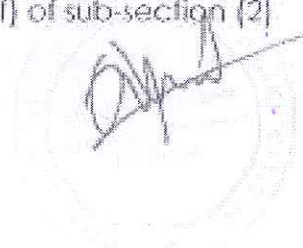
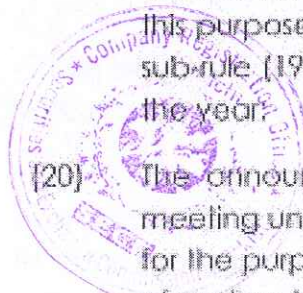
(16) Within two days of the polling as provided in sub-rule (15) of Rule-18, any person elected as member of Executive Committee, shall send, to the Election Commission for election as an office-bearer, his nomination duly proposed and seconded by an elected Executive Committee's member and signed by the candidate.

(17) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.

(18) Within two days of display of final list of candidates, the polling for election of office-bearers shall be held.

(19) The final result of the election of members of Executive Committee and office-bearers shall be officially announced at the annual general meeting of the trade organization called for this purpose within fifteen days of the date of polling under the sub-rule (19) of Rule-18 but not later than the 30<sup>th</sup> September of the year.

(20) The announcement of election results in the annual general meeting under sub-rule (19) of Rule-18 shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (2) of section 14 of the Act.





[21] 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 the trade organization within two days;
- b) displayed at the website of the trade organization within two days; and
- c) submitted to the Regulator within seven days.

#### 34. 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 computerized national identity card, original identity card issued by the trade organization, passport and driving licence. The polling officer shall, on the counterfoil, enter the number of identification document.
- (3) After satisfying himself with regard to identity of the voter, 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 the trade organization duly authorized by the Election 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 his vote 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 Election 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 Election 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 Election Commission or any officer designated by the Election Commission and the Secretary General and shall be handed over to the Secretary General for safe custody.
- (15) Upon an application made in this behalf by the candidates within seven days of the date of polling and with approval of the Regulator, record of the elections shall be opened for inspection by the applicant in presence of the Election Commission.

The elections will be conducted strictly according to the rules as contained in Trade Organizations Rules 2013.

If any provision of this Memorandum and Article of Association is in conflict with the provisions made in Trade Organization Act 2013 and rule made there under, the later shall prevail.

### **35. TERM OF THE OFFICE BEARERS AND EXECUTIVE COMMITTEE**

The Executive Committee of the Association shall be the main governing body for the whole Association. It shall cause to be carried out and executed all policies, programs and resolutions formulated and enunciated by the General Body of the Association or by itself in accordance with the rules and regulations in force.

The tenure of members of Executive Committee shall be two years subject to the following:

- i. Fifty per cent members of the Executive Committee shall retire every year;
- ii. After the first election of the Executive Committee under the Act a draw shall be made to determine the fifty per cent members who shall retire after expiry of first year.





### 36. FILING OF RETURNS

Accounting year of the Association will be closed on 30<sup>th</sup> June each year and its financial statements duly audited by a Chartered Accountant alongwith a list of members as on the 30<sup>th</sup> of September shall be furnished by the Association to the Regulator, on or before the 31<sup>st</sup> day of December every year.

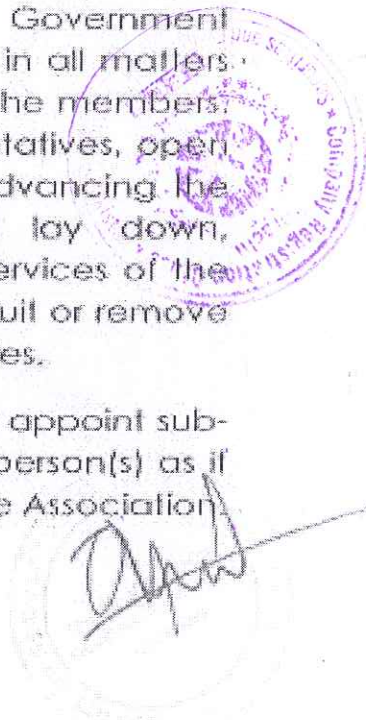
### 37. GENERAL BODY OF THE ASSOCIATION

- a) The General Body of the Association shall be the supreme body of the Association. It shall have overall powers and control over the whole Association.
- b) All representatives, members, committees and officers of the Association shall be ultimately responsible and answerable to the General Body of the Association.
- c) The General Body will meet at least once a year.

### 38. POWERS OF EXECUTIVE COMMITTEE OF THE ASSOCIATION

The Executive Committee of the Association shall have the following powers:

- a) The Executive Committee of the Association shall be the main governing body for the whole Association. It shall carry out and execute all policies, programs and resolutions formulated and enunciated by the General Body of the Association, the Founding Members or by itself in accordance with the rules and regulations in force.
- b) The Executive Committee shall discuss, deal, negotiate, and communicate with the Government authorities and/or private, or individuals in all matters concerning or affecting the business of the members. It shall have powers to appoint representatives, open branches or other activities aimed at advancing the objects of the Association. It shall lay down, determining and enforce terms of the services of the staff and fix their remunerations and recruit or remove them from service in accordance with rules.
- c) It shall have the power to constitute and appoint sub-committees, advisors and appoint such person(s) as it deems appropriate for the purposes of the Association.



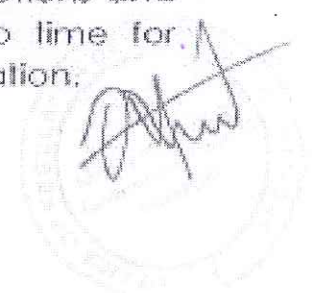
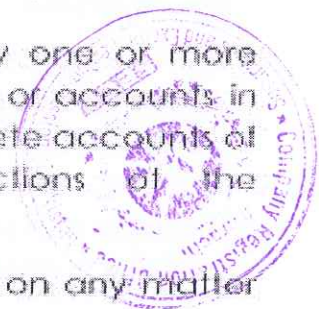
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- d) It shall have powers to sanction expenditure and when necessary, also collect funds for any purpose within the terms of the Memorandum and Articles of Association.
- e) The Chairman of the Association shall have power to incur expenditure upto the limit of Rs. 100,000/= without the approval of Executive Committee beyond this limit approval of Executive Committee is necessary.
- f) It shall have power to issue or cause to be issue instructions, directives and advice to members, or other officers of the Association on various matters. It shall guide and control the activities of the organization in all matters. It shall do all that may be incidental to its duties, and of help in the promotion and development of the trade, and the economic progress of the country, within the preview of the Memorandum and Articles of Association.
- g) It shall also have authority to frame rules and regulations in consonance with the Memorandum and Articles of Association. It may also add, alter improve and repeal regulations and bye-laws of the Association.
- h) To make such arrangements as are considered necessary for the election of the new Executive Committee and its Chairman.
- i) To continue and manage the affairs of the Association until the next properly constituted Committee can take over in accordance with the provisions of these articles.
- j) To look after and manage all property, movable and immovable held by the Association.
- k) To delegate any of its powers to any Standing Committee or Sub-Committee.
- l) To keep or cause to be kept by any one or more persons appointed by it, proper books or accounts in which shall be entered true and complete accounts of the monetary affairs and transactions of the Association.
- m) To present the view of the Association on any matter relating to the objects of the Association.
- n) To nominate members to represent the Association on non-political public bodies.
- o) To raise funds by collecting ad hoc subscriptions and donations from the member from time to time for meeting any emergent needs of the Association.





- p) To defray expenses, subject to availability of funds, of delegates selected and deputed by the Association to represent it at conferences in Pakistan and abroad.
- q) To commence, institute, prosecute and defend all such actions and/or suits on behalf of the Association as may be deemed necessary or expedient and to compromise or subject to Arbitration any action, suit, dispute or difference.
- r) To adopt and take such measures, not inconsistent with the Memorandum of Association or these Articles, as may from time to time be considered necessary for the achievement of the aim and objects of the Association.
- s) The Executive Committee of the Association shall have powers to frame rules and bye-laws for elections and also lay down procedure for the same.
- t) To frame rules, bye-laws, Standard Trading Terms and Conditions, Codes of Conduct, and minimum trading qualifications for the Members of the Association, this shall be binding on all Members.

#### 39. POWERS & DUTIES OF CHAIRMAN

The Chairman will exercise the following powers and duties:

- a) To preside at the meetings of the Committee and / or meetings of the General Body.
- b) To control and maintain decorum and discipline of the meetings.
- c) To look after and supervise the working and activities of the Association.
- d) To use his casting vote in case of equality of votes.
- e) To give precedence to any item of the Agenda and to give rulings on points that may be treated in meetings.
- f) To direct the Secretary General to call general meetings.
- g) To adjourn or disperse unruly and undisciplined meetings.
- h) To lead delegations and deputations AND GENERALLY he shall have such powers and duties as may be incidental to the office of the Chairman.

40. In the absence of the Chairman, Senior Vice Chairman or Vice-Chairman shall exercise all the powers of the Chairman and discharge the duties in relation to the Association and the Executive Committee.

#### 41. MANAGEMENT

- (1) A trade organization shall appoint a Secretary General through a human resources committee formed by the Executive Committee and shall consist of three members of the Executive Committee.





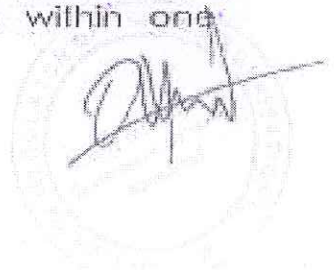
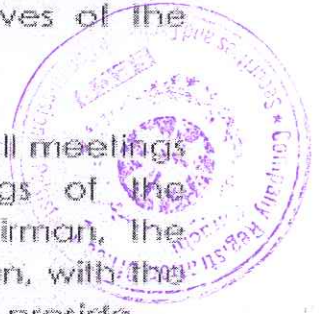
- (2) The Secretary General shall be in charge of Secretariat of the trade organization, who shall exercise his powers and perform his functions under the Act, the Companies Act, 2017 and rules made thereunder and the Memorandum and Articles of Association of the trade organization.
- (3) The signatures of the secretary general shall be mandatory for operation of all the single or jointly operated bank accounts of the trade organization.
- (4) The termination of services of the Secretary General shall be through a resolution of the Executive Committee.
- (5) Any management employees who shall report directly to the Secretary General alone shall be appointed jointly by the Secretary General and the human resources committee.
- (6) Any other staff or professional management shall be appointed through a process to be defined in the trade organization's human resource policy.

#### 42. MEETING

- (a) The business of the Association in formulating policy shall be carried on by the Executive Committee of the Association as decided by a majority of votes.
- (b) In case of a deadlock in the Executive Committee, the Chairman shall have a casting or deciding vote.
- (c) A meeting of the Founding Members and/or Members may take place at such times as the Executive Committee or Chairman may deem appropriate for the furtherance of the aims and objectives of the Association.

#### 43. PROCEEDING OF MEETINGS

- (a) The Chairman, if present, shall preside at all meetings of the Association and at all meetings of the Committee. In the absence of the Chairman, the Senior Vice Chairman or the Vice Chairman, with the prior written approval of the Chairman shall preside.
- (b) In the event of the office of any Senior Vice Chairman or Vice Chairman falls vacant, the vacancy shall be filled amongst the Executive Members within one month.





Bye elections for the vacancy shall be conducted to fill in the above mentioned vacancy within two months of the office having fallen vacant. Five members shall form the quorum for meetings of the Executive Committee. One-third Members shall form the quorum for meetings of the Members. In the case of equality of voters, the Chairman shall have a second or casting vote.

#### 44. GENERAL MEETINGS

- i) An annual General Meeting shall be held once a year for the purpose of:
  - a) Receiving Report and Audited Account of the Association for the year ending the previous 30<sup>th</sup> June,
  - b) Discussing and deciding all matters concerned with the management business or object of the Association.
  - c) Appointment of Auditors and fixing their remuneration.
  - d) Announcement of the result of the preceding election of Executive Committee and Office Bearers.
  - e) Approval of budget for the next year.
- ii) Annual General Meeting shall have power to adjourn to another date to be then fixed for the purpose of deciding such proposition as may remain undetermined.
- iii) At an Annual General Meeting, the presence of one-third of the Members in person shall be necessary to form a quorum; should such number not be present, the meeting shall be adjourned to such date as the majority of those present may fix.
- iv) The notice of the date of adjourned meeting shall be given forthwith to all members who were sent notice of the meeting. The quorum is not necessary for the adjourned meeting.



The majority at the Annual General Meeting or at any adjourned meeting shall consist of simple majority. In case of equal number of votes, the Chairman shall have the second or casting vote.





vi) The Committee shall cause the date of the Annual General meeting to be advertised at least 40 days before the date of such meeting, and any proposition to be laid before the meeting under this sub-article must be sent to the SECRETARY GENERAL 25 days before the date of the meeting.

vii) The Committee shall send to each member paying the subscription in accordance with the Rules, at least 21 days' notice before the Annual General Meeting, a copy of the report and audited accounts of the affairs of the Association for the year ending the previous 30<sup>th</sup> June and also agenda of the meeting. In case of adjourned meeting, a notice of at least 7 days will be necessary.

45. All resolutions shall be adopted by the simple majority vote of members present in the meeting.

46. SPECIAL, ORDINARY OR EXTRA ORDINARY GENERAL MEETINGS OF THE GENERAL BODY

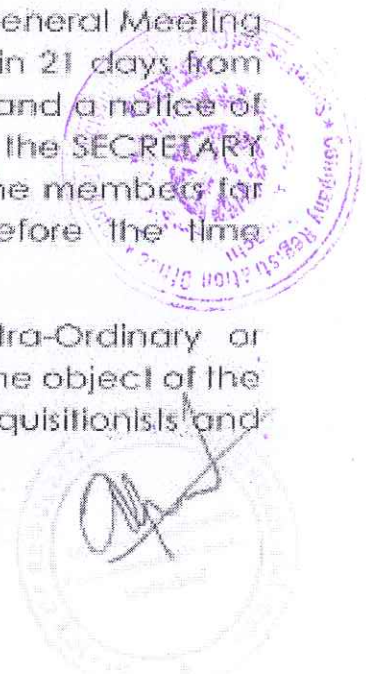
All meetings of the general body other than the Annual General Meeting shall be called Ordinary, or Special General Meeting and shall be held at any time and any place as the Executive Committee may deem fit and convenient for the disposal of the business of Association.

47. MEETING REQUISITION

An Ordinary, Extra Ordinary, Special Meeting can also be held on a requisition signed by one fifth of the total number of members of the Association specifying clearly the business desired to be transacted.

a) The Secretary, upon receipt of such requisition made in writing by at least one fifth of the Members, shall convene an Ordinary, Extra Ordinary General Meeting and such 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 the SECRETARY GENERAL shall be circulated among the members for their information at least 14 days before the time appointed.

b) Any requisition for any Ordinary, Extra-Ordinary or Special General Meeting shall express the object of the meeting and must be signed by the requisitionists and should be sent to the Secretary.





#### 48. QUORUM

One-third of the members of the General Body present in person or by proxy, and qualified for the time being, will form the quorum for the Annual General or Ordinary, Extra-Ordinary or Special General Meeting and no business shall be transacted at such meeting unless there be a quorum. This quorum requirement will also apply for Ordinary, Extra-Ordinary or Special Meeting of the Executive Committee.

#### 49. CONDUCT OF BUSINESS

- a) The Chairman of the Association shall preside over every General Meeting of the Association and in his absence one of the Senior Vice Chairman or Vice Chairman, with the written approval of the Chairman, shall preside over such meeting.
- b) The Chairman, with consent of the members present, may 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.

#### 50. THE GENERAL BODY

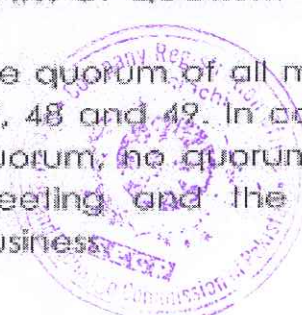
- a) In emergencies the Chairman of the Executive Committee may call an emergency meeting of the General Body with 7 days notice in advance.
- b) The quorum for such meetings shall be one-third of the General Body present.

#### 51. EXECUTIVE COMMITTEE MEETINGS

These may be called by the SECRETARY GENERAL at the instance of the Chairman or any two ordinary members of the Executive Committee or the SECRETARY GENERAL himself in consultation with the Chairman. The Executive Committee shall hold at least one meeting every two months.

#### 52. WANT OF QUORUM

The quorum of all meetings shall be as provided in Articles 47, 48 and 49. In case a meeting is adjourned for want of quorum, no quorum shall be necessary for the adjourned meeting and the members present shall transact the business.





**53. VACANCIES**

In the event of any Office Bearer, or member of the Executive Committee vacating his office at any time during the year, the vacant office shall be filled up by the Executive Committee within 30 days of the vacancy by co-option. Office Bearers so co-opted shall be entitled to hold office till the next elections and shall belong to the same class of membership to which the outgoing Office Bearer belonged.

- 54.** The Office of a member of the Executive Committee shall be vacated if he remains absent from three consecutive meetings of the Executive Committee so for a continuous period of three months which so ever is longer, without leave or permission from the Executive Committee.

- 55.** In the event of any Office Bearer or member of the Executive Committee going on leave for a period exceeding three months, the Executive Committee may co-opt a substitute in his place to act for the period of the leave.

**56. NOTICES**

(a) Notice of the meeting of the Association with a statement of the business to be transacted at the meeting shall be sent to every member UNDER POSTAL CERTIFICATE as hereinafter provided, but the accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceeding of any meeting.

b) Any member present in person be entitled to demand a poll.

c) Any member whose name is entered in the register of members of the Association shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

- 57.** It shall be obligatory upon every member to notify any change of his address so that the same may be noted in the register of members. In the absence of such intimation, a notice sent to the address last noted in the register of members shall be deemed good.

**58. MISCELLANEOUS**

At the time of election of the Executive Committee, if any member raises a dispute or challenges the election of any other member the Chairman of the meeting shall decide the matter there and then at the time of election of the Executive Committee.





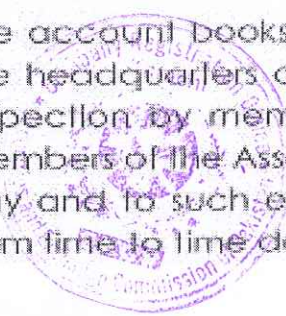
If it is found that two or more members have secured equal number of voters, the Chairman of the meeting shall draw lots in respect of all such members and first ones to be picked through the lots to make up the number required shall be deemed to be elected.

59. The Executive Committee shall keep or cause to keep records and proper books of accounts in which shall be entered full, true and complete accounts of the affairs and transaction of the Association which will include Inter alia the followings:-

- a) Minute Books for meeting of the Members of the Association.
- b) Minute Books for meetings of the Executive Committee and other Committees.
- c) Register of member correctly showing their addresses (including names of their representatives)
- d) A register of member of the Executive Committee from time to time showing the names, addresses and occupation of members.
- e) True account shall be kept of sums of money received and spent by the Association and the matter in respect of which such receipts and expenditure takes place, and the properly credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Association, shall be open to inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the Balance Sheet ascertained by a qualified Auditor.

#### 60. BOOKS AND INSPECTION

The account books and other documents shall be kept at the headquarters of the Association and shall be open to inspection by members of the Executive Committee and members of the Association, at such time or times during the day and to such extent as the Executive Committee may from time to time determine.





The Executive Committee and the Chairman shall, in respect of the Executive Committee, have right to refuse inspection of any documents which at the time, in its/his opinion, it likely to prejudice the interests of the Association, Reasons for such refusal shall be given in writing and the aggrieved party may appeal to the Chairman on the subject and decision of the Chairman shall be final.

**61. MANAGEMENT OF PROPERTY**

All property of the Association whether belonging to it or held by it in trust, shall unless otherwise provided by any instrument of trust vest in the Association and in case of any Bill, Note, negotiable Instrument of whatsoever nature, Agreement Bond, Indemnity Debentures and generally any other deed or document of whatsoever nature, the same shall be deemed to have been duly executed, accepted, admitted, endorsed and completed on behalf of the Association if signed by the Chairman and SECRETARY GENERAL or in their absence by any two more members appointed for the purpose by Executive Committee.

**62. SEAL OF THE ASSOCIATION**

The Association shall have a common seal which shall not be affixed to any instrument or document except by the authority of a resolution of the Executive Committee or in the absence of such resolution by the Chairman for purposes of the day to day running of the Association.

**63. INDEMNITY**

Every office or agent for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application under the act in which relief is granted to him by the court.

**64. COPIES OF MEMORANDUM AND ARTICLES**

The Memorandum of Association and these Articles shall be kept with the records of the Association. Printed copies of the same shall be supplied to all the members on application, free of charge. 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 present at the annual general meeting or an extra ordinary meeting conveyed by a notice issued at least twenty-one days before the holding of the said meeting and in which all the terms of the proposed alteration shall have been clearly set forth.





#### 65. ANNUAL REPORT

The Executive Committee shall, at end of its term of the office, prepare and/or publish under signature of the SECRETARY GENERAL a report of the work done and the progress made by the Association during the Executive Committee's tenure of office. The report shall be placed before the Annual General Meeting for consideration and adoption and shall be published if so resolved by the Executive Committee for general information of members and the public in which case copies thereof shall be supplied to members gratis or on payment of such sum as the Committee may fix.

#### 66. WINDING UP

- (a) The association shall be wound up voluntarily whenever a special resolution is passed requiring the association to be wound up and should there remain after satisfaction of all its debts and liabilities and surplus property whatsoever, the same shall not be paid or distributed amongst the members of the association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association at an Extra General Meeting convened for the purpose.
- (b) Notwithstanding anything laid down in sub-article (a) above the provisions of the Companies Act, 2017 as amended from time to time, regarding the winding up or dissolution of Association registered under section 26 of the Companies Act, 2017 shall apply to the winding up or dissolution of Association.

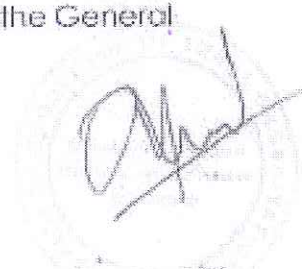
#### 67. BORROWING POWERS

The Association may exercise all the powers to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation.

#### 68. WEBSITE

The Association shall within one year from the date of grant of license create and maintain a website which shall include all relevant information regarding the Association.

- (a) Up-to-date list of office bearers with contact details, Executive Committee members, management and members of the General Body;

A handwritten signature in black ink is written over a circular purple stamp. The stamp contains the text "Company Registration" and "Karachi" around the perimeter, with some illegible text in the center.



- (b) Memorandum and Articles of Association as well as bye-laws, if any;
- (c) Plan of activities and statement of vision;
- (d) Schedule of Executive Committee meetings and minutes of such meetings; and
- (e) Schedule of Elections, voters' list and election results during the election period as provided in The Rules of Trade Organizations Act, 2013 clause (c) of sub-rule (2) of rule 14 and clause (b) of sub-rule (3) and clause (b) of sub-rule (8) of rule 18.

**69. PLAN OF ACTIVITIES AND PERFORMANCE REVIEW**

- (1) The Association shall prepare a three year plan of activities which shall be approved by the Executive Committee following distribution amongst its members and over among other matters the proposed future activities, finances and outcome of such activities intended by the Association during the said three year period.
- (2) The Association shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of the Association to include but not be limited to minutes of meetings and the Association's plan of activities.

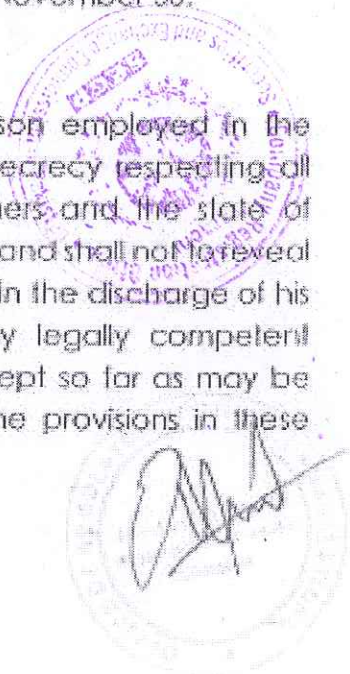
**70. REPORTING REQUIREMENT**

Notwithstanding the requirements under the Companies Act, 2017 the Association shall annually submit by 31st December, to the Regulator:

- (a) Annual financial statements as approved by the Executive Committee and prepared by auditors;
- (b) Plan of activities for the next year
- (c) A soft and hard copy of list of members as on November 30.

**71. CONFIDENTIALITY**

Every officer, servant, accountant or other person employed in the business of the company shall observe a strict secrecy respecting all transactions of the Association with the customers and the state of accounts with individuals, matters relating thereto and shall not reveal any of the matters which come to his knowledge in the discharge of his duties except when required to do so by any legally competent authority, quasi-judicial or judicial order and except so far as may be necessary in order to Association with any of the provisions in these presents contained.





Moreover, all members, office bearers and members of the Central Executive Committee shall communicate in confidence and maintain confidentiality of their transactions and communications as privileged communication between the members, office bearer and the Central Executive Committee of the Association. That it shall be the duty of the office bearers, the members of the Central Executive Committee to maintain a private mailing list for dissemination of information about the Association and information regarding Association business and matters incidental and related thereto and all such information shall be privileged and confidential between the Association, its office bearers, the Central Executive Committee, its members and recipients. The Central Executive Committee or the Chairman may, if deemed fit, disseminate such information as non-confidential and not privileged by stating in such communication that the information is non-confidential and not privileged.

## 72. ARBITRATION

- (a) The Executive Committee will prepare a list of recommended arbitrators every year so that members may refer any dispute between themselves. In case of two arbitrators disagreeing, the arbitrators shall appoint an Umpire out of the remaining members of the panel. The award of the arbitrators or the Umpire shall be final and binding on the parties to the dispute. In case of difference between the parties against the decision of the arbitrators the matter will be placed before the International Federation of Freight Forwarders Associations (FIATA) whose decision will be final.
- (b) Notwithstanding the preceding sub-article, the Executive Committee will constitute and appoint a Reconciliation Committee every year so that members may refer any disputes arising between themselves out of a commercial relationship or any dispute arising between a member and any outsider based on a commercial relationship. The award of the Reconciliation Committee shall be final and binding on the parties to the dispute. In case of a difference between the parties against the decision of the Reconciliation Committee, the matter will be placed before the International Federation of Freight Forwarders Associations (FIATA) whose decision will be final.





- (c) Notwithstanding the preceding sub-article or anything contained in the Articles the Executive Committee shall elect a panel of arbitrators every year so that members may refer any dispute between themselves or any dispute arising between a member and any outsider.

Any and every dispute, difference or question which may at any time arise between

the members,

the members and the Association

the members and the Central Executive Committee

the members and the Chairman

the members of the Central Executive Committee

the members and any person or organization

forwarders

forwarders and exporters

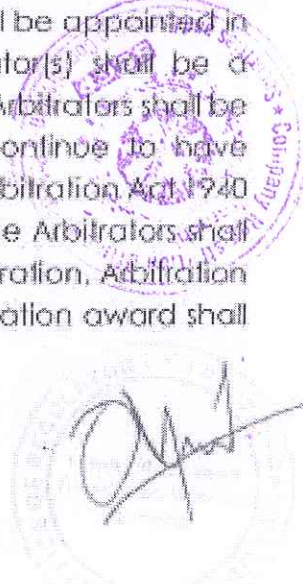
forwarders and shipping lines/airlines

forwarders and terminal operators

the members and any outsider/other person claiming under these Articles, touching or arising out in respect of this functioning of the Association, these or any Rules or the subject matter thereof including but not limited to its breach, termination or invalidity thereof shall first be attempted by the parties to such a dispute to be settled amicably by using their best efforts.

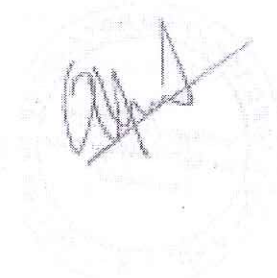
In case the disputes, difference or question cannot be settled amicably or satisfactorily by correspondence or by mutual discussion within thirty days (30) after receipt by one party of the other party's request for amicable settlement, it shall be referred to mediation before a CEDR accredited Mediator at the Karachi Center for Dispute Resolution.

In case the Mediation fails the dispute shall be referred to Arbitration at the Karachi International Arbitration Center who shall appoint Arbitrators or facilitate arbitrators, in accordance with its rules or failing which such arbitrators shall be appointed in accordance with the Arbitration Act 1940. Arbitrator(s) shall be a retired Judge of any Court. The decision of the Arbitrators shall be final and binding. The Pakistani Courts will continue to have supervisory jurisdiction in accordance with the Arbitration Act 1940 or any amendment or re-enactment thereof. The Arbitrators shall hear each dispute submitted by a party for arbitration. Arbitration proceedings shall be held at Karachi and arbitration award shall be final and binding on the parties.





73. Power and authority of the Association and of its Central Executive Committee shall be as set out in the Articles and shall be exercisable only in terms of the Memorandum of Association and shall be limited and restricted accordingly.
74. The provision of regulations 56, 80, 81, 82, 95, 105, 112, 113, 114, 115, and 116 or Table A in the First Schedule of the Companies Act, 1913 shall be deemed to have been contained herein and shall apply where provisions identical with or to the same effect as the aforesaid regulations are not contained herein, in so far as they are applicable and are not inconsistent with the express provisions contained herein.
75. Amendments to these Articles having the approval of three fourth of the General Body, shall be made with the prior approval of the Federal Government and shall also be made when required by the Federal Government in the public interest.





We, the several persons whose names, address, descriptions and occupations are hereunto subscribed, are desirous of being formed into an Association not for profit, in pursuance of these Memorandum and Articles of Association.

Name of Subscriber Represented by	Address	CNIC / Passport	Occupation	Signatures
Transfreight Corporation (Pvt.) Ltd., (Babar Badat)	144-B Phase VI, DHA Karachi	42301-9626346-5	Freight Forwarding Business	-Sd/-
Bashir Ahmed & Co., (Nazir Ahmed)	7-B, 4th South Street Phase-II, DHA Karachi	42301-5671238-9	"	-Sd/-
Manzoor Nazir Logistics (Manzoor Ahmed)	7-B, 4th South Street Phase-II, DHA, Karachi	42301-6393705-3	"	-Sd/-
Dynamic Shipping Agencies (Pvt.) Ltd., (Tariq Mehmood Chaudhry)	Chak 165 Murad Hasil Pur, Bahawalpur	31203-16931985	"	-Sd/-
M. R. Traders (Pvt.) Ltd., (Munir Ahmed)	D-11, G/17/9, Al-Habib Garder Clifton, Karachi	42301-4034878-7	"	-Sd/-
Interfreight Services (Yawar Badat)	92/1, Street B, DHA, Phase-VI, Khayaban-e-Sehar Karachi	42301-7794753-1	"	-Sd/-
Freight System Co. Ltd. (LLC) (Naeem Choudhry)	80-C, 24th Commercial Street Phase-II, DHA Karachi	42301-8762202-1	"	-Sd/-
Sea Trade Int'l (Asad Ahmed)	A-18, Sector No. 11/A North, Karachi	42000-0520064-3	"	-Sd/-



*[Handwritten signature]*



Consolidation Shipping & Log.	173-B, SMCHS	42201-2909766-3	"	-Sd/-
(Abid Ali)	Karachi			
Interline Shipping & Logistics	Lahore City	35202-9520233-1	"	-Sd/-
(Saeed Ahmed Khan)	Lahore			
Delta Cargo Services	Ansar Street, Naseer	34603-2805207-1	"	-Sd/-
(Muhammad Shakil)	Colony, Haji Pura Bon			
	Sialkot			
International Transport	20, Askari Colony	34603-3947521-3	"	-Sd/-
Organization (Pvt.) Ltd.,	Aziz Shaheed Road,			
(Afzal Deura)	Sialkot, Cantt			
Geologistics Pakistan (Pvt.) Ltd.,	41 Housing Scheme	42501-1943145-1		-Sd/-
(Malik Moin Ahmed)	Defence Officers Mall		"	
	Cantt, Karachi			
Xpress Agencies (Pvt.) Ltd.,	C1-443, Haroon Royal City	42000-0602315-5	"	-Sd/-
(Mohammad Azeem)	Phase-I, Block-17			
	Gulistan-e-Jauhar			
	Karachi			
Mak Cargo (Pvt.) Ltd.,	B-9, Block-F	42000-0465108-1	"	-Sd/-
(Kamran Mirza)	Gulshan-e-Jamal, Rashid			
	Minnas Road,			
	Karachi			
Pacific Cargo Management (Pvt.) Ltd.,	12-40, Model Colony	42201-3406723-3	"	-Sd/-
(Abdul Aleem Khan)	Liaquat Ali Khan Road			
	Karachi			



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Al-Front Log Pack Services (Muzaffar ul Mulk)	A-2151, Sheraton Square University Road Karachi	42201-2582241-7	"	-Sd/-
Marco Polo Freight & Shipping (Mian M. Arshad)	4/2, Street No. 20 Off. Tanzeem DHA Phase-V, Karachi	42301-7586476-5	"	-Sd/-
G. S. M. & Co. (Attaullah Mengal)	Zarghoon Road 59-23/1363, Quetta	54400-867425-9	"	-Sd/-
Universal Freight Systems (Salim R. Baxamoosa)	50-H, PECHS Block-6, Karachi	42201-7968688-3	"	-Sd/-
Royal Afghan Co. (Pvt.) Ltd. (Sirbiland Khan)	174-B, Street No. 38 Sector F-10/1, Islamabad	61101-7618543-5	"	-Sd/-

Witness by : Aashat Usman Norejo  
N. I. C. No. : 475-92-071295  
Address : Central Hotel Avenue  
Abdullah Haroon Road, Karachi

7890  
Certified to be True Copy

Assistant Registrar of Companies

12/3/2020

