

Certificate of  
Registration of Societies

ACT. XXI OF 1860.

No. SIND 435 of 1952-1953.

I HEREBY CERTIFY THAT THE  
**KARACHI TIMBER MERCHANTS  
ASSOCIATION**

*has this day been registered under the Societies  
Registration Act. XXI of 1860.*

*Given under my hand at Karachi this  
Twenty - Fourth day of September.*

*One thousand nine hundred and Fifty-Two.*

SEAL

Sd/-

*Registrar of Joint Stock Companies Sind*  
KARACHI.

MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
OF  
THE KARACHI TIMBER MERCHANTS GROUP  
KARACHI

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1. The name of this Group shall be "The Karachi Timber Merchants Group, Karachi". In compliance with the Resolution No. 33/101/57-EP.III of 18th November, 1958, issued by the Government of Pakistan, Ministry of Commerce, the word "Association" was replaced by the word "Group" in the Constitution, where-ever it appeared.
2. The registered office of the Group shall be at Karachi.
3. The objects for which the Group has been established are:
  - (a) To promote and protect the interests, rights and privileges of the members of the Karachi Timber Merchants Group.
  - (b) To collect and furnish information on matters effecting the objects of the Group and to circulate papers, periodicals among the members as may seem conducive to any of the objects of the Group.
  - (c) To promote understanding, unity and co-operation amongst the members on all subjects involving their common good and to safe guard their interests.
  - (d) To systemise and regularise the dealings of the members of the Karachi Timber Merchants Group.
  - (e) To collect subscriptions, contributions, donations, fees and funds, or borrow money or secure payments thereof in such manner as the Group may deem fit.
  - (f) To adjust differences and settle controversies between the members and to provide Arbitration machinery in disputes arising out of contracts.
  - (g) To amalgamate with, affiliate, join, take over any other Group or institution, whether incorporated or not, whose objects are altogether or in parts similar to those of this Group, upon such terms and conditions including those for any condition, alterations or modification of the name of this Group.
  - (h) To urge, oppose or/cause amendments in the legislation, Act, Rule, or Scheme of taxation effecting the interest of the members to initiate and support improvement in dealings amongst the members.
  - (i) To purchase, take or give on lease or in exchange, hire or any other way acquire, or to sell or deal with all or any part of any moveable or any immovable property or properties or any right or privileges which the Group may think necessary or expedient or to construct upon any premises any building or buildings, improve any building upon such premises, manage, develop, mortgage any property moveable or immoveable for the purpose of the Group.
  - (j) To file, prosecute or defend, or join in filing, prosecuting or defending any section, suit, application, appeal or proceedings as the group may think conducive to the objects of the Group.

- (k) To control and regulate the dealings of the members of the Group interested and with their constituents or otherwise, and to establish just and equitable principles in respect of the dealings.
  - (l) To frame rules, regulations and bye-laws of the Group.
  - (m) To remunerate any person, or company for services rendered or to be rendered in or about conduct or management of the Group business.
  - (n) To establish and support or aid in establishment and support of institution, funds and trusts calculated to benefit employees or ex-employees of the Group or dependents or connections of such persons and to grant gratuities, pensions, allowances and to make payment towards their insurance and to subscribe or guarantee money for any charitable or benevolent objects and for any public, general or useful objects.
  - (o) To assign, seal, execute, deliver all instruments, deeds, documents and writings whatsoever found necessary or expedient in relation to the aforesaid objects of the affairs of interest of the Group.
  - (p) To nominate delegates and advisers etc., to represent the Group on Government and other public bodies.
  - (q) To communicate with Chamber of Commerce and other commercial and public bodies within or outside Pakistan and to promote measure for protection of the rights and interests of the members of the Group.
  - (r) To do all such other things as are incidental or conducive to the attainment of all or any of the above objects.
  - (s) The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any way limited or restricted by or from the terms of any other sub-clause or by the name of the Group.
4. The income and property of the Group, whensoever derived shall be applied solely towards the promotion of the objects of the group, and no portion thereof shall be paid or transferred directly, by way of profit to the persons, who at any time are, or have been members of the Group, or to any of them or 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 Group or to any member thereof or other person in return for any services rendered to the Group, or in fulfilment of any contract entered into by the Group.

If upon the winding up or dissolution of the Group, there remains after satisfaction of all the debts and liabilities, any property, whatsoever the same shall not be paid to or distributed amongst the members of the Group but shall be given or transferred to some other institution or institutions having objects similar to objects of the Group to be determined by the members of the Group at or before the time of dissolution and in default thereof by such judge of the High Court as may have acquired jurisdiction in the matter.

# ARTICLES OF ASSOCIATION

## FOR

### THE KARACHI TIMBER MERCHANTS GROUP

#### KARACHI

5. The Rules and Regulations for management of the Group and for observance by members thereof and their representative shall subject to any repeal or alteration or addition that may be made hereafter be those contained in these Articles.
6. In these Articles, unless there be something in the subject or context inconsistent therewith.
- (a) The "Group" means The Karachi Timber Merchants Group, Karachi.
  - (b) The "Articles" means these Articles of Association of the Group.
  - (c) The "Bye-Laws" means the Bye-Laws of the Group for the time being in force.
  - (d) The Year means the term of office 1st July to 30th June of term of office.
  - (e) The Month means a month reckoned according to the British calendar.
  - (f) The Member means member of the Group.
  - (g) The General Body means the members of the Group entitled to attend and vote.
  - (h) General Meeting means a Meeting of the General Body, whether ordinary or extra-ordinary.
  - (i) Managing Committee means body elected by the General Body (including the President and all Office bearers).
  - (j) The Committee means the Managing Committee of the Group, elected according to these Articles.
  - (k) The Office means the Registered Office for the time being of the Group.
  - (l) Ordinary Resolution means any resolution passed at an ordinary general meeting by a simple majority of the votes either by show of hands, or by poll, if demanded by five members.
  - (m) Extra Ordinary Resolution means a resolution passed at Extra Ordinary General Meeting by a majority of not less than three fourth of such members present at a general meeting of which notice specifying the intention and purpose has been duly given.
  - (n) Special Resolution means a resolution passed at Special General Meeting by three fourth of the members present at a general meeting of which not less than twenty one days notice specifying the intention of the proposed resolution as a special resolution has been duly given.
  - (o) Member shall include any Firm, Company, Group, individual or any other body of individuals whether incorporated or not.
  - (p) "Associate Member" means out of town members in identical trade, or brokers who will not have the right to vote, propose, second or nominate any person.
  - (q) Expressions relating to "writing" shall be construed as including printing, typewriting, lithography, photography and all other modes of representing or reproducing words, figures and signs in a visible form.
  - (r) If and when the context so requires, words indicating singular number only, shall include plural number and vice versa and words signifying masculine gender shall include feminine gender and vice versa.



## MEMBERSHIP OF THE GROUP

7. The membership of the Group shall be restricted to the merchants dealing in Timber and/or Allied items (as defined by the Managing Committee from time to time) in Karachi.
8. Every applicant for membership shall fill in and sign an application on a prescribed form inter alia agreeing to be bound by the Articles and Bye-Laws of the Group declaring the name and place at which he has his business and registered office, his partners, (if partnership) or the directors of the governing body in case of a company or Group and furnish such other information as the Managing Committee may require and obtain thereon signatures of at least two members of the Group who are not in arrears, one as proposer and the other as seconder for the acceptance of his application.
  - (a) Every such application for membership shall be accompanied by the sum of Rs. 500/- as admission fee plus Rs. 200/- as annual subscription.
  - (b) Every such application shall be placed by the Honorary Secretary, before the Managing Committee at their next ordinary meeting who shall at their discretion either accept or reject the said application without assigning any reason thereof.
9. In case of rejection, no further application by such rejected applicant shall be entertained for a period of three months reckoned from the date of such rejection.
  - (a) If an application, once rejected, is subsequently rejected, the applicant may request the President to put up his application at next General Body Meeting.
10. In the event of Managing Committee rejecting the application the fees paid by the applicant shall be refunded.
11. Every member of the Group shall be represented in all matters of or in connection with the Group, including Arbitration, only by one representative who shall be nominated by such member in writing delivered to the Group. Provided always that such representative shall be either a partner, director, or manager thereof and shall ordinarily be residing at Karachi.
  - (a) Change of authorised representative of any such member shall be notified in writing by the member to the Group who shall register the change in the record containing the names of such members and their representatives. Ordinarily, every such change shall take effect one day after it has been notified. However, if the change is desired before elections, the same should be notified at least 5 days before the date of elections.

## INCIDENCE OF MEMBERSHIP

12. Every member of the Group shall conform to and be bound by the Articles of Association, for the time being in force as well as the Bye-Laws that be framed from time to time, in pursuance of the powers given under the said Articles.
13. Every member of the Group, after completing 12 months, shall be entitled through his authorised representative.
  - (a) To vote at all meetings of the Group and on all matters coming before the general body of members.
  - (b) To be elected as a Managing Committee Member.
  - (c) To represent the Group on any public or any other body provided he has been elected as a member of the managing committee or he is nominated by the managing committee.
  - (d) To free use of Group library and reading room.
  - (e) To all other privileges which may be conferred on the members of the Group from time to time.
14. Every member shall have one vote through his authorised representative and no vote by proxy shall be allowed.
15. Every member shall keep the Group informed of any change in his address or the constitution of his firm/company/group.

16. Any member wishing to resign may do so, in writing, addressed to the Group. The member so resigning shall in no way be absolved from any liabilities or any dues accrued and unpaid up to the time such resignation is presented.
17. A person shall be deemed to be disqualified from becoming a member or continuing to be a member of the Group if:-
  - (a) He is convicted of any offence involving moral turpitude by a competent court.
  - (b) A company, when wound up.
  - (c) He fails to pay his subscription consecutively for a period of two years from his last subscription, provided a reminder and a registered notice demanding payment has been issued to him. A simple notice by registered acknowledgement due issued for the demand of payment will be taken to be sufficient notice.
  - (d) If he becomes insane.
  - (e) If the General Body on the recommendation of the managing committee decides to expel him from the Group as provided for under clause 17 and 18.
18. Every member shall be liable to be fined or expelled or his rights and privileges being withdrawn for any of the following reasons, by a resolution of the managing committee, passed in a meeting specially fixed for this purpose, by three fourth majority of the members present who shall be not less than half the total strength of the managing committee.
  - (a) Neglecting or refusing to submit to, abide by or carry out any lawful order of the managing committee.
  - (b) Misconduct in his dealings with the Group, and/or any member of the Managing Committee and/or sub-committee.
  - (c) Intentional violation of rules and regulations or the Bye-Laws of the Group.
  - (d) Failure to pay arbitration fees, or fine or penalty or any other due amount.
  - (e) The member effected shall have a right of appeal to the President against the decision and such appeal will be placed before the first general body meeting that is convened after the date of the appeal.

#### GENERAL MEETING

19. The annual general meeting shall be held once every year at such time not being more than 3 months after the expiry of the financial year of the Group, and at the registered office of the Group or at such place as may be fixed by the Managing Committee.  
 At an annual general body meeting the following business shall be transacted:-
  - (a) To receive and adopt the Annual Report of the retiring managing committee and the audited statements of accounts of the Group.
  - (b) To record the declaration of the result of the managing committee for the ensuing term.
  - (c) To appoint an auditor or auditors for the year in accordance with section 252 of the Companies Ordinance, 1984.
  - (d) To transact such other business of which notice may have been received from members 12 clear days before the date fixed for the annual general body meeting and of which the Secretary shall have given five days notice to the General Body by a circular.
20. The above named general meeting shall be called Annual General Meeting, all other general meetings shall be called Extra-Ordinary General Meetings, or Special Meetings as the case may be.
21. A special meeting of the general body may be called either by the President on his initiation, or on a resolution of the managing committee or on a requisition addressed to the Honorary General Secretary, by at least 50 members stating the object of the meeting proposed to be called.

22. Such requisitioned meeting shall be called within three weeks of the receipt of written request from the members.
- (a) If such meeting is not called within said three weeks by the managing committee, the requisitioners or majority of them in number may themselves call a meeting for the object specified but not for any other object provided such meeting is held within six weeks of such requisition.
- (b) Any resolution passed in any such general meeting shall have the same effect as any resolution passed at a general meeting convened in the ordinary course and shall be enforced as such.

#### PROCEEDINGS AT GENERAL MEETINGS

23. Seven days notice in writing, at the least, specifying the place, the day and the hour of meetings and in case of special business, the general nature of the business, shall be given to the members in the manner herein mentioned or in such other manner as may be prescribed by the general body, but the non receipt of such a notice by any member shall not invalidate the proceedings at any general meeting. Provided always that a shorter notice shall suffice in the case of every business which in the opinion of the authority convening the meeting is emergent.
24. Quorum at every general meeting shall be one fifth of the members on the list or 50 members, whichever is lower.
25. If within fifteen minutes from the time appointed for the meeting a quorum of members is not present, the meeting if "requisitioned" by the members, shall stand dissolved, and in any other case the President or in his absence the Hony. General Secretary shall announce the meeting adjourned to be reconvened after half an hour. No quorum will be required at adjourned meeting.
26. The President shall preside as Chairman at every general meeting. In the absence of the President and the Vice President at the time of holding the meeting the members present shall choose amongst themselves a Chairman of that meeting.
27. The Chairman may with the consent of the meeting, adjourn the meeting from time to time, but no new business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
28. Every member of the general body qualified to vote, shall have one vote and no more. In case of a poll where a person present at the meeting is the registered representative of more than one member unit, such person, shall have as many votes as the number of membership represented by him. Vote by proxy shall not be allowed.
- (a) Every question submitted to a general meeting shall, unless unanimously decided, be decided in the first instance by a show of hands if the question is capable of being decided by a simple majority. The Chairman shall, in case of an equality of votes both on show of hands and at a poll, have a casting vote in addition to his own vote.
- (b) At any General Meeting if a demand for poll is made and supported by at least 4 members, the Chairman will arrange for the poll immediately or as soon as possible. The other business of the meeting may continue, provided however that the members present agree as such, and further provided that the result of the polls would not have any effect on decisions taken.

#### OFFICE BEARERS AND COMMITTEES

29. On the adoption of these bye-laws for the first year 12 members of the Managing Committee and the President shall be elected by the General Body. On the completion of the first term of office under these bye-laws, six members of the managing committee will retire by draw of lots. Every subsequent year six members of the managing committee who have been in office for a period of two years shall retire. They shall, however, be eligible to offer themselves for re-election and election shall be conducted to elect six members to the managing committee.
- (a) The elected managing committee shall elect from amongst them a Vice President, Honorary General Secretary, Joint Secretary and a Treasurer.
- (b) The President shall, however, be in office for a period of one year only and shall be elected on each Annual General Meeting of the Group. The President on completion of his term can offer himself for re-election for another term.

30. The President of the Group shall be Chairman of every meeting of the Managing Committee, and all other committees and sub-committees. He shall preside at all meetings of General Body, including the Annual General Meeting.
31. The President shall cause to call all meetings of General Body, Managing Committee or any committee or sub-committee, either at his own initiative or on the requisition of 50 members in case of general body and five members in case of Managing Committee and two members in case of any other committee.
32. Bank account shall be operated by at least one of the following office bearers viz. President, Vice President, Hony. General Secretary and Hony. Treasurer or any other member of the Managing Committee so authorised by the Managing Committee.
33. The Vice President shall perform all or any of the functions and duties of the President in his absence or if the later ceases to hold office.

#### HONY. GENERAL SECRETARY

34. The Hony. General Secretary shall be the Chief Executive Officer of the Group. He shall also be an ex-officio and act as the Secretary of every committee of the Group and of every sub-committee, unless the resolution appointing such committee provides otherwise. All stipendiary officers and servants of the Group shall be under the direct control and supervision of the Secretary. He shall be incharge of all the records of the Group and shall regularly devote some time to the affairs of the Group.
35. He shall be incharge of all registers, books of accounts, correspondence and documents and he shall maintain or cause to be maintained upto date all registers required to be kept by the Group.
36. He shall cause to maintain accurate minutes of all the meetings of the Managing Committee of the Group, and of the Resolutions passed thereat.
37. The Hon. Secretary shall be authorised to spend in emergent cases an amount not exceeding Rs. 2,500/- at his discretion at any one time.
38. In conformity with the Articles of the Association he shall cause to, or receive, deposit and disburse money on behalf of the Group, unless the Group or the Managing Committee directs otherwise.  
  
All amounts exceeding Rs. 3,000/- shall be deposited into the bank, or kept in approved Government securities as may be approved by the Managing Committee.
39. He shall prepare the Annual Reports, Accounts and all other reports under the guidance of the respective committee, or sub-committee dealing with the same.
40. He shall see that the resolution of the Group and the committee are duly carried out. The property of the Group shall be in his direct charge subject to the control of the Managing Committee and the Group.
41. It shall be the duty of the Hony. General Secretary to issue or cause to issue notices of the meetings of the Group and all of the committees whose Secretary he is, for the time and prepare and circulate the agenda for the same.
42. In the absence of the President and the Vice President from Karachi, he shall have the powers to call the meetings of the Managing Committee and other standing committees, and to issue necessary circulars and to attend any urgent business that may turn up.
43. Generally he shall perform all such duties as are incidental to his office. Provided always that the Managing Committee may delegate all or any of the above powers and functions to one or more officers jointly or severally.
44. The Joint Secretary in the absence of the Hony. General Secretary shall perform all or any of the duties of the Hony. Secretary and such of the duties as may be assigned to him by the Hony. Secretary from time to time.



## TREASURER

45. Treasurer will receive all the money remitted by the Hony. Secretary or Joint Secretary and deposit the excess amount into the bank or invest them in approved Government securities as the case may be in accordance with the Articles and the sanction of the committee. He will also make payment asked for by the Hony. Secretary or in his absence by the Joint Secretary or in the absence of both by the President.

## MANAGING COMMITTEE – FUNCTIONS AND POWERS

46. The members of the Managing Committee elected at the Annual General Meeting of the Group shall constitute the general executive of the Group and continue in office till the election of the successors by the next General Body Meeting and it shall have the charge of all the funds and property of the Group, except when otherwise directed by the General Body at any meeting.
47. The Managing Committee shall meet at least once every month and five members shall form quorum.
48. A notice of at least 5 days shall be given for all meetings of Managing Committee by circular. Any member of the Managing Committee shall have the power to call an emergency meeting on shorter notice.
49. If a meeting of the Managing Committee fails within 15 minutes from the appointed time to get quorum it shall be adjourned to be reconvened after 15 minutes at the same place. The meeting so reconvened shall require no quorum.
50. To fill in any vacancy caused on the Managing Committee or sub-committee appointed by them, by resignation, death, disqualification or by any other reason.
51. To call Annual General Body Meeting of the Group.
52. To maintain the minutes and records of all proceedings and to enforce maintenance of proper accounts and records by members in respect of all monies and the properties of the Group.
53. To recommend to the General Body, to make, vary, rescind, alter or change Bye-laws, Rules and Regulations for guidance or Regulations for proceedings of the committees or sub-committees in consonance with the general interest of the Group.
54. To sanction an expenditure to meet justified requirements, provided however that during the tenure of office such expenditure does not exceed 30% of the liquid assets of the Group.
55. To appoint or discharge clerks, agents, servants, Office Secretary, Legal Adviser and to fix their remuneration, salaries, commission, emoluments or rights of leave, gratuity and to require security in such instances and of such amounts as may be deemed necessary.
56. To expel members or withdraw all or any of their rights and privileges for all or any of the reasons mentioned in the foregoing clauses 17 & 18.
57. To purchase take on lease or otherwise acquire moveable assets necessary or expedient for the purposes of the Group, provided however provisions of 52 are adhered to.
- (a) In case of necessity to dispose off any immovable property by lease, or sale or otherwise, the same shall be placed before the General Body which would decide by casting of votes, the motion will be deemed to be carried if at least 2/3rd of the members present, vote in favour.
58. To commence, to institute, prosecute or defend actions and suits and to compromise or submit to arbitration, disputes of difference as and when necessary.
59. To frame and put into effect Rules and Bye-laws in respect of office administration, election, arbitration, tribunal, remuneration of the members of the office staff and in like manner to rescind, add or alter such rules, bye-laws for the time being in force.
60. To select bank or banks for the deposit of Group's fund and to invest funds in Government securities, or Government approved bonds or institutions.

61. To sanction the admission or continuance in the Group of the members of any other Group having similar objects.
62. A member of the managing committee shall be considered to have ceased to be a member if he is absent from the ordinary meetings of the Managing Committee for 3 consecutive meetings without obtaining prior leave of absence from the President or in his absence from the Vice President or the Hony. General Secretary.

#### FUNCTIONS AND POWERS OF SPECIAL TASK COMMITTEES

63. Special task and or special purpose standing sub-committees may be appointed by the General Body or the Managing Committee in the following manner:-

- (a) Appoint the convener and the members of the committee from amongst the member of the Managing Committee and/or the General Body.

OR

- (b) Appoint the convener allowing him to select the members to his committee.
64. Sub-committees shall be appointed by the Managing Committee in accordance with Articles 63(a) and 63(b).
65. The special purpose sub-committee shall cease to exist as soon as the matters entrusted have finally been dealt with and report received or adopted by the General Body or the Managing Committee.
66. The Secretary shall be Ex-officio Secretary of the sub-committee, unless otherwise provided by resolution appointing the sub-committee.
67. Any vacancy of the sub-committee shall be filled by Managing Committee or by the convener if appointed under (63).
68. Minimum 2 clear days notice shall be given for the meeting of the sub-committee and one half of the members which shall not be less than 2 members, shall form quorum, for every meeting.
- (a) If a meeting of any sub-committee fails within 15 minutes from the appointed time to get quorum it shall be adjourned for 15 minutes, the meeting so reconvened shall require no quorum.

#### AMENDMENT OF RESOLUTION DULY PASSED

69. No resolution passed by the General Body or any of the committee shall be annulled or altered by the General Body or by the committee concerned respectively within six months of the date of passing thereof except by two thirds of those present at the meeting of the Group or the said committee, provided always that the number of voting for annulment or modification shall be same as required for quorum, in each case.

#### NO CONFIDENCE MOTION

70. A no confidence motion against any member or the entire managing committee shall only be moved when it is supported by the two third strength of the total number of registered members of the Group.
71. Such motion shall be discussed in a General Meeting specially called for the purpose within two weeks of the notice of no confidence motion. The motion shall be considered carried out only when two-thirds of the total number of the registered members of the Group vote for it.

#### FINANCE

72. All the property of the Group whether belonging to it or held by it in trust shall, unless otherwise provided by instrument of trust made in that behalf, be vested and be continued to be vested in the Group.

73. All bills, notes, bonds, indemnities, Government securities of all kinds, and generally deeds of whatsoever nature shall be deemed to have been duly executed, admitted, endorsed and completed on behalf of the Group, if they be signed by any two from amongst the President, Vice President, the Hony. General Secretary or Treasurer, as may from time to time be resolved by the Managing Committee.
74. All moneys received, either as deposits or as fees, subscriptions or fines etc., from members or as contribution towards the provident or other fund or funds or otherwise, howsoever, shall be under the absolute control of the Group. The Group shall be entitled to use them for the objects of the Group.
75. The property capital and income of the Group whensoever derived shall be applied solely towards the promotion of the objects of the Group and no portion thereof shall any time be paid by way of bonus or otherwise to members. Nothing contained herein, shall, however be deemed to be a bar to the Group paying to members any interest on deposits received from them or any remuneration for bonafide work done by them for the Group.

### ACCOUNTS AND DOCUMENTS

76. The Managing Committee shall cause true accounts to be kept of sums of money received or expended by the Group and the matters in respect of which such receipts and expenditures take place.
  - (a) All books of accounts shall be kept at the Office.
  - (b) The Managing Committee shall determine conditions, circumstances and time when books of account and documents shall be kept open for inspection to members.
  - (c) Except as provided above no member shall have any right to inspecting any account or book or documents of the Group unless he is authorised to do so by a resolution of the Managing Committee/General Body.
  - (d) Once at least every year the Accounts of the Group shall be audited.
77. A notice required to be given to any member of the Group or any other member thereof shall be deemed to have been duly given if the same has been delivered by hand at his place of business and a receipt obtained thereof or if it is sent through post in a prepaid letter it is addressed to such member at his registered address.
  - (a) A register of such addresses shall be maintained at the office.
  - (b) Any notice sent by post shall be deemed to have been given at the time when the letter containing the same has been posted. In proving such it shall be sufficient to prove that the letter containing the notice was properly addressed and posted, under registered post or under postal certificate.
  - (c) In reckoning any period of notice the day which it is given shall be excluded and that the day on which notice expires shall be included.

### SEAL

78. The Group shall have a common seal.
  - (a) The Managing Committee shall have power to provide a common seal for the Group and from time to time destroy the same and substitute a new one in its place and shall provide for the safe custody of the seal for the time being.

### GENERAL

79. Bye-laws shall come into force immediately from the date of passing thereof unless otherwise decided by the General Body.
80. The constitution shall be translated into Urdu but for the purpose of interpreting the meaning, sense and scope of the words, clauses and sub-clauses herein, the English version shall be considered as authentic.

## ANNUAL ELECTIONS

81. Elections of the Managing Committee subject to rules following hereafter shall be held by secret ballot and its result shall be announced at the Annual General Meeting of the Group.

82. One half of the elected representatives shall retire every year. The retiring members shall be eligible to offer themselves for re-election.

Provided that those to retire on completion of the first yearly term immediately after coming into force of this rule, shall be determined as follows:-

- (a) On completion of first term, the names of one half representatives to retire shall be drawn by ballot by the Managing Committee.
- (b) On the occasion of the first election under this rule, the total number of representatives as is fixed on the Managing Committee shall be elected.
- (c) The Managing Committee Members who have held office in the Group before the first elections are held under this rule shall be eligible to stand for election.

83. The representative elected under Article 29 on the Managing Committee shall elect from amongst themselves at their first meeting to be held within one week of the annual elections, a Vice President, a General Secretary, a Joint Secretary, a Treasurer.

- (a) The Office Bearer shall be deemed to have automatically retired from their respective offices on completion of their annual term of office, but for the purpose of continued representation on the Managing Committee, they shall be treated at par with other members of the Committee, so that they are eligible for election as Office Bearer, for 2nd consecutive term.

84. For the purpose of the Annual Election of the Managing Committee of the Group the General Secretary or in his absence any other person performing the functions of the General Secretary shall act as the Returning Officer and shall be incharge of all arrangements connected with such election in accordance with Bye-laws framed by the Managing Committee from time to time.

- (a) Along with the notice for Annual Elections the Secretary shall circulate to the members of the Group, a list of Authorised Representatives of the members admitted as such by the Managing Committee 21 days before the date of election, which list shall be deemed to the preliminary list of voters.
- (b) Authorised representatives, who desire to be elected as Members of the Managing Committee shall forward to the Secretary nominations duly proposed, seconded and signed by the candidates on the form prescribed by the Group, by the time mentioned in the circular.
- (c) Every member of the Group shall be entitled to vote at such Election, provided that he is not in arrears.
- (d) Each voter shall record at least 4 votes but not more than seats to be filled, and not more than one vote in favour of any candidate.
- (e) Those who have obtained the highest number of votes shall be deemed to be duly elected. In the case of equality of votes, the result shall be determined by casting lots.
- (f) Every member who is entitled to vote at the Annual Elections will exercise his voting rights in the manner prescribed, only if he had already deposited in the Group the specimen signature card of the Authorised Representative, on or before the date fixed and indicated as such by a circular issued by the Secretary.

## WINDING UP

85. The Group shall be wound up voluntarily whenever a special resolution is passed requiring the Group to be wound up. If the Group be wound up and should there remain after satisfaction of all its debts liabilities any property whatsoever, the same shall not be paid or distributed amongst the members of the Group or any of them, but shall be given to some other Group/Association or body of persons then existing or to be formed having objects similar to those of the Group such as the General Body may determine at an extra ordinary meeting convened for the purpose.



## INDEMNITY

86. Every President, Vice President, Chairman, Member of Committee, Arbitrator, Secretary, and their officer or a servant of the Group shall be indemnified by the Group against, (and it shall be the duty of the Committee to pay all costs, out of the funds of the Group) losses, penalties and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, act or deed done by or omitted by him as officer or servant or in any way in the discharge of his duties, and no member or other officer of the Group shall be liable for the acts, receipts, neglects or defaults of any other member, officer or for joining in any receipt or other act for conformity or for any loss of expense happening to the Group through the insufficiency or deficiency of title to any property acquired by order of the committee for or on behalf of the Group or for the insufficiency or deficiency or depreciation any security in or upon which any of the moneys of the Group shall be invested or for any loss occasioned by any error of judgement, omission, default or oversight on his part or for any loss, damage or misfortune whatever which shall happen in relation to the execution of his duties of his office or in relation thereto it shall be the duty of the committee to pay all costs out of the funds of the Group unless the same happen through his own dishonesty.

## AMENDMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

87. No clause of Memorandum and Articles of Association shall be amended, added or abrogated unless:-
- (a) A proposal to do so has been communicated to all Members of the General Body 21 days before the date of General Body Meeting.
  - (b) The resolution is passed by not less than two thirds of the members present at the General Meeting convened for the purpose.