

ARTICLES OF ASSOCIATION

OF

ISLAMABAD WOMEN CHAMBER OF COMMERCE & INDUSTRY

INCORPORATED UNDER THE COMPANIES ACT 2017

1. The women Chamber of Commerce and Industry is established with limited liabilities of members but if any member of Chamber pays or receives and divided bonus or other profit, in contravention of the forth-paragraph of the memorandum of the chamber her liability shall be unlimited in accordance with and subject to the provisions of the Companies Act 2017.

The regulations for the management of the Chamber and for observance of the members there of their repetitive shall subject to exercise of the statutory powers of the Chamber in reference to the repeat or alteration or addition to its regulation by special resolution as prescribed by the said Companies Act 2017, be such as are contained in the articles

2. INTERPRETATION

In the interpretation of these articles the following words and expressions shall have the following meanings unless repugnant to the subject on the context:

3. DEFINITIONS

In these articles unless there is something in the subject or context inconsistent therewith:

- I. “Chamber” means “the Islamabad Women Chamber of Commerce & Industry”.
- II. “Committee” means “the Executive Committee of the Chamber for the time being under these articles”.
- III. “General Meeting” means “General Meeting of the Chamber”.
- IV. “Member” means “WOMEN ENTREPRENEURS”.

WOMEN ENTREPRENEURS means

- a) A sole proprietorship where proprietor is female.
 - b) A partnership, where majority partners are female.
 - c) An association, where the majority of person forming the association are female.
 - d) A company where the majority shares are held by female.”
- V. “Office Bearers” means “the President, Senior Vice-President and, the Vice President”.
- VI. “The Article” means “the Article of Association of the Chamber”.
- VII. Companies Act means Companies Act 2017
- VIII. “General Body” means “all the members of the Chamber”.
- IX. “Secretary General” means “the Secretary of the Chamber for time being”.
- X. “Committee Meeting” means “a meeting of the members of committee duty called and constituted”.
- XI. “Office” means “the registered office of the Chamber at Islamabad”.
- XII. “Year” means “a year reckoned from 1st October to 30th September”.
- XIII. “Trade Act” means “The Trade Organization Act, 2013 for the time being enforced”.
- XIV. “Trade Rules” means “the Trade Organization Rules, 2013 for the time being enforce”.
- XV. “Regulator” means “Regulator of the Trade Organization appointed under the Trade Act”.
- XVI. “Service Rules” means “the rules framed by the Executive Committee of the Chamber governing the terms and conditions of services etc of the paid employees of the Chamber”.
4. For the purpose of the registration of the chamber is declared to consist of minimum 100 members.
5. The chamber is established for the purpose expressed in the Memorandum of the Chamber.
6. The registered Office of the Chamber shall be at Islamabad.
7. The women in business, services and industry shall be eligible for the membership of the chamber.

8. CLASSIFICATION OF MEMBERS

There shall be two classes of members in the Chamber

A. CORPORATE MEMBER

A member which is either a body corporate or a multinational with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or sales-tax registered business concern having annual turn-over of Rs. 50 million or above shall be called Corporate Member.

B. ASSOCIATE MEMBER

Associate Member means 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.

9. APPLICATION FOR THE MEMBERSHIP

- (a) Every application for membership shall be in form prescribed by the executive committee, accompanied with the admission fee and subscription for the first year shall be submitted to Secretary General of the chamber, who shall on receipt of the same, places such application on agenda for the next meeting of the committee which shall thereupon consider the application and accept or reject the same. In case of acceptance, the date of the submission of the application will be considered as the date of enrollment as the member of the chamber for the purpose of elections provided further the member fulfills the conditions laid down in Rule 11 (a) to (e) of Trade Rules. If two third members of committee vote against the admission of such an application shall be deemed to be rejected. The Secretary shall thereupon communicate the decision of the committee to the applicant. In case the application is rejected, no further application shall be entertained for a period of one year reckoned from the date of such rejection and the secretary will refund the fee paid by the applicant.

Provided the applicant may approach to Regulator of Trade Organization in this regard, whose decision shall be final

- (b) The membership shall be renewable on annual basis subject to the following:
- I. A payment of prescribed subscription within time, which shall be later than 31st of March.
 - II. Proof of filing of return of income tax and sales tax if applicable, for the preceding year.
 - III. The Regulator upon a complaint of aggrieved member, if satisfied, may direct the chamber to renew the membership of the applicant.
 - IV. If any time it is found to the satisfaction of the committee that any statement made in the application of a member for enrolment or the proposal form was incorrect in any material particular, the committee shall have the right to remove such member from the membership register of the chamber forthwith provided that appeal against such a decision of the committee shall lie with the general meeting in the same manner as prescribed above.
 - V. The committee shall take decision on the application for or against. Enrolment as a member of the chamber within one month of the date of its receipt by it.
 - VI. The application form for enrolment shall be accomplished by the subscription for the current year and no application will be entertained without it. Town associations and group members shall pay at the time of application the sum of Rs. 1,500/- in the event of the applicant not being elected; the subscription for the current year as paid shall be refunded.
 - VII. Where by a firm joint stock company or associated body ceases to be member and successor of such firm joint stock company or associated body applies for membership, no subscription fee shall be payable but this provision shall not apply to cases where the successor of a firm consists of two or more firms and / or companies. In such cases, whether or not subscription D. If any time it is found to the satisfaction of the committee that any statement made in the application of a member for enrolment or the proposal form was incorrect in any material particular, the committee shall have the right to remove such member from the membership register of the chamber forthwith provided that appeal against such a decision on the committee shall lie with the general meeting in the same manner as prescribed above.

10. ELIGIBILITY FOR MEMBERSHIP

A Women Entrepreneur shall be eligible for the membership of the Chamber provided it has its head office, registered office, branch office or manufacturing plant in Islamabad and further provided, it fulfills the criteria laid down in Rule 11 (a) to (e) of the Trade Rules.

11. DURATION OF MEMBERSHIP

- a. The membership of the Chamber shall be for a period of one year and shall be expire on the 31st day of March every year, irrespective of the date of grant of membership.
- b. Registration fee for both the classes will be Rs. 1,000/-
- c. Membership Fee will be Rs. 2,000/- Annually for the corporate Class and Rs. 1,500/- for Associate Class. The Executive Committee may charge the fee from time to time.

12. RESEARCH AND DEVELOPMENT FEE

- A. Rupees Five Hundred (Rs. 500/-) per year will be charged as research and development fee.
- B. This fee shall be called the “Research and Development Fee” and shall be used for the following purposes:
- C. Compilation of statistical data on imports and exports of the items, flow and direction in the international market, precise record of Government concessions.
- D. Projection of the trade problems in a realistic and enlightened manner.
- E. Assistance to the Government established agencies in matter of compilation of data.
- F. Research and development of new and latest designs; and
- G. Improving quality of products by ensuring proper and new mix of inputs.

13. TERMINATION OF MEMBERSHIP

- A. Except as hereinafter provided, a firm shall not cease to be a member by reason only of a change in constitution of the firm occasioned by the admission of

retirement or death of a partner provided the business of the firm is continued in the conventional name in which such firm was elected by a member.

- B. A firm, joint company or associated body shall cease to be a member upon any change being made in the conventional or corporate name of the firm company or associated body which, in opinion of the committee, substantially after the composition of the firm company or associated body.
- C. Any member may withdraw from the chamber by giving notice of registration in writing to the Secretary General and shall be deemed to have resigned as from the date the Secretary General receives such a notice. If a member resigns after having been elected to membership, the annual subscription and annual research and development fee paid by her shall not be refundable to her.
- D. Notwithstanding anything contained in these articles, a member shall cease to be a member of the Chamber.
 - I. If she is adjudicated insolvent, or
 - II. If she is found to be of unsound mind by a court of competent jurisdiction, or
 - III. If she is punished with imprisonment for any offense involving moral turpitudes, or
 - IV. If she winds up or transfer her business.
 - V. If she is expelled from the membership of the Chamber.
- E. Subscription and annual research and development fee from all classes of members shall be due on 31st March each year. Any member whose subscription/annual research and development fee not paid after due notice by 31 March, shall cease to be a member.
- F. Any member who is guilty of conduct derogatory to the chamber or contrary to the objects of the chamber either acting directly or through its representative may be expelled from the chamber by the committee. But the committee shall expel no member unless she has been given an opportunity of explaining her position in writing and / or in person. The member so expelled shall have the right to appeal within 30 days from the date of expulsion to members in General Meeting. When the member makes such an appeal, the President shall arrange to convene a General Meeting within 30 days from the date of receipt of the appeal and decision taken at

the General Meeting in the matter shall be final. Voting by proxy shall not be allowed at such meeting. The member accused shall have the right to be present at the meeting to state his case.

- G. Provided the aggrieved person can approach to the Regulator Trade Organization, whose decision shall be final in this regard.
- H. Any member having resigned under article 17 shall be eligible for on payment of required annual subscription and research and development fee. However any member having ceased to be a member under article 19 shall be readmitted only on payment of the annual subscription, research and development fee and late payment fee.
- I. A firm joint-stock company or associated body having being compelled under article 6 shall be eligible for re-admitted if there has been a change in its management or after the expiry on one year from the date of expulsion, whichever comes later, if so resolved upon by majority of three fourths of the members present and voting at a general meeting, voting by proxy shall not be allowed.
- J. Any member who shall by any means cease to be member shall never the less remain liable for an shall pay to the chamber all moneys which, at the same time of such member ceasing to be member, may be due from such member to the chamber including all moneys that may be due in the event of winding up proceedings.

14. REGISTERS OF MEMBERS

- A. A register of members shall be kept in which names and address of all the members shall be recorded in which all changes taking place from time to time shall be made.
- B. Every member eligible to vote shall deposit the Secretary General Specimen signature card along with her photograph indicating her status in the firm/company or concern by the specified in the election schedule.

15. COMPOSITION OF THE EXECUTIVE COMMITTEE

- A. Notwithstanding anything in any other law for the time being in force and memorandum and article of association, the tenure of office-bearers shall be one year, 1st day of October to 30th day of September.

B. The General Body in addition to the functions and responsibilities assigned to it in the memorandum and articles of association of the Chamber shall serve as the Electoral College for election of the office bearers.

C. The Executive Committee shall comprise persons elected by the General Body from amongst its members, subject to the following:

President	1
Senior Vice President	1
Vice President	1
Executive Members	20
Total	23

vi. The Organizational Structure including composition and tenure of Executive Committees and Office-Bearers and the manner of their elections shall be such as prescribed.

(a) The tenure of all elected office bearers shall be one year.

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

(c) Fifty per cent members of Executive Committee shall retire every year;

(d) After the first election of the Executive Committee under the Ordinance a draw shall be made to determine the fifty per cent members who shall retire after expiry of first year.

(e) On completion of the term the office bearers and the members of Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the Chamber for the next one year.

Provided that this sub-rule (e), shall not apply to the office bearers and members of the Executive Committee elected under the repealed ordinance.

MANAGEMENT

16. PRESIDENT

1) The President shall preside all the meetings of the committee at the general meeting and lead to all deputations. She shall preside at the annual general meetings, address the members on subject she may deem proper to bring to their notice but

shall address shall not be taken to represent the views of the chamber of the committee unless such representation expressly indicated.

- 2) The President shall also at any time when she shall deem, proper communicate to the members or the committee such matters and shall make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the chamber and shall perform such other duties as may be incidental to the office of President.

17A SENIOR VICE PRESIDENT

The Senior Vice President in the absence of President shall have the powers and perform duties of the President.

Explanation; “Absence” means absence from the country or from the headquarters for a sufficiently long time during which the President may in writing state to Senior Vice President that the later should act on his behalf, or absence due to prolonged illness.

17. VICE PRESIDENT

The Vice President in the absence of President or Senior Vice Presidents, as the case may be, shall have the powers and perform duties of the President or Senior Vice President.

Explanation; “Absence” means absence from the country or from the headquarters for a sufficiently long time which the President or Senior Vice President, as the case may be, may in writing state to Vice President that the later should act on his behalf, or absence due to prolonged illness.

18. SECRETARY GENERAL

- 1) A Chamber shall appoint a Secretary General through a Human Resource Committee formed under and consisting of three members of the Executive Committee.

- 2) The Secretary General shall be a whole time paid employee, and shall be appointed by the committee of the Chamber on such terms and conditions as committee may deem fit.
- 3) The Secretary General shall be in charge of the secretariat of the Chamber. The Chamber shall frame the rules and regulations for hiring and services rules for Secretary General and other staff.
- 4) The Secretary General shall be responsible to the committee and shall see the resolutions and decisions of the chamber and the committees are duly carried out and shall submit a report to the committee of the action taken in pursuance of the resolution or the decision taken by the chamber and/or the committee. The Secretary General shall devote herself entirely to the business and affairs of the chamber, except in special cases where she has received permission from the committee. If and when directed by the committee she will bring to action or prosecute or defend all suits or proceedings in the name of the Chamber under her signature.
- 5) She shall have charge of all correspondence and shall keep accounts of the Chamber. She will be responsible for accurate minute of all meetings of the Chamber, the committee and the other committees. She will have the care of the rooms, furniture, library and all documents of the Chamber. She shall give notice of the meetings of the chamber and of its committee / committees. She will duly notify members of their election and shall collect all dues from the members of the chamber. She shall prepare the annual report and budget of the chamber under the direction of committee and generally perform all such duties as may be entrusted to her by the committee.

Provided that the Secretary General shall be competent to delegate any of her functions to any of the staff of the chamber, but she will remain responsible to the committee for all acts done on her behalf by such staff.

- (a) The signatures of the Secretary General shall be mandatory for operation of all the single or jointly operated bank accounts of the Chamber.
- (b) The termination of services of the Secretary General shall be through a resolution of the Executive Committee.

- (c) Any management employees who shall report directly to the Secretary General alone shall be appointed jointly by the Secretary General and the Human Resource Committee.

Any other staff or professional management shall be appointed through a process to be defined in the Chamber's human resource policy.

19. ELECTIONS

Subject to the provisions of section 13 of the Trade Act, the elections will be held on annual basis between 1st July to 30th of September of the year, or at any other date decided by the Committee subject to any special circumstances beyond the control of the committee.

20. ANNOUNCEMENT OF ELECTIONS SCHEDULE

- (a) The election schedule of the chamber shall be approved by the Executive Committee of the Chamber and issued by the Secretary General in the first half of July.
- (b) Within two (2) days of its approval by the Executive Committee, the election schedule shall be:
 - i. Displayed at the notice board of the chamber;
 - ii. Displayed at the website of the chamber; and
 - iii. Submitted to the Regulator Trade Organization.

21. ELIGIBILITY TO VOTE

- A. The member has completed two years of valid membership of the Chamber as on date of announcement of election schedule by the Executive Committee of the Chamber;

Provided that the old members shall be eligible to vote on completion of one year of their enrollment and payment of all dues.

- B. The member has fulfilled the conditions of membership and renewal thereof mentioned in Rule 11 of the Trade Act;
- C. Every member eligible to vote shall deposit with the Secretary General, the specimen signature card along with photograph indicating in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the

director of the member firm or company or a person not below the rank of General Manger authorized by the Board of Directors of a public company or, as the case may be, a multinational-cooperation shall be entitled to cast vote at the time of election only if name of such person has already been registered with the Secretary General and her/his appears on the list of the voters.

23. APPOINTMENT OF ELECTION COMMISSION

Simultaneously with approval of the election schedule, the Executive Committee of the chamber shall appoint an election commission subject to the following conditions namely:-

- i. The commission comprises three members;
- ii. The members so appointed have submitted their consent in writing to their appointment as such;
- iii. The members of the commission, so appointed, have not held any office of the chamber for the preceding two years;
- iv. The members of the commission shall not be entitled to become a candidate in the election, he is conducting;
- v. The members of the commission shall be independent, impartial and non-partisan; and
- vi. The members of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

22. 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:

- i. Appointment of polling staff.
- ii. Ensuring display of the tentative voters list by the Secretary General for the purpose of inviting objection as provided in sub- rule(3) of rule 18;
- iii. Examination and decision on the objections received on the voters list as provided in sub-rule (6) of rule 18; and
- iv. Supervision of polling process and ensuring that the polling has been conduct in an orderly, peaceful, transparent and fair manner in accordance

- with the provisions of the memorandum and articles of association and instructions of the Federal Government or the Regulator in this regard; and
- v. Counting of votes and announcement of results.

23. ELECTIONS PROCEDURES

Subject to the provisions of Rule 13 of the Trade Rules, the election of the Chamber shall be conducted according to the procedure laid down in the respective article of association subject to the following;-

- i. The election of the member of Executive Committee and office bearers shall be held by secret ballot,
- ii. Neither postal ballot nor proxy shall be allowed; and
Provided that where for want of space in the office premises it is not possible to establish the polling booths, the polling staff is held in a public place such as a community hall or hotel.
- iii. Within three (3) 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.
- iv. The Secretary General of Chamber shall display within seven (7) days of the announcement of election schedule, the provisional list of all the 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.
- v. The list shall be displayed at:
 - a. The notice board of the chamber and
 - b. The website of the chamber.
- vi. 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.
- vii. The Secretary General will intimate action on the objections or changes sent by members within five (5) days from the last day under preceding sub clause.

- viii. Any person aggrieved by the decision of the Secretary General may make a representation, within three (3) days to the election commission which shall decide the case within three (3) days.
- ix. Within three (3) days of decision by the election commission, in case the election commission fails to decide within the stipulated time provided in previous sub-clause, any person aggrieved by the decision of the election commission may appeal to the Regulator who shall decide the case within 10 days and his decision in this regard shall be final.
- x. Within two(2) days of the decision of the Regulator the final voters list shall be:
- Displayed at the notice board of the chamber.
 - Displayed at the website of the chamber; and
 - Submitted to the Regulator Trade Organization:
- Provided that, if no appeal has been filed to the Regulator, the final list of voters shall be displayed within fifteen (15) days of the decision of the election commission under sub-clause (v) above.
- xi. Within four (4) days of 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.
- xii. Within twenty four (24) hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- xiii. The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within twenty four (24) hours of the last date of receipt of nomination papers.
- xiv. The objections, if any, to the nomination of the candidates can be filed to the election commission within twenty four (24) hours of issuance of the list of candidates, which shall be decided by the election commission within two (2) days.
- xv. Within two (2) days of the decision of the commission or in case the commission fails to decide within the stipulated time provided in sub-clause (xiv) of this clause, any candidate aggrieved by the decision of the

commission may file an appeal to the Regulator, who shall be decided within 7 days and his decision in this regard shall be final.

- xvi. Within two (2) 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, the final list of candidates shall be issued within eleven (11) days of the decision of the election commission under sub-clause (xiii) of this clause.

- xvii. Within five (5) days of display of final list of candidates, the polling for election of members of the Executive Committee shall be held.

- xviii. Within 2 days of the polling as provided in sub-clause (xvii), any person elected as member of Executive Committee, shall send his nomination for election as an officer bearer duly proposed and seconded by an elected Executive Committee member and signed by the candidate to the election commission.

- xix. The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within 24 hours of the last date of receipt of nomination papers.

- xx. The final result of the election of member of Executive Committee and office bearers shall be officially announced at the annual general meeting of the chamber called for this purpose within fifteen (15) days of the date of polling under the preceding clause but not later than 30th day of September;

- xxi. The announcement of election results in the annual general meeting in pursuance of the preceding sub-clause shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Act.

- xxii. The final election results announced in the annual general meeting shall be:

- Displayed at the notice board of the chamber within two(2) days;
- Displayed at the website of the chamber within two (2) days; and
- Submitted to the Regulator within seven (7) days.

24. CONDUCT OF ELECTION

- (a) 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 issuance of ballots papers to the voter.
- (b) It shall be the duty of the polling officer to verify the identity of the voter. The only acceptable forms of identification shall be the computerized national identity card, the original identity card issued by the chamber, the passport and the driving license. The polling officer shall enter the number of identification document on the counterfoil.
- (c) After satisfying himself with regard to the identity of the vote, the polling officer shall hand over the ballot paper to the voter.
- (d) The ballot paper shall be signed by the Secretary General or an officer of the chamber duly authorized by the election commission in this behalf and shall also be signed by the polling station at the time when it is issued.
- (e) Once the ballot paper has been issued to a voter, he/she shall not be allowed to leave the polling booth, without casting his/her vote in the ballot box.
- (f) Adequate arrangements shall be made to maintain the secrecy of the polls.
- (g) Proper account shall be maintained by an officer designated by the commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.
- (h) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- (i) The commission or an officer designated by the commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.
- (j) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- (k) Counting of votes shall take place immediately after the polling hours under the supervision of polling officer in the presence of candidates of their polling agents, if any, at the designated sites.
- (l) Provisional results may be declared by the commission immediate after the counting of votes is completed.

- (m) In the event of equality of votes between two or more candidates the results 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.
- (n) Having completed the counting and compilation of results, the record pertaining to the elections shall be sealed and signed by the commission or any officer designated by the commission and the Secretary General and shall be handed over to the Secretary General for safe custody.
- (o) The record of elections shall be opened for inspection upon an application made in this behalf by the candidates within seven (7) days of the date of the polling and with the approval of the Regulator.
- (p) The elections will be conducted strictly according to the rules as contains in Trade Organization Rule 2013.
- (q) 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 their under, the later shall prevail.

25. PRESIDING OVER MEETINGS

The president or in his absence, the Senior Vice President or Vice President, as the case may be, shall preside over all the meetings. If neither the President or Senior Vice president nor the Vice-President is present, is present at the time the meeting is held, the members present shall choose someone from among themselves to preside over such meeting.

26. MANAGEMENT OF THE FUNDS OF THE CHAMBER

The management of the funds of the chamber shall be vested in the Committee. The Committee may in addition to the power by the Articles expressly conferred upon them exercise all such powers and do all such acts and things as may be exercised and done by the Chamber and are not hereby or under any bye-laws expressly directed or required to be exercised or done by the chamber In the General Meeting.

27. POWER OF THE COMMITTEE

Without prejudice to the General Powers conferred by the last preceding Article, the Committee shall have power:-

- (a) To make, vary and repeal rules for the regulations of the business of the chamber, of the officers or employees or of the members of the chamber or of any department or section of the chamber.
- (b) To appoint any department Committee or Sub-Committee of the members of the Committee or the Chamber, such departmental Committees or Sub-Committees may be permanent or temporary as the Committee may determine.
- (c) To delegate, subject to such conditions as they think fit, any of their powers to departmental Committees or Sub-Committees and to make, vary and repeal rules or the regulations of the proceedings of department Committees or Sub-Committees.
- (d) To enter into any arrangements upon such terms and subject to such conditions as the committee may deem proper for working in conjunction with or for better development of any branch of commerce or industry, with any trade organization having like objectives that may apply to be allowed to work in cooperation with the chamber, provided the objectives for which such organization is or shall be formed are not inconsistent with the objectives of the chamber as defined in the Memorandum of Association.
- (e) To enter into arrangement with Government or any public authority, municipal, local or otherwise, that may seem conducive to the chambers objectives or any of them and to obtain from Government or such authority, all rights, concessions and privileges which the Chamber may think desirable to obtain, and carry out, exercise or comply any such arrangements, rights, privileges and concessions.
- (f) To appoint staff considered necessary to run the business of the chamber efficiently and to frame proper service rules governing the selection, appointments, promotions, pay, leave, provident fund, overtime, travelling and other allowances, remunerations, privileges and disciplinary control, removal or dismissal etc. of such staff.

- (g) To deal with the movable and immovable properties of the Chamber and to borrow money on the security of such properties by the issue of debentures, mortgages or otherwise.
- (h) To nominate members to represent the Chamber in public or other bodies, conferences, institutions and associations.
- (i) Subject to any directions issued from time to time under the Trade Organizations Act. 2013, the Executive Committee shall have full powers to enroll members or expel them by two third (2/3) majority from the membership register of the chamber, in case he/she/it acts or, pursues any conduct that is either in contravention of the rules of the Chamber or in any way detrimental or injurious to the credit, prestige, welfare, interest etc of the Chamber.
- (j) To terminate the membership of an exporting firm or company or an exporter functioning in individual capacity, which/who is found to indulge in malpractices.

28. QUORUM FOR COMMITTEE MEETING

Five (5) members of the Committee shall form a quorum for transaction of business.

31 MEETING OF THE COMMITTEE

- (a) The Committee shall meet when they may deem advisable and may make such regulations, as they think proper, as to the summoning or holding of meeting of the Committee, Departmental Committees and Sub-Committees and for the transaction of business at such meetings. The record of all the proceedings shall be kept in minute book, which shall be open to inspection of the members of the Chamber subject to such regulations, as the Committee may from time to time deem expedient.
- (b) No resolution duly passed at a meeting of the Executive Committee shall be amended, altered or rescinded at a subsequent meeting of the Executive Committee held within 12 months of the date on which such resolution was adopted unless two third (2/3) of the total number of members of the Executive Committee vote for a change and the Agenda containing the proposal was duly circulated.

- (c) If any member does not attend three (3) consecutive meetings of the Committee without informing the Chamber, in writing he/she shall cease to be a member of the Committee. The President is entitled to move an application against him/her in the Executive Committee.

32. ANNUAL REPORT

- (a) The Annual Audited Report of the Chamber shall be submitted to Regulator on annually basis as per as the requirement under the Companies Act 2017 and approved by the Executive Committee.
- (b) Chamber shall prepare a three (3) year plan of activities which shall be approved by the Executive Committee following distribution amongst its member and cover among other matters the proposed future activities, finances and outcomes of such activities intended by the chamber during the said year period.

33 PRIVILEGES OF MEMBERS.

Subject to the restrictions contained in the provision of the articles generally or any by-law framed there under, any member shall among others have the following right and privileges.

- a) To obtain the copy of annual report and accounts.
- b) To obtain all other publication of the chambers either free of cost at such reduced rates as the committee may decide.
- c) To have the free use of library of the chamber.
- d) To be present and vote at any general meeting or any question referred to the general body of the members by curricula otherwise.
- e) To nominate other qualified members for the elections to be elected to the executive committee, to join any delegation on the behalf of chamber or to be elected to any office of the chamber.
- f) To stand for the election as representative of the chamber to any public or private bodies.

- g) To seek the help of chamber in obtaining statically or any other information for the protection and advancement of the business and to receive such particulars as may be available to the chamber that may be available such particulars as may be available to the chamber that may be available as regard to trade enquiries or information about government or other measures affecting the trade.
- h) To apply for the assistance of the chamber for security to all her reasonable facilities .for carrying on her own business and for the redress of the reasonable grievances.
- i) To seek the minute book of the executive committee meeting for which she shall have to notice of 24 hours to the secretary general and seek the permission of the president in writing.

34 MEETING AND THE FUNCTION OF THE COMMITTEE.MEETING

- 1) The committee shall meet as such times may be deemed advisable and ordinary all least once in 2 months and may make such regulations as may be deemed proper for the summoning and holding of meetings of the committee and for the transaction of business at such meetings and record of their proceedings shall be open to inspection by members.
- 2) The President or, in her absence, the Senior Vice President or Vice President, as the case may be shall preside over all meetings of chamber and in the absence of all of them. The committee shall elect someone for, amongst its member's president to preside over the particular meetings.
- 3) Five members of the committee shall form a quorum for the transaction of business, if within 20minutes of the times specified for the meeting of the committee no quorum is formed the meeting shall stand adjourned to the same hour, day and the place in the next week unless the members present fix any other only the business specified in the agenda of original meeting.
- 4) Each committee member present at a committee meeting shall have one vote and all questions shall be decided by majority of votes. In the case of any equality of votes, the president of whosoever be presiding shall have a second or casting vote

except in the matter of any election of the chamber. Voting by proxy shall not be allowed.

- 5) Not less than 7 days' notice ordinarily is given of every meeting of the committee specifying place, date and hour of the meeting and the nature of business to be transacted. But the President or Senior Vice President or the Vice President may herself call or direct the Secretary General call in urgent meeting at a shorter notice to consider exclusively any special business.
- 6) A yearly report of proceedings of chamber shall be prepared under the direction of committee, and circulated to the members of chamber at least 7 days before the Annual General meeting. Such a report shall not be submitted to the annual general meeting of confirmation and shall be confirmed or otherwise dealt with.
- 7) The committee shall be the managing body of chamber and in addition to the powers and authority by statute or by these articles expressly conferred upon it, may exercise all such powers and do all such things and acts and things as shall be by statute or these articles of association, directed or authorized to be done by the chamber as a company limited by guarantee and which are not by these articles or by statute expressly directed to be done by the chamber in General Meeting but subject nevertheless as to such acts and things are not regulated by statute of these articles or such regulations, as may from time to time be determined upon or given at an Annual or Extra Ordinary General Meeting.

Provided that no such regulations of direction shall invalidate and prior act of the committee which would have been valid if the regulation or direction had not been made or given.
- 8) Without prejudice to the general powers conferred, the committee shall have power.
- 9) To approve subcommittee, standing committee or adhoc committee and such committee may be permanent or temporary or for special purposes as the committee may determine.
- 10) To nominate chamber representatives or public bodies advisory councils Ad-hoc or standing of various government departments as and when asked by the government and other authorities.
- 11) To fill vacancies in such committee by nominations.

Provided that the membership of such committee or the chambers representation on public bodies advisory councils committees etc. shall as far as possible including representatives for all four classes of its members, having regard to:

- i. The interests which are more concerned with the particulars council body subcommittee etc.
- ii. The number of persons to be nominated and the ratio between the numbers of representatives of all classes of members of the committee.
- iv. To delegate, subject to such conditions as they think fit any of their powers to such committee and to make a very repel bye-laws or rules for the regulation or the proceedings of such committee.
- v. To make, very and repel bye-laws or rules for the regulation of the business of chamber of the officers or servants or of the members of the chamber, or any department or section of the chamber.

35. STANDING COMMITTEES

- 1) The strength of such a committee shall not more than ten members and only those who are considered experts in their line of business shall be co-opted on the respective committees.
- 2) No less than two persons shall form quorum for such a committee meeting.
- 3) An ad-hoc committee may be appointed to handle a particular matter temporary nature. Any responsible employee of the chamber may be elected to serve on an Ad-hoc committee and such election is not restricted to the repetitive nominated under article.
- 4) Members of the sub/hoc/standing committees and chamber representatives on different bodies shall be responsible to the committee and shall report progress from time to time.
- 5) Sub/ad-hoc/standing committee shall not correspond with parties outside the chamber unless specifically authorized by committee to do so
- 6) As far as possible a member of the committee will be included in each sub/ad-hoc /standing committee and its convener to preside over its meetings and report to the committee on its behalf

36. GENERAL MEETINGS

1. A general meeting of the chamber shall become due on the 1st day of July and shall in any case be held by the 30th September every year. Such a meeting shall be called the annual general meeting. All other general meetings shall be called the extraordinary general meetings.
2. The annual general meeting shall transact the following business:
 - a) Passing of the audited accounts of the chamber of the presiding financial year.
 - b) Appointment of the auditors and fixation of their remunerations.
 - c) Consideration of the annual report of the chamber.
 - d) Any other business subject to the rules framed by the committee.
3. The President may whenever she think fit, and upon requisition made in writing by members, representing not less than one tenth of the voting power of the date of the deposit of the requisitions ,convene and extraordinary General Meeting. The requisitions shall specify the objects of the meeting. The committee, whenever necessary, may direct the secretary general to convene an extraordinary general meeting. Upon the receipt of such requisition, the president shall convene an extraordinary General Meeting within 20 days from the date of receipt of the requisition and shall cause a notice of such meeting to be calculated over the signature of the secretary general to all the members of the chamber at least 21days before the date of meeting. If the president does not convene such meeting within 21 days from the date of receipt of requisition, the requisitions or a majority of them may themselves call the meeting and in either case, any meeting shall be held within three months from the date of the requisition. Every Meeting thus called by the requisitions shall be called in the same or more or less the same manner in which general meetings are to be called under these articles.

37. NOTICE:

Not less than 21 days' notice to be members specifying the place, date and hour of the meeting, with a statement of a business to be transacted at the meeting, shall be given by notice send by post or otherwise served as hereinafter provided. Not less

than 21 days' notice shall be given of a meeting to pass a special resolution. Specifying the intention to propose the resolution as a special resolution

- A notice may be given to any member either personally or by sending it by post to such members registered address.
- where a notice is send by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing a notice and unless counter is proved, to have been effected at that time at which the letter would be delivered in the ordinary course of post.
- A notice of the general meeting shall also be given to the Auditor of the chamber.
- The non-receipt by any member of any notice proved to have been given or sent as above shall not invalidate the proceedings at any general, committee, or standing /sub/ad-hoc committee meeting or any resolution passed there at.

38 QUORUM:

- Twenty five members present and entitled to vote at an annual general meeting or any extraordinary general meeting shall constitute a quorum. No business shall be transacted at an Annual General Meeting or an Extraordinary General Meeting unless a quorum of members is present at the commencement of such business.
- If within half an hour after the time appointed for an Extraordinary General Meeting, a quorum is not present, the meeting if convinced upon such requisition as aforesaid .shall be dissolved but in any other case it shall stand adjourned to some other days as may be decided by the member and if at the adjourned meeting, a quorum is not present within half an hour from time appointment for the meeting, the members at least two present shall from the quorum.

39 ADJORNMENT:

The President who so ever be presiding at the meeting may, by the majority of the votes of the members present, adjourn the meeting from time to time and 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.

40 VOTING:

- 1) At any general meeting, a resolution put to the vote of meeting shall be decided on show of hands, unless a poll is demanded (before or on the declaration of the result of the show of hands) by the President or by at least five members present in person or by any member or members representing not less than ten present of the total voting power in person and unless poll is so demanded a declaration by the president that the resolution has, on a show of hands, been carried unanimously, or by a particular majority or that lost and an entry to that effect in the book of the proceedings of the meeting of the chamber shall be conclusive evidence of that fact, without proof of the member or proportion of the vote recorded in favor of or against that resolution.
- 2) In case of an equality of votes, weather on a show of hands or on a poll ,the president of any general meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to exercise second or casting vote
- 3) If a poll is duly demanded, it shall be taken in such a manner as the president directs and result of poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 4) Except an otherwise demanded in these articles, votes at all general meetings may be given personally and every member present in person shall have similar voting rights.
- 5) Only members whose subscriptions have been paid up to date shall be entitled to vote for the purpose of general meeting or election of the chamber
- 6) Only one representative of a member duly authorized under article shall be entitles to attend and vote at the general meeting.

41. BOOKS AND DOCUMENTS:

- 1) The committee shall cause to be kept proper books of accounts with respect to:
 - a) All sums of money received and expended by chamber and the matter in respect of which the receipt and expenditure take place.
 - b) All assets and liabilities of the chamber
 - c) All sales and purchases of goods by the chamber.

- 2) The books of accounts shall be kept at the registered office of the chamber or at such other places as the committee think fit and shall be open to inspection by other members of the committee during business hours.
- 3) Subject to the provisions made in this behalf in the Companies Act 2017, the committee shall, from time to time, determine where and to what extent at what time and place, and under what conditions or regulations the accounts and books of chamber or any of them shall be open to the inspection of the members not being members of committee and no member (not being a member of the committee) shall have any right of inspecting any account or books or document of chamber except as conferred by law or authorized by the committee or by their members in general meeting.

42. MANAGEMENT OF FUNDS:

- 1) Accounting year of chamber will be closed on 30th June each year and its financial statement duly audited by a chartered accountant along with a list of members as on the 30th September shall be furnished to the Regulator Trade Organizations, on or before or the 31st day of December each year.
- 2) The management of funds of the chamber shall vest in the committee, which shall invest them in such securities as the committee may from time to time determine or deposit them in an approved bank.
- 3) All Cheques shall be signed by the President or in his absence, by the Vice President jointly with the Secretary General or any other paid officer of the chamber duly authorized by the committee.
- 4) The President shall be authorized to make payments on the chambers account up to rupees five hundred on any unspecified item. No unspecified expenditure of more than five hundred shall be made by President on any one item without the prior authorization of the committee.
- 5) The committee shall have power to authorize the payment of Rs. Ten Thousand on any item unbudgeted expenditure subject to ex-post facto approval by a general meeting. No payment of more than Rs. Ten Thousand shall be authorized by the committee without the prior approval of general meeting. Provided that the

committee may incur any expenditure on the building for their requirement of the chamber.

- 6) Before the commencement of the financial year, the Secretary General shall prepare a budget of the estimated revenue and expenditures for ensuring financial year.

43 ACCOUNT AND BALANCE SHEET

- 1) At each annual general meeting the committee shall lay before the members a balance sheet and an income and expenditure account made unto 30th June.
- 2) The said balance sheet shall be accordance with fifth schedule of the companies Ordinance 1984 as applicable in Pakistan or as near to its circumstances permit.
- 3) The income and expenditures account shall show, arranged under the most convenient heads, the amounts of gross income distinguishing the several sources, from which it has been derived, the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before meeting.
- 4) The Auditors Report shall be attached to the income and expenditure account and balance sheet, or there shall be inserted at the foot thereof a reference to the report, and the report shall be read the members in General Meeting and shall be open to inspection by any member.
- 5) Every such balance sheet and income and expenditure account shall be accompanied by a report of the committee as to the state and condition of the chamber, such report being in addition to the separated from the report specified in Article and the Account Report and Balance sheet shall be signed by two members of the committee.
- 6) A copy of such income and expenditure account and balance sheet so audited together with the reports of the Auditors and the Committee shall be sent to the registered address of every member at least fourteen days previous to the meeting and copy shall be deposited at the office for inspection by members during a period of at least seven days before a meeting.

- 7) After the balance sheet and income and expenditure account have been laid before the members in general meeting three copies of the balance sheet signed by the secretary sheet are filled with the register of joint stock companies.

44 AUDIT

An auditor shall be appointed by the annual general meeting and his appointment /duties regulated in accordance with section 246 of the Companies Act 2017 as applicable in Pakistan or any statutory modification therefore for the time being in force.

45 SEAL

- 1) The committee shall provide a common seal for the chamber. The seal shall be deposited with the Secretary General and shall never be affixed to any document except in the manner prescribed in a resolution of the committee or of the chamber in general meeting.
- 2) Deeds bonds and other contracts under the seal made on behalf of the chamber, sealed with the common seal of the chamber and signed by the President and the Vice President, as the case may be countersigned by the Secretary General or any other paid officer of the chamber duly authorized by the committee shall be deemed to be duly executed.

46 INDEMNITY

- 1) The President, Senior Vice President, Vice President, Members of committee, Secretary General and other officers and servants of the chamber shall be indemnified by the chamber against, and it shall be the duty of the committee to pay out the funds of the association on costs, losses and expenses which any search officer or servant acting in good faith or in any way in the discharge office duties including travelling expenses, and the amount for which such indemnity is provided shall immediately attached as lien on the property of the chamber and have priority as between the member over claim.
- 2) No President, Senior Vice President, Vice President, Member of the committee, Secretary General or other officer of the chamber shall be liable for the acts,

neglects or defaults on any member of the committee or officer for joining in any receipt of other act for conformity or for any loss of expenses happening to the chamber through the inefficiency or deficiency of any security in or upon which any or the moneys of the chamber shall be invested for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error or judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation there unless the same happen through his own dishonesty or willful neglect.

47 AMMENDMENTS

Amendments to these articles of association shall be effected by a resolution passed by 3/4th majority of the members present in person at an extraordinary general meeting of the chamber convened specially for this purpose in accordance with these articles that all amendments shall be subject to the prior approval of the central government and shall also be made when required by the central government in public interest.

48 INTERPRETATION OF ARTICLES

Any dispute or difference of opinion in regard to interpretation or scope of application of these articles of association which cannot be resolved by the chamber itself shall be referred to the Regulator of Trade Organizations Act, 2013, and the ruling given by the Regulator Trade Organization shall be binding on the chamber, its office bearers and members.

49 GENERAL

In respect of any matter for which no provision has been made in these articles, the provision of these Trade Organizations Act, 2013, for The Companies' Act 2017 as the case may be or both shall apply.

50 ARBITRATION

The Chamber may provide for the services of arbitration and survey for any dispute referred to it and may frame rules and bylaws in this respect.

ISLAMABAD WOMEN CHAMBER OF COMMERCE AND INDUSTRY		
LIST OF THE EXECUTIVE MEMBERS		
Sr N	Name	Signature
1	Ms Samina Fazal	-Sd-
2	Shama Touheed Mufti	-Sd-
3	Miss Sadia Baasir	-Sd-
4	Miss Shakeela Hafeez Khan	-Sd-
5	Miss Sariya Chisti	-Sd-
6	Miss Aliya Akram	-Sd-
7	Saba Ahmed	-Sd-
8	Miss Farida Istiaq	-Sd-
9	Ms Naima Ansari	-Sd-
10	Ms Farzana Rahman	-Sd-