

Articles of Associations of PAKISTAN AFGHANISTAN JOINT CHAMBER OF COMMERCE & INDUSTRY – (PAJCCI)

1) Definitions

In these Articles, unless the context or the subject matter otherwise requires:

- a) **"Act"** means the Trade Organization Act, 2013 (II of 2013)
- b) **"Rules"** means the Trade Organization Rules, 2013 made under section 31 of the Act;
- c) **"Articles"** shall mean the Articles of Association of the Chamber
- d) **"Business Concern"** shall mean proprietorship, partnership, an association of persons (AOP), a corporate entity or a multinational corporation engaged in trade, industry or services.
- e) **"Membership Year"** shall mean a year from April 1st to March 31st.
- f) **"Bye-Laws"** shall mean the overall governance framework of Chamber (PAJCCI) mutually agreed by both Pakistan and Afghanistan sides.
- g) **"Election Commission"** shall mean "the Election Commission appointed by the Executive Committee.
- h) **"Elections"** shall mean an act of electing members, Biennial, from General Body for Executive Committee and Officer Bearers by exercising the right of vote.
- i) **"Election Schedule"** shall mean the schedule of elections prepared and circulated by PAJCCI head office for the elections of members of "General Body" as Executive Committee and "Officer Bearers".
- j) **"Extra Ordinary Resolution"** shall mean as in assigned to it by Section 133 of the Companies Act 2017.
- k) **"Financial Year"** shall mean a year from July 1st to June 30th.
- l) **"Head Office"** means the registered office of the Chamber.
- m) **"General Body"** means the entire membership of the Chamber.
- n) **"General Meeting"** shall mean a meeting of the General Body, whether ordinary or extraordinary.
- o) **"Executive Committee"** shall mean elected representatives from the affiliated chambers in an identified ratio.



- p) "Member" shall mean the members of PAJCCI that include proprietorship, a partnership, an association of persons (AOP), a corporate entity or a multinational corporation engaged in trade, industry or services or a Chamber.
- q) "Membership year/period" shall mean a year/period from 1st April, to 31st March for which membership shall be granted and shall expire on 31st day of March every year irrespective of the date of grant of membership.
- r) "Provisional Membership" means that the Member shall not have any right to vote or to contest any elections and attend or call any meeting of the Chamber. They will not have any right to ask for explanation or clarification regarding the affairs of the Chamber and they shall not interfere into the day-to-day affairs of the Chamber. However, such members shall be eligible to avail all the services offered by the Chamber upon grant of Provisional Membership.
- s) "Memorandum" shall mean the Memorandum of Association of the Chamber.
- t) "MOC" shall mean Ministry of Commerce, Government of Pakistan
- u) "Office Bearers" shall mean President, Senior Vice President and Vice President.
- v) "Companies Act" shall mean the *Companies Act, 2017 (Act No. XIX of 2017)*, including any statutory modification, amendment, or re-enactment thereof for the time being in force.
- w) "Ordinary Resolution" shall mean any resolution passed at any ordinary General Meeting by a simple majority of the voters present, by show of hands, or if a poll is demanded by a simple majority of the voters given there at.
- x) "Regional/Branch Office(s)" shall mean office(s) established by PAJCCI for the purpose of obtaining membership, providing specified services, holding meetings etc.
- y) "Secretary General" shall be in charge of secretariat of the trade organization who shall exercise his powers and perform his functions under the Act, these rules, the Ordinance and the rules made thereunder and the memorandum and articles of association of the trade organization.
- z) "Special Resolution" shall mean the meaning assigned to it by Companies Act 2017.
- aa) "Term" shall mean fixed period for which Office Bearers or Executive Committee is/are elected or nominated.
- bb) "The Chamber" shall mean Pakistan Afghanistan Joint Chamber of Commerce & Industry – PAJCCI.
- cc) "The Commission" shall mean the Securities and Exchange Commission of Pakistan.
- dd) "The Registrar" means the Registrar of Companies.
- ee) "The Seal" shall mean the Common Seal of the Chamber.
- ff) "The Trade Bodies" shall mean trade organizations registered under Companies Act 2017 and Trade Organizations Act 2013.
- gg) Expression relating to "writing" shall be construed as including printing, typewriting, lithograph, photography, and all other modes of representing or reproducing word, figures and signs in visible form.

2) Membership



A. Eligibility Conditions and Criteria of membership

- I. Sole proprietorship, partnership firm, an association of persons (AOPs), corporate entity or a multinational corporation engaged in trade, industry or services is eligible to become a member of the PAJCCI holding valid national tax number and sales tax registration, if applicable, in the name of the business concern and meeting other necessary conditions/requirements laid down in the Trade Organizations Act 2013 and by the Executive Committee from time to time. or
- II. Is engaged directly or indirectly in trade, industry, services, logistics, manufacturing, transit trade, banking, agriculture, infrastructure development or other lawful commercial activity connected with Pakistan-Afghanistan and Central Asian Countries bilateral trade;
- III. Entities based outside Pakistan and Afghanistan but engaged in or intending to engage in trade, transit or investment activities linked to Afghanistan and Central Asian connectivity through Pakistan subject to valid tax registration in Pakistan.
- IV. The subscribers to the Memorandum and such other persons acting as directors shall be members of the PAJCCI.

B. Classes of Membership

The PAJCCI shall consist of two classes of Membership, namely:-

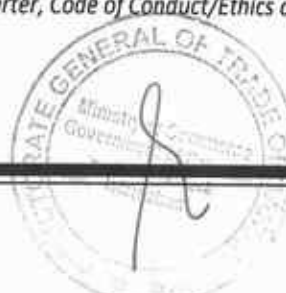
- i. **Corporate Member**
A Member which is either a body corporate or a multinational corporation with its Head Office or branch office in Pakistan or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turnover of Rs.50 million or above.
- ii. **Associate Member**
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 turnover of Rs.50 million or above.

C. FEES STRUCTURE

Category / Class	Admission Fee	Annual Subscription
Corporate	15,000	15,000
Associate	15,000	15,000

D. Application and admission of Membership

- I. A business concern desirous of becoming a Member of the PAJCCI shall submit an application in the prescribed membership application form duly proposed and seconded by the existing member in Head office or any designated Regional/Branch office/PAJCCI. The application form shall be accompanied by the prescribed annual subscription along with other relevant documents as laid down by the Federal Government and the PAJCCI.
- II. Every person, upon applying for admission to membership, shall sign an undertaking that s/he will, if admitted, so long as s/he is a member, duly observe the Articles of the PAJCCI for the time being in force.
 - a) *I have not been associated with any money laundering or terrorist financing activities and neither have approved receipt of nor received such monies and likewise neither have approved disbursement of nor disbursed such monies in any manner for money laundering or terrorist financing purposes; and*
 - b) *I have not been associated with any illegal banking business, deposit taking or financial dealings or any other illegal activities.*
 - c) *I, as Authorized Representative do hereby solemnly undertake and state on oath that I/We are engaged in legal business and I/We shall abide by Memorandum & Article of Association of PAJCCI, all the Policies, Rules & Regulations, Charter, Code of Conduct/Ethics of PACCI, all laws of Pakistan, thereof*



- iii. Every application for membership shall be placed by the Secretary General before the next meeting of the Executive Committee which may accept or reject the same. In case of rejection, the admission fee shall be refunded to the applicant. The applicant, however, shall have the right to approach the office of the Regulator against decision of the Executive Committee, whose decision shall be final and binding
- iv. The Executive Committee/ Membership Scrutiny Committee shall subject to the Articles, accept or reject any application for admission to membership. In case of rejection, the admission fee shall be refunded to the applicant. The applicant, however, shall have the right to approach the office of the Regulator against decision of the Executive Committee, whose decision shall be final and binding

E. Membership Annual Subscription

- I. If a Member fails to pay the annual membership subscription on or before 31st March each year, the name of such Member shall be deemed to have been automatically struck off from the register and shall cease to be a Member of the PAJCCI with effect from 1st April of that year.

Provided that a Member, who has thus ceased to be a Member shall not be granted membership again unless annual membership subscription is paid afresh.

F. Membership period and renewals

- I. The membership of the PAJCCI shall be granted for a period of one year and shall expire on the 31st day of March every year irrespective of the date of grant of membership on payment of prescribed membership annual subscription.
- II. The membership shall be renewable on annual basis subject to fulfilment of following conditions:-
 - a) Payment of prescribed annual subscription on or before 31st of March each year; and
 - b) Proof of filing return of income tax and sales tax, if applicable, for the preceding year.

G. Membership Register

- I. A computerized/Manual and online register of Members shall be maintained at the Head office of the PAJCCI in which business name, authorize representative name, addresses and other relevant information about all Members shall be entered class wise and all changes shall be recorded in this regard whenever it takes place.
- II. Every Member shall have the right to have the name of authorized representative changed whenever so desired, but no such change shall be effected after 3 days of the announcement of the Election Schedule. This restriction shall not to apply to members who are not eligible to vote.

H. Membership Certificate

Every Member shall be entitled to obtain a certificate of membership under the seal of the PAJCCI.

I. Resignation from Membership or Executive Committee

- I. Any Member / Executive Committee member may resign from the PAJCCI's membership by giving 30 days' notice in writing to the Executive Committee and upon expiration of the notice the Member shall cease to be a Member.
- II. Any Member who has resigned or who has been removed from the membership of the PAJCCI shall not be entitled to refund of any money, excluding loans paid to the PAJCCI.

J. Removal from Membership



A Member shall liable to be removed from the membership of the PAJCCI for any of the following reasons by a resolution of the Executive Committee passed in a meeting or a specially convened meeting for the purpose by two-third majority of the Members present in person:-

- i. In the case of an individual, his/her death shall terminate his/her membership; but in the case of a firm company or other corporation, death of any partner or member therein shall not terminate membership which shall be deemed to continue so long as other members of the firm, company or corporation continue doing business in the same name.
- ii. Neglect of or refusing to submit to or abide by, or carry out any decision of the Committee, taken within limits laid down in Articles of Association.
- iii. Indulging in unethical practices in the field of trade, industry, services and commerce
- iv. Misappropriation of funds of the PAJCCI.
- v. Intentional violation of Articles, rules, regulations or bye-laws of the PAJCCI.
- vi. If a Member breaches any provision of the Companies Act 2017 and Trade Organization Act & Rules 2013.
- vii. In case of an individual, if he/she is an undischarged insolvent, or if he/she is adjudged by a competent Court to be of unsound mind; or if he/she is convicted of an offence involving moral turpitude;
- viii. In the case of a firm, when it is dissolved, or adjudged insolvent or the partners thereof are convicted of an offence involving moral turpitude;
- ix. In the case of a company or corporation, when it is wound up;
- x. If he/she fails to discharge his/her subscription or other dues despite notice in this behalf; provided that the Executive Committee, if it deems fit and proper, shall have power to extend time for payment;
- xi. Member resigns from his/ her membership or expelled from membership;
- xii. On the expiry of a notice of one month given by him/her in writing to the Secretary General, declaring his/her intention to withdraw from the PAJCCI;
- xiii. Violation of articles, rules, regulations, code of conduct/ethics or bye-laws of the PAJCCI and that of Trade Organization Act and Rules 2013 and other statutory laws;
- xiv. He/she is declared by a Court of competent jurisdiction to have committed a fraud, or to be bankrupt, or to be insane or otherwise incompetent; or
- xv. He/she is held by the Executive Committee of the PAJCCI to have been guilty of any act discreditable to a member of the PAJCCI; or
- xvi. He/she is acting or is threatening to act in a manner prejudicial to the objects, interest or functioning of the PAJCCI or any other institute, body corporate, society, association or institution in which the PAJCCI has an interest.
- xvii. Any member who shall by any means cease to be a member shall remain liable for and shall pay to the PAJCCI, all dues which at the time of such member ceasing to be a member may be due from his/her to the PAJCCI.
- xviii. Any vacancy caused by disqualification under provision of Article 12, on the Executive Committee, shall be filled-in for the remaining part of the year by the Executive Committee by co-opting a member for such vacancy.

K. Appeal

- i. A Member shall not be removed or membership shall not be cancelled by the Executive Committee unless the Member has been given an opportunity of explaining the position in writing and/or in person. The Member so removed/cancelled shall have the right to appeal, within one month from the date of expulsion to the General Body of the PAJCCI. The applicant, however, shall have the right to approach the office of the Regulator against decision of the Executive Committee, whose decision shall be final and binding
- ii. In case an appeal is made by the Member, the Executive Committee shall convene a meeting of the General Body within 30 days from the date of receipt of the appeal, and the decision of the General Body in the matter shall be final.

L. Duties and Obligations of Members

Every member shall have the following duties and obligations:-

- i. To make every effort to carry out the aims and objectives of the PAJCCI as set forth in the Memorandum of Association;



- ii. To carry out and abide by the rules and regulations of the PAJCCI as laid down in these Articles or in the bye-laws framed there-under from time to time;
- iii. To abide-by and ensure compliance of the Trade Organizations Act and Rules 2013 thereof, and all other laws of the Land;
- iv. To ensure compliance to the charters, policies, rules, procedures and regulations of the PAJCCI, Code of Conduct/ Ethics promulgated by the Executive Committee to streamline the affairs of the PAJCCI;
- v. To Report to the PAJCCI, if witnessed, any unfair, illegal and unlawful activities of any other member or members;
- vi. To bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the interest of the PAJCCI or its Members in whatever manner;
- vii. To pay the membership fee of the PAJCCI regularly;
- viii. To accept and abide by the decision of the Executive Committee provided the decisions are not inconsistent with the provisions of the Memorandum or the Articles of Association or the Trade Organizations Act or any rules, regulations, instructions or directions issued there under;
- ix. To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objective of the PAJCCI.
- x. To take part in the deliberations of the meetings of the PAJCCI which he/she is entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time;
- xi. To assist and cooperate with the Executive Committee in the field of trade, commerce and industry with specific reference to the trade or industry or service the PAJCCI is concerned;
- xii. The proceedings of the PAJCCI will be treated by members as strictly confidential and will not be discussed in public. Only the President (or his duly authorized nominee) will be entitled to make a public statement on behalf of the PAJCCI. If any member has failed to observe the rules requiring proceedings of the PAJCCI to be treated as confidential, the PAJCCI may in writing call upon such member to resign from the PAJCCI.

M. Ceasure of Membership

In addition to the forgoing provisions, a Member shall cease to be a Member of the PAJCCI for any of the following reasons:-

- I. If a Member fails to pay prescribed annual subscription for renewal of membership.
- II. If any change is made in the line of business, its management, name of the sole proprietorship, firm, company or corporate body which substantially alters the composition of that firm, company or corporation; or
- III. If he/she is found to be a unsound mind by a court of competent jurisdiction; or
- IV. If he /she is adjudged insolvent; or
- V. If he/she is convicted on a criminal offence, or an offence involving moral turpitude; or
- VI. If he/she closes or transfers his business to any place outside the jurisdiction of the PAJCCI.

N. Ceasure Exempted

No firm, company or concern, shall cease to be a Member of the PAJCCI, if a change in its constitution caused by the admission, retirement or death of a partner provided that the business of the firm, company or concern is carried on in the conventional name in which such firm, company or concern was enrolled as a Member of the PAJCCI.

O. Re-Enrolment of membership

A Member whose name has been removed from the register shall be eligible for re-enrolment on payment of annual subscription afresh.

P. Facilitation to members

- I. Consulting services shall be provided to members to promote trade and investment activities between Pakistan and Afghanistan.
- II. Trade and investment related information shall be passed to members to exploit the available opportunities through newsletters, emails, website etc.



- III. For detailed or time-consuming services (preparation of feasibility reports on specific request, research reports etc.), appropriate fee shall be charged that will be determined and fixed by the Executive Committee from time to time.
- IV. Facilitation shall be provided for arranging business meetings, visit of delegations to explore the business opportunities.
- V. Facilitation shall be provided in signing commercial contract, joint ventures investment, dispute resolutions etc.
- VI. The genuine and legitimate business rights of the members shall be discussed at all relevant public and private forums for positive outcome.
- VII. Seminars/Conferences/roundtables shall be held to take point of view of members on policies, especially on Pakistan Afghanistan Transit Trade Agreement etc.

3) General Body

A. Composition and Tenure:

- I. The General Body shall comprise of the entire membership of the PAJCCI.
- II. The General Body shall be the Electoral College of the PAJCCI.
- III. Each member of the General Body shall have one vote in the General Assembly.

B. General Meetings & Proceedings / AGM

- I. A General Meeting to be called Annual General Meeting, shall be held, in accordance with the provisions of Section 132 of the Companies Act 2017, within sixteen months from the date of incorporation of the PAJCCI and thereafter once at least in every calendar year within a period of four (4) months following the close of its financial year as may be determined by the Executive Committee
- II. The Annual General Meeting shall be held every year, presided over by the President at the Head Office, connecting the Regional Offices through Video-link or at such place and time as the Executive Committee may consider convenient at which a Report of the proceedings of the Executive Committee and the audited yearly account of the PAJCCI shall be submitted for confirmation. Copies of the Audited Statements of Accounts and Balance Sheet shall be sent to the members
- III. The sitting President or designated Senior Vice President / Vice President shall chair the General Body meeting on completion of the quorum at given date, time and venue to:
 - a) Hold election and announcement of results of elected Executive Committee and "Officer Bearers".
 - b) Confirm minutes of last Annual General meeting.
 - c) Get approval of the duly audited annual accounts and the proposed budget for ensuing year;
 - d) Get approval of auditor(s) nominated by the Executive Committee.
 - e) Take decisions on all the matters referred by the Executive Committee with the majority of votes of General Body members.
 - f) Deliberate on the written requests of Members that shall be submitted to the President/Secretary General at least three weeks before the General Body meeting. Applications about the matters that are not the part of the agenda shall be filed during the meeting and can only be considered for discussion with the approval of the majority of members of Executive Committee present in the meeting.
 - g) Every member has the right to represent another member on the basis of a written proxy. No member may represent more than one other member.
 - h) The immediate past President of the PAJCCI shall be the ex-officio member of the General Body without any voting right.
 - i) Transact any business other than Agenda with permission of Chair.

C. Other General Meetings

All other meetings of the members of the PAJCCI other than an Annual General Meeting shall be called Extraordinary General Meetings.

D. Extraordinary General Meetings

- I. The Executive Committee may, whenever think fit, call an Extraordinary General Meeting, and Extraordinary General meeting shall also be called on such requisition(s), as is provided by section 133 of the Companies Act 2017.
- II. The Extraordinary General Meeting may be convened either for purposes of transacting any special business or for placing before the members a review of the activities in preceding months.
- III. An Extraordinary General Meeting shall be convened by the Committee concerned upon the requisition of not less than one third of the members. The requisition so made shall state the object of the Extraordinary General Meeting proposed to be called and shall be presented to the Secretary Head Office where the meeting is proposed to be called.
- IV. Upon receipt of the requisition under the preceding Article, the Committee concerned shall forthwith proceed to convene an Extraordinary General Meeting.

E. Notice of General Meetings

Twenty-one (21) days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business, shall be given in the manner provided by the Companies Act 2017 for the general meeting, to such persons as are, under the Companies Act 2017 or the Articles of the Association, entitled to receive such notices from the PAJCCI but the accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.

- I. In the event of an emergency, Extraordinary Meeting can be called at a shorter notice; but in any case, at least three-days clear notice shall be necessary.
- II. The non-receipt of a notice convening any General Meeting and /or Special General Meeting by any member shall not invalidate the proceedings of any such meeting.

F. Quorum

- I. In case of the Executive Committee, 10 members present personally or through video-link at the time when the meeting proceeds to business, shall form the quorum.
- II. 25% members present personally or through video-link and entitled to vote at the Annual General Meeting shall constitute a quorum; but at any special meeting, 10% or at least 10 members present personally or through video link at the time when the meeting proceeds to business, and entitled to vote shall constitute the quorum.

G. Effect of Quorum not being present

- I. If within half an hour appointed for the Annual General Meeting or Extraordinary General Meeting, a quorum of members is not present, the meeting, if convened on the requisition of members, shall be dissolved and in any other case, the meeting shall stand adjourned to the same day in the following week at the same time and place; provided that if it falls on a Muslim Public Holiday determined by the PAJCCI, in which case the meeting shall take place at the same time and place a week after and if at such adjourned meeting, the quorum of members is not present, the business on the agenda will be transacted by the members present in person or through video-link, whatever be their number, shall be a quorum.
- II. Every question referred to a General Meeting shall be decided by the majority of members present and voting at such meeting.

H. President Presides over Meetings



The President shall preside over every General Meeting of PAJCCI and in his absence either Senior Vice President or Vice President will preside over the meeting. If either of the Office Bearers is not present at the time of meeting then the Members present may elect one from among the Executive Committee members to chair the meeting.

I. Decision by Majority Votes

Every matter submitted to a General Meeting shall be decided by a majority of votes of the Members present in person. In the event of difference of opinion, on a matter, no ordinary resolution shall be deemed to have been adopted unless it is carried by a majority vote present in person and entitled to vote on such resolution.

J. Chair to have Casting Vote

In the case of any equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting at which the show of hands takes place or at which vote by secret ballot takes place, shall have the right to exercise a second or casting vote.

K. Objection to vote:

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given and tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

L. Adjournment

The President may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time 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. When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

M. Objects of Requisition

Any requisition for an Extraordinary General meeting shall express the specific object of the meeting and must be signed by the requisitionist and shall be sent to the Secretary General at the office of PAJCCI.

N. Special Business:

All business that is transacted at an Extraordinary General Meeting and that is transacted at an Annual General Meeting (AGM) with the exception of the consideration of the financial statements and the reports of the Executive Committee/ Director and Auditors, the election of Directors/ Executive Committee, the appointment of and the fixing of remuneration of the auditors shall be deemed special business.

O. Minute Books & Records

- I. The Executive Committee shall cause records to be kept and minutes to be made in book or books with regard to
 - a) All resolutions and proceedings of general meeting(s) and the meeting(s) of Directors/ Executive Committee and every member present at any general meeting and every director/ Executive Committee Member present at any meeting of Executive Committee shall put his signature in a book to be kept for that purpose;



- b) Recording the names of the persons present at each meeting of the Executive Committee Member and the general meeting; and
 - c) All orders made by the Executive Committee.
- Provided that all records related to proceedings through video-link shall be maintained in accordance with the relevant regulations specified by the Commission which shall be appropriately recorded into writing and made part of the minute books according to the said regulations.

- II. Every member shall be entitled to inspect the account books and other documents which shall be kept at the Head Office and Regional Offices concerned to such an extent as the Executive Committee at the Head Office and the Regional Office concerned may from time to time determine. The Committee or the President or Senior Vice-President or Vice-President shall have powers to refuse inspection of any documents which at the time may be confidential and whose disclosure in its or his opinion is likely to prejudice the interests of the Chamber. Reasons for such refusal may be given in writing and the aggrieved party may appeal to the Executive Committee whose decisions in the matter shall be final.

4) Executive Committee

A. Composition and Tenure:

The Organizational structure including composition and tenure of Executive Committees and the manner of their elections shall be such as prescribed.

- I. PAJCCI shall comprise a President, Senior Vice- President, Vice-President, an Executive Committee and a General Body.
- II. Members of a PAJCCI shall constitute its general body.
- III. The general body constituted under sub-rule (3), in addition to the functions and responsibilities assigned to it in the memorandum and articles of association of the PAJCCI, shall, subject to the provisions of clause (c) of sub-rule (5) and sub-section (7) of section 10 of the Act, serve as electoral college for election of members of executive committee, except for the seats reserved for women for which electoral college shall be the executive committee.
- IV. The executive committee of PAJCCI, shall comprise persons elected by the general body from amongst its members, subject to the following conditions, namely:-
 - a. the Executive Committee shall be composed of 14 Members
 - b. at least fifty per cent of members of the executive committee shall be from the corporate class;
 - c. the electoral college for each class of members of the executive committee shall be members of the general body from the respective class; and
 - d. in addition to the seats under clause (a), the immediate past president shall be an ex-officio member of the executive committee without voting right.
- V. In addition to the number of seats in sub-rule (5), there shall be two seats of executive committee reserved for women entrepreneurs for which electoral college shall be the executive committee.
- VI. If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled by members from other category: Provided that any seats remaining vacant in any category shall not be counted towards determination of quorum.
- VII. The general body comprises at least fifty per cent members from associate class, there shall be rotation of office of president between the associate and corporate members:
- VIII. Where there is rotation of office of president under sub-rule (9), the president and senior vice-president shall not be from the same class of members provided in sub-rule (7) of rule 11.
- IX. The office-bearers of a trade organization shall be elected by the executive committee from amongst its members.
- X. The tenure of all elected office-bearers shall be two years.
- XI. The tenure of members of the executive committee provided in sub-rules (5) and (6) shall be two years



- XII. The tenure of office-bearers of the executive committee provided in sub-rule (7) shall be two years.
- XIII. On completion of term, office-bearers and members of the executive committee shall not be eligible to contest election or co-option in any representative capacity in the trade organization for the next two years.

B. Proceedings of the Executive Committee Meetings

- I. The Executive Committee shall meet at least once in each quarter of every year, subject thereto meetings of the Executive Committee shall be held at such time as the Members shall think fit. All meetings of the Executive Committee shall be held at the registered office of the Chamber or at such other place as the Executive Committee shall from time to time determine. The meetings of the Executive Committee shall be called by the respective President on his own accord or at the request of any three members of the Executive Committee by giving at least seven days' notice to the members of the Executive Committee.
- II. At least one-third ($1/3^{\text{rd}}$) of the Executive Committee Members, for the time being of the Chamber, present personally or through video-link, shall constitute a quorum.
- III. Save as otherwise expressly provided in the Companies Act 2017, every question at meetings of the Executive Committee shall be determined by a majority of votes of the Members present in person or through video-link, each Member having one vote. In case of an equality of votes or tie, the President shall have a casting vote in addition to his original vote as a Member.
- IV. The Member shall cause records to be kept and minutes to be made in book or books with regard to—
 - a. all resolutions and proceedings of general meeting(s) and the meeting(s) of Members and committee(s) of Members, and every member present at any general meeting and every Member present at any meeting of Members or Committee of Members shall put his signature in a book to be kept for the purpose of attendance;
 - b. recording the names of the persons present at each meeting of the Members and of any Committee of the Member, and the General Meeting; and

C. Resolution through Circulation

A resolution in writing signed by all Directors/ Executive Committee Members for the time being entitled to receive notice of the meeting of Executive Committee or affirmed by them in writing shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

D. Proceedings of Committee Members

The Executive Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In case of an equality of votes, the President shall have and exercise a second or casting vote.

E. Validity of Directors' / Executive Committee Members Acts

All acts done by any meeting of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such directors/ Executive Committee Members or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director/ Executive Committee Member.

F. Frequency of meetings

The Executive Committee shall hold at least four meetings in a year at a place date and place mutually decided.

G. Functions of the Executive Committee

Executive Committee is responsible:-



- I. to take charge of the current and urgent matters inlay with the objectives of PAJCCI and business interests of both Pakistan and Afghanistan.
- II. to take decision about the approval or rejection of membership of the Chamber.
- III. to execute current and urgent matters pertaining to the trade related problems of both countries.
- IV. to represent the point of view of Chamber on any matter relating to objects of Chamber at appropriate forums.
- V. to coordinate the operations of Chamber with institutions that also aim to promote trade and economic relations between Afghanistan and Pakistan.
- VI. to constitute from time to time committee(s) from among themselves or co-opt other persons for the purpose and delegate to them such functions and powers as the Executive Committee may see fit to carry out the objects of the Chamber.
- VII. to pass and to bring into effect such by-laws as may be considered to be in the interest of or conducive to the objects of the Chamber, subject to their approval in General Body.
- VIII. to present to the general meeting of the Chamber any matters which the directors feel are material to the Chamber, its objects or interests or affecting the interests of members and make suitable recommendations regarding such matters.
- IX. to defray, wherever necessary, expense of the delegates or nominees of Chamber to Conferences and meetings convened anywhere in Pakistan or abroad which are likely to promote objects of Chamber.
- X. to sanction an expenditure from the funds of Chamber.
- XI. to agree upon and pay any expenses in connection with the Chamber's objects and undertakings and pay all the expenses incidental to the formation and regulation of the Chamber.
- XII. to appoint, remove or suspend the legal advisors, bankers, or other officers on such terms and conditions as they shall think fit and as may be agreed upon.
- XIII. To appoint any qualified person as a first auditor(s) subject to provisions of the Companies Act 2017.
- XIV. To determine the remuneration, terms and conditions and powers of such appointees and from time to time, revoke such appointments and name another person of similar status to such office except for the auditor in which case the relevant provisions of the Companies Act 2017 shall be followed.
- XV. To keep proper books of accounts as prescribed under the Companies Act 2017, which shall reflect, true and complete accounts of the monetary affairs and transactions of Chamber.
- XVI. To appoint Secretary General and such other paid staff as may be considered necessary for the efficient functioning of Chamber and to lay down or regulate the terms and conditions of their services as per laid down procedures under Trade Organization Act 2013.
- XVII. To frame and enforce rules, regulations and bye-laws for the office administration, elections, trade practices, arbitration etc. and in like manner-rescind, add or alter such rules, regulations and bye-laws for the time being in force and in conformity with Trade Organization Act 2013.
- XVIII. To convene Ordinary and Extraordinary General Meeting of Chamber.
- XIX. Executive Committee can initiate no confidence motion against President / Senior Vice President / Vice President with the following conditions:-
 - a) No confidence motion against the President can be adopted by two-third of the majority of members present in the meeting, provided such majority is not less than 75% of total votes; he obtained for the office for the President / Senior Vice President / Vice President.
 - b) No vote of confidence can be carried out against the President / Senior Vice President / Vice President within six-months of the election as President / Senior Vice President / Vice President and no subsequent motion can be carried out within next six months.
- XX. Subject to the provisions of Section 199 of the Companies Act 2017, the directors may exercise all the powers of the PAJCCI to borrow and mortgage or charge its undertaking, property and assets (both present and future) or issue securities, whether outright security for any debt, liability or obligation of the PAJCCI.

H. Casual Vacancy

- (1) If for any reason, any member of the Executive Committee resigns or the seat falls vacant for any other reason during the operational year of the term, the Executive Committee meeting must be convened to formally acknowledge the vacancy and after notifying the Regulator, the Secretary General shall review the certified results of the preceding elections and after identifying, shall formally invite and offer the candidate from the same class as the outgoing member belonged who has secured the highest number of votes among the unsuccessful candidates to fill the vacant seat in order to reconstitute the Executive Committee to ensure full spectrum of representation



and strength of the Executive Committee. The co-opted member of the Executive Committee shall complete the remainder of the original term.

- (2) If for any reason, any Office Bearer resigns from the office but retains the seat as a member of Executive Committee during the operational year of the term, the Secretary General must convene an emergent Executive Committee meeting to conduct election of Office Bearer as per sub-rule (11) of rule 21 of the Rules, as to receive nominations from amongst the members of the Executive Committee in its full constitutional strength from the same class as the outgoing Office Bearer has resigned. The elected Office Bearers shall hold the office during the tenure to complete the remainder of the original term.
- (3) If for any reason, any Office Bearer resigns from the office as well as from the Executive Committee or the seat falls vacant for any other reason during the operational year of the term, the vacant seat of the Executive Committee shall be filled as per sub-clause (1) above and after reconstitution of the full strength of Executive Committee, the Office Bearer shall be elected as per sub-clause (2) above.
- (4) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled by members from other category.

Provided that, any seats remaining vacant in any category shall not be counted towards determination of quorum.

- (5) The vacant seat of the Executive Committee shall be filled within a period of sixty (60) days after it falls vacant.

Provided that, any such vacancy shall be not filled when election schedule of the Chamber is announced by the Executive Committee.

5) Office Bearers – President, Senior Vice President and Vice President

A. Composition and Tenure:

- i. The tenure of the Executive Committee and office-bearers shall be two years i.e. from the 1st day of October.
- ii. There shall be one President, Senior Vice President and Vice President.
- iii. Office Bearers shall be elected by the Executive Committee from amongst its members.
- iv. On completion of the term, the President, Senior Vice President and Vice President shall not be eligible to contest election or co-option in any representative capacity for the next two year.
- v. The office bearers and Executive Committee shall deem to have automatically retired from their respective offices on completion of their Biennial term of office and shall handover charge of their respective offices to the newly elected Office bearers and Executive Committee. Provided that in some extra ordinary circumstances like war, force-de-majeure or when it is not possible to hold election or when ordered by Regulator or the Federal Government, the existing Office bearers and Executive Committee/ shall continue in office till elections are held.

B. Functions and duties of the Office Bearers

- i. The President shall preside over all meetings of Executive Committee and Annual General Body.
- ii. The President shall call meetings of the Executive Committee or of any Sub-Committees of either at his initiative or on requisition of five (05) members in the case of Executive Committee and one-third of the number of members in the case of any Sub-Committee.



- III. The President shall represent the PAJCCI at all relevant forums, administer and give directions to staff for the efficient management of the affairs of PAJCCI.
- IV. The President shall have the powers/authority to appoint/terminate any staff member in consultation with the Human Resource Committee, except termination of Secretary General for which approval of the Executive Committee is required as per Trade Organizations Act 2013.
- V. The President may at his discretion have authority/permission to spend an amount of Rs.150,000/- (One hundred and fifty thousand only) at one time per day for the purpose of the Chamber, the approval of which shall be required in the next meeting.
- VI. The President shall form various Sub-Committees/Advisory Committees in consultation with the Executive Committee.
- VII. The President can adjourn any meeting with the consent members present in the meeting.
- VIII. The President shall have the authority to sign cheques jointly with Secretary General as defined in the Chamber's Accounting Policy.
- IX. Senior Vice President or Vice President shall perform all or any of the functions and exercise powers of the President in his absence. (Explanation: Absence means absence from the country or absence due to prolonged illness or in case of any litigation or due to such extraordinary unforeseen situation for more than seven days).

6) Secretary General

Subject to the supervision, control and orders of the President, the duties and functions of the Secretary General, who shall be a whole time paid employee of PAJCCI shall be as follows:-

- I. To handle day to day operations of the PAJCCI.
- II. To carry out and hold charge of all correspondence of PAJCCI.
- III. To hold charge of all documents, papers, furniture and all other properties, moveable and immoveable belonging to PAJCCI.
- IV. To issue notices of all meetings of PAJCCI.
- V. To keep and maintain accurate minutes of meetings of PAJCCI.
- VI. To assist in the preparation of Annual Report of PAJCCI in consultation with and approval of the Executive Committee.
- VII. To circulate among the Members minutes of its meetings.
- VIII. To circulate among the Members of the Chamber the Annual Report, notices and other information intended for circulation.
- IX. To ensure collection of all dues of PAJCCI and grant receipt thereof.
- X. To supervise maintenance of accurate accounts of PAJCCI.
- XI. To ensure that all payments are in conformity with the decision of the Executive Committee.
- XII. To sign all cheques jointly issued on behalf of PAJCCI which shall also be signed by the President.
- XIII. To represent PAJCCI for all purposes whenever action arises before a Court of Justice in any suit or proceeding instituted by or against PAJCCI and s(he) shall not be competent to comprise any suit without the sanction of the Executive Committee.
- XIV. To maintain administrative and disciplinary control over all staff of PAJCCI in accordance with the rules and regulations, which may be framed in this behalf by the Human Resource Committee.

7) Elections

A. Elections within PAJCCI



Subject to provisions of section 11 of the Act the elections of PAJCCI shall be held biennial, during the period of July to September of the election year.

B. Announcement of elections schedule

- I. The election schedule of the Pakistan Afghanistan Joint Chamber of Commerce and Industry (PAJCCI) shall be approved by the executive committee of PAJCCI and issued by the secretary general, in first half of July,
- II. Within two days of its approval by the executive committee, the election schedule shall be:
 - a. displayed at notice board of head office and regional offices of the PAJCCI;
 - b. displayed at website of the PAJCCI; and
 - c. submitted to the Regulator.

C. Eligibility to vote

- I. Subject to provisions of section 10 of the Act, the eligibility of a member to vote at the elections of the Pakistan Afghanistan Joint Chamber of Commerce and Industry (PAJCCI) shall be subject to following conditions, namely:-
 - a. the member has completed two years of valid membership of the PAJCCI as on the date of announcement of election schedule by the executive committee of PAJCCI

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

- b. the member has fulfilled the conditions of membership and renewal thereof of the respective trade organization under rule 11.
- II. Every member eligible to vote shall deposit with the secretary general, the specimen signature card along with photograph indicating the status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the director of the member-firm or company, or a person not below the rank of general manager authorized by the board of directors of a public limited company or, as the case may be, a multi-national corporation.
- III. The proprietor, partner or director of the member-firm or company, concern or a person not below the rank of general manager authorized by the board of directors of public limited company or a multinational company shall be entitled to cast vote at the time of election only if name of such person has already been registered with the secretary general and his name appears on the list of voters.

C. Appointment of Election Commission

Simultaneously with approval of the election schedule as provided in rule 14, the executive committee of the Pakistan Afghanistan Joint Chamber of Commerce and Industry (PAJCCI) 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 PAJCCI for the preceding two years;
- IV. the member 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.

D. Functions of Election Commission



The Election Commission shall be in charge of all arrangements connected with conduct of elections including but not limited to-

- I. appointment of polling staff;
- II. ensuring display of tentative voters' list by the secretary general for the purpose of inviting objections as provided in sub-rule (3) of rule 18;
- III. examination of 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 conducted in an orderly, peaceful, fair and transparent manner in accordance with 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.

E. Election procedure

- I. The elections of Pakistan Afghanistan Joint Chamber of Commerce and Industry (PAJCCI) shall be conducted according to the procedure laid down in the respective articles of association subject to the following:-
 - a. the election of the members of executive committee and office bearers shall be held by secret ballot;
 - b. neither postal ballot nor proxy shall be allowed; and
 - c. the polling shall be held simultaneously at the head office, regional offices or where the number of voters exceeds fifty, at the branch offices of the PAJCCI;
 - d. A candidate contesting the election for the seat of Office Bearer or Executive Committee member shall be required to deposit pay order of Rs. 2,500/- in favour of PAJCCI along with.

Provided that where for want of space in the office premises it is not possible to establish the polling booths, the polling shall be held in a public place such as a community hall or hotel.
- II. Within three days of the announcement of the election schedule member-firms desiring to change their representative shall intimate changes regarding name of representative to the secretary general along with necessary proof of eligibility.
- III. The secretary general shall display, within seven days of the announcement of election schedule, the provisional list of all members eligible to vote along with their national tax number, sales-tax-registration number, if applicable, the name and national identity card number of their representative. The list shall be displayed at
 - a. notice board of the Head Office; and
 - b. website of the PAJCCI.
- IV. 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.
- V. The secretary general shall, within five days from receipt of objections under sub-rule (4), intimate action on the objections or changes, if any.
- VI. Any person aggrieved by decision of the secretary general may, within three days of receipt of the decision, make a representation to the Election Commission which shall decide the representation within three days.
- VII. Any person, aggrieved by the decision of the Election Commission or in case the Election Commission fails to decide the representation within the period provided in sub-rule (6), may, within three days of decision by the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-rule (6), make an appeal to the Regulator who shall decide the appeal within ten days and his decision in this regard shall be final.
- VIII. Within two days of the decision of the Regulator the final voters' list shall be
 - a. displayed at notice board of the Head Office and regional offices of PAJCCI;
 - b. displayed at website of PAJCCI; and
 - c. submitted to the Regulator;



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

- IX. Within four days of display of the final list of voters, any person, who is eligible to contest elections 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.
- X. Within twenty-four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- XI. The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- XII. The objections, if any, to nomination of the candidates may be filed to the Election Commission within twenty-four hours of issuance of the list of candidates, which shall be decided by the Election Commission within two days.
- XIII. Within two days of decision of the Election Commission or in case the commission fails to decide within the stipulated time provided in sub-rule (12), any candidate, aggrieved by the decision of the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-rule (12), may file an appeal to the Regulator, who shall decide it within seven days and his decision in this regard shall be final.
- XIV. Within two days of the decision of the Regulator the Election Commission shall issue final list of the candidates:

Provided that if no appeal has been made to the Regulator, final list of the candidates shall be issued within eleven days of the decision of the Election Commission under sub-rule (12).
- XV. Within five days of display of final list of the candidates, the polling for election of members of executive committee shall be held.
- XVI. Within two days of the polling as provided in sub-rule (15), any person elected as member of executive committee, shall send, to the Election Commission for election as an office bearer, his nomination duly proposed and seconded by an elected executive committee's member and signed by the candidate.
- XVII. The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- XVIII. Within two days of display of final list of the candidates, the polling for election of office bearers shall be held.
- XIX. The final result of the election of members of executive committee and office bearers shall be officially announced at Annual General Meeting of PAJCCI called for this purpose within fifteen days of the date of polling under sub-rule (18) but not later than the 30th day of September of the year.
- XX. The announcement of election results in the Annual General Meeting under sub-rule (19) shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Trade Organization Act 2013.
- XXI. The final election results announced in the annual general meeting shall be-
 - a. displayed at notice board of the head office and regional offices of PAJCCI within two days;
 - b. displayed at website of PAJCCI within two days; and
 - c. submitted to the Regulator within seven days.

F. Conduct of Elections

The elections of Pakistan Afghanistan Joint Chamber of Commerce and Industry (PAJCCI) will be conducted as per Rule 19 of the Trade Organizations Rule, 2013.

8) Membership fee and other dues



Annual Membership fee of Pakistan Afghanistan Joint Chamber of Commerce and Industry (PAJCCI) shall be Rs. 15,000. PAJCCI shall seek prior approval of the Regulator before enhancing any of its fee or dues.

9) Reporting Requirements

Pakistan Afghanistan Joint Chamber of Commerce and Industry (PAJCCI) notwithstanding the requirements under the Companies Act, 2017, shall annually submit by 31st December, to the Regulator:

- I. annual financial statements as prepared by the Auditors and approved by the Executive Committee;
- II. plan of activities for the next year as provided in Rule 23 of the Trade Organizations Rules 2013; and
- III. a soft and hard copy of list of members as on November 30, in the format at Annexure-I of Schedule B of the Trade Organizations Rules 2013.

10) Plan of Activities and Performance Review

- I. Pakistan Afghanistan Joint Chamber of Commerce and Industry (PAJCCI), in accordance with the Rule 23 of the Trade Organizations Rules 2013, shall prepare a three years plan of activities which shall be approved by the Executive Committee following distribution amongst its members and cover among other matters the proposed future activities, finances and outcome of such activities intended by the PAJCCI during the said three years' period.
- II. The PAJCCI shall internally conduct an Annual Performance Review and have such performance review audited by external auditors based upon an inspection of all records of the PAJCCI to include but not be limited to minutes of meetings and the PAJCCI's plan of activities.

11) Administration and Management

The administration and management of the affairs of the Pakistan Afghanistan Joint Chamber of Commerce and Industry (PAJCCI), in terms of Rule 24 of the Trade Organizations Rules 2013 shall be vested in:

- (i) The PAJCCI, under Rule 24 of the Trade Organizations Rules 2013, shall appoint a secretary general through a human resources committee formed by the executive committee and shall consist of three members of the executive committee.
- (ii) The secretary general shall be in-charge of the secretariat of the Chamber, who shall exercise his powers and perform his functions, under the Act and Rules 24 of TOR 2013, the Companies Act 2017 and the rules made there under and the Memorandum and Articles of Association of PAJCCI.
- (iii) The Secretary General shall assist the H.R. Committee to frame the rules and regulations for hiring and service rules for Secretary General and other staff;
- (iv) The signatures of the Secretary General shall be mandatory for operation of all the single or jointly operated bank accounts of the PAJCCI.
- (v) The termination of services of the Secretary General, shall be through a resolution of the Executive Committee.
- (vi) Any management employees who shall report directly to the secretary general alone shall be appointed jointly by the secretary general and the human resources committee.
- (vii) Any other staff or professional management shall be appointed through a process to be defined in the PAJCCI's human resource policy.



12) Website

Pakistan Afghanistan Joint Chamber of Commerce and Industry (PAJCCI), in accordance with the Rule 25 of the Trade Organizations Rules 2013, shall create and maintain a website at all times which shall include all relevant information such as:

- I. up-to-date list of Office Bearers with contact details, Executive Committee members, management and members of the General Body;
- II. memorandum and Articles of Association as well as bye-laws, if any;
- III. plan of Activities and statement of vision;
- IV. schedule of Executive Committee Meetings and Minutes of such meetings; and
- V. schedule of elections, voters' list and election's results during the election period.

13) Professional Development

The Office Bearers of PAJCCI, in accordance with the Rule 27 of the Trade Organizations Rules 2013, shall always follow best practices including undertaking continuing professional development in order to meet the requirements of their respective office and in view of the provisions of the Trade Organizations Act and Rules 2013 and as reflected under the Memorandum and Articles of Association or as notified by the Ministry of Commerce, Government of Pakistan, from time to time.

14) Notice

Notice shall be given by the PAJCCI to Members and Auditors of the PAJCCI and other persons entitled to receive notice in accordance with section 55 of the Companies Act 2017.

15) Finances

1. The funds of PAJCCI shall be applied in defraying the expenses and shall be applicable in or towards the acquisition by purchase, lease or otherwise and furnishing and maintenance of suitable premises and assets for the use of the PAJCCI and shall be subject to the general control and direction of PAJCCI.
2. The funds of PAJCCI shall be deposited in a schedule bank or banks approved by the Executive Committee. The accounts in the bank shall be operated by cheques signed by the President or Authorized Director and the Secretary General or any other paid officer of PAJCCI duly authorized by the Executive Committee.
3. No account in any other name than the PAJCCI shall be authorized or open wherein Secretary General is excluded as signatory. Any contravention of this will be construed as blatant violation liable to prosecution in a court of law.

16) Accounts and Custody of Records

1. The Executive Committee shall cause true accounts to be kept of the sum of money received and expended by PAJCCI and the matters in respect of which such receipt and expenditures take place and of all the assets and liabilities of PAJCCI.
2. The books of account, all other papers relating to the financial transactions, and all documents, records, registers, minutes book, etc., of PAJCCI shall always be kept at the office of PAJCCI.
3. Without prejudice to the provisions made in this behalf in the Companies Act 2017 the Executive Committee shall from time to time determine whether and to what extent and at what time and under what conditions or regulations the books and other documents of PAJCCI shall be open to inspection by Members. No Member shall have the right to



inspect any such books or documents except as conferred by the said Companies Act or authorized by the Committee or by a resolution of PAJCCI in a General Body meeting.

17) Audit

- I. Auditors shall be appointed and their duties regulated in accordance with Sections 246 to 249 of the Companies Act 2017.
- II. Accounts of PAJCCI shall be examined and correctness of the Balance Sheet ascertained by one or more auditors at least once a year. A copy of report shall always be sent to the Regulator.
- III. PAJCCI at the Annual General Meeting each year shall appoint auditors to hold office until the Annual General Meeting in the following year and shall fix his/their remuneration, provided that the Executive Committee shall have the power to fill any casual vacancy in the office of auditor/auditors and fix his/their remuneration.
- IV. Every account of PAJCCI when audited and approved by a General Meeting shall be conclusive, except any error discovered therein within three months after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.
- V. The auditor or auditors shall be entitled to receive notice of and to attend any General Meeting of PAJCCI at which any account, which have been examined or reported by him or them are to be placed before the meeting.

18) Books of Account

The Directors/ Executive Committee, as the case may be, shall cause to be kept proper books of account as required under Section 220 of the Companies Act 2017 so that such books of account shall be kept at the Registered Office or at such other place as the Executive Committee may think fit as provided in the said section 220 and shall be open to inspection by the Executive Committee during business hours.

19) Inspection by Members

The Executive Committee shall from time to time determine the time and places for inspection of the accounts and books of the PAJCCI by the members not being Executive Committee members, and no member (not being an Executive Committee Member) shall have any right to inspect any account and book or papers of the company except as conferred by law or authorized by the Executive Committee Members or by the PAJCCI in General Meeting.

20) Annual Accounts

The Executive Committee Members shall as require by section 223 of the Companies Act 2017 cause to be prepared and to be laid before the PAJCCI in Annual General Meeting such financial statements duly audited and reports of the auditors and the Executive Committee as are required under the Companies Act 2017.

21) Copy of Accounts to be sent to Members

A copy of financial statements along with the reports of Executive Committee and Auditors of the PAJCCI shall, at least twenty-one (21) clear days before the holding of the General Meeting, be sent to all the members and the persons entitled to receive notices of General meetings, in the manner in which notices are to be given as provided in section 55 of the Companies Act 2017.

22) Seal



The PAJCCI shall have a Common Seal which shall be in the custody of the Secretary General and it shall be affixed on all documents and all such documents shall be signed by the Secretary General and/or any officer authorized by the President. Any document bearing the Seal of Chamber and issued for a valuable consideration shall nevertheless be binding on PAJCCI.

23) Indemnity

Every officer or agent for the time being of the PAJCCI may be indemnified out of the assets of the PAJCCI against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of his dealings in relation to the affairs of the PAJCCI, except those brought by the PAJCCI against him in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 492 of the Companies Act 2017 in which relief is granted to him by the Court.

24) Secrecy

Every Executive Committee Member, Secretary General or Secretaries, Auditor, Trustee, officer, servant, agent, accountant, or other person employed in the business of the PAJCCI shall observe strict secrecy representing all transactions of the PAJCCI, and the state of account with individuals and in matters relating thereto and shall not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors/ Executive Committee or the PAJCCI in general meeting or by a Court of Law, and except so far as may be necessary in order to comply with any of the provisions herein contained.

25) Winding up

- I. In the case of winding up or dissolution of the PAJCCI, any surplus assets or property, after the satisfaction of all debts and liabilities, shall not be paid or disbursed among the members, but shall be given or transferred to some other Chamber established as per the Companies Act 2017, preferably having similar or identical objects to those of the Chamber and with the approval required under the relevant provisions of the Income Tax Ordinance, 2001 and under intimation to the Securities and Exchange Commission of Pakistan.
- II. With regard to winding up, the Chamber shall comply with the relevant provisions of the Companies Act 2017 and the conditions of License granted as per the Companies Act or any directions contained in a revocation order passed by the Commission under the Companies Act 2017.

26) Amendment in the Memorandum and Articles of Association

1. Pakistan Afghanistan Joint Chamber of Commerce and Industry (PAJCCI) shall not be authorized to amend in the basic template of Memorandum. However, it shall be autonomous to make amendments in its Memorandum which are not in violation of any of the Act, Ordinance and Rules.
2. Memorandum and Articles of Association of Chamber shall be made unless it has been approved by three-fourth of Members present in person at a General Meeting. In the event of difference of opinion no such resolution shall deem to have been passed unless it is adopted by three-fourth majority Members present in person. Special or Ordinary resolution particularly concerning amendments to the Memorandum and Articles of Association shall not be passed in a meeting adjourned due to lack of quorum.
3. All rules, regulations or bye-laws effecting Members of any alterations or additions thereto, shall be submitted by the Executive Committee to a meeting of the General Body for confirmation within a maximum period of 90 days from the date of approval by the Executive Committee. Such rules shall not be effective until they are approved by the General body in a General Meeting called in accordance with the provisions of the Companies Act 2017.



4. Notwithstanding anything containing in clause (b) above amendments to these Articles shall be subject to the prior approval of the Federal Government and shall also be made when required by the Federal Government.

As per the Rule 26 of the Trade Organizations Rules 2013, Memorandum and Articles of Association, including but not limited to the organizational structure, and any byelaws of the Chamber shall be within the provisions of Trade Organization Act 2013, the Trade Organizations Rules 2013, the Companies Act, 2017 and the public notices issued by the Federal Government from time to time:

Provided that any amendment made in Memorandum of Association and by-laws shall be notified to the Regulator by the Chamber:

Provided further that the Federal Government may rescind, amend or otherwise modify any provision of Memorandum and Articles of Association in case it is observed to be in conflict with the provisions of the Trade Organizations Act and Rules 2013 the Companies Act 2017 and public notices issued by the Federal Government from time to time.

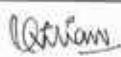
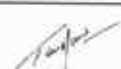
27) Interpretation of Articles

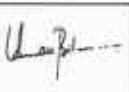
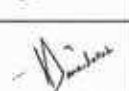
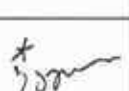
Any dispute or difference of opinion in regard to the interpretation or scope of application of these Articles of Association which cannot be resolved by PAJCCI itself, shall be referred to the Regulator, and ruling given by the Regulator shall be binding on PAJCCI, its office bearers and Members.

28) General

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

We, the several, persons whose names and addresses are subscribed below are desirous of being formed into a Chamber in pursuance of this Memorandum of Association:-

S.#	Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreigner, Passport No)	Father's/ Husband's Name in full	Nationality (ies) with any former Nationality	Occupation/ Designation	Residential Address in full	Signature
1	Mr. Muhammad Zubair Motiwala	42000-0497186-9	Mr. Haji Sattar Motiwala	Pakistan	Chairman, Sindh Board of Investment & former President-KCCI	House No. D-1, Dhoraji Colony, Bahadurabad, Karachi.	
2	Mr. Talat Mahmood	42201-0657069-1	Mr. Mazhar Masood	Pakistani	Former Senior Vice President-KCCI	House No.30, Block-7/8, Overseas Society, Amir Khusro Road, Karachi.	
3	Mr. Junaid Esmail Makda	42201-6409408-9	Mr. Esmail	Pakistani	Former Vice President KCCI	Plot No. C-46, Dhoraji Colony, Karachi.	
4	Mr. Abdul Qayum Khalil	42201-7066223-1	Mr. Muhammad Atiq	Pakistani	Former President-KCCI	House No.B-78, Block-5, Karachi Administration Society, Karachi	

5	Mr. Muhammad Jawed Bilwani	42201-7708382-1	Mr. Haji Sharif	Pakistani	Former Senior Vice President KCCI	House No. 19-A-1, South Central Avenue, Phase-2, D.H.A., Karachi.	
6	Mr. Usman Bashir Bilour	17301-1496816-9	Mr. Bashir Ahmed Bilour	Pakistan	Former President KPCCI	7, Hospital Road, Near American Consulate, Peshawar Cantt	
7	Mr. Ghulam Sarwar Khan Mohmand	17301-1637075-9	Mr. Jaffar Khan	Pakistani	Former President KPCCI	Bungalow #22, St#1, Shami Road, Peshawar	
8	Mr. Zia ul Haq Sarhadi	17301-1585186-3	Sheikh Fazal Qadir	Pakistani	Member Executive Committee KPCCI	House # 99, St#5, Sector H/2, Phase-2, Hayatabad, Peshawar	
9	Engr. Daroo Khan	54201-7466010-3	Mr. Haji Ziauddin	Pakistani	Former Vice President FPCCI & former President-CCCI	Kali Barat Khan, Dakkhana Old Chaman, Qilah Abdullah, Chaman	
10	Mr. Haji Hameedullah	54201-2463118-3	Mr. Haji Muhammad Hanif	Pakistani	Former President CCCI	Khushi Muhammad Road, Chaman	
11	Mr. Haji Abdul Qayum	54201-2456688-9	Mr. Haji Noor Muhammad	Pakistani	Member Executive Committee CCCI	District Qilah Abdullah, College Road, Chaman	

Dated the 03 March, 2026

Witness to above signatures	
Signature/ Stamp	 
Full Name (in Block Letters)	MUHAMMAD SHOAIB
Father's/ Husband's name	ARSHAD IQBAL
Nationality	PAKISTANI
Occupation/ Designation	SECRETARY GENERAL, PAKISTAN AFGHANISTAN JOINT CHAMBER OF COMMERCE & INDUSTRY (PAJCCI)
CNIC NO	42101-9335770-5
Full Address	Room No. 802 8 th Floor International Trade Centre, adjacent Karachi Chamber of Commerce Hasrat Mohani Road, Karachi-74000 Islamic Republic of Pakistan

