

**ARTICLES OF ASSOCIATION
OF
ALL PAKISTAN SOLVENT EXTRACTORS' ASSOCIATION**

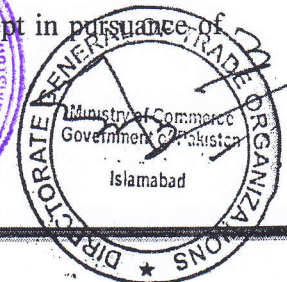
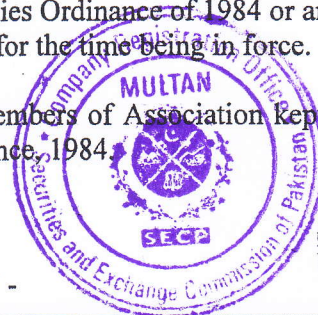
(1) REGULATIONS

The Regulations contained in Table C of the First Schedule to the Companies Ordinance, 1984 (XLVII of 1984) shall not apply to the Association except as laid down herein.

(2) DEFINITIONS

In the Articles unless there is any thing repugnant in the subject or context.

- (i) **"Association"** means **ALL PAKISTAN SOLVENT EXTRACTORS' ASSOCIATION**
- (ii) **"Member"** means a business concern whether Sole Proprietorship, Partnership, Association of Persons, or a Company admitted as Associate or Corporate member of the Association.
- (iii) **"General Meeting"** means a meeting of General Body whether ordinary, special or extraordinary.
- (iv) **"The Article"** means the Articles of Association of the Association.
- (v) **"The Chairman"** means the Chairman of Association.
- (vi) **"The Bye-laws"** mean the Bye-laws of the Association for the time being in force.
- (vii) **"The Committee"** means the Executive Committee of the Association elected under these Articles and includes any Regional Committee or Sub-Committee of the Association appointed by the Association.
- (viii) **"Office Bearers"** means the Chairman, Senior Vice Chairman and Vice Chairman of the Association.
- (ix) **"The Secretary General"** mean the Secretary General of the Association.
- (x) **"Trade Rules"** means the Trade Organizations Rules 2013, for the time being in force.
- (xi) **"Trade Act"** means the Trade Organizations Act 2013, for the time being in force.
- (xii) **"Regulator"** means the Regulator of the Trade Organizations appointed by the Federal Government and includes an officer empowered by the Federal Government to perform the functions of the Regulator under Trade Organizations Act 2013.
- (xiii) **"Year"** means a year reckoned from 1st October to 30th September.
- (xiv) **"The Ordinance"** means the Companies Ordinance of 1984 or any other statutory enactment in place of said Ordinance for the time being in force.
- (xv) **"Register"** means the Register of Members of Association kept in pursuance of Section 147 of the Companies Ordinance, 1984.



Handwritten signature and initials

**M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA**

- (xvi) "Resolution of Association" means any resolution passed at any meeting convened to take decision while adhering to the provisions of Section 157 to 173 of the Ordinance.
- (xvii) Words indicating the singular number shall, include plural number and Vice Versa. Words signifying persons shall apply mutatis mutandis to firms, corporation or Joint Stock Companies.
- (xviii) Words indicating masculine gender shall include feminine gender.

(3) (a) All other expression defined in the Ordinance shall have the meaning assigned to them in the Ordinance.

(b) When any provision of the Ordinance is referred to, the references shall be to such provision as modified by any statutory enactment for the time being in force.

(4) **LIMIT OF MEMBERS**

For the purpose of registration, the Association hereby declares to consist of unlimited number of members.

(5) **PURPOSE**

The Association is established for the purposes expressed in the Memorandum of Association.

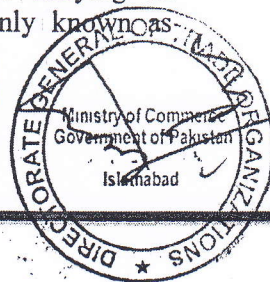
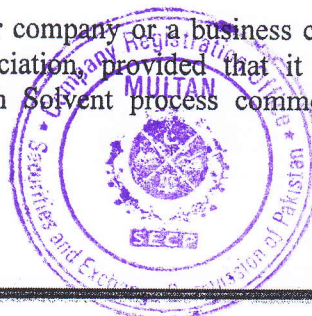
(6) **CLASSIFICATION OF MEMBERS**

The Membership of the Association shall comprise of two categories of members, namely:

- (a) **Corporate Members** of the Association which are either a Body Corporate or a Multinational Corporation having its Head Office or Branch Office in Pakistan or a Sales Tax Registered manufacturing concern or a Sales tax registered business concern having annual turn-over of Rs: 50 Million or above;
- (b) **Associate Members** of the Association which are not a Body Corporate or a Multinational or a sales-tax-registered manufacturing or sales-tax-registered Business concern having annual turn-over of Rs: 50 Million or above.

(7) **ELIGIBILITY FOR MEMBERSHIP**

A sole proprietorship firm or any other company or a business concern shall be eligible for membership of the Association, provided that it is carrying on business of Extraction of Oil through Solvent process commonly known as



Solvent Extraction and fulfill the criteria as provided in Rule 11 (a to e) of Trade Rules.

(8) **Procedure of Membership**

- (i) Every application for the membership of the association shall be made on a form prescribed by the association and submitted by the applicant to the Secretary General together with the first year's membership fee subscription and the admission fee.
- (ii) Every individual business concern firm or joint stock company desirous of becoming a member of the association shall submit to the Secretary General, membership application form. The application so received shall be place before the next meeting of or circulated amongst the Executive Committee which may accept or reject the same for the reasons specified in the rejection order.
- (iii) In case of rejection, no further application shall be entertained for a period of one year reckoned from the date of such rejection and the fees paid by the applicant shall be refunded. The applicant shall, however, have the right to approach the Regulator, whose decision in this regard shall be final and binding.

(9) **Period of Membership**

The membership of the association shall be 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.

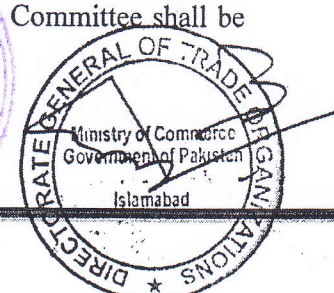
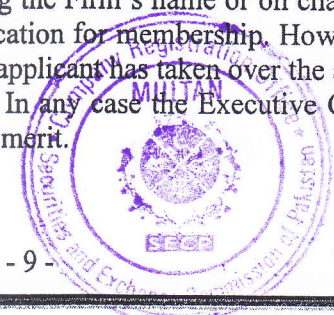
(10) **RENEWAL OF MEMBERSHIP**

The membership shall be renewable on annual basis subject to fulfillment of the following conditions:

- (a) Payment of prescribed fee within the time stipulated for the purpose but not later than 31st of March; and
- (b) Proof of filing returns of Income Tax and Sales Tax if applicable, for the preceding year.

(11) **ADMISSION FEE**

Every member will be required to pay admission fee at the rate determined by the Executive Committee from time to time. Any firm being a member of the association shall have, on changing the Firm's name or on change of constitution of the firm, to put in a fresh application for membership. However, no admission fee shall be charged, provided the applicant has taken over the assets and accepted the liabilities of the original firm. In any case the Executive Committee shall be competent to decide such cases on merit.



- 9 -
M. Mahboob Alam
M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA

(12) **MEMBERSHIP FEE**

In addition to the admission fee payable as provided in Article-11, every member shall annually pay membership fee by 31st March each year. The membership fee may be varied from time to time by the Executive Committee on its sole-discretion.

(13) **PRIVILIGES OF MEMBERSHIP**

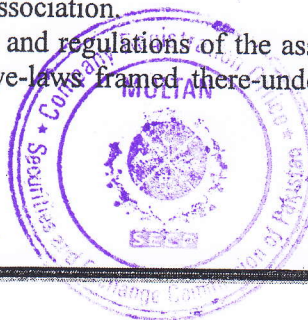
Every member of the association shall be entitled:

- (a) To take part in the elections and cast vote to elect office bearers of the Association as per rules and regulations in force.
- (b) To take advantage of the information and record available with the Association under such limitation as the Executive Committee may prescribe.
- (c) To obtain copy of the annual report and statement of accounts of the Association.
- (d) To obtain a copy of all publications of the Association either free of cost or at such prices as may be fixed by the Executive Committee from time to time.
- (e) To cause an ordinary or extraordinary General Meeting of the association to be convened in conjunction with other members of the association in accordance with these articles.
- (f) To participate in the General Meetings of the association.
- (g) To stand or propose or second members for election to the Executive Committee of the association.
- (h) To stand for election as a representative of the association on any non political public or private body.
- (i) To seek assistance of the association for securing all reasonable facilities for the development of his trade/industry
- (j) To inspect or examine books of accounts and other documents, registers or records of the association subject to any rules, conditions or limitation that may be laid down in his behalf under the relevant law or by the Committee or by a resolution of the association in a General Meeting.
- (k) To be entitled to such other privileges as may be specified by the Executive Committee from time to time.

(14) **DUTIES AND OBLIGATIONS OF MEMBERS**

Every member shall have the following duties and obligations:

- (a) To make every effort to carry out the aims and objectives of the Association as set forth in the memorandum of association.
- (b) To carry out and abide by the rules and regulations of the association as laid down in these articles or in the bye-laws framed there-under from time to time.



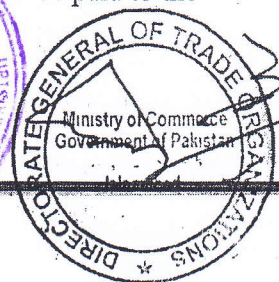
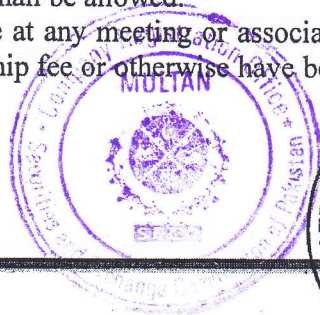
- (c) Submit as far as possible all complaints, appeals, etc. in writing to the Secretary General.
- (d) To bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the interest of the association or its members in whatever manner.
- (e) To pay the membership fee of the association regularly.
- (f) To accept and abide by the decision of the Executive Committee provided the decisions are not inconsistent with the provisions of memorandum or the articles of association or the Trade Ordinance, or any rules, regulations, instructions or directions issued there under.
- (g) To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objects of the association.
- (h) To take part in the deliberations of the meetings of the association which he is entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time.
- (i) To assist and cooperate with the Executive Committee in the field of trade, commerce and industry with specific reference to the trade or industry the association is concerned.
- (j) The proceedings of the association will be treated by members as strictly confidential and will not be discussed in public. Only the Chairman (or his duly authorized nominee) will be entitled to make a public statement on behalf of the association. If any member has failed to observe the rule requiring proceedings of the association to be treated as confidential the association may in writing call upon such member to resign from the association.

(15) ELECTIONS

The election of the association shall be conducted according to the procedure laid down in the articles of association and according to a schedule approved by the Executive Committee between the 1st day of July and 30th day of September each year subject to the following wherever applicable:

- (a) The election of the members of the Executive Committee excluding Chairman, Senior Vice Chairman and Vice Chairman shall be held by secret ballot. The members of Executive Committee so elected shall proceed to elect from themselves Chairman Senior Vice Chairman and Vice Chairman and their final result shall be officially announced at the General Meeting of the Association called for this purpose within fifteen days of the date of polling but before or on 30th September.
- (b) On completion of their term the retiring members of the Executive Committee shall not be eligible to stand for election or co-option for the Executive Committee in any representative capacity for the next one year.
- (c) No voting by proxy or postal ballot shall be allowed.
- (d) No member shall be entitled to vote at any meeting or association unless all moneys due on account of membership fee or otherwise have been paid to the association by the due date.

M. Mahboob Alam
M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA



- (e) Voting rights shall accrue only after one year's standing as member, except, for the first elections after the incorporation.
- (f) No member who has resigned or ceased to be a member or has been expelled from the association shall be entitled to attend or vote at any meeting of the association.
- (g) The Chairman or whosoever be presiding over a meeting shall, in the case of equality of votes, have a second or casting vote except in the matter of any election of the association.

(16) ELEGIBILITY TO VOTE

(i) A member shall be eligible to vote in election of the association after completion of two year of membership in the association provided such a member fulfills the conditions stipulated for the renewal of membership and the change of class of membership, if any, has been notified by the Secretary General with the approval of Executive Committee of the association as the case may be, at least three month prior to announcement of election schedule.

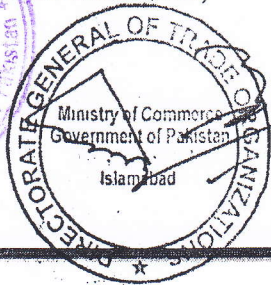
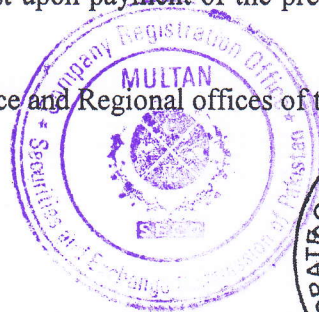
(ii) Every member eligible to vote shall deposit with the Secretary General of the association the specimen signature card along with his/her photograph indicating his/her status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the director of the member firm or company, or a person not below the rank of General Manger authorized by the Board of Directors of a public limited company or a Multi-National company, as the case may be.

(iii) The proprietor, partner or director of the member firm or company concerned or a person not below the rank of General Manager authorized by the Board of directors of public company or a multinational company shall be entitled to cast his/her vote at the time of election only if his or her name has already been registered with the Secretary General of the association and his name appears on the list of voters. However, in the case of associated bodies, associations or persons a society or a trust etc. the member may be represented by an authorized person who is member of its Governing body.

(17) LIST OF VOTERS

The Secretary General of the association shall within seven days of the issuance of the election schedule display a list of all members eligible to vote along with their NTN, Sales Tax Registration Number, if applicable and the name and NIC Number of their representative provided that every member of the association will be entitled to obtain a copy of such list upon payment of the prescribed fee. The voter list shall be displayed at:

- (a) The notice board of the Heads Office and Regional offices of the association;
- (b) The website of the association.



M. Mahboob Alam
M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA

(18) The change, if any, regarding name of representative appearing in the list of voters shall be sent to the Secretary General of the association along with necessary proof of eligibility within seven days of the announcement of election schedule.

(19) The members who have any objection to the entries/changes in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the said list.

(20) The Secretary General will intimate action on the objections or changes sent by members within seven days from the last day under preceding clause.

(21) In case of any dispute pertaining to the eligibility of a member, the matter may be referred to the Election Commission of the association by any person aggrieved by the decision of the Secretary General of the association within three days which will decide that case within three days.

(22) Within three days of the decision by the election commission, any person aggrieved by the decision of election commission may appeal to the Regulator whose decision in this regard shall be final.

(23) Within three days of the decision of the election commission or the Regulator as the case may be on such reference and changes, if any otherwise allowed by the Secretary General, a copy of final list of voter shall be provided to the candidates contesting the election and a copy of such list shall also be submitted to the Regulator, forthwith. The final list of voters shall also be displayed at:

- (a) The notice board of the Head Office and Regional offices of the association;
- (b) The website of the association.

(24) **NOMINATION PAPER**

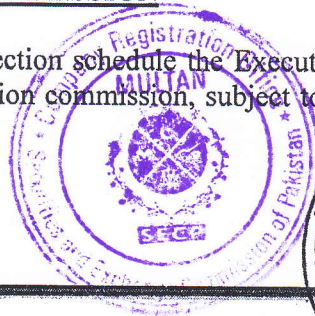
Within four days of the issuance of the final list of voters, any person who is eligible to contest the election for the vacant post, shall send his nomination duly proposed, seconded, and signed by the candidate to the Secretary General on the prescribed form in accordance with the articles of association or rules of the association.

(25) **APPOINTMENT OF ELECTION COMMISSION**

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

- 13 -

Attest
Alham
M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA



- (a) The commission may comprise of three members;
- (b) The members so appointed have submitted their consent in writing to their appointment as such;
- (c) The members of the commission, so appointed have not held any office of the association for the preceding two years.
- (d) The members of the commission shall not be entitled to become a candidate in the election they are conducting;
- (e) The members of commission shall act independently and impartially; and
- (f) The members of the commission shall not canvass for any candidate or panels contesting the election, they are conducting.

(26) BALLOT PAPERS

(i) The ballot papers shall have duly numbered counterfoils and the voters shall sign or affix thumb impression thereon in the presence of the polling agents of the candidates and the Returning Officer before the issuance of ballot papers to him/her.

(ii) It shall be the duty of the polling officer to see the original identity card issued by the association or national identity card or passport and or the driving license or any other acceptable mode of identification of the voter and write the number thereof on the counterfoil.

(iii) After comparing the signatures and photographs with the specimen signature cards the polling officer shall handover the ballot paper to the voter.

(iv) The ballot paper shall be signed by the Secretary General or an officer of the association duly authorized by the commission in this behalf and shall also be signed by the polling officer at the time when it is issued.

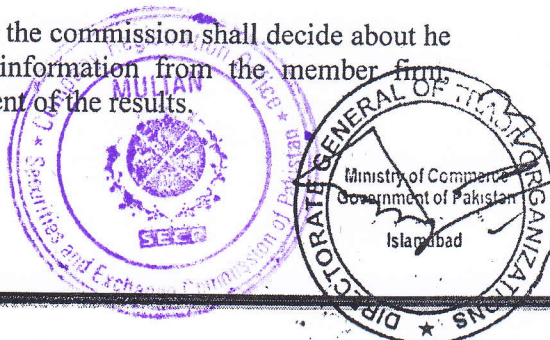
(v) The voter shall not be allowed to leave the booth after the ballot paper has been handed over to him until and unless he or she has inserted his/her ballot paper in the box placed before the presiding officer/polling officer and polling agents of the candidates.

(vi) Adequate arrangements shall be made to maintain the secrecy of the polls.

(vii) Proper account shall be maintained by a designated officer in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers.

(viii) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.

(ix) The commission or an officer designated by the commission shall decide about he challenged votes after verification of necessary information from the member firm, company or concern before the official announcement of the results.



- 14 -

M. Mahboob Alam

**M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA**

(27) **CONDUCT OF POLLING**

The returning officer as appointed shall be incharge of all arrangements connected with such elections, including counting of votes and announcement of results.

(28) **COUNTING OF VOTES**

Counting of votes shall take place immediately after the polling hours under the supervision of Returning Officer in the presence of polling agents of the candidates, if any, at the designated sites.

(29) **PROVISIONAL RESULTS**

Provisional results may be declared by the Returning Officer immediately after the counting of votes is completed.

(30) **INSPECTION OF RECORD OF ELECTIONS**

The record of elections shall be open to inspect by the members upon an application made to the Returning Officer or his nominee in this behalf within seven days of the date of polling.

(31) **EQUALITY OF VOTES**

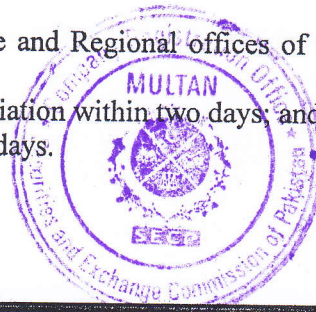
In the event of equality of votes between two or more candidates a lot shall be drawn by the Returning Officer in the presence of candidates or their authorized representatives/polling agents of such candidates and a record of the result thereof shall be made.

(32) **ANNOUNCEMENT OF RESULTS**

(i) The final result of elections shall be announced at the Annual General meeting of the association called for this purpose within fifteen days of the date of polling, but not later than 30th of September of the year, which shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (2) of section 14 of the Trade Ordinance.

(ii) The final election result announced at the General meeting shall be displayed at:

- (a) The notice board of the Head office and Regional offices of the association within two days; and
- (b) Displayed at the website of the association within two days; and
- (c) Submitted to the Regulator within 7 days.



- 15 -

M. Mahboob Alam
M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA

(33) **REGISTER OF MEMBERS**

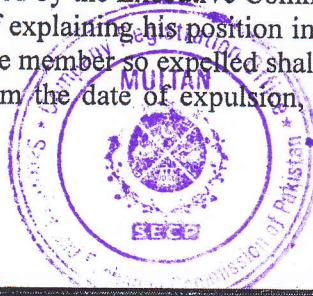
- (a) A register of members in the form specified in Annex-I of Schedule-A of the Trade Rules, shall be maintained at the Registered office of the association in which shall be set forth the names, addresses and other particulars of all the members, for the time being, and in which shall be recorded all changes in membership.
- (b) Every member shall have the right to have the name of his/its representative changed from time to time provided that no such change shall be effected during the period from the date on which the final list of members and their representative has been circulated for the purposes of the elections of the association until after the holding of the elections.

(34) **RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP**

- (a) Any member may resign from the association by giving 30 days notice in writing to the Executive Committee and upon expiry of the notice he shall cease to be a member. The member who has resigned or whose name has been removed from the register for non-payment of subscription or for expulsion from the membership for the association shall remain liable for all dues to the association up to the date of resignation, removal or expulsion.
- (b) Any member who has resigned or whose name has been removed from the register or who has been expelled from the membership of the association shall not be entitled to refund of membership fee paid by him to the association.
- (c) A member shall be liable to be fined up to an amount equal to that of the membership fee or to be expelled from the membership of the association, or the rights and privileges of member shall be liable to be withdrawn, for any of the following reasons by a resolution of the Executive Committee passed in a meeting specially convened for the purpose by two third majority of the members present in person:-
- (i) Neglect of or refusing to submit to, abide by, or carry out any decision of the Executive Committee taken within the limits laid down by the articles of association or by the Trade Ordinance, or any, rules, regulations, instructions or directions issued there under.
- (ii) Indulging in unethical practices.
- (iii) Violation of the rules, regulations, or bye-laws of the association, provided that a member shall not be expelled by the Executive Committee unless he has been given an opportunity of explaining his position in writing and/or in person provided further that the member so expelled shall have the right to appeal, within one month from the date of expulsion, to the General Body of the association.

-16-

Attested
M. Mahboob Alam
M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA



Provided further that when such an appeal is made by the member, the Executive Committee shall arrange to convene a meeting of the General Body within 30 days from the date of receipt of appeal, and the decision of the General Body in the matter shall be final provided further that the aggrieved person shall have the right to appeal to the Regulator, whose decision shall be final and binding.

(35) CESSATION OF MEMBERSHIP

A member shall cease to be a member of the association for any of the following reasons:

- (a) If he resigns from his membership as per clause (a) of Article 34 above.
- (b) If he is expelled from membership as per clause (c) of Article 34 above.
- (c) If he fails to pay annual subscription or any other dues by a date determined by the Executive Committee, despite notice for payment in this behalf, provided that the Executive Committee if it deems fit and proper shall have power to extend time for payment.
- (d) If any change is made in the constitution of a firm or corporate name of a company or corporation which substantially alters the composition of that firm, company or corporation or
- (e) In case of an individual, if he is undischarged insolvent, or if he is adjudged by a competent court to be of unsound mind, or if he is convicted of an offence involving moral turpitude, or
- (f) 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.
- (g) In the case of company or corporation, when it is wound up, or
- (h) If he closes or transfers his business to a place outside Pakistan, or
- (i) If he is expelled from membership of the association under the Trade Ordinance, or any other laws and ordinance issued from time to time governing the activities of Trade Associations, or
- (j) If he ceases to hold requisite permission or license for carrying out the business of the sector relevant to the association.

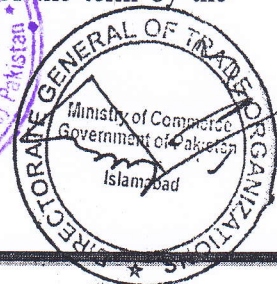
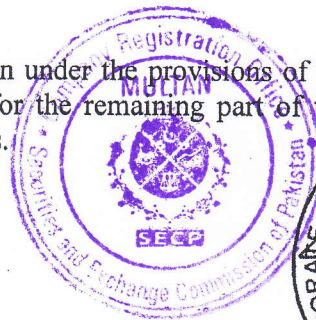
(36) RESTORATION OF MEMBERSHIP

A member whose name has been removed from the register due to nonpayment of subscription shall be eligible for re-enrolment on payment of an admission fee afresh and all arrears outstanding against him.

(37) VACANCY

Any vacancy caused by disqualification under the provisions of these articles in Executive Committee shall be filled for the remaining part of the term by the Committee in such manner as it decides.

(38) ADMINISTRATION



- 17 -

attested
alam
M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA

The administration and management of the association shall be vested in:

- (a) Office bearers including Executive Committee.

(39) **COMPOSITION OF EXECUTIVE COMMITTEE**

- (i) The association shall comprise of a Chairman, Senior Vice Chairman, Vice Chairman, an Executive Committee and the General Body.

The General body shall serve as the Electoral College for election of the members of Executive Committee who will elect the Chairman Senior Vice Chairman and Vice Chairmen from amongst themselves. The Executive Committee shall also be Electoral College for the seats reserved for women entrepreneurs.

- (ii) The Executive Committee shall comprise of persons elected by the general body from amongst its members subject to the following:

- (a) The executive committee shall comprise of at-least ten and maximum thirty members, as determined by the general body from time to time provided that there shall be at-least fifty percent of the members of the executive committee from corporate members.
- (b) In addition to the number of members of the executive committee mentioned in (a) above, two seats will be reserved for women entrepreneurs in the Executive Committee.
- (c) In addition to the seats provided in clause (a) and (b) above the immediate past Chairman of the association shall be an ex-officio member of the executive committee without voting right.

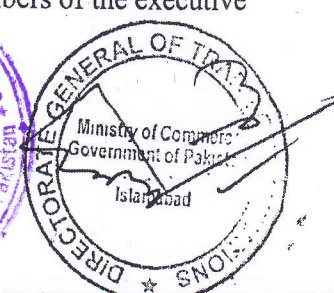
(40) If any seat reserved for any of the stipulate categories remains vacant, it shall not be filled with members from other category.

(41) If the general body comprises at-least fifty percent members from associate members, three shall be rotation of office of Chairman between the associate and corporate members.

(42) Where there is rotation of office of Chairman, the Chairman and Senior Vice-chairman, shall not be from the same class of members.

(43) The chairman, in addition to the functions and responsibilities assigned to them in the memorandum and articles of Association shall be ex-officio members of the executive committee of the association.

(44) The tenure of all elected office bearers shall be for one year



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

- (a) Fifty percent of the members of the Executive Committee shall retire every year;
- (b) After the first election of the Executive Committee under the Trade Act a draw shall be made to determine the fifty percent members who shall retire after expiry of first year.

(46) On completion of the 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 one year provided that the above condition shall not apply to the office bearers and members of the executive committee elected under the Trade Organization Ordinance 1961.

(47) **SUB-COMMITTEE**

The Executive Committee shall be competent to appoint such sub-committee with such powers and duties as may be defined by the Executive Committee from time to time as deemed appropriate and nominate its convener.

(48) **CHAIRMAN OF THE MEETINGS**

In the case of Executive Committee, the Chairman or in his absence the Senior Vice Chairman, in his absence Vice Chairman or in the absence of all of them any member of the Executive Committee elected for the time being by a majority of votes shall preside the meetings of the Executive Committee.

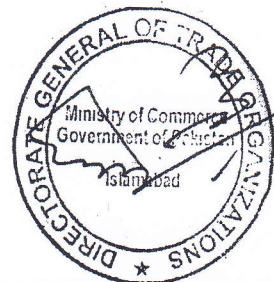
(49) **VACANCIES**

Any casual vacancy caused in the vice chairman any member of the committee during the interval between two general meetings shall be filled in by the executive committee in such manner as it may decide.

(50) **APPOINTMENT OF AUDITORS**

At each Annual General Meeting, the general body shall appoint an auditor or auditors according to the provisions of the companies' ordinance. The auditor or auditors so appointed shall audit the accounts of the association, which will be placed before the general body, in the annual general meeting held immediately thereafter.

(51) **POWERS AND DUTIES OF THE CHAIRMAN**



- 19 -

M. Mahboob Alam
Signature
M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA

The chairman shall perform such duties and have such powers as vested in the chief executive in terms of the Companies ordinance without prejudice to the generality; the chairman shall discharge the following duties, namely:

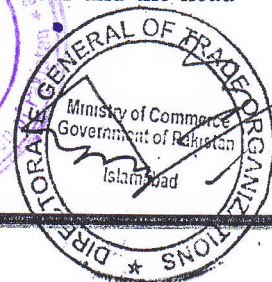
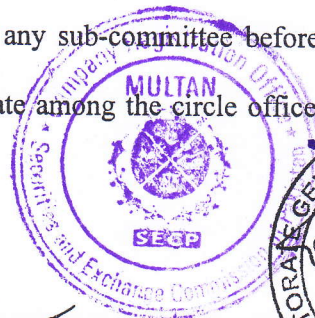
- (a) To preside all the meetings of Executive Committee and/or meeting of the General Body.
- (b) To control and maintain decorum and discipline at the meetings.
- (c) To look after and supervise the working and activities of the association.
- (d) To use his casting vote in case of equality of votes except the elections.
- (e) To give precedence to any item of the agenda and to give rulings to points that may be raised in meetings.
- (f) To direct the Secretary General to call the meeting of the Executive Committee and the general body, as the case may be.
- (g) To adjourn or disperse unruly and undisciplined meetings.
- (h) To lead the delegations and the deputations.

(52) In the absence of the chairman, the Senior Vice Chairman and in his absence vice chairman shall exercise all the powers of the chairman and discharge the duties in relation to the association and the executive committee.

(53) **POWERS AND DUTIES OF SECRETARY GENERAL**

The secretary general shall be incharge of secretariat of the association and responsible for day to day operations of the association and in his capacity as such shall be of the custodian of all record of the association. Without prejudice to the generally, the Secretary General will perform the following duties:

- (a) To issue notices and agenda for the meeting of the Executive Committee and the General Body as the case may be.
- (b) To carry out the decision of the Executive Committee, General Body as the case may be.
- (c) To keep the office record properly and carry on correspondence on behalf of the association.
- (d) To record or cause to be recorded the minutes of the meetings of the general body, executive committee as the case may be, and ensure their timely circulation to all concerned.
- (e) To prepare annual reports and accounts of the association.
- (f) To sign all documents, bills and letter either singly or jointly with any other office bearer as may be decided by the executive committee.
- (g) To incur urgent and necessary expenses to the extent as determine by the executive committee.
- (h) To place and present the report of any sub-committee before the executive committee.
- (i) To keep contact with, and co-ordinate among the circle offices and the head office of the association.



Attest
M. Mahboob Alam
M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA

- (j) To sign cheques jointly with chairman, Senior Vice Chairman or vice-chairman, or any member of the executive committee duly authorized in this behalf.
- (k) The Secretary General will also act as the Returning Officer in the elections of the association.

AND GENERALLY shall exercise such powers and duties as may be incidental to the office of the Secretary General.

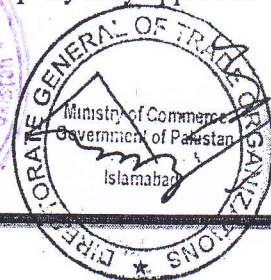
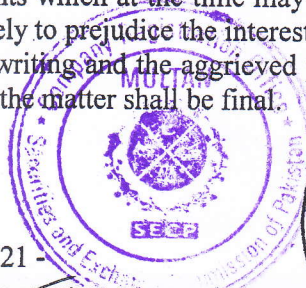
(54) POWER AND DUTIES OF THE EXECUTIVE COMMITTEE

Ordinarily the Executive Committee shall have the following powers and duties:

- (a) To carry out all the rule, aims and objects of the association.
- (b) To look after and manage all the property; movable and immovable held by the association.
- (c) To acquire, obtain, utilize and enjoy privileges, concessions, benefits and rights extended to registered/recognized associations.
- (d) To approve and to keep regular record of the activities of the association.
- (e) To appoint, suspend or dismiss any paid employee of the association and to determine the terms and conditions of employment of the employees.
- (f) To cooperate with other person or persons or associations in the interest of the association.
- (g) To settle differences of opinion between members and to hear appeals whenever such appeals come to the Executive Committee under these articles.
- (h) To recommend to the general body to close enrollment or to change conditions for new enrollment.
- (i) To convene meetings of the general body and to place proposals relating to the common problems of the association.
- (j) To issue instructions and directions, to members of the association.
- (k) To interpret these articles.
- (l) To fill any vacancy occurring among its members provided that a vacancy in the office of the chairman shall be filled by the general body in its general meetings.
- (m) To incur all expenses necessary for the carrying out of its functions.

AND GENERALLY to decide all questions of policy affecting the association

(55) Every member shall be entitled to inspect the account books and other documents which shall be kept at the head office to such an extent as the executive committee may from time to time determine. The committee or the chairman or vice chairman shall have power 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 association. Reasons for such refusal may be given in writing and the aggrieved party may appeal to the executive committee whose decision in the matter shall be final.



(56) ANNUAL GENERAL MEETING

An Annual General meeting shall be held every year at such place and time as the executive committee may consider convenient at which a report of the proceedings of the previous year and the audited yearly accounts shall be sent to the members in advance. The first general meeting shall be held not less than one month, or more than three months after the incorporation of the association.

(57) Accounting year of the Association will be closed on the 30th June every year and its financial statements duly audited by a chartered accountant along with a list of members as on the 30th June shall be furnished by the Association to the Regulatory Authorities, on or before the 31st day of December every year.

(58) EXTRA ORDINARY GENERAL MEETING

(a) The executive Committee whenever it may deem fit may convene an extra ordinary meeting either for the purpose of transacting any special business or for placing before the member's review of the activities in the preceding months.

(b) An extra ordinary meeting shall be convened by the executive committee upon the requisition of not less than one-third of the members of the association. The requisition so made shall state the object of the extra ordinary meeting proposed to be called and shall be presented to the Secretary General of the association.

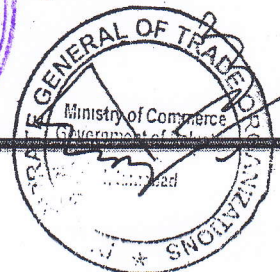
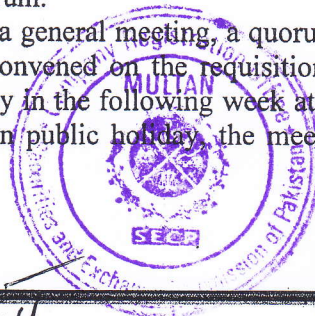
(c) Upon receipt of the requisition under the preceding article, the executive committee shall forthwith proceed to convene an extra ordinary meeting.

(d) Notwithstanding provisions of the preceding articles and subject to the provisions of the ordinance as to the power to alter regulations by special resolution, at least twenty-one days notice, specifying the place, the day and the hour of the meeting and of the nature of the special business shall be given for any special meeting convened to revise, alter or amend the regulations of the association.

(e) The non-receipt of a notice convening any general meeting by any member shall not invalidate the proceedings of any such meeting.

(59) QUORUM

- (a) In case of the executive committee 5, or 1/3rd members shall form quorum, whichever is higher in number.
- (b) One fourth members present personally and entitled to vote at the general body meetings shall constitute a quorum.
- (c) If within half an hour appointed for a general meeting, a quorum of members is not present, the meeting if not convened on the requisition of members, shall stand adjourned to the same day in the following week at the same time and place provided that if it falls on public holiday, 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 whatever be their number. The meeting convened on requisition-of members shall stand dissolved for want of quorum.

(60) Every question referred to a general meeting shall be decided by the majority of members present and voting at such meeting.

(61) **AMENDMENTS IN THE ARTICLES AND MEMORANDUM**

Amendments in these articles or memorandum can be effected only by a resolution passed by the extra-ordinary general meeting of the association convened specially for this purpose, in accordance with these articles. A proposal for amendments in the articles shall be passed by $\frac{3}{4}$ majority of the members present and voting at such a meeting, provided that all amendments shall be subject to the approval of government.

(62) **FUNDS**

The funds of the association shall be deposited in a scheduled bank or banks.

(63) **SEALS**

The executive committee shall as soon as practicable provide for a common seal of the association. The seal shall be kept with the Secretary General at the head office and shall never be affixed to any document except in pursuance of a resolution of the executive committee. Deeds, bonds and other documents to be made under the seal shall be deemed to have been duly executed on behalf of the association, if sealed with the common seal of the association, and signed by the chairman or vice chairman and countersigned by the Secretary General or by the person acting as Secretary General.

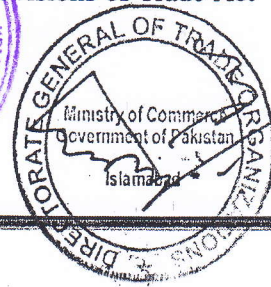
(64) **GENERAL**

The members who have subscribed to the memorandum and articles of association shall constitute the Ad hoc committee of the association and shall exercise all the powers of the executive committee until such time as office bearers of the committee are elected in terms of these articles after the registration of the association.

(65) **INCONSISTENCY**

Notwithstanding anything contained in these articles, the provisions of Trade Act and rules will prevail to resolve any inconsistency.

- 23 -



M. Mahboob Alam
ahom

M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA

(66) WINDING UP

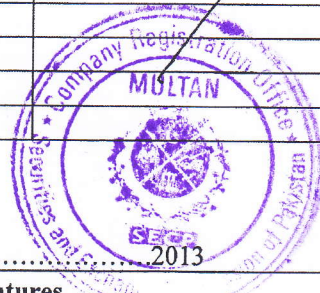
The provisions of the Companies ordinance, 1984 as amended from time to time, regarding the winding up of a private company shall apply to the winding up or dissolution of the association.

(67) INDEMNITY

The Chairman, Senior Vice Chairman, Vice Chairman, Secretary General, members of the Executive Committee and all officers of the association from time to time acting in relation to any of the affairs of the association shall be indemnified out of the funds and assets of the association against all liabilities which they or any or them may incur by reason of any act done or action taken in their aforesaid capacity in the execution of their duty including defending all legal proceedings before any court of law.

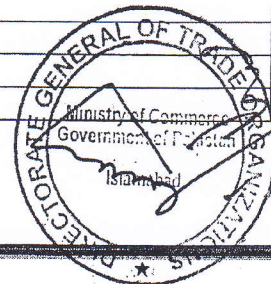
We, the several persons whose names and address are subscribed are desirous of being formed into a Chamber in pursuance of these articles of Association.

Sr.No.	Name of Subscribers	CNIC	Address	Signature
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				



Dated the day of 2013

Witness to above signatures	
Signature	
Full Name (in Block Letter)	
Father's/ Husband's name	
Nationality	PAKISTANI
Occupation	BUSINESS
CNIC NO.	



Attest
M. Mahboob Alam

M. MAHBOOB ALAM
SECRETARY GENERAL
APSEA

We several persons whose names and addresses are subscribed are desirous of being formed in to an Association in pursuance of this Article of Association.

All Pakistan Solvent Extractors Association

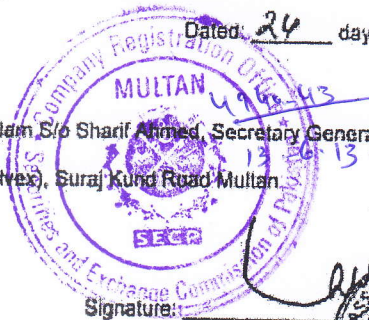
S. No.	Name of Subscribers	CNIC	Address	Signature
1	Nawab Shahzad Ali Khan	35202-2812342-7	M/s S.S Oil Mills Ltd, 2-Tipu Block, Garden Town, Lahore	
2	Syed Mushahid Shah	35202-6321378-9	OK Oil Mills (Pvt.) Ltd, Room No. 208-209, 2nd floor Technocity Plaza, Plot No.7, Hasrat Mohani Road, Karachi	
3	Kh. Mahboob-ur-Rehman	36302-8650914-9	Kh. Bashir Ahmed & Sons (Pvt.) Ltd, Shahrah-e-Rashid, Chowk Shah Abbass, Multan	
4	Mian Shakeel Ashfaq	42301-1082308-1	Shujabad Agro Ind. (Pvt.) Ltd, 9-KM, Yasin Mansion, Bagh-e-Zahra Street, Kharadar, Karachi	
5	Mian Aamir Bashir	35202-2202409-3	Wall Oil Mills Ltd 171-Shadman 2, Lahore	
6	Mr. Saman Mal	41303-3542867-3	Al-Noor Oil Extraction Plant, Plot No. P-4, S.I.T.E. Area, Hyderabad	
7	Mian Qaisar Shabbir	36302-2202092-5	Shujabad Oil Mills (Pvt.) Ltd, Suraj Kund Road, Near Chowk Shah Abbass, Multan	
8	Dr. Muhammad arshad	35202-7511949-5	Hi-Tech Edible Oil Mills, 1-A, Shadman Chowk, Jail Road, Lahore	
9	Mian Nasir Monoo	35202-2253270-5	Olympia Oil (Pvt.) Ltd, 25-A, Davis Road, Mizar House, Lahore	
10	Kh. Muhammad Shahzad	36302-1819043-7	Qadir Agro Industries (Pvt.) Ltd, Plot No.4-D, Industrial Estate, Multan	

Witness to above

Dated: 24 day of Sep - 2009

1 Name: Muhammad Mahboob Alam S/o Sharif Ahmed, Secretary General, APSEA
 Address: Shaqat Gardens (old solves), Suraj Kund Road Multan
 NIC #: 36302-5936535-9

Signature:



Attested

M. MAHBOOB ALAM
 SECRETARY GENERAL
 APSEA

Certified to be True Copy

Joint Registrar of Companies
 Company Registration Office,
 Securities and Exchange
 Commission of Pakistan
 MULTAN