

MEMORANDUM OF PAKISTAN SPORTS GOODS MANUFACTURERS AND EXPORTERS ASSOCIATION

1. The name of the association is "PAKISTAN SPORTS GOODS MANUFACTURERS AND EXPORTERS ASSOCIATION".
2. The registered Head Office of the Association will be situated in Province of Punjab, Pakistan.

3. The objects for which the Association is established are: -

- a) To encourage friendly feeling and unanimity among persons directly or indirectly concerned with sports industry and trade on all subjects involving their common good.
- b) To promote and protect the interests of trade industry.
- c) To consider all questions connected with sports trade and industry.
- d) To obtain the removal, as far as the Association can, of all acknowledged grievances affecting sports trade and industry.
- e) To collect and circulate statistics and other information relating to the sports trade and industry.
- f) To suggest legislative and other measure affecting sports trade and industry.
- g) To adjust contravencies between members of the Association.
- h) To encourage decision of disputes by arbitration and to arbitrate between parties willing to refer to, and abide by the decision of the Association or persons constituted or appointed in that behalf by the Association specially or under bye-laws framed by the Association.
- i) To arbitrate in the settlement of disputes arising out to commercial transactions between parties willing, or agreeing to abide by the judgement and decision of the Association.
- j) To establish just and equitable principles in sports trade and industry.
- k) To maintain uniformity in rules and regulations of sports trade and industry.
- l) To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of sports trade and industry.



Memorandum Page No. 1



- m) To acquire by purchase, taking on lease or otherwise, lands and buildings and all other property, movable and immovable, which the Association, for the purpose thereof may from time to time think proper acquire.
- n) To sell, improve, manage, develop, exchange, lease or let, under-lease, sub-let, mortgage, dispose off, turn to account or otherwise deal with, all or any part of the property of the Association.
- o) To construct upon any premises acquired for the purpose of the Association any building, or buildings for the purpose of Association and to alter, add to, or remove any building upon such premises.
- p) To borrow, or raise any monies required for any purpose of the Association, upon such terms and in such term, in such manner, and on such securities as may be determined and in particular by any issue of debentures charged upon all or any of the property of the Association.
- q) To subscribe to become a member of and co-operate with any other Association, whether incorporated or not, whose objects are altogether or in part, similar to those of this Association and to procure from and communicate to any such Association, such information as may be likely to forward the objects of this Association.
- r) To obtain representation on councils, Commissions, boards, Committees and other Government or Municipal Bodies whose objects may be synonymous with those of this Association or when such representation may be advisable in the interest of this Association.
- s) To do all such other things as may be conducive to the extension of sports trade and industry.

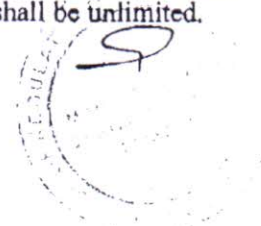
4. The income and property of the Association whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion by way of dividend, or bonus or otherwise, howsoever, shall be paid by way of profit to the persons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

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the right of the contributories amongst themselves, such amount as may be required, not exceeding rupees one hundred.

If any member of the Association pays or receives any dividend, bonus, or other profit in contravention of paragraph 4 of this memorandum, his liability shall be unlimited.

Memorandum Page No. 2



7. If upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institutions or institution having objects similar to the objects of the Association to be determined by the Association, at or before the time of dissolution and in default thereof by such judge of Sialkot as may have, or acquire jurisdiction in the matter.
8. Pakistan Sports Goods Manufacturers & Exporters Association will take over all assets and liabilities of the Sports Goods Exporters Association. The existing member and staff of the Sports Goods Exporters Association shall also be considered as the member and the employees of Pakistan Sports Goods Manufacturers & Exporters Association respectively. Such members shall have to submit the prescribed application form of Pakistan Sports Goods Manufacturers & Exporters Association, but they will not be required to pay the entrance fee.



We, the several persons whose names and addresses are subscribed below are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names of the Subscribers	Address & Description	Witness to all the Signatures
1. Sh. Muhammad Hussain	Partner, Challenge Sports Works, Sialkot City.	Muhammad Sadiq Secretary Pakistan Sports Goods Manufacturers & Exporters Association, Sialkot City
2. Mian Muhammad Siddiq	Partner, Noor Din & Co. Sialkot City.	do =====
3. Kh. Muhammad Ashraf	Partner, A. A. Assac & Co. Sialkot City.	do =====
4. Mirza Muhammad Iqbal	Vital Sports Works Sialkot City.	===== do =====
5. B. Muhammad Shafi	Partner. Remington Sports Corporation. Sialkot City.	===== do =====
6. A. G. Ratra	Partner. Citizen Sports. Sialkot City.	===== do =====
7. S. N. Ahmed	Fedal Sports, Sialkot City	===== do =====

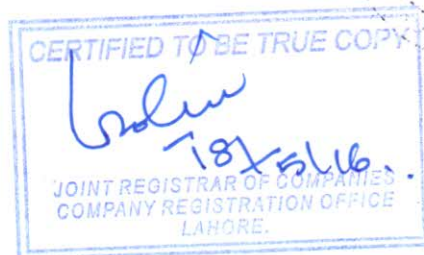


Dated 16th Day of December, 1959

Dated 14th Day of January, 1961

Dated 13th Day of August, 1966

Memorandum Page No. 4



ARTICLES OF PAKISTAN SPORTS GOODS MANUFACTURERS & EXPORTERS ASSOCIATION

1. Short title and commencement

These articles may be called the Memorandum and Articles of Association.

2. Definitions

In these Articles unless there is something in the subject of context inconsistent therewith:-

- a) "The Association" shall mean "Pakistan Sports Goods Manufacturers & Exporters Association" "PSGMEA"
- b) "Member" shall include Corporate Members and Associate Members.
- c) "The Chairman" shall mean the Chairman of the Association.
- d) "The Senior Vice Chairman" shall mean the Senior Vice Chairman of the Association.
- e) "The Vice Chairman" shall mean the Vice Chairman of the Association.
- f) "The Secretary General" shall mean the Secretary General of the Association.
- g) "The Treasurer" shall mean the Treasurer of the Association.
- h) "Committee" unless otherwise mentioned means the Executive Committee of the Association.
- i) "General Body" shall mean the General Body of the Association which may include Corporate Members and Associate Members.
- j) "Office Bearers" shall mean the Chairman, the Senior Vice Chairman, The Vice Chairman and the members of the Executive-Committee of the Association.
- k) "Year" shall mean a year commencing from the 1st of April and ending on the 31st of March.
- l) "Words" indicating the singular number shall include plural number and vice-versa.
- m) "Office" shall mean the Registered Office of the Association.

Masculine gender will mean feminine gender and vice versa wherever appearing.

3. Number of members

- a) The Association for the purpose of registration is declared to consist of up to the extent of 150 members; The Association hereinafter mentioned may, whenever it deems it expedient, register an increase of members.
- b) The Association may have two classes of members namely, (1) **Corporate Members** & (2) **Associate Members**.

4. Qualifications of members

- a) A sole Proprietorship, firm or any joint stock company, Corporation or Association or concern dealing in Sports Trade and/or Industry or connected with the trade of Sports Goods / Articles shall be eligible for the membership of the Association.



Page 1 of 17



- b) Such individuals, firms, companies or corporations engaged in sports trade and/or industries in Pakistan which are not desirous of becoming Corporate Member and have annual export or Sales less than Rs. 100,000/- shall be eligible for enrolment as Associate Members.
- c) If any applicant was previously a member of the Association, he shall not be eligible to be considered for re-enrolment as member unless he pays all arrears of subscription standing against his name at the time he ceased to be a member irrespective of the class of Members in which he wants to enroll.
- d) If any member of the Association is engaged in any other trade and/or industry, besides the sports goods, he may also become a member of the Association representing that particular trade and/or industry irrespective of where his place of business is located.

The members of the Association shall be free to become members of the Chamber (s) of Commerce & Industry or/and any other association of the area in which their head offices or branch / Industry is located.

- e) The prospective member has a valid national tax number and sales tax registration, if applicable and there is no criminal conviction against him.
- f) The membership of the Association shall be for a period of one year, renewable on furnishing proof of filing of return of income or statement u/s 115(4) under the Income Tax Ordinance, 2001 for the latest proceeding assessment year by the member. The members of Association who are exempted from payment of Income Tax or if their income falls below the taxable limit shall be allowed to produce exemption certificate or copy of Tax coupons etc. in lieu of filing of return of income or statement u/s 115(4) of Income Tax Ordinance, 2001.

5. Fee and subscription

The annual membership Subscription as approved by the Executive Committee and D.T.O., for the different classes of members shall be as under: -

a) **CORPORATE CLASS**

1. Admission Fee	Rs. 300/-
2. Annual Fee.	Rs. 1000/-
3. Research and Development Fee	Rs. 200/-
4. Membership Certificate Fee.	Rs. 100/-

b) **ASSOCIATE CLASS**

1. Admission Fee	Rs. 300/-
2. Annual Fee.	Rs. 750/-
3. Research and Development Fee	Rs. 100/-
4. Membership Certificate Fee.	Rs. 100/-



Note: Admission fee is taken only once at the time of admission or re-enrolment.

[Handwritten signature]

6. **Enrolment of Members**

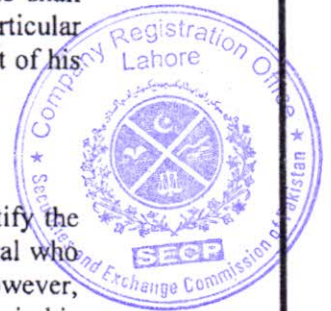
- a) A candidate desirous for enrolment as a member whether an individual, a firm, or joint stock Company or other Corporation, shall apply on Association's prescribed form, duly filled in, proposed by one and seconded by another existing member of the same class to which he is desirous to become member.
- b) The application form, duly filled and complete, shall be sent to the Secretary General and shall state the name in full of the candidate and in case of a firm the name of the partners thereof, his or their addresses, business and nationality. The Secretary General shall place all such applications, with his report, before the next meeting of the Executive Committee of the Association for approval or rejection. The Committee shall not be bound to give reasons for rejecting any application.
- c) Every applicant will have to notify the name of his representative to the Association at the time of enrolment as a member. If an applicant is a firm or incorporated body, the declaration for his/their representative should be signed by the sole-proprietor, Managing Director, Managing Partner or majority of the partners as the case may be.
- d) No member of the Association shall be allowed to change the class of his membership unless he has cleared all dues standing against him and his application for change of class of membership is approved by the Executive Committee. If his application is approved by the said Committee, he shall have to pay the admission fee and subscription prescribed for the particular class of membership. The admission fee paid by the member in respect of his previous membership shall not be refunded.

7. **Change of representative**

Any firm, company, or corporation desiring to change its representative shall notify the name and other particulars of the alternative representative to the Secretary General who shall affect the necessary change in the register of the Association provided, however, that the new representative shall not be entitled to vote or exercise any other rights in his representative capacity unless his name has been notified to the Secretary General at least 72 hours in advance of the time at which this right is sought to be exercised or March 31st whichever is earlier.

8. **Ceasing of membership**

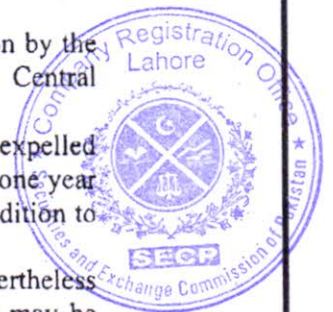
- a) All members, including Corporate Members and Associate Members, shall abide by the provisions of these Articles and all other rules, regulations or bye laws of the Association in force from time to time. The default on the part of any member in this respect shall render him liable for expulsion.
- b) The member shall cease to be a member of the Association;-
 - I. If having resigned from the membership, his resignation has been accepted by the Executive Committee.
 - II. If he is found to be of unsound mind by a court of law.



- III. If he is adjudged an insolvent.
 - IV. If he is convicted on an offensive involving moral turpitude.
 - V. If he fails to pay his subscription by the 30th April each year provided a registered notice demanding payment has been issued to him at least two weeks before the date of expiry of the last date of payment of subscription or if last date of renewal has lapsed by March 31st, which ever is earlier. Provided further that the last date for payment of the subscription of the year in which the first election of the Association is held under these Articles shall be fixed by the Executive Committee for the time being in session.
 - VI. If he ceases to deal in sports trade or industry.
 - VII. If he is expelled by the Executive Committee of the Association by three-fourth majority of votes of members present in the meeting on the charge of indulging in unethical business practices e.g. black-marketing, hoarding, over and under invoicing of export of import, not fulfilling the terms of his contract with the foreign buyers, refusing to arrive at an amicable settlement with the foreign buyers even when his fault is established and mal-practices detrimental to national interest. Provided that before a member is so expelled he shall be given an opportunity to explain and defend himself before the Committee.
 - VIII. If he is expelled from the membership of the Association by the Executive Committee under the direction of the Central Government.
- c) A firm or Joint Stock Company or other corporation, which shall be expelled under this article, shall be eligible for re-enrolment after the expiry of one year from the date of expulsion provided not less than three members in addition to the proposer and seconder concur in the proposal for re-enrolment.
 - d) Any member who shall, by any means, cease to be a member shall nevertheless remain liable for and shall pay to the Association all moneys which may be due from him at the time he ceased to be a member of the Association.
 - e) Except as herein before provided and subject to the decision of the Committee, a Member/Associate Member shall not necessarily cease to be a Member /Associate Member by reason of a change in the constitution or in conventional name of such Member/Associate Member.

9. **Office Bearers**

- a) The elected top Office-Bearers of the Association shall be (a) Chairman, (b) Senior Vice Chairman (c) Vice Chairman and (d) Executive Committee.
- b) The Association shall also have whole-time regularly paid employees comprising of a Secretary General, a Treasurer and such other staff as may be considered necessary by the Executive Committee, from time to time.



10. Chairman

The Chairman shall preside over all meetings of the Executive Committee, and all General or Special Meetings of the Association. He may address the members on such subjects as he may deem proper to bring to their notice but such address shall not be taken to present the views of the Committee or of the Association unless such representation expressly indicated or resolved by the Executive Committee or General Body as the case may be.

The Chairman shall perform such other duties, as may be incidental to the office of the Chairman. Where bye-laws are silent, the ruling given by the Chairman shall be final unless it is over-ruled by the General Body on the recommendation of the Executive Committee. The Chairman shall have the authority to sanction expenditure up to the limit prescribed by the Executive Committee.

11. Vice Chairman

The Vice Chairman, in the absence of the Chairman and, shall perform the duties of the Chairman.

12. Election and Reelection

The Chairman of the Association shall be eligible to seek re-election for the office of Chairman after a minimum gap of one year.

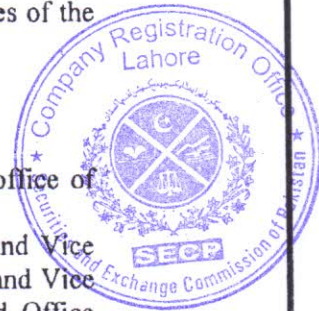
On the expiry of fixed tenure / period the Chairman, Senior Vice Chairman and Vice Chairman shall automatically cease to be the Chairman, Senior Vice Chairman and Vice Chairman and shall handover the charge of their offices to the newly elected Office Bearers or to the newly elected or remaining Executive Committee of the Association, if the election has not been held.

13. Removal of Office Bearers

Proposal for the removal of any Office Bearer of the Association can be made to the Secretary General with a written request by more than 1/2 of the members of the Association with detailed allegations. The Secretary General shall call a General Meeting within 15 days of receipt of such a proposal. If at least 3/4 members present in such meeting, vote in favour of the proposal, the Office Bearer shall be considered as removed from his office. Such vacancy shall be filled in within two months according to the Election Rules of the Association.

14. Executive Committee

- a) The management of the business of the Association shall be vested in the Executive Committee, which shall consist of 27 members as follows.
- b) The Association shall comprise a Chairman, Vice Chairman, Executive Committee and a General Body.
- c) The Members of Association eligible to vote shall comprise and constitute its General Body that serves Electoral College for election of the Office Bearers

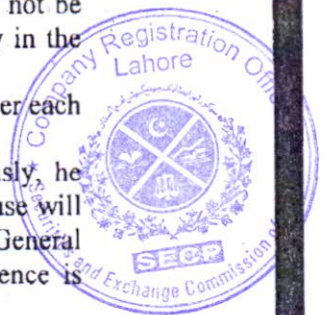


except for the seats reserved for women for which the electoral college are the Executive Committee.

- d) The Structure / Executive Committee of the Association shall comprise the following:-

Corporate Members	16
Associate Members	6
<u>Women entrepreneurs</u>	<u>2</u>
<u>Total</u>	<u>24</u>

- e) There shall be at least 50% of the members of Executive Committee from the Corporate Members
- f) Provided that where there is more than one Vice-Chairman, at least one shall be from the class of members other than that of the Chairman.
- g) The tenure of all elected office bearers shall be one year.
- h) No. member of Executive Committee shall hold office again without the gap of next year.
- i) That on completion of the term the Chairman & Vice Chairman shall not be eligible to contest election or co-option in any representative capacity in the Association for next one year.
- j) The new Committee, as so elected, shall take office on 1st day of October each year.
- k) If a member of the Committee fails to attend 3 meetings continuously, he disqualifies himself from the membership of the Committee. This clause will not apply, when the member informs the Committee / Secretary General before hand of his inability to attend the meeting and leave of absence is granted by the Committee.



15. Secretary General

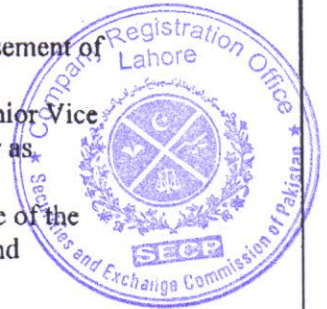
He shall, in general, perform all such duties as are incidental to the office of the Secretary General of the Association subject to the authority of the Executive Committee given to him from time to time.

- a) The Secretary General shall devote himself entirely to the business and affair of the Association except in case where he has received the special permission of the Committee.
- b) He shall have charge of all correspondence and shall dispose off the same according to the instructions of the Chairman, Vice Chairmen or the Executive Committees, as the case may be.
- c) He shall keep minutes of all meetings of the Association, the Executive Committee, the Departmental Committees and the Sub-committees of the Association.
- d) He shall take care of the rooms, furniture, library, pictures and of all documents, negotiable instruments and other movable and immovable assets whatsoever belonging to the Association.

- e) He shall give notice of the meetings of the Association, of the Committees, of the Departmental Committees and Sub-committees of the Association.
- f) He shall duly notify members of their election and shall collect all dues from the members of the Association.
- g) He shall prepare the Annual Report of the Association under the guidance of the Committee and the reports of all Committees / Sub-committees.
- h) He shall be incharge of the funds and moneys received and spent by the Association and belonging to the Association. He shall keep all the accounts of the Association as directed by the Executive Committee.

16. Treasurers

- a) All cash funds of the Association shall be received by the Treasurer and receipts will be issued by him duly signed by him and countersigned by the Secretary General.
- b) The Treasurer is entitled to keep Rs. 2000/= in cash with him for disbursement of petty amounts incurred by him or the Secretary General.
- c) The cheques will be signed by the Chairman or in his absence by the Senior Vice Chairman or Vice Chairman and Treasurer / Secretary General jointly or as resolved by the Executive Committee.
- d) The Treasurer and Secretary General are responsible for the maintenance of the proper accounts of the Association and get confirmed all expenditures and receipts on behalf of the Association from the Executive Committee.



17. Auditors


- a) The accounts of the Association shall be duly audited by the registered Accountants and Auditors duly nominated at the time of Annual General Meeting.
- b) Any Auditor quitting office shall be eligible for re – appointment.
- c) Accounting year of the Association will be closed on 30th June each year and its financial statement duly audited by the Chartered Accountant along with a list of members as on the 30th September shall be furnished by Association to the Regulator Trade Organizations, on or before the 31st day of December every year.

18. Powers of Executive Committee

The Committee shall exercise all such powers as are incidental to run the affairs of the Association and do all such acts and things as may be exercised or done by the Association under the Articles at the time being in force, or by any law, statute or any modification thereof, required or directed to be exercised or done by the Association in General Meeting.

Without prejudice to the general power conferred on them by foregoing Article the Committee shall have the power: -

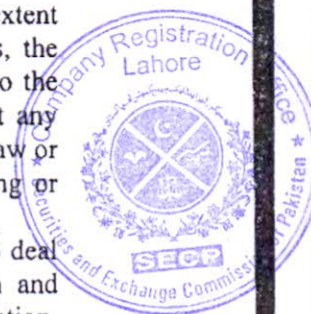
- a) To appoint and dismiss and make rules for the employees of the Association and to fix their remuneration from time to time.


Page 7 of 17

- b) To institute Provident Fund Scheme for the employees of the Association and to operate on it accordance with the rules and regulations of the Local Bodies.
- c) To take all necessary steps, consistent with the best interest of the Association and to realize any arrears of membership subscription.
- d) To write off as irrecoverable any arrears of subscription which, in the opinion of the Committee, cannot be realized.
- e) To appoint any Departmental Committee or Sub-Committee of the Members of the Association or of the Members of the Committee and such Departmental Committees, Local Committees or Sub-Committees, may be standing or temporary or for special purpose as the Committee may determine.
- f) To delegate, subject to such conditions as they think fit, any of their powers to these Departmental Committees, Local Committees or Sub-Committees, and make, vary and repeal Bye-Laws or Rules for the regulation of proceedings of such Committees or Sub-Committees.
- g) To frame, alter or repeal any Rules or Bye-Laws for the election of Office Bearers for the Executive Committee subject to the prior approval by the Government.
- h) The Committee shall have the power to constitute Board or Boards of Arbitration for the settlement of disputes referred to the Association and to frame, alter and to repeal any rules and Bye-Laws for the regulation of the business of such Board or Boards.
- i) The Committee shall, from time to time, determine whether and to what extent and at what time and place and under what conditions or regulations, the accounts and books of the Association or any of them, shall be open to the inspection of members and no member shall have any right to inspect any account or book or document of the Association except as conferred by law or authorized by the Committee or by the Association in General Meeting or Special General Body Meeting.
- j) The Committee will have all the powers so conferred by the Articles to deal with all the matters of the Association to run the affairs in smooth and efficient manner as it may deem fit including the assets of the Association, whether movable or immovable.

19. **Proceedings of Executive Committee**

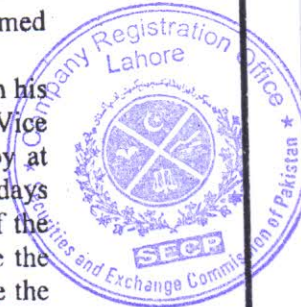
- a) The Committee may meet at such time as it may deem advisable provided that it shall ordinarily meet once a month and it may make such regulations as to summoning and holding of its meetings and the record of its proceedings shall be open to the inspection of members subject to such regulation as the Committee may, from time to time, deem expedient.
- b) The agenda of the Committee meeting shall be prepared by the Secretary General with the approval of the Chairman and shall include therein all important matters and communications pending disposal by the Association. He shall also include in the agenda any matter or proposal which any member of the Association may request him in writing to place before the Committee.
- c) One fourth members of the Committee (fraction to be taken as one member) shall form quorum for the transaction of business of the Committee. For any adjourned meeting of the Committee, no quorum shall be necessary.



- d) In the meeting of the Committee all matters will be decided by the majority of votes unless otherwise provided in the Articles. In the event of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- e) The proceedings of all the meetings of the Committee will be circulated to the Members of the Committee by the Secretary General and will be open to inspection by Members of the Association with prior written approval of the Chairman on 24 hours notice to the Secretary General.

20. General and Special Meetings

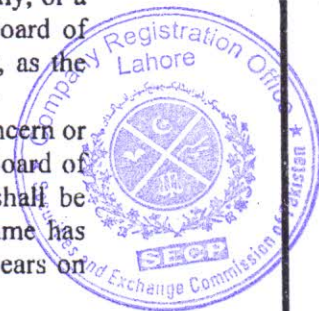
- a) The Annual General Meeting and election of the Association will be held in accordance with clause 20(16) and 20(17) of Trade Organizations Rule 2013.
- b) There shall be an Annual General Meeting of the Association which shall be held on a date, time and place to be fixed by the Committee, for the purpose of the receiving the reports of the Committee and statement of Accounts and considering and, if necessary, taking action with reference to any business or Motion to be transacted or discussed there for which due notice shall have been given 14 clear days previously by circular to all members.
- c) A written report of the working of the Association shall be prepared and circulated for the information of the Members of the Association at least seven days before the date of the Annual General Meeting. Such report shall be submitted to the Annual General Meeting for confirmation and shall be confirmed or otherwise dealt with or disposed off as meeting shall determine.
- d) A special meeting of the Association may be convened by the Chairman or, in his absence, by the Senior Vice Chairman or in the absence of both, by the Vice Chairman or shall be so convened upon requisition in writing and signed by at least 45 members and forwarded to the Secretary General. Fourteen clear days notice shall be given by circular to all the members of all such meetings. If the meeting is not convened within the specified time, the signatories shall have the right to call the meeting and the decision of the meeting will be final. In case the office is not available, they can call the meeting at another place.
- e) The quorum for Annual General Meeting or Special Meeting will be one third of the number of Association Members or 50, which ever is less, on roll at that time. Every question put to any such Meeting shall be decided by the majority of votes of members present, provided that in the event of difference of opinion between the Corporate Members on one hand and Associate Members on the other, no resolution shall be deemed to have been adopted if it is not agreed to by the majority of Corporate Members present and entitled to vote on such resolution.
- f) If the quorum be not present at any Annual General Meeting, the same shall be adjourned to the same day and same time in the next week, unless it be a holiday, when the next full business day following shall be notified. If at such adjourned meeting a quorum is not obtained, at least 15 members present and entitled to vote shall be deemed to constitute a quorum and may transact the business for which the meeting was called. No meeting in any circumstances will be adjourned as "sine die" except the meeting called upon by requisition of the Members as in clause (C) above which will be dissolved if quorum is not obtained in such meeting.



- g) Each meeting of the Association shall be presided by the Chairman, or in his absence by the Senior Vice Chairman / Vice Chairman or in absence of all the above mentioned Office-Bearers, the meeting shall elect from amongst the members of the Executive Committee, present, its own Chairman and in the absence of any Member of the Executive Committee, the meeting shall elect its Chairman. The Chairman at any meeting shall have, in the case of equality of votes, also a casting vote.
- h) As otherwise, expressly mentioned in the Articles of Association, it will follow the Companies Ordinance, 1984 as amended to date.

21. Voting Rights

- a) A member shall be eligible to vote in election of the Association after completion of one year of membership provided the 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, at least three months prior to the announcement of election schedule or March 31st which ever is earlier.
- b) Every member eligible to vote shall deposit with the Secretary General, 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 Manager authorized by the Board of Directors of Public Limited Company or a Multi-National Company, as the case may be.
- c) The proprietor, partner or director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of public limited company or a multi-national company shall be entitled to cast his/her vote at the time of election only if his/her name has already been registered with the Secretary General and his name appears on the list of voters.
- d) Every individual, firm, company or body of individual who is enrolled as an Corporate or Associate Member shall have one vote only. Votes at all the General Meetings may be given either personally or by proxy. Voting by proxy shall not be allowed in the meetings of the Executive Committee and / or sub-committees. The proxy forms duly signed and attested by one other member of the Association shall be deposited at the Registered Office of the Association not less than 72 hours before the time fixed for the meeting or election at which the proxy is intended to be utilized. Any proxy form, if defective, shall be liable to be rejected by the Chairman of the Meeting or by the scrutineers before or at the commencement of the election as the case may be, and any such decision of the Chairman or scrutineers as to the validity or otherwise of the proxy shall be final and conclusive. No person shall act as proxy unless he is a member of the Association. The instrument appointing a proxy shall be in the form prescribed by the Association.
- e) Questions at all General Meetings of the Association shall be determined by the majority of votes except as provided in these rules.



- f) No member shall be allowed to take part in any meeting of the Association unless he has cleared all arrears due to the Association at least one week before the meeting.
- g) In case of equality of votes at a meeting of the Association or its Executive Committee or any other committee or body, whether on show of hands or on a poll, the Chairman or whoever be presiding over such meeting shall have a second or casting vote provided that no such vote shall be exercised in connection with an election of the Association.

22. Publication

The subscription for the Association periodicals shall be fixed from time to time by the Executive Committee.

23. Seal

The Committee shall forthwith provide a common seal of the Association. The seal shall be deposited with the Secretary General who shall affix the same on any document and will keep a regular record in the register provided for the purpose. All deeds, bonds and other contracts under the seal made on behalf of the Association and signed by the Chairman, Senior Vice Chairman or Vice Chairman and countersigned by the Secretary General or the person acting as Secretary General, shall be deemed to be duly executed.


24. Records

The foregoing rules shall be copied into a book to be kept with the records of the Association. They shall be printed and copies shall be distributed to all members.

25. Election

- a) The election of the Association shall be conducted according to the procedure laid down in the Articles of Association given herewith in separate form with these Articles between the first half of July subject to the following: -
- i. The election of the Executive Committee shall be held by secret ballot and their final result shall be officially announced at the Annual General Meeting of the Association called for this purpose within fifteen days of the date of the polling but before or on 30th September.
 - ii. On completion of the term, the retiring members of the Executive Committee shall not be eligible to stand for election or co-option for the Committee in any representative capacity for the next one year.
 - iii. Neither postal ballot nor proxy shall be allowed.
 - iv. The polling can be held simultaneously at the Head Office, Zonal Office or Branch Office of the FPCCI and also in the offices of the Association for the conveniences of the Voters.




Page 11 of 17

- b) Of the three top Office Bearers namely, The Chairman, The Senior Vice Chairman and the Vice Chairman, at least one shall belong to the Associate Members class.
- c) The persons elected by the Corporate Members and the Associate Members for the Executive Committee in accordance with the clause (a) of Article 14, shall nominate persons from within their own number to be the candidates for election as the Chairman, the Senior Vice Chairman and the Vice Chairman. Each person of the Committee will then cast his vote simultaneously in favour of three candidates belonging to three separate top offices. The persons receiving majority of votes for the office of the Chairman, Senior Vice Chairman and Vice Chairman will be declared elected for that office subject to the condition as laid down in Article 25 (b), in which case the person receiving majority of votes in the class other than Chairman will be declared elected for that office.
- d) If two candidates receive equal votes, the name of successful candidate shall be drawn by lot.

26. Arbitration

All representations by the elected or delegated representatives of the Association will be governed by the policies of the Committee of the Association and no contrary views and representation will be made by such delegates which is not advised or in line of the specific policy of the Association as decided by the Committee. The Association will follow Arbitration Act as promulgated in Pakistan by Govt. for any arbitration between its members or for any question put to arbitration by the Committee.

27. Amendments

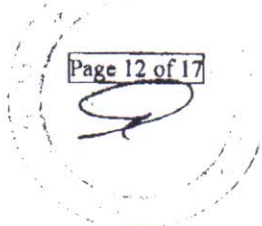
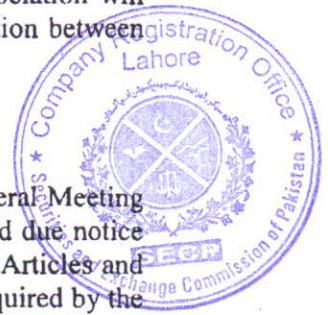
Amendments in these Articles of Association shall only be done when General Meeting called for the purposes resolves to amend as approved by the Committee and due notice of 14 days has been given for such General Meeting as prescribed in these Articles and shall be subject to the approval of the Government or shall be made when required by the Government in the public interests.

28. Interpretation

Any dispute and difference of opinion in regard to interpretation or scope of application of these Articles of Association which can not be resolved by the Association itself, shall be referred to the Regulator of Trade Organization appointed under the Trade Organizations Act, 2013 as amended to date and the ruling given by the Regulator shall be binding on the Association, its Office Bearers and Members.

29. Plan of activities and performance review

The Association shall prepare a three year 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 Association during the said three year period.



The Association shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of the Association to include but not be limited to minutes of meetings and the Association's plan of activities.

30. Website

PSGMEA shall within one year from the date of grant of license create and maintain a website at all times which shall include all relevant information such as:

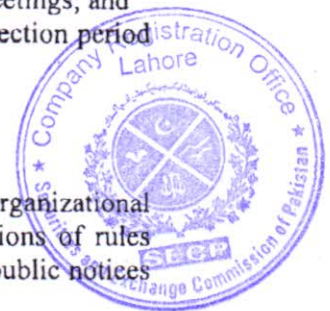
- a) Up-to-date list of office bearers with contact detail of Executive Committee members, management and members of the General Body;
- b) Memorandum and articles of association as well as bye-laws, if any;
- c) Plan of activities and statement of vision;
- d) Schedule of Executive Committee meetings and minutes of such meetings; and
- e) Schedule of elections, voters' list and election results during the election period as provided in these Articles above.

31. Memorandum, Articles of Association and Bye-Laws

Memorandum and articles of association, including but not limited to the organizational structure, and any bye-laws of the Association shall be within the provisions of rules 2013, the Act 2013, Companies Ordinance, 1984 (XLVII of 1984) and the public notices issued by the Ministry of Commerce from time to time.

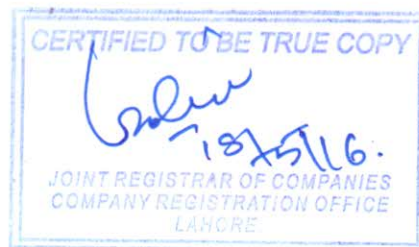
32. Professional Development

The Office Bearers of the Association 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 rules 2013, the Ordinance 1984, and as reflected under the memorandum and articles of Association or as notified by the Ministry of Commerce from time to time.



We, the several persons whose names and addresses are subscribed below are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names of the Subscribers	Address & Description	Witness to all the Signatures
1. Sh. Muhammad Hussain	Partner, Challenge Sports Works, Sialkot City.	Muhammad Sadiq Secretary Pakistan Sports Goods Manufacturers & Exporters Association
2. Mian Muhammad Siddiq	Partner, Noor Din & Co Sialkot City.	===== do =====
3. Kh. Muhammad Ashraf	Partner, A.A. Assac & Co Sialkot City.	===== do =====
4. Mirza Muhammad Iqbal	Vital Sports Works Sialkot City.	===== do =====
5. M. Muhammad Shafi	Partner, Regminton Sports Corporation Sialkot City.	===== do =====
6. A.G Ratra	Partner, Citizen Sports Sialkot City.	===== do =====
7. S.N Ahmed	Fedal Sports Sialkot City.	===== do =====



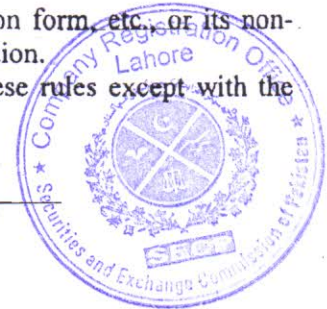
RULES FOR ELECTION

1. The Annual Election of the Pakistan Sports Goods Manufacturers & Exporters Association, herein after called "ASSOCIATION", shall be held in accordance with these rules, and in provisions or in consistence or repugnant of the Articles of the Association, as amended from time to time.
2. The Election of new members for representation on the Committee shall be held annually first half of July and in any case not later than 15 month from the date of last Election.
3. The Committee for the time being in session shall fix a date for the Annual General Meeting for the ASSOCIATION and prepare a detailed Programme for holding of Election.
4. The Committee will appoint one Returning Officer, two Scrutineers and one Polling Officer to conduct the Elections under the programme so framed.
5. The Returning Officer, as appointed, shall be incharge of all arrangements connected with such Election, including counting of votes and announcement of results.
6. The Secretary General of the ASSOCIATION, along with the issuance of the election schedule, shall display a list of all members eligible to vote alongwith their National Tax Numbers and names of their representatives.
7. The change, if any, regarding name of representative appearing in the list of votes shall be sent to the Secretary General of the ASSOCIATION alongwith necessary proof of eligibility, within seven days of the announcement of election schedule.
8. The members who have any objection to the entries / changes in the list of votes shall send their objection in writing to the Secretary General within seven days of the issuance of the said list.
9. The Secretary General will intimate action on the objections or changes sent by members within seven days from the last day under preceding clause.
10. In case of any dispute pertaining to the eligibility of the member, the matter may be referred to the Committee of the ASSOCIATION, by any person aggrieved by the decision of the Secretary General within three days of such decision, which will decide the case within seven days.
11. Within seven days of the decision of Committee on such reference and the changes, if any, otherwise allowed by the Secretary General, a copy of final list of votes shall be provided to the candidates contesting the election and a copy of such list shall also be submitted to the Regulator Trade Organization forthwith.
12. Within seven days of the issuance of the final list of votes, any person who is eligible to contest the election for the vacant post, shall send his nomination duly proposed, seconded and signed and accepted by the candidate, to the Secretary General on the prescribed form in accordance with the Articles of the Association or Rules For Election.
13. The nomination papers received up to the specified date and time shall alone be scrutinized and the names of the candidates whose nominations are accepted shall be

- circulated to the Members of the respective classes to which the candidates belong within two days from the last specified date of receipt of the nomination papers.
14. No Member shall be entitled to propose or second or stand for Election, if he has not already paid and cleared all dues standing against his name in the books of the Association by the time fixed by the Committee in session or as required under the Articles of Association.
 15. The ballot papers shall be duly numbered, and the voter shall sign or affix thumb impression thereon in the presence of Polling Officer and the Returning Officer before the issuance of ballot paper to him.
 16. It shall be the duty of Polling Officer to see the original identity card issued by the ASSOCIATION or national Identity Card or passport or any other mode of identification of the votes and write the numbers thereof on the counterfoil.
 17. After comparing the signatures and photographs with the specimen cards the Polling Officer shall hand over the ballot papers to the votes.
 18. That ballot paper shall be signed by the Secretary General or an officer of the Association duly authorized by the Secretary General in this behalf and shall also be signed by the Polling Officer at the time when it is issued.
 19. Each voter shall be entitled to cast as many votes in favour of the prospective candidates for Election as the number of seats fixed for the class of Membership to which he belongs, but no voter shall cast more than one vote in favour of any particular candidate.
 20. The voter shall not be allowed to leave the booth after the ballot paper has been handed over to him until and unless he has inserted his ballot paper in the box placed before the Presiding Officer / Polling Officer/Returning Officer, as the case may be.
 21. Adequate arrangements shall be made to maintain the secrecy of the polls.
 22. Proper account shall be maintained by the Returning Officer in respect of ballot papers including used, unused, tendered, challenged and stray ballot papers.
 23. The Challenged Votes shall be kept in a separate sealed envelope duly signed and sealed by the Polling Officer.
 24. The Returning Officer shall decide about the challenged votes after verification of necessary information from the member firm, company or concern before the official announcement of the result.
 25. Counting of votes shall take place immediately after the polling hours under the supervision of Polling Officer in the presence of polling agents of the candidates, if any, at the designated sites.
 26. In the event of any doubt or dispute in regard to the Election, the decision of the two Scrutineers and Returning Officer shall be final.
 27. 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 the candidates or the authorized representatives / polling agents of such candidates and a record of the result thereof shall be made.
 28. Provisional results may be declared by the Returning Officer immediately after the counting of votes is completed.
 29. Within 24 hours of the receipt of the result of the Election, the Secretary General shall convene a meeting of the Members of the newly formed Executive Committee which shall be presided over by Returning Officer. At the meeting so convened, as per given schedule, the Members shall nominate, from the members of the class to which they belong, persons to be candidates for Election as Chairman, Senior Vice Chairman and

Vice Chairman. Each Member will cast his vote by secret ballot simultaneously in favour of three candidates and the person receiving majority of votes for the office will be declared elected.

30. The announcement of Election result within the meaning of Section 20(19) of the Trade Organizations Act, 2013 shall be that made in the General Meeting of the Association called for this purpose within fifteen days of the announcement of the provisional result but in no case later than 30th day of September.
31. The record of Election shall be open for inspection upon the application made in this behalf by the candidate within seven days of the date of polling and approved by the Regulator Trade Organization.
32. The term of office of the Executive Committee and Office Bearers of the Association shall continue as per the Articles of Association in terms of section 23 (12 & 13) Trade Rules 2013.
33. The names of the Office Bearers including Chairman, Senior Vice Chairman, Vice Chairman and members of the Executive Committee so elected shall be formally announced at the Annual General Meeting of the Association, who shall take charge of their respective offices on the day succeeding the day on which the Annual General Meeting is held or 1st October whichever is earlier.
34. Accidental error or omission to send any notice, nomination form, etc., or its non-receipt by any member shall not invalidate the ballot or Election.
35. No addition, alteration or amendment shall be made in these rules except with the prior approval of the Government.



File: Articles-02022001.doc0.