MEMORANDUM OF ASSOCIATION
OF
HAJJ ORGANIZERS ASSOCIATION OF PAKISTAN
(HOAP)

(Licensed by the Government of Pakistan as a Trade Organisation and registered with the Directorate General of Trade Organizations Ministry of Commerce, Government of Pakistan under the Trade Organizations Act (Act No. II of 2013) & Rules, 2013)

(Incorporated as an Association and setup as a Company under section 42 of the Companies Act, 2017 (Act No. XIX OF 2017)

MEMORANDUM OF ASSOCIATION
OF
HAJJ ORGANIZERS ASSOCIATION OF PAKISTAN (HOAP)

I. NAME:

The name of the trade organization shall be **"HAJJ ORGANIZERS ASSOCIATION OF PAKISTAN" (acronym "HOAP"), (hereinafter called "The Association").**

II. OFFICES:

The Registered Office of the Association shall be situated in Islamabad. Office No. 09 (FF), Block No. 21, Near X Railway Reservation Office, Melody Market, Sector G-6, **Islamabad.** Zonal Offices of the Association in provinces of Sindh and Baluchistan shall be situated in Karachi and Quetta and in the provinces of Punjab, Khyber Pakhtunkhwa and the Federal Area shall be situated in Lahore, Peshawar & Islamabad, respectively.

III. AIMS & OBJECTIVES:

The aims and objects for which the Association has been established are, inter-alia;

1) To establish an all Pakistan based Association comprising members from Private Hajj Pilgrimage sector duly registered with Federal Ministry of Religious Affairs & Interfaith Harmony, Govt. of Pakistan as Private Hajj Group Organizers (HGOs) and to represent and deal with the relevant affairs pertaining to commercial relations of Pakistan's Hajj Pilgrimage sector, Umrah, Ziarats, Religious Tourism, Aviation, Hospitality and all other allied services in trade and industry; all fields of operation and activities specified by the Controller of the Department/ Directorate of Tourist Services (DTS), from time to time, under the Travel Agencies Laws and Rules, and the policies, rules and procedures approved and enforced by the Federal Ministry of Religious Affairs & Interfaith Harmony, Govt. of Pakistan, thereof;

2) To urge, support or oppose policies or legislative, other measures and to procure change of law or practice or policy affecting private Hajj & Umrah Pilgrimage, Ziarats, Religious Tourism sector; secure adequate representation of the Association on Government, Public or Statutory Bodies and on Trade Delegations related to the Hajj and Umrah Organizing services, Ziarats & Religious Tourism;

3) To unite and organize its members for their fraternity, common welfare and development of the private Hajj Group Organizers for Hajj and Umrah, Ziarats and allied businesses on modern professional lines in the country to uplift the Hajj and Umrah services, Ziarats & Religious Tourism sector; and enlist members from all over Pakistan and to promote and encourage collaboration in the Hajj and Umrah,

Ziarats and Religious Tourism and allied services trade for the common good of its members;

4) To promote nationally and internationally fair business interests of members, enhance and sustain the professional standing of the members with emphasis placed on the development of Hajj, Umrah, Ziarats and Religious Tourism services, safeguard and defend the legal rights and genuine interests of members, locally and globally, wherever the need may arise;

5) To enterprise while taking all lawful steps and measures to maintain the Hajj Quotas of Members/ HGOs on merit in strict coherence and consonance with the Government's Laws, Rules, Procedures, Regulations & approved criteria;

6) To give to the Government of Pakistan and its Ministry of Religious Affairs & Interfaith Harmony as well as the Ministry of Hajj of Saudi Arabia proposals, suggestions, input, feedback, recommendations, opinions and rejoinders etc. in respect to policies related to Hajj and all services being rendered/ arranged for Hujjaj, in respect to bilateral agreements between HGOs and their Saudi Arabian Counterparts, Services Providers Agreements, Hajj flights schedules and proposed fare for Hajj flights, logistics and accommodation and hospitality arrangements and all required services;

7) To compile and give viable and meaningful proposals for promotion and betterment of private Hajj packages to the Ministry of Religious Affairs, Govt. of Pakistan;

8) To maintain effective liaison with the Government of Pakistan, all concerned Ministries in general and Ministry of Religious Affairs in particular, Directorates of Hajj in all provinces of Pakistan as well as Directorates and Offices of Hajj in Saudi Arabia including the Pakistan Embassy and Consulate General in respect to all matters and affairs related to Hajj & Umrah and members;

9) To maintain effective liaison with all the Federal and Provincial Authorities, Departments of Tourism, Pakistan's Foreign Missions abroad and Foreign Missions of friendly countries in Pakistan, stakeholders and leading players in the travel and tourism sector, trade organizations, local and foreign entities to achieve the aims and objectives of the Association;

10) To promote, develop closer understanding and maintain unity & unanimity among Hajj Group Organizers, Umrah Pilgrimage, Ziarats & Religious Tourism Operators fraternity and create goodwill, harmony and good mutual understanding among Association's members based on mutual respect, honour and ethical practices, in and outside Pakistan, on all subjects involving common and genuine business interest;

11) To protect, promote and develop the interests of the members engaged in Hajj and Umrah sector specifically comprising Hajj Group Organizers and Umrah/ Tour Operators and allied & essential service providers, directly or indirectly related to in Pakistan and Saudi Arabia;

12) To protect, promote and develop the interests of the members engaged in Ziarats & Religious Tourism sector and allied & essential service providers, directly or indirectly related to in Pakistan and other Countries;

13) To raise and advocate before the Government and other regulatory, administrative and official bodies the views of the members on matters affecting the interests of trade, industry and services in general and the Hajj, Umrah, Ziarats & Religious Tourism services and allied services in particular;

14) To initiate dialogue with the Government on core issues for meaningful contribution and integration on policy matters. Proactively engage with the Senate, the Parliament, the National and Provincial Assemblies, the Federal Ministries and Provincial Departments, Governmental Authorities, the President of Pakistan and the Prime Minister's Office to uplift the Hajj, Umrah, Ziarats & Religious Tourism sector and communicate point of view of HOAP;

15) To evolve and maintain a meaningful policy advocacy and emphasize the Government to accord deserving considerations and attention to the Hajj and Umrah sector in all bilateral agreements between Pakistan and Saudi Arabia;

16) To evolve and maintain a meaningful policy advocacy and emphasize the Government to accord deserving considerations and attention to the Ziarats & Religious Tourism sector in all bilateral agreements between Pakistan and friendly countries;

17) To maintain a standard of services offered by HGOs while standardizing services though a uniform Code of Conduct/ Ethics, maintain professionalism, fair and ethical business practices and to discourage unethical and unfair business practices;

18) To endeavour to adopt a unified approach for the members in matters related to the interests of the HGOs, Hajj and Umrah, Ziarats & Religious Tourism services and allied trade and services in Pakistan; and to ensure provision of level playing field, viable and enabling business environment to members and all the cross-sections of the Hajj and Umrah, Ziarats & Religious Tourism services sector across Pakistan;

19) To resolve internally, controversies and re-conciliate differences of opinion among members of the Association to strengthen fraternal relations among members and to promote uniform healthy business and professional conduct among the whole body of the members;

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20) To refer to external entities, mediatory bodies and persons disputes, controversies and differences among Members of the Association for their resolution in order to promote and strengthen fraternal relations among Members by discouraging them to take adversarial positions that may harm the overall environment of goodwill and fraternity and destroy the centralization/ oneness and cohesion of the Association;

21) To promote professional education, through formation of HOAP's own institute or in collaboration with any professional training institute, exclusively designed courses for HGOs & Umrah Operators, Ziarats Tour Organizers and other professional courses related to Hajj: Ministry of Hajj KSA, Mossassa South Asia, Addilla, Transport Syndicate, United Agents' Offices, religious tourism, conventional tourism and create awareness amongst the members by holding trainings, seminars, conducting certificate courses, inviting experts to deliver lectures, arrange workshops and other such functions;

22) To enterprise making HOAP as "Leading Voice" of the Hajj and Umrah sector of Pakistan for promotion of industry and protect the legitimate businesses and genuine rights of the members/ Hajj Organizers fraternity of Pakistan;

23) To make HOAP most influential and progressive Trade Organization of Pakistan introducing, implementing and institutionalizing a system of merit, transparency and accountability ensuring services/ facilitation to all members without any discrimination;

24) To protect and promote rights and privileges of Hajj and Umrah services, Ziarats & Religious Tourism sector in and outside Pakistan and to represent their grievances before the government(s) and public bodies for remedial actions;

25) To discourage activities focusing on vested interests, self-projection, self-interest and encourage honesty and dedication focusing individual and collective efforts to strengthen and uplift the platform of HOAP;

26) To espouse the cause of private enterprise and to enhance its contribution in the socio-economic development of our beloved country Pakistan, promote Hajj, Umrah, Ziarats & Religious pilgrimage services sector of the country, generate revenue for the Government, create more employment opportunities and alleviate poverty;

27) To promote, develop, protect, stimulate and encourage Hajj and Umrah pilgrimage, Ziarats & Religious Tourism services entering into strategic alliance with local and foreign counterparts; and to sign Protocols/ Memorandums of Understanding with government authorities, international counterparts, local and foreign trade organizations/ associations for facilitate members;

28) To provide a strong and productive forum to members for expression of views, concerns and opinions on the issues of the interest of Hajj and Umrah services sector, Ziarats & Religious Tourism and serve as a constructive forum for raising and advocating to the Government of Pakistan, Provincial Governments, Federal and Provincial authorities and other regulatory and official bodies the issues/views/problems of its members for resolution;

29) To get approved status of "Authorized Facilitator" for the Association in respect to issuance of Hajj and Umrah visas from the Saudi Arabian Embassy in Islamabad and Consulate General in Karachi for all Members and their clientele across Pakistan;

30) To accept passports, national identity cards and other such travel documents, as per the policies of respective authorities, from the members of the Association for arranging facilitation, for their clients, in respect to Hajj and Umrah visas, submissions and collections, accordingly;

31) To liaise with Foreign Missions of friendly countries in Pakistan to facilitate members for their business, participation in foreign exhibitions, conference, seminars and other travelling to friendly countries;

32) To promote more fair business relationships of members with their principals or affiliates, their local and foreign buyers and suppliers of services;

33) To promote mutually beneficial trade, commerce, investment, technology transfer, joint ventures, holding international exhibitions, conferences, seminars, training programs, exchange of business delegations & information, organizing delegations to go to Saudi Arabia or elsewhere abroad to explore bilateral business opportunities, exploring new trade and economic cooperation opportunities, identifying areas of mutual interests, advocacy and mediation to narrow down differences, discourage unlawful practices in trade, promote positive aspects and perception of Pakistan in countries worldwide, preaching peace & harmony, rejecting terrorism and extremism as per policy, as and when needed;

34) To attract local and foreign investors and members to invest in the Hajj and Umrah, Ziarats & Religious Tourism Sector, under auspices of Association, to start and operate chartered flights for Hajj and Umrah pilgrims, Ziarats & Religious Tours, hire/ arrange hotels and logistics arrangements in Saudi Arabia for services to Hujjaj, or elsewhere, establish any financial institution, focused to promotion of Hajj and Umrah organizing, Ziarats & Religious Tourism services from Pakistan;

35) To canvass, publicize, propagate and take all steps in the interest of the Association and for protection of the interests of the members and to consider, recommend and support all actions directed towards improvement in the conditions of the Hajj and Umrah services sector;

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36) To make representation to, and seek recognition from, Federal Government, Provincial Governments, federal and provincial authorities, local and foreign entities/organizations, associations, related to industry, executives or legislatives, on any matter affecting the trade/industry;

37) To constitute Arbitration/Mediation Committee to which members shall refer cases/matters for settlement of disputes arising out of their commercial transactions. The Executive Committee shall make bye-laws governing the working of arbitration tribunal/ committee; and to adjust controversies and conciliate differences of opinion among members of the Association;

38) To enter into any arrangement with Government of Pakistan, or Government of any friendly country, and/or any public authority, local government, or otherwise which may seem conducive to the Association's objects or any of them; and to obtain from Government(s), or such authority or body any rights, privileges or concessions which the Association may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

39) To obtain any order, provisional or otherwise, or any legislative enactment, for enabling the Association to carry out any of the objects into effect, or for affecting any modification of the Association's Constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Association's objects;

40) To file, prosecute or defend, arbitrate, withdraw or concur, or join or aid in filing, prosecuting or defending any such action, suits, applications, appeals or other proceedings as the Association may think proper or which may be conducive to the attainment of the objects of Association and conduct of affairs thereof; with the approval of the Executive Committee;

41) To communicate with Federal and Provincial Governments in Pakistan and also in Saudi Arabia Hajj: Ministry of Hajj KSA, Mossassa South Asia, Addilla, Transport Syndicate, United Agents' Offices in KSA, Chambers of Commerce and Industry in KSA, UFTAA, IATA, FPCCI, trade organizations, or other commercial and public bodies in Pakistan and abroad and to consult and promote measures for the protection and achievement of the Association's interests and objectives;

42) To globalize the role of HOAP in friendly countries worldwide with effective policy advocacy.

43) To establish International Offices of HOAP in the Saudi Arabia, with patronage of the Government of Pakistan, at Holy Cities of Makkah and Medinah, Jeddah and Riyadh and all airports in KSA for coordination purposes with the Saudi Arabian Ministry of Hajj and to facilitate the HGOs and Hujjaj from Pakistan during Hajj and maintain coordination with Hajj Mission of Pakistan, accordingly;

44) To get and maintain affiliation with the Federation of Pakistan Chambers of Commerce & Industry (FPCCI) and achieve adequate representation for its Office Bearers, Executive Committee, Committees, Business Councils, etc.;

45) To seek affiliation of HOAP with the Islamic Chambers of Commerce, Industry & Agriculture (ICCIA) which is an affiliated organ of the Organization of Islamic Cooperation (OIC) and achieve representation therein;

46) To seek HOAP's membership and affiliation with the United Nations' World Tourism Organization (UNWTO) and achieve representation thereof;

47) To achieve representation in the United Federation of Travel Agents' Associations (UFTAA) and achieve representation thereof;

48) To lobby and enterprise to motivate the Hajj Organizer Associations in Islamic Countries to establish a Global Federation of Hajj Organizers Associations;

49) To represent HOAP in the leading expos and exhibitions in Pakistan and abroad;

50) To procure from and communicate to any organization of trade and industry in Pakistan or abroad such information as may be conducive to the attainment of the aims and objects of the Association;

51) To discuss and deal with all questions that seem to be connected with or have a bearing as such on trade, commerce and industry; and to discuss, promote or oppose legislative and other measures, that seem to be connected with or to have a bearing on trade, commerce and industry and to consider to originate and support improvements in the commercial and other laws;

52) To sign, seal, execute and deliver all instruments, deeds, documents and writings whatsoever that may be found to be necessary or expedient in realization of the objects of the Association or conduct of its affairs; all such instruments, deeds, documents and writings will invariably be in the name of the Association;

53) To take effective steps for the eradication of unethical business practices from the trade: Hajj and Umrah sector, and take appropriate disciplinary measures and actions shall be taken against those indulging in such unethical business practices;

54) To set-up Association's owned and operated institute for professional development of members and their personnel, to collaborate with authorized institutes, establish research department in the institute to make and compile studies, collect useful information and statistics and apply the same to the members of the Association or to the Government or to the others concerned, and to set-up different departments in the institute for professional development, research and courses, as per the needs and requirements of the Hajj and Umrah, Ziarats & Religious Tourism sector's human capital;

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55) To frame, from time to time, such rules, charters and bye-laws as the Association may deem fit or proper for all or any of its objects duly approved by the Executive Committee;

56) To assist the members in all possible ways ordinarily, and particularly when their business, interest of trade is affected, prejudiced or jeopardized;

57) To adopt a common insignia, logo, slogan, mission and vision statement of the Association to be used by the members;

58) To take such actions as are considered necessary to enhance the image or to promote the efficiency of the Association; and to take all appropriate and legal actions against any unscrupulous elements who act against/ parallel to the interest of Association and its members challenging their legit obligations, rights, writ and legal jurisdiction, involving in unlawful/ parallel activities and stop such dishonest element using all the resources available and approaching all the concerned and legal forums in the country and elsewhere abroad;

59) To exercise all powers and authority conferred to Association as per law to maintain the writ, legal jurisdiction, legitimate authority, protect legit interests, genuine rights of the Association and its members at the Association's level and contact all concerned governmental authorities and all other quarters, accordingly;

60) To govern the affairs of the Association to achieve its legit aims and objectives strictly in accordance with the Trade Organizations Act & Rules 2013 and the Companies Act 2017 (previously Companies Ordinance 1984) and other relevant laws ensuring strict compliance thereof, completing all the reporting requirements as per law; conduct elections of the Associations strictly in accordance with the Trade Organizations Act and Rules 2013; in case of Hajj Pilgrimage dates as per lunar calendar coinciding with the conduct of Elections dates as per solar calendar as prescribed in the Trade Organizations Act & Rules 2013, solicit necessary condonation & exemption from the Regulator (TO), DGTO, in accordance with the

61) Section 9 of the Trade Organizations Act 2013 to conduct elections of Association prior to or after the dates of Hajj Pilgrimage; and conduct and govern all the affairs of HOAP in strict compliance of the laws and rules approved, passed and enforced by the Government of Pakistan.

IV. THE ASSOCIATION, IN ORDER TO ACHIEVE ITS OBJECTIVES, SHALL EXERCISE THE FOLLOWING POWERS:

1) To form Zonal Committees of the Association, Sub-Committees, Advisory Committees and appoint Conveners and members with the consent and ratification of the Executive Committee or respective Zonal Committees, as the case may be, and define their scope

of work and parameters of their working by enacting relevant byelaws duly approved by the Association and implementation thereof is ensured;

2) To compile charters, codes of conduct/ethics, profiles, policies, rules, procedures, SOPs, byelaws, regarding governing affairs of the Association, formation of the Zonal Committees, Sub-committees, Advisory Committees and their functioning, ratify from the Executive Committee or Zonal Committees to implement thereon, to professionally streamline and conduct affairs of Association in a cohesive, transparent and centralized manner under the authority of the Executive Committee;

3) To establish, maintain, control, manage, and regulate if and when it is deemed fit and proper, separate departments each devoted solely to a particular purpose to facilitate members and to establish just and equitable principles in the various dealings in Hajj and Umrah services, Ziarats & Religious Tours to fix or adopt standards for classification or analysis of services dealt with and to frame, from time to time, such rules and bye-laws as deemed fit and proper for all or any of the aforesaid matters;

4) To undertake special inquiries and actions for securing redressal of legitimate grievances of the members of the Association;

5) To compile Employment/ Services Rules for the Employees of the Association and prepare Human Resource Policy covering the recruitment, termination, payroll, Employees' Fund and all employees' affairs and implementation thereon after ratification from the Executive Committee or Zonal Committees as the case may be;

6) To appeal, solicit or accept any contributions, specially Hajj Compensation Fund (HCF), secure and accept any lawful and ethical bequest, grants, subsidies, device, gift or donation, endorsements and properties whatsoever (whether of money or property of any description) and to apply the same or proceeds of sale or realization thereof for the purposes of the Association or to invest the same or such proceeds and apply the income arising there from for any of the purposes of the Association;

7) To acquire by gift, donation, purchase, take on lease or otherwise, lands and all other property, moveable and immovable, which the Association for the purposes thereof may from time to time think proper to obtain;

8) To open bank accounts, in the name of the Association, registered and licenced by the Directorate General of Trade Organizations (DGTO), Government of Pakistan, and accept, draw, endorse and execute cheques, bills of exchange, promissory notes and other negotiable instruments with approval and endorsement of the Executive Committee and respective Zonal Committees in Zones; all the bank accounts of the Association shall be operated with mandatory signatures of the incumbent Chairman and/or Secretary General in addition to those which the Executive Committee may authorize for the Head Office and the Zonal Offices;

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9) To acquire, alter, improve, charge, take on lease, exchange, hire, sell, let or otherwise dispose of any movable or immovable property and any rights and privileges whatsoever for any of the objects or purposes specified herein above;

10) To borrow or raise money, with or without security, required for the purposes of the Association upon such terms and in such manner as may be determined by the Association for the promotion of its objects;

11) To mortgage the assets of the Association and/ or render guarantee for the performance of any contract made, discharge of any obligation incurred or repayment of any moneys borrowed by the Association;

12) To purchase, sell, exchange, take on lease, hire or otherwise acquire lands, construct, maintain or alter any building and any other moveable or immovable properties or any right or privileges necessary or convenient for the use and purposes of the Association;

13) To pay out from the funds of the Association the costs, charges and expenses incidental to the formation and registration of the Association and its meetings;

14) To pay all costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment or registration of the Association and the conduct of the affairs thereof; including the safeguard measures for the Association's movable and immovable properties;

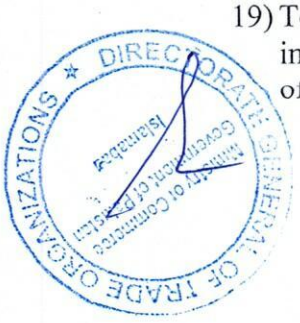
15) To create, establish, administer and manage funds including Hajj Compensation Fund (HCF), endowment fund, Waqf Fund or Members Contribution Fund conducive for the promotion of the objects of the Association; such accumulated funds may also be used for the welfare of the Association's employees;

16) To invest the monies and otherwise deal with money of the Association in such manner as may, from time to time, be determined and approved by the Executive Committee and the Zonal Committees;

17) To invest the surplus monies of the Association not immediately required in such a manner as may from time to time be determined and approved by the Association's Executive Committee or Zonal Committee under the signatures of the incumbent Central Chairman for Head Office or Zonal Vice Chairman for respective Zone(s), as the case may be;

18) To nominate delegates and advisors to represent the Association assigning them the relevant tasks and duties to perform to achieve the aims and objectives of the Association, for representation at conferences and meetings, government bodies/ ministries/ authorities, airlines, IATA, UFTAA, FPCCI, local and foreign entities/ forums and other gatherings locally and globally;

19) To play Association's role in exchange of businesses through enhanced networking and interaction while taking Business Delegations of HOAP to countries worldwide and officially sign "Agreements of Cooperation" and/or "Memorandum of Understanding".



Participate in business-oriented events to enhance Business-to-Business, People-to-People and Association-to-Association contacts;

20) To compile proposals and suggestions to submit for Governmental legislative measures/ legislations, Federal, Provincial and Local Governments, Hajj and Umrah policies, Federal & Provincial Budget proposals, Trade Policies of Pakistan, Aviation Policy, and all other national and international policies, policies of IATA, Airlines, Pakistan's bilateral trade, commerce and services agreements with friendly countries, and all other relevant subjects related to trade and industry; and to urge, support or oppose legislative and other measures and procure change in law, rules and regulations or practice adversely affecting the common interest of the trade and industry;

21) To organize Seminars, Conferences, and Brainstorming sessions, Workshops, Training Sessions inviting experts from the Hajj, Umrah, Ziarats & Religious Tourism sector to transform and disseminate international exposures, share best management practices etc. to keep members abreast on latest business developments in the national and international arena;

22) To conduct, hold and arrange symposia, seminars, conferences, lectures, workshops and dialogue to print, publish and prepare journals, magazines, books, circulars, reports, catalogues and other works relating to any of the objects of or to the work done by the Association, subject to the permission, if required, of the relevant authorities;

23) To plan and organize HOAP's flagship National Hajj, Umrah, Ziarats & Religious Tourism Exhibitions and Conferences, independently or in collaboration with the Government of Pakistan in the Country, Saudi Arabia and elsewhere abroad;

24) To plan and organize HOAP Achievement Awards to recognize services of members/ HGOs;

25) To maintain productive and meaningful interaction with Print, Electronic Media and social Media to raise the voice through Facebook, Youtube, Whatsapp, twitter etc. of the Hajj, Umrah, Ziarats & Religious Tourism sector to concerned quarters and create awareness in the masses;

26) To encourage Research and Development in the Hajj, Umrah, Ziarats & Religious Tourism sector, introduce virtual library and research cell and availability of information to members for their knowledge;

27) To survey all matters, in any way, affecting the Hajj, Umrah, Ziarats & Religious Tourism sector and of all developments thereof and to decide upon, initiate and support proper methods to deal with any contingency affecting the said trade and services of members;

28) To publish magazines, periodicals, literature, reports, trade bulletins, newspapers, research papers, hand-outs, flyers, pamphlets, directories, publications, websites,

mobile apps, projecting the image of Pakistan and promoting its Hajj, Umrah, Ziarats & Religious Tourism sector and disseminate information to members;

29) To attest the member Hajj Group Organizer Companies' documents like certificates of Recognition Letters, Hajj Forms, Companies profile through HGOMIS, Service Provider Agreement (SPA), IATA, DTS, HOAP, business agreements/Umrah agreements, other relevant documents, as per the policies of HOAP, framed from time to time, by Executive Committee or Zonal Committees;

30) To issue Hajj, Umrah, Ziarats & Religious Tourism services related certificates to members, issuance of visa recommendation letters, letters of recommendations for issuance of airport entry pass to the authorized representatives/Board of Directors/Partners on specific request by the members, as per HOAP policies, approved and decided by the Executive Committee or the Zonal Committees;

31) To render various services to its members complimentary or a service fee shall be charged and the rate of which shall be determined by the Executive Committee or Zonal Committees;

32) To collect subscription and other charges from members and to borrow or raise any money required for the purposes of the Association and establish a fund as may be determined and generally to obtain money for the objects of the Association in any lawful manner and to invest, apply or deal with the same in such manner as may be considered the most desirable for giving effect to such objects;

33) To sell, provide, manage, develop, exchange, lease or let under lease, sublet, mortgage, dispose-off, turn to account or otherwise deal with all or any part of the property and valuable assets of the Association, only with the approval of the Executive Committee or Zonal Committees, as the case may be;

34) To purchase any property, land or premises on exact name and clear title of Association and construct upon premises acquired for the purposes of the Association any building or buildings for the purposes of the Association and to alter, add to or remove any building upon such premises, with the approval of the Executive Committee or Zonal Committees, as the case may be;

35) To subscribe to any local or other charity and to grant any donations for any public purposes, invite donations and contributions from members thereof, with the approval of the Executive Committee or Zonal Committees;

36) To remunerate any person or company or advisors or consultants for services rendered or to be rendered in or about the conduct or management of the affairs of the Association;

37) To facilitate Hujjaj under "Road to Makkah Project KSA" by establishing helpdesks at all Airports in Pakistan and take all necessary measures for facilitation to both HGOs and Hujjaj;

38) To do all such and other things as are incidental or conducive to the attainment of the above aims and objectives of the Association.

V. THE ASSOCIATION, SHALL ACHIEVE ITS ABOVE SAID OBJECTIVES SUBJECT TO CONDITIONS MENTIONED HEREUNDER:

(1) The Association is formed as a public Association limited by guarantee and not having a share capital.

(2) Payment of remuneration for services or otherwise to its members, or their family members whether holding an office in the Association or not, shall be prohibited.

(3) No change in the Memorandum and Articles of Association shall be made except with the prior approval of the Securities and Exchange Commission of Pakistan (SECP) and the Directorate General of Trade Organizations (DGTO), Ministry of Commerce, Government of Pakistan. Any changes or amendments proposed by Executive Committee or Zonal Committees shall be made with the approval of General Body followed by ratification and approval by the SECP & DGTO, accordingly.

(4) Patronage of any government or authority, express or implied, shall not be claimed unless such government or authority has signified its consent thereto in writing.

(5) The Association shall not itself set up or otherwise engage in industrial and commercial activities or in any manner function as a trade organization.

(6) The Association shall not exploit or offend the religious susceptibilities of the people.

(7) The subscribers to the Memorandum and Articles of Association of HOAP shall continue to be the members of the Association unless allowed by the Securities and Exchange Commission of Pakistan on application to quit as members and will be held responsible and accountable.

(8) The Association shall comply with such conditions as may be imposed by the Securities and Exchange Commission of Pakistan and Directorate General of Trade Organizations, Ministry of Commerce, Government of Pakistan, from time to time.

(9) The income and any profits of the Association, shall be applied solely towards the promotion of objects of the Association and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Association or their family members.

(10) The Association shall close its accounts on 30th of June each year.

(11) The Association shall make no investment, whatsoever, in its associated member companies. All the Bank Accounts of the Association shall be declared and properly reported and reflected in the Audit Reports, as per the law.

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(12) The Association shall not undertake any trading activities and shall conform to relevant statutory regulations and laws.

(13) The Association shall not, directly or indirectly, participate in any political campaign for elective public office or other political activities akin to those of a political party or contribute any funds or resources to any political party or any individual or body for any political purpose.

(14) The Association shall not appeal, solicit, receive or accept funds, grants, contributions, donations or gifts, in cash or in kind, from foreign sources except with the prior permission, clearance or approval from the relevant public authorities, as may be required under any relevant statutory regulations and laws. No funds shall be received otherwise than proper banking channels i.e. through crossed cheque, pay-order, bank draft or any other authorized legal channel by the Government.

(15) Notwithstanding anything stated in any object clause, the Association shall obtain such other licenses, permissions, or approvals of the relevant public authorities as may be required under any relevant statutory regulations and laws for the time being in force, to carry out its specific objects.

(16) To prepare and submit three-year Plans of Activities of the Association for onward submission to the Regulator of Trade Organizations with a view to promote the aims and objectives of the Association;

(17) The Association shall not appoint any person as Director/ Executive Committee Member or Chief Executive/ Chairman or Office Bearers unless he/she meets the fit and proper criteria as specified by the Securities and Exchange Commission of Pakistan from time to time.

(18) The Association in all its letterheads, documents, sign boards, and other modes of communication, shall with its name, state the phrase — A company set up under section 42 of the Companies Act, 2017.

(19) And it is hereby declared that the objects set forth in any sub clauses of this clause shall not except, where the context expressly so requires be in any way limited or restricted by reference to or inference from terms of any other sub-clauses or by the name of the Association.

VI. **TERRITORIAL JURISDICTION:** The territories to which the objects of the Association shall extend are declared to include whole of Pakistan, including Northern Areas, Azad Jammu & Kashmir.

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VII. INCOME, APPLICATION OF INCOME, ASSETS & PROPERTY:

The income or property of the Association when-so-ever derived shall be applied solely towards promotion of the objects of the Association as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, or bonus, or otherwise, howsoever, by way of profit to the persons who at any time are or have been members of the Association or to any of them or to any person or persons claiming through any of them.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to an officer, or employee of the Association, or to any member thereof, or other person, or advisor or consultant in return of any service actually rendered to the Association or the payment of interest on money borrowed from any member or any members of the Association.

Provider further that the property or properties and valuable assets purchased from the income of the Association, whether the said income has been generated through savings on deposits in the banks through subscription, contribution fund, Hajj Compensation Fund and/or income or revenue generated against various services to the members or non-members, and/or through additional revenue measures like: organizing Exhibitions, Conferences, Awards, Magazines, Publications etc., shall be used and utilized for sole purposes of the Association; and property or properties and assets purchased through this income shall be purchased on the name and title of "Hajj Organizers Association of Pakistan", and the title should be unambiguous, clear and same/ identical to the title endorsed and approved by the Directorate General of Trade Organizations (DGTO) while awarding licence to the Association in accordance with the Law.

VIII. FUNDS, ASSETS, LIABILITIES AND BUSINESS YEAR

(1) The Association's revenues consist of:

a) Membership fees;
b) Income from magazines, website, periodicals, exhibitions, business delegations, conferences, conventions and meetings;
c) Remunerations for special services/facilitations provided to members and non-members;
d) Fees/charges for services from members and non-members;
e) Other contributions, including Hajj Compensation Funds and revenues from members and donor organizations;

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(2) The assets of the Association belong to the Association as such and are managed and operated by the Executive Committee or Zonal Committees, as the case may be. No Member or his/ her family member has any claim to be a part thereof. The title of Association's property and assets must be clear and un-ambiguous and must be in the name of the Association - "Hajj Organizers Association of Pakistan (HOAP)".

(3) In case of dissolution of the Association, the assets existing after the payment of the obligations and not being subject to attribution to a specific purpose will go to a charity or a trust or some other similar Association, as per Law.

(4) The Association is liable for its debts only with its own assets. Any personal liability of a particular member is excluded.

IX. LIABILITY: The liability of the members is limited but if any member in contravention of Clause VII & VIII hereof has acquired any profit or bonus, his/her liability shall be unlimited.

X. BOOKS OF ACCOUNTS:

True accounts shall be kept of all the sums of money received and expanded by the Association and the manner in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Association, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

In addition to the Head Office and Zonal Offices will maintain books of accounts, registers of the Association's offices equipment, furniture, electric/electronic appliances, all the valuable belongings of HOAP, upkeep ledgers, and accountable inventory books with dates of purchase. Consumable items may only be shown on daily cash books/, ledgers.

XI. SUBSCRIPTION

Annual Subscription shall be payable in advance every year. The subscription amount, every year, will be determined/ revised as deemed appropriate by the Executive Committee. Subject to prior Approval by the General Body and Regulator (To)

Every member of the Association undertakes that he/she shall contribute to the assets of the Association in the event of its being wound up while he/she is a member or within one year afterwards, for payment of the debts or liabilities of the Association contracted before he/she ceases to be a member and the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required, but not exceeding Rs.100,000/- (Rupees One Hundred Thousand Only).

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XII. **DISSOLUTION:** In the case of winding up or dissolution of the Association, any surplus assets or property, after the satisfaction of all debts and liabilities, shall not be paid or disbursed among the members but shall be given or transferred to some other Association established under section 42 of the Companies Act, 2017 and Trade Organizations Act & Rules 2013, having similar or identical objects to those of the Association to be decided by the members of the Association in their general meeting by a special resolution and with the approval of Commissioner of Income Tax under *section 61 read with section 2(36) of the Income Tax Ordinance, 2001*, under intimation to the Securities and Exchange Commission of Pakistan and Directorate General of Trade Organizations, Ministry of Commerce, Government of Pakistan, within three months.

XIII. **CONDITION OF LICENCE:** The Clauses VI, VII & VIII of this Memorandum are conditions on which a license is granted by the Government of Pakistan to the Association in pursuance of Section 3 of the Trade Organizations Act 2013.

XIV. **CHANGES/ AMENDMENTS IN MEMORANDUM AND ARTICLES OF ASSOCIATION**

No addition, alteration and amendment shall be made in Memorandum of Association or in the regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Regulator (TO).

Provided that amendments shall also be made when required by the Government in public interest.

ARTICLES OF ASSOCIATION
OF
HAJJ ORGANIZERS ASSOCIATION OF PAKISTAN
(HOAP)

(Licensed by the Government of Pakistan as a Trade Organisation and registered with the Directorate General of Trade Organizations Ministry of Commerce, Government of Pakistan under the Trade Organizations Act (Act No. II of 2013) & Rules, 2013)

(Incorporated as an Association and setup as a Company under section 42 of the Companies Act, 2017 (Act No. XIX OF 2017)

ARTICLES OF ASSOCIATION
OF
HAJJ ORGANIZERS ASSOCIATION OF PAKISTAN (HOAP)

1. REGULATIONS

i. The Regulations contained in Table C of the first schedule to the Companies Act 2017 (XIX of 2017) shall not apply to the Association except as laid down herein.

ii. The regulations for the management of the Association and for the observance by members thereof and their representatives shall, subject to any amendments that may be made hereafter, be those contained in these Articles.

2. PURPOSE

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

3. DEFINITIONS

(a) In the interpretation of these Articles the following expressions shall have the meaning as assigned against each, unless there is something in the subject or context repugnant to such meaning:

(1) **"The Association"** means the "Hajj Organizers Association of Pakistan (HOAP)";

(2) **"The Articles"** means "The Articles of the Association of Hajj Organizers Association of Pakistan" herein stated;

(3) **"The Trade Organization Act"** means the Trade Organizations Act, 2013 (II of 2013);

(4) **"The Rules"** means the Trade Organizations Rules, 2013;

(5) **"The Companies Act"** means the Companies Act, 2017 (XIX of 2017) [previously Companies Ordinance 1984]; or any other statutory enactment in place of the said Act for the time being in force.

(6) **"Annual General Meeting"** means annual meeting of General Body, wherein decision would be on the basis of sitting/present majority;

(7) **"Business Concern"** shall mean a 'private limited' company registered and incorporated with the Securities and Exchange Commission of Pakistan;

(8) **"Bye-Laws"** means the Bye-laws of the Association for the time being in force and enacted with the due approval of the Executive Committee keeping in view the HOAP's Memorandum and Articles of Association;

(9) **"Chairman"** means the Chairman of the Association who shall be the Head of the Executive Committee;

(10) **"Constituent Company"** means a company incorporated under the Companies Act 2017 with SECP and holding shares in any DHC with allotted quota for Hajj.

(11) **"Dependent Hajj Company (DHC)"** means a company incorporated under Companies Act 2017 with SECP and enrolled in the Private Hajj Scheme with Ministry of Religious Affairs & IFH and Ministry of Hajj & Umrah KSA and that is allotted quota for Hajj.

(12) **"Directorate of Hajj"** means Directorate of Hajj establish by MORA anywhere in Pakistan or outside Pakistan.

(13) **"DTS"** means "The Department of Tourist Services" and/or "The Directorate of Tourist Services" (The Regulating Authority of the Travel Agencies in Pakistan);

(14) **"Elections"** shall mean an act of electing members, annually, from General Body for Executive Committee/Managing Committee" and "Office Bearers", under Article 37;

(15) **"Election Commission"** shall mean "the Election Commission appointed by the Executive Committee under Article 40;

(16) **"Election Schedule"** shall mean the schedule of election prepared and circulated by HOAP Head Office for the election of members of "General Body", as "Executive Committee/Managing Committee/Country Board" and "Office Bearers", under Article 38;

(17) **"Enrolment"** means enrolment granted by MORA to Private Limited Companies having no Hajj Quota.

(18) **"Extra Ordinary Resolution"** shall have the meaning assigned to it by Section 159 of the Companies Act 2017;

(19) **"Federal Area"** means Islamabad Capital Territory;

(20) **"Federation"** means the Federation of Pakistan Chambers of Commerce & Industry;

(21) **"General Body"** means all members of the Association;

(22) **"General Meeting"** means a meeting of General Body whether ordinary, special or extraordinary;

(23) **"Hajj Policy"** means Hajj Policy framed and prepared by MORA and Hajj Formulation Committee appointed by the Supreme Court of Pakistan and approved by Federal Cabinet of Pakistan, from time to time.

(24) **"Head Office"** means and includes Head Office of the Association as decided and approved by the Executive Committee;

(25) **"HCF"** means Hajj Compensation Fund established with the contribution of HGOS under Private Hajj Scheme in accordance to Hajj Policy framed by the Federal Government or any legislation enacted thereof, from time to time.

(26) **"HP No."** means Hajj Policy/Private Number allotted by MORA to the companies at the time of allocation of Hajj Quota by MORA.

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(27) **"Hujjaj"** means Citizens of Pakistan whether residing in Pakistan or outside Pakistan intending or willing to perform Hajj and/or Umrah.

(28) **"KSA"** means Kingdom of Saudia Arabia.

(29) **"H.R. Committee"** means the Human Resource committee constituted in terms of Rule 24 of the Trade Organizations Rules, 2013;

(30) **"IATA"** means the "International Air Transport Association";

(31) **"Members"** means the "Members of Association";

(32) **"Member of the Executive Committee"** includes a director where the Executive Committee is a Board of Directors and the Chairman, Senior Vice Chairman and Vice Chairman of Association under Trade Organization Act, 2013;

(33) **"Membership year/period"** shall mean a year/period from 1st April to 31st March for which membership shall be granted and shall expire on 31st day of March every year irrespective of the date of grant of membership;

(34) **"Memorandum"** means the "Memorandum of Association of Hajj Organizers Association of Pakistan";

(35) **"MORA"** means Ministry of Religious Affairs & Interfaith Harmony, Government of Pakistan.

(36) **"SPC"** means Services Provider Company at Mina an Arafat.

(37) **"Munazzam"** means, a private limited company registered with SECP and MORA & IFH in accordance Saudi Taleemat and having allotted quota for hajj.

(38) **"Munazzam No."** means the unique identification number issued by Ministry of Hajj and Umrah KSA to a Munazzam for its operation in KSA;

(39) **"Northern Zone"** means the provinces of Punjab, Khyber Pakhtunkhwa, Islamabad Capital Territory, Northern Areas & Azad Jammu & Kashmir;

(40) **"Office Bearers"** means the Chairman, Senior Vice Chairman and Vice Chairman of the Association;

(41) **"Quota"** means Hajj Quota allocated by MORA, from time to time.

(42) **"Ordinary Resolution"** shall mean any resolution passed at any ordinary General Meeting by a simple majority of the voters present, by show of hands, or if a poll is demanded by a simple majority of the voters given thereat;

(43) **"Persons"** also means a 'private limited' company registered and incorporated with the Securities and Exchange Commission of Pakistan;

(44) **"Plan of Activities"** means a list of proposed activities, expected financial expenditures and outcome and intended goals for the trade organization provided in rule 23 of the Trade Organizations Rules 2013;

(45) **"Register"** means the Register of Members of the Association kept in pursuance of the Companies Act, 2017;

(46) **"Registered Office"** means and includes Registered Office of the Association at Islamabad;

(47) **"Regulation"** means a Regulation under these Articles;

(48) **"Regulator (TO)"** means Regulator of the Trade Organizations appointed under the Trade Organization Act, 2013;

(49) **"Resolution of Association"** means any resolution passed at any meeting convened to take decision while adhering to the provisions of Sections 157 to 173 of the Companies Act;

(50) "**Saudi Taleemat**" means the hajj policy and guidelines issued by the ministry of hajj & umrah KSA.

(51) **"Seal"** means the common seal of the Association for the time being in use;

(52) **"Senior Vice Chairman"** means the Senior Vice Chairman of the Association who in the absence of Chairman shall perform all the functions of Chairman;

(53) **"Southern Zone"** means the provinces of Sindh and Baluchistan;

(54) **"Special Resolution"** shall have the meaning assigned to it by the Companies Act 2017;

(55) **"Term"** shall mean fixed period i.e. (1st October to 30th September) for which an Office Bearer or Executive Committee/Managing Committee" or "General Body" members(s) is/are elected or co-opted;

(56) **"The Commission"** shall mean the Securities and Exchange Commission of Pakistan;

(57) **"The Executive Committee"** means the Managing Committee of the Association elected under these Articles;

(58) **"The Secretary General"** means an individual professional full-time employee of the Association who shall be In charge of the Head Office of the Association and responsible for its day to day operations, reporting to the Chairman/ Office Bearers & Executive Committee and in his/her capacity as such, shall be the custodian of all records pertaining to the Association, possessing appropriate qualifications, to be appointed through a Human Resource Committee, to be constituted by the Executive Committee, as per Rule 24(1) of Trade Organizations Rules 2013;

(59) **"Zonal Secretary"** means an individual professional full-time employee of the Association, functionally reporting to the Zonal Head & Zonal Committee, who shall be In charge of the Zonal Office of the Association and responsible for its day to day operations and in his/ her capacity as such, shall be the custodian of all records of his/ her zone pertaining to the Association, possessing appropriate qualifications to be approved and appointed by the Zonal Committee;

(60) **"The Zonal Committee"** means the Managing Committee of the Association appointed under these Articles, from the respective zone;

(61) **"Vice Chairman"** means the Vice Chairman of the Association;

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(62) **"Women Entrepreneur"** shall have meaning the assigned to it by rules of the Trade Organisation Rules, 2013;

(63) **"Year"** means a year reckoned:

a) for the purpose of accounting from 1st July to 30th June;
b) for the purpose of membership from 1st April to 31st March;
c) for the purpose of term of office from 1st October to 30th September;

(64) **"Zonal Office"** means Offices of the Association located in the Zones;

(65) Words indicating the singular number shall, include the plural numbers and vice versa. Words signifying persons shall apply, mutatis mutandis, to firms, corporations or Joint Stock Companies;

(66) Words indicating masculine gender shall include feminine gender;

(67) Words and expressions not defined herein shall have the meanings assigned to them in the Trade Organizations Act, 2013 and the Companies Act, 2017.

(b) All other expressions defined in the Companies Act shall have the meaning assigned to them in the Companies Act 2017.

(c) When any provision of the Companies Act is referred to, the reference shall be to such provision as modified by any statutory enactment for the time being in force.

(d) All other expressions defined in the Trade Organizations Act, 2013 shall have the meaning assigned to them in the Trade Organizations Act, 2013.

(e) When any provision of the Trade Organizations Act, 2013 is referred to, the reference shall be to such provision as modified by any statutory enactment for the time being in force.

(f) For the purpose of registration, the minimum number of membership threshold of the Association is declared to be 150 to the extent of holder of valid authorization, registration and/or Enrolment to act as HGOs from MORA; provided, however, that the Executive Committee when it deems fit, may register an increased number of members.

(4) ELIGIBILITY FOR MEMBERSHIP OF ASSOCIATION

1. A business concern shall be eligible for grant or renewal of membership of the Association provided that if such business concern meets the following conditions, as specified by the Ministry of Hajj & Umrah through latest instructions, Hajj Policy of Government of Pakistan and any other law and regulations that may be enacted by the Government of Pakistan from time to time:

A. The prospective member is Incorporated as private limited company with main business of Hajj services with 7.5 million paid up capital and is a constituent company of any DHC with allotted quota from MORA & IFH and Ministry of Hajj KSA with valid Munazzam No. and an NTN in the name of business concern.

B. The prospective member's business fits within the defined business scope or area of jurisdiction of the Association as provided in approved Memorandum and Articles of Association and under the license and/or authorization granted by the Federal Government.

2. The application for grant of membership has been proposed by one and seconded by another existing Member of good standing with nothing outstanding against such member, having all dues cleared.

3. The prospective member and / or any of its directors, as the case may be, has not been convicted of a crime of moral turpitude.

4. The Regulator (TO), if satisfied that a prospective member meets the eligibility criteria under sub-rule (1) above, may direct the Association for the purposes of enrolling any such person as member upon the application of such prospective member having filed a complaint with the Regulator (TO) on the grounds of delay or refusal in obtaining membership in the Association.

5. Membership may be cancelled or such membership be disqualified, in addition to the grounds provided under the Memorandum and Articles of Association, if the member breaches any provision of the Rules or the Trade Organizations Act, 2013, and/or the Executive Committee/ Zonal Committee finds and resolves that the conduct of the Member was damaging for the Association and its Members.

6. In case of rejection, no further application by such rejected applicant shall be entertained for a period of three months reckoned from the date of such rejection and the fees paid by the applicant shall be refunded.

7. The application for seeking membership of the Association shall be required to be seconded by an existing member whereupon the Executive Committee/ Zonal Committee shall decide the matter of his/her admission as member or otherwise within ninety days of making of such application. No minor or lunatic shall be admitted as a member of the Association.

8. The Executive Committee/ Zonal Committee/ Membership Scrutiny Committee shall subject to the Articles, accept or reject any application for admission to membership. The Executive Committee's decision shall be final and it shall not be liable to give any reasons thereof.

(5) DURATION AND RENEWAL OF MEMBERSHIP

The membership of the Association shall be granted for a period of one year and shall expire on the 31st day of March every year irrespective of the date of grant of membership and shall be renewable on annual basis subject to fulfilment of following conditions, namely:

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(a) payment of prescribed subscription within the time stipulated in the memorandum, which shall not be later than 31st of March; and;

(b) proof of filing return of income tax and sales tax, if applicable, along with valid DTS Licence for the preceding year, if available.

(c) Renewal of Membership shall be strictly subject to holding of valid authorization, of MORA for respective DHC for next year.

(6) CLASSIFICATION OF MEMBERSHIP

There shall be two classes of memberships in the Association:

a. **Corporate Member**
A Member which is a body corporate and a constituent company of any DHC with Active Munazzam No. issued from Ministry of Hajj and Umrah KSA for Hajj and that has a minimum annual turnover of Rs. 50 million.

b. **Associate Member**
A Member which is not a body corporate or a multinational or a sales tax register firm having minimum quota of 100 and turnover of Rs.50 million or above.

(7) ADMISSION AND ANNUAL SUBSCRIPTION/ RENEWAL FEE OF MEMBERSHIP

(1) Every member will be required to pay admission fee and subscription/ renewal fee at the rate determined by the Executive Committee from time to time. Admission fee and Annual Subscription is as under:

Class of Membership	Admission Fee	Annual/ Subscription Fee
Corporate Member	50,000	40,000
Associate Member	50,000	40,000

(2) Any Company being a Member of the Association shall, on change of the Firm name or on change of its constitution, put in a fresh application for membership. However, no admission fee shall be charged, if the applicant has taken over the assets and accepted the liabilities of the original firm.

(3) That the Association reserves to itself the right to vary the Admission Fee, Subscription & Renewal Fee chargeable from each class which shall be fixed by the Executive Committee subject to the approval of Regulator (TO), if required. The Executive Committee may decide and approve any services charges in respect to any services to the members and non-members.

(4) All members shall pay their Admission Fee, Membership Fee and other fees when due, to the respective Zonal Office through Pay Order/ Demand Draft.

(5) The Zonal Offices shall retain 50 percent amount of the Admission Fees and Membership Fees/ Renewal Fee/ Subscriptions received from members and remit remaining 50 percent to the Central Office within 30 days of the receipt of such fees.

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(6) Other dues owed by the Head Office to the Zonal Offices or vice versa must be cleared within 30 days of arising of such liability.

(7) Membership Fee for the years subsequent to the year of admission shall be payable by 31st day of March each year, failing which membership shall automatically cease.

(8) A former member whose membership has ceased under Article 7 above shall be eligible for restoration of membership by paying full Admission Fee applicable to its category afresh, along with, the full amount of his Annual Subscription(s). Such membership shall be treated a new admission and shall be governed by Rule 11 of The Trade Organizations Rules 2013.

(8) MEMBERSHIP REGISTER, CERTIFICATE, HOAP MEMBER IDENTITY CARD

(1) A manual as well as computerized and online register of members, in the form specified in Annexure-I of Schedule-B of the Trade Organization Rules, shall be maintained at the Head Office of Association as well as all the Zonal Offices in which business name, name of the authorized representative, addresses and other relevant information about all Members shall be entered class wise and all changes shall be recorded in this regard whenever it takes place.

(2) The Executive Committee may decide necessary particulars for entry in the Register, from time to time. All changes in the address or particulars of the members will be intimated by the members in writing to the Secretary General and also to the concerned Zonal Secretaries.

(3) Every Member shall have the right to have the name of authorized representative changed, whenever so desired, but no such change shall be affected after 03 days of the announcement of the Election Schedule. This restriction shall not to apply to members who are not eligible to vote.

(4) Every Member has the right to inspect the Register and shall be entitled to obtain a certificate of membership under the seal of the Association and member's identity card.

(9) REPRESENTATION OF MEMBER

Not more than one representative of a member shall be entitled to take part in and vote at the meetings of the Association. Such representative shall be Owner or/ Director of the member or a company / concern who shall be entitled to cast his/her vote at the time of election but only if his or her name has already been registered with the Secretary General and his name appears on the list of voters.

(10) PRIVILEGES OF MEMBERS

(1) Every member shall conform to and be bound by the Memorandum and Articles of Association for the time being in force, as well as the Bye-Laws that may be framed from time to time, in pursuance of the powers given under these Articles.

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(2) Every member of the Association, subject to clearance of all outstanding dues, if any, shall be entitled:

i) To vote at all General Meetings of the Association and on all matters coming before the General Body of Members; provided a member has over 02 years membership standing in the Association;

ii) To take part in the elections, in compliance with these Articles, and cast his/her vote to elect Office-Bearers and Executive Committee Members;

iii) To be elected as an Office-Bearer or an Executive Committee Member, or as a representative of the Association on any public or other body whereon the Association be entitled to be represented or be a member of any Standing Committee or Sub-Committee of the Association;

iv) To take advantage of the information and record available with the Association under such limitation/restrictions as the Executive Committee/ Zonal Committee may prescribe;

v) To obtain a copy of the Annual Report of the Association including Audit Report;

vi) 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;

vii) 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;

viii) To participate in the General Meeting of the Association;

ix) To stand or propose or second members for election to the Executive Committee of the Association;

x) To stand for election as a representative of the Association, subject to the approval of Association, on any non-political, non-religious, non-governmental, public or private body;

xi) To seek assistance of the Association for securing all reasonable facilities for the development of his trade/ industry;

xii) To inspect or examine books, documents, registers or records of the Association subject to any rules, conditions or limitation that may be laid down in this behalf under the relevant law or by the Executive Committee/ Zonal Committee or by a resolution of the Association in a General Meeting;

xiii) To be entitled to such other privileges as may be specified by the Executive Committee from time to time;

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xiv) Publication of Advertisement on HOAP's website, magazines, directories or newsletters, etc., at special discounted/reduced rates;

xv) The rights and privileges of members are not transferable; and

xvi) To avail all other privileges which may be conferred on the members by the Association from time to time.

(11) RESIGNATION/ DISQUALIFICATION/ TERMINATION/ REMOVAL/ EXPULSION FROM MEMBERSHIP

(1) A Member, whether a General Body member, an Office Bearer or Executive Committee Member, shall be liable to be removed from the membership of the Association for any of the following reasons by a resolution of the Executive Committee or Zonal Committee passed in a meeting or a specially convened meeting for the purpose by a two-third majority of the Members present in person:

i) Neglect of or refusing to submit to or abide by, or carry out any decision of the Executive Committee/ Zonal Committee, taken within limits laid down in Memorandum and Articles of Association, and the Trade Organization Act and Rules 2013, or the rights and privileges of member shall be liable to be withdrawn;

ii) Member resigns from his/ her membership or expelled from membership;

iii) Indulging in unethical practices in the field of trade, industry, services and commerce;

iv) Dishonesty and with an intent to cause fraud in HOAP, misappropriation of funds of the Association, causing wrongful financial losses to HOAP;

v) Intentional violation of articles, rules, regulations, code of conduct/ethics or bye-laws of the Association and that of Trade Organization Act and Rules 2013 and other statutory laws;

vi) Brings the Association into disrepute by the Member's action or deed or misconduct or indulging in criminal breach of trust as Association member;

vii) Becomes a defaulter of a bank/financial institution/ IATA/ Airline(s)/ DTS/ MORA or any other entity, incurring financial default of any nature is an offense and HOAP can take legal proceedings against the offender;

viii) If a member, wilfully and knowingly, breaches any provision of the Act and Rules of the Federal Government/ Laws of Land and the HOAP's Memorandum and Articles of the Association;

ix) In case of an individual, if he/she is an undischarged insolvent, or if he/she is adjudged by a competent Court to be of unsound mind; or if he/she is convicted of an offence involving moral turpitude;

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x) 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;

xi) In case of his/ her prejudiced and inappropriate conduct and misbehaviour with any employee of HOAP subjugating the employee to disgrace and insult or to blackmail him for ulterior motives to accrue wrongful gains;

xii) In case of his/ her uncalled-for and unethical conduct and misbehaviour in the Head Office or the Zonal Offices towards the Management of HOAP/ Office Bearers and Executive Committee;

xiii) In the case of a company or corporation, when it is wound up;

xiv) If he/she fails to discharge his/her subscription or other dues despite notice in this behalf; provided that the respective Zonal Committee, if it deems fit and proper, shall have power to extend time for payment;

xv) If he/she ceases to operate as a Hajj Group Organizers or cancelation or withdrawal of his authorization, registration or enrolment by MORA; Provided that prior to removal or expulsion such member shall be give a change of being heard.

xvi) If he has been blacked-listed by Ministry of Hajj (K.S.A.) or Ministry of Religious Affairs, Government of Pakistan or any authority acting on his behalf.

xvii) On the expiry of a notice of one month given by him/her in writing to the Secretary General, declaring his/her intention to withdraw from the Association.

(2) Any member may resign from membership of the Association by giving thirty-days' notice in writing, to the Secretary General through the Zonal Committee concerned and upon the expiry of the period of notice he/she shall be cease to be a member, unless the notice is withdrawn by him, in writing, in the meantime; and no subscription and admission fee will be refunded.

(3) Any member who shall by any means cease to be a member shall remain liable for and shall pay to the Association, all dues, including Hajj Compensation Fund (HCF), one percent accommodation fund compulsory for KSA operations organized by MORA or any other type dues which at the time of such member ceasing to be a member may be due from his/her to the Association.

(4) The Association reserves to itself the right of expelling, removing or suspending members from membership, at the recommendation of the Executive Committee, in case the members have by any act or omission committed, a violation of the Covenant prescribed under Article 15, Code of Conduct/ Ethics of HOAP enforced from time to time, or have violated or contravened any rule, regulation, policy, or the bye-laws of the Association, or have pursued a conduct in any way injurious to its welfare or reputation and have acted against the interest of the trade and industry, or for any other good and legitimate reason, it is considered desirable to remove or expel him/her from members:

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Provided that action under Article 11(4) against a member shall be:

i) On a written complaint from another member or the Executive Committee may take Suo-Moto;

Where, in the opinion of the Executive Committee, there are sufficient grounds for initiating against a member under the proceeding Regulations, the Committee shall issue a notice in writing, to the member concerned to show-cause as to why action should not be taken to expel or remove him from membership? Such notice shall be served on the member in a manner prescribed and/or decided by the Executive Committee, at least seven days before the meeting of the Executive Committee which shall be specifically convened to consider the course of action in the matter. The Executive Committee, shall after observing/ hearing the show-cause, will decide the course of action in the matter, and shall inform the concerned member of its decision in writing; in case the member fails to respond to the show cause and reluctant to appear before the Executive Committee Meeting, the Executive Committee may take decisions based on the evidence and grounds available to initiate appropriate action against the member. The Secretary General will initiate and signature all such correspondence on behalf of the Chairman and the Executive Committee or as per decision of Executive Committee and approved by the Chairman;

ii) The Executive Committee may initiate inquiry against any member found violating the Memorandum and Articles of Association and the Trade Organizations Act and Rules 2013, while constituting an Inquiry Committee to report back its findings to take decision thereof, accordingly, through the Office of the Secretary General from the Association's Head Office;

iii) The Member who is suspended/ removed/ expelled/ terminated from the membership of HOAP is bound to clear all outstanding dues of the Association, failing which, the Executive Committee/ concerned Zonal Committee may take legal action against him/her to recover the Association's monies/ outstanding amount;

(5) The name of the member who is suspended/ removed/ expelled/ terminated from the membership of HOAP, for any reasons whatsoever, under these Articles, shall be struck-off from the Register.**The aggrieved person shall have the right to appeal to the Regulator (TO), DGTO, whose decision shall be binding**

(6) Any vacancy caused by disqualification under provision of Article 11, on the Executive Committee/ Zonal Committee, shall be remain vacant or filled-in, by the Executive Committee/ Zonal Committee, for the remaining part of the year by procedure stated in Trade Organization Rules 2013.

(7) Member is declared by a Court of competent jurisdiction to have committed a fraud, or to be bankrupt, or to be insane or otherwise incompetent; or

(8) Member is held by the Executive / Zonal Committee of the Association to have been guilty of any act discreditable to a member of the Association; or

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(9) Member is acting or is threatening to act in a manner prejudicial to the objects, interest or functioning of the Association or any other institute, body corporate, society, association or institution in which the Association has an interest.

(12) CEASURE, EXEMPTION, RESTORATION/ RE-ENROLMENT OF MEMBERSHIP

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

(2) A Member whose name has been removed from the Register/ or his/her membership has been ended due to failure of payment of membership renewal fee by 31st March may be eligible for re-enrolment on payment of full admission and annual subscription afresh and completing eligibility requirements.

(13) APPEAL TO GENERAL BODY

(1) A Member shall not be removed/ disqualified/ expelled/ terminated or membership shall not be cancelled by the Executive Committee unless the Member has been given an opportunity to explain his/her position in writing and/or in person. The Member so removed/ cancelled shall have the right to appeal, within one month from the date of expulsion to the General Body of the Association.

(2) In case an appeal is made by the Member to the General Body, the Executive Committee shall convene a meeting of the General Body within 30 days from the date of receipt of the appeal, and the decision of the General Body in the matter shall be final;

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 the 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 (TO), DGTO, whose decision shall be binding.

(14) DUTIES AND OBLIGATIONS OF MEMBERS

Every member shall have the following duties and obligations:

(1) To make every effort to carry out the aims and objectives of the Association as set forth in the Memorandum of Association;

(2) 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;

(3) To abide-by and ensure compliance of the Trade Organizations Act and Rules 2013 and all other laws of the Land;

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(4) To ensure compliance to the charters, policies, rules, procedures and regulations of the Association, Code of Conduct/ Ethics promulgated by the Executive Committee/ Zonal Committee to streamline the affairs of the Association;

(5) To refrain from becoming member of any other body without any legal status, bogus or fake association running parallel to HOAP, or any provincial or local body having conflict of interest with the Association;

(6) Report to the Association about any bogus or fake body acting parallel to HOAP stealing its mandate with its illicit activities against the HOAP - National Association which is registered with the REGULATOR(TO); and thus infringing the intellectual property rights of the name and nomenclature and logo of HOAP;

(7) Report to the Association, if witnessed, any unfair, illegal and unlawful activities of any other member or members;

(8) Submit as far as possible all complaints, appeals etc. in writing to the Secretary General;

(9) 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;

(10) To pay the membership fee of the Association regularly;

(11) To accept and abide by the decision of the Executive Committee/ Zonal Committee provided the decisions are not inconsistent with the provisions of the Memorandum or the Articles of Association or the Trade Organizations Act or any rules, regulations, instructions or directions issued there under;

(12) To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objects of the Association as an all-Pakistan-based Association;

(13) To take part in the deliberations of the meetings of the Association which he/she is entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time;

(14) 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;

(15) The proceedings of the Association will be treated by members as strictly confidential and will not be discussed in public. Only the Chairman and Office Bearers (or his/ their duly authorized nominees) will be entitled to make a public statement on behalf of the Association. If any member has failed to observe the rules requiring proceedings of the Association to be treated as confidential, the Association may in writing call upon such member to resign from the Association.

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(15) COVENANT/ AFFIDAVIT

Every person on becoming a member of the Association shall have to sign and abide-by the following covenant on stamp paper of appropriate value;

COVENANT / AFFIDAVIT

I _____ S/o. _____ duly Authorized Representative of M/s._____, authorized by the Board of Directors in its meeting held on _____ (Certified copy of resolution annexed herewith) hereby solemnly undertake and state on oath that I/We shall abide by Memorandum & Article of Association of HOAP and all the Policies, Rules & Regulations, Charter, Code of Conduct/Ethics of HOAP, laws of Pakistan, thereof. I/We solemnly pledge and state on oath that I/We shall not involve in unethical malpractices damaging the interest of HOAP and shall not indulge in acts of illegal and parallel activities, get affiliated with any other illegal body acting parallel to HOAP; and that I/We shall observe high ethical and professional standards in the conduct of my/our business concerned in Religious Tourism Trade.

I/We further undertake and state on oath that in case I/We am/are involved in unethical and illegal activities/sabotaging the interest of HOAP, my/our membership shall be liable to be cancelled/withdrawn without any objection from my/our side.

I/We also consider it an obligation to assist the Association in the detection of any breach of such solemn undertaking on the part of any agent or agents who may be party to this covenant.

I/We further undertake not to use any derogatory remarks in any way against any Messenger of Allah (peace be upon them), particularly the Last Holy Prophet and Messenger of Allah Hazrat Muhammad ﷺ and against our country - Pakistan.

I/We have not been associated with any money laundering or terrorist financing activities and neither have approved receipt of nor received such monies and likewise neither have approved disbursement of nor disbursed such monies in any manner for money laundering or terrorist financing purposes; and

I/We have not been associated with any illegal banking business, deposit taking or financial dealings or any other illegal activities.

Whatever is stated above is true and correct to the best of my/our knowledge and belief.

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(16) ORGANIZATIONAL STRUCTURE OF THE ASSOCIATION

1) The Association, in accordance with the Rule 21 of the Trade Organizations Rules 2013, shall comprise of Chairman, Senior Vice Chairman and Vice Chairman, Executive Committee, Zonal Committees and a General Body.

2) The election of the Chairman shall be on rotation basis between Zones. The Chairman and the Senior Vice Chairman should not be from the same zone.

3) The Chairman and the Senior vice Chairman should be Elected from the Executive Body members elected from any concern zones. The rotation will be as follow:

	Chairman	Senior Vice Chairman
i.	Punjab Zone	Sindh Zone
ii.	Sindh Zone	Islamabad Zone
iii.	KPK Zone	Balochistan Zone
iv.	Balochistan Zone	KPK Zone
v.	Islamabad Zone	Punjab Zone

4) The Electoral College of the Chairman, Senior Vice Chairman and Vice Chairman shall be Executive Committee.

5) All the Members of the Association from zones, shall constitute its General Body.

6) The General Body, in addition to the functions and responsibilities assigned to it in the Memorandum and Articles of Association of the Association, shall, under sub-section (5) and sub-section (7) of section 10 of the Trade Organization Act, serve as the electoral college for election of members of Executive Committee, except for the seats reserved for women for which the electoral college shall be the Executive Committee.

(17) THE EXECUTIVE COMMITTEE (FORMATION & ELECTION)

(1) The Executive Committee of the Association shall comprise persons elected by the General Body from amongst its members, subject to the following, namely: -

Executive Body consist of **30 members**, with six members from each zone, Islamabad, Punjab Zone, Sindh Zone, KPK Zone and Balochistan Zone including merged area of FATA.

(2) In addition, two reserved seats of the Executive Committee shall be reserved for women entrepreneurs for which the Electoral College shall be the Executive Committee,

(3) The immediate past Chairman shall be an Ex-office member of the Executive Committee without voting right



(4) The tenure of all elected Office Bearers as shall be **"Two years".**

(5) The tenure of members of Executive Committee shall be **"Two years".**

(6) In addition to the seats as per Article 17, the immediate past Chairman of the Association shall be an Ex-officio member of the Executive Committee without voting rights.

(7) On completion of term, Office-Bearers and Members of the Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the Association for the next **Two years**.

(8) The Chairman shall be elected by rotation from among the persons belonging to Zones by the Executive Committee for **Two years**.

(9) Chairman, Senior Vice Chairman, Vice Chairman and any member of the Executive Committee shall be removed from his/her respective office if two-third of the total members of the Executive Committee and in existence at that time pass a vote of no confidence against him/her:

Provided that no such vote shall be moved against the Office Bearer if a similar vote has been defeated in respect of him/her within the last four months.

(10) All matters relating to the policy of the Association and affecting the entire General Body of Members shall be exclusively dealt with by the Executive Committee and as such shall be outside the competence of the Zonal Committee at any of the Zonal Offices.

(11) The Executive Committee shall have power to declare null and void any decision or action taken or proposed to be taken by any of the Zonal Committees in contravention of the Article 17(9).

(12) If it is considered necessary or desirable at any time to appoint Advisory Committees, Sub-Committees for any specified purposes or for safeguarding the interests of various sections of business of the Association, the Executive Committee shall be competent to appoint such Advisory Committees or Sub Committees within their respective fields with such powers and duties as may be defined and ratified by the Executive Committee from time to time. The Executive Committees may appoint Conveners and Members of any of the Advisory Committees and Sub Committees.

(13) The Chairman, or in his absence the Senior Vice-Chairman, or in the absence of both of them, Vice Chairman or even in the absence of Vice Chairman, any member of the Executive Committee elected for the time being by a majority of votes, shall preside at the meetings of the Committee. The rules as apply to the members of the Executive Committee and members of the Zonal Committees will equally apply to members of the Advisory Councils, Standing Committees and Sub-Committees.

(14) The Article 17(12) shall also apply to the Zonal Committees in respect of their meetings.

(15) The term of office of the Chairman, Senior Vice-Chairman and Vice-Chairman of the Association deemed to have automatically expired and they shall be deemed to have been retired from their respective offices on completion of their annual term of office. However, for the purpose of continued representation on the Committee they shall be treated at par with other members of the committee, but without any voting rights.

(16) On completion of the terms, the retiring Chairman, Senior Vice-Chairman, Vice Chairman and 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 **Two years**.

PROVIDED that on intimation by the members on it regarding change of his/her authorized representative on the Association, the Office-bearers or member concerned represented on the Executive Committee shall automatically cease to be a member on that Committee and the vacancy caused as such shall be filled in for the remaining part of the year by the respective Committee concerned in such manner as it may decide.

(17) The Annual General Meeting and election of the Association will be held in accordance with Trade Organizations Rules-2013 and Companies Act, 2017.

(18) ZONAL COMMITTEES (FORMATION & ELECTION)

1) Each Zone will have its Zonal Committee comprises of elected Executive Members.

2) The Executive Committee shall appoint any one from the Senior Vice Chairman and Vice Chairman as Zonal Head.

3) The Zonal Head and Members Zonal Committees (appointed from amongst the Executive Committee Members) shall represent their respective zones in the Executive Committee.

4) All matter relating to the policy of the Association and affecting the entire General Body of Members shall be exclusively dealt with by the Executive Committee and as such shall be outside the competence of the Zonal Committee at any of the Zonal Offices.

5) If it is considered necessary or desirable at any time to appoint Sub-Committees for any specified purposes or for safeguarding the interests of various sections of business of the Association, the Zonal Committees shall be competent to appoint such Committees within their respective fields with such powers and duties as may be defined by the Executive Committee or the Zonal Committee concerned as the case

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may be, from time to time. The Zonal Committees may appoint Conveners and Members of any of the Advisory Committees and Sub Committees.

(19) ADMINISTRATION AND MANAGEMENT

The administration and management of the affairs of the Association shall be vested in:

(1) The Executive Committee.

(2) All the affairs and activities of zones shall be ratified by the Executive Committee through Zonal Committees constituted for this purpose.

(3) The Chairman shall be the Chief Executive/ Incharge of the Association (as whole) and the Zonal Head will perform functions in their respective Zone as decided by the Executive Committee and under Memorandum and Articles of Association of HOAP.

(4) The Executive Committees, may, at any time, nominate/ designate, Advisors/ Coordinators/ Conveners in the Association for the smooth running and administration of the Association.

(5) The respective Zonal Committees in zones, may, at any time, nominate/ designate, Advisors/ Coordinators/ Conveners in their respective zones, as decided and approved by the respective Zonal Committee;

Appointment of Secretary General

(6) The Association, under Rule 24 of the Trade Organizations Rules 2013, shall appoint a Secretary General through a Human Resources Committee formed under and consisting of three members of the Executive Committee.

(7) The Secretary General shall be In-charge of the Secretariat of the Association, who shall exercise his powers and perform his functions, under the Trade Organization Act and Rules 2013, the Companies Act 2017 and the Rules made thereunder and the Memorandum and Articles of Association of HOAP. The Zonal Secretaries in respective zones shall look after Zonal Secretariats.

(8) In addition to the signatures of the Chairman, the signatures of the Secretary General shall be mandatory for operation of all the single or jointly operated bank accounts of the Association. In case of Bank Accounts operated by three signatures, the Executive Committee may decide other signatories from the Executive Committee.

(9) The Zonal Offices Bank accounts shall also be operated with mandatory signatures Zonal Head, respective Zonal Secretary or Executive Committee Members. In case of

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Bank Accounts operated by three signatures, the Zonal Committee may decide other signatories from the respective Zonal Committee.

(10) The termination of the Secretary General, under Rule 24, shall be through a resolution of the Executive Committee.

(11) Any management employee who shall report directly to the Secretary General alone shall be appointed jointly by the Secretary General and the Human Resource Committee of Association.

(20) POWERS AND DUTIES OF THE CHAIRMAN, SENIOR VICE CHAIRMAN, VICE CHAIRMAN, SECRETARY GENERAL, ZONAL SECRETARIES, THE EXECUTIVE COMMITTEE AND ZONAL COMMITTEE

I. THE CHAIRMAN

The Chairman shall be the Chief Executive of the Association and perform such duties and work under the advice and consultation with the Executive Committee with regard to the decisions concerning the questions of policy affecting the Association and without prejudice to the generality the Chairman shall discharge the following duties, namely:

a) to preside the meetings of the Executive Committee/ Zonal Committee and/or meetings 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 at Country level;

d) to use his casting votes in case of equality of votes;

e) to give precedence to any item of the Agenda and to give rulings on points that may be raised in meetings;

f) to direct the Secretary General to call the meeting of the Executive Committee, special meetings of the Executive Committee or General Body meetings;

g) to adjourn or disperse unruly and in-disciplined meetings;

h) to lead the delegations and the deputations in Pakistan and abroad or to nominate/ appoint any other Office Bearers or Executive Committee Member or any former Chairman, to represent him or the Association;

i) to countersign cheques issued by the Head Office/ Secretary General, and/or Zonal Office/ Secretary;

j) Chairman shall have the power to sanction in connection with the affairs of the Association any amount not exceeding Rs.100,000/-(Rupees One Hundred Thousand

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only) at a time or as determine by the Executive Committee, prior to consultation with, or assent of the Executive Committee, and the amount so sanctioned, shall be paid from the funds of the Head Office of the Association. The assent of the Executive Committee shall be obtained at its next meeting after the amount has been sanctioned or incurred for the purposes of regularization;

k) To represent the Association in any Court, Department, Authority, sign and file any document – and to appoint or remove any advocate, attorney or initiating defending any proceedings.

AND GENERALLY exercise such powers and duties as may be incidental to the office of the Chairman/ Chief Executive in accordance with the provision of the Memorandum and Articles of Association and Trade Organization Act and Rules 2013.

II. THE SENIOR VICE CHAIRMAN

In the absence of the Chairman, the Senior Vice Chairman, shall perform all the functions of the Chairman and in presence of Chairman, the Senior Vice Chairman will act as the Deputy to the Chairman in handling the affairs of Association. In the event of removal of Chairman, under vote of no-confidence by the Executive Committee, the Senior Vice Chairman shall perform all the functions of Chairman.

III. THE VICE CHAIRMAN

In the absence of the Chairman and Senior Vice Chairman, the Vice Chairman, shall perform all the functions of the Chairman and in presence of Chairman. In the event of removal of Chairman and Senior Vice Chairman, under vote of no-confidence by the Executive Committee, the Vice Chairman shall perform all the functions of Chairman.

VI. ZONAL HEAD

In respective zone, the Zonal Head, shall perform all the duties and responsibilities, as prescribed for the Chairman, as the Head/ Chief Executive of the concerned Zone. Otherwise, as approved by and delegated by the Executive Committee, the Vice Chairman subject to overall jurisdiction and authority of the Executive Committee whose

instructions, it shall be his/her duty to carry out, in accordance with the provision of these articles. Ordinarily, the incumbent shall perform his duties and responsibilities as under:

a) to preside the meetings of the Zonal Committee, Zonal Sub-Committee/ Sub Committees or Zonal general meetings;

b) to control and maintain decorum and discipline at the meetings;

c) to look after and supervise the working and activities of the Association at provincial level;

d) to use his casting votes in case of equality of votes;

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e) to give precedence to any item of the Agenda and to give rulings on points that may be raised in meetings;

f) to direct the Zonal Secretary to call the meeting of the Zonal Committee, special meetings of the Zonal Committee or Zonal General Body meetings;

g) to adjourn or disperse unruly and in-disciplined meetings;

h) to lead the delegations and the deputations in Pakistan and abroad or to nominate/ appoint any other Office Bearers or Executive Committee Member or any former Chairman, to represent him/her or the Association;

i) to countersign cheques issued by the Zonal Office/ Zonal Secretary;

j) Zonal Head shall have the power to sanction in connection with the affairs of the Zonal Office of the Association any amount not exceeding Rs.100,000/-(Rupees One Hundred Thousand only) at a time or as determine by the Zonal Committee, prior to consultation with, or assent of the Zonal Committee, and the amount so sanctioned, shall be paid from the funds of the Zonal Office of the Association. The assent of the Zonal Committee shall be obtained at its next meeting after the amount has been sanctioned or incurred for the purposes of regularization;

k) To represent the Association on behalf of the Zonal Office, as Chief Executive of respective Zone, in any Court, Department, Authority, sign and file any document – and to appoint or remove any advocate, attorney or initiating defending any proceedings.

AND GENERALLY exercise such powers and duties as may be incidental to the office of the Chairman/ Chief Executive, in respective province, in accordance with the provision of the Memorandum and Articles of Association and Trade Organization Act and Rules 2013.

I. THE SECRETARY GENERAL

1) The Secretary General shall be responsible for all secretarial functions and shall ensure compliance with respect to requirements of the Trade Organizations Act & Rules 2013 and the Companies Act 2017 concerning the meetings and record of proceedings of the Executive Committee, Zonal Committees and the general meeting of members, review the applications for admission to membership and the recommendations accompanying the same to ensure that they are in the form prescribed, ensure that all notices required by these Articles or under the Act are duly sent and that all returns required under the Companies Act 2017 are duly filed with concerned Association Registration Office.

2) The Secretary General shall be the Incharge of the Secretariat and Head Office or Registered Office of the Association and responsible for its day to day operations and in his capacity as such shall be of the custodian of all record of the Association. Without prejudice to the generality, the Secretary General will perform the following duties under the guidance of the Executive Committee as well as per the Memorandum and Articles of Association of the Association:

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a. To handle all the day-to-day administrative and Secretariat affairs;

b. To extend the Secretarial support from Head Office, through his Zonal Office to the Chairman, Office Bearers, Executive Committee and General Body members;

c. To issue notices, circulars, memos, and agenda of all the general meetings and meetings of the Executive Committee and the Advisory Committees, Sub-Committees as the case may be, and compile minutes of meetings thereof;

d. To carry out the decision of the General Body, Executive Committee, Zonal Committees, Advisory Committees, Sub Committee as the case may be;

e. To compile charters, policies, procedures, rules, regulations, code of conduct/ethics, SOPs, memoranda, proposals for the Executive Committee and implement/ enforce after ratification, and submit to all concerned;

f. To keep the Head Office record properly and carry out correspondence on behalf of the Association;

g. To record or cause to be recorded the minutes of the meetings of the General Body, Executive Committee, Zonal Committees, Advisory Committees, and Sub Committee as the case may be, and ensure their timely circulation to all concerned;

h. To prepare annual reports/ reviews, oversight of the accounts of Association, and budget for coming year;

i. To sign all documents, bills and letters either singly or jointly with any other Office Bearer as may be decided by the Executive Committee; However, financial instruments including cheques will be signed jointly with any other office-bearer as may be decided by the Executive Committee;

j. To incur urgent and necessary expenses not exceeding Rs.10,000/- (Rupees Ten Thousand only) or as determine by the Executive Committee from time to time;

k. To place and present the reports of any Advisory Council, Standing Committee or Sub-Committee or Zonal Committees before the Executive Committee;

l. To keep in contact with the Zonal Offices and the Head Office of the Association and maintain effective coordination and liaison with Zonal Secretaries;

m. To keep proper accounts of the income and expenditure of the Association at the Head Office and Zonal Offices/Sub-Offices/Branch Offices;

n. To collect all dues of the Association and issue receipts;

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o. To handle all relevant affairs and meet the reporting requirements of the Securities and Exchange Commission of Pakistan (SECP), and the Directorate General of Trade Organizations, Ministry of Commerce, Government of Pakistan;

p. To be abreast with HOAP's policy advocacy, public relations, governmental relations, general activities and operations, effective administration and management, disciplinary control, communiqué handling, and perform and relevant affairs.

q. To represent the Association, as authorized, for all purposes wherever action arises before any Court of law in any suit or proceedings instituted by or against the Association, but he shall not be competent to compromise any suit or proceedings without the sanction/ decision of the Executive Committee;

r. To delegate all or any of his functions to any management staff/ Zonal Secretary of the Association's Secretariat, provided that the Secretary General shall remain responsible to the Executive Committee for acts done on his behalf by such management staff;

s. To publish HOAP's reports, magazines, trade bulletins, newspapers, articles, write-ups, research papers, study reports, attend/ participate in the local and foreign conferences, exhibitions, events, etc., on behalf of the Chairman, Office Bearers, Executive Committee Members and General Body Members;

t. To maintain administrative and disciplinary control over the Head Office and staff of the Association in accordance with Trade Organization Act and Rules 2013, Companies Act 2017, Memorandum and Articles of Association, rules and regulations, charters, policies, and bye-laws framed in this behalf by the Executive Committee;

u. To hold charge of all papers and documents, furniture and all other properties, movable and immovable belonging to the HOAP, in the name of Association and maintain register/record, accordingly;

v. To make representations, on behalf of the Chairman, Office Bearers, Executive Committee Members and General Body Members, to all concerned quarters, MORA, Ministries, Departments, Authorities, Local and Foreign Entities, DGTO, SECP, FPCCI, etc. and all other national and international forums;

AND GENERALLY, exercise such powers and duties as may be incidental to the office of the Secretary General/ Chief Operating Officer as prescribed in the Trade Organization Act and Rules 2013, Companies Act 2017, Memorandum and Articles of Association, rules and regulations, charters, policies and bye-laws.

II. THE ZONAL SECRETARY

Ordinarily, functionally reporting to the Zonal Head and administratively reporting to the Secretary General for all duties and responsibilities, the Zonal Secretary shall have the same powers and duties and perform the same functions in respect of his Zone for smooth running

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of Zonal activities as those performed by the Secretary General for the Association as a whole. Without prejudice to generality, the Zonal Secretary will be the In-charge of the Zonal Office and will be responsible for day to day operations of the respective Zone in his capacity as such shall be the custodian of all record of the Zonal office of the Association. Without prejudice to the generality, the Secretary will perform the following duties under the guidance of the Zonal Committee as per the Memorandum and Articles of Association of HOAP:-

(i) To handle all the day-to-day administrative and Secretarial affairs at the respective Zonal and Sub-Office or Branch Office within the zone;

(ii) To extend the Secretarial support from Zonal Office, to the Chairman, Office Bearers, Executive Committee, Secretary General and the General Body members;

(iii) To issue notices, circulars, memos, and agenda of all the general meetings and meetings of the Zonal Committee and the sub-committees as the case may be;

(iv) To carry out the decision of the General Body and Executive Committee, Zonal Committee and Sub Committee as the case may be;

(v) To assist the Secretary General in compilation of charters, policies, procedures, rules, regulations, SOPs, code of conduct/ ethics, memoranda, proposals for the Executive Committee and implement/ enforce after ratification, and submit to all concerned;

(vi) To keep the Zonal Office record properly and carry out correspondence on behalf of the Association and report to the Head Office, accordingly;

(vii) To record or cause to be recorded the minutes of the meetings of the General Body, Executive Committee, Zonal Committee and Sub Committee as the case may be, and ensure their timely circulation to all concerned with the approval and instructions of the competent authority;

(viii) To prepare annual reports/ reviews, oversight of the accounts of the Zonal Office, and budget for coming year;

(ix) To sign all documents, bills and letters either singly or jointly with Zonal Head, and/ or Zonal Committee Members as may be decided; however, financial instruments including cheques will be signed jointly with Zonal Head, and Zonal Committee Members, as the case may be;

(x) To incur urgent and necessary expenses not exceeding Rs.10,000/- (Rupees Ten Thousand only) or as determine by the Zonal Committee from time to time;

(xi) To place and present the Reports of any Zonal Sub-Committee before the Executive Committee for ratification;

(xii) To keep in contact and report to the Head Office about all the Zonal Office's activities;

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(xiii) To keep proper accounts of the income and expenditure of the Zonal Offices/ Sub-Offices/ Branch Offices for internal audit and submit reports to the Head Office for reference and record and HOAP's Annual Audit Report;

(xiv) To collect all dues of the Association and issue receipts as per approved procedure by the Executive Committee or Zonal Committee;

(xv) To assist the Secretary General in handling affairs to meet the reporting requirements of the Securities and Exchange Commission of Pakistan (SECP), and the Regulator of Trade Organizations, Ministry of Commerce, Government of Pakistan;

(xvi) To be abreast with HOAP's policy advocacy, public relations, governmental relations, general activities and operations, effective administration and management, disciplinary control, communique handling, and perform and relevant affairs in the respective zones/ jurisdiction;

(xvii) To represent the Association, as authorized, for all purpose wherever action arises before any Court of law in any suit or proceedings instituted by or against the Association, but he shall not be competent to compromise any suit or proceedings without the sanction of the Executive Committee or Zonal Committee;

(xviii) To delegate all or any of his functions to any management staff of the Zonal Office, provided that the Zonal Secretary shall remain responsible to the Zonal Committee for acts done on his behalf by such management staff;

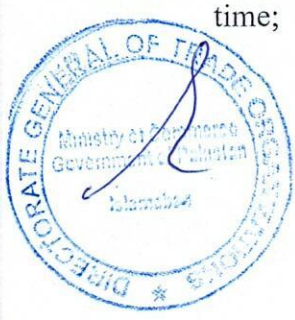
(xix) To publish HOAP's Zonal reports, newspapers, magazines, trade bulletins, articles, write-ups, research papers, study reports, attend/ participate in the local and foreign conferences, exhibitions, events, etc., on behalf of the Zonal Head, Zonal Committee Members and General Body Members;

(xx) To maintain administrative and disciplinary control over the Zonal Office and staff of the Association in accordance with Trade Organization Act and Rules 2013, Companies Act 2017, Memorandum and Articles of Association, rules and regulations, charters, policies, and bye-laws framed in this behalf by the Executive Committee or Zonal Committee;

(xxi) To hold charge, at the Zonal Office, of all papers and documents, furniture and all other properties, movable and immovable belonging to the HOAP, in the name of Association and maintain register/record of office inventory, accordingly;

(xxii) To make representations, when delegated, on behalf of the Zonal Head, Executive Committee / Zonal Committee Members, Secretary General and General Body Members, to all concerned quarters, Ministries, Departments, Authorities, Local and Foreign Entities, DGTO, FPCCI, etc. and all other national and international forums;

(xxiii) To perform and the task and assignments given by the Secretary General from time to time;



AND GENERALLY, exercise such powers and duties as may be incidental to the office of the Zonal Secretary as prescribed in the Trade Organization Act and Rules 2013, Companies Act 2017, Memorandum and Articles of Association, rules and regulations, charters, policies and bye-laws.

III. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

A. The Executive Committee shall conduct and manage all the business affairs of the Association, exercise all the powers, authorities and discretion of the Association, obtain or oppose the application by others for all concessions, grants, charters and legislative acts and authorization from any government or authority, enter into such contracts and do all such other things as may be necessary for carrying on the business of the Association, except only such of them as under the statutes and Articles are expressly directed to be exercised by general meetings and (without in any way prejudicing or limiting the extent of such general powers) shall have the following special powers and duties:

B. Ordinarily, the Executive Committee, headed by the Chairman, shall have all the powers for smooth running and functioning of the Association as a whole including the following powers and duties:

1. To carry out all aims and objects of the Association, charters, policies, rules, procedures, regulations, code of conduct/ethics, bye-laws from time to time;

2. To govern and administer the Association and it affairs in the light of Trade Organization Act and Rules 2013, Companies Act 2017, Memorandum and Articles of Association, charters, policies, rules, procedures, regulations, Bye-laws from time to time;

3. To appoint/nominate/designate the members of the Advisors, Coordinators to the Chairman, Office Bearers and the Association, Conveners and Members of the Advisory Committees and Sub-Committees;

4. To appoint and terminate the Secretary General as per prescribed procedures in the Trade Organizations Rules 2013;

5. To approve opening of Bank Accounts for Head Office and appoint signatories;

6. To look after and manage all the property; movable and immovable held by the Association;

7. To acquire, obtain, utilize and enjoy privileges, concessions, benefits and rights extended to registered / recognized Associations;

8. To approve and to keep regular record of the activities of Association;



9. To compile, approve and enforce the Human Resource Policy and Services Rules, and to appoint, suspend or dismiss or delegate to any paid employee of the Association and to determine the terms and conditions of employment of the employees;

10. To cooperate with other person or persons or associations in the interest of the Association;

11. To settle difference of opinion between members and to hear appeals whenever such appeals come to the Executive Committee under these Articles;

12. To recommend the General Body to close enrolment of HGOs;

13. To convene meetings of the General Body and to place proposals relating to the common problems of the Association;

14. To issue instructions and directions, to the members of the Association;

15. To interpret the Memorandum and Articles of Association of HOAP;

16. 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;

17. To expel a member from the membership of the Association upon recommendation of Zonal Committee, based on the inquiry and finding on the violations;

18. To incur all expenses necessary for carrying out smooth working of the Association.

19. To constitute advisory councils, sub-committees and nominate its conveners, co-conveners and members who will be responsible for the matters related to finance, legal, administrative and H.R., Umrah and Hajj, Umrah, KSA affairs, and any other committee(s) as and when needed;

20. To delegate any of its power to Advisory Committees, Zonal Committees, or Sub Committees;

21. To keep or cause to be kept by any one or more persons appointed by it, proper books of accounts in which shall be entered true and complete accounts of the monetary affairs and transactions of the Association;

22. To present the views of the Association on any matter relating to the objects of the Association;

23. To defray expenses, subject to availability of funds of delegates selected and deputed by the Association to represent it at any conference(s) or meeting(s) in Pakistan or abroad;

24. To frame and to put into effect rules, regulations and bye-laws for the office administration, elections, trade practices, arbitrations, and all such purposes as are

conducive to the promotion of the objects of the Association, and to rescind and/ or to alter such rules, regulations or bye-laws;

25. To settle differences of opinion between members of any Zonal Committee, between two Zonal Committees and to hear appeals whenever such appeals are made to the Executive Committee under these Articles;

26. To convene meetings of the General Body and to place reactions relating to the common problems of the industry concerned;

27. To convene Hajj Conferences on All Pakistan basis to consider common problems confronting the Hajj sector and to invite delegates to these conferences;

28. To issue instructions and directions, delegate powers and render advice to the Executive Committee Members, Advisors, Coordinators, Conveners, from time to time;

29. To approve opening of Bank Accounts of Hajj Organizer Association of Pakistan for the purpose of subscription, Hajj Compensation Fund, other funds etc. and also determine the relevant policy and rules to operate said bank accounts.

30. The Committees at the Head Office and the respective Committees at the Zonal Offices shall keep or cause to be kept proper books of account in which shall be entered full, true and complete accounts of the affairs and transactions of the Association both at the Head Office as well as the Zonal Offices, especially the following:

    (a) Maintain Minute Book for Meetings of the General Body;

    (b) Maintain Minute Book for Meetings of the Executive Committee and Zonal Committee, Advisory Committees, and Sub-Committees;

    (c) Maintain Register of Members correctly showing their registered addresses including names of their representatives;

    (d) Maintain Register of members of the Executive Committee and Zonal Committee showing the names and addresses and all changes made therein from time to time;

    (e) Maintain Cash Book, Ledger and Journal.

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

32. To hear appeals from decisions of Zonal Committee in such cases and in such manners as may be provided for by any rules or regulations, hereof;

33. To commence, institute, prosecute and defend all such actions and/or suits on behalf of the Association as may be deemed necessary or expedient, and to compromise or submit to arbitration any action, suit or dispute or differences;

34. To communicate, discuss, negotiate, deal with federal/ provincial government, regulatory authority, local/ international agencies/ organizations, private individuals and any other stakeholder of the Hajj and Umrah sector in any matter concerning on affecting the members interest and commercial activities aimed at achieving the objectives and benefits of the Association;

35. To present to the general meeting of the Association, any matters which the Executive Committee feels are material to the Association, its objects or interests or affecting the interests of members and make suitable recommendations regarding such matters.

36. To regulate, through articles, the admission of members.

37. To appoint, remove or suspend the legal advisors, bankers, or other officers on such terms and conditions as they shall think fit and as may be agreed upon.

38. To determine the remuneration, terms and conditions and powers of such appointees and from time to time, revoke such appointments and name another person of similar status to such office except for the auditor in which case the relevant provisions of the Companies Act 2017 shall be followed.

39. To delegate, from time to time, to any such appointee all or any of the powers and authority of the board and to reconstitute, restrict or vary such delegations.

40. To appoint any qualified person as auditor(s) subject to provisions of the Companies Act 2017;

41. To agree upon and pay any expenses in connection with the Association's objects and undertakings and pay all the expenses incidental to the formation and regulation of the Association.

42. To constitute from time-to-time Advisory Councils, Sub-Committees from among themselves, appoint their Conveners, or co-opt other persons for the purpose and delegate to them such functions and powers as the Executive Committee may deem fit to carry out the objects of the Association.

43. To exercise powers and authority connected with the Head Office in respect to handling of affairs related to Hajj, Umrah, Ziarats& Religious Tourism, all activities and events during Hajj seasons in Islamabad in respect to issuance of Hajj visas either from Islamabad or Karachi, as the case may be, liaison with the MORA or Directorate of Hajj, organizing of workshops/ training sessions, hiring/ appointment of Khuddam-ul-Hujjaj, contact/ liaison with Airlines, federal and provincial departments/ authorities,

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on behalf of Association as whole, organizing of Monitoring Office encompassing medical mission, coordination team, facilitators, guides and ushers, at Jeddah, Makkah and Madinah during Hajj season and to handle and decide all matters thereof under competent jurisdiction and authority.

AND GENERALLY, to decide all questions of policy affecting the Association, and exercise all powers and authority for smooth functioning in accordance with the provision of the Memorandum and Articles of Association, the Companies Act 2017 and Trade Organization Act and Rules 2013.

IV. POWERS AND DUTIES OF THE ZONAL COMMITTEE

Ordinarily, as decided by the Executive Committee, the Zonal Committees, headed by their respective Zonal Heads, shall have the same powers and perform the same functions in respect of Zones, as those performed by the Executive Committee at Centre, to independently govern and smooth run Zonal activities including the following powers and duties within the respective Zone, as the case may be:

1) To carry out all aims and objects of the Association as per charters, policies, rules, procedures, regulations, code of conduct/ethics, bye-laws from time to time, reporting all activities and affairs to the Executive Committee;

2) To govern and administer the Association in the respective zone and jurisdiction and it affairs in the light of Trade Organization Act and Rules 2013, Companies Act 2017, Memorandum and Articles of Association, charters, policies, rules, procedures, regulations, Bye-laws from time to time;

3) To appoint/nominate/designate Advisors, Coordinators to the Zonal Head, Conveners and Members of the Zonal Sub-Committees;

4) To appoint and terminate the Zonal Secretary and other Zonal staff as per prescribed procedures in the Human Resource Policy approved by the Executive Committee and through H.R. Committee and signed by Zonal Head;

5) To seek approval from the Executive Committee for opening of Bank Accounts of Zones and appoint signatories thereof;

6) To look after and manage all the property; movable and immovable held by the Association's Zonal Office;

7) To approve and to keep regular record of the activities of Association's Zonal Office;

8) To cooperate with other person or persons or associations in the interest of the Association at the zone;

9) To recommend the Executive Committee to call the General Body to place proposals relating to the common problems of the Zone/ Association;

10) To issue instructions and directions, to the members of the Association at the respective zones;

11) To send recommendation to the Executive Committee to expel/ terminate members in case of violations;

12) To incur all expenses necessary for carrying out smooth working of the Association's Zonal Office;

13) To constitute sub-committee and nominate its convener, co-convener and members from respective zones and seek approval and ratification from the Zonal Committee ;

14) To delegate any of its power to Zonal Sub-Committees;

15) To keep or cause to be kept by any one or more persons appointed by it, proper books of accounts in which shall be entered true and complete accounts of the monetary affairs and transactions of the Association's Zonal office, and send copies to the Head Office for record and audit purposes;

16) To present the views of the Association on any matter relating to the objects of the Association at the respective zone or elsewhere;

17) To carry out directions or instructions of the Executive Committee regarding the affairs of the Association;

18) To manage and control the paid employee of the zonal office concerned;

19) To receive application for admission as member from those engage in the Hajj, Umrah, Ziarats & Pilgrimage services within the zone and manage membership and intimate the Head Office, accordingly;

20) To recommend to the Executive Committee for expulsion or removal of a member within its jurisdiction from the membership of the Association;

21) To receive admission fee, annual subscription, funds/ contributions or any other dues from members within its jurisdiction and manage the accounts and books, accordingly;

22) To convene Zonal Committee Meetings in the respective zone with approved agenda;

23) To convene meetings of the members of the zone within the Zone concerned as and when required;

24) To prepare and present annual books of accounts and the financial statements of the respective zone to the Head Office for proper audit of the books of accounts of the zonal office;

25) To correspond with the Federal Government, Provincial Government, authorities and administrations, on matter related to Hajj, Umrah, Ziarats& Religious Tourism and Association's affairs.

26) To act within the overall jurisdiction and authority of the respective zone and to carry out the instructions given from time to time, by the Executive Committee;

27) To convene meetings and events of the zone to discuss the common problems confronting the industry and to invite delegates to these conferences;

28) The respective Committees at the Zonal Offices shall keep or cause to be kept proper books of account;

29) To exercise powers and authority in respect to handling of affairs related to Hajj, Umrah, Ziarats& Religious Tourism, all activities and events during Hajj seasons in respective zone and jurisdiction in respect to issuance of Hajj visas from respective Embassy or Consulate either from Islamabad or Karachi, as the case may be, autonomous liaison with the MORA or Directorate of Hajj in respective zone, organizing of workshops/ training sessions, hiring/ appointment of Khuddam-ul-Hujjaj, contact/ liaison with Airlines, federal and provincial departments/ authorities, on behalf of zone organizing of Monitoring Office encompassing medical mission, coordination team, facilitators, guides and ushers, at Jeddah, Makkah and Madinah during Hajj season and to handle and decide all matters thereof under competent jurisdiction and authority.

AND GENERALLY, to decide all questions regarding affairs of the zone, and exercise all powers and authority for smooth functioning in accordance with the provision of the Memorandum and Articles of Association, the Companies Act 2017 and Trade Organization Act and Rules 2013.

(21) VACANCY / CEASURE OF EXECUTIVE COMMITTEE MEMBERSHIP

If any Office Bearers or Member of the Executive Committee or the Zonal Committee absents him/herself without sufficient cause and does not attend three consecutive meetings or all meetings of the Committee for a continued period of three months, whichever is longer, without leave of absence, he/she shall cease to be an Office Bearers and/or Executive Committee/ Zonal Committee Member. The Executive Committee shall have

power to declare his/her seat vacant and to be filled by co-option or re-elected as per decision by the Executive Committee.

(22) PROCEEDINGS OF THE EXECUTIVE COMMITTEE, ZONAL COMMITTEE AND GENERAL MEETINGS

(1) The Executive/ Zonal Committee shall meet from time to time at least once in each quarter of every year, subject thereto meetings of the Executive/Zonal Committee shall be held at such time as the Members shall think fit.

(2) All meetings of the Executive Committee shall be held at the registered office/ Head Office of the Association or at such other place as the Executive Committee shall from time to time determine.

(3) The Zonal Committee meetings shall be held at their respective Zonal Offices.

(4) The Executive/ Zonal Committee may make such rules and regulations not inconsistent with the provisions of Trade Organizations Act & Rules 2013, Companies Act 2017 and rules thereof, Memorandum and Articles of Association, as it may think proper as to the summoning and holding of meetings and for transaction of business at such meetings.

(5) The meetings of the Executive Committee shall be called by the Chairman on his own accord or at the request of any three members of the Executive Committee by giving at least seven days' notice to the members of the Executive Committee.

(6) The meetings of the Zonal Committee shall be called by the respective Zonal Head on his own accord or at the request of any three members of the Executive Committee by giving at least seven days' notice to the members of the Executive Committee.

(7) At least one-third (1/3rd) of the total number of Members or Ten (10) Executive Committee Members or five (5) Zonal Committee Members, whichever is higher, for the time being of the Association, present personally or through video-link, shall constitute a quorum.

(8) Save as otherwise expressly provided in the Companies Act 2017, every question at meetings of the Executive Committee or the Zonal Committee, as the case may be, shall be determined by a majority of votes of the Members present in person or through video-link, each Member having one vote. In case of an equality of votes or tie, the Chairman for the Executive Committee and Zonal Head for the Zonal Committee shall have a casting vote in addition to his original vote as a Member.

(9) All proposals placed before the Executive Committee and Zonal Committee shall be decided by a simple majority vote, except as otherwise provided in these Articles.

(10) The Executive Committee and Zonal Committee shall cause the proceedings of every meeting duly recorded in the Minute Book kept for the purpose.

(11) The Chairman, and in his absence the Senior Vice Chairman, and in absence of both Chairman and Senior Vice Chairman, the Vice Chairman shall preside at the Executive Committee meeting, provided that in the absence of all Office Bearers, the Executive Committee Members present may elect/appoint any person from among themselves to preside.

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(12) In case of Zonal Committee meeting the Zonal Head will chair the meeting. If the Chairman is also invited in the Zonal Committee meeting he will preside over. In absence of Office Bearers/ Zonal Head, the Zonal Committee Members present may elect/appoint any person from among themselves to preside.

(13) No resolution duly passed at the meeting of the Executive Committee or Zonal Committee shall be rescinded altered or otherwise ended at a subsequent meeting of the Executive Committee held within twelve months on which such resolution was passed, unless two third of the total number of the Office Bearers and the Executive Committee vote for a change and the agenda containing the proposal has been duly circulated.

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

(23) RESOLUTION THROUGH CIRCULATION

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

(24) SUB-COMMITTEES

The Executive Committee or the Zonal Committee may delegate any of their powers to Sub-Committees consisting of such member or members of their body as they think fit and they may from time to time revoke such delegation. Any Sub-Committee(s) so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Executive/ Zonal Committee.

(25) VALIDITY OF DIRECTORS'/ EXECUTIVE COMMITTEE MEMBERS' ACTS

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

(26) PERIOD OF THE OFFICE BEARERS

Chairman, Senior Vice Chairman and Vice Chairman shall hold their respective offices for a period of Two years only, and fresh election shall be held every year to fill such offices, as per law. The vacating Chairman/Senior Vice Chairman and Vice Chairman

shall be eligible to seek re-election for the office of the Office Bearers, or for co-option, after a minimum gap of Two years.

(27) REMOVAL OF OFFICE BEARERS

The Chairman or Senior Vice Chairman or Vice Chairman shall be removed from his/her office if two-third of the total number of members of Executive Committee, as deemed fit and proper, in existence at the time, pass a vote of no confidence against him/her in a meeting convened special for the purpose.

Provided that no such vote shall be moved against the Chairman or the Senior Vice Chairman or the Vice Chairman, if similar vote has been defeated in respect of him/her within the last four months.

Provided further that such requisition shall be filed to the Secretary General by at least 50 percent of the Executive Committee Members or the Zonal Committees members, as the case may be, with minimum notice of seven days.

Provided further that an opportunity of being heard shall be provided to the person against whom the vote of no-confidence/ resolution for removal is moved and in the event of non-appearance before the Executive Committee, another final notice shall be served with notice period of three days summoning for appearance. In case of failure of the said person to appear before the Committee, action shall be taken as per decision.

(28) VACANCIES BETWEEN TWO GENERAL MEETINGS

Any casual vacancy caused in the Chairman, Senior Vice Chairman and or Vice Chairman or any member of the Executive Committee during the interval between two General Meetings shall be filled in the Executive Committee in such manner as it may decide by the Executive Committee, in accordance with law.

(29) MINUTE BOOKS AND RECORDS

1) The Executive Committee and Zonal Committee shall cause records to be kept and minutes to be made in book or books with regard to—

   i. all resolutions and proceedings of general meeting(s) and the meeting(s) of Directors/ Executive Committee/ Zonal Committee, and every member present at any general meeting and every director/ Executive or Zonal Committee Member present at any meeting of Executive Committee or Zonal Committee shall put his signature in a book to be kept for that purpose;

   ii. recording the names of the persons present at each meeting of the Executive Committee Member and of any Zonal Committee, and the general meeting; and

   iii. all orders made by the Executive Committee and Zonal Committees.

Provided that all records related to proceedings through video-link shall be maintained in accordance with the relevant regulations specified by the Commission which shall be appropriately recorded into writing and made part of the minute books according to the said regulations.

(30) ANNUAL GENERAL MEETING/ SPECIAL MEETING/ EXTRAORDINARY MEETING AND PROCEEDINGS

1. A General Meeting to be called Annual General Meeting, shall be held, in accordance with the provisions of Section 132 of the Companies Act 2017, once at least in every calendar year within a period of four (4) months following the close of its financial year as may be determined by the Executive Committee but not later after **30th October**.

2. The Annual General Meeting shall be held every year, presided over by the Chairman at the Head Office, connecting the Zonal and Regional Offices through Video-link or at such place and time as the Executive Committee may consider convenient at which a Report of the proceedings of the Executive Committee and the audited yearly account of the Association shall be submitted for confirmation. Copies of the Audited Statements of Accounts and Balance Sheet shall be sent to the members and also by the Zonal Offices to the Head Office in advance.

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

4. The Executive Committee may, whenever think fit, call an Extraordinary General Meeting, and Extraordinary General meeting shall also be called on such requisition(s), as is provided by section 133 of the Companies Act 2017.

5. The Extraordinary General Meeting may be convened either for purposes of transacting any special business or for placing before the members a review of the activities in preceding months.

6. An Extra Ordinary Meeting/ Special 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 Extraordinary Meeting proposed to be called and shall be presented to the Secretary General of the Association.

7. Upon receipt of the requisition under the preceding Article, the Executive Committee shall forthwith proceed to convene a Special General Meeting/ Extraordinary Meeting.

8. Keeping in view the nature of business of hajj, any meeting could be called through video link, zoom or webinar that is duly recorded and whose minutes are properly recorded to comply with the requirement of Act and rules of trade organization.

(31) NOTICE OF GENERAL MEETINGS

1) General meeting notice is served or deemed to be served specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business, shall be given in the manner provided by the Companies Act for the general meeting, to such persons as are, under the Companies Act or the Articles of the Association, entitled to receive such notices from the Association but the accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.

2) Notwithstanding the provisions of the preceding Articles, and subject to the provisions of the Companies Act 2017 as to the power to alter regulations by Special Resolution, twenty-one days' notice, at least, specifying the place, the day and the hour of the meeting and of the nature of the Special business shall be given of any Special Meeting convened to revise, alter or amend the regulations of the HOAP as contained in these Articles of Association.

3) The non-receipt of a notice convening any General Meeting and/or Special General Meeting by any member shall not invalidate the proceedings of any such meeting.

(32) SPECIAL BUSINESS

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

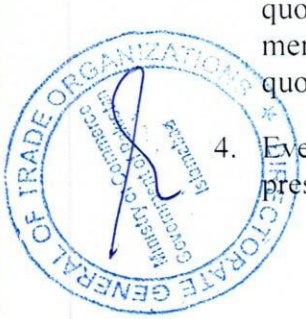
(33) QUORUM AND EFFECT OF QUORUM NOT BEING PRESENT

1. In case of Executive Committee 1/3rd members shall form quorum.

2. In case of General Meeting, 1/3rd members present personally and entitled to vote shall constitute quorum.

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

4. Every question referred to a General Meeting shall be decided by the majority of members present and voting at such meeting.



(34) CHAIRMAN OF GENERAL MEETING

The Chairman of the Association, shall preside as Chairman at every general meeting of the Association, but if he is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act as Chairman, any of the other Office Bearer or Executive Committee Member, present may be elected to be the Chairman of the said meeting and if none of the Office Bearers & Executive Committee Members present are willing to act as Chairman of the said meeting, the members present shall choose one of their Member to chair the meeting.

(35) ADJOURNMENT

The Central Chairman may, with the consent of any meeting at which a quorum is present (and shall if so, directed by the meeting), adjourn the meeting from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(36) AUDIT AND APPOINTMENT OF AUDITOR

1) At each Annual General Meetings, the General Body shall appoint an Auditor or Auditors (Chartered Accountants firm) and their duties regulated in accordance with Sections 246 to 249 of the Companies Act 2017. The Auditor or the 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.

2) Accounting year will close on 30th June each year. All the consolidated financial statements of the Association along with Zonal Accounts shall be audited by a firm of chartered accountants who will be appointed as auditor(s) at the Annual general meeting every year.

3) A copy of audited financial statements along with list of members as on 30th June shall be furnished by the Association to the Regulator (TO), on or before 31st day of December every year.

4) The Audited Financial Statement of Accounts will be circulated to all members with Annual Report of the Association.

5) Tax returns shall be filed by Head Office in respect of contribution received from the zones concerned.

(37) ANNUAL ELECTION

(1) Subject to the provisions of the section 11 of the Trade Organization Act 2013, Members of the Executive Committee shall be elected in accordance with Rule No. 13 to 19 of Trade Organizations Rules 2013 between the 1st day of July and 30th day of September of a election year.

13 to 19 of Trade Organizations Rules 2013 between the 1st day of July and 30th day of September of a election year.

(2) Newly elected Members/ Office Bearers will take over on 1st October in election year.

(3) Neither postal ballot nor proxy will be allowed.

(4) In case of Hajj season performed as per Islamic Calendar clashes with the dates of Election, normally performed from 1st July to 30th September, the Executive Committee may decide and resolve to appeal the Regulator (TO) for appropriate relief and exemption/permission in the light of the Section 3(9) of the Trade Organization Act 2013.

(38) ANNOUNCEMENT OF ELECTION SCHEDULE

(1) The election schedule of the Association shall be approved by the Executive Committee of the Association and issued by the Secretary General in the first half of July in election year.

(2) Within two days of its approval by the Executive Committee, the election schedule shall be:

(a) displayed at the notice board of the Head Office and Zonal Offices of the Association;
(b) displayed at the website of the Association; and
(c) submitted to the Regulator (TO);

(39) ELIGIBILITY TO VOTE

(1) Subject to provisions of Section 10 of the Trade Organizations Act 2013, the eligibility of a member of HOAP to vote at the elections shall be subject to following conditions:

i) The member who has completed two years of valid membership of HOAP as on the date of announcement of election schedule by the Executive Committees of the Association;

Provided that old members at the time of renewal of membership which has been discontinued due to non-payment of subscription dues, shall be eligible to vote on completion of one year of their re-enrolment and payment of all dues; and

ii) The member has fulfilled the conditions of membership and renewal thereof under Rule11 (5) of theTradeOrganizationsRules2013.

(2) The Chief Executive or any Director of Member Company shall be eligible to vote who shall submit to the Secretary General, the specimen signature card along with photograph indicating the status in the company.

(40) APPOINTMENT OF ELECTION COMMISSION

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Simultaneously, with the approval of the election schedule, the Executive Committee of the HOAP shall appoint an Election Commission, in terms of Rule 16 of Trade Organization Rules 2013, subject to the following conditions, namely:-

(1) the Election Commission comprises of three members;

(2) the members so appointed have submitted their consent in writing to their appointment as such;

(3) the members of the Election Commission, so appointed, have not held any office of the HOAP for the preceding two years;

(4) the member of the Election Commission shall not be entitled to become a candidate in the election, he is conducting;

(5) the members of the Election Commission shall be independent, impartial and non-partisan; and

(6) the members of Election Commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

(7) The Election Commission Member appointed from HOAP Centre shall be called the Chief Election Commission who will also hold the election of Office Bearers to be elected through Executive Committee Members. If required, more members shall be appointed in the Election Commission to conduction election activities in Zones.

(41) FUNCTIONS OF ELECTION COMMISSION

(1) The Election Commission, in terms of Rule 17 of the Trade Organizations Rules 2013, shall be In-charge of all arrangements connected with the conduct of elections including but not limited to:

(a) appointment of polling staff;

(b) ensuring display of the tentative voters' list by the Secretary General or concerned Secretary for the purpose of inviting objection as provided in Sub-Rule (3) of Rule 18 of Trade Organization Rules 2013;

(c) examination of and decision on the objections received on the voters' list as provided in Sub-Rule (6) of the Rule 18; and

(d) supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, transparent and fair manner in accordance with the provisions of the memorandum and articles of association and instructions of the Federal Government or the Regulator in this regard; and

(e) counting of votes and announcement of results.

(2) The Election Commission may appoint local member(s) as its Commissioner to attend to election matters on its behalf on specifically designated issues.

(42) ELECTION PROCEDURE

(1) The election of the Association shall be conducted according to the procedure laid down in the respective Articles of Association, in accordance with the Rule 18 of the Trade Organizations Rule 2017, subject to the following: -

(a) the election of the member of Executive Committee and Office Bearers shall be held by secret ballot;

(b) neither postal ballot nor proxy shall be allowed; and

(c) the polling shall be held simultaneously at the Head Office and Zonal Offices of the Association:

Provided that where for want of space in the office premises it is not possible to establish the polling booths, the pooling shall be held in a public place such as a community hall or hotel.

(2) Within three days of the announcement of the election schedule member entities desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility.

(3) The Secretary General of the Association shall display, within seven days of the announcement of election schedule, the provisional list of all members eligible to vote along with their national tax number, sales tax registration number, if applicable, the name and national identity card number of their representative. This shall be displayed at –

(a) the Notice Board of the Head Office and Zonal Offices of the Association; and

(b) the Website of the Association.

(4) The members who have any objection to the entries in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of voters' provisional list.

(5) The Secretary General shall, within five days from receipt of objections under sub-rule (4) of Rule 18 of Trade Organizations Rules 2013, intimate action on the objections or changes, if any.

(6) Any person aggrieved by the decision of the Secretary General, may within three days of receipt of decision, make a representation to the Election Commission which shall decide the case/ representation within three days of deadline for filling the representations.

(7) Any person, aggrieved by the decision of the Election Commission or in case the Election Commission fails to decide the representation within the period provided in sub-rule (6) of Rule 18 of Trade Organizations Rules 2013, may, within three days of decision by the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-rule (6) of Rule 18 of Trade Organizations Rules 2013, make an appeal to the Regulator who shall decide the appeal within ten days and his decision in this regard shall be final.

(8) Within two days of the decision of the Regulator, the Final Voters' list shall be -

(a) displayed at the Notice Board of the Head Office and Zonal Offices of the Association;

(b) displayed at the website of the Association; and

(c) submitted to the Regulator:

Provided that if no appeal has been filed to the Regulator, the final list of voters shall be displayed within fifteen days of the decision of the Election Commission under Sub-Rule (6) of Rule 18 of Trade Organizations Rules 2013.

(9) Within four days of the display of the final list of voters, any person, who is eligible to contents election for the vacant post for the election, shall send his nomination, duly proposed and seconded, each by a duly registered voter from the same class of membership and signed by the candidate, to the Secretary General.

(10) Within twenty-four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.

(11) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.

(12) The objections, if any, to nomination of the candidates can be filed to the Election Commission within twenty-four hours of issuance of the list of candidates, which shall be decided by the Election Commission within two days.

(13) Within two days of decision of the Election Commission or in case the Election Commission fails to decide within the stipulated time provided in sub-rule (12) of Rule 18 of Trade Organizations Rules 2013, any candidate aggrieved by the decision of the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-rule (12) of Rule 18 of Trade Organizations Rules 2013, may file an appeal to the Regulator, who shall decide it within seven days and his decision in this regard shall be final.

(14) Within two days of the decision of the Regulator, the Election Commission shall issue the final list of candidates:

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Provided that if no appeal has been made to the Regulator, final list of the candidates shall be issued within eleven days of the decision of the Election Commission under sub-rule (12) of Rule 18 of Trade Organizations Rules 2013.

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

(16) Within two days of the polling as provided in sub-rule (15) of Rule 18 of Trade Organizations Rules 2013, any person elected as member of Executive Committee, shall send, to the Election Commission for election as an Office Bearer, his/her nomination duly proposed and seconded by an Elected Executive Committee's member and signed by the candidate.

(17) The nomination papers shall be scrutinized by the Election Commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.

(18) Within two days of display of final list of candidates, the polling for election of office-bearers shall be held.

(19) The final result of the election of members of Executive Committee and Office Bearers shall be officially announced at the Annual General Meeting called for this purpose within fifteen days of the date of polling under sub-rule (18) of Rule 18 of Trade Organizations Rules 2013 but not later than 30th September of the year.

(20) The announcement of election results in the Annual General Meeting under sub-rule (19) of Rule 18 of Trade Organizations Rules 2013 shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Trade Organizations Act, 2013.

(21) The final election results announced in the Annual General Meeting shall be -

(a) displayed at the notice board of the Head Office and Zonal Offices of the Association within two days;

(b) displayed at the website of the Association within two days; and

(c) submitted to the Regulator, within seven days.

(43) CONDUCT OF ELECTION

(1) The Nomination papers received by the Election Commission from contesting candidates shall be numbered, time and date of the receipt shall be mentioned thereon as well acknowledgment copies of the Nomination paper. In terms of Rule 19 of the Trade Organizations Rules 2013, the ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in the presence of polling agents of the candidates and the polling officer before the issuance of ballot papers to the voter.

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(2) It shall be the duty of the polling officer to verify the identity of the voter. The only acceptable forms of identification shall be the Computerized National Identity Card, the Original Identity Card issued by the Association, the Passport and the Driving license. The polling officer shall, on the counterfoil, enter the number of identification document.

(3) After comparing the signature and photograph with the specimen signature card and satisfying himself with regard to identity of the voter, the polling officer shall hand over the ballot paper to the voter.

(4) The ballot paper shall be signed by the Secretary General/ Zonal Secretary or an Officer of the Association duly authorized by the Election Commission in this behalf and shall also be signed by the polling officer at the time when it is issued.

(5) Once the ballot paper has been issued to a voter, he/she shall not be allowed to leave the polling booth, without casting his vote in the ballot box.

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

(7) Proper account shall be maintained by an officer designated by the Election Commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.

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

(9) The Election Commission or an Officer designated by the Election Commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.

(10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.

(11) Counting of votes shall take place immediately after the polling hours under the supervision of polling officer in the presence of candidates or their polling agents, if any, at the designated sites.

(12) Provisional results may be declared by the Election Commission immediately after the counting of votes is completed.

(13) In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in the presence of candidates or their polling agents and a record of the result thereof shall be made.

(14) Having completed the counting and compilation of results, the record pertaining to the elections shall be sealed and signed by the Election Commission or any officer designated by the Election Commission and the Secretary General and shall be handed over to the Secretary General for safe custody.

(15) Subsequently, the Election to the Office Bearers will be held as per the Election Schedule, whose Electoral College is defined in the Memorandum and Articles of Association of HOAP. All such election meetings, in respect to elections of Office Bearers, shall be presided over by the Chief Election Commissioner.

(44) INSPECTION OF RECORD OF ELECTION

As per sub-rule 15 of Rule 19 the Trade Organizations Rules 2013, upon an application made in this behalf by the candidates within seven days of the date of polling and with approval of the Regulator, record of elections shall be opened for inspection by the applicant in presence of the Election Commission.

(45) REPORTING REQUIREMENTS

The Association, notwithstanding the requirements of the Companies Act 2017, shall annually submit by 31st December to the Regulator;

a) Consolidated Annual Financial Statements prepared by auditors and approved by the Executive Committee; the authorized and approved auditors shall be prepared Annual Financial Statements of the Zonal Offices and subsequently, incorporate the same in the Consolidated Annual Financial Statements of HOAP;

b) plan of activities for the next year as provide in the Rule 23 of the Trade Organization Rules 2013; and

c) A soft and hard copy of list of members as on November 30, in the format as set out in Annex-I of Schedule B, of the Trade Organizations Act and Rules 2013, each year.

(46) PLAN OF ACTIVITIES AND PERFORMANCE REVIEW

(1) The Association shall prepare a three-year plan of activities which shall be approved by the Executive Committee followed by 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-years period.

(2) 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 Association's plan of activities.

(47) WEBSITE

The Association shall maintain a website at all times which shall include all relevant information such as:

(a) Up-to-date list of Office Bearers with contact details, Executive Committee's members, Zonal Committee Members, Management, Sub-Committees and members of the General Body;

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(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's & Zonal Committees' meetings and minutes of such meetings; and

(e) Schedule of elections, voters' list and election results during the election period.

(f) Any other information related to the trade benefits.

(48) MEMORANDUM, ARTICLES OF ASSOCIATION AND BYE-LAWS

Memorandum and Articles of Association of HOAP, including but not limited to the organizational structure and any bye-laws of the Association shall be within the provisions of these Trade Organizations Rules 2013, the Trade Organization Act (II of 2013), Companies Act 2017 (XIX of 2017) and the public notices issued by the Federal Government from time to time. Any other matter pertaining to the organizational structure, or operations of the Association not specifically provided in Trade Organizations Rules 2013, shall be provided for in the Memorandum & Articles of the Association:

Provided that any amendment made in Memorandum of Association and bye-laws shall be notified to the Regulator (TO).

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

(49) AMENDMENTS IN THE ARTICLES AND MEMORANDUM

Amendments in these Articles and Memorandum can be effected only by a Resolution passed by the Extraordinary General Meeting of the Association convened specially for this purpose, in accordance with these Articles. A proposal for amendments in the Memorandum and Articles of Association shall be passed by ¾ majority of the Members present, and the quorum having being met and voting at such a meeting, provided that all amendments shall be subject to approval of the Regulator (TOs).

(50) PROFESSIONAL DEVELOPMENT

The Office Bearers and the Executive Committee Members 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 the Rules and the Trade Organizations Act 2013 and as reflected under the Memorandum and Articles of Association of HOAP or as notified by the Ministry of Commerce, Government of Pakistan from time to time.

(51) SEAL

The Executive Committee as soon as practicable provide for a common seal of the Association. The seal shall be deposited 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, Senior Vice Chairman and Vice Chairman and countersigned by the Secretary General or by the person acting as Secretary General.

(52) FUNDS AND BANK ACCOUNTS

1. All the funds of the Association shall be deposited in a scheduled Bank or Banks by approval of the Executive Committee or Zonal Committee, as the case may be.

2. The funds of the Association shall be applied in defraying the expenses and shall be applicable in or towards all the activities Association and shall be subject to the general control and direction of the Board/ Executive Committee and/or Zonal Committee in respective zones.

3. The Bank Account(s) of the Head Office shall be operated by the joint signatures of Chairman, two members of Executive Committee being authorized for the purpose and the Secretary General or as determine by the Executive Committee. All the monies received by Head Office either via cash or cheques in respect to Membership, contribution funds, membership admission and subscription or charges realized by Association shall be promptly deposited in the HOAP's bank account(s).

4. The Bank Account(s) of the Zonal Offices shall be operated by the joint signatures of the respective Zonal Heads, two members of Zonal Committees being authorized for the purpose and the Zonal Secretary or as determine by the Zonal Committee. All the monies received by Zones either via cash or cheques in respect to Membership, contribution funds, membership admission and subscription or charges realized by Association shall be promptly deposited in the HOAP's Zonal Offices bank account(s).

5. The Association's Banks accounts signatories will be changed on retirement of the Office Bearers and Executive Committee members and new signatories shall be appointed by the newly elected Executive Committee.

6. The Executive Committee and Zonal Committee shall provide for the safe custody of the seal, which shall not be affixed to any instrument except by the authority of a resolution of the Board/ Executive Committee or Zonal Committee authorized in that behalf and authorized signatories shall sign every instrument to which the seal shall be affixed.

(53) BOOKS OF ACCOUNT

The Directors/ Executive Committee or Zonal Committee, as the case may be, shall cause to be kept proper books of account as required under Section 220 of the

Companies Act 2017 so that such books of account shall be kept at the Registered Office or at such other place as the Executive Committee or Zonal Committee may think fit as provided in the said section 220 and shall be open to inspection by the Executive Committee during business hours.

(54) INSPECTION BY MEMBERS

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

(55) ANNUAL ACCOUNTS

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

(56) COPY OF ACCOUNTS TO BE SENT TO MEMBERS

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

(57) INCONSISTENCY

Notwithstanding anything contained in these Articles, the provisions of Trade Organization Act and Rules will prevail to resolve if there is inconsistency between Articles and the said statutes.

(58) WINDING UP

1. The provisions of the Companies Act 2017 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.

2. In the case of winding up or dissolution of the Association, any surplus assets or property, after the satisfaction of all debts and liabilities, shall not be paid or disbursed among the members, but shall be given or transferred to some other Association established under section 42 of the Companies Act 2017, preferably having similar or identical objects to those of the Association and with the approval required under the relevant provisions of the Income Tax Ordinance, 2001 and under intimation to the Securities and Exchange Commission of Pakistan.

3. With regard to winding up, the Association shall comply with the relevant provisions of the Companies Act 2017 and the conditions of License granted under section 42 of the Companies Act 2017 or any directions contained in a revocation order passed by the Securities and Exchange Commission of Pakistan under the said section42 of the Companies Act 2017.

(59) INDEMNITY

1. The Chairman, Senior Vice Chairman, Vice Chairman, Secretary General, Secretaries, members of the Executive Committee and Zonal Committees 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 of 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.

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

(60) SECRECY

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

(61) NOTICE

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

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