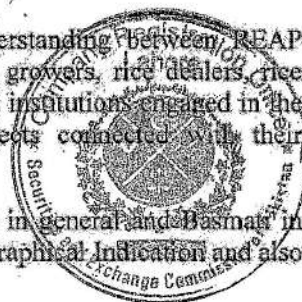


(A Trade "Association" set-up pursuant to a license granted by the Federal Government u/s 3 of the Trade Organizations Act (II of 2013))

**Memorandum of Association**  
**of**  
**RICE EXPORTERS ASSOCIATION OF PAKISTAN**

1. The association shall be called the **RICE EXPORTERS ASSOCIATION OF PAKISTAN** (here-in-after referred to as "REAP"). The territorial jurisdiction of REAP shall include all urban and rural territories of Pakistan.
2. The Registered Office of REAP will be situated in the Province of Punjab (Lahore).
3. The objects for which REAP is established are:
  - (a) To provide, on all Pakistan basis, a forum and representation to all those persons who are engaged in the business of export of rice (the term rice referred to here and here-in-after includes rice in all forms and rice products), and are also stakeholders thereof.
  - (b) To develop a better working relationship and understanding between REAP members and the entire rice industry including: rice growers, rice dealers, rice sheller owners, modern millers, rice re-processors and institutions engaged in the business of seed/variety development, on all subjects connected with their common good.
  - (c) To take steps for the research and promotion of rice in general and Basmati in particular, and for the protection of Basmati as a Geographical Indication and also as the heritage of Pakistan.
  - (d) To encourage friendly feelings, good relations and unanimity not only amongst members of REAP but also with all those engaged in the rice industry.
  - (e) To promote and protect the trade, commerce, and manufacturing industry in general and of the rice trade and industry in particular.
  - (f) To inspect, check and analyze the quality of rice being processed in and exported out of Pakistan and to set and achieve quality, health and food standards to meet local, regional and international requirements, as and when required by the importing countries and/or the trade.
  - (g) To consider and resolve matters, issues, problems and questions connected with the trade, commerce, processing and manufacturing of rice, faced by the members of REAP.
  - (h) To collect and classify statistics and information relating to the trade, commerce, cultivation, growth, processing and manufacturing of rice from the members of REAP and other authorities/institutions/organizations and circulate the same amongst the members of REAP.



- (i) To take all steps, which may be necessary for the promotion, including support/opposition, as the case may be, for any legislation, agreement and/or other measures affecting the trade, commerce or manufacturing of rice by the members of REAP.
- (j) To make representations to local, provincial, federal and/or foreign government, institutions and /or authorities on any matter connected with the trade, commerce and manufacturing of rice by the members of REAP.
- (k) To provide and promote technical and other educational skills, the members of REAP, for the promotion of trade, commerce and industry of rice.
- (l) To undertake special inquiries and initiate or support any action f securing the redress of legitimate grievances connected with trade, commerce or industry for the members of REAP.
- (m) To subscribe to become a member of, and cooperate with, any other Association/Chamber whether incorporated or not, whose objects are altogether or in part similar to those REAP or which assist the achievement of those objects.
- (n) To encourage improvement in quality of rice grown and milled to seek improvement in yield per acre of paddy; to improve export quality and packing thereof; to improve export marketing methods & practices to ensure a better future for rice growers, millers and exporters.
- (o) To arbitrate in the settlement of disputes arising out of transactions between parties willing or agreeing to submit to arbitration in accordance with the Rules framed by REAP or under any other procedure/law approved by REAP. Rules framed by REAP or under any other procedure/law approved by REAP.
- (p) To take any step and/or action that may be conducive and/or beneficial to the furtherance of the trade, commerce and industry of rice and/or incidental to the attainment of these objects.
- (q) To be subject to discipline and abide by the decisions of the Regulator appointed under the Trade Organizations Act 2013 and in all administrative or organizational matters relating to or arising from the internal disputes or differences about the functioning or winding up of Association on which no agreement is reached within the Association.
- (r) To company with all the requirements of the Trade Organizations Act 2013 as amended from time to time and the rules and regulations framed or the instructions and directives issued thereunder.
- (s) Generally to do all that which may be necessary in the interest of the realization of the above objects of REAP, or that is incidental thereto, whether directly or indirectly.



### ASSETS & LIABILITIES

4. The income of REAP would be applied, on non-profit basis, entirely towards the promotion of the objects of REAP as set forth and no portion thereof shall be paid as bonus and/or dividend or other-wise to the member(s) of REAP except any payment made, in good faith, in respect of remuneration of officers and servants of REAP and for all legitimate expenses incurred by REAP.
5. The liability of the members of REAP is limited to amount of their respective subscription.
6. (a) REAP shall be formed as a Public Company.  
(b) Payment of remuneration for services or otherwise to its members, whether holding an office in the REAP or not, shall be prohibited.  
(c) No change in the Memorandum and the Article shall be made except with the prior approval of the Federal Government or an Authority duly notified.  
(d) Patronage of any Government or Authority, expressed or implied, shall not be claimed unless such Government or Authority has signified its consent thereto in writing.  
(e) REAP shall work as a trade organization under a license granted and renewed from time to time under the provisions of the Trade Organizations Act 2013 (II of 2013).

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

(A Trade Association set-up pursuant to a License granted by the Federal Government  
U/s 3 of the Trade Organizations Act 2013 (II of 2013))



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

Name and Surname (Present & Former) in Full (in Block Letters)	Father's /Husband's Name in Full	Nationality with any former Nationality	Occupation	Residential Address (In Full)	Signature
1. CHAUDHRY SAMI ULLAH Shifa Medicos Micro Centre	S/o Chaudhry Ghulam Muhammad	Pakistani	Rice Export Business	7-Aziz Mension, Link Meleod Road, Lahore	
2. JAVED ISLAM AGHA Chief Executive Safa Marwa Rice Mills Ltd.	S/o Agha Abdul Salam Khan	Pakistani	Rice Export Business	Shan Arcade, Civic Centre, New Garden Town, Lahore	
3. SHAHZAD ALI MALIK Guard Agri Research & Services (Pvt.) Ltd.	S/o Muhammad Shahi Malik	Pakistani	Rice Export Business	Badami Bagh, Lahore	
4. ZAHID WAHEED KHAWAJA Chief Executive Khawaja Foods (Pvt.) Ltd.	S/o Zaid Waheed Khawaja	Pakistani	Rice Export Business	56-Aibak Block, New Garden Town, Lahore	
5. HAROON KASAM Sole Proprietor M's Haroon Kasam	S/o Kasam Usman	Pakistani	Rice Export Business	107-A, Jinnah C.H.S, Block 7/8, Karachi	
6. ZAHID BASHIR Chief Executive M. Amin M. Bashir Ltd.	S/o Mian Muhammad Bashir	Pakistani	Rice Export Business	3 <sup>rd</sup> Floor, The Cotton Exchange, 1.1 Chundrigar Roadm Post Box 4004, Karachi	
7. NAYYAR MAHMOOD Director Mahmood (Pvt.) Ltd. Karachi	S/o Mahmood Ahmad	Pakistani	Rice Export Business	H. No. 62, Street 15, Phase 5, Defence Housing Authority, Karachi	

8. ETHALED PARVEZ Lucky Rice Mills (Pvt.) Ltd.	S/o Muhammad Bashir	Pakistani	Rice Export Business	133-E/A, Mian Shahjamal Road, Lahore
9. SHAFIQ SAIGOL JUNIOR Chief Executive Kohinoor Rice Mills Ltd.	S/o Shafiq Saigol Senior	Pakistani	Rice Export Business	103-B/3, Gulberg, Lahore
10. CHAUDHRY MUHAMMAD DIN Amin Itefaq Rice Mills	S/o Chaudhry Muhammad Ibrahim	Pakistani Lahore	Rice Export Business	53- Grain Market, Nankana Sahib, 39100
11. MALIK MUHAMMAD ASIF KHAN White Pearl Rice Mills (Pvt.) Ltd.	S/o Muhammad Nazir	Pakistani	Rice Export Business	Mongeen Kharal, Post Office Jalalpur Bhattian
12. HAJI ABDUL MAJID A. LATIF Chief Executive Commodity Links International	S/o A. Latif	Pakistani	Rice Export Business	BC-7, Mitha Court, Suite 2, Block-9, Kehkashan, Clifton, Karachi
13. DR. TARIQ GHORI Director Maco Rice Processing (Pvt.) Ltd.	S/o Syed Sarfraz Ali Ghori	Pakistani	Rice Export Business	10 Farid Chambers, Abdullah Haroon Rd, P. O Box No. 7697, Saddar, Karachi
14. MUHAMMAD KHAID KHAN General Manager Petro Commodities (Pvt.) Ltd., Karachi	S/o Ghazi Khan	Pakistani	Rice Export Business	24-B, 11 Central Street, Defence Society, Karachi

Dated this..... day of.....

Nationality: Pakistani

Witness to the above Signatures:

Full Name: MAHMOOD ALAM

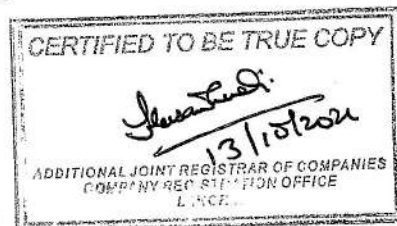
Father's Full Name: MUBEEN-UL-HAQ

Occupation: Private Service

Full Address: House #49, Minhas, street #1

Chaudhri Park, Shadbagh, Lahore

Signature:.....



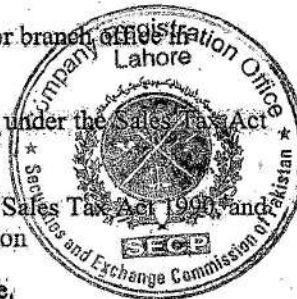


**Articles of Association**  
of  
**RICE EXPORTERS ASSOCIATION OF PAKISTAN (REAP)**

**INTERPRETATIONS**

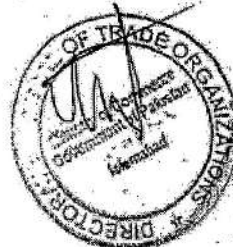
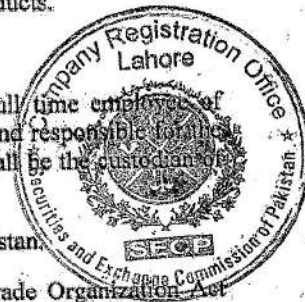
1. In these Articles, unless there is anything repugnant in the subject or context:-

- (a) "Accounting Year" means the year commencing from the 1st day of July till the next 30th June.
- (b) "Articles" or "these Articles" means the articles of association of REAP.
- (c) "Chairman" means the elected Chairman of REAP.
- (d) "Corporate" Member" means a member who/which is one of the following.
  - (i) A body corporate; and/or
  - (ii) A multinational corporation (with its head office or branch office in Pakistan); and/or
  - (iii) A manufacturing concern duly registered as such under the Sales Tax Act 1990; and/or
  - (iv) A business concern, registered as such, under the Sales Tax Act 1990, and having a minimum annual turnover of Rs.50 Million
- (e) "General Body" means all Members having a right to vote.
- (f) "Head Office" means the Principal Office of REAP.
- (g) "Managing Committee" or "MC" means the executive committee, duly elected, under these Articles, for the management and/or the conduct of the affairs of REAP.
- (h) "Meeting" means the Annual General Meeting and/or the Extra Ordinary General Meeting of the General Body.
- (i) "Member or Members" means and includes the subscriber to the memorandum and such other Person who fulfills the conditions laid down in these Articles and is duly enrolled as Member of REAP and who has paid all his dues to REAP.
- (j) "Memorandum" means the Memorandum of Rice Exporters Association of Pakistan.
- (k) "Non-Voting Member" means a person who does not fulfill the requirements under these Articles, to vote.
- (l) "North Zone" means areas comprising of the Punjab, the North West Frontier Province, FATA, Capital Territory, Northern Areas and Azad Jammu Kashmir.



- (m) "Office Bearers" means and includes the Chairman and the Senior Vice Chairman of REAP and Executive Committee.
- (n) "Company Law" will have the same meaning as defined in Section 2 Clause (18) of Companies Act 2017.
- (o) "Person" means and includes a sole proprietorship; or a body corporate; or a multinational corporation (which has a head office or branch office within Pakistan), as the case may be.
- (p) "Prescribed" means resolution/decisions/guidelines/rules made by the Managing Committee.
- (q) "Principal Office" means the registered office for the time being of REAP.
- (r) "REAP" means the Rice Exporters Association of Pakistan.
- (s) "Representative" means a person, for the time being, entitled in accordance with these Articles, to act on behalf of any Member of REAP.
- (t) "Rice" means and includes rice in whatever form and its products.
- (u) "Seal" means the common seal of REAP.
- (v) "Secretary General" means an individual professional, full time employee of REAP, who shall be in-charge of the secretariat of REAP and responsible for the day to day operations of REAP and his capacity as such shall be the custodian of all records pertaining to REAP.
- (w) "South Zone" means areas comprising of Sindh and Baluchistan.
- (x) "TOR" means the Rules made under section 31 of the Trade Organization Act 2013 (II of 2013).
- (y) "Trade Ordinance" means the Trade Organization Act 2013 (II of 2013).
- (z) "Treasurer" means an individual, who is a MC member, elected by the MC to assist the Secretary General in maintenance of books of accounts and record of subscription and also all the financial transactions under taken by REAP.
- (aa) "Senior Vice Chairman" means the elected Senior Vice Chairman of REAP.
- (bb) "Zonal Office" means the nominated office of REAP set up in each Zone indicated in these Articles.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Company Law, Trade Organization Act, TOR or any statutory modification thereof in force at the date at which these Articles became binding on REAP. Moreover, the words importing the singular shall include plural, and vice versa, and words importing the masculine gender shall include feminine gender, unless there is anything repugnant in the subject or context.



## MEMBERSHIP

### **Classes of Membership**

3. (1) There shall be the following classes of a Membership:-

#### **With Voting Rights**

- (a) Corporate Members;
- (b) Associate Members (Members who do not fulfill the requirements of Corporate Members);

- (2) Membership not limited

The number of Members of the Association is declared to consist of unlimited number of Members.

#### **Membership Period**

- (3) The membership (of all classes) shall be for a period of one year and shall expire on 31st day of March every year irrespective of the date of grant of membership and shall be renewable on annual basis, with effect from 1st day of April, subject to fulfillment of the prescribed conditions under these Articles.

#### **Enrolment a Temporary Member**

- (4) Any Person (Prospective Member), shall be eligible to apply to become a Member of REAP, whose business fit within the business scope of REAP (i.e. export of rice), and who submit an application on a duly approved application form, which application is duly proposed and seconded by existing Members of REAP and the said application is accompanied by the prescribed supporting or other documents, including but not limited to the following:-

- (a) Valid National Tax Number in the name of the applicant.
- (b) Evidence of proof of filling the last due, return of income tax under section 114 the Income Tax Ordinance 2001 or a statement under section 115 (4) of the Income Tax Ordinance 2001. In case no such Return of Statement had become due for filling, an appropriate certificate from the concerned Income Tax Officer, confirming the same, be provided. In case the person is exempt from filing of the return or the statement, copy of the appropriate exemption certificate be provided.
- (c) Copy of Sales Tax Registration Certificate, in the name of the applicant, along with evidence of filing Sales Tax Return (if applicable).
- (d) A certificate confirming the intention to export rice.
- (e) An undertaking that he is not a member of more than three different types or trade bodies.





- (f) Proof of address of the registered office, or head office, or principle place of business, as the case, may be within Pakistan.
- (g) Proof of payment of appropriate fee for membership and annual subscription.
- (h) Certified copy of Memorandum & Articles of Association and Certificate of Incorporation in case of a Company along with latest Companies Form 29; Partnership Deed in case of Partnership Concern.
- (i) Copies of NIC of all directors in case of a company/multinational corporation; all the partners in case of a partnership concern; the sole proprietor in case of a proprietorship concern.
- (j) Any other document required under the Ordinance, Trade Ordinance, TOR or Prescribed.

Provided always that a Temporary Member may be made Corporate Member or an Associate Member, as the case may be, on the completion of two years of enrollment, payment of all dues including Prescribed fees and also fulfilling of other Prescribed requirements and only thereafter the right to vote shall be claimed.

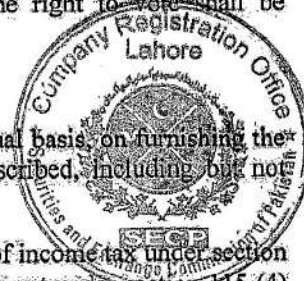
#### Renewal of Membership.

- (4) The membership of REAP shall be renewable, on annual basis, on furnishing the documents Prescribed, within the time stipulated/Prescribed, including but not limited to the following:-

- (a) Evidence of proof of filing the last due, return of income tax under section 114 the Income Tax Ordinance 2001 or a statement under section 115 (4) of the Income Tax Ordinance 2001, in the name of the Member. In case no such Return of Statement had become due for filing, an appropriate certificate from the concerned Income Tax Officer, confirming the same, be provided. In case of the person being exempt from filing of the return or the statement then the copy of the appropriate exemption certificate be provided.
- (b) Evidence of filing Sales Tax Return, in the name of the Member, within the last year (if applicable).
- (c) Evidence confirming that the Member has exported rice in the last two (2) years to establish that the Member is a stakeholder and his/its business falls within the scope of business of REAP as required under section 3(2)(d) and 10(5) of the Trade Organization Act read with Rule 3 (c)(iii) of the TOR.

Provided that:

- (i) In case the applicant is unable to provide evidence of having exported rice in the last two years it will be presumed that the applicant's business does



not fall within the defined business scope of REAP and will only be entitled to renewal without the voting right;

- (d) An undertaking that he is not a member of more than three different types or trade bodies.
- (e) Proof of address of the registered office, or head office, or principle place of business, as the case may be, within Pakistan.
- (f) Proof of payment of appropriate fee for renewal of membership and/or annual subscription.
- (g) Certified copy latest Companies Form 29 (in case of a body corporate only).
- (h) Copies of NIC of all the directors in case of a company/multinational corporation; all the partners in case of a partnership concern; the sole proprietor in case of a proprietorship concern.
- (i) Three (3) recent photographs of the nominated Representative.
- (j) Any other document or information required under the Ordinance, Trade Ordinance, TOR or that is Prescribed.

Provided, in case the renewal application could not be processed because of failure of the applicant to fulfill the aforesaid conditions, on account of special circumstances, the applicant may complete the shortcomings within the extended period allowed by the Secretary General, on payment of any additional Prescribed fee. However, the period allowed by the Secretary General may not be more than 90 days from the due date Prescribed/stipulated on such terms and conditions which are Prescribed.

#### Approval or Rejection of new/renewal Application

- (5) (a) The MC may approve or reject any application for membership or renewal thereof. In the case of acceptance the MC may admit the Member into any class of membership based on criteria, which is Prescribed. In case of a rejection the applicant may appeal to the General Body within 30 days of the receipt of appeal and the decision of General Body shall be final.
- (b) No fresh application shall be entertained by the Secretary General, for processing, unless a period of 1 year has lapsed since the rejection of the last application. This restriction shall not apply on applications which have been rejected on the ground of non submission of all the required documents.
- (c) In case of rejection of application for membership or renewal thereof, the admission fee and/or the annual subscription, paid by the applicant, may be refunded on application (on a Prescribed form) to the Secretary General, which shall be refunded within thirty (30) days of receipt of the said application to the extent of 75% of the amount paid.



### Representative of a Member

- (6) (a) Each Member shall nominate, not more than one individual, as its Representative.
- (b) The Representative shall be:-
- (i) The proprietor in case of a proprietorship concern; or
  - (ii) A partner in case of a partnership concern; or
  - (iii) A director in case of a private limited company; or
  - (iv) A director or an officer not below the rank of a General Manager (duly authorized by a resolution of the board of directors of the respective company) in case of a public limited company or, as the case may be, a multi-national corporation.

Provided, in case the nominated representative is no more a partner in case of a partnership concern; or is no more a director or General Manager, as the case may be, in the case of a Company, his nomination will cease to exist and thereafter fresh nomination will be required of a qualified individual and that fresh nomination shall not be on retrospective basis.

- (c) The name of all such Representative of a member shall be entered in the Register kept for the purpose by the REAP. For the purposes of voting in a Meeting or election of member of MC. However;
- (i) It shall be necessary that the name exist on the said Register on the last date Prescribed.
  - (ii) The Representative shall furnish his specimen signature card to the Secretary General and may be issued a REAP identity card as Prescribed.

### Rights and Duties of a Member

- (7) The member shall have the following rights:
- (a) To take part in the activities of REAP in accordance with these Articles and or Rules/Regulations applicable and/or framed.
  - (b) To have advantage of the all information permissible and available with REAP.
  - (c) To participate, according to the applicable Rules and Regulations duly Prescribed, in all privileges and benefits secured for REAP as a body corporate.
- (8) The member shall perform the following duties.
- (a) To make every efforts to carry out the aims and objects of REAP as laid down in the Memorandum of Association.
  - (b) To act upon and carry out all the provisions of these Articles and any Rules/Regulations Prescribed.



- (c) To bring to the notice of REAP and the office bearers concerned any act or matter likely to cause loss to REAP in general and any of its Member in particular.
- (d) To report to the REAP and its office bearers any information considered necessary for promoting and/or achieving the aims and objects of REAP.
- (e) Not to do any act or take any steps that will bring REAP or the rice trade in disrepute.

#### **Disqualification of a Member**

- (9) A Member shall be deemed to have been disqualified and/or his membership shall cease if the:-
- (1) Fails to renew its membership within the time Prescribed/stipulated under the law. After which date the membership will not be renewed and such Person shall have to reapply for fresh membership.
  - (2) Is declared insolvent or is adjudged by a competent court of law to be of unsound mind or if he is convicted for any offence involving moral or turpitude or financial irregularity.
  - (3) Violates or contravenes any of the aims and/or objects of REAP.
  - (4) is expelled by the MC, after affording him an opportunity of defending, from the membership roll of REAP on charge of including in unethical business practices or acting in a manner prejudicial to the interests of REAP.
  - (5) Has wound up his business whether compulsorily or voluntarily.

#### **Membership Fees**

- (10) The subscription/fee chargeable from each class shall be as follows:
- (a) Admission fee for all classes of membership= Rs.10,000/-
  - (b) Annual subscription fee for all classes of membership= Rs.25,000/-

#### **3 (11) Amended Clause:**

The MC may increase Renewal Fee and Membership Fee subject to approval of Annual General Meeting (AGM) of Rice Exporters Association of Pakistan (REAP).

- (12) Subscriptions shall be paid for the full year in the year of admission.

#### **ZONES**

4. (1) REAP shall function with two separate territorial units comprising of the North Zone and the South Zone. Both the Zones shall have independent Zonal Offices within its own zone and may also have sub-offices in other important cities within its zonal area if required.
- (2) Each Zone shall have its own Secretary directly answerable to the Secretary General.





(3) The Secretary General shall include the name of a Member in a particular Zone on the following basis:-

- (a) In case the Member is a company where its registered office is located.
- (b) In case the Member is a partnership concern where its head office is located or the Zone in which the partnership is registered.
- (c) In case the Member is a proprietorship concern where the principle place of business is which shall be determined on the basis of individual circumstances e.g. in which Zone the Member is registered for Income Tax purposes.

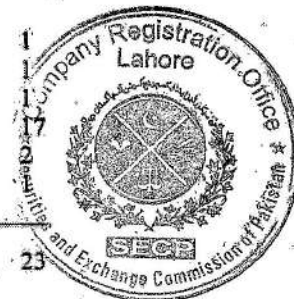
### MANAGING COMMITTEE

#### Composition

5. (1) The MC shall be composed of a follows:-

- Elected Chairman
- Elected Senior Vice Chairman
- Elected Vice Chairman
- Elected Members
- Special Women representation
- Ex-officio Member (Immediate past Chairman)

Total



#### Tenure

- (2) The members of the Managing Committee shall be elected by the General Body for a period of two years.
- (3) The tenure, of the Managing Committee and the Office Bearers, shall commence on the 1st day of October and end on 31st day of September of the applicable year.
- (4) On the completion of the respective term of office the Officer Bearers and/or the members of the Managing Committee shall automatically stand retired and shall not be eligible to contest election or co-option in any representative capacity for a period of one year. This restriction shall however not apply to induction in the managing Committee of the immediate past Chairman of REAP as an ex-officio member, under Article 8, but shall apply to the members resigning under the proviso of Article 9(2).

Provided always that the Chairman and Senior Vice Chairman will automatically cease to be the Chairman and Senior Vice Chairman and they will hand over the charge of their respective offices to the newly elected Chairman and Senior Vice Chairman or to the Managing Committee if the elections have not been held for the new Chairman and Senior Vice Chairman under these Articles.





- (5) The Chairman and Senior Vice Chairman will not be qualified to contest the election for Chairman immediately after the expiry of his tenure, even if period is left in his tenure as a member of the Managing Committee.
- (6) If tenure is left as a member of the Managing Committee, in case of a retiring Chairman, his respective seat as a member Managing Committee will, simultaneously with his retirement as the Chairman, shall become vacant to be filled under Article 10(2).

#### Chairman and the Senior Vice Chairman

6. The Chairman and the Senior Vice Chairman shall be elected from amongst the members of the Managing Committee for a period of one year. The said election shall be subject to;

- a. The election of the Officer Bearers including the Chairman and the Senior Vice Chairman shall be conducted, through secret ballot, in a manner prescribed and in accordance with the election schedule approved by the Managing Committee.
- b. The office of the Chairman shall rotate alternatively between the two Zones.
- c. The executive committee of all trade organizations, except Federation, shall comprise persons elected by the General Body from amongst its members, subject to the following namely:-
  - I. There shall be a minimum of ten and maximum of thirty seats of Executive Committee.
  - II. At least fifty percent of the members of Executive Committee shall be from the corporate class.
  - III. The electorate college for each class of members of Executive Committee shall be the members of General Body from the respective class.
  - IV. In addition to the seat provided in clause (a), the immediate past President or, as the case may be, the Chairman of a trade organization shall be an ex-officio member of the Executive Committee without voting right.
- d. If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with members from other category.

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

- e. In any trade organization where the General Body comprises at least fifty percent members of Associate Class, there shall be rotation of office of President and, as the case may be, the Chairman between the Associate and Corporate Members.
- f. Where there is rotation of office of President under sub-rule (9), the President and Vice President or Chairman and, as the case may be, the Senior Vice Chairman shall not be from the same class of members provided in sub-rule (7) of rule 11.



- g. The office bearer of a trade organization shall be elected by the executive committee from amongst its members.
- h. The tenure of all elected office bearers shall be one year.
- i. The tenure of members of Executive Committee provided in sub-rule (5) and (6) shall be two years subject to the following:
  - i. Fifty percent members of Executive Committee shall retire every year.
  - ii. After the first election of Executive Committee under the Ordinance a draw shall be made to determine the fifty percent members who shall retire after expiry of first year.
- j. The tenure of office bearers of Executive Committee provided in sub-rule (7) shall be one year.
- k. On completion of the term the office bearer and members of Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the trade organization for the next one year.

Provided that this sub-rule (15), shall not apply to the office bearers and members of the Executive Committee elected under the repealed Ordinance

- 1. The Chairman and Senior Vice Chairman shall not be from the same Zone.

#### Special Women Representation

- 7. (1) Each Zone will have one special seat for Members whose Representative is a woman.
- (2) The electoral college, for the special women representation shall be the Managing Committee.
- (3) In case the special representation seat becomes vacant it shall not be filled with Representatives of other categories.

#### Ex-Officio Seat

- 8. The immediate past Chairman of REAP shall be an Ex-officio member of the Managing Committee without voting right.

#### Elected Seats

- 9. (1) The total number of elected members of the Managing Committee shall 20 out of which each Zone shall be represented by 10 Members.
- (2) Fifty percent members of the Managing Committee shall retire every year and shall be those who have completed two years on the Managing Committee.

Provided that only for the first election of the Managing Committee, under the Trade Organization and TOR, a draw shall be made to determine the fifty percent members who shall retire after expiry of the first year.



(3) Each Zone shall have one seat reserved for the following areas:

- (a) In case of the North Zone one seat out of the 10 elected seats shall be reserved for a member from the province of North West Frontier Province.
- (b) In case of the South Zone one seat out of the 10 elected seats shall be reserved for a member from the province of Baluchistan.

The electoral college for the election of members of the MC against the 10 seats reserved for each Zone shall be all the eligible voter members of REAP from the respective Zone.

In order for a Representative of a Member to qualify to contest the elections for the seat on the Managing Committee, it shall be necessary that respective Member must have exported Prescribed quantity of Rice in the Accounting Year immediately preceding the election. Provided that the minimum quantity Prescribed for the said purpose is not less than two hundred and fifty metric tons for the relevant Accounting year.

#### Casual Vacancy

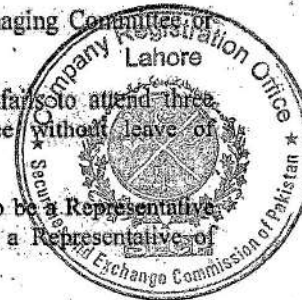
10. (1) A casual vacancy in Managing Committee shall be created:

- (a) By death or resignation of the member of the Managing Committee under Article 5(6); or
- (b) In case the member of the Managing Committee fails to attend three consecutive meetings of the Managing Committee without leave of absence.
- (c) If the member of the Managing Committee ceases to be a Representative of the particular Member. However, by becoming a Representative of another Member the tenure will not be protected.

#### Filling of Casual Vacancy

(2) In case of a casual vacancy created under sub-Article (1) above the same shall be filled as follows:-

- (a) In case of a member of the Managing Committee it shall be filled by a nominee co-opted by the Managing Committee from amongst the Representatives of Members of the same Zone and class and having the same qualifications as the member whose seat has become vacant, for the remaining tenure of the seat that had become vacant and on the same terms. The said co-option shall be done within a period of 30 days of the respective seat becoming vacant.
- (b) In case of Chairman or Senior Vice Chairman, by election from the Managing Committee of a member of the same respective Zone, which election shall be done not later than 30 days of the respective office falling vacant.



## ELECTION OF MANAGING COMMITTEE

11. (1) The manner of election of members of the Managing Committee shall be, through secret ballot, between 15th July and 30 September of the due year, under Prescribed procedure made in accordance with the provision of the Ordinance, the Trade Ordinance and the TOR, and shall be held on annual basis subject for the seats that have become vacant under the provisions of Article 11.
- (2) The Election Schedule shall be issued by the Secretary General, within two days of approval by the MC, but in any event in the first half of July of the respective year, and copy of the said Election Schedule shall be:
- (a) Displayed at the notice boards of the offices of REAP including the Head Office and Zonal Office of REAP; and
  - (b) Displayed at the website of REAP; and
  - (c) Submitted to the Director General.

### Eligibility to vote

12. (1) A member shall be eligible to vote in election, through its Representative, after completion of two complete years of membership provided such a Member fulfils the conditions stipulated for the renewal of membership, voting qualifications and the change of class of membership, if any.
- (2) The Member has submitted all the required/Prescribed information and documents, including the specimen signature card along with photograph of the Representative and evidence indicating the status of the Representative in the respective firm, company or concern, to the Secretary General within the stipulated/Prescribed time.
- (3) The qualification of the Representative shall be as provided under Article 6 hereof.

### Election Commission

13. (1) Simultaneously with the approval of the Election Schedule as provided under Article 11(2), the Managing Committee shall appoint an Election Commission, for each Zone, subject to the following conditions:-
- (a) Each Election Commission comprises of three members;
  - (b) The members of the Election Commission have submitted their consent in writing to the Secretary General;
  - (c) The members of the Election Commission, so appointed, have not been member of the Managing Committee in the preceding two years.
  - (d) The members of the Election Commission are independent, impartial and non-partisan and shall not canvass for any of the candidates or panels contesting the elections, they are conducting.



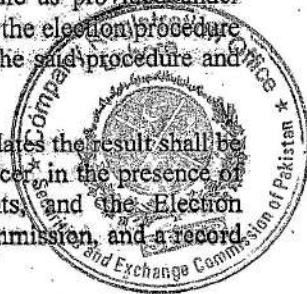


### Functions

- (2) The Election Commission shall be in-charge of all arrangements connected with the conduct of elections, including but not limited to:
  - (a) Appointment of the polling staff;
  - (b) Ensuring display of the "tentative voters list" by the Secretary General for the purpose of inviting objections as provided under these Articles;
  - (c) Supervise the entire election process and ensure that the Conduct of the election and the Procedure followed is strictly in accordance with the provisions of these Articles.
  - (d) Counting of votes and announcement of tentative and the final results on the Stipulated Prescribed day.

### Procedure and Conduct of Elections

14. (1) The election of the members of the managing Committee shall be conducted in a transparent manner and according to the procedure laid down in these Articles and subject to the conditions laid down in the TOR.
- (2) Simultaneously with the approval of the Election Schedule as provided under Article 11. (2), the Managing Committee shall also approve the election procedure and the Rules relating to the conduct of the election and the said procedure and election rules shall be in accordance with TOR.
- (3) In the event of equality of votes between two or more candidates the result shall be decided on the basis of draw conducted by the polling officer, in the presence of respective candidates or their nominated polling agents, and the Election Commission or any officer designated by the Election Commission, and a record of the result thereof shall be made.
- (4) Provisional results of the election may be declared by the Election Commission immediately after the counting of the votes.
- (5) Having completed the counting and compilation of results, the record pertaining to the elections shall be sealed and signed by;
  - (a) The Election Commission or any officer designated by the Election Commission; and also
  - (b) The Secretary General or an officer designated by the Secretary General.Provided always that the election record shall be received and kept by the Secretary General for safe keeping.
- (6) The record of the election shall be opened for inspection upon an application made in this behalf by the candidates within seven days of the date of the polling and with the approval of the Director General.





The election will be conducted strictly according to the rules as contained in Trade Organization Rule 2013.

If Any provision of this memorandum and article of association is in conflict with the provisions made in Trade Organization Ordinance 2007 and rule made their under, the later shall prevail.

### **AUTHORITY AND POWER**

#### **General Body**

15. (1) The General Body shall be the supreme body of REAP and shall have power and control over the entire REAP including the Managing Committee.
- (2) All members of REAP irrespective of their class of membership and their respective Representatives, the Office Bearers, members of the Managing Committee, Standing Committees, Secretary General, Officers and Employees of REAP shall be ultimately responsible and answerable to the General Body.
- (3) The General Body shall meet at-least once a year as provided under the Ordinance.
- (4) Subject to the Ordinance, Trade Ordinance and TOR, all appeals against any decision of the managing Committee shall finally lie with the General Body, whose decision on all issues shall be final and binding.

#### **Managing Committee**

16. (1) The Managing Committee shall be the main governing body of REAP. It shall cause to be carried out and executed all policies, programs and resolutions formulated and enunciated by the General Body or by itself in accordance with the law and/or as Prescribed.

#### **Decisions of the Managing Committee**

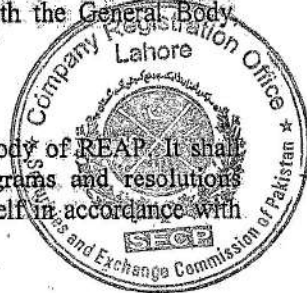
- (2) The normal business of REAP shall be carried on by the Managing Committee as decided by majority votes in meeting convened with a quorum of minimum one fourth of the total members. In case of a resolution by circulation the same will require an approval and consent of simple majority of the total members of the Managing Committee.

#### **Requisition of the meeting of the Managing Committee**

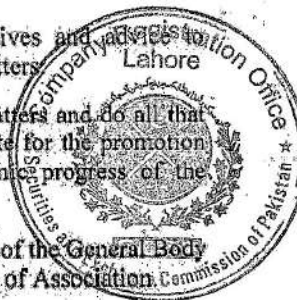
- (3) The meeting of the Managing Committee may be called by the Secretary General at the instance of the Chairman or any two ordinary members of the Managing Committee or the Secretary General himself in consultation with the Chairman. The Managing Committee shall hold at least one meeting every two months.

#### **Powers and functions of the Managing Committee**

- (4) The Managing Committee shall also have, inter alia, the following powers and functions:-



- (a) To frame Rules and Bye-laws for the smooth running of REAP.
- (b) To approve Election Schedule and formulate Rules and Procedures for the conduct of elections and matters incidental thereto.
- (c) To discuss, deal, negotiate and communicate with the Federal and Provincial Government, Trade Development Authority of Pakistan, Federal and Local/Regional Chambers, Local Bodies, Authorities/Agencies and/or private individuals in all matters concerning on affecting the business of REAP's members. It shall have powers to appoint representatives, open branches and carry other activities aimed at advancing the objects of the Association.
- (d) To lay down, determine and enforce terms of the services of the staff of REAP including Secretary General, fix their remunerations, and recruit or remove them from service. And also to formulate the Human Resource policy of REAP for the hiring of its employees and the terms of their service.
- (e) To appoint standing committees to deal with specific areas/issues/problems and to set their terms of appointment and respective functions and powers.
- (f) To issue or cause to be issued instructions, directives and advice to member, or other officers of REAP on any/various matters.
- (g) To guide and control the activities of REAP in all matters and do all that may be incidental to its duties and deemed appropriate for the promotion and development of the rice trade and the economic progress of the country, within the purview of the Memorandum.
- (h) To frame rules and regulations subject to the approval of the General Body and in cognizance with the Memorandum and Articles of Association.
- (i) To sanction expenditure and when necessary also collect/raise funds for achieving any of its objects.
- (j) To delegate any of its powers to the Chairman, Senior Vice Chairman, members of the Managing Committee and/or Standing Committees and/or the Secretary General.
- (k) To add, alter, improve and repeal regulations, rules and bye-laws prescribed provided that the appropriate change does not conflict with the provisions of the Ordinance, Trade Organization Act, TOR or any previous resolution/approval of the General Body. Further provided, that in case of alteration of or change in previous resolution of the Managing Committee is required the same will need an approval of two third majority of the total members of the Managing Committee.



#### Chairman

17. The Chairman shall be the head of the Managing Committee and shall be the representative and spokesman of REAP. The Chairman shall:-
- (1) If present, preside at all meetings of the Managing Committee and at all meetings of the General Body. In his absence, the Senior Vice Chairman shall preside, failing which members present whether at any meeting of the General Body or at any meeting of the Managing Committee, shall elect a Chairman to preside.
  - (2) Have the right of a casting vote besides his own vote in case of a tie, in the meetings of the Managing Committee;
  - (3) Perform all other functions as may be incidental to his office or assigned to him by the General Body or the Managing Committee.
  - (4) Have the power to delegate any of his powers to any member of the Managing Committee.

#### Senior Vice Chairman

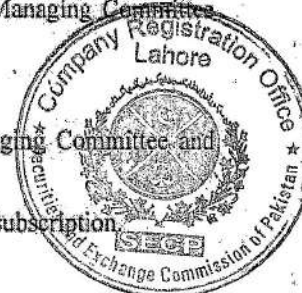
18. The Senior Vice Chairman shall assist the Chairman. He shall perform the functions of Chairman, to the extent authorized by the Chairman and or the Managing Committee while the Chairman is not available.

#### Treasurer

19. The Treasurer of REAP shall be an elected member of the Managing Committee and shall assist the Secretary General in:
- (1) Maintenance and audit of books of account and record of subscription.
  - (2) All financial transactions undertaken by REAP.

#### Secretary General

20. (1) The Managing Committee shall appoint a Secretary General, through a three member Human Resource Committee consisting of members of Managing Committee, in a Prescribed manner and the terms of service will be subject to the provisions of the Trade Organization and the YOR.
- (2) The Secretary General shall be in-charge of the secretariat of REAP;
  - (3) The Secretary General sign as one of the signatories of all accounts operated by REAP form under the REAP.
  - (4) The Secretary General shall, jointly with the Human Resource Committee, appoint management employees who report directly to the Secretary General.



## GENERAL MEETING

### Annual General Meeting

21. (1) REAP shall hold, in addition to any other meeting, a General Meeting as its Annual General Meeting in accordance with the provisions contained in the Ordinance.
- (2) The Managing Committee shall cause the date of the Annual General Meeting to be advertised at least 4 days before the date of such meeting, any proposition to be laid before the meeting, must be sent to the Secretary General at least 25 days before the date of the meeting.
- (3) The Secretary General shall send to each Member, paying subscription in accordance with these Articles, at least 21 days notice before the Annual General Meeting, a copy of the report and audited accounts of the affairs of REAP for the last Accounting Year and also agenda of the meeting. In case of adjourned meeting, a notice of at least 7 days will be necessary as required under the Ordinance.
- (4) The majority at the Annual General Meeting or at any adjourned meeting shall consist of simple majority. In case of equal number of votes, the Chairman shall have second or casting vote.
- (5) All resolutions shall be adopted by the simple majority vote of members present in the meeting.

### Special, Ordinary or extra-ordinary General Meeting of the General Body

22. (1) All meetings of the General Body other than the Annual General Meeting, shall be called Ordinary, or Special General Meeting and shall be held at any time and at any place as the Managing Committee may deem fit and convenient for the disposal of the business of REAP.
- (2) An Ordinary, Extra-ordinary, Special Meeting can be requisitioned by:
- (a) The Managing Committee;
- (b) By one-fifth of the total number of Members of the General Body through a requisition signed by them, specifying clearly the business desired to be transacted.
- (3) The Secretary General, upon receipt of such requisition, shall convene an Ordinary, Special, Extra-Ordinary General Meeting and such meeting shall be called within 21 days from the date of receipt of such requisition, and a notice of such a meeting under the signature of the Secretary General shall be circulated among the members for their information at least 21 days before the time appointed.





### **Quorum**

23. (1) One fourth of the members of the General Body present in person or by proxy and qualified for the time being, will form the quorum for the Annual General or Ordinary, Extra-Ordinary or Special Meeting
- (2) The quorum of all meeting shall be as provided in these Articles. In case a meeting is adjourned for want of quorum, no quorum shall be necessary for the adjourned meeting and the member present shall transact the business.

### **Adjourned Meetings**

24. The Chairman, with consent of the members present may adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished after meeting from which the adjournment took place.

### **Emergency Meeting of the General Body**

25. (1) In emergencies the Chairman may call an emergent meeting of the General Body within 10 days notice in advance.
- (2) The quorum for such meeting shall be one-third of the General Body present.

### **Notices for Meetings**

26. (1) Notice of all the meetings of REAP, including Managing Committee meetings, shall be sent to the respective Members through Courier and Email, on the last known/provided address, along with a statement of the business to be transacted at the meeting. But the accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceeding of any meeting.
- (2) It shall be obligatory upon every member to notify any change of his address so that the same may be noted in the register of members. In the absence of such intimation, a notice sent to the address last noted in the register of members shall be deemed good.

### **APPOINTMENT AND REMUNERATION OF AUDITORS**

27. REAP shall at each Annual General Meeting appoint an Auditor to hold office from the conclusion of that meeting until the conclusion of next Annual General Meeting. The first Auditor or Auditors shall be appointed by the members of the Managing Committee within 60 days of the date of incorporation of the company and shall hold office until the conclusion of 1st Annual General Meeting subject to Company Law.

### **MISCELLANEOUS**

28. The Managing Committee and the Secretary General shall keep or cause to be kept records and proper books of accounts in which shall be entered full, true and complete account of the affairs and transactions of REAP which includes, inter alia, the following:-
- (1) Minute Books for meeting of General Body.





- (2) Minute Books for meeting of the Managing Committee and other Committees.
- (3) Register of members correctly showing their address (including names of their representative).
- (4) A register of members of the Managing Committee from time to time showing the names, address and occupation of members.
- (5) True accounts shall be kept:
  - (a) Of sum of money received and spend by REAP and the matter in respect of which such receipts and expenditure takes place;
  - (b) Of assets and liabilities of REAP.

Provided that, subject to any reasonable restrictions as to the time and manner of inspecting the said records/books, that may be imposed in accordance with the regulations for the time being Prescribed, shall be open to inspection of the members at least once in every year.

29. The Account books and other documents shall be kept at the Head Office and shall be open to inspection by members of the Managing Committee and Members, at such time or times during the day and to such extent as the General Body may from time to time determine. The Chairman and/or the Secretary General shall have the right to refuse inspection of any document/record, which at the time in his opinion is likely to prejudice the interests of REAP. Reasons for such refusal shall be given in writing and the aggrieved party may appeal to the Managing Committee on the subject and decision of the Managing Committee on the issue shall be final.

#### MANAGEMENT OF PROPERTY

30. All the property of REAP whether belonging to it or held by it in trust, shall unless otherwise provide by any instrument of trust vest in REAP and in case of any Bill, Note, Negotiate instrument of whatsoever nature, Agreement Bond, Indemnity Debentures and generally any other deed of document of whatsoever nature, the same shall be deemed to have been duly executed, accepted, admitted, endorsed and completed on behalf of REAP if signed by the Chairman, Treasurer and/or the Secretary General or in their absence by any two or more members appointed for the purpose by the Managing Committee.

#### SEAL OF THE ASSOCIATION

31. REAP shall have a common seal which shall not be affixed to any interment of document except by the authority of a resolution of the Managing Committee and in the presence of at least one member of the Managing Committee, is so affixed presence.

#### ANNUAL REPORT

32. The Chairman on behalf of the Managing Committee shall, at the end of his term of the office, prepare and/or publish under the signature of the Secretary General a Report of the work done and the progress made by REAP during the respective tenure of his office. The report shall be placed before the Annual General Meeting for consideration and



adoption and shall be published if so resolved by the Managing committee for general information of members and the public in which case copies thereof shall be supplied to members gratis or on payment of such sum as Prescribed.

### ARBITRATION

33. The Managing Committee will elect a panel of arbitrators every year so that members may refer any dispute between themselves or any dispute arising between a member and any outsider. In case of two arbitrators disagreeing, the arbitrators shall appoint an umpire out of the remaining members of the panel. The award of the arbitrators or the umpire shall be final binding on the parties to the dispute.
34. Power and authority of REAP and of its Managing Committee shall be as set out in these Articles and shall be exercisable only in terms of the Memorandum of Association and shall be limited and restricted accordingly.
35. Amendment to these Articles having the approval of three fourth of the General Body, shall be made with the prior approval of the Government and shall also be made when requires by the Government under the Trade Organization Act and/or the TOR, in the public interest.

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

Name and Surname (Present & Former) in Full (In Block Letters)	Father's /Husband's Name in Full	Nationali ty with any former Nationali ty	Occupation	Residential Address (In Full)	Signature
1. CHAUDHRY SAMI ULLAH Shifa Medicos Micro center	S/o Chaudhry Ghulam Muhamma d	Pakistani	Rice Export business	7-Aziz- Mension Link Meleod Road Lahore	
2. JAVED ASLAM AGHA Chief Executive Shafa Marwa Rice Mills Ltd.	S/o Agha Abdul Salam Khan	Pakistani	Rice Export business	Shan Arcade, Civic Centre, New Garden Town, Lahore	
3. SHAHZAD ALI MALIK Guard Agri Research &	S/o Muhamma d Shafi	Pakistani	Rice Export	Badami Bagh Lahore	



Services (Pvt.) Ltd.					
4. ZAHID WAHEED KHAWAJA Chief Executive Khawaja Foods pvt. Ltd.	S/o Abdul Waheed Khawaja	Pakistani	Rice Export business	56-Aibak Block New Garden Town, Lahore	
5. HAROON KASAM Sole Proprietor M/s Haroon Kasam	S/o Kasam Usman		Rice Export Business	107-A, Jinnah C.H.S. BLOCK 7/8 Karachi	
6. ZAHID BASHIR Chief Executive M. Amin, M. Bashir	S/o Mian Muhammad Bashir		Rice Export Business	3rd Floor, The Cotton Exchange Chundrigar Road Karachi	
7. NAYYAR MAHMOOD Director Mahmood pvt. Ltd.	S/o Mahmood Ahmad	Pakistani	Rice Export Business	H-62 Street 150 phase 5 DHA Karachi	
8. KHALID PERVEZ Enkay Rice Mills pvt. Ltd.	S/o Muhammad Bashir	Pakistani	Rice Export business	133-E/A Shahjamaal Road Lahore	
9. SHAFIQ SAIGOL JUNIOR Chief Executive Kohinoor Rice Mills	S/o Shafiq Saigol Senior	Pakistani	Rice Export Business	103-B/3, Gulberg, Lahore	
10. CH. MUHAMMAD DIN Amin Ittefaq Rice Mills	S/o Ch. Muhammad Ibrahim		Rice Export Business	53-Grain Market Nankana Sahib	
11. MALIK MUHAMAD ASIF KHAN White Pearl Rice Mills	S/o Muhammad Nazir	Pakistani	Rice Export Business	Mongeen Kharal P/o Jalalpur Bhattian	
12. HAJI ABDUL MAJID A. LATIF	S/o A. Latif	Pakistani	Rice Export Business	BC-7, Mitha Court, Suit 2,	

Commodity Links International				Block-9, Clifton Karachi	
13. DR. TARIQ GHORI Director Maco Rice Processing	S/o Syed Sarfaraz Ali Ghori	Pakistani	Rice Export Business	10-Farid Chamber Saddar, Karachi	
14. MUHAMMAD KHALID KHAN GM Petto Commodities pvt. Karachi	S/o Ghazi Khan	Pakistani	Rice Export Business	24-B, Central Street Defence Society Karachi	

Dated this..... day of.....

Nationality: Pakistani

Witness to the above Signatures:

Full Name: MAHMOOD ALAM

Minhas St.

Father's Full Name: MUBEEN-UL-HAQ Shadbagh.

Occupation: Private Service

Full Address: H. No.49,

No.1, Chaudhri Park,

Lahore.

Signature.....

