

COMPANIES ORDINANCE 1984



MEMORANDUM AND ARTICLES OF ASSOCIATION

PAKISTAN ADVERTISING ASSOCIATION

**ST-4, BLOCK-3, ADJACENT TO GULSHAN FLYOVER, OPPOSITE
T.O. CLINIC, RASHID MINHAS ROAD, GULSHAN-E-IQBAL,
KARACHI-75300**

MEMORANDUM OF ASSOCIATION OF THE PAKISTAN ADVERTISING ASSOCIATION

Amended as per Trade Organization ACT 2013

PREAMBLE

We the representative of the various advertising agencies in Pakistan in order to foster the spirit of brotherhood, not only among ourselves but also among us and the Government have associated ourselves together in order to form an association to elevate the stature of Advertising and marketing communication industry, provide advertising professionals with a collective voice and nurture talents and creativity.

I. **NAME**

The name of the Association shall be **PAKISTAN ADVERTISING ASSOCIATION** hereinafter called the Association, and may thereafter be referred to as the PAA.

II. **REGISTERED OFFICE**

The Registered Office of Association, which shall also be the Head Office, will be situated in the province of Sindh at Karachi.

III. **OBJECTIVES**

The objects for Which the Association established are and it is expressly declared that several clauses of the claim & of the powers there of are to be cumulative & in one case is the generality of any one sub claim to be narrowed or registered by any particularity of expression in the same such claim or the application of any rule of construction gusdem genres or otherwise.

The objects for which the Association is established are:

REVISED AND NEW

- (a) To encourage friendly feeling and unanimity amongst advertising agencies on all subjects connected with common good.
- (b) To secure good relations between members of the association.
- (c) To establish a better understanding and appreciation on the part of the business and financial world as a whole of the usefulness and proper scope of advertising in modern business, and a full realization of the proper and necessary functions of the advertising agency and of its beneficial relations with advertisers and advertising media.
- (d) To upgrade standards, ethics and practice of advertising and thus bring about a more meaningful contribution from advertising and other related activities to socio-economic developments.

- (e) To promote the Trade, Commerce and Manufacturer through advertising in Print Media, Electronic Media, Radio, TV, Cinema, Internet and to strengthen the activities associated with commercial. Communications such as advertising, public relations, sales promotion, direct and relationship marketing, events marketing and commercial sponsorship and to make brand advertising online.
- (f) To promote healthy competitions through advertising and to protect the art and trade of advertising and sale promotion from unethical practices and house agencies and to discourage monopolies of those agencies or foreign agencies direct or through their Pakistani co-optees ad associates as member of their global systems on any equity basis.
- (g) To establish advertising institutes for the education and training of manpower in Advertising, Media, Public Relations, Direct Marketing and Sales Promotion, Marketing and Consumer Behaviour, Professional Certificate in Marketing and Professional Diploma in Marketing, including printing, photography, cinematography and to freely offer opportunities to the successful candidates for on-the-job training with the member agencies.
- (h) To enlist the services of experts in the art of advertising on payment of fee or otherwise and to work harmoniously with other commercial advertising and media associations and allied trades and professions for the betterment of mutual relations, for the lessening of waste and for the establishment of standard.
- (i) To conduct surveys and research and to arrange exhibitions, workshops, discussions, seminars, congresses and establish libraries, clubs for the development of advertising profession and public relations and to arrive at a common understanding of what constitutes standard agency service and ethical practice and to aid in brining the operation of all members to such accepted standards as may be laid down.
- (j) To promote the legitimate interest of its members by lawful means and initiate or support any action for securing the redress of legitimate grievances connected legitimate grievances connected with business of its members.
- (k) To take any action which may be conducive to the extension of the trade of its members or incidental to attainment of this objective and to do all such things as are incidental or conducive to the attainment of the mentioned objects or any of them.
- (L) To ensure good relationship among members of this association and for that purpose to establish, form, setup conciliation or arbitration committees to resolve dispute and differences arising among them on their specific request and mutual consent.
- (m) To regulate conditions of employment in advertising industry conducted or carried by its members.
- (n) To establish or aid in the establishment of funds to benefit employees of the association or their dependents to grant medical facilities, education expenses, loans on easy term and

to subscribe, donate or guarantee money for charitable or benevolent purposes at the discretion of association.

- (o) To survey and review all matters in any way affecting the business and profession of advertising and of all development there of and to decide upon, initiate and support proper methods to deal with any contingency affecting the said business or profession and to discuss, promote or oppose legislative and other measures that seem to be connected with or to have bearing on advertising business and to take all steps, to represent to the government and other bodies the grievances for obtaining their removal.
- (p) To represent and cooperate with other individuals, all media, Government Bodies, Semi Government Bodies, Chambers of Commerce and Industry, any other such body/bodies and subscribe to become and to cooperate with any other association whether incorporated or not whose objects are altogether or in part similar to those of this association and to procure from or to communicate to any individual or association such information as may be likely to further the objectives of the association and to deal with the Government authority with All Pakistan Newspapers Society (APNS), Press Information Department, Government of Pakistan (PID), Pakistan Electronic Media Regulatory Authority (PEMRA), Pakistan Broadcasters Association (PBA), Broadcasters Association of Pakistan (BAP), International Advertising Association, Pakistan Advertiser's Society and other such bodies, as the sole-representative of the accredited advertising agencies in Pakistan.

To help the government in highlighting critical national issues in their right perspective, to play significant role in developing policy framework for business environment and economic growth and to help the nation in presenting its real soft face to the outside world. By holding national as well as international conferences, seminars to unify Pakistan on global level.

- (q) To publish journals, periodicals and other publications in furtherance of objects of the association and for the benefit of its members, and to collect and disseminate information and ideas affecting advertising agencies and other communications organization by increasing their usefulness to advertisers, media and other interested.
- (r) To collect subscription and other payments from members and to borrow or raise money required for the purposes of the association upon such terms and in such manner and upon such securities as may be determined, and generally to obtain money for the objects of the association in any law-full manner and to invest, apply or deal with the same in such manner as may be considered most desirable for giving effect to such objects.
- (s) To accept any bequest, gift, donation, whatsoever (whether of money or of property of any description) and to apply the same or its sale proceeds 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.

- (t) To acquire by gift or donation and to purchase take on lease or otherwise land and other property movable and immovable which the association for the purposes thereof may from time to time think proper to acquire.
- (u) To sell, approve, manage, develop, exchange, lease or let, sublease, sublet, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.
- (v) To construct upon any premises acquired for the purposes of the Association and to alter, add to or remove any building or buildings.
- (w) To undertake and develop specific projects, designed to advance the standard and practice of advertising.
- (x) To foster self-regulation. To do all such other things as are incidental or conducive to the attainment of all or any of the objects.
- (y) The objects set forth in any sub clause of this clause shall not, except when the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub clause or by the name of association.
- (z) To file, prosecute, defend or concur, join or aid in filing and defending any such actions, suits, applications , appeal or other proceedings as the Association deems fit or which may be conducive to the attainment of the objects of the Association.

5. **Assets & Liabilities**

The Income and Property of the Association would be applied entirely towards the promotion of the objectives of the Association as set forth; no portion thereof shall be paid as bonus and dividend to the members; provided all payments made in good faith in respect of remuneration of office and servant of the Association and all legitimate expenses incurred by the association will be allowed. It would also be permissible to the Association to make payments of interest on sums borrowed by the association from any members of the association or from any other person.

Provided further except for the membership and Office Bearers provide under the ordinance or prescribed rules there shall not be any other position by any nomenclature in the association.

No remuneration shall be given to any members out of the funds of the association, except repayment and interest on money lent or rent of premises demised to the association.

6. **Privileges and Obligations**

Association shall be a body corporate with perpetual succession and a common seal and may sue and be sued in its own name and, subject to and for the purpose of ordinance may enter into contracts and may acquire, purchase, take hold and enjoy movable and immovable property of every description and may convey, assign, surrender, yield up, change, mortgage, re-assign, transfer or otherwise dispose off or deal with any movable or

immovable property or any interest vested in it, upon such terms as it deems fit.

7. **Condition of Licence**

The fourth, fifth and sixth paragraph of this Memorandum of Association, and clause six of Trade Organisation ACT 2013, also contain condition on which a licence is granted by the Federal government to this association.

8. No alterations or additions shall be made in the Memorandum of Association and Articles of Association shall be made except by 2/3rd majority of those present at an extra ordinary General Meeting specially called for the purpose and such additions or alterations shall not come into force without the prior approval/sanction of Ministry of Commerce, Government of Pakistan.
9. Memorandum and Articles of Association, including but not limited to the organizational structure, and any bye-law of association shall be within the provisions of the Rules notified by Ministry of Commerce and Trade Organizations ACT 2013.
10. The liability of the members shall be limited to their membership subscription.

WINDING UP

11. The provisions of the companies' ordinance, 1984 shall apply in the event of winding up of association.

Every present and past member shall subject to the provision of companies ordinance, be liable to contribute to the assets of the association to an amount sufficient for payments of its debts and liabilities and the costs, charges and expenses of the winding up and for the adjustment of rights of the contributories among themselves with the qualifications envisaged in companies ordinance.

12. If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the association but shall be given or transferred to some other institution having objects similar to the objects of the association at or before the time of dissolution or winding up.

We the several persons whose names and addresses are subscribed below are desirous of being formed into an Association in pursuance of this Memorandum of Association, We confirm having read and understood the Trade Organizations' ACT 2013 and Rules 2013 made there under and declare being bound by the and subject to the same in respect of this proposed trade organization.

Sr. No.	PROMOTER's NAME	COMPANY's NAME/ADDRESS	Signatures
1	Syed Masood Hashmi CNIC No. 42301-9023921-1 S/o Syed Haseen Hashmi Occupation: Advertising	Orient Communications(Pvt) Ltd., Orient House, 194-A, S.M.C.H.S., Karachi.	SYED MASOOD HASHMI
2	Mr. Jawad Humayun CNIC No. 61101-5473074-1 S/o Muhammad Abdullah Asghar Occupation: Advertising	Channel 7 Communications (Pvt) Ltd., House # 4, Sumbal Road , (Main Double Road),Sector F-10/2, Islamabad.	JAWAD HUMAYUN
3	Mr. Waqar ul Hasnain Haidri CNIC No. 42000-0565701-9 S/o Ghulam Hasnain Haidri Occupation: Advertising	Oktopus 360 Media (Pvt) Ltd., C-28-B, 24th Commercial Street, Phase-II Ext. DHA, Karachi.	WAQAR UL HASNAIN HAIDRI
4	Mr. Mahmood Parekh CNIC No. 42301-0640240-1 S/o Abdul Qadir Parekh Occupation: Advertising	MCM Advertising Eveready Chambers, Md.Bin Qasim Road. Off: I.I. Chundrigar Road, Karachi.	MAHMOOD PAREKH
5	Mr. Numan N. Ahmed CNIC No. 42301-7072392-7 S/o Rafique Ahmed Occupation: Advertising	The Brand Partnership (Pvt) Ltd., 78-C, 13th Commercial Street, Phase II Ext., DHA, Karachi.	NUMAN N. AHMED
6	Mr. Ali Mandviwalla CNIC No. 42301-6236210-9 S/o Hakeem Mandviwalla Occupation: Advertising	Synchronize Media (Pvt) Ltd., Office # 501 Syedna Taher Saifudin Memorial Foundation, Civil Lines, Beaumont Road Karachi.	ALI MANDVIWALLA
7	Mr. Zeeshan M. Khan CNIC No. 42301-1061072-1 S/o Muhammad Iqbal Khan Occupation: Advertising	TNI Communications 7C, Street 2, Muslim Commercial Area, Phase-6 DHA, Karachi.	ZEESHAN M. KHAN
8	Mr. Sohail Kijat CNIC No. 61101-8778455-1 S/o Noor Ud Din Kijat Occupation: Advertising	M. Communications (Pvt) Ltd., House 22-A, Main Nazim Uddin Road, F-7/1, Islamabad.	SOHAIL KISAT
9	Mr. Nadeem Akbar CNIC No. 61101-1326376-5 S/o Ghulam Akbar Occupation: Advertising	Midas Communications Pakistan (Pvt) Ltd., 13, Hill Road, F-6/3, Islamabad.	NADEEM AKBAR
10	Mr. Owais Hamid Khan CNIC No. 37405-9330165-1 S/o Farooq Hamid Khan Occupation: Advertising	Ideas Workshop (Pvt) Ltd., House # 2-A, Street # 73, Sector G-6/4, Islamabad.	OWAIS HAMID KHAN
11	Syed Mansoor Ali Zaidi CNIC No. 35202-4954305-7 S/o Syed Arshad Ali Zaidi Occupation: Advertising	S.V. Advertising (Pvt) Ltd., 2nd Floor, Fatima Centre, 14-A Shahra-e-Fatima, Jinnah, Lahore.	SYED MANSOOR ALI ZAIDI
12	Mr. Mubin Ahmad CNIC No. 35201-1212559-1 S/o Hafiz Faiz Bakhsh Occupation: Advertising	Revolution Media 5-C II Shabbir Road Lahore Cannt.	MUBIN AHMAD

Karachi, dated the day of 2016

Witness of above Signatures:

Tariq Rasheed S/o Muhammad Abdul Rasheed
CNIC No. 42201-3849658-5

House No. A-163 Sector 31/D P&T Society, Korangi, Karachi _____

ARTICLES OF ASSOCIATION OF PAKISTAN ADVERTISING ASSOCIATION

Amended as per Trade Organizations' ACT 2013

1. In these Articles, unless there is anything repugnant in the subject or context,-
 - (a) "Act" means the Trade Organizations Act, 2013 (II of 2013);
 - (b) "Associate member" means a member of a trade organization which is not body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than fifty million Rupees;
 - (c) "Association" means an association with membership on all Pakistan basis organised to represent a specific trade industry or service or any combination thereof as provided in clause (d) of sub-section (2) of section 3 of the Act;
 - (d) "corporate member" means a member of trade organization which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of not less than fifty million Rupees;
 - (e) "Federal Area" means Islamabad Capital Territory;
 - (g) "general body" means all members of a trade organization;
 - (h) "northern zone" means the Province of Punjab and Khyber Pakhtunkhwa and Federal Area;
 - (i) "schedule" means schedule to these rules;
 - (j) "secretary general" means an individual professional full-time employee of the trade organization who shall be in charge of the secretariat of the trade organization and responsible for day to day operations of the trade organization and in his capacity as such shall be custodian of all record pertaining to the trade organization;
 - (k) "southern zone" means the Provinces of Sindh and Baluchistan;

2. **MEMBERSHIP**

The subscribers of the Memorandum of Association and person admitted to membership in accordance with these articles shall be member of the Association. (The word "persons" shall include Sole Proprietorship or a Partnership or Company, provided that intending member must hold National Tax Number, Computerized National Identity Card (CNIC) and sales Tax Registration if applicable.

These shall be two clauses of Membership:

(a) **MEMBERS:**

“Member” means a firm and includes a body corporate and association of persons a company or Multinational Corporation engaged and carrying on the full fledged advertising agency business in Pakistan on ethical line and fits within the defined business scope or area of jurisdiction of Pakistan Advertising Association as provided in the Memorandum & Articles of Association. The members enrolled will be called Corporate Member, having annual turnover of Rs. 50 million or above.

(b) **ASSOCIATE MEMBERS:**

A sole Proprietorship/firm or any other company or a concern, and an organisation which is not a body corporate or a multinational carrying on following types of business shall be eligible for Associate Membership and on enrollment shall be called “Associate Member, having annual turnover of Rs. 50 million or above.

3. Any person engaged in Advertising business or any combination there of shall be entitled to be enrolled except where such person is other wise disqualified for any reason as may be prescribed.

4. **QUALIFICATION FOR MEMBERSHIP:**

(a) **FULL MEMBER / CORPORATE MEMBER**

Every applicant for membership shall be an advertising agency proposed by one and seconded by another existing member of the same category. Prescribed application for membership shall contain facts and evidence showing that the prospective member/candidate is duly appointed advertising agent of at least 5 (five) active advertisers, and is fully equipped to run the trade as advertising agency in an efficient manner, have a proven business turn over of Rs. 50 Million, have minimum three professional personnel, one of the owner should have 5 years professional experience.

(b) **ASSOCIATE MEMBER**

Any firm or Company carrying on following types of business shall be eligible for Association membership without entitlement of contesting election for an office of the association and without the right to vote.

- (i) Any Publication, Media - owner, Advertiser.
- (ii) Producers of T.V. Commercials, Cinema publicity firms and documentary films, video films, music and radio programmer.
- (iii) Bill boards, neon sign manufacturer's agents plastic illuminated advertising sign makers etc.
- (iv) Cinema publicity companies.

- (v) Printers and producers of point of sale material.
 - (vi) Manufacturers of gift items and any other person or organization related to advertising.
5. Every applicant for membership shall fill in and sign on prescribed application form to be obtained from the office of Association, inter alia agreeing to be bound by the Articles and Bye-Laws of the Association, and furnishing such other information as the Executive Committee may require, and obtain there signatures of at least two existing members of Association, one as the proposer and the other as the Seconder.
 6. Every such application shall be placed by the Secretary General before the Executive Committee at its next ordinary meeting who shall either accept or reject the said application by majority without assigning any reason or reasons there of, subject to any direction issued from time to time under Trade Organizations' ACT 2013.
 7. In case the Executive Committee rejects the applications, all sum accompanying the application shall be returned to the applicant and no further application from him shall be entertained for a period of six months reckoned from the date of such rejections.

8. **RENEWAL OF MEMBERSHIP**

The membership shall be granted for a period of one year and shall expire on the 31st day of March each year irrespective of the date of grant of membership.

The membership shall be renewable on annual basis subject to fulfillment of following conditions, namely.

- (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 filling return of Income Tax and Sales Tax if applicable, for the preceding year

9. **MEMBERSHIP FEES**

- (a) The membership fee and contributions chargeable from each class shall be fixed by Central Executive Committee subject to the approval of the General Body and Director General Trade Organization.

<u>Subscription</u>	<u>Admission Fee</u>	<u>Annual</u>
For Corporate Member	Rs.10,000/=	Rs. 50,000/=
For Associate Member	Rs 10,000/=	Rs. 25,000/=

- (b) Besides the admission fee and annual subscription, each member shall pay the principal office contribution for annual subscription to Asian Federation of Advertising Associations, and other contributions as and when required and as fixed by the Executive Committee.

- (c) The admission fee shall not be refundable.
- (d) All members shall pay their annual subscription, when due, to the Head Office.
- (e) The total collection on account of Admission fee and Annual Subscription shall be distributed between Head Office and the Zonal Offices when such offices are setup, in a manner that the share of Head Office shall be 60% and that of the Zones 40%.
- (f) If a member fails to pay the annual subscription by 31st day of March in any year, he shall cease to be a member but shall be eligible for restoration of membership by paying full admission fee alongwith full amount of his annual subscription/subscriptions and contributions to be computed from the date its becomes payable after the expiry of period for which the subscription was last paid by him.
- (g) In the event of a member being upgraded from one category of membership to another i.e. from Associate Membership to Full Membership, he shall pay the difference of amount between the Annual subscription payable by each respective category.
- (h) Any member failing to clear all sums payable to Association including annual subscription shall be treated as defaulters and shall not be entitled to:
 - (a) Become a candidate in elections.
 - (b) Proposed or Second a Candidate.
 - (c) Hold or act convener-ship of any sub-committee/council.
 - (d) Attend meeting or vote in the meeting.
 - (e) Any type of service of PAA.

CESSATION FROM MEMBERSHIP

10. The Executive Committee may remove from the Register of Members the name of a member whose dues including Annual Subscription and/or contribution approved by the Executive Committee, if any, are not paid from the time on which it should have been paid and who has failed to pay the same within 15 days of the issuance of Notice Demand by the Secretary General of the Association. Upon his name being removed from the Register of Members, shall cease to be a member of the association.
11. A member whose name has been removed from the Register of membership shall not be re-admitted as a member unless he has paid all previous sum due by him to association on any account and fresh application is made with remittance of Annual Subscription and Admission Fee.
12. A member shall cease to be a member on happening of any of the following events:
 - (a) Death Resignation, insolvency or conviction of a criminal offence, involving moral turpitude in the case of an individual.

- (b) Dissolution of business or dissolution in the case of partnership.
 - (c) Liquidation, voluntary or otherwise.
 - (d) Ownership passing on to an advertiser or media owner either wholly or partially.
 - (e) Failure to comply with any of the obligations stipulated in these articles.
13. Every member, wishing to resign may do so in writing, giving not less than one calendar month's notice to the Chairman of Association and upon the expiration of any such notice and acceptance of resign by Chairman such member shall forthwith be removed from the Register of Membership.

Any member so resigning, shall not in any way be absolved from any liability from any dues accrued and unpaid upto the time his resignation is presented.

RIGHTS & PRIVILEGES OF MEMBERS

14. (a) At a General Meeting a member who has completed two years of his membership of Association shall exercise his right to cast vote.
- (b) In case of an individual, by himself or through an attorney empowered to manage generally the affairs of his agency.
- (c) In case of a firm, by any partner thereof or through an attorney empowered to manage generally the affairs of his agency.
- (d) In case of a company, by any Director, General Manager or Secretary or through an attorney empowered generally to manage the affairs of its agency.
- (e) Every member of the association shall be entitled to attend General Body meeting of the association and may make proposals or suggestions in matter under discussion before the house.
- (f) Every member and associate member shall be entitled to vote at all General body Meetings.
- (g) Members shall be entitled to all other privileges which may be conferred on them by the association from time to time.
15. upon election every member shall furnish to the Association particulars as to the constitutions of the member and the names and addresses of person through whom and the order in which his rights of membership will be exercised and such particulars shall be entered in the Register change in the particulars shall be communicated in writing to the association, as soon as it take place and there upon changes shall be made in the Register accordingly. For all the purposes connected with the affairs of the Association, the particulars appearing in the register shall be conclusive.

16. No person shall be entitled to act or vote on behalf of any member of the Association at any meeting unless and until his name shall be entered in the Register as a person entitled to act or vote for such member, and unless all dues on account of subscription etc. etc have been paid to the association before the meeting.
17. A member shall be entitled to all such information advice and privileges with regard to the objects of association as it or any of its officers may be able to provide.

REGISTER OF MEMBERS

18. (a) A register of members of the association, with particulars as under shall be kept at the Head Office of Association.
 - (i) Name under which the member carries on business.
 - (ii) Whether the member is individual, firm or a company.
 - (iii) Nature of business which the member carries on as defined in these articles.
 - (iv) Category of Membership.
 - (v) Address of member.
 - (vi) Name of authorized representative in case of member being firm or a company.
 - (vii) Date of admission of membership.
 - (viii) If and when a member ceases to be a member the date and reason of cessation.
- (b) A similar Register shall be kept by each Regional Office in respect of members located in region concerned.
- (c) All changes in the address and other particulars of members will be intimated by members in writing to Secretary General and also to the Regional Office, if any, and members, shall have the right to inspect the Register mentioned under subparagraph (a) above and suggest correction if any.

REGIONAL OFFICES

19. (a) Besides its Head Office, the association shall have two Regional/Zone Offices as under:
 - (i) Region "A" Southern Zone at Karachi with area of operation extending over provinces of Sindh and Baluchistan.
 - (ii) Region "B" Northern Zone at Lahore with area of operation extending over provinces of Punjab, Khyber Pakhtunkhwa and Islamabad Capital Territory.
- (b) Each Regional Office shall be under the charge of a Regional Committee of six persons. Provided that only those members who have their principal place of business in particular Regional shall be eligible for election to the Regional Committee of that Region.

- (c) At the expiry of one year from the date of induction into office of the Regional Committee all the members retire from office as the tenure of all elected office bearers shall be one year.
- (d) No member of Regional Committee shall hold office for more than two consecutive terms.
- (e) Election shall be held in accordance with Bye-Laws.

REGIONAL COMMITTEES

20. The Regional Committee shall have the following power and functions.
- (a) Each of the Zone shall have Zonal/Regional Committees which will function in their respective zones.
 - (b) The member of each Zone/Region will decide the strength and composition of their respective Zone / Regional Committee but the number of the members of the Regional Committee shall not exceed 6.
 - (c) The Regional Committee shall maintain proper accounts of all receipts and expenditure and shall submit their duly audited accounts.
 - (d) Notwith standing anything here in before contained the Regional Committee shall correspond with the provincial Government or authorities of Provincial or Central Government in the province, strictly on matters which concerned Zones/Regions and matter having All Pakistan bearing shall be dealt with by and through Central Executive Committee of the Association only. Provided that if the Central Executive Committee differs with the Regional Committee, the opinion expressed or representation made by the later shall also be forwarded by the Central Executive Committee with its own views to the appropriate authorities.
 - (e) The Regional Committee shall carry on its activities within the Region to the extent they relate to the problems of the industry whose bearing is confined to the province. Policy matters affecting the Advertising Profession as a whole or whose impact extends beyond the province shall be handled by the Central Executive Committee of association alone which shall have all powers of supervision and control over the working of Regional Committees.
 - (f) To receive applications for admission as members from those engaged in the Advertising agency business within the Region and to forward the same to the Secretary General with its observation and recommendations.
 - (g) To recommend to the Executive Committee expulsion or removal of a member within its jurisdiction from the membership of the Association.

COMPOSITION OF CENTRAL EXECUTIVE COMMITTEE

21. (a) The Executive Committee of the Association shall be composed as follows:

Chairman:	one
Senior Vice Chairman:	one
Vice Chairman	one
Members:	Eleven

Total:	Fourteen

- (b) There shall be 2(two) seats reserved for women entrepreneurs for which the Electoral College shall be Executive Committee.
- (c) If any seat reserved for women entrepreneurs remains vacant, it shall not be filled with member from other category. Provided that any seats remaining vacant in any category shall not be counted towards determinations of quorum.
- (d) The Chairman shall be elected from amongst the elected members of the Central Executive Committee at the first Executive Committee meeting after Annual Election.
- (e) On the expiry of fixed tenure period of one year the Chairman will automatically cease to be the Chairman and will hand over the charge of his office to the newly elected Chairman.
- (f) The Chairman shall not hold office in the Executive Committee for more than two consecutive terms.

RETIREMENT FROM EXECUTIVE COMMITTEE

- 22. (a) The tenure of all elected Office Bearers shall be one year and shall retire every year.
- (b) No member of Executive Committee of Association shall hold office for more than two consecutive terms.
- (c) On retirement from the Executive Committee, the retiring person or the agency represented by him acting through any other representative shall not be eligible to act as committee man for next one year.
- (d) The Chairman and Vice Chairman shall be deemed to have automatically retired from the respective office on holding of the next Annual General Meeting of the Association.

CASUAL VACANCY

- 23. (i) A casual vacancy on the Executive Committee may be created.
 - (a) By death or resignation of Office Bearers.

- (b) In case of a Committee man if he fails to attend three consecutive meeting of Executive Committee without leave of absence.
 - (c) If he ceases to be a representative of the agency.
- (ii) Casual vacancies of the members shall be filled by Election.

ASSUMPTION OF OFFICE BY THE OFFICE BEARERS AND THE MEMBERS OF EXECUTIVE COMMITTEE

24. That the office bearers shall assume office on the first day of October each year.

CALLING OF MEETING OF THE EXECUTIVE COMMITTEE AS AND WHEN REQUIRED

25. Meeting of the Executive Committee shall be held as often as the consideration of business requires and shall be held, adjourned or otherwise regulated as the Executive Committee shall think fit.

FOUR MEMBERS SHALL CONSTITUTE QUORUM FOR EXECUTIVE COMMITTEE MEETING

26. Four members of the Executive Committee present in person shall constitute the quorum. If the quorum is not constituted within Thirty Minutes of the appointed time for the meeting, the meeting shall set and adjourned to the same day and place in the next week unless the Chairman, in view or urgency of any matter decide otherwise. No quorum shall be required for an adjourned meeting.

SEVEN DAYS NOTICE FOR ORDINARY MEETING OF THE EXECUTIVE COMMITTEE

27. Not less than seven days notice of the meeting of the Executive Committee shall be given unless the Chairman in view of urgency of any matter decides to give shorter notice.
28. The Chairman and in his absence any of the Vice Chairman shall preside at the meeting of the Executive Committee. If he shall present and if shall not be present within 30 minutes of the time fixed for the meeting the Executive Committee shall elect Chairman among themselves for the meeting.
29. In case of equality of votes at a meeting of the Executive Committee, the Chairman of the meeting shall have a further or casting vote.

POWER AND FUNCTIONS OF THE EXECUTIVE COMMITTEE

30. The entire administration and management of the affairs of the Association shall be vested in the Central Executive Committee who in addition to the powers and authorities by these articles conferred,

may exercise all such powers and do all such acts and things necessary or required for purpose of managing the affairs of the Association. The Executive Committee shall have absolute control over all the affairs of the association.

31. Without prejudice to and no as to limit or restrict the General Powers conferred by the last preceding Article the Executive Committee shall have the following powers:-
- (a) To dispose of application for membership;
 - (b) To superwise the working of staff;
 - (c) To sanction expenses;
 - (d) To appoint, suspend, dismiss or terminate the services of the officers, agents of the association and to fix their duties and remuneration;
 - (e) To enter into contract for and on behalf of the association and settle terms thereof;
 - (f) To appoint a Secretary General through a Human Resources committee composing of three members of the Executive Committee and anyother staff or professional management shall be appointed through a process to be framed and defined in the association's human resource policy by Executive Committee.
 - (g) To make rules and regulations of services of the officers and staff of the association and for their provident fund, pension, gratuity, medical facilities, loan and/or other allowances or benefit, if any;
 - (h) To appoint sub-committee /councils and to delegate any of its powers to such sub-committee/council;
 - (l)
 - (i) To purchase or otherwise acquire for the association any property, right or privileges which the association is authorized to acquire at such price and generally on such price and generally on such terms and conditions as they think fit;
 - (ii) To open accounts with bank or bankers and to pay money into and draw money from any such account or accounts and to determine who shall operate such account and sign on behalf of the association bills, notes, promissory notes, receipts, acceptances, endorsement, cheque releases, contract and documents, however the signatures of the Secretary General shall be mandatory for operation of all single or jointly operated bank account of the association.
 - (iii) To appoint any person or persons to accept and hold in trust for the Association any property belonging to the association or in which it is interested or for anyother purposes and to execute and do all such deeds and things as may be requisite in relation to any

such trust and to provide for the remuneration of such trustee or trustees;

- (iv) To institute, conduct compound or abandon any legal proceedings by or against the association or its Secretary General or otherwise, concerning the affairs of the association and also to compound and allow time for payment or satisfaction or any debt due or of any claim or demands by or against the association;
- (v) To refer any claim or demand by or against the association or arbitration and observe and perform the onwands;
- (vi) To invest and deal with any of the moneys of the association not immediately required for the purposes thereof, upon such Securities or investments and in such manner as they may think fit and from time to time vary or realize such investments;
- (vii) To execute in the name and on behalf of the association such mortgages of the association's property as it thinks fit and any such mortgage may contain a power of sale and such other powers covenants and provision as shall be agreed upon.
- (viii) To provide for the welfare of employees and the wives, widows and families or dependants of such person, by building or contribution to the building of houses or dwelling or by grant of money's pension, gratuity, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and or/to the association institutions, Pakistan Advertising Institute, Funds, or Trust and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religions, scientific, national or anyother institution or objects which shall have any normal or other claim to support or aid by the association.
- (ix) To raise and borrow money and secure the payment of the money by such means and upon such terms and conditions and in such manner as may be determined.
- (x) To defray expenses, subject to availability of Funds of delegates selected and deputed by the association to represent in any conference in Pakistan or abroad.
- (xi) To secure for the association membership /affiliation with the Federation of Pakistan Chambers of Commerce and Industry and retain such membership / affiliation and with such other International Organisation of Advertising agents as is approved by the competent authority and Government for the purpose.
- (xii) The Executive Committee shall have the power to elect / nominate its nominee or FPCCI or on other bodies and to nominate two Office Bearers of

association to Trade Organisation Advisory Council appointed by Federal Government.

- (xiii) The Executive Committee shall prepare a three year plan of activities and the same will be distributed amongst its members and cover among other matters the proposed future activities, finances and outcome of such activities intended by the association during the said three year period;
 - (xiv) The Executive Committee shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of association to include but not limited to Minutes of meeting and association's plan of activities.
31. To expel, remove, suspend, or censure any member from the Association or re-admit such expelled / removed member subject to conditions laid down in these articles either on its own initiative or on the recommendation of the Regional Committee or by Director General Trade Organizations.
32. To adopt and take such measures, not inconsistent with the Memorandum of the association or these articles, as may from time to time be considered necessary for the achievement of the aim and object of the association.

POWER & FUNCTION OF CHAIRMAN OF THE ASSOCIATION

33. (a) The Chairman of the Association shall be the Chief Executive of the Association and shall represent the Association to the outside world.
- (b) The Chairman of the Association shall wield all the powers of the Executive Committee of the association and if needed would be entitled to take independent decision about affairs concerning the association in the best interest of the association. Such decisions of the Chairman shall be subject to the censure and approval including post facto approval of the Executive body.
- (c) The Chairman of the association shall conduct his office with dignity and decorum and shall be responsible to represent the interest of the association.
- (d) If the Chairman of the association is absent for some reasons and is unable to carryout his functions, one of the Vice Chairman shall assume the office of the Chairman for the time being till the Chairman returns and assume his functions.
- (e) The Chairman, or in his absence, the Senior Vice Chairman, may at his discretion convene an urgent meeting of the General Body or the Executive committee at such notice as the exigency of the situation demands for the purpose of transaction business of an extremely urgent nature.

- (f) The Chairman may in his discretion and subject to Executive Committee confirmation employ any person to serve the association who's salary does not exceed Rs. 150,000/- per month. Appointment's carrying a monthly salary of over Rs. 150,000/- shall be made by the Central Executive Committee.
- (g) The Chairman may in his discretion from time to time spend money not exceeding Rs. 3,00,000/- for the purpose of the Association in anticipation of the sanction by the Executive Committee and also may sanction loan and advances to the officers and staff.

REGIONAL CHAIRMAN

- 34. Subject to the overall jurisdiction and authority of the Chairman and Executive Committee whose instructions it shall be his duty to carry out, in accordance with the Provisions of these articles, the Regional Chairman shall enjoy the same powers and performs the same functions in respect of the regions those enjoyed by the Chairman.

GENERAL MEETINGS

HOLDING OF ANNUAL GENERAL MEETINGS EVERY CALENDAR YEAR AND THE NATURE OF BUSINESS TRANSACTED AT SUCH MEETINGS

- 35. The Annual General Meeting shall be held once every calendar year between the first day of July and 30th day of September. The following business shall be transacted at such General Meeting:
 - (i) To consider and approve the Balance Sheet and the Income and Expenditure Accounts of the Association and the Report of the Auditors thereon;
 - (ii) To record the declaration of the results of the annual election of the Chairman and Members of the Executive Committee.
 - (iii) To appoint Auditor or Auditors and fix their remunerations.
 - (iv) To transact such other businesses as may be included in the Agenda by the Executive Committee.

EXTRA ORDINARY GENERAL MEETINGS

- 36. General Meetings other than Annual General meeting are called extraordinary General Meetings to transact such business as may be placed before them by the Executive Committee or left over at the Annual General Meeting held last or to transact business of special nature/character which cannot conveniently be postponed until the next annual general meeting.

EXTRAORDINARY GENERAL MEETING THROUGH REQUISITION IN WRITING

- 37. On requisition made in writing addressed to the association by any 1/3 of the total number of members of association, the Chairman shall call an Extra-ordinary General Meeting.

Any such requisition must state the object of the meeting proposed to be called and be signed by the requisitioned and delivered at the Head Office of the Association.

38. (a) The requisition must state the objects of the meeting and must be signed by the requisitioned and deposited in the Head Office of the Association and may consist of supporting documents in like form each signed by one or more requisitioned.
- (b) If the Chairman does not proceed within thirty days from the date of the requisition being so deposited to cause a meeting to be called, the requisitioned or a majority of them may themselves call the meeting, but in either case any meeting so called shall be held within seven weeks from the date of the deposit of requisition.
- (c) Any meeting called under this article by the requisitioned shall be called in the same manner as that in which General Meetings are called.

39. General Meeting for want of Quorum shall stand adjourned to the same day and time in the following week and no quorum shall be necessary for such adjourned meeting. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened by the Executive Committee upon the requisition of members or by the requisitioned shall be dissolved.

In either case, it shall stand adjourned to the same day in the following week at the same time and place. No quorum shall be necessary for such adjourned meeting.

40. Not less than twenty one days notice of every Annual General Meeting, specifying the place, day and hour of the meeting with a statement of the business to be transacted in the meeting shall be given to the members by notice sent by Registered Post / By Courier to members entitled to receive notice.

Provided that a General meeting may be convened by a shorter notice if in opinion of the Executive Committee or by the Chairman in consultation with any two of Vice Chairman the business to be transacted at the meeting is urgent or emergent. Provided further that not less than twenty one days notice shall be given of a meeting to pass a special resolution specifying the intention to propose a special resolution by all the members entitled to attend and vote at any such meeting may agree to consider the resolution which may be proposed and passed as a Special Resolution at a meeting of which short notice has been given.

41. Non-receipt of the above-said notice by any member shall not invalidate the proceedings at any General meeting.
42. No business shall be transacted at any General Meeting unless a quorum of 25 per cent of members is present in person.

43. That the Chairman or in his absence any of the Senior Vice Chairman shall preside at General Meetings of the Association. If within half an hour from the time appointed for the meeting, neither the Chairman nor Senior Vice-Chairman is present at the meeting, the members present shall choose someone from amongst themselves as Chairman for such meeting. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the meeting from which the adjournment took place.
44. Every question except the election of the Chairman which shall be by ballot, submitted to General Meeting shall, unless unanimously decided, be decided by majority of votes by show of hands unless a pole is demanded.

Provided that no special resolution concerning amendment of Memorandum & Articles of Association shall be deemed to have been passed unless it has received the votes of three fourth majority of the members present and voting. A poll may be demanded on any question by at least three members present, at the meeting if a poll is demanded in the manner aforesaid the same shall be taken at such time and in such manner as the Chairman of the meeting directs and the result of such poll shall be deemed to be the Resolution of the association in General Meeting.

45. That the demand of a poll on any question shall not prevent the continuance of the meeting for transaction of any business other than the question on which poll has been demanded. In case of any equality of vote on show of hand or an a poll the Chairman of the meeting shall have a further and / or casting vote.
46. At every General Meeting, the Chairman shall declare that the Resolution has been carried or lost unanimously or by majority of votes by show of hands or as a result of poll of which entry shall be made in the Minute Book of the General meeting of the Association and the same shall be conclusive evidence of the fact.

47. **MANAGEMENT / SECRETARY GENERAL**

- (a) Association shall appoint a secretary general through a human resources Committee formed by the Executive Committee and shall consist of three members of the Executive Committee.
- (b) The secretary general shall be in charge of secretariat of the Association, who shall exercise his powers and perform his functions under the Act, these rules, the Ordinance and the memorandum and articles of association.
- (c) The signatures of the secretary general shall be mandatory for operation of all the single or jointly operated bank accounts of the Association.
- (d) The termination of services of the secretary general shall be through a resolution of the Executive Committee.

- (e) An Association employees who shall report directly to secretary general alone shall be appointed jointly by the secretary general and human resources committee.
- (f) Any other staff or professional management shall be appointed through a process to be defined in the trade Association human resource policy.
- (g) The Secretary General who shall be the head of the Secretariat, shall have all correspondence with the members regarding their membership as well as with government Departments in consultation with the chairman, where-ever necessary and shall take steps of realization of subscription from members and shall ensure to keep account and proper accounts of the funds of the Association. He shall issue all notices, prepare the agenda for the meetings and accurate minutes of the meetings of the Executive Committee, General Body, Sub-Committee etc. He shall have charge of the office effects and documents belonging to the associations.
- (h) He shall see, that the resolution of the association and the Executive Committee are duly carried out.
- (i) He shall attend to all routine matters and carry on all correspondence on behalf of the association.
- (j) He shall prepare or draft notes, memoranda, reports, statements in connection with the business and affairs of Association.
- (k) He shall exercise the powers delegated to him from time to time to appoint, suspend, punish, remove or discharge or grant leave, overtime payments to members of the staff of the association who is not an officer.
- (L) A person who has been designated by the Executive Committee as an "Officer" shall be deemed to be "Officer" for purposes of the preceding provision.
- (m) He shall assign work to the staff / officers.
- (n) He shall incur expenditure under the budgeted heads to the extent of the amount fixed by the Executive Committee.
- (o) To maintain administrative and disciplinary control over the entire staff of the Association in accordance with the rules and regulation and Service Rules of Association to be framed by Executive Committee / or Human Resource Committee.
- (p) The Secretary General shall attend the meetings and conferences of public / private bodies when nominated by Executive Committee for the purpose of representative of the association thereat and to represent for all purposes when action arises before any court of law in any suit or proceeding instituted by or against the association but the shall not be competent to compromise any suit or proceeding without the sanction of the Executive Committee.

- (q) The Secretary General shall convene a meeting of the Executive Committee within 7 days of the retirement of the outgoing Executive Committee to enable the remaining Executive Committee members to make adhoc arrangements for running the affairs of the Association, in case Annual Election of Member of Executive Committee or office bearers are not held/or delayed due to any reason.

In case election of Office Bearers is not held the Secretary General shall convene a meeting of Executive Committee within 7days of election to make adhoc arrangements for running the affairs of the Association.

- (u) To do and perform all acts and deeds he may expressly be required to do by the Chairman or the Executive Committee and generally all such other acts and deeds as are incidental to his office subject to the supervision, control and orders of the Chairman.
- (r) An association employee who shall report directly to Secretary General alone shall be appointed jointly by the Secretary General and the Human Resource Committee.

48. **ELECTION**

Subject to provision of section 11 of the Trade Organizations Act 2013, the elections of Association shall be held on annual basis during the period of 1st July to 30th day of September of the year.

49. **Announcement of elections schedule.-**

- (1) The election schedule of Association shall be approved by the executive committee of Association and issued by secretary general in the first half of July
- (2) Within two days of its days of its approval by the executive committee, the election schedule shall be-
- (a) displayed at notice board of head office and regional offices of the Association;
 - (b) displayed at website of Association ; and
 - (c) Authorized to the Directorate General Trade Organizations' ;

50. **Eligibility to vote,-**

- (1) Subject to provisions of section 10 of the Act, the eligibility of a member of Association to vote at the election of Association shall be subject to following conditions, namely:-
- (a) the member has completed two years of valid membership of Association as on the date of

announcement of election schedule by the executive committee of Association ;

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

- (b) the member has fulfilled the conditions of membership and renewal thereof the respective Association Under rule 11.

(2) Every member eligible to vote shall deposit with the secretary general, the specimen signature card alongwith photograph indicating the status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the director of the member-firm or company, or a person not below the rank of general manager authorized by the board of directors of a public limited company or, as the case may be, a multi-national corporation.

(3) The proprietor, partner or director of the member-firm or company, concern or a person not below the rank of general manager authorized by the board of directors of public limited company or a multinational company shall be entitled to cast vote at the time of election only if name of such person has already been registered with the secretary general and his name appears on the list of voters.

51. **Appointment of Election Commission.**

Simultaneously with approval of the election schedule as provided in rule 14, the executive committee of association shall appoint an Election Commission subject to the following conditions, namely:-

- (a) the commission comprises three member;
- (b) the members so appointed have submitted their consent in writing to their appointment as such;
- (c) the members of the commission, so appointed, have not held any office of the respective association for the preceding two years;
- (d) the member of the commission shall not be entitled to become a candidate in the election, he is conducting;
- (e) the member of the commission shall be independent, impartial and non-partisan; and
- (f) the members of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

52. **Functions of Election Commission.-**

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

- (a) appointment of polling staff;

- (b) ensuring display of tentative voters' list by the secretary general for the purpose of inviting objections as provided in sub-rule (3) of rule 18;
- (c) Examination of and decision on the objections received on the voters' list as provided in sub-rule (6) of rule 18; and
- (d) supervision of polling process and ensuring that the polling has been conducted in an orderly, peaceful, fair and transparent manner in accordance with provisions of the memorandum and articles of association and instructions of the Federal Government or the Regulator in this regard; and
- (e) counting of votes and announcement of results.

53. **Election procedure.-**

- (1) The election of Association shall be conducted according to the procedure laid down in the respective articles of association subject to the following;-
 - (a) the election of the members of executive committee and office bearers shall be held by secret ballot;
 - (b) neither postal ballot nor proxy shall be allowed; and
 - (c) the polling shall be held simultaneously at the head office, regional offices or, where the number of voters exceeds fifty, at the branch offices of Association

Provided that where for want of space in the office premises it is not possible to establish the polling booths, the polling shall be held in a public place such as community hall or hotel.
- (2) Within three days of the announcement of the election schedule member-firm desiring to change their representative shall intimate changes regarding name of representative to the secretary general alongwith necessary proof of eligibility.
- (3) The secretary general of association shall display, within seven days of the announcement of election schedule, the provisional list of all members eligible to vote alongwith their national tax number sales-tax-registration number, if applicable, the name and national identity card number of their representative. The list shall be displayed at-
 - (a) notice board of the head office and regional offices of Association ; and
 - (b) website of 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 the voters' list.
- (5) The secretary general shall, within five days from receipt of objections under sub-rule (4), intimate action on the objections or changes, if any

- (6) Any person aggrieved by decision of the secretary general may, within three days of receipt of the decision, make a representation to the Election Commission which shall decide the representation within three days.
- (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), may, within three days of decision by the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-rule (6), make an appeal to the Regulator who shall decide the appeal within ten days and his decision in this regard shall be final.
- (8) Within two days of the decision of the Directorate General of Trade Organizations' (Regulator) the final voters' list shall be-
- (a) displayed at notice board of the head office and regional offices of Association ;
 - (b) displayed at website Association ; and
 - (c) submitted to the Directorate General of Trade Organizations'; (Regulator)

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

- (9) Within four days of display of the final list of voters, any person, who is eligible to contest elections for the vacant post, shall send his nomination, duly proposed and seconded by a duly registered voter and signed by the candidate, to the secretary general.
- (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 objection, if any, to nomination of the candidates may be filed to the Election Commission within twenty-four hours of issuance of the list of candidates, which shall be decided by the Election commission within two days.
- (13) Within two days of decision of the Election Commission or in case the Commission fails to decide within the stipulated time provided in sub-rule (12), any candidate, aggrieved by the decision of the Election Commission or, as the case may be, on expiry of limitation of the Election Commission under sub-rule (12), may file an appeal to the Directorate General of Trade Organisations, (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 Directorate General of Trade Organizations' (Regulator) the Election Commission shall issue final list of the candidates;

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

- (15) Within five days of display of final list of the 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), any person elected as member of executive committee, shall send, to the Election Commission for election as an office bearer, his nomination duly proposed and seconded by an elected executive committee's member and signed by the candidate.
- (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 the 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 annual general meeting of the Association called for this purpose within fifteen days of the date of polling under sub-rule (18) but not later than the 30th day of September of the year.
- (20) The announcement of election results in the annual general meeting under sub-rule (19) shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-section (3) of section 14 of the Act.
- (21) The final election results announced in the annual general meeting shall be-
 - (a) displayed at notice board of the head office and regional offices of association within two days;
 - (b) displayed at website of association within two days; and
 - (c) submitted to the Directorate General of Trade Organizations' (Regulator) within seven days.

54. Conduct of elections.

- (1) The ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in presence of polling agents of the candidates and the polling officer before the issuance of ballot papers to the voter.
- (2) it shall be duty of the polling officer to verify identity of the voter. The only acceptable forms of identification shall be computerized national identity card, original identity card issued by the association, passport and driving licence. The polling officer shall, on the counterfoil, enter the number of identification document.
- (3) After 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 or an officer of 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 shall not be allowed leave the polling booth, without casting his vote in the ballot box.
- (6) Adequate arrangements shall be made to maintain 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 office designated by the 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 supervision of polling officer in 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 counting of the 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 presence of the candidates or their polling agents and a record of the result thereof shall be made.
- (14) Having completed the counting and compilation of results, 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) 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 the elections shall be opened for inspection by the applicant in presence of the Election Commission.

FUNDS AND BANK ACCOUNT

54. All moneys received whether as deposits or fees subscriptions, contributions, donations, etc., from members as contribution towards any fund shall be under the absolute control of the association. The

association shall be entitled to use them for any objective of the association.

All funds of the association shall be deposited in its name in such bank or banks as may be directed by the Executive Committee who shall have also the power to operate the same and all cheques on the account shall be signed by the Secretary General and one or more members empowered in this behalf by the Executive Committee from time to time.

The association shall make a declaration to the auditors of all accounts including those opened separately for projects such as local and foreign exhibitions/conference, delegation etc. and shall not maintain any account which is not subject to audit.

OBLIGATIONS (CODE OF ETHICS)

55. Member agencies must continue to render full agency services in reasonable conformity to the agency service standards set by the association.
56. Members shall retain either the standard commission granted due from the media owners or charge clients service fee which shall never be less than 15% of the client's gross expenditure. Nor shall they prepare or supply material for advertising on any basis that can be considered as direct secret rebating. Where no commission is allowed by the media owner, the member will charge his clients a minimum of 15% on the gross cost.
57. Members are required to use fair methods of competition, not to offer the services enumerated above or services in addition to those without adequate remuneration or extension of credit facilities or banking services or approach clients of member agencies.

No member should take on a client previously held by another member unless all the dues of the previous incumbent have been cleared arrangements among the members themselves. The newly appointed Advertising Agency of the clients will not take up advertising business of such clients unless and until total dues pertaining to not only Press Advertising but also of the production expenses for the same Advertising, bill electronic media, hoarding, cinemas and printing designing, artwork, films and their prints and jingles etc. etc. of the above outgoing agency are settled.

The outgoing agency will apprise the Association of such dues which will be communicated by the Association to the newly appointed Advertising Agency as well as copies of N.O.C./clearance certificate. In the case of a dispute arising out of the switch over or in the case of financial dispute, whose decision will be binding on the parties concerned. Every agency's client's record will be maintained in PAA office and changes duly registered which must be supplied by the member agency.

58. Members shall neither prepare nor place any advertisements, in any medium, which
 - (a) Is knowingly a copy or a plagiarism of any other advertisement of any kind whatsoever, whether national or international.

- (b) Makes attacks of a personal character or makes uncalled for reflections on competitors or competitive goods.
 - (c) Is indecent, vulgar, suggestive, repulsive, offensive, antistatic infringes national values and injures any sectarian or religious feeling. A competent committee other than CEC elected members will be instituted to deal with such matters.
 - (d) Is objectionable medical advertising and an offer of free medical treatment advertising that makes a remedial, relief of curative claims, either directly or by inference, not justified by the facts of common experience.
 - (e) Concerns a product, known to the member as a dangerous or injurious drug.
 - (f) Or any advertisement which may cause money loss to the reader or injury in health or moral or loss of confidence in reputable advertising and honourable business or which is regarded by the Pakistan Advertising Association as unworthy and is against the interest of the consumer in anyway.
59. Upon any breach by member of the obligations by a member the specially constituted Committee shall set out the circumstances constituting the breach and call for written explanation of the member and give him an opportunity of being heard thereon. This Committee if not satisfied with the explanation may recommend to the CEC:-
- (a) Warn the member, or
 - (b) Suspend the member from membership of the Association for a period of six months, without any remission in fees or subscriptions paid or due.
 - (c) Recommend to the Association in General meeting expulsion of the member from the Association.

NOTICES

60. (a) A Notice may be served upon any member of the association either personally or by sending it through post by registered letter or by courier, fax or e-mail addressed to such member at his address last recorded in the Register of Members.
- (b) Any notice, if sent by post or by courier, fax or e-mail shall be deemed to have been served at the time of the letter containing the same would be delivered in ordinary course and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and that the postage was prepaid.
- (c) Notice of every General meeting shall be given in a prescribed manner herein before and as per compares ordinance to every member of the Association whose address appears in the Register of Members.

COMMON SEAL

61. The Executive Committee shall have power to provide a common seal for the Association and from time to time destroy the same and substitute with a new one on its place and shall provide for the safe

custody of the seal for the time being and it shall not be used except by the authority of the committee and in the presence of two members of the Executive Committee.

ACCOUNTS & AUDIT

62. (a) The Executive Committee shall cause proper books of accounts.
- (b) The book of accounts shall be kept in the principal/Head Office of the Association and shall always be opened to inspection by the members of the Executive Committee subject to the directions and conditions prescribed by the Executive Committee.
- (c) The Executive Committee shall cause to be prepared and laid before the Association in General Meeting such statements of accounts, balance sheet and reports as are required in these article and the provision of the companies ordinance 1984.
- (d) A copy of every balance sheet and income and expenditure account which is to be laid before the Association in Ordinary General Meeting together with the Auditors Report and report of Chairman/Executive Committee shall be sent to every member not less than 21 days before the date of the meeting and made upto a date not more than six months before such meeting.
- (e) The Executive Committee shall in all reports comply with the provision of section 230 to 236 of the companies ordinance 1984.

AUDITORS

63. Auditors shall be appointed and their duties regulated in accordance with Section 252 to 255 of the companies ordinance 1984.

MEDIA BUYING/AGENCY OF RECORD (AOR).

64. Principles of Media Buying in Pakistan
In the mutual long-term interest of PAA member agencies, advertisers and media and to provide a clear, transparent and equitable method for all member agencies to follow in their dealings with their clients the General Body of PAA proposes the following:

A. Principle of Full Service Agency:

Membership of PAA is based on the basic principle that members are full-fledged advertising agencies that offer integrated services such as strategic planning, creative development and execution, media planning and buying etc, to their clients. PAA members are not expected to act only as strategic consultants, or only as creative studios, or only as film producers, or only as media buying houses, as per PAA rules.

Historically, some clients who work with more than one agency, have for the purposes of better centralized co-ordination and greater efficiencies, been entrusting their total media buying and releases to one of their club agencies. In such cases where an

advertiser has multiple brands being handled by different agencies, it could be in the interest of the advertiser to entrust the media planning / buying / releases to one of its club agencies for the following possible reasons:

- a) Co-ordination in media planning and media selection each of its brands;
 - b) Co-ordination scheduling of releases among each brand;
 - c) Greater cost efficiencies based on total advertiser spend in individual publications / Channels / programs, etc.
- B) Offering of 'Media Only' services;

Over the last few years, a few member agencies were offering 'media only' services.

After examining the implications of this recent development with respect to its impact on the advertising agency business as a whole, and also as to whether it is in the interests of advertisers and media in the long term, the PAA came to the conclusion that this development was not in the long term interests of advertising agencies, advertising and media, for the following reasons:

- 1) The reason of creating of an advertising agency is to add value to a client's business by harnessing and orchestrating internal and external resources on a continuous basis, thereby providing an integrated solution strategic planning, creative development and media planning are individually interlinked. Without the development of a strategic plan, it would be impossible to go ahead with creative execution.

Without knowing the size of an ad, its placement, its frequency of release, etc. it would be improper to go ahead with creative development, and vice versa. Therefore, the offering of a media only' service by an agency, who is otherwise, not involved with any of the other client's brands, will dilute the value that advertising agencies are expected to provide to their clients.

- 2) The advertiser is not likely to benefit by separating the media function from all the other functions that an agency is expected to perform, for the simple reason that the principle of single accountability is totally violated. Great strategic thinking and great creativity can be nullified by poor media planning and execution. And vice versa. The advertising agency is expected to be fully responsible for its strategic inputs, creative execution and media planning breaking up these interlinked functions would lead to dilution of responsibility and accountability
- 3) It is in the long term interests of advertisers that media offer transparent rates based on the individual advertiser's spend in respective publications/ channel, etc. Larger the advertiser spend in a medium, larger the savings.
- 4) It is equally in the interest of media that rate negotiations be on the basis of individual advertiser spend, rather than that on the basis of agency spend.

Over and above, worldwide experience had shown that left to operate freely, just a few large media independents survive. These,

by their very size , tend to become monopolies or cartels who dictate rates to advertisers and to media. Free market operations thereby get curtailed. Neither the advertiser gets maximum cost efficiencies., nor do the media get its justifiable revenues.

Rules Governing Media Buying / Agency of Record (AOR)

The definition of Agency of Record (AOR) is as follows:

- 1) The AOR of an advertiser is one of the advertising agencies of the advertiser, who offers full advertising services including account planning, creative and media for at least one brand of the advertiser (brand means and includes any business segment of an advertiser either in part full) and
- 2) Is entrusted by the advertiser to handle media buying and media releases for some or all of the advertiser's brand.
An advertising agency can act as an AOR for an advertiser only upon fulfillment of all the following conditions:
 - 1) The agency has been appointed by the advertiser as a full service agency for one of its brands, and has actually created and released advertising for such brand.
 - 2) For an advertising agency who has been a full service agency of the advertiser for less than one year, the media billings of the brand/s handled by the agency during the six months after its appointment as AOR for the advertiser, shall not be less than 10% of the advertiser's total spend, of Rs. 50 lakhs, whichever is less, during that period.
 - 3) For an advertising agency who had been a full service agency of the advertiser for more than one year, the media billings of the brand/s handled by the agency during the previous financial year, prior to its appointment as an AOR for the advertiser, shall not be less than 10% of the advertiser's total media spend, or Rs. 1 Crore, which ever is less, in the previous financial year.
 - 4) The advertising agency may continue to act as an AOR in subsequent years only if the media billings of the brand/s handled by it on a full service basis are not less than 10% of the advertiser's total media spend, or Rs. 1 Crore, whichever is less, in the previous financial year.

The remuneration principle for an AOR is as follows:

- 1) For the services rendered in the areas of media buying and media releases, the AOR will earn 2.5% media commission / trade discount on releases made by it for brands which are handled by other advertising agencies of the advertiser. The other advertising agencies will earn 12.5% commission / trade discount.
- 2) The AOR will be responsible for raising media bills, collection of media dues from the advertiser and payment to media.
- 3) The AOR will provide not later than the end of the following month to the other advertising agencies, a statement which clearly indicates the other advertising agencies' commission /

trade discount entitlement for the preceding month for various brands.

In case an advertising agency operates on the basis of a fee system, the basis of remuneration shall be as follows:

- 1) In the event that the agency is responsible for acting as full service agency, including media buying and releases, such fees should not amount to less than 15%
- 2) In the event that media releases are undertaken by another agency acting as an AOR, such fees shall not be less than 15% including that paid to AOR.
- 3) Agencies operating on a fee bases will raise supplementary debit / credit notes at the end of each financial year to ensure that their earning from media equals 15%.
- 4) Agencies operating on a fee basis with any of their clients, will inform the PAA of the same along with a declaration that they adhere to the principle of 15%.

The Executive Committee of the PAA is authorized to take disciplinary action against any member for violation of these rules, including recommending expulsion to the General Body, if it deems fit.

MINUTES BOOKS

65. Minutes of all meeting of the General Body or Managing Committee and Sub-Committee shall be entered in Minute Book and they shall be signed by the Chairman of the meeting to which they relate or by the Chairman of the next meeting upon confirmation of it and when so signed shall be conclusive evidence of the proceedings of the meeting to which Minutes relate.

INDEMNITY

66. (a) Every office bearer, Secretary and other officer or servant of the Association shall be indemnified by the Association against all costs, losses, penalties and expenses which any such office bearer, Secretary, officer or servant may incur, or become liable to, by reasons of any contract entered into, or act or deed done or omitted to be done by him as such office bearer, Secretary, officer or any servant acting in good faith, or in any way in the discharge of his duties in good faith and it shall be the duty of the Executive Committee to meet out of the funds of the Association, all such liabilities; and the amount for which such indemnity is provided shall immediately be attached as lien on the property of the Association, and have priority as between the members of the Association over all other claims.
- (b) No office bearer, Secretary, or other officer or servant of the Association shall be liable for the acts, receipts, neglects or defaults of any other office bearer or officer or servant, or for joining in any receipt or other act, or for conformity or for any loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee, for or on behalf of the Association, or for the insufficiency or depreciation or any

security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any money, securities or effect shall be deposited, or for loss occasioned by any error of judgment, omission, default or oversight on his part, or any other loss, damage or misfortune that may happen in the execution of the duties of the office, or in relation thereto unless the same happened through his own dishonesty.

WINDING UP

67. (a) The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be wound up, and shall there remain after satisfaction of all its debts and liabilities, any surplus property whatsoever, the same shall not be paid, distributed amongst the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, at an Extraordinary General Meeting convened for the purpose.
- (b) Notwithstanding any thing contained in clause (a) above the provisions of the companies ordinance 1984 as amended from time to time regarding winding up or dissolution of association shall apply to the winding up or dissolution of the association.

DISPUTES

68. Any dispute or difference of opinion in regard to the interpretations or scope of application of these articles of Association which cannot be resolved by the association itself, shall be referred to the Director General Trade Organisation appointed under Trade Organizations Act 2013.

MEMORANDUM, ARTICLES OF ASSOCIATION AND BYE-LAWS

69. Memorandum and Articles of Association including but not limited to the organizational structure, and any bye-laws of association shall be within the provisions of Trade Organizations ACT 2013, Companies Ordinance, 1984 (XLVII of 1984) and the Public Notice issued by Ministry of Commerce from time to time.

Amendments to these Articles of Association shall be made by Central Executive Committee subject to the approval of General body of association and approval by Regulator Trade Organizations.

PROFESSIONAL DEVELOPMENT

70. The Office Bearers of association shall always follow best practices including undertaking continuing professional development of their respective office and in view of the provision of Trade Organisation ACT 2013 and as reflected under the Memorandum and Articles of

Association or as notified by the Ministry of Commerce from time to time.

Note: We the following persons, whose names and addresses are subscribed are desirous of being formed into an Association in pursuance of these Articles of Association

Sr. No.	PROMOTER's NAME	COMPANY's NAME/ADDRESS	Signatures
1	Syed Masood Hashmi CNIC No. 42301-9023921-1 S/o Syed Haseen Hashmi Occupation: Advertising	Orient Communications(Pvt) Ltd., Orient House, 194-A, S.M.C.H.S., Karachi.	SYED MASOOD HASHMI
2	Mr. Jawad Humayun	Channel 7 Communications (Pvt) Ltd.,	JAWAD HUMAYUN

	CNIC No. 61101-5473074-1 S/o Muhammad Abdullah Asghar Occupation: Advertising	House # 4, Sumbal Road , (Main Double Road),Sector F-10/2, Islamabad.	
3	Mr. Waqar ul Hasnain Haidri CNIC No. 42000-0565701-9 S/o Ghulam Hasnain Haidri Occupation: Advertising	Oktopus 360 Media (Pvt) Ltd., C-28-B, 24th Commercial Street, Phase-II Ext. DHA, Karachi.	WAQAR UL HASNAIN HAIDRI
4	Mr. Mahmood Parekh CNIC No. 42301-0640240-1 S/o Abdul Qadir Parekh Occupation: Advertising	MCM Advertising Eveready Chambers, Md.Bin Qasim Road. Off: I.I. Chundrigar Road, Karachi.	MAHMOOD PAREKH
5	Mr. Numan N. Ahmed CNIC No. 42301-7072392-7 S/o Rafique Ahmed Occupation: Advertising	The Brand Partnership (Pvt) Ltd., 78-C, 13th Commercial Street, Phase II Ext., DHA, Karachi.	NUMAN N. AHMED
6	Mr. Ali Mandviwalla CNIC No. 42301-6236210-9 S/o Hakeem Mandviwalla Occupation: Advertising	Synchronize Media (Pvt) Ltd., Office # 501 Syedna Taher Saifudin Memorial Foundation, Civil Lines, Beaumont Road Karachi.	ALI MANDVIWALLA
7	Mr. Zeeshan M. Khan CNIC No. 42301-1061072-1 S/o Muhammad Iqbal Khan Occupation: Advertising	TNI Communications 7C, Street 2, Muslim Commercial Area, Phase-6 DHA, Karachi.	ZEESHAN M. KHAN
8	Mr. Sohail Kijat CNIC No. 61101-8778455-1 S/o Noor Ud Din Kijat Occupation: Advertising	M. Communications (Pvt) Ltd., House 22-A, Main Nazim Uddin Road, F-7/1, Islamabad.	SOHAIL KISAT
9	Mr. Nadeem Akbar CNIC No. 61101-1326376-5 S/o Ghulam Akbar Occupation: Advertising	Midas Communications Pakistan (Pvt) Ltd., 13, Hill Road, F-6/3, Islamabad.	NADEEM AKBAR
10	Mr. Owais Hamid Khan CNIC No. 37405-9330165-1 S/o Farooq Hamid Khan Occupation: Advertising	Ideas Workshop (Pvt) Ltd., House # 2-A, Street # 73, Sector G-6/4, Islamabad.	OWAIS HAMID KHAN
11	Syed Mansoor Ali Zaidi CNIC No. 35202-4954305-7 S/o Syed Arshad Ali Zaidi Occupation: Advertising	S.V. Advertising (Pvt) Ltd., 2nd Floor, Fatima Centre, 14-A Shahra-e-Fatima, Jinnah, Lahore.	SYED MANSOOR ALI ZAIDI
12	Mr. Mubin Ahmad CNIC No. 35201-1212559-1 S/o Hafiz Faiz Bakhsh Occupation: Advertising	Revolution Media 5-C II Shabbir Road Lahore Cannt.	MUBIN AHMAD

Karachi, dated the day of 2016

Witness of above Signatures:

Tariq Rasheed S/o Muhammad Abdul Rasheed

CNIC No. 42201-3849658-5

House No. A-163 Sector 31/D P&T Society, Korangi, Karachi. _____