



GOVERNMENT OF PAKISTAN
MINISTRY OF COMMERCE
DIRECTORATE GENERAL OF TRADE ORGANIZATIONS
OFFICE OF REGULATOR OF TRADE ORGANIZATIONS



State Life Building No. 7th, 2nd Floor,
Jinnah Avenue, Blue Area,
Islamabad

F. No: 18(43)/2008-TO

The Islamabad, 1st September, 2025

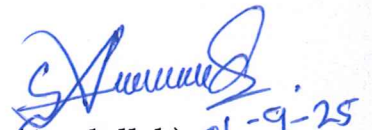
✓ **Secretary General,**
Rice Exporters Association of Pakistan,
Office No. 405,421, 4th Floor, Executive Floor,
Sadiq Plaza, The Mall,
Lahore.

Subject: **REQUEST FOR APPROVAL OF UPDATED M&AOA OF RICE EXPORTERS ASSOCIATION OF PAKISTAN IN ACCORDANCE WITH UPGRADATION MADE BY PARLIAMENT OF ISLAMIC REPUBLIC OF PAKISTAN IN TOR ACT 2022**

I am directed to refer to Rice Exporters Association of Pakistan's letter No. REAP/DGTO/430 dated 22-08-2025 and 26-08-2025 on the subject noted above and to enclose herewith a set of approved proposed amendments in Memorandum & Articles of the Association of REAP. You are directed to get it endorsed from SECP and submit a copy verified by Security & Exchange Commission of Pakistan to this Office for record.

2. Please note that any clause (s) found not covered under Trade Organizations Act, 2013 and Trade Organizations Rules, 2013 will be treated as having no legal effect.

Encl:- As above


(Asadullah) 01-9-25

PS to Regulator (TOs)

MEMORANDUM OF ASSOCIATION

OF

RICE EXPORTERS ASSOCIATION OF PAKISTAN

1. The association shall be called the **RICE EXPORTERS ASSOCIATION OF PAKISTAN**, abbreviated and hereinafter referred to as "REAP".
2. The Registered Office of REAP will be situated at Office No. 405-421, 4th Executive Floor, Sadiq Plaza, Mall Road, Lahore in the Province of Punjab.
3. The objects for which REAP is established are:
 - a. To provide, on an 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 hereinafter 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 of REAP or which assist the achievement of those objects.
- n. To encourage improvement in the 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. Generally, to do all that may be necessary in the interest of the realization of the above objects of REAP. or that is incidental thereto, whether directly or indirectly.

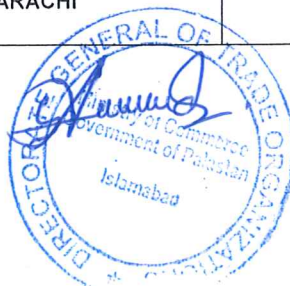


4. The income and property of REAP whenever derived shall be applied solely towards the promotion of the objects of the REAP as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise to the persons who at any time are or have been members of the REAP or to any persons claiming through any of them.
5. If upon the winding up or dissolution of the REAP, 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 REAP but shall be given or transferred to some other institution or institutions having objects similar to the objects of the REAP and question of similarity in subjects shall be determined by the majority of the members of the REAP with the approval of the Regulator, at or before the time of dissolution or by such judge of the High Court REAP who may have or acquire jurisdiction in the matter.
6. *REAP shall not be authorized to amend the basic template of Memorandum. However, it shall be autonomous to make amendments in its Memorandum which are not in violation of any provision of the Act, Companies Act and Rules.*



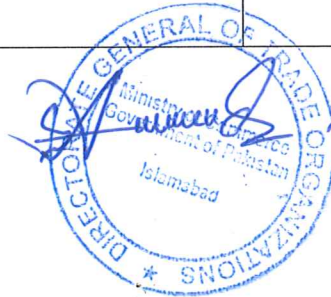
We, the several persons whose names and addresses are listed below, are desirous of being formed into a limited company in pursuance of this Memorandum of Association:

FULL NAME	FIRM NAME & ADRESS	Nationality	Occupation	Signature
FAISAL JAHANGIR S/O MALIK MUHAMMAD JAHANGIR	M/S WHITE PEARL RICE MILLS LTD. SOLGIN KHRAL, JALALPUR BHATTIAN, HAFIZABAD	PAKISTANI	RICE EXPORT BUSINESS	
MR. MUHAMMAD JAWED S/O ABDUL KARIM	M/S J. J RICE OFF#815, 8TH FLOOR, HUSSAIN TRADE CENTRE, ALTAH HUSSAIN ROAD, NEW CHALLI, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	
MR. MOHIBULLAH S/O ABDUL BAHADUR	M/S MOHIBULLAH & COMPANY SHOP # 5, UNDERGROUND BUSINESS CENTRE, MUNSAFI ROAD, QUETTA	PAKISTANI	RICE EXPORT BUSINESS	
MR. IRFAN NOOR S/O NOOR MUHAMMAD	M/S BISMILLAH SEHLA PROCESSING PLANT (PVT) LTD. 3-KM, SYEDWALA ROAD, BUCHEKI, DISTT. NANKANA	PAKISTANI	RICE EXPORT BUSINESS	
CH. MUHAMMAD SHAFIQUE S/O ALI NAWAZ	M/S HASAN RICE CORPORATION (PVT) LTD. JALALPUR BHATTIAN, DISTT. HAFIZABAD	PAKISTANI	RICE EXPORT BUSINESS	
MR. SHAHJAHAN MALIK S/O SHAHBAZ MALIK	M/S GUARD AGRI RESEARCH & SERVICES (PVT) LTD. 8-KM, RAIWIND ROAD, LAHORE	PAKISTANI	RICE EXPORT BUSINESS	
MR. MAMAN MANDAHAR S/O MUHAMMAD SALEEM ULLAH	M/S GREEN FOODS (PVT) LTD. 18-KM, KHOT, G. T ROAD, NEAR KAMOKE TOLL PLAZA, GUJRANWALA	PAKISTANI	RICE EXPORT BUSINESS	
MR. ADNAN ASLAM S/O MUHAMMAD ASLAM	M/S MAP RICE MILLS (PVT) LTD. 3RD FLOOR, P.E.C BUILDING , LIBERTY CHOWK, GULBERG-III, LAHORE	PAKISTANI	RICE EXPORT BUSINESS	
MR. MUHAMMAD TAYYAB BASHIR S/O BASHIR AHMAD	M/S BAHOO RICE MILLS OKARA LAHORE G.T ROAD, NEAR KISSAN ADDA, OKARA	PAKISTANI	RICE EXPORT BUSINESS	
MR. TARIQ MEHMOOD S/O MUHAMMAD SARWAR	M/S SARWAR FOODS (PVT) LTD. 2-KM KASUR ROAD, ELLAH ABAD, DISTT. KASUR	PAKISTANI	RICE EXPORT BUSINESS	
MR. ISHFAQ ALI S/O HAJI MUHAMMAD NABI	M/S ISHFAQ AND COMPANY SHOP # 65-66, GRAIN MARKET, OKARA	PAKISTANI	RICE EXPORT BUSINESS	
MR. WAQAR AHMAD S/O NISAR AHMAD	M/S NISAR RICE FACTORY NATIONAL HIGHWAY, IQBAL ABAD, RAHIM YAR KHAN	PAKISTANI	RICE EXPORT BUSINESS	
MS. SHEHNAZ BEGUM W/O ZAFAR IQBAL	M/S ZAFAR IDREES RICE & PROCESSING MILLS (PVT) LTD. 17-A, RAVI ROAD, OKARA	PAKISTANI	RICE EXPORT BUSINESS	
MR. RAFIQUE SULEMAN S/O SULEMAN	M/S R. B INTERNATIONAL OFF # 303, 3RD FLOOR, PLOT NO. 26-A, BLOCK-6, PECHS, BUSINESS AVENUE, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	



MR. HASSAB RAUF S/O ABDUL RAUF	M/S PREMIER COMMODITIES G-14, GROUND FLOOR, HUSSAIN TRADE CENTRE, ALTAH HUSSAIN ROAD, NEW CHALLI, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	<i>Hassid</i>
MR. MUHAMMAD KHURRAM S/O MUHAMMAD ASHRAF	M/S H.K.M INDUSTRIES ROOM # 34, 1ST FLOOR, AZIZ CHAMBER, SYEDNA TAHIR SAIFUDDIN ROAD, OPP. CITY COURT, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	<i>Khani</i>
MR. MAHESH KUMAR S/O SARWANAND	M/S TALREJA INTERNATIONAL OFFICE#801-802, MUHAMMADI TRADE TOWER, NEW CHALLI, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	<i>M;</i>
MR. JETENDAR KUMAR BADLANI S/O SHAMDAS BADLANI	M/S SPT FOODS OFFICE # 703, QM HOUSE , PLOT # 11/2, ELANDER ROAD, OPP. SHAHEEN COMPLEX, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	<i>Jetender</i>
MR. MOHAIB MOULVI S/O MAHMOOD BAQI MOULVI	M/S M. M RICE MILLS (PVT) LTD. 9-C, ITTEHAD LANE # 12, PHASE-II EXTENSION, DHA, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	<i>Mouvi</i>
MR. MUHAMMAD SHAHID MEMON S/O MUHAMMAD SIDDIQUE	M/S TOOBA RICE MILLS 105, POONAWALA TRADE TOWER, NEAR CITY COURT, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	<i>Shahid</i>
MR. SHEERAZ AHMED S/O MUHAMMAD ALI SHEIKH	M/S MS ENTERPRISES OFFICE # 111, 1ST FLOOR, HUSSAIN TRADE CENTRE, NEW CHALLI, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	<i>Sheeraz</i>
MS. UROOSA BADAR W/O SYED BADARUDDIN CHISHTY	M/S U. T. S RICE COMPANY SUIT # 1401, 14TH FLOOR, MUHAMMADI TRADE TOWER, ALTAH HUSSAIN ROAD, NEW CHALLI, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	<i>Uroosa</i>

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



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

1. NAME AND TITLE: The name of the Association shall be RICE EXPORTERS ASSOCIATION OF PAKISTAN, abbreviated and hereinafter referred to as "REAP".

2. INTERPRETATIONS: In these Articles, unless there is anything repugnant in the subject of context: -

- (a) "accounting year" means the year commencing from the 1st day of July till the next 30th June;
- (b) "Act" means the Trade Organizations Act 2013 (Act No. II of 2013);
- (c) "Articles" or "these Articles" means the articles of association of REAP;
- (d) "associate member" means a member which is not a body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having an annual turnover of not less than fifty million Rupees;
- (e) "Chairman" means the elected Chairman of REAP;
- (f) "corporate member" means a member 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 an annual turnover of not less than fifty million Rupee;
- (g) "Election Year" shall mean the calendar year in which elections of REAP are scheduled to be conducted in accordance with this Act and the Rules;
- (h) "general body" means all Members of REAP having a right to vote;
- (i) "head office" means the Principal Office of REAP;
- (j) "Executive Committee", hereinafter also abbreviated and referred to as "EC", means the Board of Directors, the EC or any other body, by whatever name called, of a registered trade organisation responsible for the management or conduct of the affairs of such trade organisation;
- (k) "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 a Member of REAP and who has paid all his dues to REAP;
- (l) "North Zone" means areas comprising the Punjab, the Khyber Pakhtunkhwa Province, FATA, Capital Territory, Northern Areas and Azad Jammu Kashmir;
- (m) "office bearers" means and includes the Chairman, the Senior Vice Chairman and Vice Chairmen of REAP;



- (n) "person" means and includes a sole proprietorship or a body corporate, or a multinational corporation which has a head office or branch office registered within Pakistan, as the case may be;
- (o) "prescribed" means and includes as prescribed by Rules made under the Act, orders, decisions, or directives issued by the Regulator Trade Organizations, or resolutions and decisions adopted by the EC or the general body of PFMTA;
- (p) "Principal Office" means the registered office for the time being of REAP;
- (q) "Rice" means and includes rice in whatever form or kind, and its products;
- (r) "Rules" or "TORs" means the Trade Organizations Rules 2013 as made and amended from time to time under the Act;
- (s) "Seal" means the common seal of REAP;
- (t) "Secretary General" means an individual professional, full-time employee of REAP appointed under Rule 24 of the Rules by the Human Resource Committee in accordance with the Service Manual of REAP, who shall be in charge of secretariat of REAP, who shall exercise his powers and perform his functions under the Act, the Rules, the Companies Act and the Rules made thereunder and the memorandum and articles of association of REAP;
- (u) "South Zone" means areas comprising Sindh and Baluchistan;
- (v) "Treasurer" means an individual who is an EC member, elected by the EC to oversee the Secretary-General in the maintenance of the books of accounts and record of subscription and also all the financial transactions undertaken by REAP;
- (z) "Senior Vice Chairman" means the elected Senior Vice Chairman of REAP; and
- (aa) "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 Act, Rules, the Company Act or the Rules framed thereunder, 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 the feminine gender, unless there is anything repugnant in the subject or context.

3. MEMBERSHIP: Provisions of Rule 11 of the Rules shall be applicable regarding membership of the Association.

- 1) Any business concern shall be eligible for a grant or renewal of membership in REAP if such business concern meets the following conditions, namely:



- a) the prospective member is a sole proprietorship or a partnership firm or an association of persons or a company holding a national tax number and sales tax registration, if applicable, in the name of the business concern;
- b) the prospective member's business fits within the rice export;
- c) the application for grant of membership has been proposed and seconded by existing members of REAP;
- d) the prospective member has no criminal conviction; and
- e) the prospective member has a valid national tax number and sales tax registration, if applicable.

Classes of Membership

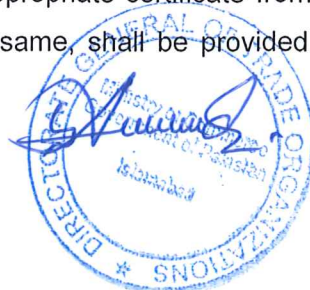
- 2) There shall be the following classes of Membership with voting rights: -
 - (a) Corporate Members; and
 - (b) Associate Members

Membership Period

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

Application for Membership

- (3) Any Person (Prospective Member), shall be eligible to apply to become a Member of REAP, whose business fits within the business scope of REAP (i.e., export of rice), and who submits 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 filing the last due, return of income tax under section 114 of 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 filing, an appropriate certificate from the concerned Income Tax Officer, confirming the same, shall be provided. In case the person is



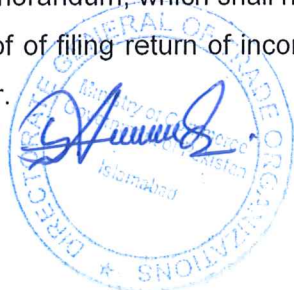
exempt from filing the return or the statement, a copy of the appropriate exemption certificate shall be provided.

- (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 of trade bodies.
- (f) Proof of address of the registered office, or head office, or principal place of business, as the case may be, within Pakistan.
- (g) Proof of payment of the 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 Act, TOR or Prescribed regulations.

Provided always that a Temporary Member may be made a 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 other Prescribed requirements and only thereafter the right to vote shall be claimed.

4. RENEWAL OF MEMBERSHIP: Provisions of Rule 11(5) of the Rules shall be applicable regarding membership of the Association.

- 1) The membership shall be renewable on an annual basis, subject to fulfilment of the following conditions, namely: -
 - a) payment of the prescribed subscription within the time stipulated in the memorandum, which shall not be later than the 31st of March; and
 - b) proof of filing return of income tax and sales tax, if applicable, for the preceding year.



Application for Renewal

- 2) Any member seeking renewal of their membership shall submit a formal application for renewal in the prescribed form, accompanied by the following documents;
- a) Evidence of proof of filing the last due, return of income tax under section 114 of 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, shall be provided. In case of the person being exempt from filing the return or the statement, then a copy of the appropriate exemption certificate shall 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 Act read with Rule 3 (c)(iii) of the Rules.

Provided that 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 principal place of business, as the case may be, within Pakistan.
- f) Proof of payment of the 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 Act, the Rules, Companies Act 2017 and the Rules framed thereunder or the resolutions and the decisions of the EC.



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 that are prescribed.

5. APPROVAL OR REJECTION OF NEW/RENEWAL APPLICATION

- (a) The EC may approve or reject any application for membership or renewal thereof. In the case of acceptance, the EC 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.
- (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 to applications that have been rejected on the grounds 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.

6. REPRESENTATIVE OF A MEMBER

- (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 Representatives 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 an election of a member of the EC. 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.

7. RIGHTS AND DUTIES OF A MEMBER

(1). 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 the advantage of all the 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.

(2). The member shall perform the following duties.

- (a) To make every effort 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 Members 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.



8. DISQUALIFICATION OF A MEMBER: 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 EC, after affording him an opportunity to defend, from the membership roll of REAP on charge of indulging 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.

9. MEMBERSHIP FEES:

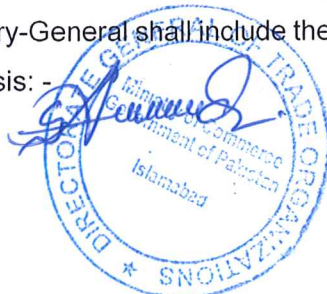
- 1) The annual subscription/fee chargeable from each class shall be as follows:
 - (a) Admission fee for all classes of membership Rs. 10,000/-
 - (b) Annual subscription fee for all classes of membership Rs. 50,000/-

Change or Amendment in the Fee, etc.

- 2) Any other dues/fees charged by REAP shall also be specific.
- 3) Any change, increase, or decrease in the above fee shall be made by the EC.
- 4) The EC may through resolution change the aforesaid amounts. However, if the change is other than a maximum increase of 10% for the next membership year, the said change will subject to the approval of General Body and Director General Trade Organization.

10. ZONES:

- 1) REAP shall function with two separate territorial units comprising the North Zone and the South Zone. Both Zones shall have independent Zonal Offices within their own zone and may also have sub-offices in other important cities within their 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 whose 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 principal 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.

11. ORGANIZATIONAL STRUCTURE: The organizational structure of the Association shall be in accordance with Rule 21 of the Rules.

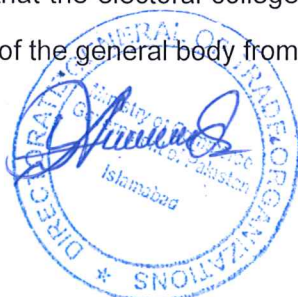
- 1) REAP shall comprise a chairman, senior vice-chairman, vice-chairman, an executive committee and a general body.
- 2) The chairman and senior vice-chairman of REAP shall not be from the same Zone.
- 3) Members of REAP shall constitute its general body.
- 4) The general body constituted under sub-Article (3), in addition to the functions and responsibilities assigned to it in the memorandum and articles of association of REAP, shall, subject to the provisions of clause (c) of sub-rule (5) and sub-section (7) of section 10 of the Act, serve as electoral college for election of members of executive committee, except for the seats reserved for women for which electoral college shall be the executive committee.
- 5) The executive committee of REAP shall comprise persons elected by the general body from amongst its members, subject to the following conditions, namely: -

a) The EC shall be composed of the following: -

i. Elected Chairman/Member	1
ii. Elected Senior Vice Chairman/Member	1
iii. Elected Vice Chairman/Member	1
iv. Elected Treasurer/Member	1
v. Elected Members	16
vi. Women's Reserved Seats	2
vii. Ex-Officio Member (Immediate past Chairman)	1

Total 23

- b) at least fifty per cent of members of the EC shall be from the corporate class: Provided that the electoral college for each class of members of the EC shall be members of the general body from the respective class; and



- c) in addition to the seats under clause (a), the immediate past chairman of REAP shall be an ex-officio member of the EC without voting right;
- d) in addition to the number of seats in sub-rule (5), there shall be two seats of the EC reserved for women entrepreneurs, for which the electoral college shall be the executive committee.
- 6) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled by members from other categories: Provided that any seats remaining vacant in any category shall not be counted towards the determination of the quorum.
- 7) There shall be rotations of the offices under sub-rules (9) and (10) of Rule 21 of the Rules only if the associate class members of REAP comprise at least fifty percent of the general body:
- 8) The office-bearers of REAP shall be elected by the executive committee from amongst its members.
- 9) The tenure of members of the executive committee shall be two years.
- 10) The tenure of office-bearers of the executive committee shall be two years.
- 11) The tenure of the EC and the Office Bearers shall commence on the 1st day of October and end on 31st day of September of the applicable year.
- 12) On completion of the term, office-bearers and members of the executive committee shall not be eligible to contest election or co-option in any representative capacity in REAP for the next two years: Provided this restriction shall not apply to the immediate past Chairman of REAP acting as an ex-officio EC member, but shall apply to the members vacating his seat under Article 15 below.
- 13) The office bearers shall automatically cease to be as such, and they shall hand over the charge of their respective offices to the newly elected office bearers or to the EC if the elections have not been held for the new office bearers, for any reason, under these Articles.

12. CHAIRMAN, THE SENIOR VICE CHAIRMAN & VICE CHAIRMAN

- 1) The Chairman, the Senior Vice Chairman and the Vice Chairman shall be elected from amongst the members of the EC for a period of two years. The said election shall be subject to;



- a) The election of the Officer Bearers, including the Chairman, the Senior Vice Chairman and the Vice Chairman shall be conducted, through secret ballot, in a manner prescribed and in accordance with the election schedule approved by the EC.
- b) The office of the Chairman shall rotate alternatively between the two Zones.

13. SPECIAL WOMEN REPRESENTATION

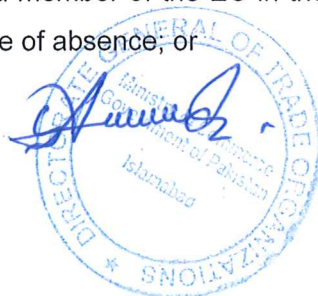
- 1) Each Zone shall have one special seat for Members whose Representative is a woman.
- 2) The electoral college, for the women's reserved seats, shall be the elected members of the EC.
- 3) In case a woman's reserved seat becomes vacant, it shall be filled with another woman and not with Representatives of any other category.

14. ELECTED SEATS:

- 1) Out of the total 20 elected members of the EC, as prescribed in Article 11(1) of these Articles, each Zone shall be represented by 10 Members.
- 2) 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 Khyber-Pakhtunkhwa.
 - (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.
- 3) The electoral college for the election of members of the EC against the 10 seats reserved for each Zone shall be all the eligible voter members of REAP from the respective Zone.
- 4) In order for a Representative of a Member to qualify to contest the elections for the seat on the EC, it shall be necessary that the respective Member must have exported a 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.

15. CASUAL VACANCY:

- 1) A casual vacancy in EC or the Office Bearers shall be created:
 - (a) By death or resignation of a member or office bearer, as the case may be;
 - (b) by the absence of a member of the EC in the three consecutive meetings of the EC without leave of absence; or



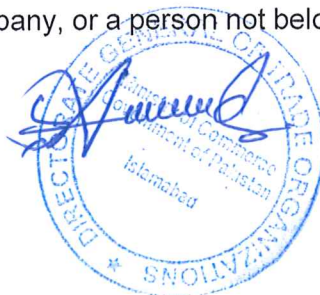
- (c) If the member of the EC ceases to be a Representative of the particular Member. However, by becoming a Representative of another Member, the tenure will not be protected.

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 EC, it shall be filled by a nominee co-opted by the EC 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 an office bearer, by co-option from the EC members of the same respective Zone. Such co-option shall be conducted not later than 30 days after the respective office falls vacant.

16. ELECTION OF THE EXECUTIVE COMMITTEE

- 1) **Election within REAP:** Elections of REAP shall take place during the period of July to September of the year provided in sub-section (I) of section 11 of the Act and Rule 13 of the Rules.
- 2) **Election schedule.** Subject to Rule 14 of the Rules, the approval and announcement of the election schedule of REAP shall be in the first half of July of the election year.
- 3) **Eligibility to vote.** Subject to the provisions of section 10 of the Act and Rule 15 of the Rules, the eligibility of a member of REAP to vote at the elections of REAP shall be subject to the following conditions, namely:-
 - a) The member has completed two years of valid membership of REAP as on the date of announcement of the election schedule by the EC;
Provided that old members shall be eligible to vote on completion of one year of their enrollment and payment of all dues;
 - b) The member has fulfilled the conditions of membership and renewal thereof of REAP under Rule 11 of the Rules.
 - c) Every member eligible to vote shall deposit with the Secretary General the specimen signature card along with a photograph indicating the status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or 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.

- d) 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.

4) **Election commission:** Subject to rules 16 and 17 of the Rules, simultaneously with approval of the election schedule as provided in Rule 14 of the Rules, the EC shall appoint an Election Commission subject to the following conditions, namely: -

- a. the commission comprises three members;
- b. the members so appointed have submitted their consent in writing to their appointment as such;
- c. the members of the commission, so appointed, have not held any office of REAP 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 members of the commission shall be independent, impartial and non-partisan; and
- f. The members of the commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

5) **Functions of the Election Commission:** The Election Commission shall be in charge of all arrangements connected with the conduct of elections, including but not limited to;

- (a) appointment of polling staff;
- (b) ensuring display of the tentative voters' list by the secretary general 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 the 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.

6) **Election procedure.** Subject to Rule 18 of the Rules;

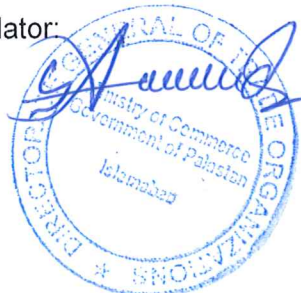
- 1) The election shall be conducted according to the procedure laid down in the following: -



- a. the election of the members of the EC 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 REAP:

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 a community hall or hotel.

- 2) Within three days of the announcement of the election schedule, member-firms desiring to change their representative shall intimate changes regarding name of the representative to the secretary general along with necessary proof of eligibility.
- 3) The Secretary General shall display, within seven days of the announcement of the election schedule, the provisional list of all members eligible to vote, along with their national tax number, sales-tax-registration number, if applicable, the name and national identity card number of their representative. The list shall be displayed at
 - (a) notice board of the head office and regional offices of REAP; and
 - (b) website of REAP.
- 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 a 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 Regulator, the final voters' list shall be
 - (c) displayed on the notice board of the head office and regional offices of REAP;
 - (d) displayed on the website of REAP; and
 - (e) submitted to the Regulator:



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

- 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 the list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- 12) The objections, if any, to the nomination of the candidates may be filed with 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 Regulator, who shall decide it within seven days and his decision in this regard shall be final.
- 14) Within two days of the decision of the Regulator the Election Commission shall issue a final list of the candidates:

Provided that if no appeal has been made to the Regulator, the 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 the display of the final list of candidates, the polling for the election of members of the executive committee shall be held.
- 16) Within two days of the polling as provided in sub-rule (15), any person elected as a member of the EC shall send, to the Election Commission for election as an office bearer, his nomination duly proposed and seconded by an elected EC member and signed by the candidate.
- 17) The nomination papers shall be scrutinized by the Election Commission, and the list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.



- 18) Within two days of the display of the final list of candidates, the polling for the election of office bearers shall be held.
- 19) The final result of the election of members of the executive committee and office bearers shall be officially announced at the annual general meeting of REAP 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 election 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
 - (f) displayed on the notice board of the head office and regional offices of REAP within two days;
 - (g) displayed on the website of REAP within two days; and
 - (h) submitted to the Regulator within seven days.

7) **Conduct of Elections.** Subject to Rule 19 of the Rules;

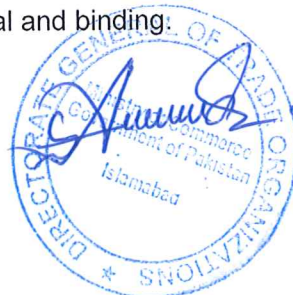
- 1) The ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in the presence of polling agents of the candidates and the polling officer before the issuance of ballot papers to the voter.
- 2) It shall be the duty of the polling officer to verify the identity of the voter. The only acceptable forms of identification shall be a computerized national identity card, an original identity card issued by REAP, a passport and a driving licence. The polling officer shall, on the counterfoil, enter the number of the identification document.
- 3) After satisfying himself with regard to the 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 REAP 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 to leave the polling booth without casting his vote in the ballot box.
- 6) Adequate arrangements shall be made to maintain the secrecy of the polls.
- 7) Proper account shall be maintained by an officer designated by the Election Commission in respect of ballot papers, including used, unused, tendered, challenged or spoiled ballot papers.
- 8) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.



- 9) The Election Commission or an officer designated by the commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.
- 10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- 11) Counting of votes shall take place immediately after the polling hours under the supervision of a polling officer in the presence of candidates or their polling agents, if any, at the designated sites.
- 12) Provisional results may be declared by the Election Commission immediately after the counting of 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 the 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, the record pertaining to the elections shall be sealed and signed by the Election Commission or any officer designated by the Election Commission and the secretary general and shall be handed over to the secretary general for safe custody.
- 15) Upon an application made in this behalf by the candidates within seven days of the date of polling and with approval of the Regulator, the record of the elections shall be opened for inspection by the applicant in the presence of the Election Commission.

17. GENERAL BODY

- 1) The General Body shall be the supreme body of REAP and shall have power and control over the entire REAP, including the EC.
- 2) All members of REAP, irrespective of their class of membership and their respective Representatives, the Office Bearers, members of the EC, 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.
- 4) Subject to the Law, all appeals against any decision of the EC shall finally lie with the General Body, whose decision on all issues shall be final and binding.



18. POWERS AND FUNCTIONS OF THE EXECUTIVE COMMITTEE:

- 1) The EC 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.
- 2) The normal business of REAP shall be carried on by the EC as decided by majority votes in a meeting convened with a quorum of minimum one-fourth of the total members. In case of a resolution by circulation, the same will require the approval and consent of a simple majority of the total members of the EC.
- 3) The meeting of the EC may be called by the Secretary-General at the instance of the Chairman or any two ordinary members of the EC or the Secretary General himself in consultation with the Chairman. The EC shall hold at least one meeting every two months.
- 4) The EC 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 the 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 affecting the business of REAP members. It shall have powers to appoint representatives, open branches and carry out other activities aimed at advancing the objects of the Association.
 - (d) To lay down, determine and enforce the terms of the services of the staff of REAP, including the 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 members, 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 EC 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 Act, Rules, the Companies Act 2013 and rules framed thereunder or any previous resolution/approval of the General Body. Further provided that in case of alteration of or change in the previous resolution of the EC is required the same will need the approval of two-thirds majority of the total members of the EC.

19. CHAIRMAN: The Chairman shall be the head of the EC and shall be the representative and spokesman of REAP. The Chairman shall: -

- (1) If present, preside at all meetings of the EC and at all meetings of the General Body. In his absence, the Senior Vice Chairman shall preside, failing which the Vice Chairman shall preside, failing which members present, whether at any meeting of the General Body or at any meeting of the EC, 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 EC;
- (3) Perform all other functions as may be incidental to his office or assigned to him by the General Body or the EC.
- (4) Have the power to delegate any of his powers to any member of the EC.

20. SENIOR VICE CHAIRMAN: 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 EC while the Chairman is not available.

21. TREASURER: The Treasurer of REAP shall be an elected member of the EC and shall assist the Secretary-General in:

- (1) Maintenance and audit of books of accounts and record of subscription.
- (2) All financial transactions undertaken by REAP.



22. MANAGEMENT: In accordance with rule 24 of the Rules, REAP 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.

- 1) The Secretary General shall be in charge of the secretariat of REAP, who shall exercise his powers and perform his functions under the Act, these rules, the Ordinance and the rules made thereunder and the memorandum and articles of association of REAP.
- 2) The signatures of the Secretary General shall be mandatory for the operation of all the single or jointly operated bank accounts of REAP.
- 3) The termination of services of the Secretary General shall be through a resolution of the executive committee.
- 4) Any management employees who shall report directly to the secretary general alone shall be appointed jointly by the secretary general and the human resources committee.
- 5) Any other staff or professional management shall be appointed through a process to be defined in REAP's human resource policy framed by the EC.

23. REPORTING: The Secretary General shall annually submit by the 31st December to the Regulator

- (a) annual financial statements as prepared by auditors and approved by the executive committee;
- (b) plan of activities for the next year as provided in rule 23 of the Rules; and
- (c) a soft and hard copy of the list of REAP members as on the 30th November, in the format as set out in Annex I of Schedule 'B' of the Rules.

24. GENERAL MEETING:

Annual General Meeting

- 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 Act, the Rules and the Companies Act 2017 and the rules framed thereunder.

Notice of Annual General Meetings

- 2) Twenty-one (21) days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting, the agenda of the meeting and a copy of the report and audited accounts of the affairs of REAP for the last Accounting Year as approved by the EC, shall be given through Secretary General in the manner provided by the Act, the Rules and the Companies Act 2017 for the general meeting, through courier, email and posting on website of REAP to such persons as are entitled to receive such notices from the company



but the accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.

- 3) 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.

Voting and Majority

- 4) The majority at the Annual General Meeting or at any adjourned meeting shall consist of a simple majority of the members present. In case of an equal number of votes, the Chairman shall have a second or casting vote.
- 5) All resolutions shall be adopted by the simple majority vote of members present in the meeting, save those which require, under the law and these Articles, to be adopted with a greater majority.

Extraordinary General Meeting of the General Body

- 6) All meetings of the General Body other than the Annual General Meeting shall be called Extraordinary General Meeting and shall be held at any time and at any place as the EC may deem fit and convenient for the disposal of the business of REAP.
- 7) An Extraordinary General Meeting can be requisitioned by:
 - (a) The EC; or
 - (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.
- 8) The Chairman, upon receipt of such requisition, shall convene an Extraordinary 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 in the manner provided for Annual General Meetings.

Quorum for General Meetings

- 9) No business shall be transacted at any general meeting unless a quorum of twenty-five percent of the total number of members of REAP is present personally or through video-link at the time when the meeting proceeds to business.



Effect of Quorum not Being Present

- 10) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved and in any other case, it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present in person or through video-link shall be a quorum.

Adjournment of Meeting

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

Voting in Meetings

- 12) At any general meeting or an EC meeting a resolution put to the vote to the meeting shall be decided on a show of hands and a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the proceedings of REAP shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 13) Votes in EC meetings or general meetings on any matter may be cast by members either in person, via video link, or by postal ballot when participating through video link. Members present in person may vote by ballot. The ballot may be conducted as either secret or open, as determined by the EC or general body, as the case may be.

Emergent Meeting of the General Body

- 14) In the event of an emergency as declared by
- a) the EC;
 - b) the Chairman by written direction to the Secretary General and the EC stating therein the reasons and circumstances leading to the emergency; or
 - c) 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; or
- the Chairman shall convene an extraordinary meeting of the General Body on a notice of not less than ten (7) days, such notice to be issued and served in the manner prescribed for the Annual General Meetings; provided, however, that in exigent circumstances, the notice period may be reduced accordingly.



15) The quorum for such a meeting shall be 25% of the General Body.

Chairman of the Meetings

16) The Chairman of REAP, shall preside as chairman at every EC meeting and general meetings of REAP, but if he is not present within thirty minutes after the time appointed for the meeting, or is unwilling to act as chairman, Senior Vice Chairman shall act as Chairman, but he is also not present, the Vice Chairman shall act as chairman, but if he is also not present, any other member of EC may be elected by the EC or the general body, as the case may be, to act as chairman for the meeting to be the chairman.

25. AUDITORS: REAP shall at each Annual General Meeting appoint an Auditor to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting. The first Auditor or Auditors shall be appointed by the members of the EC within 60 days of the date of incorporation of the company and shall hold office until the conclusion of the 1st Annual General Meeting, subject to Ordinance.

26. MISCELLANEOUS:

- 1) The EC 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 accounts of the affairs and transactions of REAP, which include, inter alia, the following: -
 - a) Minute Books for the meeting of the General Body.
 - b) Minute Books for meetings of the EC and other Committees.
 - c) Register of members correctly showing their addresses (including names of their representative).
 - d) A register of members of the EC from time to time showing the names, addresses and occupation of members.
 - e) Of sum of money received and spent by REAP and the matter in respect of which such receipts and expenditure take place;
 - f) Of the 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.

- 2) The Account books and other documents shall be kept at the Head Office and shall be open to inspection by members of the EC 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 EC on the subject, and the decision of the EC on the issue shall be final.

27. PLAN OF ACTIVITIES AND PERFORMANCE REVIEW: Subject to Rule 23 of the Rules;

- 1) A three-year plan of activities shall be approved by the EC followed by distribution amongst its members and covering, among other matters, the proposed future activities, finances, and outcome of such activities intended by REAP during the said three-year period; and
- 2) An annual performance review shall be conducted internally and audited by external auditors based upon an inspection of all records of REAP to include, but not limited to, minutes of meetings and REAP's plan of activities.

28. WEBSITE: There shall be a website of REAP at all times, which shall include all relevant information, such as

- (a) up-to-date list of office-bearers with contact details, executive committee members, management and members of the general body;
- (b) memorandum and articles of association as well as bye-laws, if any;
- (c) plan of activities and statement of vision;
- (d) schedule of executive committee's meetings and minutes of such meetings; and
- (e) schedule of elections, voters' list and election results during the election period.

29. MANAGEMENT OF PROPERTY: 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 EC.

30. SEAL OF THE ASSOCIATION: REAP shall have a common seal which shall not be affixed to any instrument or document except by the authority of a resolution of the EC and in the presence of at least one member of the EC, is so affixed presence.

31. AMENDMENT: Any proposed amendment to the Memorandum and Articles of Association shall be considered valid and effective only if it receives the approval of at least three-fourths (3/4) of the members of the general body present and entitled to vote at a duly convened general meeting and thereafter with prior approval of the Regulator.

32. ANNUAL REPORT OF THE CHAIRMAN: The Chairman, on behalf of the EC, shall, at the end of his term of 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

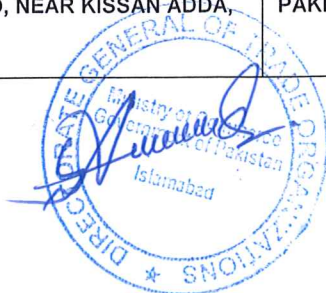


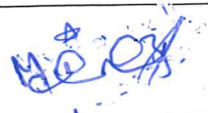
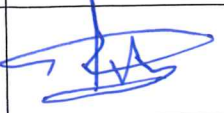
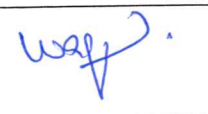
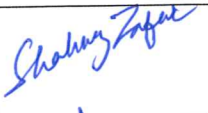
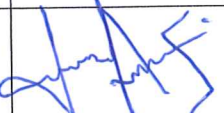
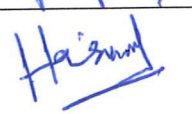
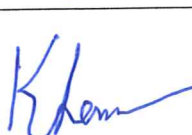

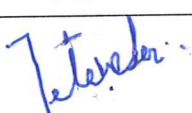
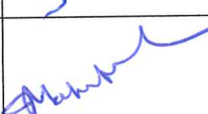
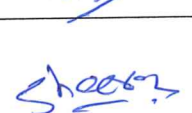

office. The report shall be placed before the Annual General Meeting for consideration and adoption and shall be published if so resolved by the EC for general information of members and the public, in which case copies thereof shall be supplied to members gratis or on payment of such sum as prescribed.

33. ARBITRATION: With a view to facilitating an alternate dispute resolution, the EC shall appoint a panel of mediators and arbitrators so that members may refer any dispute between themselves or any dispute arising between a member and any outsider for an out-of-court resolution. The award of the arbitrator or the umpire shall be final and binding on the parties to the dispute under the applicable laws of arbitration.

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.

FULL NAME	FIRM NAME & ADDRESS	Nationality	Occupation	Signature
FAISAL JAHANGIR S/O MALIK MUHAMMAD JAHANGIR	M/S WHITE PEARL RICE MILLS LTD. SOLGIN KHRAL, JALALPUR BHATTIAN, HAFIZABAD	PAKISTANI	RICE EXPORT BUSINESS	
MR. MUHAMMAD JAWED S/O ABDUL KARIM	M/S J. J RICE OFF#815, 8TH FLOOR, HUSSAIN TRADE CENTRE, ALTAH HUSSAIN ROAD, NEW CHALLI, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	
MR. MOHIBULLAH S/O ABDUL BAHADUR	M/S MOHIBULLAH & COMPANY SHOP # 5, UNDERGROUND BUSINESS CENTRE, MUNSAFI ROAD, QUETTA	PAKISTANI	RICE EXPORT BUSINESS	
MR. IRFAN NOOR S/O NOOR MUHAMMAD	M/S BISMILLAH SEHLA PROCESSING PLANT (PVT) LTD. 3-KM, SYEDWALA ROAD, BUCHEKI, DISTT. NANKANA	PAKISTANI	RICE EXPORT BUSINESS	
CH. MUHAMMAD SHAFIQUE S/O ALI NAWAZ	M/S HASAN RICE CORPORATION (PVT) LTD. JALALPUR BHATTIAN, DISTT. HAFIZABAD	PAKISTANI	RICE EXPORT BUSINESS	
MR. SHAHJAHAN MALIK S/O SHAHBAZ MALIK	M/S GUARD AGRI RESEARCH & SERVICES (PVT) LTD. 8-KM, RAIWIND ROAD, LAHORE	PAKISTANI	RICE EXPORT BUSINESS	
MR. MAMAN MANDAHAR S/O MUHAMMAD SALEEM ULLAH	M/S GREEN FOODS (PVT) LTD. 18-KM, KHOT, G. T ROAD, NEAR KAMOKE TOLL PLAZA, GUJRANWALA	PAKISTANI	RICE EXPORT BUSINESS	
MR. ADNAN ASLAM S/O MUHAMMAD ASLAM	M/S MAP RICE MILLS (PVT) LTD. 3RD FLOOR, P.E.C BUILDING, LIBERTY CHOWK, GULBERG-III, LAHORE	PAKISTANI	RICE EXPORT BUSINESS	
MR. MUHAMMAD TAYYAB BASHIR S/O BASHIR AHMAD	M/S BAHOO RICE MILLS OKARA LAHORE G.T ROAD, NEAR KISSAN ADDA, OKARA	PAKISTANI	RICE EXPORT BUSINESS	



MR. TARIQ MEHMOOD S/O MUHAMMAD SARWAR	M/S SARWAR FOODS (PVT) LTD. 2-KM KASUR ROAD, ELLAH ABAD, DISTT. KASUR	PAKISTANI	RICE EXPORT BUSINESS	
MR. ISHFAQ ALI S/O HAJI MUHAMMAD NABI	M/S ISHFAQ AND COMPANY SHOP # 65-66, GRAIN MARKET, OKARA	PAKISTANI	RICE EXPORT BUSINESS	
MR. WAQAR AHMAD S/O NISAR AHMAD	M/S NISAR RICE FACTORY NATIONAL HIGHWAY, IQBAL ABAD, RAHIM YAR KHAN	PAKISTANI	RICE EXPORT BUSINESS	
MS. SHEHNAZ BEGUM W/O ZAFAR IQBAL	M/S ZAFAR IDREES RICE & PROCESSING MILLS (PVT) LTD. 17-A, RAVI ROAD, OKARA	PAKISTANI	RICE EXPORT BUSINESS	
MR. RAFIQUE SULEMAN S/O SULEMAN	M/S R. B INTERNATIONAL OFF # 303, 3RD FLOOR, PLOT NO. 26-A, BLOCK-6, PECHS, BUSINESS AVENUE, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	
MR. HASSAB RAUF S/O ABDUL RAUF	M/S PREMIER COMMODITIES G-14, GROUND FLOOR, HUSSAIN TRADE CENTRE, ALTAH HUSSAIN ROAD, NEW CHALLI, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	
MR. MUHAMMAD KHURRAM S/O MUHAMMAD ASHRAF	M/S H.K.M INDUSTRIES ROOM # 34, 1ST FLOOR, AZIZ CHAMBER, SYEDNA TAHIR SAIFUDDIN ROAD, OPP. CITY COURT, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	
MR. MAHESH KUMAR S/O SARWANAND	M/S TALREJA INTERNATIONAL OFFICE#801-802, MUHAMMADI TRADE TOWER, NEW CHALLI, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	
MR. JETENDAR KUMAR BADLANI S/O SHAMDAS BADLANI	M/S SPT FOODS OFFICE # 703, QM HOUSE , PLOT # 11/2, ELANDER ROAD, OPP. SHAHEEN COMPLEX, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	
MR. MOHAIB MOULVI S/O MAHMOOD BAQI MOULVI	M/S M. M RICE MILLS (PVT) LTD. 9-C, ITTEHAD LANE # 12, PHASE-II EXTENSION, DHA, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	
MR. MUHAMMAD SHAHID MEMON S/O MUHAMMAD SIDDIQUE	M/S TOOBA RICE MILLS 105, POONAWALA TRADE TOWER, NEAR CITY COURT, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	
MR. SHEERAZ AHMED S/O MUHAMMAD ALI SHEIKH	M/S MS ENTERPRISES OFFICE # 111, 1ST FLOOR, HUSSAIN TRADE CENTRE, NEW CHALLI, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	
MS. UROOSA BADAR W/O SYED BADARUDDIN CHISHTY	M/S U. T. S RICE COMPANY SUIT # 1401, 14TH FLOOR, MUHAMMADI TRADE TOWER, ALTAH HUSSAIN ROAD, NEW CHALLI, KARACHI	PAKISTANI	RICE EXPORT BUSINESS	

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

