

A company set up under Section 42 of the Companies Ordinance, 1984

Articles of Association
Of
PAKISTAN AIDS CONTROL FEDERATION

PRELIMINARY

- 1 In these Articles:
Unless the context otherwise requires words and expressions contained in these Articles shall have the same meaning as in the Ordinance. Words in the singular shall include the plural and vice-versa; words importing the masculine gender shall include the feminine gender and words importing persons shall include bodies corporate.
- “ The Ordinance”** means the Companies Ordinance 1984 (XL VII of 1984);
“The Board” means the Board of Directors for the time being of the company, acting at a meeting through a Committee of Directors;
“ The Company” means PAKISTAN AIDS CONTROL FEDERATION (PNAC);
“General Meeting” means a meeting of members for the time being of Company;
“Members” means a person who is, for the time being, a member of the Company;
“YEAR” used in the context of financial matters shall mean financial year of the company.
“Month” means calendar month;
“Quarter” means a period of three months terminating on any of the following dates viz. the thirty first day of March. The thirtieth day of June. The thirtieth day of September and the thirty first day of December in any year and “Quarterly” shall refer to any such period.
“The General Body” will consist of **Four** Members from Each Member Consortia. Number of General Body will be 24 (Twenty-Four).
“THE SEAL” means the Common Seal of the company.
“THE COMMISSION” means the Securities and Exchange Commission of Pakistan.
“THE REGISTER” means the Register of the members to be kept in pursuant to Section 147 of the Ordinance.
“Director Execution” means the Member Board of Directors Responsible for overseeing the activities and Finances of the company.
“SECRETARY” means the Secretary of the company.
Chairperson” the Constitutional Head of the Company, will be over all in-charge of the company Management and Financial Matters.
CEO- “Chief Executive Officer” – Responsible for implementation of Programs with proper guidance from Board of Directors and accountable to the Board through the Chairperson
“MEMORANDUM” means the memorandum of association of the company.
“PERSON” includes an individual, company, corporation and body corporate.
“ARTICLES” means the articles of association of the company.
“BOARD” means the board of directors of the company.
“ATTORNEY” includes an attorney duly constituted or appointed under an instrument of power of attorney or other authority in writing.
Expressions referring to **“in writing”** shall be construed as including references to typewriting, printing, lithography, photography and other modes of representing or reproducing words in visible form.
Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender.

Unless the context otherwise requires words or expressions contained in these Articles shall be of the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the company.

NAC stands for NWFP AIDS Consortium

NAACC stands for Northern Areas AIDS Control Consortium

BAN stands for Baluchistan AIDS Network

PAC stands for Al Punjab AIDS Consortium

KAC stands for Kashmir AIDS Consortium

SNNHA stands for Sindh NGOs Network on HIV AIDS

2 GOVERNING PRINCIPLES

The governing principles of the “**Company**” are, that the Board of Directors shall:

- a) Ensure that the resources of the Company shall not be used for political patronage or for any other political purposes;
- b) Treat the income/monies of the “**Company**”, solely for the objects of the Company as set out in the memorandum and it shall be their prime responsibility to administer and manage the company in a diligent manner to achieve the purposes for which the Company has been established;
- c) Ensure that as far as possible the Company’s operations are decentralized, subject to sound financial and operational management principles.
- d) Ensure that the resources of the Company are only provided to well-functioning, professionally managed institutions with transparent governance and financial management systems.
- e) Ensure that all the six member-Consortiums are represented on the Board of Directors **equally** by its Elected Representatives.
- f) Ensure the independence and sovereignty of constituent Consortia.
- g) Ensure the independent implementation of programs and projects at Provincial/Regional Level.
- h) Ensure to maintain close consultation and coordination for future Resources Mobilization, Partnership, Projects Designing and Implementation, Advocacy Campaigns, Profile Raising, Research and its Dissemination.

3 COMMENCEMENT OF BUSINESS

The business of the Company shall include all or any of the objects enumerated in the ***Company’s Memorandum of Association*** and can be commenced immediately after the incorporation of the Company as the Directors may think fit.

4 MEMBERSHIP

a. FIRST DIRECTORS:

The subscribers to the Memorandum of Association shall be the first directors of the company whose names are given below and they shall hold office until the election of directors in the first General Meeting, subject to the provisions of Sections 174 and 176 of the Ordinance.

Ishtiaq Ahmed
Sarbuland Khan

Shouket Ali
Raja Khalid Mehmood
Raja Abid Ashraf
Mohammad Ismail
Abdul Qadir
Syed Tahir Mahmood Shah
Dr. Mumtaz Qazi
Ejaz Ahmed
Syed Amjad Gardezi
Alam Zeb Khan

b- ROTATION OF BOARD OF DIRECTORS

At the first Annual General Meeting the First Directors shall retire from office provided that Directors so retiring shall continue to perform their functions until their successors are elected. Subsequently, Directors shall hold offices for a period of two years unless he/she or they earlier resign or other wise cease to hold office

The Members of the Company shall, at the meeting at which any elected Directors shall retire in manner aforesaid or as soon thereafter as shall be practicable, elect new Directors.

c- Other rules regarding membership are:

The number of members with which the Company proposes to be registered is **12** and the minimum number of members shall not be, at any time, less than **07**. However, the directors may, from time to time, whenever the company or the business of the company requires, increase the number of members.

The Board of Directors of Company will be elected by General Body of the Company through Election, ensuring that there are two Directors from each constituent consortium.

The Board of Directors of company may from time to time lay down the qualifications and conditions subject to which any person or class of persons shall be admitted to membership of the company as Co-opted Members.

The rights and privileges of a member shall not be transferable and shall cease on his death or otherwise ceasing to be a member.

The subscribers to the memorandum and such other persons as the directors shall admit to membership shall be members of the company.

One person shall have the right to hold one membership.

c- ADMISSION TO MEMBERSHIP

- i. The Elected Board of Directors of Six member Consortia will nominate its **FOUR** Members for General Body and two members out of these members will be elected to represent the Consortia in the Board of Directors of the Company. No minor or lunatic shall be admitted as a member of the company.
- ii. Every person, upon applying for admission to membership, shall sign an undertaking that s/he will, if admitted, so long as s/he is a member, duly observe the Articles of the company for the time being in force.
- iii. The Board shall subject to the Articles, accept or reject any application for admission to co-opted membership. The Board's decision shall be final and it shall not be liable to give any reasons thereof.

d- CESSATION / EXPULSION FROM MEMBERSHIP

- i. A member renders him/herself liable to expulsion or suspension by the Board if:
 - ii. S/he refuses or neglects to give effect to any decision of the Board; or
 - iii. S/he infringes any of the regulations of the Articles; or
 - iv. S/he is declared by a court of competent jurisdiction to have committed a fraud, or to be bankrupt, or to be insane or otherwise incompetent; or
 - v. S/he is held by the Committee of the company to have been guilty of any act discreditable to a member of the company; or
 - vi. S/he is acting or is threatening to act in a manner prejudicial to the interest or functioning of the company or any other institute, body corporate, society, association or institution in which the company has an interest.
 - vii. His/her nomination is withdrawn by the nominating consortia.
- e- The company in its Board meeting may, on an appeal of the aggrieved member and after giving an opportunity of hearing, annul or modify the decision of the board with regard to expulsion of the member by resolution supported by two-thirds majority. The person expelled shall be reinstated as a member from the date of the resolution of the general meeting annulling the decision of the Board.
- f- Termination of membership shall occur automatically:
- i. in the event of the death of a member; and
 - ii. in the event a member fails to pay any amount due by him to the company within three (3) months after such obligation has become due.
- g- When a member desires to resign from her/his membership of the Company, S/he shall forward his letter of resignation to the Chairperson of the Company and such resignation shall take effect from the date of its acceptance by the Board.

5. CASUAL VACANCY AND ALTERNATE OR SUBSTITUTE DIRECTORS:

Any casual vacancy occurring among the directors may be filled up by the directors within thirty days of the vacancy and the person so elected shall hold office for the remainder of the term of director in whose place he/she is elected.

An existing director may, with the approval of the board of directors, appoint an alternate director to act for him/her during his/her absence from Pakistan of not less than three months. The alternate director so appointed shall *ipso facto* vacate office if and when the director appointing him/her returns to Pakistan.

6. CHAIRPERSON OF THE BOARD:

The directors shall elect one of their members as the Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board and General Meetings but, if at any meeting the chairperson is not present within one hour after the time appointed for holding the same or is unwilling to act as Chairperson, the Vice Chairperson will chair the meeting.

Chairperson shall be Constitutional Head of the Company.

Chairperson will be overall in-charge of the Management and Financial Matters of the Company

Chairperson may delegate his/her different powers and responsibilities from time to time the Vice Chairperson.

7. VICE Chairperson

Will act as Chairperson in the absence of Chairperson.
Vice Chairperson will act upon the delegated powers by Chairperson.

8. DIRECTOR EXECUTION:

The directors shall elect one among its members as Director Execution to vest in him/her such powers and functions as they deem fit in relation to the oversight role management and administration of the affairs of the company.

9- Secretary

The Secretary shall be responsible for all secretarial functions and shall ensure compliance with respect to requirements of the Ordinance concerning the meetings and record of proceedings of the Board, committees and the general meeting of members, review the applications for admission to membership and the recommendations accompanying the same to ensure that they are in the form prescribed, ensure that all notices required by these Articles or under the Ordinance are duly sent and that all returns required under the Ordinance are duly filed with concerned Company Registration Office

The Board of Directors shall appoint the Secretary among the Board. **The Secretary** shall keep the seal in safe custody. It shall only be used by the authority of a resolution of the Board, and every instrument to which the seal shall be affixed shall be signed by the **Chairperson** of the Board or in his absence by the **Vice Chairperson** of the Board (or in the absence of both, by such other Director as the Board shall nominate) and by one other Director and shall be countersigned by the Secretary or by a Third Director. An Instrument duly sealed and purporting to be signed by such three persons shall be considered as properly executed.

10. DUTIES AND POWERS OF THE BOARD

The business of the company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company and may, exercise all such powers of the Company as are not, by the Ordinance or by these Articles, required to be exercised by the company in Annual General Meeting subject being not inconsistent with articles of the company, as may be prescribed by the Company in General Meeting. The Board shall exercise all such powers as are vested in them by Section 196(2) of the Ordinance.

The Board may from time to time and at anytime, with the previous consent in writing of the Company, by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not increasing those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board from time to time by resolution determine.

The Board shall cause minutes to be kept in bound volumes provided for the purpose:

Of the names of the persons present at each meeting of the Company, the Board and of any committee of the Board;

Of all resolutions and proceedings at all meetings of the Company, the Board and committee of the Board.

Every Member present at any meeting of the Company and every Director present at any meeting of the Board or Committee of the Board shall sign his name in a book to be kept for that purpose.

Minutes of every meeting of the Board shall be prepared immediately thereafter and a copy thereof in their unconfirmed state shall be sent to every Director within seven days of such meeting.

Minutes of all General Meetings of the Company and of all meetings of the Board shall be presented at the next ensuing meeting of the company or Board (as the case may be) and if confirmed, shall be signed by the Chairperson of the Meeting.

Minutes of the Board shall be open for inspection by any Member or any Director during office hours but minutes of General Meeting of the Company shall be available only to the Members except when they otherwise decide.

Board can remove any office bearer from his/her office by 2/3 majority.

11. POWER TO BORROW AND INCUR EXPENDITURE

The Board shall have no right without the approval of the Company in General Meeting to exercise the powers of the Company to borrow money, or to mortgage or change its undertaking and property, or any part thereof, or to issue debentures, debenture stock or other securities

The board shall not be entitled without the approval of the Company in a General Meeting to incur any expenditure in excess of that estimated in the budget submitted to the Members of the Company but nevertheless no persons external to the Company shall be concerned to see or enquire whether this limit is observed, and no debt incurred in excess of the such limit shall be invalid

12. PROCEEDINGS OF THE BOARD

The Board shall meet at least once in each quarter of every year, subject thereto meetings of the Board shall be held at such time as the directors shall think fit. All meetings of the Board shall be held at the registered office of the Company or at such other place as the Board shall from time to time determine. The meetings of the Board shall be called by the chairperson on his/her own accord or at the request of the **Director Execution** (or any three directors) by giving at least Fifteen (15) days notice to the members of the Board.

At least Fifty One Percent majority of the total number of directors shall constitute a quorum.

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, shall be a quorum.

Except as otherwise provided by these Articles, every question at meetings of the Board shall be determined by a majority of votes of the directors present, each director having

one vote. In case of an equality of votes or tie, the chairperson shall have a casting vote in addition to his original vote as a director.

Minutes of the proceedings of every meeting of the Board and a record of attendance of the directors thereat shall be recorded by the **Secretary** in a book kept for that purpose. These shall be signed by the chairperson of the meeting at which they are read.

13. RESOLUTION THROUGH CIRCULATION

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

14. Chief Executive Officer

Subject to the provisions of the Ordinance, the Board shall appoint to the office of Chief Executive Officer, for such period not exceeding two years and on such terms as they deem fit with pre-approved job description.

The Chief Executive Officer shall be removed by a resolution passed by the Board specifying the reasons for such actions fulfilling the contractual obligations.

15. GENERAL MEETINGS AND PROCEEDINGS

i. ANNUAL GENERAL MEETING:

A general meeting to be called annual general meeting, shall be held, in accordance with the provisions of Section 158, within eighteen (18) months from the date of incorporation of the company and thereafter once at least in every calendar year within a period of four (4) months following the close of its financial year and not more than fifteen (15) months after the holding of its preceding annual general meeting as may be determined by the directors.

ii. OTHER GENERAL MEETINGS:

All other meetings of the members of the company other than an annual general meeting shall be called "**Extraordinary General Meetings**".

iii. EXTRAORDINARY GENERAL MEETINGS:

The directors may, whenever they think fit, call an Extraordinary General Meeting, and Extraordinary General Meetings shall also be called on such requisition(s), as is provided by Section 159 of the Ordinance.

iv. NOTICE OF GENERAL MEETINGS:

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 and, in case of special business, the general nature of that business, shall be given in the manner provided by the Ordinance for the general meeting, to such persons as are, under the Ordinance or the Articles of the company, 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.

v. SPECIAL BUSINESS:

All business that is transacted at an extra ordinary general meeting and that is transacted at an annual general meeting with the exception of the consideration of the accounts,

balance sheet and the reports of the director and auditors, the election of directors, the appointment of and the fixing of remuneration of the auditors shall be deemed special business.

vi. QUORUM:

No business shall be transacted at any general meeting unless a quorum of members representing not less than Fifty One percent (51%) of the total voting power present in person.

vii. EFFECT OF QUORUM NOT BEING PRESENT:

If within one 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, shall be a quorum.

viii. CHAIRPERSON OF THE MEETING:

The chairperson of the Board of directors, shall preside as chairperson at every general meeting of the company, but if he is not present within one hour after the time appointed for the meeting, or is unwilling to act as chairperson, Vice chairperson will preside over the meeting, in absence of both Chairperson and Vice Chairperson the members present shall choose one of their member to be the Chairperson.

ix. ADJOURNMENT:

The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) 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.

x. VOTING:

At any general meeting a resolution put to the vote to the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the company 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.

xi. DEMAND FOR POLL:

A poll may be demanded in accordance with the provisions of Section 167 of the Ordinance.

xii. MANNER OF TAKING POLL:

If a poll is duly demanded, it shall be taken in accordance with the manner laid down in Section 168 of the Ordinance and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

xiii. TIME OF TAKING POLL:

A poll demanded on the election of chairman or on a question of adjournment shall be taken at once.

xiv. CASTING VOTE:

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll takes place, shall have and exercise a second or casting vote.

xv. VOTES OF MEMBERS:

On a show of hands every member present in person shall have one vote and upon a poll every member present in person shall have one vote.

OBJECTION TO VOTE:

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given and tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

16. NOTICE

- a. A notice may be given by the Company or the Board to any Member or Director, either personally or by sending it by ordinary prepaid post to him as his registered address notices sent to any persons residing out of Pakistan shall be sent by airmail as well as to the address if any within Pakistan supplied by him to the company from the giving of notice to him.
- b. Where a notice is sent by post, service of the notices shall be deemed to be affected by properly addressing prepaying and posting a letter containing the notice and unless the contrary is proved to have been affected by the time at which the letter would be delivered in the ordinary course of post.
- c. If a Member has no registered address in Pakistan and has not supplied to the Company an address within or outside Pakistan for the giving of the notice to him a notice addressed to him in particular or to all Members in general and advertised in a newspaper circulating in the province in which the registered office of the company is situated shall be deemed to be duly given to him on the day on which the advertisement appears.
- d. Notice of every General Meeting shall be given in any manner herein before authorized to every member and the auditors for the time being of the company no other person shall be entitled to receive Notices of General Meetings.

17. MANAGEMENT AND ADMINISTRATION

There shall be, for the overall management of the company's affairs, a Board of directors, which will be elected from amongst the members.

One term of the Board of directors would be for two years.

No person shall be appointed as a director if he is ineligible to hold office of director of a company under section 187 of the Ordinance.

No member / person shall hold more than one office in the company, such as those of Director Execution and Company Secretary.

18. ACCOUNTS

The Board shall cause proper books of account to be kept with respect to:
All sums of money received and expended by the company and the matters in respect of which the receipts and expenditures take place;
All sales and purchase of goods by the company; and
All assets and liabilities of the company.

Proper books shall be deemed to be kept. Such books of account are necessary to give a true and fair view of the state of the company's affairs to explain its transactions.

The books of account shall be kept at the registered office of the Company or subject to Section 230 of the Ordinance, at such other place or places as the Board thinks fit, and shall always be open to inspection by the directors and also by the representatives duly appointed by the Company.

The Directors shall from time to time in accordance with Section 233,234,236,237 and 241 of the ordinance, cause to be prepared and laid before the Company in General meeting such balance sheets, income and expenditures accounts, group accounts (if any) and reports as are referred to in those as are referred to in those Section.

Copies of the income and Expenditure Accounts, Balance Sheet and Reports (all of which shall be framed in accordance with any Statutory requirements for the time being in force) and of any other document required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the Annual General Meeting be sent tot the auditors to all other persons entitled to receive notices of such meeting in the manner in which notices are hereinafter directed to be given.

19. AUDITORS

The balance sheet shall be signed on behalf of the Board by the Chief Executive Officer and at least two Directors and the auditors report shall be attached to the balance sheet or there shall be inserted at the floor of the balance sheet a reference to the report and report shall be read before the company at the Annual General Meeting and shall be open to inspection by any member or Director.

20. AUDIT

Auditors shall be appointed and their duties regulated in accordance with section 252 to 255 of the Ordinance.

21. INSPECTION BY MEMBERS:

The directors shall from time to time determine the time and places for inspection of the accounts and books of the company by the members not being directors, and no member (not being a director) shall have any right to inspect any account and book or papers of the company except as conferred by law or authorized by the directors or by the company in general meeting.

22. COPY OF ACCOUNTS TO BE SENT TO MEMBERS:

A copy of balance sheet and profit and loss account and the Cash flow statement along with the reports of directors and Auditors of the company shall, at least twenty-one (21) clear days before the holding of the General Meeting, be sent to all the members and the

persons entitled to receive notices of general meetings, in the manners in which notices are to be given as provided in section 50 of the Ordinance

23. SUPPLEMENTARY PROVISIONS RELATING TO TAX:

The company shall abide by and adhere to the following rules:

The company shall get its annual accounts audited from a firm of Chartered Accountants. The company shall, in the event of its dissolution, after meeting all liabilities, transfer all its assets to an Institution, fund, trust, society or organization, which is an approved non-profit organization, and intimation of such transfer will be given to Commissioner, Central Board of Revenue, within three months of the dissolution.

The company shall utilize its money, property or income or any part thereof, solely for promoting its objects.

The company shall not pay or transfer any portion of its money, property or income, directly by way of dividend, bonus or profit, to any of its members(s) or the relative or relatives of member or members.

The company shall maintain its banks accounts with a scheduled bank or in a post office or national saving organization, National Bank of Pakistan or national commercialized banks.

The company shall regularly maintain its books of accounts in accordance with generally accepted accounting principles and permit their inspection to the interested members of the public, without any hindrance, at all reasonable times.

Without prejudice to the powers conferred on the Commission under section 42 of the Companies Ordinance, 1984, the association shall not change its memorandum without approval of Commissioner, Income Tax, if it has been approved by him as a non-profit organization.

The company shall restrict the money validly set apart or not utilized to twenty five percent (25%) of the income including surplus worked out of amount of donations made to it. Provided that certificate will be provided to the Commissioner, Central Board of Revenue that the amounts so in excess of the said limit have been invested in Government Securities or any of mutual funds registered with Securities and Exchange Commission of Pakistan subject to the condition that such deposit / investment in or through the financial institution(s) shall not exceed 1/3rd of the surplus at the end of the year as mentioned.

24. MINUTE BOOKS:

The directors shall cause minutes to be duly entered in a book or books provided for the purpose of:

- (a) all resolutions and proceedings of General Meeting(s) and the meeting(s) of directors and Committee(s) of directors, and every member present at any General Meeting and every director present at any meeting of directors or Committee of directors shall put his signature in a book to be kept for that purpose;
- (b) recording the names of the persons present at each meeting of the directors and of any committee of the directors, and the general meeting; and
- (c) all orders made by the directors and Committee(s) of directors.

25. PUBLICATION OF COMPANY MATTERS

The Company shall not publish any information or make a public statement concerning the Company, any institutions under its control, or any matter what so ever without the previous consent in writing of the Chairperson of the Board.

No Member or Director shall except so far as is necessary and proper in the ordinary course of its duties make public or disclose to any person or other body any Information as to the affairs of the Company or any institutions under its control or anything related to its employees, consultants or as to any other matter s which may come to his knowledge

in the course of his duties as such member or director as aforesaid. The service agreement of all senior or professional employees and all agreements retaining the services of consultants and other persons of comparable status shall embody a clause in terms similar to this article.

26. COMMITTEES:

The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit and they may from time to time revoke such delegation. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the directors.

27. CHAIRMAN OF COMMITTEE MEETINGS:

A committee may elect a chairman of its meetings, but, if no such chairman is elected, or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the same or is unwilling to act as chairman, the members present may choose one of them to be the chairman of the meeting.

28. PROCEEDINGS OF COMMITTEE MEMBERS:

A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In case of an equality of votes, the chairman shall have and exercise a second or casting vote.

29. VALIDITY OF DIRECTORS' ACTS:

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

30. THE SEAL:

The directors shall provide for the safe custody of the seal, which shall not be affixed to any instrument except by the authority of a resolution of the Board or by a committee of directors authorized in that behalf by the directors, and two directors or one director and the Secretary of the company shall sign every instrument to which the seal shall be affixed.

31. INDEMNITY:

Every officer or agent for the time being of the company may be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of his dealings in relation to the affairs of the company, except those brought by the company against him in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 488 in which relief is granted to him by the Court.

32. SECRECY

Every director, secretary, auditor, trustee, member of a committee, officer, servant, agent, accountant, or other person employed in the business of the Company shall observe strict secrecy representing all transactions of the Company, and the state of account with individuals and in matters relating thereto and shall not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the directors or the Company in general meeting or by a court of law, and except so far as may be necessary in order to comply with any of the provisions herein contained.

33. WINDING UP

In the case of winding up or dissolution of the Company, any surplus assets or property after the satisfaction of all the debts and liabilities shall not be paid or disbursed among the members, but shall be given or transferred to some other institution or institutions having similar objects to those of the Company as decided by the members of the Company in their general meeting by special resolution.

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

S. No.	Name and Surname (Present & former Name in full (in Block Letters))	Father's / Husband's Name in full	Nationality with any former Nationality	Occupation	Residential Address in full	Signature
1.	Raja Khalid Mehmood 37405-6277023-3	Raja Khan Zaman	Pakistani	Businessman	House No. SA-917, Rajput Street, Service Road, Sadiqabad Rawalpindi	
2.	Ishtiaq Ahmed 71501-5665677-9	Nisar Ahmed Khan	Pakistani	Businessman	Mohalla, Domiyal, Gilgit City	
3.	Shouket Ali 42201-1505426-3	Abdur Rehman	Pakistani	Businessman	315- Roseland, Square Dolly Khata, Soldier Bazar Tehsil & District Karachi	
4.	Sarbuland Khan Jogezeai 56302-0849349-1	Nasrullah Khan Jogezeai	Pakistani	Businessman	Kili Zangiwal, Tehsil & District Loralai, Baluchistan	
5.	Muhammad Ismail 17301-1320725-9	Sanab Gul	Pakistani	Businessman	Mohallah Qamral Village & P.O. Marghuz, District Sawabi	
6.	Raja Muhammad Abid 61101-2958717-1	Raja Muhammad Ashraf Khan	Pakistani	Businessman	Village Katkair, P.O. Rahim Kot, Tehsil & District Muzafarabad, AK	
7.	Syed Amjad Hussain Shah Gardezi 82101-3297654-1	Syed Abdur Rehman Shah	Pakistani	Businessman	Village and Post Office, Chaman Kot, Tehsil Dhirkot District Bagh AK	
8.	Alamzeb Khan 17301-1469144-7	Mohammad Ibrahim Khan	Pakistani	Businessman	House # 59-A, Street 9, Sector G-3, Phase-2, Hayatabad, Peshawar	
9.	Syed Tahir Mehmood Shah 37301-3274621-5	Syed Niaz Ali Shah	Pakistani	Businessman	Al- Raza, Shadab Road, Jhelum	
10.	Abdul Qadir 54400-8256466-1	Maskeen	Pakistani	Social Work	H # 8-6/32 Zareef Streef, Kasi Road Shaldara Quetta	
11.	Dr. Mumtaz Hussain Qazi 42201-6618464-1	Ghulam Ali	Pakistani	Businessman	B-26, Noman Heaven, Block-15, Gulistan-e- Johar, Karachi	
12.	Ejaz Ahmed 71501-0207716-7	Sultan Mohammad	Pakistani	Businessman	Mohalla Amphary, Gilgit	

Dated

Witness to above Signature

Name

Full address

Signature