

# Certificate of Incorporation

Kar. No. 2667 of 1968–1969.

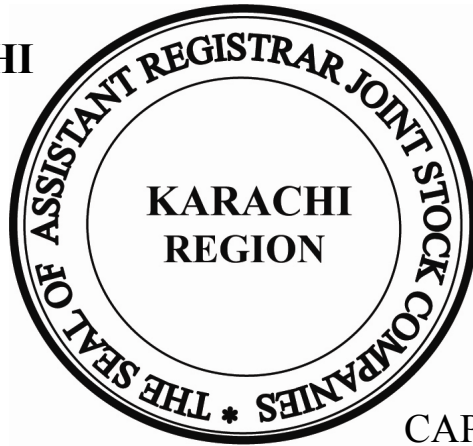
I hereby certify that

**INSTITUTE OF ARCHITECTS PAKISTAN,**

*Is this day incorporated under the Companies Act VII of  
1913 and that the Company is Limited.*

*Given under my hand at Karachi this Twenty-second day of  
May One Thousand Nine Hundred and Sixty Nine.*

**KARACHI  
REGION**



**CAPT. AFTAB AHMED KHAN**  
*Assistant Registrar of Joint Stock  
Companies Karachi Region, Karachi*

# **Memorandum of Association of INSTITUTE OF ARCHITECTS, PAKISTAN**

(Association not for profit by guarantee formed for promoting the objects mentioned in the memorandum)

## **Name**

A. The name of the Association shall be INSTITUTE OF ARCHITECTS, PAKISTAN.

## **Registered Office**

\*B The registered office of the Institute shall be situated in Karachi in the province of Sindh.

## **The Objects**

C. The objects for which the Institute is established are:-

1. *To promote* and advance the art and science of practice of profession of architecture in Pakistan (hereinafter called the profession) and to promote and advance the welfare and well-being of persons engaged in or about to engage in practice of the profession.
2. *To promote* just and honorable conduct and excellence in the practice of the profession, to suppress malpractice, to settle disputed points of practice and to decide all questions of professional usage or courtesy between and amongst Architects.
3. *To promote* consideration and discussion of all questions affecting and generally to watch over and protect the interest of the profession.
4. *To give* to members of assemblies, municipalities and other public bodies and authorities, facilities for conferring with and ascertaining the views of the profession as regards matters directly or indirectly affecting their interest.
5. *To confer* with the Central, Provincial, State and Local Governments, Public Bodies and Authorities in regard to all matters affecting the profession.
6. *To confer* with Institutes of Architects in all countries of the world and with other Institutions and organizations in Pakistan and abroad in regard to all matters affecting the profession.
7. *To arrange and promote* adoption of equitable forms of contract and other documents in or for use by the profession and to encourage settlement of disputes by conciliation and arbitration and to act as or nominate conciliators, arbitrators, umpires as may seem expedient.
8. *To originate and promote* improvements in the law relating to the Architectural Profession and for this purpose to petition Assemblies, Public Bodies and Authorities and to take such other steps and proceedings as may be deemed expedient.
9. *To diffuse* among the members information on all matters affecting the profession and

\* Amended as per Special Resolution on January 15, 1987.

\*\* Amended as per Special Resolution on August 30, 2007.

to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary works and undertakings as may seem conducive to any of the objects of the Institute.

10. *To improve and elevate* the technical and general knowledge of persons engaged in or about to engage in the practice of the profession with a view there to establish, form, maintain and run schools, colleges and institutions of learning and to provide for delivery of lectures and holding of classes and to test by examinations or otherwise the competence of such persons and to award certificates and distinctions and to institute, establish and award scholarships, grants, rewards and other beneficiations.
11. *To establish, form, maintain and run* libraries and collections of models, designs, drawings and other articles of use or interest to the profession.
12. *To encourage* the discovery of and investigate and make known the nature and merits of inventions which may seem capable of being used by persons engaged in the profession.
13. *To conduct research and organize* seminars, conferences and exhibitions for promoting the cause of the architectural profession.
14. *To invest* the moneys of the Institute not immediately required upon such securities, shares, stocks, debentures stock or otherwise in such manner as may from time to time be determined.
15. *To promote, organize or establish* branches or offices of the Institute wherever considered necessary and to manage and control such branches or offices and to delegate such powers or functions to branches or offices as may be considered necessary.
16. *To undertake and execute* any trust which may seem to the Institute conducive to any of its objective.
17. *To do* all such other things as are incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not except where the context so requires be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Institute. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause.

### **Income and Property how to be applied**

- \*D. The income and property of the Institute shall be applied solely towards the promotion of the objects of the Institute as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly, or indirectly, by way of dividend, bonus, or otherwise by way of profit to the members of the Institute.

\* Amended as per Special Resolution on January 15, 1987.

\*\* Amended as per Special Resolution on August 30, 2007.

*Provided that*, nothing herein shall prevent the payment in good faith, or remuneration to any officers or servants of the Institute, or other person, in return for any services actually rendered to the Institute. No payment out of the funds of the Institute shall be made to members by way of remuneration for services or otherwise, whether holding an office in the Institute or not.

*Provided further*, that no member of the council of management or governing body of the Institute shall be appointed to any salaried office of the Institute or paid by fees, and no remuneration shall be given by the Institute to any member of such council or governing body except repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Institute.

### **Conditions of License**

- \*E. The last preceding paragraph of this Memorandum of Association is a condition of which License is granted by the government to the Institute in pursuance of Section 42 of the Companies Ordinance, 1984.

### **Liability Limited**

- F. The liability of the members is limited

### **Limit of contribution by members**

- G. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up during the time that he is member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before the time at which he ceased to be member and of the costs, charges and expenses of the winding up of the same, and for the adjustment of the rights of contributories amongst themselves, such amount as may be required not exceeding Rs.100/-

### **Distribution on winding up**

- H. If upon the winding up or dissolution of the Institute there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the institute but shall be given or transferred to some other institute or institutions having object similar to the object of the Institute to be determined by the members of the Institute at or before the time of dissolution, and in default thereof by such Court as may have jurisdiction in the matter.

### **Accounts and Audit**

- I. True account shall be kept of the sums of moneys received and expended by the Institute and the matters in respect of which such receipt and expenditure takes place,

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and of the property, credits and liabilities of the Institute and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Institute, shall be open to inspection of the members. Once at least in every year, the account of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

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

<u>Name and Description</u>	<u>Addresses</u>	<u>Name, Description and Address of the Witness</u>
Mr. Minoo P. Mistri	Essajee Ebrahimjee Building Bunder Road, Karachi	
Mr. Zahir-ud-deen Khwaja	5/E, Gulberg Market Lahore.	
Mr. Mazharul Islam	VASTUKALABAD Farhat Manzil, Pirbagh Ramna, Dacca	
Mr. A. M. Peermohamed	M/s. Peermohamed & Co Opp. Denso Hall Bunder Road, Karachi-2.	
Mr. M.A. Ahed	M/s. Ahed Associates, Habib Bank Building, Bunder Road/ Victoria Road Karachi.	
Mr. Tajuddin M. Bhamani	M/s. Tajuddin M. Bhamani & Co Polad Building Bunder Road, Karachi-3.	
Mr. R. S. Rustomji	Ms. D. H. Daruvala & Co. Karachi Chambers, Grant Road Karachi.	

Karachi, Dated this.....day of .....1968

\* Amended as per Special Resolution on January 15, 1987.

\*\* Amended as per Special Resolution on August 30, 2007.

# The Companies Ordinance 1984

## The Articles of Association of

### INSTITUTE OF ARCHITECTS, PAKISTAN

(Association not for profit, limited, by guarantee)

#### Table 'A'

- \*1. The regulation, contained in Table 'A' in the first schedule to the Companies Ordinance 1984, shall not apply to the Institute.

#### Interpretation

2. The marginal notes hereto shall not effect the construction hereof in these Articles unless there is something in the subject or context inconsistent therewith:-

- \* a) "The Ordinance" means the Companies Ordinance 1984, as amended and now in force in Pakistan and any reference to any of the provisions thereof shall be read as a reference to such provision as amended or re-enacted by any statute for the time being in force;
- b) "The Institute" means the above named Association;
- c) "The Articles" means these Articles of Association as originally framed or as altered from time to time by special resolutions;
- \* d) "Special Resolutions" has the meaning assigned thereto by the Ordinance;
- \* e) "The National Council" means the Members for the time being on the "Council of Management" of the Institute as constituted in accordance with the provisions contained in these Articles;
- f) "The Seal" means the common seal for the time being of the Institute;
- g) "Month" means a calendar month according to Gregorian style;
- h) "In writing" and "written" include printing, lithography and other modes representing or reproducing words in a visible form;
- i) Words importing the singular number included the plural number and vice-versa;
- j) Words importing the masculine gender also include the feminine gender and vice-versa;
- \*\* k) "Recognized Institution" means an institution imparting architectural education recognized by the Pakistan Council of Architects and Town Planners.
- \*\* l) A "Chapter" means a group of members who are ordinarily resident in a city /

district / province who have formed a chapter with the approval of the National Council, in accordance with the Charter of the Chapters enunciated by the IAP National Council from time to time

- \* m) “Chapter Executive Committee” means the Members for the time being on the “Council of Management” of a Chapter.

3. Subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with Articles 5,6,7,8 and 9, and none others, shall be members of the Institute and shall be entered in the Register of Members accordingly

### **Categories of Members**

- \*\*4. There shall be following categories of members:

- a) Fellows
- b) Associates
- c) Honorary Fellows
- d) Affiliates

### **Fellows**

- \*\*5. No person shall be eligible to become Fellow of the Institute unless he has at least 20 years of post qualification professional experience, and has been an Associate of the Institute for a minimum period of ten years with demonstrated service to the objectives of the Institute. The National Council may invite such member to become a Fellow upon receiving a proposal in writing from a Fellow of the Institute.

### **Associate**

- \*\*6. No person shall be eligible to become an Associate of the Institute unless he is 21 years of age and a citizen of Pakistan and is:-
  - a) A member of a national section of the International Union of Architects; or
  - b) Holder of a degree or diploma in architecture from an institution recognized by the Pakistan Council of Architects & Town Planners and possesses 2 (two) years post qualification relevant practical experience; or

### **Honorary Members**

- \* 7. All such persons, not otherwise eligible to be members, who in the opinion of the National Council have endeavored for and contributed in a manner of undoubted significance to the dissemination, development and appreciation of the profession of Architecture, may be invited by the National Council to become Honorary Fellows and will be designated as such upon acceptance.

## **Affiliates**

- \*\*8. No person shall be eligible to become an Affiliate Member unless he has been declared to be successful in the second year of the five year Architectural education program from a recognized Institution and/or declared successful in the final examination leading to a degree/diploma in architecture from an Institution in Pakistan recognized by the PCATP.

*Provided that*, this Category of Membership shall be without voting rights; and

*Provided further that*, the validity of this Category shall be limited only to a period of five (05) years from the date on which the applicant becomes eligible to successfully enter the third year of his educational course in a five year architectural education program in a PCATP recognized architectural education institution and renders to the Institute a one time prescribed fees of such Membership; and

*Provided further that*, the validity of this Category of Membership will end two (02) years from the date of graduation (i.e. a total of 05 years), after which he will be eligible to apply for the Associate Membership of the Institute.

## **Students**

- \*\*9. [Deleted]

## **Subscription and Payment**

- \*\*10. The amount of Entrance Fee and Annual Subscription from Fellows, Associates, and Affiliates shall be fixed by the National Council of the Institute. The National Council shall have full power to increase or reduce the said fees and subscription from time to time. An Honorary Member shall not be required to make any payment to the Institute or subscribe to any levies. Yearly subscription shall be from 1<sup>st</sup> July in every year and shall be paid to the Institute on or before 30<sup>th</sup> September in each year, through the Chapter with which the member is listed for the time being.

- a) **Life Membership:** A Member may chose to make a one time Life Membership payment of fees, the amount being determined, from time to time, by the National Council based on a sliding scale. The amount of Life Membership fee shall be such that it yields an amount equivalent to the amount the yearly fees of the Category, when invested in a bank fixed deposit scheme. Such an amount will be deposited in a savings / fixed deposit account and shall not be withdrawn for any purpose whatsoever unless a unanimous resolution of all Members of the National Council agree to do so under exceptional circumstances. The interest accrued from such a deposit may however be withdrawn yearly for deposit in the General Fund of the Institute and be termed as the annual fees received from the Life Membership fees of the Member;

*Provided that*, the deposit of a Life Membership fee by a Member shall not be deemed to grant any special privileges to the member paying the Life

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Membership subscription Fees;

*Provided further that*, in the event of a member being suspended or terminated the fees paid shall be forfeited and not refunded;

- b) Those Members who reach the age of 65 as an Associate / Fellow and are in good standing for at least five years, may apply in writing to be exempted from any payment of subscription fees and the National Council, shall approve this exemption of payment of subscription fees, in future;  
*Provided that*, this exemption shall be granted only if the Member is in good standing and has paid all his subscription and other dues if any up to the time of his application or 65 years of age or, whenever he so applies after reaching the age of 65.

### **Application for Membership**

- \*\*11. Any person who desires to be admitted as an Associates or Affiliate must sign and deliver to the Institute through the Chapter on a prescribed application form for admission, framed in such terms as the National Council shall require and accompanied with payment of entrance fee and subscription to the category of membership in respect of which applicant desires to become a member.

### **Refund of Entrance Fee and Subscription**

- \*\*12. A person not admitted as Associate, Affiliate shall not be entitled to refund of the amount paid by him for purpose of admission.

### **Admission Discretionary**

- \* 13. No person shall be admitted in any category of membership of the Institute unless he is approved and admitted by the National Council and the National Council shall have full discretion as to admission and may refuse to admit any persons to membership in any category without assigning any reason whatsoever.

### **Members to further interests and influence of the Institute**

- \* 14. Every member shall be bound to further to the best of his ability the objects, interest and influence of the Institute and shall observe all regulations herein contained and all bye-laws of the Institute made pursuant to the powers in that behalf hereinafter contained.

### **Supervision and Exclusion from Membership**

- \* 15. Any member of any category who shall fail in observance of any of the regulations or bye-laws of the Institute may be excluded from the Institute by resolution of majority of at least 2/3<sup>rd</sup> of the Members of the National Council present at the meeting of the National Council convened for the purpose. Such Member shall have seven clear days notice sent to him of the National Council meeting and be heard but shall not be present at voting or take part in the proceedings otherwise than as the National Council allows.

### **Result of Exclusion**

- \* 16. The member who has been excluded shall forfeit all claims to the return of money paid by him to the Institute and shall cease to be a member of the Institute in any category.

### **Rights of Membership**

- \* 17. All members shall have equal rights to all the privileges and honors that such a category of membership may entail.

### **Restrictions of Rights of Honorary Members and Candidates**

- \* 18. Honorary Fellows and Candidates shall be entitled to notices of meetings of the Institute and to attend and take part in the deliberations at such meetings but shall not have the right and shall not be entitled to vote.

### **Term of Membership**

- 19. The terms of Membership of the Institute in any category shall not be extended beyond the life of the Member and upon his death all his rights and privileges in the Institute shall cease.

## **GENERAL MEETINGS**

### **First General Meeting**

- 20. The first general meeting shall be held at such time being not less than one month or more than three months after the incorporation of the Institute and at such place as the National Council may determine.

### **Annual General Meeting**

- \* 21. A general meeting shall be held once in every year at such time (not more than fifteen months after holding of the last preceding general meeting) and place as may be prescribed by the National Council.

### **Ordinary and Extra-ordinary Meetings**

- 22. The above mentioned general meetings shall be called ordinary meetings, all other general meetings shall be called extra-ordinary meetings.

### **Extra-ordinary Meetings**

- \* 23. The National Council shall on its own motion or on a requisition in writing by 1/10<sup>th</sup> of the total members of the Institute having the right to vote, convene an extraordinary meeting

### **Forms of Requisition**

24. Any requisitions made by the members as aforesaid must state the object of the meeting proposed to be called and must be signed by the requisitionists and deposited at the registered office of the Institute.

### **Convening such Meeting**

- \* 25. On receipt of the requisition the National Council shall forthwith proceed to call an extra-ordinary meeting. If the National Council does not proceed to cause a meeting to be called within twenty-one days from the date of deposit of requisition, the requisitioners or a majority of them may themselves call a meeting.

### **Notice of Meeting**

- \* 26. Clear twenty-one days of notice at least of every meeting ordinary or extra-ordinary specifying the place, the day and hour of the meeting and in case of special business, the general nature of such business shall be given to the members entitled to notice in the manner as may be prescribed by the Institute in general meeting but non-receipt of notice by any such member shall be invalidate the proceedings at any general meeting.

### **Quorum**

27. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twenty percent of the members of the Institute having right to vote present in person shall be that quorum for a general meeting.

### **Ordinary and Special Business**

- \* 28. All business shall be deemed special that is transacted at an extra-ordinary meeting with the exception of consideration and adoption of accounts, balance sheet and the ordinary report of the National Council and of the Auditors, the election of the members of the National Council, appointment and fixing remuneration of Auditor.

### **Procedure in Absence of Quorum**

29. If within half an hour of the appointed time for the meeting a quorum is not present, the meeting, if called upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same date in the next month, the same time and place and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members having the right to vote present shall be the quorum.

### **Chairman of Meeting**

- \* 30. The President of the Institute shall preside at every general meeting.

### **Procedure in Absence of Chairman**

- \* 31. In the absence of the President, the Vice President of the Institute shall preside or if at

any meeting neither is present within 15 minutes after the time appointed for holding of the meeting or is unwilling to act as Chairman, the members present having right to vote shall choose an office-bearer/member of the National Council as Chairman. If no office-bearer/member of the National Council is present or is willing to take the Chair, the members having right to vote present shall choose one of their body to be Chairman.

### **Adjournment of Meeting**

32. The Chairman may with the consent of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give notice of an adjourned meeting if no business has been transacted at the meeting from which the adjournment took place

### **Votes and Proxy**

- \* 33. Only Fellows and Associates shall have the right to vote either personally or by proxy. On a show of hands every member present in person and upon a poll every such member present as aforesaid or by proxy shall have one vote.

### **Instrument of Proxy**

34. Instrument appointing a proxy shall be in writing under the hand of the appointer.

### **Qualification of Proxy**

35. No person shall act as proxy unless he is a member of the Institute having right and being entitled to vote.

### **Deposit of Proxy**

- \* 36. An instrument appointing a proxy shall be deposited at the registered office of the Institute not less than 48 hours before the time of holding of the meeting at which a person mentioned in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

### **Form of Proxy**

- \* 37. The instrument appointing proxy may be in the following form:

#### **INSTITUTE OF ARCHITECTS, PAKISTAN**

I,..... being a Fellow/Associate of the Institute hereby appoint Mr./Ms..... or failing him/her Mr./Ms. ....as my proxy to attend and vote for me on my behalf at the Ordinary/Extra-ordinary General Meeting of the Institute to be held

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on the .....day of ..... in the year..... or at any adjournment thereof.

(Signature)

### **Evidence of Resolution where Poll not Demanded**

38. At any general meeting a resolution put to the vote at the meeting shall be decided on a show of hands, unless poll is (before or on the declaration of the result of the show of hands) demanded by five or more members having right to vote and 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 particular majority, or lost, and an entry made to that effect in the book of proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against the resolution.

### **How Poll Taken**

39. If a poll is duly demanded, it shall be taken in such manner as the Chairman directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

### **Casting of Votes**

40. In case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

### **Voting Rights and Duties**

41. No member having voting right shall be entitled to vote or proxy at any meeting unless all subscription or other dues presently payable by him to the Institute in respect of his membership have been paid in full.

### **Chairman to judge Validity of Votes**

42. The Chairman of the meeting shall be the sole judge of the validity of every vote tendered at any General Meeting of the Institute.

### **Composition of National Council**

43. a) The National Council shall comprise of:
- i) Nine directly elected Members.
  - ii) a) Chairmen of all Local Chapters.
  - b) One representative nominated by the Chapter Executive Committees for every additional 100 paid-up members of a Chapter.

- \*\*b) The term of Members representing the Chapters shall be of two years, and no member shall be eligible to hold office for more than one term in succession.

### **Qualifications of Members and Office-Bearers of National Council**

- \* 44. All Fellows and Associates are qualified to be Members and Office Bearers of the National Council.

### **First Members of the Council**

45. The first Members of the National Council shall be:

Mr. Mazharul Islam	President
Mr. R. S. Rustomji	Vice President
Mr. Abdul Rahman Hye	Vice president (resigned)
Mr. Humayun Somjee	Hon. Secretary
Mr. S. S. Naqvi	Hon. Treasurer
Mr. Tajuddin Bhamani	Member of Council
Mr. Kamil Khan Mumtaz	Member of Council
Mr. Habib Fida Ali	Member of Council
Mr. M. Parvaiz Vandal	Member of Council
Mr. Pyarali A. Merali	Co-opted

### **Election of National Council**

- \* 46. a) **Rotation of National Council**

At the first ordinary general meeting of the Institute the whole of the National Council shall retire from office and a new National Council elected. At every subsequent annual general meeting 1/3<sup>rd</sup> of the directly elected members of the National Council shall retire from office.

#### **b) Which Member to Retire**

Members who retire in very year shall be those who have been longest in office since their last election but as between persons who become members of the National Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

#### **\*c) Ex-President to act as Ex-Officio Member of the National Council**

The President of the National Council shall on retirement continue to be ex-officio Member of the National Council for a one year period, but shall not be entitled to vote at the meeting of the National Council.

### **Retiring Member not eligible for Re-election**

47. The retiring members shall not be eligible for re-election.

### **Election of Office-Bearers**

48. The National Council shall elect from amongst the directly elected members the

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following office-bearers:-

- a) President
- b) Vice President
- c) Vice President
- d) Honorary Secretary
- e) Honorary Treasurer

### **Removal of Office-Bearers**

- \* 49. Any office-bearer shall cease to be such, if he ceases to be a member of the National Council. An office-bearer may be removed from office by a 2/3<sup>rd</sup> majority of the members of the National Council present.

### **General Meeting may fill up Vacancy**

- \* 50. The Institute in the general meeting at which Members of the National Council retire in the manner aforesaid, shall fill up the vacancies by electing persons thereto for a term of three years.

### **Co-option if vacancy not filled up**

- \* 51. If at any general meeting at which an election of members of the National Council or Chapter Executive Committee ought to take place, the places of one or more of the vacating members are not filled up, the meeting shall stand adjourned till the same day in the next month at the same time and place and if at the adjourned meeting, place(s) are not filled up the National Council or Chapter Executive Committee, as the case may be, shall co-opt member(s) to fill the place(s) and the co-opted members shall be deemed to have been duly elected for the full term.

### **Members ineligible to hold two offices**

- \* 52. No elected member or office-bearer of the National Council shall be eligible to hold concurrently any office of a Chapter Executive Committee.

### **Casual Vacancy on the Council**

- 53. Any casual vacancy occurring on the National Council may be filled up by the National Council but the person so chosen shall be subject to retirement at the same time as if he had become a member of the National Council on the day on which the member in whose place he is appointed was last elected a member of the National Council.

### **Removal of Member of National Council**

- \* 54. The General body may by special resolution remove any elected member of the National Council before expiration of his period of office and may by an ordinary resolution appoint another person in his place. The person so appointed shall be subject to retirement at the same time as if he had become a member of the National Council on the day on which the member in whose place he was appointed was last elected to the National Council.

\* Amended as per Special Resolution on January 15, 1987.

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### **Notice of Candidature of Member**

- \* 55. Any candidate contesting for any office of the National Council or Chapter Executive Committee shall be proposed by a member of the Institute having right to vote and shall be seconded by a member having right to vote and shall also express his willingness in writing to accept the office. Such a notice of candidature duly proposed and seconded shall be left at the Registered Office of the Institute or the Chapter, as the case may be, not later than 14 days before the day of the General Meeting at which the election is to take place.

### **Disqualification of Member**

- \* 56. The office of member of National Council or Chapter Executive Committee shall be vacated if the member is:-
- a) Found to be unsound of mind by a court of competent jurisdiction, or fails to pay his subscription and other moneys due from him to the Institute within six months of their accrual, or,
  - b) Absent himself from three consecutive meetings of the National Council or Chapter Executive Committee, as the case may be, without leave of absence, or
  - c) adjudged insolvent or is punished with imprisonment by a competent court for a term exceeding six months in respect of an offence which under the law for the time being in force is cognizable.

## **PROCEEDINGS OF THE NATIONAL COUNCIL**

### **Meetings of the National Council**

- \* 57. The National Council may meet together for dispatch of business, adjourn and otherwise regulate their meeting and proceedings as they think fit, provided that at least four such meetings shall be held during one calendar year and at least 14 days prior notice of such meeting shall be sent to all the members and office-bearers of the National Council. Questions arising at any meeting of the National Council shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. The Honorary Secretary on the requisition of at least three members/office-bearers of the National Council shall convene a meeting of the National Council within fourteen days, giving a prior notice of at least seven days.

### **Quorum for Transaction of Business of National Council**

- \*58. The quorum necessary for transaction of business of the National Council shall be six including one Office-bearer.



### **Chairman of the National Council**

- \* 59. The President at all meetings of the National Council shall preside as Chairman or if at any meeting the President or Vice President is not present within fifteen minutes after the time of appointment for the holding the meeting or is unwilling to act as Chairman, the members of the National Council present shall choose one of the other office-bearers to be Chairman of the meeting.

### **Honorary Secretary to keep Minutes**

- \* 60. The National Council through the Honorary Secretary shall cause minutes to be made in books provided for the purpose:
- a) for all appointments of offices made by the National Council;
  - b) of the names of members of the National Council present at each meeting of the National Council;
  - c) of all resolutions and proceedings at all meetings of the National Council. All such minutes must be confirmed at a subsequent meeting of the National Council before any new business is taken in hand.

### **Composition of Chapter Executive Committee**

- \*\* 60 A. i) All members listed with a Chapter shall in meeting called for the purpose elect for a term of two years, a ten-member Chapter Executive Committee. The Committee shall elect from amongst themselves the following.
- a) Chairman
  - b) Vice Chairman
  - c) Honorary Secretary
  - d) Honorary Treasurer.

### **Term**

- A. ii) No member or office bearer shall serve for more than two terms, in succession.

### **Timing of Election**

- A. iii) Election of the Chapter Executive Committee shall be held within one month from the date of election to the National Council.

### **Responsibilities**

- A. iv) The Chapter Executive Committee shall deal with matters pertaining to local bodies and licensing authorities, the welfare and conduct of members of the Chapter, and act on it's own and on behalf of the National Council in organizing intellectual, professional and social activities for the benefit of members. The Chapter Executive Committee shall collect dues from members

\* Amended as per Special Resolution on January 15, 1987.

\*\* Amended as per Special Resolution on August 30, 2007.

and remit the same to the National Council.

### **Mutatis, Mutandis Provisions**

- \* 60 B Provision of Articles 59 and 60 shall mutatis mutandis apply to the conduct of business of the Chapter Executive Committee.

## **POWERS AND DUTIES OF THE NATIONAL COUNCIL**

61. The business of the Institute shall be managed by the National Council who may pay all expenses incurred in getting up and registering the Institute and may exercise all such powers of the Institute that are not by the Act, or by these Articles, required to be exercised by the Institute in General Meeting subject nevertheless to any regulations of these Articles, to the provisions of the said Act and to such regulations not being inconsistent with the aforesaid regulations or provisions as may be prescribed by the Institute in General Meeting but so that no regulations made by the Institute in General Meeting shall invalidate any prior act of the National Council, which would have been valid if the regulations had not been made.

### **Power of Delegation of National Council**

62. The National Council shall have full control over all the affairs and property of the Institute and shall exercise all powers of the Institute as they think fit and may from Time to time provide for management and transaction of the affairs of the Institute in any specified locality whether in Pakistan or abroad and for purposes thereof may establish local committees.

### **Borrowing Powers**

63. The National Council may from time to time for purpose of the Institute either from the members or any other person borrow any sum or sums of money and may themselves lend any sums of money to the Institute. The National Council may raise such loans with or without interest and upon such terms as to repayment as the National Council may think fit and such loans may be raised without security of the properties or other assets of the Institute and the National Council may accordingly create liens or charges or effect mortgages or encumbrances upon the properties and assets of the Institute as the National Council may deem fit provided that the National Council shall not without the sanction of the Institute in General Meeting borrow any sum or sums of money which will make the amount borrowed by the Institute and outstanding at any time in excess of the sum of Rs.500,000.00 provided that no other person dealing with the Institute shall be concerned to see or enquire whether this

### **Powers to engage and dismiss Officers and Staff**

64. The National Council shall engage or dismiss all employees as they may consider necessary or expedient and shall regulate their duties and fix their salaries.

\* Amended as per Special Resolution on January 15, 1987.

\*\* Amended as per Special Resolution on August 30, 2007.

### **Powers to make Bye-Laws**

65. The National Council may from time to time make, vary and repeal by-laws for the regulation of the business of the Institute, its officers and servants.

### **National Council to comply with the Provisions of the Act applicable to the Institute.**

66. The Council shall duly comply with the provisions of the Act and of any statutory modification thereof for the time being in force applicable to the Institute and in particular with the provisions in regard to registration of particulars of mortgages and charges affecting the property of the Institute or created by it and as to keep a Register of Members of the National Council and to send to the Registrar copies of special resolution and a copy of the Register of the National Council and notifications of any changes therein.

### **Delegation of Power**

67. Without prejudice to the power of delegation in Article 61 the National Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of powers so delegated conform to any regulations that may be imposed on them by the National Council. At least one member of the National Council shall be a member of the committee.

### **Chairman of the Committee**

68. An office-bearer or in the absence of an office-bearer, a member of the National Council appointed as a member on a committee shall act as Chairman.

### **Proceedings of Committee**

69. The Chairman designated in Article 67 shall preside at all meetings of the committee of which he is a member. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their members to be the Chairman of the meeting.

### **Proceedings of Committee**

70. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes, the Chairman shall have a second or casting vote.

### **Proceedings of Council and Committees valid notwithstanding defects in appointment**

71. All acts done in good faith by any meeting of the National Council or of a Committee of the National Council or by any person acting as a member of the National Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of members of the National Council or of the at least, who shall sign every instrument to which the seal is affixed in their presence acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be member of the National Council.

\* Amended as per Special Resolution on January 15, 1987.

\*\* Amended as per Special Resolution on August 30, 2007.

- \* 71. A. Provisions of Articles 67, 68, 69, 70 & 71 shall mutatis mutandis apply to the conduct of business by the Chapter Executive Committee.

## **THE SEAL**

### **The Seal, its Custody and Use**

72. The National Council shall provide common seal for the purpose of the Institute and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the National Council shall provide for the safe custody of the seal for the time being, and the seal shall never be used except by or under the authority of the National Council or a Committee of the National Council and in the presence of two members of the National Council at least, who shall sign every instrument to which the seal is affixed in their presence.

## **ACCOUNTS**

### **Accounts**

73. The National Council shall cause to be kept proper books of account with respect to:-
- a) all sums of money received and expended by the Institute and the matters in respect of which receipts and expenditure take place;
  - b) all sales and purchases by the Institute;
  - c) all assets and liabilities of the Institute.

### **Accounts open to inspection of Members of the Council**

74. The books of accounts shall be kept at the registered office of the Institute or at such other place as the National Council shall think fit and shall be open to inspection of members of the National Council during business hours.

### **Inspection by Members of Book of Accounts of the Institute**

75. The National Council shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to inspection of members not being members of the National Council and have the right of inspecting any account or books or documents of the Institute except as conferred by law or authorized by the National Council or by the Institute in General Meeting.

### **Conform reference to Companies Ordinance 1984**

- \* 76. The National Council shall, as required by Sections 233 and 234 of the Ordinance, insofar as they are applicable to the Institute, cause to be prepared and laid before the

Institute in General Meeting, income and expenditure account, balance sheets and reports of the National Council and the Auditors.

### **Particulars of Income and Expenditure Account**

77. The income and expenditure account shall show, arranged under the most convenient heads, the account of gross income distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses for establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the income of the year shall be brought into account so to adjust balance of income and expenditure, may be laid before the meeting and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in one year the whole of such item shall be stated with the addition of the reasons why only a portion of such expenditure is shown as charged for the year.

### **Annual Balance Sheets**

78. A balance sheet shall be made out in every year and laid before the Institute in General Meeting made up to a date not more than four months before such meeting. The balance sheet shall be accompanied by a report of the National Council as to the Institute's affairs and the amount if any which they propose to carry to reserves.

### **Copy of the Balance Sheet and Report to be sent to Members**

79. A copy of balance sheet and report of the National Council and the Auditor shall twenty one days previous to the meeting be sent to the person entitled to receive notice of General Meeting in the same manner in which notices are give hereunder and in the like period shall be open to inspection of all the members of the Institute at the registered office of the Institute during business hours.

### **Auditors**

- \* 80. Auditor of the Institute shall be appointed by members and his duties regulated in accordance with Sections 252 and 255 of the Companies Ordinance, 1984.

<u>Name and Description</u>	<u>Addresses</u>	<u>Name, Description, &amp; Address of the Witness</u>
Mr. Minoo P. Mistri	Essajee Ebrahimjee Building Bunder Road, Karachi	
Mr. Zahir-ud-deen Khwaja	5/E, Gulberg Market Lahore.	
Mr. Mazharul Islam	VASTUKALABAD Farhat Manzil, Pirbagh Ramna, Dacca	
Mr. A. M. Peermohamed	M/s. Peermohamed & Co Opp. Denso Hall Bunder Road, Karachi-2.	
Mr. M.A. Ahed	M/s. Ahed Associates, Habib Bank Building, Bunder Road/ Victoria Road Karachi.	
Mr. Tajuddin M. Bhamani	M/s. Tajuddin M. Bhamani & Co Polad Building Bunder Road, Karachi-3.	
Mr. R. S. Rustomji	Ms. D. H. Daruvala & Co. Karachi Chambers, Grant Road Karachi.	

Karachi, Dated this.....day of .....1968