

THE COMPANIES ACT, 2017

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

MEMORANDUM OF ASSOCIATION OF INSTITUTE OF ARCHITECTS, PAKISTAN

A. Name & Style:

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

B. Registered Office:

The registered office of the Institute shall be situated in Karachi.

C. The Objects:

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 wellbeing 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 or 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 Federal, Provincial and Local Governments, Public Bodies and Authorities in regard to any 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 contracts 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 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 thereto 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, and debentures or otherwise in such manner as may from time to time be determined.
15. To promote, organize or establish Chapters of the Institute wherever considered necessary and to manage and control such Chapters and to delegate such powers or functions to the Chapters as may be considered necessary.
16. To undertake and execute any trusts which may seem to the Institute conducive to any of its objects.
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-clauses 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.

D. Income and Property how to be applied:

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 the 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.

Provided that, nothing herein shall prevent the payment of fee in good faith, to any members of the Institute, in return for any specific professional services actually rendered to the Institute.

Provided further, that no member of the National Council or the Chapter Executive Committee 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 such member, for services rendered or otherwise, except repayment of out-of-pocket expenses or interest on money lent or the payment of rent for premises demised to the Institute.

E. Conditions of License:

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 Act, 2017.

F. Liability Limited:

The liability of the members is limited

G. Limit of contribution by members:

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 ceases 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 five times the amount of the members last annual contribution.

H. Distribution on winding up:

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 objects similar to the objects 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.

I. Accounts and Audit:

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, and of the property, credits and liabilities of the Institute and subject to any reasonable restrictions as to the time and manner of the inspecting the same that may be imposed in accordance with the regulations for the time being of the Institute, shall be

open to the inspection of the members. Once at least in every year the account of the Institute shall be audited 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.

Name & Description	Addresses
Mr. Minoo P. Mistri	Essajee Ebrahimjee Building Bunder Road, Karachi
Mr. Zahir-ud-deen Khawaja	5/E, Gulberg Market, Lahore.
Mr. Mazharul Islam	VASTUKALABAD Farhat Manzil, Pirbagh Rarnna, 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	M/s. D. H. Daruvala & Co. Karachi Chambers, Grant Road Karachi.

Karachi, Dated this _____ day of _____ 1968

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ARTICLES OF ASSOCIATION OF INSTITUTE OF ARCHITECTS, PAKISTAN

TABLE 'C':

1. The regulation, contained in Table 'C' in the first schedule to the Companies Act 2017, shall not apply to the Institute except in so far as they are repeated or contained in these Articles.

INTERPRETATION:

2. The marginal notes hereto shall not affect the construction hereof in these Articles unless there is something in the subject or context inconsistent therewith: -
 - a. **"The Act"** means the Companies Act, 2017 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 INSTITUTE OF ARCHITECTS, PAKISTAN
 - 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 Act;
 - e. **"The National Council"** means the Board of Directors for the time being of the Institute as constituted in accordance with the provisions of the Ordinance and as contained in these Articles and who have the authority to act for the Institute;
 - 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** implying the **singular** number included the **plural** number and vice versa;
 - j. **Words** implying the **masculine** gender also include the **feminine** gender;
 - k. **"Recognized Institution"** means an institution imparting architectural education recognized and accredited by the Pakistan Council of Architects and Town Planners.
 - l. **"Byelaws of the Institute"** means the bye-laws approved by the general body of the Institute in an EGM through a majority of 2/3 members present or through proxy having voting rights.
 - m. **"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 provisions of the Byelaws of the Institute;
 - n. **"Chapter Executive Committee"** means the Members for the time being on the council of management of a Chapter.
 - o. **"Member in good standing"** means an Associate or Fellow who has paid his/her subscription and all other dues to the Institute and PCATP.
 - p. **"Board of Architectural Education"** means an organ of the Institute constituted under a defined framework and headed by a member of the National Council
 - q. **"General Body"** means the supreme body of the Institute comprising of all Associate and Fellows members of the Institute in good standing.
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 & 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

Only the first three categories of members shall be entitled to use the acronym of FIAP, AIAP and Hon. FIAP respectively, as the case may be, suffixed to their names.

FELLOWS:

5. No person shall be eligible to become Fellow of the Institute unless he has at least twenty years of post-qualification professional experience and has been an Associate of the Institute in good standing for a minimum period of fifteen years with demonstrated service to the objectives of the Institute and outstanding as a professional in practice, service or education. The National Council may invite such member to become a Fellow upon receiving a proposal in writing from a Fellow of the Institute.

ASSOCIATES:

6. No person shall be eligible to become an Associate of the Institute unless he is a citizen of Pakistan registered as an architect with the Pakistan Council of Architects & Town Planners, and possesses 2 (two) years' post qualification relevant practical experience;

HONORARY FELLOWS:

7. All such persons not otherwise eligible to become members of the Institute, who in the opinion of the National Council have endeavored for and contributed in a manner of undoubted significance to the dissemination, development, promotion 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. An Honorary Fellow may be invited to the General Meetings of the Institute but shall have no voting rights and shall not be required to pay any subscription to the Institute.

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 program from a recognized institution. Provided that, the validity of this category shall be limited only to a period of two years from the date on which the applicant graduates. An Affiliate Member shall not be entitled to attend the General Meetings of the Institute and shall not be required to pay any subscription to the Institute.

SUBSCRIPTION AND PAYMENT:

9. (a) Annual Subscription

The amount of Entrance Fee and Annual Subscription from Members 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. Yearly subscription shall be from 1st July to 30th June in every year and shall be paid to the Institute on or before 30th September in each year, through the Chapter with which the member is listed for the time being.

(b) Life Subscription

A Member may choose to make a one-time non-refundable Life Subscription payment of fees, the amount being determined, from time to time, by the National Council based on a sliding scale. Such fee shall be placed in a deposit account and the interest accrued yearly from such deposit transferred to the General Fund of the Institute. No part of the deposited Life Subscription fee shall be withdrawn unless under exceptional circumstances as determined through a unanimous resolution of all members of the National Council.

c) Fee Waiver

Those Members in good standing who reach the age of 65 and who have been members of the Institute for at least 20 years shall not be required to pay their annual subscription.

APPLICATION FOR MEMBERSHIP:

10. Any person who desires to be admitted as an Associate or Affiliate must sign and deliver to the Institute through the Chapter on the prescribed application form framed by the National Council accompanied with payment of entrance fee and subscription to the category of membership for which the applicant is eligible.

REFUND OF ADMISSION FEE & SUBSCRIPTION:

11. A person not admitted as Associate or Affiliate shall be entitled to return of subscription, if any, but not be entitled to refund of the amount paid by him/her for purpose of admission.

ADMISSION DISCRETIONARY:

12. No person shall be admitted in any category of membership of the Institute unless approved and admitted by the National Council and the National Council shall have full discretion as to admission and may refuse to admit any person to membership in any category without assigning any reason thereof.

MEMBERS TO FURTHER INTEREST & INFLUENCE OF THE INSTITUTE:

13. 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.

EXCLUSION FROM MEMBERSHIP:

14. Any member of any class who shall fail in observance of any of the regulations, bye-laws of the Institute or the IAP code of conduct may be excluded from the Institute by resolution of majority of at least 2/3rd 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:

15. 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:

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

LIMIT TO TERM OF MEMBERSHIP

17. The term of membership of the Institute in any category shall not extend beyond the life of the member and upon his death all his rights and privileges in the Institute shall cease.

ANNUAL GENERAL MEETING:

18. A general meeting to be called annual general meeting shall be held in accordance with the provisions of Section 132, within sixteen months (16) from the date of incorporation of the company and thereafter once at least in every calendar year within a period of one hundred and twenty (120) days following the close of its financial year as may be determined by the directors.

EXTRA-ORDINARY MEETINGS:

19. The National Council shall on its own motion or on a requisition in writing by members of the Institute representing not less than one-tenth of the members having the right to vote, convene an extraordinary meeting. Any requisition made by the members as aforesaid must state the object of the meeting proposed to be called and must be signed by the requisitioner(s) and deposited at the registered office of the Institute along with any relevant documents each signed by one or more members signing the requisition.

CONVENING SUCH MEETING:

20. 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 requisitioner(s) or a majority of them may themselves call a meeting.

NOTICE OF MEETING:

21. Clear twenty-one days' notice at least of every general meeting ordinary or extra-ordinary specifying the place, the day and hour of the meeting shall be given to the members entitled to receive notice in the manner as may be prescribed by the Institute in general meeting, but non-receipt of notice by any such member shall not invalidate the proceedings at any general meeting. Where any special business other than
- a. Consideration of financial statements and the reports of the board and auditors;
 - b. The declaration of any dividend
 - c. The election and appointment of directors in place of those retiring; and
 - d. The appointment of auditors and fixation of their remuneration.

There shall be annexed to the notice of the meeting a statement setting out all material facts concerning the special business to be transacted.

QUORUM:

22. No business shall be transacted at any general meeting; ordinary or extra-ordinary unless a quorum of members is present at the time when the meeting proceeds to business. 10% of members of the Institute in good standing, present in person or through proxy, shall be that quorum for a general meeting.

ORDINARY AND SPECIAL BUSINESS:

23. All business shall be deemed special that is transacted at an extra-ordinary meeting and all that is transacted at an ordinary meeting with the exception of:
- a. Consideration of financial statements and the reports of the board and auditors;
 - b. The declaration of any dividend
 - c. The election and appointment of directors in place of those retiring; and
 - d. The appointment of auditors and fixation of their remuneration.

PROCEDURE IN ABSENCE OF QUORUM:

24. 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 day in the next week, 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:

25. The President of the Institute shall preside at every general meeting.

PROCEDURE IN ABSENCE OF CHAIRMAN:

26. In the absence of the President, Vice President-1, of the Institute shall preside. In the absence of the President and Vice President-1, Vice President-2 of the Institute shall preside, or if at any meeting none of these are present within 30 minutes after the time appointed for holding of the meeting or are 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 members to be Chairman.

ADJOURNMENT OF MEETING:

27. The Chairman of the meeting may with the consent of the members present 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:

28. Only Fellows and Associates shall have the right to vote in a general meeting either personally physically or electronically, 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.

DEPOSIT OF PROXY:

29. 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. If a member appoints more than one proxy and more than one instruments of proxy are deposited at the registered office of the Institute, all such instruments of proxy shall be rendered invalid.

FORM OF PROXY:

30. The instrument appointing proxy shall be in the following form.

INSTITUTE OF ARCHITECTS, PAKISTAN

I, being a Fellow/Associate of the Institute hereby appointof.....or failing himof as my proxy to attend and vote for me on my behalf at the ordinary or extra-ordinary (as the case may be) General Meeting of the Institute to be held on day ofat any adjournment thereof. As witness my hand this Day of Signed by the said.....

VOTING ON A RESOLUTION:

31. At any general meeting a resolution put to the vote of 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 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 favor of or against the resolution.

POLL IF DEMANDED:

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

EQUALITY OF VOTES:

33. In the 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.

ENTITLEMENT TO VOTE:

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

CHAIRMAN AS THE SOLE JUDGE:

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

THE NATIONAL COUNCIL

36. The National Council shall comprise of:
i) Nine directly elected Members.
ii) Chairmen of all Chapters.

The Institute may from time to time in General Meeting increase or reduce the number of members of the Council and may also determine in what rotation the increased or reduced number is to go out of office.

TERM OF MEMBERS:

37. The term of Members directly elected to the National Council shall be of three years and those representing the Chapters shall be of two years and no elected member of the National Council or Chapter Executive committee shall be eligible to hold office for more than one term in succession.

ELIGIBILITY OF MEMBERS AND OFFICE-BEARERS OF NATIONAL COUNCIL AND CHAPTER EXECUTIVE COMMITTEE:

38. No member of the Institute shall be qualified to be a Member of the National Council unless he/she has been an Associate of the Institute for at least 5 years and has served as a member of the Chapter Executive Committee for minimum of two years. No member of the Institute shall be elected as the President or Vice President of the National Council unless he/she has been an Associate of the Institute for at least 15 years. No member of the Institute shall be qualified to be a Member of the Chapter Executive Committee unless he/she has been an Associate of the Institute for at least 2 years. No member of the Institute shall be elected as the Chairman or Vice Chairman of the Chapter Executive Committee unless he/she has been an Associate of the Institute for at least 10 years. By a majority vote the General Body may relax the qualifications of membership of Chapter Executive Committee of a new Chapter formed under the provisions of the Byelaws of the Institute.

39. The first members of the council shall be: -

Mr. Mazharul Islam	President
Mr. R. S. Rustomji	Vice President
Mr. Abdul Rahman Hye	Vice President (Resigned)
Mr. Humayun R. Somjee	Hon. Secretary
Mr. S. S. Naqvi	Hon, Treasurer
Mr. Tajuddin M. 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:

40. (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 1/3rd of the directly elected members of the National Council shall retire from office.

(b) Which Member to Retire:

Members who retire in every year shall be those who have been longest in office since their 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.

ELECTION COMMITTEE:

41. The National Council will constitute a 3-member Election Committee, at least 45 days before the day designated for Annual General Meeting (AGM). The committee members will choose a Convener from amongst themselves.

- a) The Election Committee individuals will be Associate/Fellow Members of good standing, with at least 15 years practical experience.

- b) Election Committee individuals will not be a contestant in the elections and will not propose or second any contestant for election.
- c) Election Committee will be answerable for the conduct of election of the Council as per the IAP Constitution and Byelaws.
- d) Any objection or complaint against the election may be filed by any member with the President-IAP, who shall, after calling the report on the objection or complaint from the Election Committee, decide the issue and his decision shall be final.

ELECTION AND CANDIDATURE OF MEMBER:

41.1 In this part: -

- “**Candidate**” signifies a valid IAP member proposed as a candidate for election of the Executive Committee of IAP.
- “**Proposer**” signifies a valid IAP member who proposes a contender for election of the Executive Committee of IAP.
- “**Seconder**” signifies a valid IAP member who approves the proposition of the proposer.
- “**Valid IAP member**” signifies a member who has cleared all IAP dues and is a member in good standing of PCATP.
- “**Election**” signifies election to the Executive Committee of IAP
- “**Voter’s list**” signifies list of all IAP members who have no out-standing IAP dues.

A clear thirty-five days’ notice along with the time table, through registered post or courier and/or e-mail, as decided by the Election Committee, shall be given to members of the holding of elections to the National Council.

The method of election shall be through Electronic Voting. However, in the event that electronic voting is not possible for some technical or other reason, the Council may accept Postal voting as a method of elections. If postal voting is chosen as the method of election, it shall be done as per the rules and regulations stipulated in Clause 41.3. The Election Rules and Procedures shall be as follows:

41.2. GENERAL RULES:

- a. The National Council will fix the number of directors to be elected not later than thirty-five days before the convening of Annual General Meeting.
- b. Only Fellows and Associates in good standing at the time of polling in the election shall be eligible to cast their ballots.
- c. No member shall be qualified to be elected as a member of the National Council for two consecutive terms.
- d. If the votes cast in favor of two or more candidates are found to be equal, the election committee shall determine by lot which of the candidate is to be declared elected.
- e. No election shall be held invalid by reason only of an omission in good faith to send the ballot paper to any voter borne on the voters list.
- f. Election Committee, in not less than thirty-five days before AGM, will cause to be conveyed to all legitimate and valid members, a notice to nominate candidates for the Council.
- g. In return, Election Committee will get nominations from Members. Such nominations will be acceptable, only when made by two individuals who are eligible to cast a ballot. A member shall propose only ONE candidate and may Second another candidate. All nominations should be submitted to the Election committee at least 14 days before the meeting.
- h. Election Committee shall, after the scrutiny of nomination papers, prepare a list of candidates who have been validly nominated.
- i. The Convener Election Committee shall authenticate on each nomination paper the decision of the Election Committee accepting or rejecting it.
- j. Any nominated candidate wishing to withdraw his or her candidacy for election shall do so in writing to the Election Committee within 5 working days from the closing of nominations. No withdrawals shall be permitted after the said 5 working day period.
- k. Election Committee shall issue the final list of candidates for the election on IAP website at-least 7 working days before AGM. A printed hard copy of the final candidate list will be authenticated with the signature of the Election Committee and stamped with official IAP seal and filed for record and reference.

- l. The names of all candidates for election shall be printed in the same type and in alphabetical order.
- m. The Election Committee will make sure that voting shall be done only through the electronic system of balloting within the recommended duration of casting a ballot period.
- n. In the event of any conditions that prevent the Electronic Votes to be counted, Election Committee authorized to take any suitable action.
- o. The decisions of the Election Committee shall be final.

41.3. ELECTRONIC BALLOTING RULES AND PROCEDURE

- a. All nominations shall be submitted electronically using the prescribed Electronic Nomination Procedure. Every nomination shall be accompanied by a statement of not more than 150 words on why he or she presents himself for election. Failing to comply with any of these requisites shall render the nomination null and void.
- b. A member will not be allowed to nominate or second more than one candidate. In the event that a member nominates or seconds more than one candidate the nominations shall be rejected.
- c. The Electronic Nomination Report shall be accessed by the Election Committee, after the time of closing of nominations. The candidates or their representative shall be permitted to be present at the opening of the nominations.
- d. The Election Committee shall prepare a list of all the nominated candidates immediately after the opening of the nominations.
- e. In case, no nominations are received at the end of closing time, the Council members shall nominate member/s to fill the vacant post/s. Council nomination, if any, has to be decided at a Council Meeting by a simple majority of those present and shall be minuted.
- f. Council nominations shall be duly signed by the President or Honorary Secretary and any other Council Member present at the Council meeting.
- g. At the end of withdrawal period, the Election Committee shall prepare a final list of all the nominated candidates.
- h. The final list, incorporated in the Electronic Ballot Notification together with the compilation of Candidate information and Statement Form of nominated candidates, and guidelines for the casting of the Electronic Votes, shall be sent to all valid voters of IAP.
- i. Uploading of the above information to the E-Voting website shall, for the purposes of this Bye-law be considered to confirm delivery to all valid IAP voters.
- j. Each voter shall indicate on their Electronic Ballot his choice of candidate and complete the voting process on the Electronic Voting System.
- k. The Election Committee shall be authorized to access the Electronic Ballot to verify the operation of the system at any time before the end of voting time.
- l. Upon the closing of voting, the Election Committee shall proceed to open the Electronic Ballot and retrieve the Election Results which shall be handed to the Honorary Secretary of the Council.
- m. The Electronic Voting Report after examination and verification of the number of votes by the Election Committee, shall be announced by the President-IAP, at the Annual General Meeting. The digital Election Record shall be kept by the Institute for at least 30 days. The Election Record must ensure that the votes remain anonymous.
- n. All procedural and operational guidelines on the Election Process shall be approved by Election Committee.
- o. The decisions of the Election Committee shall be final.

41.4. POSTAL BALLOTING RULES AND PROCEDURE

- a. All nominations shall be submitted in the prescribed form with original signature duly signed (in ink not pencil) and sealed in the envelope provided by IAP. Fax and photocopy submissions are not acceptable.
- b. They shall be deposited into a sealed box in the IAP Secretariat, details of which shall be stated in the nomination form. Every nomination for any post shall be accompanied by a printed or written statement of not more than 150 words on why he or she presents himself or herself for election. Failing to comply with any of these conditions shall render the nomination null and void.

- c. A member will not be allowed to nominate or second more than one candidate. In the event that a member nominates or seconds more than one candidate the nominations shall be rejected.
- d. The sealed box and nominations therein shall be opened after the time of closing of nominations by the Election Committee. The candidates or their representative shall be entitled to be present at the opening of the nominations.
- e. The Election Committee shall direct the Honorary Secretary to prepare a list of all the nominated candidates immediately after the opening of the nominations.
- f. At the end of withdrawal period, the Election Committee shall direct the Honorary Secretary to prepare a final list of all the nominated candidates. together with Council's nominations, if any.
- g. Final list, incorporated in the Ballot Paper and a compilation of Candidate information and Statement Form of nominated candidates, and guidelines for the casting of votes, shall be sent to all eligible voters of IAP, together with a notice convening the Annual General Meeting.
- h. Each ballot paper will be printed with voting instruction. Ballot papers are to be validated with signatures of the Election Committee and stamped with an official IAP Stamp.
- i. Each ballot paper will be marked by the member according to the instructions printed on the voting form, any deviation from the voting instructions shall result in rejection of the ballot.
- j. A member after marking the ballot paper shall fold and place the marked ballot paper in the pre-addressed envelope. The member shall then seal the pre-addressed envelope and return to the Election Committee by hand or by post (postage paid by IAP) to reach IAP Office 24 hours before the commencement of the Annual General meeting.
- k. The returned pre-addressed envelopes with the sealed ballot papers shall be placed in a sealed ballot box in IAP Office at a place designated by the Election Committee.
- l. At the commencement of the Annual General Meeting, the Election Committee will proceed to open the pre-addressed envelopes for vote counting. Witnesses shall be allowed to view the opening of pre-addressed envelopes collected by the Election Committee and should not impede in any way the Election Committee members in carrying out their duty.
- m. The ballot papers after examination by the Election Committee and after the counting of votes, shall be placed in a packet which shall be sealed and delivered by the Election Committee to the Honorary Secretary, who shall retain the papers for at least 30 days after the Annual General Meeting and shall then cause them to be destroyed.
- n. The decisions of the Election Committee shall be final.

ELECTION OF OFFICE BEARERS

- 42.** At its meeting immediately following the Annual General Meeting, the National Council shall elect for a period of one year from amongst the directly elected members the following office-bearers: -
- a. President
 - b. Vice President 1
 - c. Vice President 2
 - d. Honorary Secretary
 - e. Honorary Treasurer
 - f. Chairman of the Board of Architectural Education appointed for a period of up to three years (in case the position is vacant)

REMOVAL OF OFFICE-BEARERS:

- 43.** Any office-bearer shall cease to be such if he /she shall cease to be a member of the National Council. An office-bearer may be removed from office by 2/3rd majority of the members of the National Council present. But for the removal of director and president, procedure defined in Companies Act section 163 and Sec 190 shall be applicable respectively.

COMMENCEMENT OF TERM OF OFFICE AT GENERAL MEETING:

- 44.** The Institute in the general meeting prior to which Members of the National Council have been elected for a term of three years shall make the official announcement of election results and the term of office shall commence from the date of the general meeting.

MEMBERS INELIGIBLE TO HOLD TWO OFFICES:

45. No elected member of the National Council shall be eligible to hold concurrently any office of a Chapter Executive Committee or vice versa.

CO-OPTION TO FILL CASUAL VACANCY:

46. Any casual vacancy occurring on the National Council may be filled up through cooption, to be decided at a Council Meeting by a simple majority of those present. The co-opted member(s) shall be subject to retirement at the same time as if he/she had become a member of the National Council on the day on which the member in whose place he/she is appointed was last elected. The co-opted member shall be eligible for re-election, one year after his retirement from the National Council.

REMOVAL OF MEMBER OF NATIONAL COUNCIL:

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

DISQUALIFICATION OF MEMBER:

48. The office of member of National Council or Chapter Executive Committee shall be vacated if the member is: -
- a. Found to be of unsound 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:**49. Meetings of the National Council:**

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 one meeting is held in every quarter 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:

50. The quorum necessary for transaction of business of the National Council shall be 50% including two 02 office-bearer.

PRESIDENT OF THE NATIONAL COUNCIL:

51. The President is the Chief Executive of the Institute. At all meetings of the National Council, he shall preside as Chairman or if at any meeting the President or Vice Presidents are 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.

DUTIES OF HONORARY SECRETARY:

52. The National Council through the Hon. 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

DUTIES OF HONORARY TREASURER:

53. The Honorary Treasurer-IAP shall be responsible for all the financial affairs of the Institute;
- a. shall keep proper financial records.
 - b. shall prepare the Annual Accounts which shall be audited and circulated to the IAP membership.
 - c. shall operate the Institute's bank account(s) jointly with either President-IAP or Honorary Secretary-IAP, and shall be responsible for all funds, assets, or other property of the Institute.

POWERS AND DUTIES OF THE NATIONAL COUNCIL:

54. 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:

55. 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:

56. 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 members 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.1,000,000 (Rupees One million) provided that no other person dealing with the Institute shall be concerned to see or enquire whether this limit is observed or be bound by such limit.

POWERS TO ENGAGE AND DISMISS OFFICERS AND STAFF:

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

POWERS TO MAKE BYE-LAWS:

58. 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 employees.

COMPLIANCE WITH THE ACT

59. The National 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 Security

and Exchange Commission copies of special resolution and a copy of the Register of the National Council and notifications of any changes therein..

DELEGATION OF POWER:

60. Without prejudice to the power of delegation in Article 55 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 COMMITTEE:

61. 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. The Chairman designated as above 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:

62. 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 member present and in case of an equality of votes chairman shall have a second or casting vote.

ACTS DONE IN GOOD FAITH:

63. 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 committee or persons 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 or the committee, as the case may be.

CHAPTERS:

64. As the IAP Membership is increasing all over the country; and its activities and programs are increasing in cities of the country, where there is a concentration of its members. Therefore, as per the provision of Article-C, Section 15 of the Memorandum of Association of the Institute of Architects, Pakistan; new Chapters shall be formed according to the rules and procedure laid down in the IAP's "Charter for the Chapters their formation, functions and operation". (Annexure-I)

- a. Only the Fellows, Associate Members, and Affiliate Members of the Institute residing/ working in the said administrative area of the Chapter shall be eligible to be members under the Chapter.
- b. The Chapters shall be the executive arm of the IAP-National Council, implementing, organizing and staging all activities in the region they represent.
- c. The decision to establish any Chapter shall be endorsed by the National Council through a resolution in its Meeting.

CHAPTER EXECUTIVE COMMITTEES:

65. The formation, regulation and responsibilities of the Chapter Executive Committees shall be as follows;

a) Rotation of Chapter Executive Committee:

At the first ordinary general meeting of the Chapter the whole of the Executive committee shall retire from office and a new Executive Committee elected. At every subsequent annual general meeting 1/2nd of the elected members of the Executive Committee shall retire from office.

b) Which Member to Retire:

Members who retire in every year shall be those who have been longest in office since their election but as between persons who become members of the Chapter Executive Committee on

the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

c) Ex-Chairman to act as Ex-Officio Member of the Chapter Executive Committee:

The Chapter Chairman shall on retirement continue to be ex-officio Member of the Chapter Executive Committee for a one-year period, but shall not be entitled to vote at the Executive Committee meeting.

d) AGM of the Chapters

The Annual General meetings and Elections of the Chapter shall conclude at least Fourteen (14) days before the date of AGM of the National Council.

MUTATIS, MUTANDIS PROVISIONS:

66. Provision of Articles 46, 51, 52, 53, 61, 62, and 63 shall mutatis mutandis apply to the conduct of business of the Chapter Executive Committee.

COMMON SEAL:

67. 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 one of whom shall be an office bearer, who shall sign every instrument to which the seal is affixed in their presence.

BOOKS OF ACCOUNTS:

68. 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 NATIONAL COUNCIL:

69. 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:

70. 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 members in General Meeting.

CONFORM REFERENCE TO COMPANIES ACT 2017:

71. The National Council shall, as required by Sections 233 and 234 of the Act, insofar as they are applicable to the Institute, cause to be prepared every year and laid before the members in General Meeting, income and expenditure account, balance sheets and reports of the National Council and the Auditors. The accounts shall be 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.

PARTICULARS OF INCOME AND EXPENDITURE:

72. The income and expenditure account shall show, arranged under the most convenient heads, the amount of gross income distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses or 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.

BALANCE SHEET

73. 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 three months before such meeting. The balance sheet shall be accompanied by a report of the 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 SENT TO MEMBERS:

74. A copy of balance sheet and report of the National Council and the Auditor shall at least twenty-one days previous to the meeting be sent to the persons entitled to receive notice of General Meeting in the same manner in which notices are given 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:

75. Auditor of the Institute shall be appointed by members at the Annual General Meeting each year and his duties regulated in accordance with Sections 252 to 255 of the Companies Act, 2017 or any statutory modifications thereof for the time being in force insofar as they are applicable to the Institute. For this purpose, the said Section shall have effect as if the words "Fellows", and "Associates" were substituted for "Shareholders" and as if "first General Meeting" were substituted for "Statutory Meeting".

DISCIPLINARY PROCEDURE:

76. This part of the Articles has been framed to give effect to the Objective 2.0 of the IAP Memorandum of Association.

In these bye-laws, unless the context otherwise requires: -

- a) "Chairman" means Chairman of the Disciplinary Committee.
- b) "Disciplinary Committee" means a committee appointed by the National Council to deal with matters of the conduct of Members which may lead to disciplinary action by the Council. The Committee shall comprise of a Chairman who shall be a Past President of IAP or a Fellow, and at least two members, having 10 years of good standing.
- c) "Complainant/Plaintiff" means a person who lodges a complaint against a member.
- d) "Respondent/Defendant" means a member against whom a complaint has been filed.
- e) "Inquiry" means an inquiry by the Disciplinary Committee;
- f) "Member" means all persons under the various classes of membership of IAP;
- g) "President" means the President of IAP.

77. INQUIRY RULES:

- a. The National Council shall have full disciplinary power over all Members of the Institute.
- b. In any case of an alleged infringement of any provision of the IAP Constitution or its Bye-Laws, Code of Professional Conduct and Ethics by any Member, referred to as the Respondent, the plaintiff is required to submit the allegation and all details thereof in writing to the President IAP. The plaintiff must state clearly the basis of the complaint, supported by declarations along with the plaintiff's full name and address.
- c. Every declaration must state the Complaint's description and accurate location of the occurrence of the infringement, but where the fact described in a statement and not within the Plaintiff's personal knowledge, the source of information and grounds for the Petitioner's belief in its truth must be accurately and fully stated.
- d. The President will present the letter of complaint and whatever other documents received from the Plaintiff to the Disciplinary Committee. If the Committee deems it appropriate, the Committee shall request a clarification from the Respondent through a registered letter to his postal address, listed

in the current IAP directory, within such time and date as the Disciplinary Committee may stipulate. Notices or letters left at the Respondent Member's email/electronic address listed in the current directory of IAP shall be considered served. After that time has elapsed, the documents, along with any explanations, will be reviewed by the Disciplinary Committee, which will have the power to order further investigations and collect sufficient evidence, and, if necessary, additional legal or other advice may be obtained.

- e. After the completion of its investigation, if the Disciplinary Committee deems it necessary, it shall set a date and time for the proceedings and send a notice or letter to the Respondent's email/electronic address.
- f. The notice under clause 77(e) shall: –
- g. specify the article(s) or clause(s) of the IAP Articles of Association, Bye-Laws, and Code of Professional Conduct and Ethics that are violated;
- h. set the date, place, and time for the Committee to meet with the Respondent: and
- i. request that the Respondent reply in writing to the charge and appear before the Committee at the appointed date, place, and time.
- j. The notice referred to in clause 77 (e) shall be sent at least 14 (fourteen) days before the date of the inquiry. A copy of the notice shall, at the same time, be sent to the Complainant.
- k. The Members of the Disciplinary Committee, National Council, and the parties shall observe the confidentiality of these disciplinary proceedings. Hearings shall be held in private with the exception of the complainant and any witness(es).
- l. A Member who fails to co-operate with the disciplinary process may be liable to face a charge to that effect and may be liable to expulsion by the committee.