

SOCIETIES REGISTRATION ACT 1860

MEMORANDUM

AND

ARTICLES

OF

ASSOCIATION

**INDUS VALLEY SCHOOL OF ART
AND ARCHITECTURE**

شهادة تسجيل الجمعيات

Certificate of Registration of Societies

Act XXI of 1860

KAR No. 1824 of 19 90th - 19

I hereby certify that "INDUS VALLEY SCHOOL

OF ART AND ARCHITECTURE" 3 Modern Co-operative Housing Society, Block 7 & 8
Shahrah-e-Faisal, Karachi.

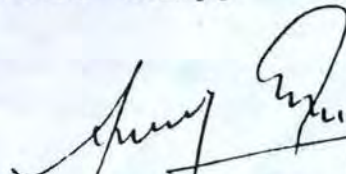
has this day been duly registered under the Societies Registration Act, XXI of 1860.



Given under my hand at Karachi

this TENTH day of NOVEMBER, 1990.

One thousand nine hundred and Ninety.


10/11/90
(LALA QADIR)

Provincial Assistant Registrar,
Joint Stock Companies, Sind,
Karachi.

SOCIETIES REGISTRATION ACT 1860
MEMORANDUM OF ASSOCIATION
OF
INDUS VALLEY SCHOOL OF ART AND ARCHITETURE

1. NAME

The name of the Society is “**INDUS VALLEY SCHOOL OF ART AND ARCHITECTURE SOCIETY**” (hereinafter referred to as “**the Society**”)

II. REGISTERED OFFICE:

The registered office of the Society shall be situated at ST-33, Block-2 Scheme-5 Clifton, Karachi-75600, in the province of Sindh, Pakistan.

III. OBJECTIVES OF THE SOCIETY

The objectives for which the Society is established are:-

1. To found, aid, assist, set up, manage, maintain, own administer, and run schools, colleges, laboratories, centres of learning and other institutions for studies and research in the fields of Art and Architecture and inter- alia to provide support and help to students in need for acquiring knowledge of Art and Architecture either free of charge or otherwise.
2. To initiate and promote the understanding and appreciation of Arts and Architecture and the related disciplines through the organisation of lectures and seminars for members and public at large as they help to enrich the quality of life and welfare of mankind.
3. To provide, assist, guide, translate and publish research and other papers, books, brochures, periodicals and pamphlets for the benefit of members and public at large.
4. To initiate and support programmes for early recognition and development of artistic talents among school-going children.
5. To promote and support greater integration of Arts, Science and technical concepts in the design and development of Industrial and Consumer Products.
6. To participate in Pakistan’s search for self definition both in its preservation of the rich national heritage and its encounter with contemporary thought.
7. To encourage and support communication, contacts, and joint participation on projects of mutual interest among talented and capable individuals at national and international level, for the advancement of the cause and objectives of the Society.
8. To initiate and support efforts in documentation, restoration and perservation of architectural, folk heritage and education of the people of Pakistan.

9. To assist the cause of education and literacy by giving prizes, grants, scholarships, awards, loans, bursaries, stipends or otherwise, both within and outside Pakistan.
 - 9 (a) To pay the expenses or part expenses of maintenance, clothing, transportation etc. of the sick, disabled, poor deserving persons.
 - 9 (b) To provide relief to poor and deserving persons at the time of need and distress.
 - 9 (c) To make grants and donations.
10. To admit any persons (whether eligible or not for membership) to be honorary members of the Society on such terms and to confer on them such rights and privileges as may deem expedient.
11. To raise and establish funds by contributions and by receiving gifts, grants, donations, benefactions, and by any other means, from any person including members of the Society.
12. To raise and borrow any moneys and funds required for the purpose of the Society on such securities as the Society may deem fit.
13. To invest the moneys of the Society not immediately required in such securities, shares, debentures or otherwise in such manner as may from time to time be determined and as may be permissible under the law.
14. For achieving any of its objectives, the Society may sell, exchange, allot, lease, rent out, transfer, gift away or otherwise dispose off or sell all or any of its properties and assets.
- IV. The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set forth in the Memorandum of Association, and no portion thereof shall be paid, applied or transferred, directly or indirectly, by way of salary, dividend, bonus, or otherwise by way of profit, to the promotees, office bearers and members of the Society. No part of the Society's income and property shall be applied or contributed to any political party or otherwise for any political purpose.
- V. Every founding and subscribing member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound-up during the time that he is a founding and subscribing member or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a founder or subscribing member, and of the costs, charges and expenses of the winding-up and for the adjustment of the right of the contributories amongst themselves, such amount as may be required.
- VI. To promote and organize activities for the achievement of the above objectives and to assist other institutions and bodies engaged in the furtherance of the same.

VII. The Society is founded and shall run on non-political, non-commercial and non-profit basis.

VIII. THE LIST OF THE BOARD OF GOVERNORS TO WHOM THE WORK OF THE

MANAGEMENT HAS BEEN ENTRUSTED. (The Board of Governors shall appoint its Chairman and Vice-Chairman out of its Members).

S.NO.	NAME AND ADDRESS	DESIGNATION	OCCUPATION
1	Prof. S. Karrar Husain	member	Educationist
2	F.H. Punthakey	member	Advertising Executive
3	Fatehali W.Vellani	member	Barrister-At-Law
4	Prof. Ms. Anita Ghulam Ali	member	Educationist
5	Haamid N. Jaffer	member	Businessman
6	Ahsan Saleem	member	Industrialist
7	M. Farooq Sumar	member	Industrialist
8	Ghazi Salahuddin	member	Journalist
9	Prof. A. Rahim Nagori	member	Artist/ Educationist
10	Prof. Kausar Bashir Ahmed	member	Architect/ Educationist
11	Prof. Zahoor-ul-Akhlaq	member	Artist/ Educationist
12	Shahid Sajjad	member	Sculptor
13	Arshad Abdulla	member	Architect
14	Syed Akeel Bilgrami	Member	Architect

IX. We the undersigned are desirous of forming a Society in pursuance of the Memorandum:

NAME AND ADDRESS OF SUBSCRIBERS	DESIGNATION OCCUPATION SIGNATURE OF SUBSCRIBERS
1 SHAHID SAJJAD 41/T/6, PECHS, KARACHI.	SCULPTOR
2 SHEHNAZ ISMAIL B-I, K.D.A. SCHEME 1, MIRAN MOHD. SHAH ROAD, KARACHI.	DESIGNER
3 INAYAT ISMAIL B-I, K.D.A. SCHEME 1, MIRAN MOHD. SHAH ROAD, KARACHI.	BUSINESS EXECUTIVE
4 IMRAN MIR 14-B EAST STREET DEFENCE HOUSING SOCIETY, KARACHI.	ARTIST
5 NIGHAT MIR 14-B EAST STREET DEFENCE HOUSING SOCIETY, KARACHI.	ADVERTISING EXECUTIVE
6 ARSHAD ABDULLA 210, CENTRAL HOTEL BUILDING MEREWEATHER ROAD, KARACHI.	ARCHITECT
7 SHAHID ABDULLA 210, CENTRAL HOTEL BUILDING MEREWEATHER ROAD, KARACHI.	ARCHITECT
8 NOORJEHAN BILGRAMI 36/1, KHAYABAN-E-HAFIZ PHASE V, D.H.A., KARACHI.	DESIGNER
9 SYED AKEEL BILGRAMI 14C LANE 7, MAIN KHYABAN-E-BUKHARI COMMERCIAL PHASE 6, D.H.A., KARACHI.	ARCHITECT

SOCIETIES REGISTRATION ACT, 1860
ARTICLES OF ASSOCIATION
OF
INDUS VALLEY SCHOOL OF ART AND ARCHITETURE

1. INTERPRETATION

The marginal notes and sub-headings hereto shall not affect the construction hereof, and in these Articles, unless there is something in the subject or context inconsistent therewith:

“the Act” means the Societies Registration Act, 1860 as amended and in force in Pakistan and any reference to any provisions thereof shall be read as a reference to such provisions as amended or re-enacted by any statute for the time being in force;

“the Society” means “The Indus Valley School of Art and Architecture”.

“the Articles” means the Articles of Association of the Society originally framed or as altered from time to time;

“Memorandum” means the Memorandum of Association to which these Articles are annexed;

“general meeting” means a general meeting, whether annual or extra-ordinary, of the Society, held in accordance with the Articles;

“the Board of Governors” means the members for the time being of the body charged with the authority to act for and control the affairs of the Society;

“the Executive Committee” means such persons as are nominated by the Board of Governors and its Chairman, in accordance with these Articles, to constitute a body for the management and conduct of the Society;

“office” means the registered office for the time being of the Society;

“person” means an individual;

“the Secretary” means the Secretary for the time being of the Society;

“prescribed” means prescribed in writing by the Board of Governors or the Executive Committee as the case may be;

the Seal” means the Common Seal for the time being of the Society;

Words importing the singular number include the plural number and vice versa;

Words importing the masculine gender include the feminine gender.

2. CLASSES OF MEMBERS

There shall be four classes of members, namely:

- a) Founder Members
- b) Life Members
- c) Subscribing Members
- d) Honorary Members

3. Founder Members

The subscribers to the Memorandum and Articles of Association shall be the Founder Members of the Society.

4. LIFE MEMBERS

The qualification for a Life Member shall be the payment of an admission fee as may from time to time be prescribed by the Board of Governors and until fixed otherwise shall be Rs.25,000/-. No annual subscription shall be payable by a Life Member.

5. SUBSCRIBING MEMBERS

The qualification for a Subscribing Member shall be an admission fee as may be prescribed from time to time by the Board of Governors and until fixed otherwise shall be Rs.2,500/- and an annual payment of a subscription of not less than Rs. 1,000/=.

6. HONORARY MEMBERS

Any person (whether eligible otherwise to become a member) who has ability, commitment and devotion for or who in the opinion of the Board of Governors is likely to espouse, help, assist or further the cause of the Society, may be invited by the Board of Governors for being admitted as an Honorary Member of the Society, at the sole and absolute discretion of the Board.

7. APPLICATION FOR MEMBERSHIP

Any person who desires to be admitted as a Life Member or subscribing Member must sign and deliver to the Society an application for admission framed in such terms as the Board of Governors shall require, accompanied by the payment of the prescribed admission fee and subscription.

8. MEMBER'S ADMISSION

8.1 No person shall be admitted as a member of the Society as a Life Member, Subscribing Member or Honorary Member unless he is approved and admitted by the Board of Governors by resolution of a majority of three-fourth of the members of the Board of Governors present at a meeting thereof considering such admission. The Board of Governors shall have full discretion as to admission and may refuse to admit any person to membership in any class (even if he is already a member in any other class) without assigning any reason whatsoever. Payment of admission fee for any class of membership or any other financial or other contribution by any person shall not *ipso-facto* entitle that person to any inherent or acquired right of membership unless the Board of Governors so decides.

8.2 Notwithstanding anything contained in these Articles, the members of the first Board of Governors listed in Article 33 other than the Founding Members shall be deemed to be Honorary Member of the Society.

9. MEMBERS' OBLIGATIONS

Every member belonging to any class shall be bound to further, to the best of his ability, the objects, interests and influence of the Society and shall observe all the regulations of the Society.

10. REFUND OF SUBSCRIPTION PAID IN ADVANCE

A person not admitted as a member shall be entitled to have the amount paid by him in advance for purposes of admission refunded and except in such an event, no refund of any payment made by a member or ex-member of the Society, nor any part thereof shall be made and no claim in respect thereof shall be entertained.

11. ANNUAL SUBSCRIPTION MAY BE COMMUTED

A subscribing member may be relieved from the payment of an annual subscription by paying 10 (ten) times the amount thereof in advance.

12. YEARLY SUBSCRIPTION PAID IN ADVANCE

The annual subscription payable by a Subscribing Member shall be for the calendar year from 1 January to 31 December and shall be for the applicable year or part thereof, and shall accrue, due and recur to accrue, on the first of January in every year and shall be paid on or before 31 March in each year.

13. RIGHTS OF HONORARY MEMBERS

Honorary Members shall be entitled to receive Annual Report and Accounts of the Society, and notice of meetings thereof, and shall also be entitled to attend, speak and vote at General Meetings.

14. EXPULSION FROM MEMBERSHIP

Any member of any class who shall fail in the observance of any of the regulations of the Society may be expelled by a resolution of a majority of three-fourth of the members present in person at a meeting of the Board of Governors. Such member shall have fourteen clear days notice sent to him of the Board of Governors' meeting, and he may attend the meeting and be heard there at in person or through a representative authorized in writing, but shall not, if he is a member of the Board of Governors, be present at the voting or take part in the proceedings of the meeting otherwise than as the Board of Governors may allow. A member expelled from the Society by such meeting, may within seven days of notice to him of his expulsion, appeal against the decision of the Board of Governors to an Extra-Ordinary General Meeting which shall be convened by the Board of Governors on notice of an appeal being lodged with the Board of Governors.

15. EXTRA-ORDINARY MEETINGS – POWER TO CONFIRM OR ANNUL EXPULSION

A majority of not less than two-third membership voting at such Extra-Ordinary General Meeting shall have powers to annul the expulsion. The member who has been expelled shall forfeit all claims to any moneys paid by him to the Society, and shall cease to be a member of the Society in any class. Any such member shall nevertheless, remain liable for and shall pay to the

Society all moneys which at the time of his ceasing to be a member may be due from him to the Society.

GENERAL MEETING

16. ORDINARY MEETING

A general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and at such time and place as may be decided by the Board of Governors.

17. EXTRA-ORDINARY MEETING

The Board of Governors, whenever it deems fit, or on a requisition in writing, from any five members of the Society having right to vote, or one-tenth of the total number of members of the Society, whichever is more, may requisition an Extra-Ordinary General Meeting.

18. FORM OF REQUISITION

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 requisitionists and deposited at the registered office of the Society.

19. CONVENING OF MEETING REQUISITIONED

On receipt of a requisition as aforesaid, the Board of Governors shall forthwith proceed to call an Extra-Ordinary Meeting. If the Board of Governors does not proceed to cause a meeting to be called within twenty-one days from the date of deposit of the requisition as aforesaid, the requisitionists or a majority of them may themselves call a meeting.

20. NOTICE OF MEETINGS

Fourteen days' notice at least of every general meeting specifying the place, the day and the 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 hereinafter mentioned or in such other manner as may be prescribed by the Society in general meeting, but the non-receipt of notice by any member entitled thereto shall not invalidate the proceedings at any general meeting.

21. VOTES OF MEMBERS

Founder Members, Life Members, Subscribing Members and Honorary Members shall have the right to vote at General Meeting and each member of these classes shall have one vote each.

22. EQUALITY OF VOTES

In the case of equality of votes at a General Meeting, whether on a show of hands or on 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.

23. NO VOTING RIGHTS IF DUES NOT PAID

No member having a right to vote shall be entitled to vote at any meeting if any subscriptions or other sums payable by him in respect of his membership to the Society or otherwise are in arrears for over six months.

24. CHAIRMAN TO BE JUDGE OF VALIDITY OF VOTES

The chairman of the meeting shall be the sole judge of the validity of every vote tendered at such meeting. The chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

25. ORDINARY AND SPECIAL BUSINESS

All business shall be deemed special that is transacted at an Extra-Ordinary General Meeting and all that is transacted at an ordinary meeting with the exception of the consideration and adoption of annual accounts and the annual report of the Board of Governors and of the auditor(s), the election of the Members of the Board of Governors and appointment and fixing of the remuneration of auditor(s) and the appropriation or transfer of surplus of the funds of the Society.

26. ELECTION OF MEMBERS

At the annual general meeting each year, the Members present in person shall elect by a vote of simple majority, such number of members as is provided for in Article 32.2 for being elected on the Board of Governors. Any Member who seeks to contest an stated herein shall file with the Society, not later than seven days before the date of the general meeting at which election is to be held, a notice of his intention to offer himself for the said election, provided that any such person may, at any time before the holding of election, withdraw such notice.

27. QUORUM

No business shall be transacted at any general meeting unless a quorum of members is present at the time when meeting proceeds to business. One-fifth of the total number of members of all classes or five members of any class, whichever is higher, present in person shall be the quorum for a general meeting.

28. PROCEDURE IN ABSENCE OF QUORUM AND FOR AJOURNEMENT

If within half an hour form the time appointed for the meeting a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day after one hour of the originally scheduled time of the meeting at the same place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members having right to vote present shall be the quorum. 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 any adjourned meeting or of the business to be transacted at such meeting.

29. EVIDENCE OF RESOLUTION WHERE POLL NOT DEMANDED

At any general meeting, the resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by five or more members having right to vote and unless a poll is so demanded, a declaration by Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect

in the Book of Proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

30. POLL – HOW TAKEN

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.

31. POLL ON ELECTION OF CHAIRMAN OR ADJOURNMENT

A poll demanded on the election of Chairman, or on a question of adjournment, shall be Taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

32. BOARD OF GOVERNORS (BOG)

32.1 There shall be a Board of Governors (BOG) of the Society who shall have full overall control and management of the affairs of the Society and for discharging the functions assigned to it under the Articles and for delegating the same in the manner hereinafter provided.

32.2 The BOG, unless it otherwise determines, shall have not less than 7 and not more than 15 members who, subject to the proviso below, shall be from any class of members who may have been elected by the general meeting in accordance with Article 26, provided always;

(a) that the individual member possesses the right mix of skills, diversity and core values of integrity, maturity and sincerity to the objectives of the Society and that the total number does not exceed the maximum number fixed as above.

(b) and further provided that composition of the BOG shall always comprise either by separate or common persons, atleast two persons who are the Founder Members of the Society or Alumni of Indus Valley School of Art and Architecture (IVS) with post qualification demonstrable professional experience considered relevent to the operation of IVS, atleast two persons who are Architects and atleast two persons who are Artists/Designers.

32.3 The term of office of the members of BOG shall be for a term specified in Article 32.4 unless a member resigns, is expelled from the membership of the Society, or is removed by BOG by a vote of not less than three-fourth majority of the members for the time being constituting BOG or if a member otherwise ceases to hold office.

32.4 At the first ordinary meeting of the Society and at the ordinary meeting in every subsequent year, one-third of the members of the BOG for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

32.5 The members of the BOG to retire every year shall be those who have been longest in office since their last election, but as between persons who became members of the BOG on the same date those to retire shall (unless they otherwise agree among themselves), be determined by lot.

32.6 A retiring member of the BOG shall be eligible for election to the seats rendered vacant by rotation pursuant to Article 32.4 provided atleast one term of one year has elapsed between his retirement and election.

32.7 Any casual vacancy from any cause occurring on the BOG including the first BOG shall be filled up by the BOG by a vote of not less than three-fourth majority of the members present at a meeting of BOG and the member so appointed shall hold office for the remainder term of the Member in whose place he is appointed.

33. FIRST MEMBERS OF THE BOARD OF GOVERNORS

The First members of the Board of Governors shall be:

S.NO.	NAME AND ADDRESS	DESIGNATION	OCCUPATION
1	Prof. S. Karrar Husain	member	Educationist
2	F.H. Punthakey	member	Advertising Executive
3	Fatehali W.Vellani	member	Barrister-At-Law
4	Prof. Ms. Anita Ghulam Ali	member	Educationist
5	Haamid N. Jaffer	member	Businessman
6	Ahsan Saleem	member	Industrialist
7	M. Farooq Sumar	member	Industrialist
8	Ghazi Salahuddin	member	Journalist
9	Prof. A. Rahim Nagori	member	Artist/ Educationist
10	Prof. Kausar Bashir Ahmed	member	Artist/ Educationist
11	Prof. Zahoor-ul-Akhlaq	member	Artist/ Educationist
12	Shahid Sajjad	member	Sculptor
13	Arshad Abdulla	member	Architect
14	Syed Akeel Bilgrami	member	Architect

34. POWERS AND FUNCTIONS OF THE BOARD OF GOVERNORS (BOG)

34.1 The overall control and management of the affairs of the Society shall vest in the BOG which shall be responsible for carrying out the objectives for which the Society is established. The BOG may exercise all such powers of the Society as are not by the Act or these Articles required to be exercised by the Society in general meeting.

34.2. In particular, and without prejudice to the generality of the foregoing Article, the powers and functions of the BOG shall include:

- a) receiving and consideration of application from any person or invite any person for admission as Member of the Society in any class;
- b) maintaining Register of Members and books of account and records of the Society;
- c) removal or expulsion of any member from any class of membership of the Society subject to confirmation by the general meeting of the members in the manner provided in the Articles;
- d) the constitution of the Executive Committee in the manner provided under the Articles;
- e) the levy and collection of subscriptions from members;
- f) consideration of proposals from the Executive Committee or otherwise to acquire, accept receive, sell, transfer and dispose of immoveable properties and investment in shares and securities;
- g) consideration and approval of academic policies of the Society which will be put up or initiated by the Executive Committee or by any member of the Society for furthering the cause and objectives of the Society;
- h) consideration and approval of rules and regulations pertaining to any educational institutions, research centre, library, laboratory, or any other institution, owned, run or managed in the name of or by the Society;
- i) appointment and employment of Chief Executive of the Society, by whatever name called, and determining the terms and conditions of his employment;
- j) the framing and approval of Bye-laws and Rules and Regulations for the working of the Executive Committee;
- k) the acceptance and receipt of donations, gifts, financial and other assistance to the Society;
- l) the presentation of the annual audited accounts and Annual Report for approval of the general meeting;

- m) consideration and approval of budget of the Society or any project or activity of the Society recommended or initiated by the Executive Committee or by the Society's secretariat;
- n) the appropriation of surplus funds of the Society;
- o) consideration of the minutes of the meeting of the Executive committee and give directions and guidance as may be deemed fit and expedient;
- p) borrowing of any sum or sums of money for the purposes of the Society with or without any security or encumbrance on the property and assets of the Society;
- q) management of any other Trust, Society, Welfare Body, Charitable Institutions having objects consistent with or substantially similar to the objects of the Society;
- r) the management and overall control of the funds of the Society;
- s) opening and maintaining the bank account(s) of the Society; and
- t) such other functions and powers as may be conferred by the members of the society or are required to be discharged by any law for the time being in force applicable to the Society and its activities.

35. CHAIRMAN AND OTHER OFFICE BEARERS

35.1 The Board of Governors shall from out of its members elect a Chairman of their body under whose overall directions, all the powers and functions of the BOG as laid down in Article 34.2 shall be executed and performed.

PROVIDED however that no member of the Board of Governors of the Society shall be appointed to any salaried office of the Society, nor paid by fees, and no remuneration or other sum shall be paid by the Society to any member of the Board except in reimbursement of out of pocket expenses, interest on money lent to the Society, or rent for premises demised to the Society.

36. POWER OF DELEGATION OF BOARD OF GOVERNORS (BOG)

36.1 The BOG shall have full control over all the affairs and property of the Society and shall exercise all the powers of the Society as it thinks fit, and shall appoint an Executive Committee as provided under these Articles for the management and transaction of the affairs of the Society in the manner laid down in these Articles.

36.2 The said Committee may from time to time be delegated such powers or authorized to perform such functions by the BOG which the BOG itself is authorized to exercise or perform under Article 32.2 and such delegation or authorization shall be by a resolution of the BOG from time to time.

PROCEEDINGS OF THE BOARD OF GOVERNORS (BOG)

37. MEETING OF THE BOG

The BOG may meet together for the dispatch of business, adjourn and otherwise regulate their meeting and proceedings as they think fit. Questions arising at any meeting of the BOG 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 Chairman of the BOG may, and the Secretary on the requisition of atleast three members of the BOG shall at any time, summon a meeting of the BOG.

38. QUORUM OF MEETING OF BOG

The quorum necessary for transaction of business of the BOG shall be four, or one-third of the number of members for the time being of the BOG, whichever is higher.

39. BOG MAY ACT NOTWITHSTANDING ANY VACANCY IN THEIR BODY

The continuing members of the BOG may act notwithstanding any vacancy in their body, but if and so long as the number is reduced below that fixed by or pursuant to the Articles as the necessary quorum of the BOG, the continuing members of the BOG may act for the purpose of increasing the members of the BOG to that number, or of summoning a meeting of the BOG, but for no other purpose.

40. EXECUTIVE COMMITTEE

40.1 For the purpose of assisting the BOG in the discharge of its functions, there shall be an Executive Committee for discharging such functions and responsibilities as are assigned to it under the Articles.

40.2 The Executive Committee shall comprise the following:

- i) Two members of the BOG who may be nominated by the Chairman of the BOG;
- ii) Three persons from any class of members who may be nominated by the BOG;
- iii) Any other person(s) who may be co-opted by the Executive Committee provided that the number of persons comprising the Executive Committee shall not exceed (nine) 9.

41. CHAIRMAN OF THE EXECUTIVE COMMITTEE

One of the member of the BOG nominated by the chairman of the BOG pursuant to Article 40.2(i) to be member of Executive Committee shall be the Chairman of the Executive Committee.

42. TERM OF OFFICE MEMBER OF EXECUTIVE COMMITTEE

Person who have become members of the Executive committee as provided for in Article 40.2 shall have a term of office of three years from the date of nomination/co-option unless the nomination/co-option is earlier withdrawn or revoked by the BOG, unless any member of Executive Committee earlier resigns, is expelled from the membership, of the Society or the Executive Committee or otherwise ceases to hold office.

43. POWERS AND FUNCTIONS OF THE EXECUTIVE COMMITTEE

43.1 The Executive committee shall be responsible for and exercise, within the overall direction and control of BOG, all the powers and functions for managing the affairs of the Society directly and, where circumstances permit, through sub-committee(s) the constitution and functions of which shall be determined by the Executive Committee from time to time.

43.2. In particular, and without prejudice to the generality of the powers in Article 43.1 aforesaid, the functions of the Executive Committee shall include:

- a) reviewing of both capital and operating budgets, prepared by the secretariat, in respect of academic programmes of the Society or in connection with the Administration and Secretariat of the Society or relating to any other aspect or activity of the Society and recommending to the BOG for its consideration and adoption.
- b) approval of allocation and disbursement of funds subject to approved budget limit in relation to academic programme or in respect of any other activity of the Society consistent with the objectives thereof;
- c) the maintenance of proper books of account and records with respect to all sums of money received and expended by or in respect of academic activities or any other aspect or activity of the Society and with regard to the assets and liabilities of the Society and its various segments;
- d) the preparation of annual and periodical statement of accounts and financial statements in respect of (c) above in the manner and at intervals as the BOG may deem fit from time to time;
- e) the convening of the meetings of Executive Committee and maintaining minutes of proceedings thereof;
- f) the holding and conduct of election of Members of the Society in the manner provided for under the Articles.

44. PROCEEDINGS OF EXECUTIVE COMMITTEE

44.1 The Executive Committee shall meet together atleast once a month for the dispatch of business. The Executive Committee unless otherwise provided in the Articles, may meet, adjourn and otherwise regulate the meetings and proceedings thereof as it may deem fit.

44.2 The Chairman of the Executive Committee or any three members thereof may requisit a meeting of the Executive Committee and any such requisition by the members of the Executive Committee 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 Society.

44.3 On receipt of the requisition from members of the Executive Committee, the Chairman of the Executive Committee shall forthwith but not later than seven days from the date of requisition call a meeting of the Executive Committee, failing which, the Chairman of BOG shall proceed to call the meeting of the Executive Committee.

44.4. A written notice of meeting of reasonable time being not less than three days, except in emergency, shall be given, whether called by the Chairman of Executive Committee or on requisition of members as aforesaid, specifying the date, time, place and agenda of the meeting. Non-receipt of notice by any member entitled thereto shall not invalidate the proceedings of any meeting.

44.5 No business shall be transacted at any meeting of the Executive Committee unless a quorum of meeting is present at the time when the meeting proceeds to business. One third of the total strength of Executive Committee or three members present in person, whichever is higher, shall be the quorum for meeting of the Executive Committee.

44.6 All questions and issues arising at any meeting of Executive Committee shall be decided by a simple majority of vote. In the case of an equality of votes, the Chairman of the Executive Committee shall have a second or casting vote.

44.7 Notwithstanding the provisions of Article 44.6 above, no question or issue resolved or decided at a meeting of Executive Committee shall be enforceable or effective or be deemed to be as such or implemented upon unless three working days have elapsed after the communication of minutes of meeting to BOG and thereafter such decision or resolution shall be deemed to be effective and enforceable unless the same is disapproved, modified or deferred by the BOG in any manner it may by its resolution deem fit and appropriate.

44.8 Any casual vacancy occurring on the Executive Committee out of members nominated by the Chairman or the BOG shall respectively be filled up by the Chairman and the BOG as the case may be while vacancy of co-opted members may be filled up by the Executive Committee and the person so chosen shall remain in office for the remaining term of the member in whose place he has been nominated. The continuing members of Executive Committee may act notwithstanding any vacancy in the body so long the number is not reduced below that fixed as the quorum.

44.9 Except as provided for in the Articles, a resolution in writing circulated to all members of Executive Committee and signed by a majority of the members of Executive Committee, shall be as valid and effectual, as if it has been passed at a meeting of Executive Committee duly called and constituted and such resolution passed shall be subject to the provisions of Article 44.7.

45. DISQUALIFICATION OF MEMBERS OF THE BOARD OF GOVERNORS (BOG) AND EXECUTIVE COMMITTEE

The office of a member of the BOG and Executive Committee shall be vacated if a member:

- (a) being required by these Article to become a member of the Society in any class fails to become a member in that class within two months of his appointment, or at any time thereafter is excluded or suspended from being or otherwise ceases to be a member of the Society in the said class; or
- (b) is found to be unsound mind by a Court of competent jurisdiction; or

- (c) Is adjudged as insolvent; or
- (d) fails to pay his subscription and other moneys due from him to the Society within three months of their accrual; or
- (e) accepts or holds any office of profit under the Society except as permitted under these Articles; or
- (f) absents himself from three consecutive meetings of the BOG or Executive Committee or from all meetings thereof, as the case may be, for a continuous period of three months, whichever is longer, without written leave of absence from the BOG or Executive Committee, as applicable;
- (g) accepts a loan from the Society; or
- (h) is a concerned person or participant in the profits of any contract with the Society, otherwise than to the extent permissible, under the Act ; or
 - (i) is convicted of a cognizable offence; or
 - (ji) is requested in writing by a three-fourth majority of the members of the Board of Governors to resign.

Provided, however, that the office of a member of the BOG or Executive Committee shall not be vacated by reason that the member concerned is a director or member of any company or corporation which has entered into any contract or done any work for the Society but the member concerned must disclose his interest and not vote at the meeting in which such contract or work is considered, and if he does so, his vote shall not be counted.

46. POWER TO ENGAGE AND DISMISS OFFICERS AND STAFF

The Executive Committee shall engage or dismiss all such officers and servants as it may consider necessary or expedient and shall regulate the academic activities through its officers and servants:

PROVIDED THAT nothing herein contained shall prevent the payment of remuneration to any officer or servant of the Society, or to any member thereof, or other persons, in return for any services actually rendered to the Society, or for disbursements of travelling expenses actually incurred by such officers, servants or members of the Society in the normal course of their duties.

47. ACCOUNTS

The Board of Governors shall cause to be kept proper books of account with respect to:-

- a) all sums of money received and expended by the Society and the matters in respect of which receipts and expenditures take place;
- b) all sales and purchases by the Society; and
- c) the assets and liabilities of the Society.

48. ACCOUNTS OPEN TO INSPECTION OF MEMBERS OF THE BOARD OF GOVERNORS

The books of accounts of the Society will be regularly maintained in accordance with the generally accepted accounting principles and shall be kept at the registered office of the Society and shall be open for inspection by member of the Board of Governors and may be inspected by the interested members of the public, without any hindrance at all reasonable times.

49. INSPECTION BY MEMBERS OF ACCOUNTS AND BOOKS OF ACCOUNT OF THE SOCIETY

The Board of Governors 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 account of the Society or any of them shall be open to inspection of members not being members of the Board of Governors or Executive Committee and no member not being a member of the Board of Governors or Executive Committee shall have any right to inspect any account or books or document of the Society except as conferred by law or authorized by the Board of Governors.

50. ANNUAL BALANCE SHEET

The Board of Governors shall cause to be prepared a balance sheet and income and expenditure account every year to be laid before the Society in General Meeting made up to a date not more than six month before such meeting. The balance sheet and income and expenditure account shall be accompanied by a report of the Board of Governors as to the Society's affairs and the amount, if any, which they propose to carry to reserves.

51. COPY OF THE ANNUAL FINANCIAL STATEMENT AND REPORT TO BE SENT TO MEMBERS

A copy of the balance sheet, income and expenditure account and report of the Board of Governors and of the Auditors shall fourteen 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 members of the Society at the registered office of the Society during business hours.

52. PARTICULARS OF INCOME AND EXPENDITURE ACCOUNT

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 of establishment, salaries and other like matters.

53. STATEMENT OF ACCOUNTS AND REPORTS TO BE PRESENTED AT GENERAL MEETING

The Board of Governors shall, cause to lay before in the General Meeting of the Society, income and expenditure accounts, balance sheets and reports of Board of Governors and of the Auditors.

54. APPROPRIATION OF PROFITS AND UTILIZATION OF FUNDS

The Board of Governors shall annually resolve to appropriate and apply to achieve its objectives 80% of the income of the Society from donations, properties and assets etc. in the year in which it accrues and shall carry forward the balance for a like appropriation and

application in the succeeding year. No portion of the Society's income or property or asset shall be applied, paid or transferred by way of dividend, bonus or profit to any of its member or his relatives. The unutilized income of the Society will be kept in a scheduled bank or in approved investments as may be permitted by law for the time being applicable to the Society.

55. INCOME AND PROPERTY HOW TO BE APPLIED

The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set-forth in the Memorandum of Association, and no portion thereof shall be paid, applied or transferred, by way of dividend, bonus, or otherwise by way of profit, to the promotees, office bearers and members of the Society.

56. INVESTMENT OF FUNDS

That Society shall restrict the surpluses or monies validly set apart, excluding restricted funds, up to twenty-five per cent of the total income of the year: Provided that such surpluses or monies set apart are invested in Government securities, NIT units, a collective investment scheme authorized or registered under the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003, mutual fund, a real estate investment trust approved and authorized under the Real Estate Investment Trust Rules, 2006, or scheduled bank

57. AUDITORS

Once atleast in every year, the annual accounts of the Society shall be audited by an Auditor or Auditors, who are Chartered Accounts(s) within the meaning of the Chartered Accountants Ordinance, 1961 or any other statutory modification thereof for the time being in force and are duly appointed. Remuneration of the Auditor(s) may be fixed by the Society in General Meeting except that the remuneration of Auditor(s) duly appointed by the Board of Governors may be fixed by the Board of Governors. The first auditors of the Society shall be appointed by the Board of Governors.

58. NOTICE – HOW GIVEN

A notice may be given by the Society to any member either personally or by sending it by ordinary post to his registered address.

59. PRESUMPTION OF SERVICE WHEN NOTICE BY POST

When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and, unless the contrary is proved, shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.

60. DISSOLUTION OF SOCIETY AND DISTRIBUTION ON DISSOLUTION

If upon the dissolution of the Society there remains after satisfaction of all its debts and liabilities any asset or property whatsoever, the same shall not be paid to or distributed amongst the members of the Society, but shall be given or transferred to some other institution or institutions approved by the Central Board of Revenue under Section 47 of the Income Tax Ordinance, 1979 and the rules applicable thereto, as may be applicable from time to time, having objects similar to all or any of the objects of the Society as may be determined by the Board of Governors at or before the time of winding-up or dissolution, and in default thereof as may be transfer of assets in the event of dissolution shall be given to the Central Board of Revenue within three months of dissolution.

Every Founding and Subscribing Members of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound-up during the time that he is a Founding and Subscribing Members or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be Founding and Subscribing Members, and of the costs, charges and expenses of the winding-up and for the adjustment of the right of the contributories amongst themselves, such amount as may be required.

61. THE SEAL, ITS CUSTODY AND USE

The Board of Governors shall provide a Common Seal for the purpose of the Society and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Board of Governors 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 Board of Governors or Executive Committee and in the presence of two members atleast of the Board of Governors or Executive ;committee, who shall sign every instrument to which the seal is affixed in their presence.

62. SECRETARY OF THE SOCIETY

The BOG may, for the purposes of efficient administration of the Society appoint, subject to its supervision and direction, any person in its employment as a full time Executive Director and such Executive Director shall act and perform all the duties as Secretary of the BOG and also of the Executive Committee. The Executive Director shall among other things be responsible for taking minutes of meetings, proper and prompt keeping of records and undertake such other functions as may be assigned to him by the BOG and the Executive Committee. The Executive Director shall have no voting rights.

63 BYE-LAWS

The BOG may from time to time make, vary and repeal any bye-laws for the regulation of the business of the Society, its officers and servants. No such bye-law shall be contrary to or inconsistent with or derogate from any of provisions of the Memorandum or the Articles of Association. No amendment(s) shall be made in the Memorandum or the Articles unless so resolved by a majority of a three-fourth of the members of the BOG as are present in person a meeting of the BOG and without prior approval of Central Board of Revenue.

63.1 The Executive Committee is authorized to make any amendment in the Memorandum and Articles of Association of the Society which may be required solely for purposes of obtaining the Income Tax Clearance from the Income Tax Department/Central Board of Revenues, provided that this amendment is not in conflict with the laid-down objectives of the Society.

64. We, the undersigned are desirous of forming a Society.

Name and Address of Subscribers	Designation Occupation of Subscribers	Signature
1 SHAHID SAJJAD 41/T/6, PECHS, KARACHI.	SCULPTOR	
2 SHEHNAZ ISMAIL B-I, K.D.A. SCHEME 1, MIRAN MOHD. SHAH ROAD, KARACHI.	DESIGNER	
3 INAYAT ISMAIL B-I, K.D.A. SCHEME 1, MIRAN MOHD. SHAH ROAD, KARACHI.	BUSINESS EXECUTIVE	
4 IMRAN MIR 14-B EAST AVENUE DEFENCE HOUSING SOCIETY, KARACHI.	ARTIST	
5 NIGHAT MIR 14-B EAST AVENUE DEFENCE HOUSING SOCIETY, KARACHI.	ADVERTISING EXECUTIVE	
6 ARSHAD ABDULLA 210, CENTRAL HOTEL BUILDING MEREWEATHER ROAD, KARACHI.	ARCHITECT	
7 SHAHID ABDULLA 210, CENTRAL HOTEL BUILDING MEREWEATHER ROAD, KARACHI.	ARCHITECT	
8 NOORJEHAN BILGRAMI 36/1, KHAYABAN-E-HAFIZ PHASE V, D.H.A., KARACHI.	DESIGNER	
9 SYED AKEEL BILGRAMI 14C LANE 7, MAIN KHYABAN-E-BUKHARI COMMERCIAL PHASE 6, D.H.A., KARACHI.	ARCHITECT	

Dated the day of 1990.

Witness to the above signatures.

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