

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

M/s. Taskeen Health Initiative

[A Company set up under Section 42 of the Companies Act, 2017]

MEMORANDUM OF ASSOCIATION

- I. The name of the Company is "M/s. Taskeen Mental Health Initiative ("Company")
- II. The Registered Office of the Company will be situated at 142 B/1, Khayaban-e- Badar, Phase 7, DHA, Karachi.
- III. The objective for which the Company is established are as follows:
 1. The Company is a mental health initiative which with a team of experts and individuals, directly or indirectly, affected by mental illness aims to serve as a platform for everyone who is passionate about raising awareness regarding mental health in Pakistan.
 2. To this end the Company shall undertake tasks to accomplish the purpose as mentioned above including, but not limited to, the following:
 - (a) To alleviate the suffering of those affected by mental illness and prevent those at risk from developing mental health problems.
 - (b) To conduct mental health promotion campaigns and mental illness prevention drives using different mediums such as community workshops, social media, mass media and publicity events.
 - (c) To establish nationwide wellness centers where those affected by mental health problems can be facilitated and helped.
 - (d) To ensure that the established wellness centers offer state of the art treatment at an affordable cost to cater to both the privileged and unprivileged populations of our society.
 - (e) To develop a research and educational institution which produces knowledge, through research papers, so our learnings can be utilized by those who have a similar vision to the Company.
 - (f) To train a new generation of mental health professionals who can help Pakistan in overcoming the shortage of trained professionals in the mental health sphere.
 - (g) To carry out any such other activities for the betterment of mental health as the Company may decide.
 3. The Company may carry out its activities in close and trusting cooperation with other organizations that aim to promote mental health and have the same vision as the Company for improvements in the sector of mental health.

4. The Company will not engage in any activity of a political or ideological nature. It will not engage in any commercial activity beyond its sphere or purpose.
5. The Company is a non-profit organization and its activities and services are not aimed at generating a profit. The revenue from its activities shall be used primarily to cover the costs of the Company and to accomplish the purpose and tasks of the Company in accordance with the Memorandum and Articles of Association. The Company must adhere to the principles of prudent and economic use of its resources.
6. The Company may engage in activities on behalf of members.
7. The funds received by the Company to carry out its tasks may comprise
 - a) Membership contributions;
 - b) Fees for services;
 - c) Gratuitous grants;
 - d) Interests and returns on the Association's invested assets; and,
 - e) Other grants and subsidies.
8. The Company will operate under an annual budget and to this end it will be required to maintain books and records based on account keeping practices in accordance with Pakistani law and to prepare accounting vouchers.
9. The Board of Directors has powers of disposal over the Company's assets and delegates specific authorities to the CEO. To the extent that the Association receives grants or subsidies earmarked for specific purposes, it may only dispose of such funds in connection with these purposes. No individual will have any right to the asset.
10. Any liability of the Company is limited exclusively to the Company's assets. Any personal liability on the part of the individual members of the Board of Directors or Members of the Company is excluded.

IV. In furtherance of the above mentioned objects, but not otherwise, the Company shall exercise the following powers:

- (1) To appeal, solicit or accept contributions, donations, grants and gifts, in cash or in kind, from lawful sources and to apply the same or income thereof for the objects of the company.
- (2) To open and operate bank accounts in the name of the Company and to draw, make, accept, endorse, execute and issue promissory notes, bills, cheques and other instruments.
- (3) To acquire, alter, improve, charge, take on lease, exchange, hire, sell, let or otherwise dispose of any movable or immovable property and any rights and privileges whatsoever for any of

the objects or purposes specified herein above. Provided that the Company shall not undertake the business of real estate or housing schemes.

- (4) To borrow or raise money, with or without security, required for the purposes of the Company upon such terms and in such manner as may be determined by the Company for the promotion of its objects.
- (5) To mortgage the assets of the Company and / or render guarantee for the performance of any contract made, discharge of any obligation incurred or repayment of any money borrowed by the Company.
- (6) To purchase, sell, exchange, take on lease, hire or otherwise
- (7) To acquire lands, construct, maintain or alter any building and any other moveable or immovable properties or any right or privileges necessary or convenient for the use and purposes of the Company.
- (8) To nominate delegates and advisors to represent the Company at conferences, government bodies and other gatherings.
- (9) To co-operate with other charitable trusts, societies, associations, institutions or companies formed for all or any of these objects and statutory authorities operating for similar purposes and to exchange information and advice with them.
- (10) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- (11) To create, establish, administer and manage funds including endowment fund conducive for the promotion of the objects of the Company.
- (12) To enter into agreements, contracts and arrangements with organizations, institutions, bodies and individuals for the purpose of carrying out the functions and activities of the Company.
- (13) To take such actions as are considered necessary to raise the status or to promote the efficiency of the Company.
- (14) To conduct, hold and arrange symposia, seminars, conferences, lectures, workshops and dialogue and to print, publish and prepare journals, magazines, books, circulars, reports, catalogues and other works relating to any of the objects of or to the work done by the company, subject to the permission, if required of the relevant authorities.
- (15) To do all other such lawful acts and things as are incidental or conducive to the attainment of the above objects or any one of them.

V. The Company shall achieve the above said objects subject to the following conditions:-

- (1) The Company is formed as a Public Company Limited by Guarantee.
- (2) Payment of remuneration by the Company or its subsidiary entity for services or otherwise to members of the Company or to their family members whether holding an office in the

Company or its subsidiary or not, shall be prohibited provided that the prohibition shall continue to apply for a period of five years after a member quits from his membership of the company.

- (3) No change in the Memorandum and Articles of Association shall be made except with the prior approval of the Securities and Exchange Commission of Pakistan.
- (4) Patronage of any government or authority, express or implied, shall not be claimed unless such government or authority has signified its consent thereto in writing.
- (5) The Company shall not itself set up or otherwise engage in any manner function as a trade organization.
- (6) The Company shall not exploit or offend the religious sensitivities of people.
- (7) The Company shall not, directly or indirectly, participate in any political campaign for elective public office or other political activities akin to those of a political party or contribute any funds or resources to any political party or any individual or body for any political purpose.
- (8) The subscribers to the Memorandum and Articles of Association of the Company shall continue to be the members of the Company unless allowed by the Commission on application to quit as members.
- (9) The Company shall not appoint any person as Director or Chief Executive unless he meets the fit and proper criteria as specified by the Commission from time to time.
- (10) The Company in all its letterheads, documents, sign boards, and other modes of communication, shall with its name, state the phrase "A Company set up under section 42 of the Companies Act, 2017."
- (11) The income and any profits of the Company, shall be applied solely towards the promotion of objects of the Company and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company or their family members.
- (12) The Company shall not appeal, solicit, receive or accept funds, grants, contributions, donations or gifts, in cash or in kind, from foreign sources except with the prior permission, clearance or approval from the relevant public authorities as may be required under any relevant statutory regulations and laws. No funds shall be received otherwise than through proper banking channels i.e., through crossed cheque, pay-order, bank draft.
- (13) The Company shall close its accounts on 30th of June each year.
- (14) The Company shall make no investment, whatsoever, in its associated companies except with the prior approval of the Commission and subject to such conditions as it may deem fit to impose.
- (15) Notwithstanding anything stated in any object clause, the Company shall obtain such other licenses, permissions, or approvals of the relevant public authorities as may be required under

any relevant statutory regulations and laws for the time being in force, to carry out its specific object.

- (16) The Company shall comply with such conditions as may be imposed by the Securities and Exchange Commission of Pakistan from time to time.
- VI. The territories to which the object of the Company shall extend are declared to include whole of Pakistan.
- VII. The liability of the members is limited.
- VIII. Every member of the Company undertakes that he shall contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts or liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required but not exceeding Rs.100,000/- (Rupees One Hundred Thousand Only).
- IX. On the revocation of license of a Company under section 42 of the Companies Act, 2017, by the Commission:
- (a) The Company shall stop all its activities except the recovery of money owed to it, if any;
- (b) The Company shall not solicit or receive donations from any source; and (c) all the assets of the Company after the satisfaction of all debts and liabilities, shall be transferred to another Company licensed under section 42 of the Companies Act, 2017, preferably having similar or identical objects to those of the Company, within ninety days from the revocation of the license or such extended period as may be allowed by the Commission:
- Provided that a reasonable amount to meet the expenses of voluntary winding up or making an application to the registrar for striking the name of the Company off the register may be retained by the Company.
- X. In the case of winding up or dissolution of the Company, any surplus assets or property, after the satisfaction of all debts and liabilities, shall not be paid or disbursed among the members, but shall be given or transferred to some other Company established under section 42 of the Companies Act, 2017, preferably having similar or identical objects to those of the Company and with the approval required under the relevant provisions of the Income Tax Ordinance, 2001 and under intimation to the Securities and Exchange Commission of Pakistan.

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

S.	Name and surname (present & former) in full (in	NIC No. (in case of for	Father's/ Husband's Name	Nationality (ies) with any for	Occupation	Usual residential address in full or the registered/principal office address for a subscriber	Signatures
1							
2							
3							

Dated the ____ day of _____, 20__

Witness to above signatures: (For the documents submitted in physical form)

<i>Full Name (in Block Letters)</i>	
<i>Father's/ Husband's name</i>	
<i>Nationality</i>	
<i>Occupation</i>	
<i>NIC No.</i>	
<i>Usual residential address</i>	

ARTICLES OF ASSOCIATION

1. In these Articles, unless the context or the subject matter otherwise requires:
 - (a) “THE COMPANY” means “M/s. Taskeen – A Mental Health Initiative”.
 - (b) “THE OFFICE” means the registered office for the time being of the Company.
 - (c) “THE DIRECTORS” mean the directors for the time being of the company.
 - (d) “THE SEAL” means the common seal or official seal of the Company as the case may be.
 - (e) “THE ACT” means the Companies Act, 2017.
 - (f) “THE COMMISSION” means the Securities and Exchange Commission of Pakistan.
 - (g) “THE REGISTRAR” means the registrar of companies as defined in the Companies Act, 2017.
 - (h) “THE REGISTER” means the register of the members to be kept in pursuant to section 119 of the Act.
 - (i) “CHIEF EXECUTIVE” means the chief executive of the company.
 - (j) “SECRETARY” means the Company secretary of the company.
 - (k) “MEMORANDUM” means the memorandum of association of the company.
 - (l) “PERSON” includes an individual, company, corporation and body corporate.
 - (m) “ARTICLES” means the articles of association of the company.
 - (n) “BOARD” means the board of directors of the company.
 - (o) “YEAR” used in the context of financial matters shall mean financial year of the company.
 - (p) Expressions referring to writing shall be construed as including references to typewriting, printing, lithography, photography and other modes of representing or reproducing words in visible form.
 - (q) Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender.
 - (r) Unless the context otherwise requires words or expressions contained in these Articles shall be of the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the company.

MEMBERSHIP

2. The number of members with which the Company proposes to be registered is, but the minimum number of members shall not be, at any time, less than three (3). However, the directors may, from time to time, whenever the Company or the business of the Company requires, increase the number of members.
3. The Company in general meeting may from time to time lay down the qualifications and conditions subject to which any person or class of persons shall be admitted to membership of the company.
4. The rights and privileges of a member shall not be transferable and shall cease on his death or otherwise ceasing to be a member.
5. The subscribers to the memorandum and such other persons as the directors shall admit to membership shall be members of the company.
6. One person shall have the right to hold one membership

ADMISSION TO MEMBERSHIP

7. The application for seeking membership of the Company shall be required to be seconded by an existing member whereupon the board of directors shall decide the matter of his admission as member or otherwise within ninety days of making of such application. No minor or lunatic shall be admitted as a member of the company.
8. Every person, upon applying for admission to membership, shall submit to the Company an undertaking on the stamp paper of appropriate value that:
 - (a) I have not been associated with any money laundering or terrorist financing activities and neither have approved receipt of nor received such monies and likewise neither have approved disbursement of nor disbursed such monies in any manner for money laundering or terrorist financing purposes; and
 - (b) I have not been associated with any illegal banking business, deposit taking or financial dealings or any other illegal activities.
9. The board shall subject to the Articles, accept or reject any application for admission to membership. The board's decision shall be final and it shall not be liable to give any reasons thereof.

CESSATION/EXPULSION FROM MEMBERSHIP

10. A member renders himself liable to expulsion or suspension by the board if:
 - (a) he refuses or neglects to give effect to any decision of the board; or
 - (b) he infringes any of the regulations of the articles; or
 - (c) he is declared by a court of competent jurisdiction to have committed a fraud, or to be bankrupt, or to be insane or otherwise incompetent; or
 - (d) he is held by the Committee of the Company to have been guilty of any act discreditable to a member of the company; or
 - (e) (e) he is acting or is threatening to act in a manner prejudicial to the objects, interest or functioning of the Company or any other institute, body corporate, society, association or institution in which the Company has an interest.
11. The Company in general meeting may, on an appeal of the aggrieved member and after giving an opportunity of hearing, annul or modify the decision of the board with regard to expulsion of the member by resolution supported by two-thirds majority. The person expelled shall be reinstated as a member from the date of the resolution of the general meeting annulling the decision of the board.
12. Termination of membership shall occur automatically:
 - (a) in the event of the death of a member; and
 - (b) in the event a member fails to pay any amount due by him to the Company within three (3) months after such obligation has become due.

GENERAL MEETINGS AND PROCEEDINGS ANNUAL GENERAL MEETING

13. A general meeting to be called annual general meeting, shall be held, in accordance with the provisions of Section 132, within sixteen months (16) months from the date of incorporation of the Company and thereafter once at least in every calendar year within a period of four (4) months following the close of its financial year as may be determined by the directors.

OTHER GENERAL MEETINGS

14. All other meetings of the members of the Company other than an annual general meeting shall be called “extraordinary general meetings”.

EXTRAORDINARY GENERAL MEETINGS

15. The directors may, whenever they think fit, call an extraordinary general meeting, and extraordinary general meeting shall also be called on such requisition(s), as is provided by Section 133 of the Act.

NOTICE OF GENERAL MEETINGS

16. Twenty-one (21) days’ notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business, shall be given in the manner provided by the Act for the general meeting, to such persons as are, under the Act or the Articles of the company, entitled to receive such notices from the Company but the accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.

SPECIAL BUSINESS

17. All business that is transacted at an extra ordinary general meeting and that is transacted at an annual general meeting with the exception of the consideration of the financial statements and the reports of the director and auditors, the election of directors, the appointment of and the fixing of remuneration of the auditors shall be deemed special business.

QUORUM

18. No business shall be transacted at any general meeting unless a quorum of members representing not less than two (2) members or twenty-five percent of the total number of members of the company, whichever is greater, is present personally or through video-link at the time when the meeting proceeds to business-
- (a) in the case of Company having share capital, unless the articles provide for a larger number, two members present personally, or through video-link who represent not less than twenty-five percent of the total voting power, either of their own account or as proxies.

EFFECT OF QUORUM NOT BEING PRESENT

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

CHAIRMAN OF MEETING

20. The chairman of the board of directors, shall preside as chairman at every general meeting of the company, but if he is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act as chairman, any of the directors present may be elected to be the chairman and if none of the directors present is willing to act as chairman, the members present shall choose one of their number to be the chairman.

ADJOURNMENT

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

VOTING

22. At any general meeting a resolution put to the vote to the meeting shall be decided on a show of hands and a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

CASTING VOTE

23. In the case of an equality of votes, the chairman of the meeting shall have and exercise a second or casting vote.

OBJECTION TO VOTE

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

MANAGEMENT AND ADMINISTRATION

25. There shall be, for the overall management of the Company's affairs, a board of directors, which will be elected from amongst the members.
26. No person shall be appointed as a director if he is ineligible to hold office of director of a Company under section 153 of the Act.
27. No member / person shall hold more than one office in the company, such as those of Chief Executive / director or Company secretary simultaneously.

FIRST DIRECTORS

28. The following subscribers of the memorandum of association shall be the first directors of the Company, so, however, that the number of directors shall not in any case be less than that specified in section 154 and they shall hold office until the election of directors in the annual general meeting:
1. IRFAN MUSTAFA
 2. TAHA SABRI
 3. BEENISH NAFEEES

NUMBER OF DIRECTORS

29. The number of directors shall not be less than three (3). The directors of a Company shall, subject to section 154, fix the number of elected directors of the Company not later than thirty-five days before the convening of the general meeting at which directors are to be elected, and the number so fixed shall not be changed except with the prior approval of a general meeting of the Company such that the minimum number of directors shall not be, at any time, less than three (3). A retiring director shall be eligible for re-election.

30. PROCEDURE FOR ELECTION OF DIRECTORS

- (i) The directors of the Company shall be elected in accordance with provisions of sub-sections (1) to (6) of section 159 of the Act as the case may be.
- (ii) If the number of persons who offer themselves to be elected is not more than the number of directors fixed by the directors under sub-section (1) of section 159, all persons who offered themselves shall be deemed to have been elected as directors.

31. CASUAL VACANCY AND ALTERNATE OR SUBSTITUTE DIRECTORS

- (a) Any casual vacancy occurring among the directors may be filled up by the directors within thirty days of the vacancy and the person so appointed shall hold office for the remainder of the term of director in whose place he is appointed.
- (b) An existing director may, with the approval of the board of directors, appoint an alternate director to act for him during his absence from Pakistan of not less than ninety days. The alternate director so appointed shall ipso facto vacate office if and when the director appointing him returns to Pakistan.
- (c) A person shall be eligible for appointment against casual vacancy or to act as alternate director only if he is a member and is not already a director of the company.

REMOVAL OF DIRECTOR

32. The Company may remove a director through a resolution passed in a general meeting of members in accordance with section 163 of the Act.

CHAIRMAN OF THE BOARD

33. The directors may elect one of their members as the Chairman of the board.
34. The Chairman of the board shall preside at all meetings of the board but, if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the same or is unwilling to act as Chairman, the directors present in person or through video-link may choose one of their member to be Chairman of the meeting.

DUTIES AND POWERS OF THE BOARD

35. The board shall conduct and manage all the business affairs of the Company, exercise all the powers, authorities and discretion of the Company, obtain or oppose the application by others for all concessions, grants, charters and legislative acts and authorization from any government or authority, enter into such contracts and do all such other things as may be necessary for carrying on the business of the Company, except only such of them as under the statutes and Articles are expressly directed to be exercised by general meetings and (without in any way prejudicing or limiting the extent of such general powers) shall have the following special powers and duties:
 - (a) To present to the general meeting of the Company any matters which the directors feel are material to the Company, its objects or interests or affecting the interests of members and make suitable recommendations regarding such matters.
 - (b) To regulate, through articles, the admission of members.
 - (c) To appoint, remove or suspend the legal advisors, bankers, or other officers on such terms and conditions as they shall think fit and as may be agreed upon.
 - (d) To determine the remuneration, terms and conditions and powers of such appointees and from time to time, revoke such appointments and name another person of similar status to such office except for the auditor in which case the relevant provisions of the Act shall be followed.
 - (e) To delegate, from time to time, to any such appointee all or any of the powers and authority of the board and to reconstitute, restrict or vary such delegations.
 - (f) To appoint any qualified person as a first auditor(s) subject to provisions of the Act;
 - (g) To agree upon and pay any expenses in connection with the Company's objects and undertakings and pay all the expenses incidental to the formation and regulation of the Company.
 - (h) To constitute from time to time committee(s) from among themselves or co-opt other persons for the purpose and delegate to them such functions and powers as the board may deem fit to carry out the objects of the company.
 - (i) Subject to the provisions of section 183 of the Act, the directors may exercise all the powers of the Company to borrow and mortgage or charge its undertaking, property and assets (both present and future) or issue securities, whether outright security for any debt, liability or obligation of the Company.

PROCEEDINGS OF THE BOARD

36. The board shall meet at least once in each quarter of every year, subject thereto meetings of the board shall be held at such time as the directors shall think fit. All meetings of the board shall be held at the registered office of the Company or at such other place as the board shall from time to time determine. The meetings of the board shall be called by the Chairman on his own accord or at the request of the Chief Executive (or any three directors) by giving at least seven (7) days' notice to the members of the board.
37. At least one-third (1/3rd) of the total number of directors or two (2) directors whichever is higher, for the time being of the Company, present personally or through video-link, shall constitute a quorum.
38. Save as otherwise expressly provided in the Act, every question at meetings of the board shall be determined by a majority of votes of the directors present in person or through video-link, each director having one vote. In case of an equality of votes or tie, the chairman shall have a casting vote in addition to his original vote as a director.
39. The directors shall cause records to be kept and minutes to be made in book or books with regard to-
- (a) all resolutions and proceedings of general meeting(s) and the meeting(s) of directors and committee(s) of directors, and every member present at any general meeting and every director present at any meeting of directors or committee of directors shall put his signature in a book to be kept for that purpose;
 - (b) recording the names of the persons present at each meeting of the directors and of any committee of the directors, and the general meeting; and
 - (c) all orders made by the directors and committee(s) of directors:

Provided that all records related to proceedings through video-link shall be maintained in accordance with the relevant regulations specified by the Commission which shall be appropriately rendered into writing as part of the minute books according to the said regulations.

RESOLUTION THROUGH CIRCULATION

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

CHIEF EXECUTIVE

41. The directors may appoint a person to be the Chief Executive of the Company and vest in him such powers and functions as they deem fit in relation to the management and administration of the affairs of the Company subject to their general supervision and control. The Chief Executive, if not already a director, shall be deemed to be a director of the Company and be entitled to all the rights and privileges and subject to all the liabilities of that office.

QUALIFICATION OF THE CHIEF EXECUTIVE

42. No person who is not eligible to become a director of the Company under section 153 of the Act, shall be appointed or continue as the Chief Executive of the Company.

REMOVAL OF CHIEF EXECUTIVE

43. The directors by passing resolution by not less than three-fourths of the total number of directors for the time being or the Company may by a special resolution passed in a general meeting remove a chief executive before the expiry of his term in office.

MINUTE BOOKS

44. The directors shall cause records to be kept and minutes to be made in book or books with regard to-
- (a) all resolutions and proceedings of general meeting(s) and the meeting(s) of directors and committee(s) of directors, and every member present at any general meeting and every director present at any meeting of directors or committee of directors shall put his signature in a book to be kept for that purpose;
 - (b) recording the names of the persons present at each meeting of the directors and of any committee of the directors, and the general meeting; and
 - (c) all orders made by the directors and committee(s) of directors:

Provided that all records related to proceedings through video-link shall be maintained in accordance with the relevant regulations specified by the Commission which shall be appropriately recorded into writing and made part of the minute books according to the said regulations.

SECRETARY

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

COMMITTEES

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

CHAIRMAN OF COMMITTEE MEETINGS

47. A committee may elect a chairman of its meetings, but, if no such chairman is elected, or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for

holding the same or is unwilling to act as chairman, the members present may choose one of them to be the chairman of the meeting.

PROCEEDINGS OF COMMITTEE MEMBERS

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

VALIDITY OF DIRECTORS' ACTS

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

THE SEAL

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

FINANCES

51. The funds of the Company shall be applied in defraying the expenses and shall be applicable in or towards the acquisition by purchase, lease or otherwise and furnishing and maintenance of suitable premises and assets for the use of the Company and shall be subject to the general control and direction of the board.
52. No person, except persons duly authorized by the board and acting within the limits of the authority as conferred, shall have authority to sign any cheque or to enter into any contract so as thereby to impose any liability on the Company or to pledge the assets of the company.

ACCOUNTS BOOKS OF ACCOUNT

53. The directors shall cause to be kept proper books of account as required under Section 220 of the Act so that such books of account shall be kept at the registered office or at such other place as the directors think fit as provided in the said section 220 and shall be open to inspection by the directors during business hours.

INSPECTION BY MEMBERS

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

ANNUAL ACCOUNTS

55. The directors shall as required by section 223 of the Act cause to be prepared and to be laid before the Company in annual general meeting such financial statements duly audited and reports of the auditors and the directors as are required under the Act.

COPY OF ACCOUNTS TO BE SENT TO MEMBERS

56. A copy of financial statements alongwith the reports of directors and auditors of the Company shall, at least twenty-one (21) clear days before the holding of the general meeting, be sent to all the members and the persons entitled to receive notices of general meetings, in the manner in which notices are to be given as provided in section 55 of the Act.

AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with Sections 246 to 249 of the Act.

NOTICE TO MEMBERS

58. Notice shall be given by the Company to members and auditors of the Company and other persons entitled to receive notice in accordance with section 55 of the Act.

INDEMNITY

59. Every officer or agent for the time being of the Company may be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of his dealings in relation to the affairs of the company, except those brought by the Company against him in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 492 in which relief is granted to him by the Court.

SECRECY

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

WINDING UP

61. In the case of winding up or dissolution of the company, any surplus assets or property, after the satisfaction of all debts and liabilities, shall not be paid or disbursed among the members, but shall be given or transferred to some other Company established under section 42 of the Act, preferably having similar or identical objects to those of the Company and with the approval required under the relevant provisions of the Income Tax Ordinance, 2001 and under intimation to the Securities and Exchange Commission of Pakistan.

62. With regard to winding up, the Company shall comply with the relevant provisions of the Act and the conditions of license granted under section 42 of the Act or any directions contained in a revocation order passed by the Commission under the said section 42.

SUPPLEMENTARY PROVISIONS RELATING TO TAX

63. The Company shall abide by and adhere to the following rules:

- (i) The Company shall get its annual accounts audited from a firm of Chartered Accountants.
- (ii) The Company shall maintain its banks accounts with a scheduled bank or in a post office or national saving organization, National Bank of Pakistan or national commercialized banks.
- (iii) The Company shall regularly maintain its books of accounts in accordance with generally accepted accounting principles and permit their inspection to the interested members of the public, without any hindrance, at all reasonable times.
- (iv) Without prejudice to the powers conferred on the Commission under section 42 of the Act, the association shall not change its memorandum and articles of association without approval of Commissioner, Income Tax, if it has been approved by him as a non-profit organization.
- (v) The Company shall restrict the surpluses or monies validly set apart, excluding restricted funds, up to twenty five percent (25%) of the total income of the year. Provided that such surpluses or monies set apart are invested in Government Securities, a collective investment scheme authorized or registered under the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003, mutual funds, a real estate investment trust approved and authorized under Real Estate Investment Trust Regulations, 2015 or scheduled banks.

We, the several, persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of these articles of association.

S.	Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreign passport No)	Father's/Husband's Name in full	Nationality (ies) with any former Nationality	Occupation	Usual residential address in full or the registered/principal office address for a subscriber other than natural person	Signatures
1							
2							
3							

Dated the ____ day of _____, 20__

Witness to above signatures: (For the documents submitted in physical form)

<i>Full Name (in Block Letters)</i>	
<i>Father's/ Husband's name</i>	
<i>Nationality</i>	
<i>Occupation</i>	
<i>NIC No.</i>	
<i>Usual residential address</i>	

