

Company Limited by Guarantee and Not Having A Share capital

A Company exempted from using the words '(Guarantee) Limited' as part of its name under section 42 of the Companies ordinance, 1984

MEMORANDUM OF ASSOCIATION

OF

PAKISTAN BLIND CRICKET COUNCIL

- I. The name of the Company is "**PAKISTAN BLIND CRICKET COUNCIL**" (hereinafter called the PBCC).
- II. The registered office of the PBCC shall be situated in the Province of Punjab.
- III. The object of the PBCC shall be:
 1. To make efforts for promotion of Blind Cricket throughout the country and to arrange cricket tournaments at local, national and international levels and for that purpose to do all such acts, deeds and things which would be required for effective discharge of these objects.
 2. To set up, run, manage and operate cricket academies, cricket centers, training centers and coaching centers with the object to train and coach the blind cricket players and to do all such acts, deeds and things which would be required for effective discharge of this object.
 3. To develop and strengthen cordial relations with national and international sports agencies and to do all such acts, deeds and things, which would be required for effective discharge of this object.
 4. To create awareness about cricket for the blind amongst the general public and to promote coordination amongst the blind cricket players of Pakistan and to do all such acts, deeds and things, which would be required for effective discharge of this object.
 5. To provide counseling and financial aid to the Blind Cricket players for their education, training and rehabilitation and for that purpose to do all such acts, deeds and things, which would be required for effective discharge of this object.
 6. To set up, establish, acquire, run, manage and operate hospitals, clinics, healthcare centers and health clubs in all their forms and perspectives for the purpose to provide medical facilities to blind cricket players/officials who represent the country and for that purpose to undertake all such activities as may be linked, associated or connected therewith.
 7. To hold and organize study courses, seminars, workshops, training sessions, symposiums, conferences, exhibitions and undertake such other activities which may aim at promotion of blind cricket and to undertake all such acts, deeds or things which would be required for effective discharge of this object.

8. To undertake printing and publishing of books, literatures, periodicals, magazines, brochures and to exhibit video films or any other useful write-ups or material and for that purpose enter into arrangements with authors of books or other persons/publishers and publications for publishing or reproducing their work in any form including obtaining of copy rights, publication, selling or distribution rights or any other rights, concessions or privileges as may be deemed necessary and undertake all such activities as may connected, linked, associated or related therewith and to own or acquire facilities as would be required for effective discharge of these subjects.
9. To design and prepare special equipment required for cricket for the Blind and to undertake all such acts, deeds or things, which would be required for effective discharge of this object.
10. To seek the cooperation and assistance of professional bodies, scientific and business communities in promoting awareness of Cricket for the Blind.
11. To receive and accept gifts, grants, aids, donations, benefactions of all nature and kind whatsoever and raise, establish and maintain funds, properties and assets by subscription and contributions and by receiving any acceptance of gifts, grants, aids, donations, benefactions and other means.
12. To invest the moneys of the PBCC not immediately required upon such securities or otherwise in such manner as permissible under the law.
13. To receive, take title, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any companies or corporations, domestic or foreign, but only for any, some or all of the purposes of the PBCC.
14. To frame such rules and regulations as the PBCC may deem fair and reasonable and proper for all or any of the matters concerning the PBCC.
15. To establish branch(s) of the PBCC at such places as may be considered desirable with a view to achieving the aims of the PBCC and to undertake and execute any trusts, which may seem to PBCC conducive to any of its objects.
16. To arrange for help, assistance and joint working or affiliation with any other society, company, body corporate or trust having the objects similar to this PBCC.
17. To prepare annual and other periodical budgets for meeting the expenses and to make proposals to appropriate funds for the purposes.
18. To employ and remunerate all officers, employees and servants of PBCC or any person or firm or company rendering services to PBCC upon such terms as PBCC may determine.
19. To pledge or lien the assets of the company and/or render guarantee on behalf of self and others.
20. To collect funds and wherever necessary borrow with or without security and to purchase, redeem or payoff any such securities.
21. To donate such sum or sums for such causes as would be deemed fit by the company in carrying out and conducive to the promotion of the objects of the company.
22. To acquire movable and immovable property and to apply both the capital and income thereof and the proceeds of the sale or mortgage thereof, for or towards, all or any of the objects of the company.
23. To take such action as may be necessary to coordinate the activities of affiliated associations or institutions and their members in relation to the company and amongst themselves.

24. ✓ To establish, promote, cooperate with, become a member, act as or appoint trustees, agents, or delegates to coordinate, or financial assistance to, or otherwise assist, the work of any association and institutions and other bodies engaged in any of the objects which this company is authorized to carry on, or engage in any other object capable of being carried out so as to benefit the company in the attainment of its main objects.
25. To enter into contracts, agreements and arrangement with the Government (whether Federal, Provincial, Local or other), any companies, financial institutions, bodies politic, bodies corporate (whether of the private, joint or public sector), government companies or public/statutory/local undertakings or authorities (whether of the private, joint or public sector), firms, agencies, institutions, societies, trusts, funds, associations of persons, bodies of individuals or any other person or persons whomsoever, for the carrying out by any of the aforesaid, on behalf of the company, of any of the objects for which the company is formed.
26. To appeal, solicit, receive or accept gifts, donations, contributions or funds, in cash or in kind, from the Government (whether Federal, Provincial, Local or other), any companies, financial institutions, bodies politic, bodies corporate (whether of the private, joint or public sector), government companies or public/statutory/local undertakings or authorities (whether of the private, joint or public sector, national donors, firms, agencies, institutions, societies, trusts, funds, associations of persons, bodies of individuals or any other person or persons whomsoever, on such terms and conditions and subject to the law, for the furtherance of the objects of the company or for any one or more of them not inconsistent with the objects and constitution of the company.
27. To pay all costs, charges and expenses preliminary and incidental to the promotion amid formation of the company.
28. To refer to or agree to refer any claims, demands, disputes or any other question by or against the company or in which the company is interested or concerned and whether between the company and the member or members or its his/her/their representatives or between the company and third parties, to arbitration and observe and perform and to do all acts, matters and things to carry out or enforce the awards.
29. To open, maintain, adjust, start or close, accounts of any nature and description whatsoever, with any bank or banks, as may from time to time be thought fit, and to operate upon, pay into and withdraw money, from such accounts and do all acts necessary for such purpose.
30. ✓ Generally to do all such lawful other acts, matters and things as may seem to the company to be necessary, incidental, ancillary, convenient and/or conducive to the carrying out or attainment of the objects of the company.
31. To issue finance instruments as permissible under the law and to draw, accept, make, endorse, discount and negotiate promissory notes, bills of exchange, bill of lading and other negotiable instruments connected with the aforesaid objects of the PBCC.
32. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the PBCC or for any other purpose conducive to the interests of the PBCC.
33. Notwithstanding anything stated in any object clause, the company shall obtain such other approval or licence from the competent authority, as may be required under any law for the time being in force, to carry out a particular object.
34. The company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others, any regulation or restriction in carrying out any object of the company, which would make it a Trade Union.

35. The company is formed as a public company limited by guarantee not having a share capital.
36. Payment of remuneration for services or otherwise to the members of the company, whether holding an office in the company or not, shall be prohibited.
37. 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.
38. 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.
39. The company shall not itself set up or otherwise engage in industrial and commercial activities or in any manner function as a trade organization.
40. The business spelt out in the object clauses of the memorandum of association of the company shall not be extended to do any unlawful business and/or any business, which is beyond those permitted for such associations in section 42 of the Companies Ordinance, 1984.
41. The company shall submit copies of its annual report on its activities and Form-B annually to the Commission besides such other returns periodically or otherwise prescribed by the Commission from time to time.
42. The company shall not exploit or offend the religious susceptibilities of the people.
43. 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 Securities and Exchange Commission of Pakistan or application to quit as members.
44. The company shall obtain such other approval or sanction of any authority as may be necessary under any law for the time being in force.
45. The company in all its letterheads, documents, and signboards, and other modes of communication, shall with its name, state the phrase "A company exempted from using the words '(Guarantee) Limited' as part of its name under section 42 of the Companies Ordinance, 1984".

IV. The liability of the members is limited.

V. Every members of the company undertakes to 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.50, 000 (Rupees Fifty thousand only).

VI. If upon winding up there shall remain after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members, but shall be given to any other company established for similar purposes with similar restrictions on distribution of profit and dividends, to be determined by the members at the time of distribution as a special business.

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

Name, Father/ Husband Name	Usual Residential Address	Occupation	Nationality	Signature
1. Agha Shaukat Ali S/o Hayat Muhammad	Govt. Sunrise Institute for Blind, Smadhee Ganga Raam, Ravi Road, Lahore	Business Executive	Pakistani	A.S.A.
2. Capt. (Retd) M. R. Malik S/o Malik Muhammad Saeed	H.No.64, Jinnah Colony, Faisalabad	Welfare Worker	-do-	
3. Mr. Muhammad Amir Ashraf S/o Muhammad Ashraf	H.No.53, St. No.55, Toheedabad, Ravi Road, Lahore	Media coordinator	-do-	
4. Mr. Saleem Zia S/o Haji Muhammad Ishaq	Quarter Jamia Masjid, Firdousi St. No.60, Mustafabad, Lahore	Educationist	-do-	
5. Mr. Ghulam Mustafa S/o Ghulam Nabi	H.No.2, St. No.18, Gari Shahu, Lahore	Business Executive	-do-	
6. Mr. Mohammad Ilyas Ayub S/o Mohammad Ayub Sabir	H.No.24, Sector G-1 Part-III, Mirpur, Azad Kashmir	Consultant	-do-	
7. Mr. Ghulam Rabbani Butt S/o Muhammad Bashir Butt	H.No.553, St. No.23, Mohallah Waris Khan, Rawalpindi	Educationist	-do-	G.R. Butt
8. Capt. (Retd) Maqbool Ahmad S/o Niaz Ahmad	4406/F, Adamjee Compound, Gawalmandi, Rawalpindi	Welfare Worker	-do-	
9. Mr. Imran Ahmed S/o Shahab-ud-Din	310-D, Korangi, Karachi	Executive Manager	-do-	

Certified to be true Copy

Dated:

day of

Witness:

Name:

MAHER YOUSAF HAROON

Father's Name:

MAHER FAZAL HUSSAIN

Address:

Fazal House No.34, Sarhind Colony, Vehari

Occupation:

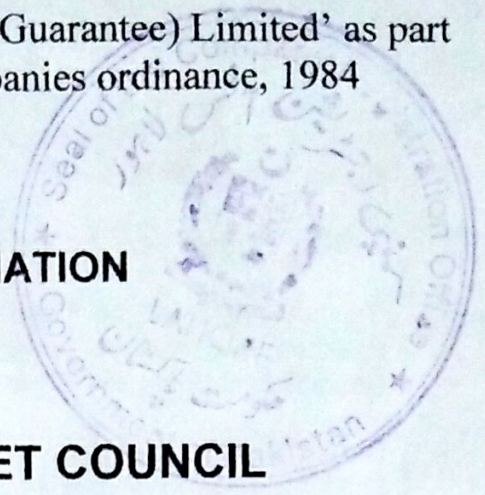
Private Service

Deputy Registrar of Companies
Company Registration Office
Government of Pakistan
Lahore.

Company Limited by Guarantee and Not Having A Share capital

A Company exempted from using the words '(Guarantee) Limited' as part of its name under section 42 of the Companies ordinance, 1984

ARTICLES OF ASSOCIATION OF PAKISTAN BLIND CRICKET COUNCIL



1. Save as reproduced herein, the regulations in Table "C" in the First schedule to the Ordinance, unless the same are compulsory, shall NOT apply to the Council. All issues not specially stated in these Articles shall be regulated in the manner as provided under the Companies Ordinance, 1984 or other relevant enactments for the time being.

INTERPRETATION

2. In these Articles, unless the context or the subject matter otherwise requires:
 - i) "Articles" means these Articles as originally framed or as from time to time altered in accordance with law;
 - ii) "Blind Cricket" means cricket played by the Blind persons
 - iii) "Blind Persons" means blind or visually impaired persons
 - iv) "Chairman" means the Chairman of the Board of Directors/Governors appointed from time to time pursuant to these Articles.
 - v) "Commission" means the Securities & Exchange Commission of Pakistan constituted under Securities & Exchange Commission of Pakistan Act, 1997;
 - vi) "General Council" means the members of the Council entitled to attend and vote at the General Meeting of the Council;
 - vii) "Government" means the Central or any Provincial Government in Pakistan or any authority established by the Government to control, monitor or regulate any of the state or public functions;
 - viii) "Honorary Member" means the Honorary Member of PBCC as referred to these Articles
 - ix) "In writing" means written or printed or partly written and partly printed or lithographed or typewritten or other substitute for writing;
 - x) "Management Committee" means the Committee appointed under these Articles;
 - xi) "Member" means a member of the Council as defined by Section-2(1)(21) of the Ordinance;
 - xii) "Month" means calendar month according to English Calendar;

- xiii) "Office" means the Registered Office for the time being of the Council;
- xiv) "Ordinance" means the Companies Ordinance, 1984 or any modification or re-enactment thereof for the time being in force;
- xv) "Ordinary Meeting" and "Extra-Ordinary Meeting" means respectively an Annual General Meeting and an Extra-Ordinary General Meeting of the Council duly called or any adjournment thereof.
- xvi) "PBCC, Council or Association" means **PAKISTAN BLIND CRICKET COUNCIL**;
- xvii) "Person" includes the Government of Pakistan, the Government of the provinces of Pakistan, autonomous bodies, local authorities, corporations, limited companies, firms, Councils and trusts as well as individuals.
- xviii) "Proxy" means an instrument in writing whereby a member authorises another to vote for him at a meeting or meetings and includes an attorney duly constituted under a power of attorney.
- xix) "Register" means the Register of Members to be kept pursuant to the Ordinance;
- xx) "Registrar" means a Registrar, an Additional Registrar, a Joint Registrar, a Deputy Registrar or an Assistant Registrar, performing under the Ordinance the duty of Registrar of Companies.
- xxi) "Seal" in relation to the Council, means the common seal of the Council;
- xxii) "Secretary" means the Secretary for the time being of the Council;
- xxiii) "Section" means section of the Ordinance;
- xxiv) "The Board Meeting" means a meeting of Directors/Governors duly called and constituted;
- xxv) "The Board" means Board of Directors/Governors duly elected by the members of the Council;
- xxvi) "The Governors" mean the Governors elected by virtue of these Articles. "The Governors" shall be the Directors of the Council within meanings of the "Ordinance";
- xxvii) "Vice Chairman" means the Vice Chairman of PBCC as referred to these Articles
- xxviii) "Year" means calendar year of the English Calendar.
- xxix) Words importing the masculine gender shall include feminine gender; and
- xxx) Words importing the singular shall include the plural, and vice versa;

MEMBERSHIP

3. / Clubs for Cricket for the Blind in Pakistan shall apply for membership to PBCC and those, which attain membership and have paid the membership fees, shall nominate, one currently non-playing candidate, each for membership of PBCC. This nomination shall be conducted under the supervision of Board of Governors of the club. (50% concession in membership fee shall be available for the cricket teams from Educational Institution for the Blind).

Provided that however the Board of Governors shall induct one third (1/3) of total members of General Council from national level NGO's off/for the Blind, social welfare organizations, special

education/institution/ department such as sports, media or any other institution that may be beneficial to the objectives of PBCC in one way or another.

Further provided that Board of Governors may offer honorary membership and this members shall be open for the most suitable person(s) who is/are able to assist PBCC financially and to promote its Objects.

4. Application for and resignations from membership shall be presented in writing to the Chairman.
5. ✓ New members to the PBCC shall be admitted only at the discretion of the Board of Governors on such terms and conditions as the Board of Governors may decide from time to time. In all matters concerning membership, the decision of the Board of Governors shall be final and binding. The Board of Governors may delegate such powers, as it deems fit to a Membership Committee established under these presents.
6. Any false declaration in the application form will render a person or a club ineligible for membership or disqualify a member if the false declaration is discovered after this being admitted to membership.
7. ✓ PBCC shall have the right to cancel or suspend the membership of any person or club who have committed guilty of misconduct, which is harmful to the overall objectives of the council.
8. The Board of Governors may form byelaws of membership upon such terms and conditions, as it may deem fit.

Membership Fee

9. The initial membership fee for each member shall be Rs.5, 000 (Rupees five thousand). However, the Board of Governors may change admission fee from time to time in the manner as prescribed under relevant laws.
10. The annual subscription fee for each member shall be Rs.1, 000 (Rupees one thousand). However, the Board of Governors may change the annual subscription fee from time to time in the manner as prescribed under relevant laws.
11. A Member in any classification, whose PBCC dues remain unpaid for a period of one (1) year, shall forfeit the privileges of memberships and his name shall be removed from the register of Members.

FUNDS

12. The PBCC shall be financed by the following sources:
 - a) Fund raising by the Board of Governors, Honorary Members and General Council.
 - b) Donations/contributions from other sources, acceptable to the Board of Governors.
 - c) Fees, subscriptions and dues paid to the PBCC.
 - d) Grants from the Government of Pakistan or any Provincial Government of Pakistan or the Local Bodies, NGOs or from private sector as permissible under the law.
 - e) Earnings of the PBCC on account of its working or investments etc.

MANAGEMENT

13. The Management of the affairs of PBCC shall vest in Board of Governors, which shall not less than seven (7) and not more than fifteen (15) at any time.

14. Officer Bearers

The Board of Governors shall elect following officer bearers amongst themselves within fifteen days of the election of Board of Governors.

1. Chairman
2. Vice Chairman
3. Director International Affairs
4. Director Finance
5. Director Information and Co-ordination
6. Director Cricket Affairs
7. Director Administration
8. Director Educations and Rehabilitation
9. Director Marketing

15. First Governors/Office Bearer

The following office bearers shall be the first Governors of PBCC who will hold office till the conclusion of first Annual General Meeting of the PBCC unless any one resign earlier or otherwise ceases to hold the office of Governors:

- | | | |
|----|----------------------------|--|
| 1. | Agha Shaukat Ali | Chairman |
| 2. | Capt. (Retd) M.R.Malik | Vice Chairman |
| 3. | Mr. Ghulam Rabbani Butt | Director International Affairs |
| 4. | Mr. Ghulam Mustafa | Director Finance |
| 5. | Mr. Muhammad Ilyas Ayub | Director Information and Co-ordination |
| 6. | Mr. Muhammad Aamir Ashraf | Director Cricket Affairs |
| 7. | Mr. Saleem Zia | Director Administration |
| 8. | Capt. (Retd) Maqbool Ahmad | Director Education and Rehabilitation |
| 9. | Mr. Imran Ahmed | Director Marketing |

16. Term of Office of Governors

A Governor (by whatever name called) shall hold office for a period of three (3) years unless he earlier resigns, becomes disqualified for being a Governor or otherwise ceases to hold office.

17. Casual Vacancy in the Board

Any casual vacancy occurring among the Directors/Governors shall be filled up with the consent of two third majority of remaining Governors.

18. Retirement of Governors

At the first Annual General Meeting of PBCC all the first Governors shall retire from office and retiring Governors shall be eligible for re-election. The Governors so retiring shall continue to perform their functions until their successors are elected.

19. Election of Governors

The first election for the (Governors) office bearers shall be conducted at first Annual General Meeting and subsequent elections shall be conducted before expiry of three (3) years.

THE CHAIRMAN

20. The Board of Governors shall amongst themselves elect a person as Chairman of the PBCC within 15 days of incorporation and subsequently within 15 days of his retirement, who shall hold office till the conclusion of first Annual General Meeting. The Chairman shall be the Chief Executive of the PBCC.

21. **Terms of office of Chairman**

The Chairman so appointed shall hold the office for a period of three (3) years unless he earlier resigns, becomes disqualified for being the member of Board of Governors or otherwise ceases to hold office.

22. **Casual vacancy in the office of Chairman**

Any casual vacancy occurring in the office of Chairman due to retirement, resignation, disqualification or any other case shall be filled up by the Governors and the person so appointed shall hold office for the remainder term of the Chairmanship.

23. **Removal of Chairman**

The Governors of the Association may by resolution passed by not less than three-fourth of the total number of Governors for the time being, or the council may by a special resolution remove a Chairman before the expiry of his term of office.

24. **Delegation of powers**

The Governors may entrust to and confer upon the Chairman or any other Governor(s) or officials of PBCC any of the powers exercisable by the Governors upon such terms and conditions and with such restrictions as they may think fit, and whether singly or jointly with others and may from time to time revoke, withdraw, alter or vary all or any of such powers.

The Chairman shall nominate, based on the experience and competency, the tour officials such as Team Manager, Coach or other as per requirement of time.

25. The chairman of the council should be blind.

26. **Vice Chairman**

The Vice-Chairman shall perform the duties of the Chairman in his/her absence.

SECRETARY

27. PBCC shall have a whole time Secretary who shall be appointed with the approval of Board of Governors. The Secretary shall be responsible for the following:
- He/she shall maintain a register of members in which the name and address of every Member shall be entered..
 - He/she shall be the custodian of the records of PBCC.
 - He/she shall call the meetings with the consultation of the Chairman.
 - He/she shall write the minutes of the meetings.

POWERS AND DUTIES OF GOVERNORS

28. The Board of Governors in addition to the powers and authorities by Ordinance or by these Articles expressly conferred upon it may exercise all such powers and do all such acts and things as shall be by Ordinance or by these Articles of Association as a company limited by guarantee and which are not by these Articles or Ordinance expressly directed to be done by the Association, in General Meeting, but subject nevertheless to such acts and things as are not regulated by Ordinance or by these Articles of Association to such regulations or directions, as may from time to time be determined upon or given at any Annual or Extra-Ordinary General Meeting of the Council, provided that no such regulations or directions shall invalidate any prior act of the Board of Governors which would have been valid if the regulations or direction had not been made or given.
29. In addition to the powers and authorities conferred to the Board of Governors by these Articles or Ordinance, the Board of Governors shall have the following powers:
- (a) to purchase or otherwise acquire for the Council any land, properties, assets, rights or privileges which the Council is authorised to acquire at such price and generally on such terms and conditions as they think fit; and on any such purchase or other acquisition to accept such title as the Governors may believe or may be advised to be reasonable and satisfactory;
 - (b) to pay for any property or right or privileges acquired by or services rendered to the Council, either wholly or partially in cash or in any other legal form;
 - (c) to raise funds by mean of donations, loans or any other legal modes and give such securities including mortgage or charge on assets of the Council in all legal manners. From time to time extend the activities and undertaking of the Council by adding, altering, renovating or enlarging all or any of the buildings, property, premises, plant and machinery/vehicle for the time being the property or in the possession of the Council or by purchasing or otherwise acquiring any other buildings, property, plant, machinery or equipment on by erecting new or additional buildings, and to expend such sums of money for the purposes aforesaid, or any of them as may be thought necessary or expedient;
 - (d) to insure and keep insured against loss or damage by fire or other risks all or any assets or right of the Council.
 - (e) to open and operate banking accounts with any bank(s) or financial institution(s) as may be deemed necessary;
 - (f) to appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Council any property belonging to the Council or in which it has interest or for any other purposes and to execute and do all such acts, deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees;
 - (g) to institute, conduct, defend, compound or abandon actions, suits, legal proceedings by or against the Council or its officer or otherwise concerning the affairs of the Council and also to compound and allow time for payment on satisfaction of any debts due, or of any claims or demands by or against the Association and to appoint legal advisors and advocates to advise and represent the Council;
 - (h) to refer any claim or demand by or against the Association to arbitration and observe or perform or resist the awards;
 - (i) to make and give receipts, releases and discharges for moneys payable to or for goods or property belonging to the Council and for the claims and demands of the Council;

- (j) to determine from time to time who shall be entitled to sign on behalf of the Council, bills, notes, receipts, acceptance, endorsement, cheques, contracts and documents and to give necessary authority for such purposes;
- (k) to give allowances for the matches to the players and to provide for the welfare of employees or ex-employees and old players of the Council and their wives, widows and families or the dependents of such persons, by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, gratuity, compensation, allowances, or other payments, or by creating and from time to time subscribing or contributing to provident and other Associations, institutions, funds or trusts and by providing or subscribing, or contributing towards-places or instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the governors shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutional or objects which shall have any moral or other claims to support or aid by the Council either by reason or locality or operation or of public and general utility or otherwise except making political contribution;
- (l) to appoint, remove or suspend and to re-employ or replace at their discretions for the management of the business of the Council such managers, experts, engineers, accountants, secretaries, agents, sub-agents, officers, clerks, and employees for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments and require security in such instances and to such amount as they may think fit;
- (m) to comply with the requirements of any local law which in their opinion shall be in the interest of the Council be necessary or expedient to comply with;
- (n) subject to provisions of the Ordinance, at any time and from time to time by power of attorney to appoint any person or persons to be the attorney or attorneys of the Council for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these Articles) and for such period and subject to such conditions as the Governors may from time to time think fit and any such appointment (if the Governors think fit) be made in favour of the members or any of the members or any Local Board established as aforesaid or in favour of any Organisation or the members, Governors, nominees or managers of any Organisation or firm or otherwise in favour of any fluctuating body of person whether nominated directly or indirectly by the Governors and any such power may contain such provisions for the protection or convenience of person dealing with such attorneys the Governors may think fit and may contain powers enabling delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them; and
- (o) to enter into all such negotiations and contracts and rescind any or all such contracts and execute, perform, do, sanction and authorise all such acts, deeds and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Association.

MANAGEMENT COMMITTEE (S)

- 30. a) The Governors may form Management Committee(s) for specific purposes from time to time. The number of members of Management Committee(s) shall be determined by the Board of Governors, which may be from amongst the Governors or any other person considered suitable for any particular object.
- b) Subject to the provisions of the Law, the Governors may, at any time and from time to time, make such rules and regulations as they may think expedient in regard to the powers, duties and functioning of the Management Committee(s).
- c) Subject to the rules and regulations as may be made by the Governors and subject to the Provisions hereof, the Management Committee(s) may make code of conduct to facilitate

meetings and proceedings. Minutes of all meetings and proceedings of the Management Committee(s) shall be placed before the Board of Governors at the next convenient meeting thereof.

PROCEEDINGS OF MEETINGS OF GOVERNORS

31. Meeting of Governors

The Governors may meet together for the despatch of business, adjourn and otherwise regulate their Meetings and proceedings as they think fit provided that they shall meet at least one meeting in each quarter of the calendar year.

32. Questions at board meetings how decided

Question arising at any Meeting of the Governors shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

33. Who to preside at meeting of the board

The Chairman of the Council will preside all the meetings but if at any meeting the Chairman is not present within one half of an hour after the time appointed for holding the same, or is unwilling to act as Chairman, the Vice Chairman shall preside over the meeting and in case he is not present within designated time or is unwilling to act, the Governors present shall choose some one of their member to be Chairman for that meeting.

34. Quorum

The quorum at Meeting of the Governors shall be such as may be determined by the Governors but unless otherwise determined shall not be less than one third of their total numbers or four (4) persons whichever is greater. If majority of the Governors are disqualified from voting, the Council in General Meeting shall decide the question.

35. Resolution by circular

A Resolution by Circulation circulated amongst all the Governors or Committee of Governors and consented by majority of the Governors for the time being or affirmed by them through telefax, telex or e-mail or other mode of written communication shall have the same effect and validity as a Resolution of Governors duly passed at a meeting of Governors duly convened and constituted.

36. Minutes to be kept

The Governors shall cause proper minutes to be made of all General Meetings of the Association and also of all appointment of Officers, and of the proceedings of all meetings of Governors and Committees, and of the attendances at all the aforesaid meetings and all business transacted at such meetings; and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be evidence without any further proof of the facts therein stated.

GENERAL COUNCIL MEETINGS AND PROCEEDINGS

37. Ordinary Meeting

- a) A General Meeting of the Council shall be held in accordance with the provisions of Section 158 of the Ordinance within eighteen months from the date of incorporation of the Association and thereafter once at least in every year within a period of four months following the close of its financial year and not more than fifteen months after holding of its last preceding annual general meeting at such time and place as may be determined by the Governors. Such General Meeting shall be called Annual General Meeting.

- b) All the members who have regularly been admitted as members and paid their annual subscription fee shall be eligible to attend and vote at a general meeting.

38. Extraordinary General Meeting

All general meetings of the Council other than the annual general meetings shall be called extraordinary general meetings.

39. Notice of Meetings

Subject to the provisions of law at least Twenty One days' notice specifying the place, the day and the time of meeting and, in case it is proposed to pass a Special Resolution the intention to propose such resolution as Special Resolution and nature of business shall be given to all the members entitled to attend general meeting.

40. Shorter notice by consent

In case of an emergency effecting the business of the Council, an Extra-Ordinary General Meeting may be convened by shorter notice than twenty one days with the consent of all the members entitled to receive notice of meeting or to attend and vote at any such meeting in all legal manners as permissible under law, with prior approval of Registrar.

41. Special business

All business shall be deemed special that is transacted at any Extra-Ordinary general meeting, and all that is transacted at an annual general meeting with the exception of consideration of the accounts, balance sheets and the report of the Governors and Auditors, the election of Governors and other officers in the place of those retiring and the appointment fixing of the remuneration of the Auditors.

42. Quorum

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided four Members present at the meeting representing not less than twenty five percent voting power either in their own name or by proxies shall be a quorum.

43. Chairman of the general meeting

The Chairman, if any, of the Board of Governors shall preside as Chairman at every general meeting of the Council or if there is no such Chairman or if he shall not be present within half an hour after the time appointed for the holding the meeting or is unwilling to act as Chairman, the Vice Chairman shall preside over the meeting and if the Vice Chairman is not present in that meeting then the Governors present shall elect one of their members to be the Chairman of the meeting or and if no Governor is present, or if all the Governors present decline to take the Chair, the Members present shall choose one of their member to be the Chairman of the Meeting. No business shall be discussed at any General Meeting except the election of a Chairman, whilst the chair is vacant.

44. Chairman with consent may adjourn Meeting

The Chairman may, with the consent of the members, adjourn any Meeting from time to time but no business shall be transacted at any adjourned Meeting other than business which remained incomplete at the Meeting from which the adjournment took place. When a meeting is adjourned for more than seven days, notice of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned 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. No General

Meeting, Annual or Extra-ordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice upon which it was convened.

AUDIT AND ACCOUNTS

45. The Board of Governors shall cause to be complete and proper books of account in accordance with the requirements of law. The first accounting year (financial year) of the PBCC shall be closed on 30th of June and thereafter every financial year of the PBCC will begin on 1st July and close on 30th of June. The Board of Governors may change the financial year as permitted by law.
46. The accounts of the PBCC shall be audited every year by a certified Chartered Accountant.
47. The PBCC in Annual General Meeting shall appoint a Chartered Accountant as the auditors of the PBCC who will audit the books of account every year. The remuneration of the auditor shall be fixed by the PBCC in general meeting provided, however, that the first auditor shall be appointed by the Board of Governors.
48. An annual activity report shall be prepared by Board of Governors at the end of every financial year and shall be circulated amongst all the members of the council.

BANK ACCOUNTS

49. All funds of the PBCC not otherwise employed or invested shall be deposited, from time to time, to the credit of the PBCC in such scheduled bank or banks as the Board of Governors may from time to time designate and for the purpose of such deposit all checks, drafts and other orders for the payment of money which are payable to the order of the PBCC may be endorsed, signed and delivered by such officer of the PBCC, or in any other manner as may from time to time be determined by the Board of Governors.
50. All checks, drafts or other evidence of indebtedness issued in the name of the PBCC shall be signed or endorsed by such officer or employee of the PBCC as shall from time to time be determined by the Board of Governors. If required, each of such officers or employees shall give such bonds as the Board of Governors may require.

THE SEAL

51. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Governors, and in the presence of at least two Governors or one Governor and the Secretary or such other person(s) as the Governors may appoint for the purpose, and such Governors and the Secretary or other person as aforesaid shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any person bona-fide dealing with the Council. Such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ARBITRATION

52. Whenever any difference arises between PBCC on the one hand, and any of the Members, or their assignees, on the other hand, touching the intent or construction or the incidence or consequences of these presents, or to any statute affecting the PBCC, or to any of the affairs of the Organisation, then every such difference shall, as a condition precedent to any other action at law, be referred, in conformity with the Arbitration Act, 1940.

POWERS TO MAKE RULES

53. The Board of Governors may with the consent of three fourth (3/4th) majority of total number of Board of Governors make rules, regulations and bye-laws consistent with these Articles for conducting the affairs and accomplishing the objects of the Council.

INDEMNITY

54. Subject to the provisions of Section 194 of the Ordinance, every Governor, auditor and other officer or servant of the Council shall be indemnified by the Council against and it shall be the duty of the Governors to pay out of the funds of the Council, all costs, losses and expenses, which any such officer or servant may incur or become liable to by reasons of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties including travelling expenses and in particular, as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, manager officer, or servant in defending any proceedings whether civil or criminal, in which judgement is given in his favour or he is acquitted, or in connection with which relief is granted by the Court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of Council and have priority as between the Members over all other claims.

55. **Neglect or Default of any other Governor or Officer**

Subject to the provision of Section 194 of the Ordinance, no Governor, Manager, or other officer of the Council shall be liable for any act or for joining in any receipt or other act for conformity or for any loss or expense happening to the Council through the insufficiency or deficiency of the title to any property acquired by order of the Governors for or on behalf of the Council or for the insufficiency or deficiency of any security in or upon which any of the money of the Council shall be invested or for loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys' securities or effects shall be deposited or for loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune, whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

WINDING UP

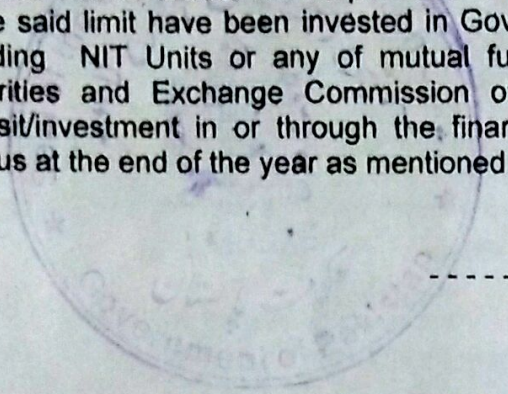
56. The provisions of the companies ordinance 1984 regarding the winding up of the company shall apply to the winding up or dissolution of that organisation

PROVISIONS RELATING TO TAX EXEMPTION

57. The Company shall, in particular, 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, in the event of its dissolution, after meeting all liabilities, transfer all its assets to an Institution, fund, trust, society or organization, which is an approved non-profit organization, and intimation of such transfer will be given to Commissioner, Central Board of Revenue, within three months of the dissolution.
- iii) The Company shall utilize its money, property or income or any part thereof, solely for promoting its objects.
- iv) The Company shall not pay or transfer any portion of its money, property or income, directly by way of dividend, bonus or profit, to any of its member(s) or the relative or relatives of member or members.

- v) The Company shall maintain its bank accounts with a Scheduled Bank or in a post office or national saving organization, National Bank of Pakistan or National Commercialized Banks.
- vi) 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.
- vii) The Company shall not make any changes in its Memorandum and Articles without the prior approval of Commissioner, Central Board of Revenue.
- viii) The Company shall restrict the money validly set apart or not utilized to twenty five percent (25%) of the income including surplus worked out of amount of donations made to it: Provided that certificate will be provided to the Commissioner that the amounts so in excess of the said limit have been invested in Government Securities or in the financial institutions including NIT Units or any of mutual funds registered with State Bank of Pakistan or Securities and Exchange Commission of Pakistan subject to the condition that such deposit/investment in or through the financial institution(s) shall not exceed 1/3rd of the surplus at the end of the year as mentioned.



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

Name, Father/ Husband Name	Usual Residential Address	Occupation	Nationality	Signature
1. Agha Shaukat Ali S/o Hayat Muhammad	Govt. Sunrise Institute for Blind, Smadhee Ganga Raam, Ravi Road, Lahore	Business Executive	Pakistani	A.S.Ali
2. Capt. (Retd) M. R. Malik S/o Malik Muhammad Saeed	H.No.64, Jinnah Colony, Faisalabad	Welfare Worker	-do-	MR Malik
3. Mr. Muhammad Amir Ashraf S/o Muhammad Ashraf	H.No.53, St. No.55, Toheedabad, Ravi Road, Lahore	Media coordinator	-do-	
4. Mr. Saleem Zia S/o Haji Muhammad Ishaq	Quarter Jamia Masjid, Firdousi St. No.60, Mustafabad, Lahore	Educationist	-do-	
5. Mr. Ghulam Mustafa S/o Ghulam Nabi	H.No.2, St. No.18, Gari Shahu, Lahore	Business Executive	-do-	
6. Mr. Mohammad Ilyas Ayub S/o Mohammad Ayub Sabir	H.No.24, Sector G-1 Part-III, Mirpur, Azad Kashmir	Consultant	-do-	
7. Mr. Ghulam Rabbani Butt S/o Muhammad Bashir Butt	H.No.553, St. No.23, Mohallah Waris Khan, Rawalpindi	Educationist	-do-	G.R.Butt
8. Capt. (Retd) Maqbool Ahmad S/o Niaz Ahmad	4406/F, Adamjee Compound, Gawalmandi, Rawalpindi	Welfare Worker	-do-	Tahmal
9. Mr. Imran Ahmed S/o Shahab-ud-Din	310-D, Korangi, Karachi	Executive Manager	-do-	M. Imran

Certified to be true Copy

Dated:

day of

Yousaf Haroon

Witness:

Name:

MAHER YOUSAF HAROON

Father's Name:

MAHER FAZAL HUSSAIN

Address:

Fazal House No.34, Sarhind Colony, Vehari

Occupation:

Private Service

Deputy Registrar of Companies
Company Registration Office
Government of Pakistan
Lahore

26/9/2022