

PN - ABS - 581
15th Dec 1994

CCSC

CONSTRUCTION CONTROL SERVICES CORPORATION
19A JAMRUD LANE, PESHAWAR, PAKISTAN
ACLU PROJECT, PH.41178/44651

Memo: # 3500
To: Engineer M. Karim, GM, ACLU, Peshawar
From: Dr. L. R. Sinclair, COP, CCSC, Peshawar *LR Sinclair*
Date: March 29, 1994
Subject: ACLU Memorandum and Articles of Association

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Attached is a copy of the revised ACLU Memorandum and Articles of Association, both a hard copy and on a computer disk (the disk has the version which is registered). ACLU needs to distribute a copy to the Board at the next meeting. ACLU is advised to go to the Registrar of Joint Stock Companies and Societies, NWFP, Peshawar and get a hard copy of the signed document.

cc: Sue Grosenick, (A)PO, USAID, Islamabad
Qazi Saleem, (A)PO, USAID, Islamabad
Tayzoon Rasani, PO, CCSC, Durham, NC
John Huxtable, PO, AFO, USAID, Islamabad

SOCIETY REGISTERED UNDER THE SOCIETIES REGISTRATION ACT, 1860
[ACTXXI OF 1860]

MEMORANDUM AND ARTICLES

OF

ASSOCIATION

OF

AFGHAN CONSTRUCTION AND LOGISTICS UNIT

SOCIETY REGISTERED UNDER THE SOCIETIES REGISTRATION ACT, 1860
[ACT XXI OF 1860]

MEMORANDUM OF ASSOCIATION
OF
AFGHAN CONSTRUCTION AND LOGISTICS UNITS

NAME OF SOCIETY

- I. The name of the Society is " **The Afghan Construction and Logistics Unit**" , hereinafter referred to as the Society.

REGISTERED OFFICE

- II. The registered office of the Society is **4 A/C, Park Avenue, University Town, Peshawar.**

OBJECTIVES OF THE SOCIETY

- III. The objectives for which the Society is established, are as follows:-
1. To operate purely on humanitarian grounds as a non-governmental, non-political and non-profit-making construction organization; to organize various departments, which shall function together to assist the people of Afghanistan by undertaking various construction projects and engineering work to rebuild its war-damaged infrastructure.
 2. To assist the men, women, and children of Afghanistan, to return to their homes and lead productive lives.
 3. To participate actively in the development of war-torn Afghanistan by the planning, design and construction and reconstruction of roads, bridges, dams and other civil works.
 4. To increase development of a spectrum of infrastructure projects.
 5. To provide job opportunities for the attainment of above-described objectives like rebuild of damaged infrastructure and other civil works.
 6. To survey, plan, design and implement rehabilitation and reconstruction activities throughout Afghanistan.
 7. To coordinate and develop projects by on establishing cooperation with organizations having similar objectives, and with donor organizations. Surveys, maps and plans would be made available to other organizations for funding and implementation.
 8. To develop and expand the capability to produce building materials; i.e. fine and coarse aggregate and precasts, such as concrete girders and pre-stressed concrete beams or asphalt materials. The local private sector will be encouraged and assisted to develop these capabilities.

9. To arrange for requisite technical management, supervisory and general training for development of the Society's organization, and the Afghan construction business in general.
10. To endeavor to make the organization self-reliant for the future.
11. To purchase, take on lease or in exchange, hire, or otherwise acquire, any immovable or movable property and any rights or privileges.
12. To construct, maintain and alter any buildings or erections, and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodations.
13. To lend and advance money or give credit, either with or without security, to such persons or companies, and on such terms as may seem expedient and, in particular, where desirable in the interests of the Society, and to persons or companies having dealings with the Society, and to guarantee the performance of any contract or obligation and payment of money to or by any person or company, and generally to give guarantees and indemnities.
14. To borrow or raise money on such terms and on such security, if any, as may be deemed appropriate.
15. To open and operate a banking account or banking accounts, and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, cheques, bonds, debentures and other negotiable or transferable instruments.
16. To undertake and execute any agencies which may seem directly or indirectly conducive to the objectives of the Society.
17. To print and publish periodicals, books, or leaflets in furtherance of its objectives.
18. To invest the moneys of the Society not immediately required, in such manner as the Society deems appropriate.
19. To enter into arrangements with any governments and authorities, supreme, municipal, local or otherwise, or any person or society, that may seem conducive to any or all of the objectives of the Society and to obtain from any such government, authority, person or company, any rights, privileges, charters, contracts, licenses and concessions which the Society may deem appropriate to obtain, and to carry out, exercise and comply therewith.

20. To accept grants from any governments or agencies or authorities, public bodies, corporations, companies or persons, of money, movable and immovable property, donations, gifts, subscriptions, devises, bequests and other assistance, with a view to promoting the objectives of the Society and, in receiving any gift of property, to take the same either unconditionally or subject to special conditions prescribed in writing by the donor.
21. To take such steps, by personal or written appeals or otherwise, as from time to time may be deemed expedient for the purpose of procuring contributions to the Society's funds, in the shape of donations, annual subscriptions or otherwise, and to promote, assist in the promotion of, or otherwise participate in fetes, bazaars, theatrical productions, concerts and other forms of entertainment, and such other schemes or things as have for their objective or any of their objectives the raising of money for the purposes of the Society.
22. To obtain any provisional Rules, Order, statute or other legislative provision for carrying any of its objectives into effect, or for effecting any modification of the constitution of the Society, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Society's interests.
23. To establish branches and offices in and outside the Pakistan.
24. To do all such other administrative, managerial and charitable things as are lawful and incidental or conducive to the attainment of the above-described objectives.

It is hereby declared that the word "Society" in this Clause, except where used in reference to the Society, shall be deemed to include any partnership or other body or persons, whether incorporated or not, and whether domiciled in Pakistan or elsewhere. The objectives specified in each of the paragraphs of this Clause shall be regarded as independent objectives and powers and, accordingly, shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Society, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objectives and powers of as separate and distinct Society. The meaning of any general words in any paragraphs of this Clause shall not be restricted by being construed "ejusdem generis" with any particular word or words in the same paragraph.

INCOME OF THE SOCIETY

- IV. The income of the Society, howsoever derived, shall be applied solely towards promotion of the objectives of the Society, as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, remuneration or grant of other benefits, by way of profit, or otherwise howsoever, to the Members of the Society. Provided that nothing herein contained shall prevent payment in good faith of remuneration to any officers or servants of the Society, or to any other person (except a Member of the Society), in return for any services actually rendered to the Society, nor prevent payment of interest on money borrowed or rent for any property leased or hired (other than from a Member of the Society). No member of the Board of Directors of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Society to any Director, except repayment of out-of-pocket expenses.

AMENDMENT OF THE MEMORANDUM

- V. No addition, alteration or amendment, shall be made to or in the provisions or regulations contained in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved in a General Meeting and with the prior approval of the Registrar, Joint Stock Companies & Societies, NWFP.

LIABILITY OF MEMBERS OF THE SOCIETY

- VI. Liability of the Members of the Society is limited to Pak. Rs. 5,000 (five thousand only).

DISSOLUTION OF THE SOCIETY

- VII. Notwithstanding all provisions hereof, if upon the winding up or dissolution of the Society there remains, after satisfaction of all debts and liabilities, any property whatsoever, such property shall be given or transferred to some society or organization or societies or organizations deemed appropriate by the Society as having objectives similar to the objectives of the Society.

THE SOCIETY

- VIII. This association (ACLU) shall be formed as a Society within the meaning of the section 20 of Societies Registration Act, 1860.

S.No.	Name	Father's name	Address
1.	Mr.Jallaludin Haqani	Mr.Khwaja Mohmad	House No.9/A Street 71, Margazar Road Phase:D-1, Hayatabad Peshawar
2.	Haji Abdul Qadir	Haji M. Aman	4 A/C, Park Avenue, University Town, Peshawar
3.	Mr. Azam Gul	Mr.Rajan Khan	13-University Rd University Town Peshawar
4.	Mr.Rasheed Ahmad Moez	Mr.Najmuddin Rushtaqi	119-A, St.42 F-10/4 Islamabad
5.	Dr.Mohammad Humayun	Mr.Mohammad Osman	18-B, Spinzer Plaza University Rd Peshawar
6.	Sayed Mohammad Ayoub	Sayed Kabir	4 A/C, Park Avenue University Town Peshawar
7.	Mr.Kefayatullah Eblagh	Mr.Inayatullah	H.No.45, D-4 Old Jamrud Road University Town Peshawar

SOCIETY REGISTERED UNDER THE SOCIETIES REGISTRATION ACT, 1860
[ACT XXI OF 1860]

ARTICLES OF ASSOCIATION

OF

AFGHAN CONSTRUCTION AND LOGISTICS UNIT

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INTERPRETATIONS

1. In these Articles, unless the context require otherwise:-
 - i) The Act means the Societies Registration Act, 1860 (Act XXI of 1860), and reference to any provision thereof shall be construed as a reference to such provision as modified or re-enacted by any statute for the time being in force;
 - ii) The Society means Afghan Construction & Logistics Unit (ACLU);
 - iii) The Memorandum means the Memorandum of Association of the Society;
 - iv) The Articles means the Articles of Association of the Society;
 - v) The Board means the Board of Directors for the time being of the Society, acting at a Meeting or through a committee of Directors;
 - vi) General Meeting means a meeting of the Members of the Society;
 - vii) Member means a person who, for the time being, is a member of the Society under the provisions of Article 3 hereof;
 - viii) Month means a calendar month;
 - ix) Quarter means a period of three (3) months, terminating on any of the following dates viz, the thirty-first day of March, the thirtieth day of June, the thirtieth day of September and the thirty-first day of December, in any year; and "Quarterly" shall relate to any such period;
 - x) "In writing" means written, typed or printed, and includes mimeographs or photocopies of such writing.
 - xi) Words and phrases:
 - a) shall have the same meaning as in the Act;
 - b) in the singular shall include the plural, and vice versa;
 - c) importing persons shall include bodies corporate; and
 - d) importing the masculine gender shall include feminine gender.

THE SOCIETY

2. The Society is a non-profit making concern under Section 20 of the Act.

3. The number of Members with which the Society proposes to be registered is seven (7), but the Society in General Meetings may, from time to time, register an increase in the number of members.
- 4.i) The rights of a Member, as such, shall not be transferable.
- ii) The Board may accept the letter of resignation of a Member desirous of resigning from membership of the Society, provided that the number of Members at any time is not reduced below five(5). On acceptance of a letter of resignation by the Board, the resigning Member shall cease to be a Member.

GENERAL MEETINGS

5. In each year, the Society shall hold a General Meeting as the Annual General Meeting, in addition to any other meetings that year, and shall specify the meeting as such in the notice calling the meeting. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint. The first Annual General Meeting shall be held within a period of not less than one (1) month, nor more than five (5) months after registration of the Society.
6. Annual General Meetings shall be called Ordinary General Meetings and all other General Meetings shall be called Extraordinary General Meetings.
7. Whenever it thinks fit, the Board may convene an Extraordinary General Meeting.
- 8.i) Whenever they think fit, two-thirds of the Members may convene an Extraordinary General Meeting.
- ii) Any meeting convened under this Article by Members, shall be convened in the same manner, as nearly as possible, as Meetings convened by the Board.

CONVENING MEETINGS WHEN THERE ARE NOT SUFFICIENT DIRECTORS TO FORM A QUORUM

9. If at any time there are not within Pakistan sufficient Directors capable of constituting a quorum of the Board, any two (2) Directors may convene an Extraordinary General meeting in the same manner, as nearly as possible, as a Meeting convened by the Board subject to ex post facto approval of the proceedings in the next succeeding meeting.

NOTICE OF GENERAL MEETING

10. Twenty-one (21) days notice at the least (exclusive of the day on which the Notice is served or deemed to be served, and of the day for which it is given), specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of such business, shall be given in the manner hereinafter specified, or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as, under these Articles, are entitled to receive such Notices from the Society; provided that a meeting of the Society, notwithstanding that it is called by notice shorter than that specified in this Article, shall be deemed to have been duly called, if it is so agreed by all the Members entitled to attend and vote thereat.
11. The accidental omission to give notice to, or the non-receipt of notice of a meeting by, any Member, shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Ordinary General Meeting, with the exception of the consideration of the accounts, balance sheets and reports of the Board and of Auditors, the election of Directors and the appointment or the fixing of remuneration of the Auditors.
13. No Business shall be transacted at any General Meeting unless a quorum shall be ascertained as follows:
- (a) at the time of the General Meeting, if the total Members of the Society are between five (5) and eight (8) in number, the quorum shall be five(5);
 - (b) if the Members be between nine(9) and eleven (11) in number, the quorum shall be six(6);
 - (c) if the Members exceed twelve (12) in number, there shall be added to the above quorum, one (1) for every three (3) additional Members as shown in the following table:

NUMBER OF MEMBERS	QUORUM
_ 5 TO 8	_ 5 _
_ 9 TO 11	_ 6 _
_ 12 TO 14	_ 7 _
_ 15 TO 17	_ 8 _
<u>ETCETERA</u>	

14. A society, company, corporation or foundation, being a Member of the Society, by a resolution of its directors or management committee, may appoint as its authorized representative any person, to exercise the same power on behalf of the said company, corporation or foundation, as it could exercise if it were an individual Member of the Society.
15. If within half an hour from the time appointed for the Meeting, a quorum is not present: the Meeting, if convened by Members, shall be dissolved; in any other case it shall stand adjourned to the same time and place on the next day, and if at such adjourned Meeting a quorum of Members is not present, it shall be adjourned "sine die".
16. With the consent of any Meeting at which a quorum is present, the Chairman of the Board may (and if so directed by the Meeting, shall) adjourn the Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for more than ten days, notice of the adjourned Meeting and the business to be transacted thereat, shall be given as in the case of an original Meeting. It shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

VOTES AT GENERAL MEETING

17. On show of hands, every Member present in person, or in the case of a society, company, foundation or corporation, an authorized representative appointed as provided in Article 14, shall have one vote.
18. Notwithstanding Article 24, a Member shall not be entitled to vote on any matter which personally affects him, even though he might be present, and the Chairman may require him to withdraw during the discussion, in which case he shall withdraw accordingly.

BOARD OF DIRECTORS

- 19.A) The Board shall consist of a minimum of five (5) Directors elected by the Members of the Company.
- B) The Chairman of the Board shall be elected in the manner prescribed by the Board.

TENURE OF DIRECTORS

20.
 - (i) The tenure of each Director is two (2) years only.

- (ii) Although there is no numerical limit on tenure frequency for eligibility, no Director may serve more than two (2) consecutive tenures.
- (iv) Of the first Board, a specified number of Directors thereof shall serve a tenure of only one (1) year, another specified number thereof a tenure of two (2) years, and yet another specified number thereof a tenure of three (3) years.
- (v) The first Board shall specify the number of Directors for each category described in Sub-Article (iv) herein above.
- (vi) The Directors of the first Board shall draw lots for retirement according to the tenures specified in Sub-Article (v) herein above.

RETIREMENT OF DIRECTORS

21. At the meeting at which any elected Directors retire, or as soon thereafter as practicable, the Members in General Meeting shall elect new Directors.

DISQUALIFICATION OF DIRECTORS

22. The Chairman of the Board shall cease to be the Chairman and a Director upon:
- i) giving notice in writing to the Chief Executive of the Company, resigning his office; or
 - ii) being removed from office by a resolution of two thirds of the Members of the Board.
23. The office of Director shall be vacated if the Director:
- i) by notice in writing to the Chairman of the Board, resigns his office; or
 - ii) becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
 - iii) ceases to be an afghan national; or
 - iv) has a receiving order made against him; or
 - v) is found lunatic, or becomes of unsound mind, or has an Order made in respect of him or his estate by any Authority having jurisdiction in lunacy; or

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- vi) by reason of mental or physical disability, is incapable of performing his duties; or
- vii) is convicted of an offense involving moral turpitude; or
- viii) is concerned or participates in the profits of any contract with the Society.
- ix) except by special leave of the Board, fails to attend three consecutive meetings of the Board, or all meetings of the Board for a continuous period of three months, whichever is the longer period; or
- x) is prohibited from being a Director under the provision of the Act; or
- xi) acts in contravention of the relevant provisions of the Act; provided, however, that no Director shall vacate his office by reason of his being a member of any Society, public company which entered into contracts with, or did any work for the Society.

REMOVAL OF DIRECTORS

- 24. By resolution with a two-thirds majority, the Members may remove any Director from office.
- 25. Upon the office of a Director falling vacant in accordance with the Articles of Association, or as soon thereafter as practicable, and whether by an Ordinary or Extraordinary General Meeting, the Members shall elect a new Director. A person elected as Director in place of a person removed from office, or in place of a person vacating his office, shall merely serve out his predecessor's term of office.

POWERS AND DUTIES OF DIRECTORS

- 26. The business of the Society shall be managed by the Board who may pay all expenses incurred in promoting and registering the Society, and exercise all such powers of the Society as, by the Act or by these Articles, are not required to be exercised in General Meeting. Such powers, nevertheless, would be subject to the provisions of the Act and these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; provided that no regulation made by the Society in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 27. From time to time and at any time, the Board, by power of attorney, may appoint any society, company, firm or person or body of persons, for such purposes and with such powers,

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authorities and description (not exceeding those vested in or exercisable by the Board under these Articles) as it deems fit; and such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board deems fit.

28. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as, from time to time, the Board determines by resolution.
29.
 - (i) The Board shall cause minutes to be kept in bound volumes provided for the purpose:
 - a) of the names of the persons present at each meeting of the Society, the Board and of any committee of the Board; and
 - b) of all resolutions and proceedings at all Meetings of the Society, the Board, and committees of the Board.
 - (ii) The Chief Executive shall be responsible for keeping the minutes and recording the names of persons present at each meeting of the Society.
30. Every Member present at any Meeting of the Society, and every Director present at any Meeting of the Board, or committee of the Board, shall sign his name in a book to be kept for that purpose.
31. Minutes of every Meeting of the Board shall be prepared immediately thereafter, and a copy thereof in unconfirmed state shall be sent to every Member and every Director, within seven days of such Meeting.
32. Minutes of all General Meetings of the Society and of all meetings of the Board shall be presented at the next ensuing Meeting of the Society or the Board (as the case may be) and, if confirmed, shall be signed by the Chairman of the Meeting.
33. Minutes of the Board and of the General Meetings of the Society shall be open for inspection by any Member or Director during office hours.

POWERS TO BORROW AND INCUR EXPENDITURE

34. Without approval of the Society in General Meeting, the Board shall have no right to exercise the powers of the Society to borrow money, or to mortgage or charge its undertaking and property, or any part thereof, or to issue debentures, debenture stock or other securities.
35. Without approval of the Society in General Meeting, the Board shall not be entitled to incur any expenditure in excess of

that estimated in the budget submitted to the Members in General Meeting. Nevertheless, subject to the provision regarding auditing, no person external to the Company shall be entitled to inquire or determine whether this limit is observed, and no debt incurred in excess of such limit shall be invalid.

POWER TO MAKE RULES AND DELEGATE AUTHORITY:

36. The Board may make rules and delegate powers for the purposes of the Society.

CHIEF EXECUTIVE

37. A Chief Executive shall be nominated by the Board of Directors for managing the affairs of the Company, and all matters as to remuneration, etc., shall be settled by the Board. The Chief Executive can not be a current member of the Board of Directors.
38. The Chief Executive shall keep the seal in safe custody. It shall be used only by authority of a resolution of the Board, and every instrument to which the seal shall be affixed shall be signed by the Chairman of the Board, or in his absence by such other Director as the Board nominates, and by one other Director. An instrument duly sealed and purporting to be signed by such three persons shall be considered properly executed.

MEETING AND PROCEEDINGS OF THE BOARD

39. The Board may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit, but so that a meeting shall be convened not later than six (6) months after the last preceding meeting. The Chairman of the Board or three (3) other Directors, at any time may summon a meeting of the Board. Not less than fourteen(14) days notice shall be given to the Directors of any such meeting, and the agenda and working papers for the meeting shall be circulated to the Directors with the notice of such meeting.
40. All questions arising at a meeting of the Board shall be decided by a majority of votes to be given by a show of hands; but if so requested by any Director, the Chairman may order that voting on any specific question shall be by secret ballot. In the event of an equality of votes, howsoever given, the Chairman, in addition to his deliberative vote, shall have a second or casting vote.
41. The quorum necessary for the transaction of the business of the Board shall be three(3).

42. The Chairman of the Board shall preside as chairman at every Board meeting. If he is not present within 15 minutes after the time appointed for holding any meeting, the Board shall elect one of its Directors to chair the meeting.
43. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a General Meeting, but for no other purpose.
44. A resolution in writing signed by two-thirds of the Directors shall be as valid and effectual as if it had been passed at a meeting of Board duly called and constituted.

ACCOUNTS

45. The Board shall cause proper books of account to be kept with respect to:-
 - a) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place.
 - b) Assets and liabilities of the Society. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.
46. The books of account shall be kept at the registered office of the Society or at such other place or places as the Board deems appropriate; and shall always be open to inspection by the Directors members or Auditors, and also by representatives duly appointed by the Society.
47. The Directors from time to time shall cause to be prepared and laid before the Society in General Meeting, such income and expenditure accounts, balance sheets, group accounts (if any) and reports.
48. Not less than 21 days before the Annual General Meeting, copies of the Income and Expenditure Accounts, Balance Sheet and Reports (all of which shall be framed in accordance with any statutory requirements for the time being in force), and of any other documents required by law to be annexed or attached thereto or to accompany the same, shall be sent to the Auditors and to all other persons entitled to receive notice of such Meeting in the manner in which notices are hereinafter directed to be given.
49. In addition to such Statutory Accounts as aforesaid, and without prejudice to the rights of the Society or of the

Board to require accounts more frequently, the Board shall cause to be prepared and sent to all the Members and Directors, a bi-annual statement of income and expenditure to the thirtieth day of June and to the thirty-first day of December each year. Such statement must be despatched within one calendar month of such end date. The bi-annual statement shall contain such details and information as, from time to time, the Chairman of the Board may require, and shall be accompanied by a report of the Society's activities during the period covered by the bi-annual statement. The bi-annual statement and the report, both signed by any two Directors, shall be sent to the Members and all the Directors, not later than one month after the date of account presented in the statement.

50. On or before the first day of each January, the Member shall receive from the Board a budget approved by it of the estimated income and proposed expenditure of the Society for the next succeeding financial year.

AUDIT AND AUDITORS

51. Auditors shall be appointed and their duties regulated in accordance with the provisions of Companies Ordinance, 1984. The first Auditors of the Society shall be Messrs.: Shahid Amer & Co., Chartered Accountants, Peshawar.
52. The Balance Sheet shall be signed on behalf of the Board by two of the Directors, and the Auditor's Report shall be attached to the Balance Sheet, or there shall be inserted at the foot of the Balance Sheet a reference to the Auditor's Report; and the Auditor's Report shall be read before the Society at the Annual General Meeting and shall, at any meeting, be open to inspection by any Member or Director.

ARBITRATION

53. Whenever any difference arises between the Society on the one hand, and any of the Members, customers or agents, their executors, administrators and assigns on the other hand, touching the true intent or construction or the incidence or consequences of these presents or of the statutes, or touching anything then or thereafter done, executed, omitted or suffered in pursuance of these presents or of the statutes, or touching any breach or alleged breach of these presents or any claim on account of any such breach or alleged breach of these presents, or otherwise relating to the premises or to these presents or to any statute affecting the Society: as a condition precedent to any other action at law, every such difference shall be referred to arbitration. Before proceeding upon the arbitration, two arbitrators (agreeable to both parties), by mutual consent, shall appoint an umpire, whose appointment shall be final and binding on

both parties. The costs of, and incidental to, any such reference and award, shall be in the discretion of the arbitrators and umpire, who may determine the amount and proportions thereof.

INDEMNITY

54.i) Every Director, Chairman, Chief Executive, or any person (whether an officer of the Society or not) employed by the Society as auditor or legal advisor, shall be indemnified out of funds of the Society against all liabilities incurred by him as such Director, auditor or legal advisor, in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted, or in connection with any application under the provisions of the Act in which relief is granted to him by the court, or where such person has acted "bonafide" within the scope of his authority.

ii) No Director, Chairman or other officer of the Society shall be liable for the acts, receipts, neglects, omissions or defaults of any other Director or officer, or for joining in any receipt or other act for conformity.

iii) No Director, Chairman, Chief Executive, or other officer of the Society, shall be liable for any loss or expense caused to the Society by inefficiency, or deficiency in title to any assets or property (whether moveable or immovable) acquired by order of the Chief Executive, or Chairman or Director, on behalf of the Society; or on account of the bankruptcy, insolvency, or tortuous act of any person with any moneys, securities or effects of or deposited with the Society; or by any error of judgement or oversight on his part; or for any other loss, damage or misfortune whatever, occurring in the execution of the duties of his office, or in relation thereto, unless directly or indirectly by his own dishonesty.

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

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

S.No.	Name	Father's name	Address
1.	Mr. Jallaludin Haqani	Mr. Khwaja Mohmad	House No. 9/A Street 71, Margazar Road Phase: D-1, Hayatabad Peshawar
2.	Haji Abdul Qadir	Haji M. Aman	4 A/C, Park Avenue, University Town, Peshawar
3.	Mr. Azam Gul	Mr. Rajan Khan	13-University Rd University Town Peshawar
4.	Mr. Rasheed Ahmad Moez	Mr. Najmuddin Rushtaqi	119-A, St. 42 F-10/4 Islamabad
5.	Dr. Mohammad Humayun	Mr. Mohammad Osman	18-B, Spinzer Plaza University Rd Peshawar
6.	Sayed Mohammad Ayoub	Sayed Kabir	4 A/C, Park Avenue University Town Peshawar
7.	Mr. Kefayatullah Eblagh	Mr. Inayatullah	H.No. 45, D-4 Old Jamrud Road University Town Peshawar

CCSC

CONSTRUCTION CONTROL SERVICES CORPORATION
19A JAMRUD LANE, PESHAWAR, PAKISTAN
ACLU PROJECT, PH.41178/44651

Memo: # 5496

To: Engineer M. Karim, GM, ACLU, Peshawar

From: Dr. L. R. Sinclair, COP, CCSC, Peshawar



Date: March 27, 1994

Subject: ACLU Registration

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Attached is a copy of the Societies Registration Act XXI of 1860. Please make sure that each of the Board of Directors receives a copy. A copy should be discussed at the next board meeting and entered in the minutes. We suggest that Attorney Qazi Jamil be invited to this board meeting to discuss the legal implications of being registered under this Act.

cc: Sue Grosenick, (A)PO, USAID, Islamabad
Qazi Saleem, (A)PO, USAID, Islamabad
Tayzoon Rasani, PO, CCSC, Durham, NC
John Huxtable, PO, AFO, USAID, Islamabad

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[21st May, 1860]

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An Act for the Registration of Literary, Scientific and Charitable Societies.

WHEREAS it is expedient that provision should be made for improving the legal condition of societies established for the promotion of literature, science, or the fine arts, or for the diffusion of useful knowledge, ²[the diffusion of political education] or for charitable purposes; It is enacted as follows:—

1. Any seven or more persons associated for any literary, scientific or charitable purpose, or for any such purpose as is described in section 20 of this Act, may, by subscribing their names to a memorandum of association and filing the same with the Registrar of Joint-stock Companies ³* * * form themselves into a society under this Act.

2. The memorandum of association shall contain the following things (that is to say)—
the name of the society;
the objects of the society;
the names, addresses, and occupations of the governors, council, directors, committee or other governing body to whom, by the rules of the society, the management of its affairs is entrusted.

¹ The Act (with the exception of the first four sections) is based on the Literary and Scientific Institutions Act, 1854 (17 & 18 Vict., c. 112), ss. 20 *et seq.*

It has been declared to be in force in all the Provinces and the Capital of the Federation, except the Scheduled Districts, by s. 3 of the Laws Local Extent Act, 1874 (15 of 1874).

It has been declared to be in force in Baluchistan by the British Baluchistan Laws Regulation, 1913 (2 of 1913), s. 3.

It has been declared, by notification under s. 3 (a) of the Scheduled Districts Act, 1874 (14 of 1874), to be in force in the following Scheduled Districts, namely:—

The Districts of Hazara, Peshawar, Kohat, Bannu, Dera Ismail Khan and Dera Ghazi Khan. [Portions of the Districts of Hazara, Bannu, Dera Ismail Khan and Dera Ghazi Khan and the Districts of Peshawar and Kohat now form the N-W.F.P., see Gazette of India, 1901, Pt. I, p. 857, and *ibid.*, 1902, Pt. I, p. 575].

The District of Sindh. See Gazette of India, 1879, Pt. I, p. 631.

It has been extended, by notification under s. 5 of the last-mentioned Act, to the Scheduled District of Sind. See Gazette of India, 1880, Pt. I, p. 672.

It has been applied to Phulera in the Excluded Area of Upper Tanawal to the extent the Act is applicable in the N-W.F.P., subject to certain modifications; and extended to the Excluded Area of Upper Tanawal (N-W.F.P.) other than Phulera with effect from such date and subject to such modifications as may be notified. See N-W.F.P. (Upper Tanawal) (Excluded Area) Laws Regulation, 1950.

It has also been extended to the Leased Areas of Baluchistan by the Leased Areas (Laws) Order, 1950 (G. O. 3 of 1950); and applied in the Federated Areas of Baluchistan, see Gazette of India, 1937, Pt. I, p. 1499.

³ See the Societies Registration (Amendment) Act,

A copy of the rules and regulations of the society, certified to be a correct copy by not less than three of the members of the governing body, shall be filed with the memorandum of association.

3. Upon such memorandum and certified copy being filed, the registrar shall certify under his hand that the society is registered under this Act. There shall be paid to the registrar for every such registration a fee of fifty rupees, or such smaller fee as [the Provincial Government] may, from time to time, direct; and all fees so paid shall be accounted for to [the Provincial Government].

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4. Once in every year, on or before the fourteenth day succeeding the day on which, according to the rules of the society, the annual general meeting of the society is held, or, if the rules do not provide for an annual general meeting, in the month of January, a list shall be filed with the Registrar of Joint-stock Companies of the names, addresses and occupations of the governors, council, directors, committee or other governing body then entrusted with the management of the affairs of the society.

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5. The property, moveable and immovable, belonging to a society registered under this Act, if not vested in trustees, shall be deemed to be vested, for the time being, in the governing body of such society, and in all proceedings, civil and criminal, may be described as the property of the governing body of such society by their proper title.

and
6. Every society registered under this Act may sue or be sued in the name of the president, chairman, or principal secretary, or trustees, as shall be determined by the rules and regulations of the society, and, in default of such determination, in the name of such person as shall be appointed by the governing body for the occasion:

Provided that it shall be competent for any person having a claim or demand against the society, to sue the president or chairman, or principal secretary or the trustees thereof, if on application to the governing body some other officer or person be not nominated to be the defendant.

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7. No suit or proceeding in any Civil Court shall abate or discontinue by reason of the person by or against whom such suit or proceedings shall have been brought or continued, dying or ceasing to fill the character in the name whereof he shall have sued or been sued, but the same suit or proceedings shall be continued in the name of or against the successor of such person.

8. If a judgment shall be recovered against the person or officer named on behalf of the society, such judgment shall not be put in force against the property, moveable or immovable, or against the body of such person or officer, but against the property of the society.

The application for execution shall set forth the judgment, the fact of the party against whom it shall have been recovered having sued or having been sued, as the case may be, on behalf of the society only, and shall require to have the judgment enforced against the property of the society.

9. Whenever by any bye-law duly made in accordance with the rules and regulations of the society, or, if the rules do not provide for the making of bye-laws, by any bye-law made at a general meeting of the members of the society convened for the purpose (for the making of which the concurrent votes of three-fifths of the members present at such meeting shall be necessary), any pecuniary penalty is imposed for the breach of any rule or bye-law of the society, such penalty, when accrued, may be recovered in any Court having jurisdiction where the defendant shall reside, or the society shall be situate, as the governing body thereof shall deem expedient.

Recovery of penalty accruing under bye-law.

10. Any member who may be in arrear of a subscription which, according to the rules of the society he is bound to pay, or who shall possess himself of or detain any property of the society in a manner or for a time contrary to such rules, or shall injure or destroy any property of the society, may be sued for such arrear or for the damage accruing from such detention, injury or destruction of property in the manner hereinbefore provided.

Members liable to be sued as strangers.

But if the defendant shall be successful in any suit or other proceeding brought against him at the instance of the society, and shall be adjudged to recover his costs, he may elect to proceed to recover the same from the officer in whose name the suit shall be brought, or from the society, and in the latter case shall have process against the property of the said society in the manner above described.

Recovery by successful defendant of costs adjudged.

11. Any member of the society who shall steal, purloin or embezzle any money or other property, or wilfully and maliciously destroy or injure any property of such society, or shall forge any deed, bond, security for money, receipt, or other instrument, whereby the funds of the society may be exposed to loss, shall be subject to the same prosecution, and, if convicted, shall be liable to be punished in like manner as any person not a member would be subject and liable to in respect of the like offence.

Members guilty of offences punishable as strangers.

12. Whenever it shall appear to the governing body of any society registered under this Act, which has been established for any particular purpose or purposes, that it is advisable to alter, extend or abridge such purpose to or for other purposes within the meaning of this Act, or to amalgamate such society either wholly or partially with any other society, such governing body may submit the proposition to the members of the society in a written or printed report and may convene a special meeting for the consideration thereof according to the regulations of the society;

Societies enabled to alter, extend or abridge their purposes.

e society ten days previous to the special meeting convened by governing body for the consideration thereof, nor unless such position shall have been agreed to by the votes of three-fifths of the members delivered in person or by proxy, and confirmed by the votes of three-fifths of the members present at a second special meeting convened by the governing body at an interval of one month after the former meeting.

13. Any number not less than three-fifths of the members of a society may determine that it shall be dissolved, and thereupon the society shall be dissolved forthwith, or at the time then agreed upon, and all necessary steps shall be taken for the disposal and settlement of the property of the society, its claims and liabilities, according to the rules of the said society applicable thereto, if any, and, in the event of any dispute arising among the said governing body or the members of the society, the adjustment of its affairs shall be referred to the principal Court of original civil jurisdiction in the district in which the chief building of the society is situate; and the Court shall make such order in the matter as it shall deem just and equitable.

Provided that no society shall be dissolved unless three-fifths of the members shall have expressed a wish for such dissolution by their votes delivered in person, or by proxy, at a general meeting convened for the purpose :

Provided that [whenever any Government] is a member of, or a contributor to, or otherwise interested in, any society registered under this Act, such society shall not be dissolved [without the consent of the Government of the Province of registration].

14. If upon the dissolution of any society registered under this Act 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 of the said society or any of them, but shall be given to some other society, to be determined by the votes of not less than three-fifths of the members present personally or by proxy at the time of the dissolution, or in default thereof, by such Court as aforesaid: Provided, however, that this clause shall not apply to any society which shall have been founded or established by the contributions of shareholders in the nature of a Joint-stock Company.

15. For the purposes of this Act a member of a society shall be a person who, having been admitted therein according to the rules and regulations thereof, shall have paid a subscription or shall have signed the roll or list of members thereof, and shall not have resigned in accordance with such rules and regulations; but in all proceedings under this Act no person shall be entitled to vote or to be counted as a member whose subscription at the time shall have been in arrear for a period exceeding three months.

¹ Subs. by A. O., 1937, for "whenever the Government."

16. The governing body of the society shall be the governors, council, directors, committee, trustees or other body to whom by the rules and regulations of the society the management of its affairs is entrusted.

Governing body defined.

17. Any company or society established for a literary, scientific or charitable purpose, and registered under Act XLIII of 1850, or any such society established and constituted previously to the passing of this Act but not registered under the said Act XLIII of 1850, may at any time hereafter be registered as a society under this Act; subject to the proviso that no such company or society shall be registered under this Act unless an assent to its being so registered has been given by three-fifths of the members present personally, or by proxy, at some general meeting convened for that purpose by the governing body.

Registration of societies formed before Act.

Assent required.

In the case of a company or society registered under Act XLIII of 1850, the directors shall be deemed to be such governing body.

In the case of a society not so registered, if no such body shall have been constituted on the establishment of the society, it shall be competent for the members thereof, upon due notice, to create for itself a governing body to act for the society thenceforth.

18. In order to any such society as is mentioned in the last preceding section obtaining registry under this Act, it shall be sufficient that the governing body file with the Registrar of Joint-stock Companies a memorandum showing the name of the society, the objects of the society, and the names, addresses and occupations of the governing body, together with a copy of the rules and regulations of the society certified as provided in section 2, and a copy of the report of the proceedings of the general meeting at which the registration was resolved on.

Such societies to file memorandum, etc., with Registrar of Joint-stock Companies.

19. Any person may inspect all documents filed with the registrar under this Act on payment of a fee of one rupee for each inspection, and any person may require a copy or extract of any document or any part of any document, to be certified by the registrar, on payment of two annas for every hundred words of such copy or extract; and such certified copy shall be prima facie evidence of the matters therein contained in all legal proceedings whatever.

Inspection of documents.

Certified copies.

20. The following societies may be registered under this Act :

To what societies Act applies.

Charitable societies, societies established for the promotion of science, literature, or the fine arts, for instruction, the diffusion of useful knowledge, [the diffusion of political education], the foundation or maintenance of libraries or reading rooms for general use

¹ Rep. by the Indian Companies Act, 1866 (10 of 1866) s. 219.

² The words and figures "under Act 19 of 1857," rep. by the Repealing Act, 1874 (16 of 1874), see now the Companies Act, 1913 (7 of 1913), s. 288.

³ The words "the military orphans funds or societies established at the several presidencies of India" omitted by A. O., 1949, Sch.

among the members or open to the public, or public museums and galleries of painting and other works of art, collections of natural history, mechanical and philosophical inventions, instruments, or designs.

THE PAKISTAN PENAL CODE

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