



**Memorandum
And
Articles of Association
Of**

Association of Builders and Developers

ABAD HOUSE: ST-1/D, BLOCK-16, GULISTAN-E-JAUHAR, KARACHI-75290

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GOVERNMENT OF PAKISTAN
MINISTRY OF COMMERCE

Licence

No. 93.....

granted under section 3 of the Trade Organizations Ordinance, 1961

WHEREAS it has been proved to the satisfaction of the Central Government that an association to be named " ASSOCIATION OF BUILDERS AND DEVELOPERS"

is about to be formed with the object of promoting trade, commerce or industry or any group or class thereof and for representing for any purpose, in any manner and to any extent, trade, commerce or industry or any group or class thereof, and that it intends to apply its profits or other income in promoting its objects and to prohibit the payment of any dividend to its members;

NOW, THEREFORE, in pursuance of section 3 of the Trade Organizations Ordinance, 1961 (Ordinance No. XLV of 1961), the Central Government is pleased to grant this licence to the said association and to direct that it be registered under the Companies Act, 1913 (Act No. VII of 1913) as a company with limited liability without the addition of the word " Limited " to its name

THIS LICENCE is granted subject to—

- (a) the fulfilment by the said association of the requirements of paragraphs 1 to 14 of the Central Government Resolution No. 333/101/57-EP. III, dated the 18th November, 1958, as amended from time to time, except where any exemption is granted by the Ministry of Commerce
- (b) the conditions and regulations contained in the articles and memorandum of association of the said association, a copy of which is hereto annexed, to the extent such conditions and regulations are not inconsistent with the said Resolution ; and
- (c) such conditions and regulations as the Central Government may think fit to impose or prescribe, from time to time, which shall be binding on the said association and shall, if the Central Government so directs, be incorporated in the articles and memorandum of the said association or in one of those documents.

GIVEN under the hand of Ejaz Ahmad Naik
Secretary to the Government of Pakistan in the Ministry of Commerce,
this 19th day of April 19 77.

Secretary to the Government of Pakistan.

Mc. 4-Spl.

OFFICE OF THE SECRETARY TO GOVERNMENT



CERTIFICATE OF INCORPORATION

EAR. No. 4967 of 1977-1978.

**I hereby certify that ASSOCIATION OF
BUILDERS AND
DEVELOPERS.**

*is this day, incorporated under the Companies Act, VII of 1913,
and that the Company is Limited.*

Given under my hand at KARACHI

this THIRTEENTH day of SEPTEMBER

One thousand nine hundred and SEVENTY SEVEN

(E. H. URSEHI)
Assistant Registrar of Joint Stock Companies,
SINDH.

MEMORANDUM OF ASSOCIATION OF ASSOCIATION OF BUILDERS & DEVELOPERS (ABAD)

[As amended with the approval of the Government of Pakistan, Ministry of Commerce, vide their letter no. 8(63)/84-TO. II. Dated 24th July 1985 and further amended with the approval of the Government of Pakistan, Ministry of Commerce, Vide their letter no. 8(63)/8-TO. II, dated 3rd July 1986 further amended vide Govt. of Pakistan Ministry of Commerce, letter no. 5 (1) / 92 – TO. II dated 13th February 1995.]

1. The name of the Association is "Association of Builders and Developers".
2.
 - (1) The registered office of the Association shall be the Head office of the Association and situated at Karachi in the province of Sindh.
 - (2) In addition, the regional Office of the Association shall be two in number; one shall be situated in southern region (i.e. Provinces of Sindh And Balochistan) and the other in the northern region (i.e. Provinces of Punjab and N.W.F.P., Islamabad and Federally Administered Tribal Area (FATA).
 - (3) The sphere of activities of the Association shall be the whole of Pakistan.
3. The objects for which the Association is formed are:-
 - I. To unify builders and developers engaged in the execution of housing, office, commercial complexes and land development work.
 - II. To develop a spirit of co-operation and co-ordination amongst its members in all matters connected with execution of housing, offices, shops, commercial complexes and land development work as well and take such steps as may be necessary to safeguard their interests.
 - III. To protect and promote house building, offices, shops, commercial complexes and land development work and cater to the housing needs, particularly of the middle and lower middle income groups, in consonance with the National Housing Policy.
 - IV. To deal with the day to day common problems arising out of execution of housing projects, offices, shop, commercial complex and land development work and endeavour to remove all bottlenecks that may be faced by its members.
 - V. To collect and circulate to its members information relating to housing, offices, shops, commercial complexes and land development work and building of housing projects.
 - VI. To endeavour to settle disputes concerning any of its members by arbitration, conciliation or otherwise and to assist in the formation, development and maintenance of a Board of Conciliation and Arbitration.

- VII. To protect and promote the rights and privileges of its members and to present to Government and public bodies their grievances for their redressal and for this purpose to join any public body or organization as may be deemed appropriate.
- VIII. To take steps through written appeals, personal representation or through the co-operation of the press for solution of common problems of its members and housing, offices, shops, commercial complexes and land development work and construction industry as a whole.
- IX. To negotiate for, buy and supply any type of construction material, in raw or finished conditions, required by its members for execution of housing projects, offices, shops, commercial complexes and land development work.
- X. To take on hire, purchase, sell or distribute any type of construction or manufacturing machinery or equipment, transport fleet or premises for such operation, provided that such transactions shall be strictly restricted to the requirement of housing, offices, shops, commercial complexes and land development work under execution by its members.
- XI. To import, manufacture or arrange to be manufactured all material such as M. S. Bars, Fixtures, fittings, etc. for use in housing project, offices, shops, commercial complexes and land development work.
- XII. To subscribe to and become and continue to remain Member of the Federation of Pakistan Chambers of Commerce and industry, and to procure from and communicate to any organization or trade industry, in Pakistan or abroad, such information as may be conducive to the attainment of the objects of the Association, and affiliation with Foreign Agencies.
- XIII. To discuss, promote or oppose legislative or other measures that seem to be connected with and have a bearing on housing, offices, shops, commercial complexes and land development work to consider or originate and support such improvements in relevant laws as may be deemed necessary for healthy growth and advancement of this Sector.
- XIV. To enter into any arrangement with the Government or any public authority, which may seem helpful to the attainment of the Association's objects and to obtain from Government or any other authority concerned such rights privileges, and concessions and facilities as may be conducive to the objects of this Association.
- XV. To carry out, exercise and comply with any rights, privileges and concessions that may be conferred on the Association.
- XVI. To find, build, aid, assist, set up, promote, maintain, manage and run housing projects, offices, shops, commercial complexes and land development work centers, firms, workshops and the like.
- XVII. To admit any person/company for membership or associate membership of the association on terms stipulated in these articles and Memorandum and to confer on him/it such rights and privileges as may be deemed expedient.
- XVIII. To obtain any order from the Government or any other body, Provisional or otherwise, to enable the Association to achieve its aims and objects.
- XIX. To distribute amongst its members any work, contract or assignment that may be entrusted to it and provide such facilities for its execution as may be deemed necessary and expedient,

- XX. To establish, maintain, control, manage and regulate, as it may deem fit and proper, the working of the Association.
- XXI. To promote fair and equitable dealings in the field of housing development, offices, shops, commercial complexes and land development work and/or to fix or adopt suitable standards for classification, distribution of housing projects, offices, shops, commercial complexes and land development work etc. and to frame such rules and bye-laws for all or any of the aforesaid matters.
- XXII. To purchase, construct, take on lease or in exchange, hire, or in any other way acquire any movable or immovable properties and any rights and privileges which the Association may think necessary or convenient to carry out any of its aims and objects and to sell, demise, mortgage, exchange or distribute all those properties and privileges or any part thereof.
- XXIII. To invest or otherwise deal with any money or funds not immediately required by the Association on the basis of such manner as may be deemed fit.
- XXIV. To raise and borrow any money or fund that may be required by the Association on the basis of such security as may be necessary.
- XXV. To accept any request, gift, donation or subscription towards any funds or to accumulate and provide a fund or endowment or "waqf" and to invest the same and apply the income arising there from for any of the objects of the Association.
- XXVI. To subscribe to any local or other charities and to grant donations for any public purpose and provide provident or superannuation fund or funds for the employees of the Association or otherwise to assist any such employees, their widows & children on compassionate grounds.
- XXVII. To arrange relief, medical or otherwise, to members of the Association, employees of the Association or dependents of such persons either by establishing or maintaining dispensaries, clinics, homes, or other institution of a similar nature or by support, aid or contribution to a fund for this purpose through subscriptions, donations of members.
- XXVIII. To secure, wherever possible, remuneration or consultation fees for the benefit of its members.
- XXIX. To guide and assist in regulation of conditions of employment of laborers in various development and house buildings, offices, shops, commercial complexes and land development work represented by members of the Association.
- XXX. To conduct or organize research, engage experts and specialists and establish laboratories and workshop to improve building techniques, effect economies and generally advance and promote the science and art of building and development work. Also to finance pilot projects for the same purpose.
- XXXI. To edit and publish journals, books, magazines and other publications to promote the cause of house building, offices, shops, commercial complexes and land development work in Pakistan on scientific lines.
- XXXII. To work actively for eradication of unethical business practices from the housing and development fields. AND ITS HEREBY DECLARED that the objects set forth in any sub-clause of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to inference from the terms of any other sub-clause or by the name of this Association.

XXXIII. To investigate categories and certify where appropriate, bonafide of members and to execute undertaking for launching and successful completion of the project by any member company as per requirement of local authority on payment of service charge and the execution of such Indemnity bond or counter guarantee from scheduled banks or insurance/ Bonding Companies having paid up capital of minimum of rupees 100 million and standing of 15 years subject to approval of CEC.

4. The income and property of the Association, whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, in the shape of dividend or bonus or otherwise by way of profit to the persons who at any time are or have been members of the Association or to any of them or to any person preferring claim through any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member thereof or other person in return for any services actually rendered to the Association, or the payment of interest on money borrowed or rent for premises to the Association.
5. The liability of the member is limited except in the case of undertaking and guarantee where the liability of member shall be limited to the nature of the undertaking and guarantee.
6. Each member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contract before he ceases to be a member, and of 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, not exceeding Rs. 100/-.
7. If upon the winding up or dissolution of the Association there remain, after the satisfaction of all debts, liabilities, any property whatsoever the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other institution having objects similar to the objects of this Association, to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such judge of the highest Law court at Karachi as may have or acquire jurisdiction in this matter.
8. True accounts shall be kept of all sum of money received and expended by the Association and the items in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulation for the time being in force, shall be open to inspection by members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
9. No additions, alterations and amendments shall be made in the Memorandum of Association unless the same have been passed by three-fourth of the total number of members of the Association present at a general meeting. Without prejudice to the powers of the competent court, alteration to this Memorandum of Association shall be subject to the approval of the Government and shall also be made by the Government in public interest.
10. The provisions made in clauses 4 and 9 of this Memorandum are inter –alia conditions on which a license is granted by the Federal Government to the Association in pursuance of section 3 of the Trade Organizations Ordinance, 1961 (XLV, of 1961).

We, the several persons whose names and addresses are subscribed, here to are desirous of being formed into an Association in pursuance of these Memorandum of Association;

S. No.	Name and surname (present and former) in full (in block letters)	Father's/husband's Name in full	Nationality With any Former Nationality	Occupation	Residential Addresses in Full	Signature
1	Mr. Farooq Hassan M/s Hassan Associate Ltd.	Mr. S.Abul Hassan	Pakistani	Business	13-B, KDA Scheme No.1, Karachi	
2	Mr. H. Islamuddin M/s Al-Azam Limited	Hafiz Rasid-uddin	Pakistani	Business	2/108-H, P.E.C.H.S., Karachi.	
3	Mr. S. H. Shareef M/s Shareef & Partners	Syed mohd. Shareef	Pakistani	Business	1/ 4 , Cosy Homes, BI-13-A, Gulshan-e-Iqbal, Karachi.	
4	Mr. Sheikh Rehmatullah M/s Eastern service Ltd.	Mr. Allah Ditta	Pakistani	Business	A3/B, Amir Khusro Road, Karachi.	
5	Mr. A. P. Sanyal, M/s Rimpa Limited	Mr. S. P. Sanyal	Pakistani	Business	18/B, 1 st East St., Defence Housing Society, Karachi	
6	Mr. Syed Mazhar Ali M/s Maymar Housing Service Ltd.	Late Mr. A.A. Syed	Pakistani	Business	39-C/3 P, P.E.C.H.S. Karachi.	
7	Mr. Syed Abid Ali Zaidi M/s Al Ahram Builder Ltd.	Late Syed Afsar Zaidi	Pakistani	Business	B-A/2, Khayabane Shamsher, Phase 2, Defence Housing Society, Karachi.	
8	Mr. S. G. H. Kadri		Pakistani	Business		
9	Mr. Ahson Muhammad M/s Housing Service Ltd.		Pakistani	Business		
10	Mr. S. A. Raza Zaidi M/s M. A. Raza & Co. Ltd		Pakistani	Business		
11	Mr. Nooruddin M/s Hi-Rize Builders Ltd.	Mr. Sharfuddin Ahmed	Pakistani	Business	83-Q, Block-2, P.E.C.H.S. Karachi.	
12	Mr. Aftabur Rehman M/s M.Y. Corporation	Mr. Haji Muhammad Yunus	Pakistani	Business	B-34, Block H, North Nazimabad, Karachi.	

Date the _____ day of _____ 19 _____

WITNESS TO ABOVE SIGNATURES

ARTICLES OF ASSOCIATION OF ASSOCIATION OF BUILDERS & DEVELOPERS (ABAD)

I-MEANING

- Special Resolution 1. (a): Special Resolution” means a resolution which has been passed by a majority of not less than three-fourth of such members entitled to vote as are present in person or by proxy at a general meeting of which not less than twenty one days notice specifying the intention to propose the resolution as a special resolution has been duly given:
- Provided that, if all the members entitled to attend and would at any such meeting so agree, a resolution may be prepared and passed as a resolution at a meeting of which not less than twenty one days notice has been given.
- What is “General Body” (b): The “General Body” means the members of the Association of Builders And Developers” entitled to attend and vote at the General Meeting of the Association.
- (c): “General Meeting” means a meeting of the General Body, whether Ordinary or Extraordinary.
- (d): The “Executive Committee” means the Association's Central Executive Committee (C.E.C.) ;
- (e): The “Year” means the calendar year commencing from the first day of January and ending on the last day of December.
- (f): The “Office” means the Registered Office for the time being of the Association.
- (g) “associate member” means a member of a trade organization which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turn over of Rs. 50 million or above.
- (h) “Corporate Member” means a member of a trade organization which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turn over of Rs. 50 million or above;
- (i) “Persons” shall include any firm, company, association or any other body of individual, whether incorporated or not.
- (j) Expression relating to writing shall be deemed to include printing, typewriting, lithography, photography and all other modes of representation of words, figures and signs in a visible form.

- (k): "Office Bearer" means and includes the Chairman, Vice Chairman and Members of the Executive Committee or the Regional Chairman and Members of the Regional Committee as the case may be.
- (l) "Northern Zone" means the province of Punjab, North West Frontier Province and Islamabad Capital Territory.
- (m): "Southern Zone" means the province of Sindh and Balochistan.
- (n): "Casual Vacancy" means any vacancy occurring for any reason after the announcement of the result of the general elections.
- (o): "The Secretary" means the Secretary of the Association, who shall be whole time paid employee.
- (p): "The Seal" means 'Common Seal' of the Association.
- (q) The "Zonal Committee" of the Association constituted under article to conduct the affairs of the Association in a particular region.
- (r) "Zonal Secretary" means the Secretary of the Regional Office who shall be a whole time paid employee.
- (s) "Government" means the federal Government or the provincial Government, as the case may be. Meaning of "Government"
- (t) "Plan of activities" means a list of proposed activities, expected financial expenditures and outcome and intended goals for the trade organization as provided in rule 25.
- (u) "Dues" Means Admission Fee, Annual Subscription, Levy, Research and Development charges, late fee and such other charges approved by the Central Executive Committee from time to time for common cause of members, with consent of the region in which these charges are to be imposed. Meaning of "Dues".
2. All other expressions defined in the Ordinance shall have the meaning assigned to them in the Ordinance. Meaning of all other expression in the ordinance.
3. When any provision of the ordinance is referred to, the reference shall be to such provision as has been modified by any statutory enactments for the time being in force. Statutory enactment.
4. If and when the context so requires, words imparting singular number only shall include plural number and vice versa and words imparting masculine gender shall include feminine gender and vice versa. Words signifying persons shall apply, mutatis-mutandis, to firms, corporations or joint stock companies. Singular number to include plural number.
5. For the purpose of registration, the association is hereby declared to consist of unlimited number of members. Unlimited number of members can be registered.
6. Besides its Head Office at Karachi, the Association shall establish Zonal office in the Northern Region and Southern Region. However, If the quantum of work so demands Sub-Regional office may be established at the major cities where development authorities have Opening of Zonal, Sub-Regional Office

been established to attend the local problem of the member companies of the Sub-Region as well as to maintain liaison/coordination with the regional office concerned subject to the following:-

Strength of
Sub- Region

(i). No Sub-Regional office shall be set up if the number of member companies in that Sub-Region is less than 10.

Share in
Sub-Regional
Subscription.

(ii). The amount of admission fee and annual subscription received by the Head Office on reject of members of a sub-region shall be divided as under :

Head office	- 25%
Zonal Office concerned	-25%
Sub-regional office (wherever it exists)	-50%

(iii). The affairs of a sub-regional office shall be maintained by a sub-regional managing committee consisting of a Vice Chairman and two members to be elected annually by members enrolled in the sub-region subject to the conditions of clause 7(i), above.

(iv). One seat for the elected representative of the sub-regional office shall be reserved in the Regional Executive Committee and the elected representative shall also function as Honorary Secretary of the sub-regional office. In addition, any member from Sub-region shall be entitled to be proposed and seconded for membership of the Regional or Central Executive Committee and contest the elections like any other member of the Association. No sub-regional office will be established in cities where a regional office exists.

(v). Applications for membership of the Association by the companies with their office located in that sub-region will be recommended by the sub-regional representative functioning as Honorary secretary to the Regional Executive Committee and membership will finally be approved by the Central Executive Committee under the normal procedure.

(vi). The rules, regulations and bye-laws for the office administration, elections, trade practices for the satisfactory functioning of the sub-regional offices will in the first instance be approved by the Zonal Committee of the region concerned and finally approved by the Central Executive Committee. Any amendments in the bye-laws will require approval of the Zonal and Central Executive Committees :

Provided that no regional or sub-regional office shall be set up if number of members in any region or sub-region is less than 12 and 10 respectively in which case the affairs of such a region/sub-region shall be looked after by the Head Office at Karachi.

7 In the matter of resignation of members and office holders of the Regional Committee and filling up casual vacancies, the same procedure shall be adopted as is followed in the case of Central Executive Committee.

II-MEMBERSHIP

- 8 (i). There shall be two categories of Members of the association, viz:-

(1) Corporate Members, and

(2) Associate Members

- (ii) (a). Developers and builders or firms engaged or intending to be engaged in building and construction of housing, offices, shops, Commercial Complex and development work, shall be eligible to become the members of the Association subject to their application being approved by the Central Executive Committee. A member of a trade organization which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turn over of Rs. 50 million or above shall be called "Corporate Member" and

(b). Any medium or small construction unit shall be eligible to be enrolled as Associate Member of the Association subject to its application being approved by the Central Executive Committee as hereinafter explained. A member of a trade organization which is not a body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above shall be called "Associate Member".

Medium/Small companies can be Associate Members.

- (iii). A firm applying for membership shall pay along with his application subscription fee, annual subscription and Research and Development fee as per schedule of fees laid down herein and other dues/fees/charges as approved by the CEC from time to time :

Rate of Subscription

	Ordinary Member	Associate Member
	Rs.	Rs.
Admission fee	5,000/-	2,500/-
Research and Development Fee	500/-	500/-
Annual subscription	5,000/-	2,500/-

Full amount of subscription will be charged irrespective of the fact whether membership has run for full year or a part thereof.

- (iv). Dues as prescribed in clause 8(iii) shall be paid by every member of the Association in advance by 05th February each year to the Head office of the Association. If any member fails to pay the annual dues as specified above by the above date, such member shall be deemed to have been automatically suspended from membership of the Association with effect from 16th February without any intimation and suspension shall be withdrawn only if he pays to the Association dues as specified above along with late fee of Rs.1000/-(Rupees

Ceases to remain Member after 30th June.

One Thousand only) latest by 30th June the same year, where after he shall cease to be a member of the association and all guarantees and undertakings executed by ABAD on his behalf will be withdrawn immediately.

Provided that a member who has ceased to be a member due to non-payment of his subscription shall nevertheless remain liable for payment of all dues to the Association.

Re-admission only after payment of all dues.

Provided further that a member who has thus ceased to be a member shall not be re-admitted unless he has paid the admission fee afresh besides the annual subscription and has cleared all the dues outstanding against him. If however any member whose membership has been suspended due to non-payment of subscription by 15th February and his name has been struck off the register by 30th June due to failure to pay the subscription with late fee, his membership shall be considered as suspended during the year and it will be automatically resumed without payment of admission fee if he pays the arrears as well as annual subscription for the next year by the specified date.

Share of Head office, Sub-Regional and Regional office in Annual Subscription.

- (v). The admission fee and other annual dues shall be received by the Head Office of the Association. As and when a Regional office is set up in pursuance of article 7 above, half of the admission fee and membership subscription in respect of members belonging to that region shall be remitted by the Head office within 30 days and the balance half retained by the Head Office. However, in case where a sub-regional office has been established, the proportion of distribution of admission fee and membership subscription shall be:-

Head Office	-25%
Regional Office concerned	-25%
Sub-Regional office	-50%

Head office to Retain Undertaking Charges

Provided that Research and Development fee, Undertaking charges and other dues/charges shall be retained by the Head Office of ABAD.

50% of Undertaking Charges to be spent on Welfare of the Region
Subscribers to the Association

9. The members of the Association shall be :
- (1). Subscribers of the Memorandum of the Association ;
 - (2). Those already enlisted as members; and
 - (3). Those who may be enrolled as members afterwards, according to these Articles.

Members Nominee at General and Special Meetings.
Applicant

10. Each member company shall be represented by its nominee at the General or special Meeting of the Association.
11. Every applicant for membership shall fill in and sign a printed

application form to be obtained from the office of the Association or from the regional office. The applicant, according to the provisions in the form, shall agree to be bound by the Articles, Bye-laws and Code of Ethics of the Association and furnish such other information as the Central Executive Committee may require. The application shall be countersigned by at least two members of the Association, one as the proposer and the other as the Seconder.

Applications for membership from companies/firms whose offices are located in a zone where the zonal offices have been established shall invariably be routed through the Zonal office with in a fortnight from the date of receipt of the application.

Routing of applications through Regional Office.

Application from stations where no zonal office exists will be addressed to the Head Office of the Association and dealt with accordingly.

Direct submission of Application

12. Every such application shall be placed by the Secretary before the Central Executive Committee at its next ordinary meeting, which will either accept or reject the said application without assigning any reason or reasons therefore.

Submission of Application to C.E.C.

13. In case the Central Executive Committee rejects the application, the whole amount accompanying the application shall be entertained for a period of six months reckoned from the date of such rejection.

Refund of application money

14. Membership of the Association shall not be transferable.

Membership not transferable

III-RIGHTS AND PRIVILEGES OF MEMBERS

15. Every member of the Association shall be entitled.

Rights and privileges of Members.

- (a). To take part according to the rules and regulation in force for the time being in the elections and management of the affairs of the Association ;

Provided that no new member who has not completed 2 years standing as a member of ABAD from the date of acceptance of his membership application by C.E.C. shall be eligible to cast his vote;

2 years standing required for casting vote.

- (b). To take advantage of all funds and property in the possession of the Association for the attainment of the aims and objects of Association on such terms and conditions as the committee may determine from time to time ;

- (c). To take advantage of the information and records available with the Association under such limitation as the Committee may determine ;

- (d). To obtain a copy of the annual report and statement of accounts of the Association.

- (e). To obtain a copy of all the publications of the Association either free of cost or at such price as may be fixed by the Committee from time to time ;

- (f). To cause an Ordinary or Extraordinary General Meeting of the Association to be convened in conjunction with other members of the Association in accordance with the Articles;

Duties and obligations of Members.

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|---|--|
| | (g). To participate in the General Meetings of the Association ; |
| Restriction of 2 years standing | (h). To stand or propose or second members for election to the committee of the Association unless rendered ineligible to cast a vote due to the restrictions of minimum 2 years standing as a member mentioned in proviso to article 15(a); |
| | (i). To stand for election as a representative of the Association on any non-political, public or private body ; |
| Request for facilities by Members. | (j). To seek assistance of the Association for securing all reasonable facilities for the development of his trade/industry; |
| Members can inspect Account. | (k). To inspect or examine books of account and other documents, registers or records of the Association subject to any rules, conditions or limitation that may be laid down in this behalf under the relevant law or by the committee or by a resolution of the Association in a General Meeting ; |
| Class of membership can be changed. | (l). To change the class of one's membership from corporate member to associate member and vice versa subject to the provisions of these Articles ; |
| Membership can not be changed during elections. | provided that no such change shall be effected during the period of elections, i.e. from the date on which the final list of members has been circulated for the purpose of the elections of the Association ; |
| | (m). To be entitled to such other privileges as may be specified by the Committee from time to time. |

as amended with the approval of the Government of Pakistan, Ministry of Commerce ,vide letter No 8(63)/84-TO.II, dated 24th July 1985 and further amended with the approval of the Government of Pakistan, Ministry of Commerce, vide their No 8(63)/84-TO.II, dated 3rd July 1986 and further amended, vide Government of Pakistan, Ministry of Commerce, letter No. 5(1)/92-TO. II dated 13th February 1995

IV-GENERAL

16. The regulations contained in table 'C' of the first Schedule to the companies ordinance, 1984 (Ordinance No. XLVII of 1984), shall not apply to the Association.
17. In these Articles, unless there is any thing repugnant in the subject or context:
- | | |
|--|---|
| "Ordinance means" | a. The "Ordinance" means the companies ordinance, 1984 (ordinance No. XLVII of 1984), or any other statutory enactment for the time being in force in place of the said ordinance as modified by any statutory enactment for the time being in force. |
| Definition of Articles Association means | b. The "Articles" means the Articles of Association. |
| | c. The "Association" means the "Association of Builders And Developers" |
| Meaning of member | d. The "Member" means a Corporate Member or an Associate Member. |

e. "Associate Member" means a member of a trade organization which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turn over of Rs. 50 million or above.

f. "Corporate member" means a member of a trade organization which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales tax registered manufacturing concern or a sales tax registered business concern having annual turn over of Rs. 50 million or above.

Every member shall file with the Association a written instrument declaring the region against which such member claims the membership and such declaration, unless modified by the member in writing, shall be evidence against such zone of which he is a member for the purpose.

Declaration of member about particular Zone

g. The "Bye-Laws" means the Bye Laws of the Association of Builders And Developers as are framed in pursuance of any provision of the Articles of Association

Definition of Bye-Laws

h. "Ordinary Resolution" means any resolution passed in an ordinary general meeting by a simple majority of votes of members present in person or by proxy

What is ordinary resolution

V- DUTIES AND OBLIGATIONS OF MEMBERS

17. Every member shall have the following duties and obligations:

Duties and obligations of members

(a) To make every effort to carry out the aims and objects of the Association as set forth in the Memorandum of Association

(b) To carry out and abide by the rules and regulations of Association as laid down in these Articles or in the bye-laws framed there under from time to time.

(c) To submit as far as possible all complaints, etc., in writing to the Secretary General or the regional secretary as the case may be.

(d) To pay the annual subscription, Research and Development Fund and other dues of the association regularly.

(e) To bring to the notice of the committee any matter likely to cause any loss or harm to the interest of the Association in whatever manner.

(f) To accept and abide by the decision of the committee provided the decisions are not inconsistent with the provision of the Memorandum or the Articles of Association or the Trade Organization Ordinance, 1961 or any rules, regulations, instruction or direction issued there under

Members to abide by decision of committee

(g) To convey to the committee all information that may be considered necessary for promoting the aims and objects of the Association.

- (h) To take part in the deliberations of the meetings of the Association which he is entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time.
- (i) To assist and cooperate with the committee in the eradication of unethical business practices from the field of housing industry.

VI-RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

Resignation, removal and expulsion from membership	18. (a) Any member can resign by giving notice in writing which shall become effective on acceptance of the resignation by the Central Executive Committee, within 30 days from day of submission
No money is refundable to applicants	(b) Any member who has resigned or whose name has been removed from the register or who has been expelled from the membership of the Association shall not be entitled to refund of any money paid by him to the Association towards subscription or as contribution for any specific purpose.
Amount of fine in disciplinary cases	(c) A member shall be liable to be fined up to the amount equal to that of annual subscription or to be expelled from the membership of the Association or the rights and privileges of a member shall be liable to be withdrawn for any of the following reasons by resolution of the Central Executive Committee passed in a meeting specially convened for the purpose by two third majority of the members present in person
To abide by CEC decisions	(i) Neglect of or refusing to submit to, abide by or carry out any decision of the committee taken within the limits laid down by the Memorandum and Articles of Association or by the Trade Organization Ordinance, 1961, or any rules, regulations, instructions or directions issued under the said ordinance or under such ordinance of Laws as may be issued from time to time governing such institutions as the Association.
Indulgence in unethical practices	(ii) Indulging in unethical practice in the field of trade, commerce or Industry. (iii) Intentional violation of the rules, regulations or Bye-Laws of the Association. (iv) Failure to pay arbitration fee, fine or any other due demand of the Association.
Member be given opportunity to explain his position	Provided that a members shall not be expelled by the Central Executive Committee unless he has been given an opportunity of explaining his position in writing and / or in person;
Right of appeal	Provided further that the members so expelled shall have the right to appeal, within one month from the date of expulsion, to the general body of the Association.
CEC to convene meeting of general body when appeal is made	Provided further also that when such an appeal is made by the member, the Central Executive Committee shall arrange

to convene a meeting of the general body within 30 days from the receipt of the appeal, and the decision of the general body in the matter shall be final.

- (d) A member shall cease to be a member of the Association for any of the following reasons. Reasons when member ceases to be a member.
- (i) If he resigns from the membership as per clause (a) above; or
- (ii) If he is expelled from membership as per clause (c) above; or
- (iii) If he fails to pay annual subscription with late fee and other dues latest by 30th June; or
- (iv) If any change is made in the conventional or corporate name of the firm, company or corporation, which substantially alters the composition of the firm, company or corporation; or
- (v) If he is found to be of unsound mind by a court of competent jurisdiction; or
- (vi) If he is adjudged insolvent; or
- (vii) If he is convicted in any offence involving moral turpitude; or
- (viii) If he closes his business or transfer it to any place out side the area covered by the Association; or

If he is expelled from the membership of the Association under the Trade Organization Ordinance, 1961 or any other laws and ordinance issued from time to time in order to govern the activities of such associations as the Association.

VII- GENERAL MEETINGS, VOTES AND PROXY

19. The First Annual General Meeting will be held within eighteen months from the date of its incorporation and there after once at least in every calendar year with in a period of six months following the close of its financial year and not more then fifteen months after holding its last preceding annual general meeting. The notice of Annual General Meeting shall be sent to the members at least twenty one days before the date fixed for the meetings,

Provided that such meetings shall be held once at least in every calendar year in any case not more than fifteen months after the holding of the last preceding general meeting. Such meeting shall be called the Annual General Meeting

20. The following business shall be transacted at the Annual General Meetings.
- (a) Confirmation of the minutes of the last general meetings.
- (b) Presentation and adoption of the annual report of the Association.
- (c) Presentation and Confirmation of duly audited statements of

accounts and passing and budget for the ensuing year.

- (d) Appointment of auditor or auditors for the ensuing year and to fix his / their remuneration.
 - (e) Announcement of the names of the Chairman and Vice Chairman elected for the ensuing term by the elected representative from the Northern and Southern regions.
 - i. Any other business on the agenda which may be allowed to be discussed with the permission of the Chair.
21. All general meetings of the Association, other than Annual General Meeting referred to in article 18, shall be called extra ordinary general meetings and shall be called and held at such time and place as the Central Executive Committee may deem convenient for the disposal of the business of the Association. For calling extraordinary meetings a notice of 21 days will be required to be given.
22. The Secretary shall upon requisition in writing by at least three-fourth of the total number of members, convene an extra ordinary general meeting and such meeting shall be called within 21 days from the date of receipt of the requisition and a notice of such meeting signed by the Secretary or in his absence, by an official of the Association, duly authorized to perform the duties of the Secretary, shall be circulated among all the members for their information at least 21 days before the date fixed for the meeting.
23. If the Secretary does not proceed within 21 days from the date of the requisition so made to cause a meeting to be called, the requisitionists or a 2/3 majority of them may themselves call a meeting, but in either case the meeting so called shall be held within 3 months from the date of requisition shall be called in the same manner, or as possible in the manner in which the meetings are to be called by the Secretary.
24. Any requisition for an extraordinary meeting shall express the specific objects of the meeting and must be signed by the requisitionists and shall be sent to the Secretary at the Head Office of the Association by Registered Post Acknowledgment Due.
25. Every member shall have one vote and every question submitted to the general meeting other than extra ordinary meeting shall be decided by a majority of votes of the members present in person or by proxy:
- provided that in the event of difference of opinion between the corporate and associate members in a matter which concerns either of them as a class exclusively, no ordinary resolution shall be deemed to have been adopted unless it is carried by a majority of the votes of each class of the ordinary and corporate members present in person or by proxy and entitled to vote on such resolution shall be adopted by a majority of the members present in person or by proxy and entitled to vote on such resolution.
26. No amendment or alteration of the Memorandum and Articles of the Association shall be made unless it has received the votes of 3 / 4 majority of the members present in person and entitled to vote: Provided that in the event of difference of opinion between the two

classes of members, no such resolution which concern either of them as a class exclusively shall be deemed to have been adopted unless it is carried by the votes of 3 / 4 majority of ordinary and associate members separately, present in person and entitled to vote on such a resolution, but if the resolution is of general nature and concerns both, it shall be deemed to have been adopted, if it is carried by the votes of 3 / 4, majority of members (ordinary or associates) present in person and entitled to vote.

27. 1 / 4 of the total numbers of the members on the register, if present in person and qualified for the time being, shall form a quorum for general meeting and no business shall be transacted at general meeting unless the quorum is formed .
28. The Chairman of Central Executive Committee, if any, shall preside as Chairman at every general meeting, but if there is no Chairman or in his absence no Vice Chairman within 15 minutes of time appointed for meeting or if both or any one of them in case when there is only one of them present, is unwilling to act as chairman of the meeting, the Central Executive Committee members present, may elect someone from among themselves to act as Chairman of that meeting, and if none of the committee members present is willing to act as Chairman, the members present shall chose one of their members to be Chairman.
29. If within half an hour from the time appointed for an extraordinary general meeting the quorum is not formed, the meeting if convened upon requisition shall be dissolved and shall not be called for at least following three months from original date fixed for the requisitioned meeting. In any other case including Annual General Meeting a quorum is not present within half an hour from the time appointed for the meeting the members being not less than 10%of the eligible voters, shall be a quorum. .However, for carrying out amendments quorum will be 15% of the eligible voters.
30. In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands take place or which the poll is demanded, shall have and exercise a second or casting vote. unless a poll is demanded by at least five members present in person or by proxy or by any member or members representing not less than ten percent of the total voting power in person or through proxy, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings shall be conclusive evidence of the fact without proof of the number of votes recorded in favour or against the resolution. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
31. (1) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
 - a. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
 - b. When a meeting is adjourned for thirty days or more, notice

of the adjourned meeting shall be given as in the case of an original meeting.

- c. Same 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.

32. Minutes of the proceedings of all meetings of the Association, committee, sub committees, standing committee etc*

shall be recorded by the Secretary in the minute books kept for the purpose. Participants shall have the right to ask for corrections to be made in the minutes provided that the decision of the committee on such requests shall be final.

33. Every resolution duly passed at a General Meeting shall be binding upon all the members of the Association.

34. The following provisions shall apply to the general meeting of the Association, namely:-

- i. Notice of the meeting specifying the place and the day and hour of the meeting along with a statement of the business to be transacted at the meeting shall be given :-

- a. to every member of the Association;
- b. to the auditor or auditors of the Association; in the manner in which notices are required to be served by section 50, but the accidental omission to give notice by, any member shall not invalidate the proceedings at any meeting;
- ii. All the members may participate or vote at any general meeting either personally or through proxy.

35. No member shall be entitled to participate or vote at any General Meeting or participate in elections to Central Executive Committee, Regional Executive Committee/Sub- Regional Executive Committee unless all dues presently payable by him to the Association have been paid.

36. The instrument appointing a proxy shall:

- i. be in writing ; and
- ii. be signed by the appointer or his attorney duly authorized in writing,

37. The proxies shall be lodged with the Association not later than forty-eight hour before the time of the meeting.

38. No objection shall be raised to the qualification of any voter except at a meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purpose.

- a. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

39. A vote given in accordance with the terms of an instrument of proxy

shall be valid, notwithstanding the previous death or insanity of the principal or the proxy or of the authority under which the proxy was executed:

Provided that no intimation in writing of such death, insanity of revocation shall have been received by the Association at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

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

VIII-CENTRAL EXECUTIVE COMMITTEE

41. (1) The affairs of the Association shall be managed and administered by the Central Executive Committee of 20 members composed as under :-
- Composition of Central Executive Committee.
42. An Association shall comprise a Chairman, Vice Chairman and Executive Committee and a General Body:
Provided that an Association may have more than one Vice Chairman, as provided in its Memorandum and Articles of Association.
- | | | |
|--------------------------|---|---|
| i) Chairman – | 1 From Corporate Members | Procedure for election of Chairman and Vice Chairman. |
| ii) Vice Chairman - | 1 From Associate Members | |
| iii) Members - | 16 Including One Associate From Each Zone | |
| iv) Ex-Officio Members - | 2 Chairmen From Each Region | |
- a. The General Body constituted under the sub-rule (3) in addition to the functions and responsibilities assigned to it in the Memorandum and Articles of Association of the trade organization shall, subject to the provisions of clause (c) of sub-rule (5) and sub section (7) of section 10 of the Ordinance, serve as the electoral college for election of members of Executive Committee, except for the seats reserved for women for which electoral college shall be the Executive Committee.
- Election to be held as per Bye-laws framed under Article 41 (xi)
- b. The executive committee of all trade organizations except Federation, shall comprise persons elected by the General Body from amongst its members subject to the following namely:
- i. There shall be a minimum of ten and maximum of thirty seats of Executive Committee.
- Reasons for reduced strength of CEC.
- ii. At least fifty percent of the members of Executive Committee shall be from the corporate class.
- iii. The electoral college for each class of members of Executive Committee shall be the members of General Body from the respective class.
- Expiry of tenure of Chairman and Vice Chairman
- iv. In addition to the seats provided in clause (a) the immediate past president or, as the case may be the chairman of a trade organization shall be an ex- officio member of Executive Committee without voting right.
- Term of office of elected office bearers.
- c) In case of a Chamber, Association and Town Association in

addition to the number of seats in Sub-rule (5) there shall be two seats of Executive Committee reserved for women entrepreneurs for which the electoral college shall be the Executive Committee

- d) if any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with members from other category.

Provided that any seats remaining vacant in any category shall not be counted towards determination of quorum.

- e) In any trade organization where the General Body comprises at least fifty percent members of Associate Class, there shall be rotation of office of President and, as the case may be, the Chairman between the Associate and Corporate Members.
- f) Where there is rotation of office of President under sub-rule (9), the President and Vice President or Chairman and, as the case may be, the Vice – Chairman shall not be from the same class of members provided in sub-rule (7) of rule 11.

Provided that where there are more than one Vice-President or, as the case may be, the Vice Chairman at least one shall be the class of members other than that of the President or Chairman.

- g) The office bearers of a trade organization shall be elected by the executive committee from amongst its members.
- h) The tenure of all elected office bearers shall be one year.
- i) the tenure of members of Executive Committee provided in sub-rule (5) and (6) shall be two years subject to the following:
 - i. Fifty percent members of Executive Committee shall retire every year.
 - ii. After the first election of Executive Committee under the Ordinance a draw shall be made to determine the fifty percent members who shall retire every year.
- j) The tenure of office bearers of Executive Committee provided in sub-rule (7) shall be one year.

- k) On completion of the term the office bearers and members of the Executive Committee shall not be eligible to contest election or co option in any representative capacity in the trade organization for the next one year.
 Provided that this sub-rule (15), shall not apply to the office bearers and members of the Executive Committee elected under the repealed Ordinance.

- (i) The representation in the Central Executive Committee from each zone shall be in proportional to their membership of ABAD.

Total membership	=	300
Southern Zone	=	200
Northern Zone	=	100
 Southern Zone	=	$\frac{200}{300} \times 18 = 12$
Northern Zone	=	$\frac{100}{300} \times 18 = 6$

(ii) The members returned under clause (a) above shall elect from amongst themselves a Chairman and a Vice Chairman:

(iii) The Elections shall be held in accordance with the Bye-laws framed under Articles 41 (xi) every year prior to the Annual General Meeting of the Association, and the names of office bearers shall be announced at the meeting:

Provided that if the number of any class of members is less than the numbers of its representative on the Executive Committee as provided for, the strength of the Committee shall temporarily stand reduced accordingly.

l. The Chairman and Vice Chairman shall be deemed to have automatically retired from their respective offices on completion of their annual term of office, but for the purpose of continued representation on the Committee they shall be treated at par with the Members of the Committee.

m. The elected office bearers and members of CEC or individual elected as office bearer shall hold office for one term of a year but will be eligible for re-elected so after a gap of one year.

As soon as membership of company ceases, the member on CEC or REC.

n) If any Zonal office does not remit the dues to the head office by the last day of February, or its election are not held by the specified date, or the name of the member election from the Zonal concerned to serve on the Executive Committee or for any reason not communicated to the Head Office, the elections of the Executive Committee shall not be held the member from that particular region shall not be included in the executive committee until such time as the dues are fully paid and the name of the persons elected by the Zonal committee are duly communicated to the Head Office.

Elections of CEC will not be held unless dues are cleared by Regions.

o) Notwithstanding anything contained in clause (4), the Executive Committee shall be composed of members belonging to such Zonal Office as has paid dues and duly held the elections and communicated the name of the persons. elected to the Head Office by the specified date

Executive Committee to be composed of members belonging to Regions.

p) On the expiry of tenure, the Chairman will automatically cease to be the Chairman and shall hand over the charge of his office to newly elected Chairman or the Executive Committee of the Association if the elections have not been held.

(a) An office holder of the Central Executive Committee, viz., Chairman, Vice Chairman or any member, may resign from his office by giving fifteen days notice in writing to the Committee, where after he shall cease to be an office holder of the Committee,

Chairman, Vice Chairman as well as members of CEC can resign.

(b) The name of such office bearer who remain absent three consecutive meetings of CEC or REC without leave of absence in writing, CEC/REC can score off the name of concerned from the office of the respective Committee and on such removal he shall cease to be the member of CEC or REC as the case may be.

Due to absence from three consecutive meetings, CEC / REC can score off the name of such member.

- Filling up of Casual Vacancies
- q) Casual vacancies of the members shall be filled by co option by the Central Executive Committee from amongst the category of members of which the outgoing member belonged. Those of the Vice Chairman shall be filled by the Central Executive Committee by election from its Members:
- Provided that no such vacancy shall be filled, under the cases, to seventy days after holding of the annual elections.
- Casual Vacancies will be filled after 270 days.
- One Third of the member or Six whichever is less shall form quorum for a meeting. No quorum required for adjourned meeting.
- Explanation: The term "Casual Vacancy" shall include all vacancies occurring after announcement of results of the annual elections.
- r) One Third of the members, or six which ever is less, shall form a quorum for a meeting. In the event of adjournment of a meeting for want of quorum, it shall stand adjourned to the same day in the next week at the same time and place and no quorum place shall be necessary to transact the business of agenda of such adjourned meeting
43. The Committees shall have the following powers and duties:
- (i) To carry out all the rules, aims and objects of the Association.
 - (ii) To look after and manage all the properties movable and immovable held by the Association.
 - (iii) To make agreement for the annual elections of the committee within the time schedule prescribed in this behalf.
 - (iv) To continue and manage all the affairs of the Association until the properly constituted Committee takes over the charge in accordance with these articles.
 - (v) To establish Regional Offices and exercise control over them for their smooth and efficient functioning.
 - (vi) To appoint Sub-Committee, Special Committee or Standing Committee to deal with problems relating to any particular trade or industry or any issue having a bearing on the trade, industry or economy of the area covered by the Association.
 - (vii) To delegate any of its powers to any Sub-Committee, Special Committee, Standing Committee or Regional Committee.
 - (viii) To constitute or appoint delegates to represent the Association at various meetings, conference, committees, etc.
 - (ix) To appoint Secretary and such other paid staff as may be considered necessary for the efficient functioning of the Association and lay down or regulate the terms and conditions of their service.
- Proper accounts to be maintained
- (x) To keep all cases in proper book of accounts in which shall be entered true complete accounts of monetary affairs and transactions of the Association.
- C.E.C to enforce rules bye-laws for elections.
- (xi) To firm and enforce rules and bye-laws for the office administration, service rules, budget, elections, trade practices and appeal boards, compensation allowance and remuneration of members for their services to the Association and all such

purposes as are conducive to the promotion of the objects of the Association and in like manners, rescind and add or alter such rules, regulations and bye-laws for the time being enforced.

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| (xii) | To present the view of the Association of any matter relating to the objects of the Association. | |
| (xiii) | To convene ordinary, extra ordinary or special general meeting of the Association or the Committee. | C.E.C to convene meeting. |
| (xiv) | To nominate members to represent the Association on non-political public bodies. | |
| (xv) | To defray wherever necessary, expenses of the delegate or nominees of the Association to conference and meetings convened anywhere in Pakistan which are likely to promote the objects of the Association. | C.E.C. to defray expenses. |
| (xvi) | To organize, hold or participate in any conference, meeting or seminar likely to further interest of the Association provided that no invitation shall be extended to any foreign organization or individual, or shall be expected from the letter, for participation in any conference, meeting or seminar to be held in Pakistan and abroad, without prior permission of the federal government. | Participation in conferences, seminar etc.

C.E.C. can expel or re-admit. |
| (xvii) | To remove or expel any member of the Association re-admit such expelled member in accordance with these article. | |
| (xviii) | To fill any vacancy of the member of the committee in accordance with these Articles. | C.E.C. can fill vacancy |
| (xix) | To release and collect on behalf of the Association admission fee, subscription or donation or to raise fund and loan in case of need and make necessary rules for same time to time. | C.E.C. can raise funds. |
| (xx) | To approve or reject membership application, without assigning reason, therefore. | C.E.C. can reject membership application. |
| (xxi) | To commence, institute, prosecute and defend all such action and / or suits as the Committee may deem necessary and to compromise or submit to arbitration and action, suit, dispute or difference as the committee may think fit. | C.E.C. can make compromise |
| (xxii) | And generally adopt and carryout such measures not inconsistent with the Memorandum and Articles of Association as may be necessary from time to time achievement of the object of the Association. | C.E.C. can adopt any measures. |
| (xxiii) | To appropriate / re-appropriate Financial Allocation / expenses / funds already available in the budget by C.E.C. | C.E.C. can re-appropriate budget. |

IX – CHIEF EXECUTIVE

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| 44. | The Chairman of ABAD shall exercise the power of the Chief Executive of Association. | Chairman ABAD is Chief Executive. |
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X-POWERS AND DUTIES OF OFFICE BEARERS

45. (a) **Chairman:**
- Powers and Duties of Chairman.
- Chairman can also re-appropriate budget heads, Chairman can spend up to Rs.25,000/-
- Chairman shall have casting or second vote.
- Powers of Vice Chairman
- In absence of Chairman, Vice Chairman to preside over meeting. If both are absent, members can elect a person.
- Vice Chairman can also attend to any business if delegated to him.
- Power and duties of Zonal Chairman. Zonal Chairman will also be ex-officio member of C.E.C. He will have voting right.
- Duties of Secretary
- a. He shall be the Head of Association and whenever possible shall preside over all meetings of the Executive Committee and General Body and all deputations and delegations.
- b. He shall summon or cause to be summoned all meetings of Central Executive Committee or General Body.
- c. He shall have the powers to sanction an expenditure not exceeding Rs.25,000 (Rupees Twenty Five Thousand) in one transaction prior to consultation or assent of the committee from the fund of the Association to the debit of the relevant budget or through appropriation / re-appropriation from other head of account, and that approval of the committee shall be obtained at its meeting held immediately after the grant of such sanction.
- d. He shall take vote of the member at all meetings of the Association and declare the result of such counting of votes, and in the case of equality of votes, he shall have a casting of second vote except on the occasion of an election of the Association.
- (b) **Vice Chairman:** There shall be one Vice Chairman
- (i) In the absence of the Chairman, the Vice Chairman shall perform all the duties of Chairman.
- (ii) He shall exercise all such powers as may be delegated to him by the Chairman.
- (c)
- (i) The Vice Chairman shall preside over meetings of the Central Executive Committee and the General Body in the absence of the Chairman.
- If both the Chairman and the Vice Chairman are absent, the members present shall elect a person from themselves to perform the duties of the Chairman for time being.
- (iii) The Vice Chairman can also attend to any other business of the Association that may be delegated to him.
- (d) Zonal Chairman:**
- Regional Chairman shall be deemed to be ex-officio of Central Executive Committee and present in the meeting of C.E.C. represent matter concerning their zone and shall have voting rights in C.E.C. affairs
- (e) Secretary**
- The Secretary shall be a whole time paid employee of the Association and he shall function under the supervision control and orders of the Chairman. His duties shall be as under:
- i) To attend to all correspondence to the Association and to

hold charge of the records, furniture, and other property of the Association:

- (ii) To issue notices of all meetings and functions that may be held by the Association:
- (iii) To record and circulate the minutes of the meetings of all Associations and to get them approved by the Committee or Sub-Committee concerned.
- (iv) To defer the annual report of the Association and get it approved by C.E.C. before circulation to members.
- (v) To collect all dues of Association and issue receipt for them.
- (vi) To notify all members of the General Body of impending elections and to act as returning officer for the annual elections and make necessary agreements/contracts therewith.
- (vii) To ensure all payments in conformity with the decision of the Executive Committee and maintain an imprest account of such amount as may be placed at his disposal.
- (viii) To exercise administrative control over the Association's staff including Zonal Staff in accordance with the prescribed rules and regulations.
- (ix) To agree to implement the decision of the Executive Committee and perform such duties as are incidental to his office.
- (x) He will have the powers to sanction day to day expenditure not exceeding Rs.10,000 (Rupees Ten Thousand) in one transaction and that approval of Chairman, ABAD shall be obtained afterwards.

XI-ZONAL EXECUTIVE COMMITTEE

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| 46 | (a) The strength of each Zonal Committee shall be a Chairman and eleven members (composed of eight ordinary members and four associates members) | Composition of the Zonal Executive Committees |
| | i. Zonal Offices shall hold their respective annual general meetings and elections once a year on the date and times fixed by their Executive Committees. These meetings shall adopt the annual report of the Zonal executive committees concerned, confirm financial statements and also the election of Zonal Office – bearers in these matters to region of chapter (vi) shall be applicable. | Holding of annual general meetings by Zonal Offices. |
| | ii. The first meeting, which shall be normally be concerned solely with election of office bearers, can be called by any of the Zonal Members. | The first meeting of Zonal Offices. |
| | b) Voting at the Zonal Election shall be done either personally or by proxy. | Voting to be done personally or by proxy |
| | Explanation: proxy shall not be used for any business Other than election. | |

- (c) After election the members of the Zonal Executive Committee shall elect a Chairman from among themselves.
- (d) Elections shall be held at least one month before the date of the Annual General Meeting of the Association, as fixed by the C.E.C.
- (e) The names and addresses of office-bearers shall be communicated by the Zonal office concerned to the Association within 10-days from the date of their election.
- (f) The Zonal Executive Committee shall exercise control Over members of the Association in their respective Regions.
- (g) After final approval by the Central Executive Committee of membership of an applicant, the Zonal Executive Committee shall be entitled to receive 50% of the admission fee and annual subscription, collected by the Head office from the region, to meet the running expenses of the Zonal office provided that in cases where a Sub-zonal office has been established, the above sharing ratio of admission fee and annual subscription shall be as follow:-
- Head Office 25%, Zonal Office 25% and Sub-Zonal Office 50%, as provided for in Article 7 (ii).
- (h) The Zonal Executive Committee shall, if and when necessary, call a special or ordinary general meeting to discuss specific problems.
- (i) Four members or one-third of the members, whichever is Less shall form a quorum for the Zonal Executive Committee.
- (j) The Zonal Executive Committee shall deal with the local problems in accordance with the general policy of ABAD, devised by the Central Executive Committee from time to time and shall take C.E.C. into confidence in matters where high level representation of ABAD would be necessary for the sake of projection and remedies to the problems.
- (k) In the event of any difference of opinion arising between a Zonal Executive Committee and the Central Executive Committee, the view point of both shall be recorded and put forth before the joint meeting of ZEC and CEC to be presided by Chairman, ABAD for decision.
- (l) The Zonal Executive Committee shall be entitled to raise donations and create avenues of income not repugnant to the objectives of the Association and not so far tapped by the Central Executive Committee to meet any shortage in its expenditure due to insufficiency of financial allocations made by the Executive Committee.
- (m) The Zonal Executive Committee shall be entitled to open and operate a Bank Account for the zonal Fund
This account will be opened, maintained and operated by any two members authorized by he Zonal Committee in this behalf.
- (n) The Zonal Executive Committee shall be entitled to appoint
- REC to receive 50% of Admission fee and annual subscription. If Sub-Zonal office is established then share will be 25%.
- REC can hold special or ordinary meetings.
- Quorum for R.E.C. Meeting.
- REC to deal with local problems, CEC will deal With policy matters.
- View points of CEC & ZEC be recorded in event of differences.
- ZEC can raise donations.
- ZEC can open Bank account.
- Appointment of

Zonal Secretary, and such other staff as may be considered necessary for the efficient functioning of the Zonal office and to lay down or regulate the terms and Conditions as per service rules of ABAD.

Zonal Secretary and other Zonal staff.

(o) Resignation from membership or any office of the Zonal Committee and filling up the casual vacancies shall be governed by the procedure prescribed for the members of the Central Executive Committee.

ZEC to follow CEC procedure concerning resignations and filling of vacancies.

(p) The Zonal Executive Committee shall be entitled to form Sub-Committees for efficient functioning of the region.

ZEC can form Sub-Committees.

(q) Sections XII to XIV (Articles 46 to 50) relating to maintenance of Accounts of the office of the Association and "Audit" responsibilities of the Central Executive Committee shall apply mutatis mutandis to expenditure from the Zonal Fund by the Zonal Committee.

Maintenance of Accounts by ZEC.

Plan of activities and performance review:

1. Every trade organization shall prepare a three year plan of activities which shall be approved by the Executive Committee following distribution amongst its member and cover among other matters the proposed future activities, finances and outcomes of such activities intended by the trade organization during the said three year period.
2. Each organization shall internally conduct an annual performance review and have such performance review audited by external auditors based upon an inspection of all records of the trade organization to include but not be limited to minutes of meetings and the trade organization plan of activities.

XII-OATH OF OFFICE

47. The elected office bearers of Central and Zonal Executive Committees shall sign the following oath of office Immediately on assumption of office:

OATH OF OFFICE

I,..... having been elected asof ABAD, do swear in the name of ALLAH and pledge that I will faithfully perform and discharge the duties of my office to the best of my ability, acknowledge and judgement and without fear or favour or ill will and that I will preserve, protect and defend the Constitution of ABAD.

XIII-BANK ACCOUNTS

48. An account of the Association shall be opened in a Scheduled Bank with the approval of the Central Executive Committee and all sums of money received shall be deposited in that account.

The account shall be operated jointly by any two of the following signatories

- (a) Chairman,
- (b) Vice Chairman or
- (c) Two members of the Executive Committee duly authorized by the Chairman in this behalf.

XIV-MAINTENANCE OF ACCOUNTS

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| True Accounts of all Sum to be kept. | 49. Subject to the provisions of section 230, the Executive Committee shall cause true accounts to be kept of all sums received and expended by the Association and the matters in respect of which the receipt and expenditure take place, all assets and liabilities of the Association. |
| Balance sheet and Accounts to be placed before Annual General Meeting. | 50. Subject to the provisions of sections 233,236,241,243 and 244, the Executive committee shall at some date not later than eighteen months after the incorporation and subsequently once at least in every calendar year lay before members of the Association in annual general meeting balance sheet and an income and expenditure account for the period, in the case of the first account for the period since the incorporation of the Association and in any other case since the preceding account, made up a date not earlier than the date of the meeting by more than six months. The period to which the accounts aforesaid relate shall not exceed twelve months except where special permission has been granted in that behalf by the Registrar. |
| Official Year shall be Calendar Year | 51. The official year of the Association shall be the calendar year i.e. 1st January to 31st December and the annual accounts shall be prepared accordingly for presentation at the Annual General Meeting. |

XV-AUDIT

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| Appointment of Auditors. | 52. Subject to the provisions of sections 252 to 256 and 259 of the ordinance, at each annual general meeting the appointment of an auditor or auditors shall be made to hold from the conclusion of the meeting until the conclusion of the next annual general meeting. |
|--------------------------|---|
- The Executive Committee may fill any casual vacancy in the office of an auditor, but, while any such vacancy continues, the surviving or continuing auditor or auditors, if any, may act. Any Auditor appointed to fill in any casual vacancy shall hold office until the conclusion of the next annual general meeting.

XVI-PRELIMINARY EXPENSES

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| Preliminary Expenses Of registration and other expenses to be borne out of Association's funds | 53. The preliminary expenses of the registration and other incidental expenses of the Association shall be borne out of the funds of the Association. |
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XVI-INDEMNITY

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| Indemnity | 54. (a) Every office-bearer, Secretary and other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Executive Committee, out of the funds of the Association, to pay all costs, losses, penalties and expenses which any such office-bearer, Secretary, officer or servant may incur or become liable to by reasons of any contract entered |
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into or act or deed done or omitted to be done by him as such office-bearer, Secretary, officer or servant acting in good faith or in any way in the discharge of his duties in good faith, and the amount for which such indemnity is provided shall immediately attach as lien on the property of the Association and have priority as between the members of the Association over all other claims.

- (b) No office bearer, Secretary or other officer or servant of the Association shall be liable for the acts, receipts, neglects or defaults of any other office bearer or officer or servant or for joining in any receipt or other act or for conformity or for any loss or expenses happening to the Association through the insufficiency and deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Association or for the insufficiency and deficiency or depreciation of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any moneys, securities or effects shall be deposited or for loss occasioned by any error of judgment, omission, default or oversight on his part, or any other loss, damage or misfortune that may happen in the execution of the duties of his office or in relation thereto unless the same happened through his own dishonesty.

XVII-COMMON SEAL

55. The Executive Committee shall provide a common seal for the Association. The seal shall be deposited with the Secretary and shall never be affixed to any documents except with the prior authority of the Committee in the presence of the chairman, or two other office-bearers, who shall sign every instrument to which the Seal is affixed, and all such instruments shall be countersigned by the Secretary. Common Seal

Provided that any instrument bearing the seal of the Association and issued for a valuable consideration shall nevertheless be binding on the Association notwithstanding any irregularity touching the authority of the Committee to issue the same.

XVIII-AMENDMENTS

56. Amendments to these Article of Association shall be subject to the prior approval of the Government and shall also be made whenever required by the Government in public interest. Government's Approval necessary for amendments.

XIX-NOTICES-SERVICE OF

57. (a) Every member shall register with the Association the address of his place of business and every subsequent change made in that behalf. Service of Notices
- (b) A notice required to be given to any member of the Association shall be deemed to have been given if the same has been delivered by hand at his said place of business and receipt obtained therefor or if it is sent through post/courier in a pre

paid letter addressed to such member at his registered address.

(c). Any notice sent by post/courier shall be deemed to have been given at the time the letter containing the same has been posted. In providing such posting it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

(d) In reckoning any period of notice, the day on which it is given shall be included but the day on which notice will expire shall be excluded.

XX-DISPUTES

Settlement of Disputes.

58. Any dispute or difference of opinion in regard to the interpretation or scope of application of this Articles of Association, which can not be resolved by the Association itself shall be referred to the Director of Trade Organizations appointed under the Trade Organizations Ordinance, 1961 (XLV of 1961) and the ruling given by the Director shall be binding on the Association, its office-bearers and members.

XXI-ARBITRATION

Arbitration.

59. The C.E.C. may constitute a court of Arbitration to which member shall refer for settlement all such cases of disputes or differences interse that arise out of their commercial or any other business transactions. The court may arbitrate on such disputes or differences that may be referred to it arising between member and member or a member or a non member inclusive of purchaser.

60. The C.E.C. shall make bye-laws covering the working of the Court of Arbitration and for enforcement of its award which shall be binding to the parties at dispute so far as the dispute/difference is related with member to member or within partners of member companies.

61. The provisions of Article 56 under chapter XX- DISPUTES shall be invoked by the members only in respect of such matters where interpretation or scope of any Article of Association is disputed.

We, the several persons whose names and addresses are subscribed, hereto are desirous of being formed into an Association in pursuance of these Articles of Association.

S. No.	Name and surname (present and former) in full (in block letters)	Father's/husband's Name in full	Nationality With any Former Nationality	Occupation	Residential Addresses in Full	Signature
1	Mr. Farooq Hassan M/s Hassan Associate Ltd.	Mr. S.Abul Hassan	Pakistani	Business	13-B, KDA Scheme No.1, Karachi	
2	Mr. H. Islamuddin M/s Al-Azam Limited	Hafiz Rasid-uddin	Pakistani	Business	2/108-H, P.E.C.H.S., Karachi.	
3	Mr. S. H. Shareef M/s Shareef & Partners	Syed mohd. Shareef	Pakistani	Business	1/ 4 , Cosy Homes, Bl-13-A, Gulshan-e-Iqbal, Karachi.	
4	Mr. Sheikh Rehmatullah M/s Eastern service Ltd.	Mr. Allah Ditta	Pakistani	Business	A3/B, Amir Khusro Road, Karachi.	
5	Mr. A. P. Sanyal, M/s Rimpa Limited	Mr. S. P. Sanyal	Pakistani	Business	18/B, 1 st East St., Defence Housing Society, Karachi	
6	Mr. Syed Mazhar Ali M/s Maymar Housing Service Ltd.	Late Mr. A.A. Syed	Pakistani	Business	39-C/3 P, P.E.C.H.S. Karachi.	
7	Mr. Syed Abid Ali Zaidi M/s Al Ahram Builder Ltd.	Late Syed Afsar Zaidi	Pakistani	Business	B-A/2, Khayabane Shamsher, Phase 2, Defence Housing Society, Karachi.	
8	Mr. S. G. H. Kadri		Pakistani	Business		
9	Mr. Ahson Muhammad M/s Housing Service Ltd.		Pakistani	Business		
10	Mr. S. A. Raza Zaidi M/s M. A. Raza & Co. Ltd		Pakistani	Business		
11	Mr. Nooruddin M/s Hi-Rize Builders Ltd.	Mr. Sharfuddin Ahmed	Pakistani	Business	83-Q, Block-2, P.E.C.H.S. Karachi.	
12	Mr. Aftabur Rehman M/s M.Y. Corporation	Mr. Haji Muhammad Yunus	Pakistani	Business	B-34, Block H, North Nazimabad, Karachi.	

Memorandum And Articles of Association of Association of Builders And Developers (ABAD)
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