



# Declaration and Bye: laws

**TFP**

**THINKERS FORUM PAKISTAN**

DECLARATION OF  
"THINKERS FORUM PAKISTAN"

1. INTRODUCTION:

This Deed of Declaration is made and executed on this \_\_\_ day of \_\_ August, 2008 at Rawalpindi, by the following founder members hereinafter referred to as the "Association" being its authors.

1. Lt. Gen. Muhammad Asad Ali Durrani (R) S/o Dost Muhammad Durrani CNIC No.37405-9212151-5
2. Maj. Gen. S. H. Zaidi S/o (Retired) S. Wajee-ul Hassan Zaidi CNIC No.37405-0389803
3. Mr. Sultan Bashir Mahmood Khan S/o Ch. M. Sharif Khan CNIC No.61101-3649924
4. Brig. Noor ud Din Ahmed (Retired) S/o Sham-ud Din Ahmad CNIC No.61101-4064617-3
5. Col. Bakhtiar Hakeem (Retired) S/o Mian Abdul Hakeem CNIC No.37405-0296501-5

2. ESTABLISHMENT OF "THINKERS FORUM PAKISTAN"

WHEREAS, the Association desired to constitute a thinkers forum in Pakistan as Trust having perpetual succession and therefore, the Association hereby decides and declares to constitute, "Thinkers Forum Pakistan" which shall be an institution having perpetual succession to be managed and governed by the following initially constituted /elected Governing Body, hereinafter also referred to as the Board of Governors:

1. Lt. Gen. (Retired) Muhammad Asad Ali Durrani  
Chairman (Board of Governor)
2. Maj. Gen. (Retired) S. H. Zaidi  
Director
3. Brig. (Retired) Noor ud Din Ahmed  
Director
4. Mr. Sultan Bashir Mahmood Khan  
Director
5. Col. (Retired) Bakhtiar Hakeem  
Director & Secretary (Board of Governor)

3. DEFINITIONS:

Unless there is anything contrary, in the subject or context, in this Deed:

- a) "Forum" means "Thinkers Forum Pakistan" established as Trust under this Deed of Declarations and also in abbreviation hereinafter referred to as the "TFP - TRUST".
- b) "Director" means the above named authors and includes members of TFP - TRUST who are approved by the Board of Governors to become Directors of the TFP - TRUST.
- c) "Donations" means receipts from Members or from any other source.
- d) "Member" means a person, being a citizen of Pakistan, admitted by the BOG.
- e) Board of Governors, means the governing body envisaged in Clause-2 above, and those Directors as may be approved on the Board thereafter in accordance with provisions herein contained, to run and manage the affairs of the TFP - TRUST.
- f) Beneficiaries mean the civil society in

Pakistan, the Nation and Pakistan, the beloved Country.

- g) Association means the authors of the TFP - TRUST named in Clause-1 at page - 1 of this Deed and persons who thereafter become members of the Association either by addition or deletion approved by 2/3 rd majority of its members in accordance the procedures/rules.
- h) "Rules" means the set of rules regulating the affairs of TFP - TRUST more specifically appear in this Deed or as may be separately made or amended by the BOG from time to time.
- i) "AGM" means Annual General Meeting of the Members;
- j) Initial Directors" means those members whose names appears in Clause-2 of page-1 of this Deed;
- k) "Person" includes any individual, corporation, entity, partnership, joint venture, association, trust organization, government department or local authorities;
- l) "Replacement Director" means a trustee appointed by the Remaining Director as per procedures in place of an outgoing /deceased Directors.
- m) "Secretary" means a Director appointed pursuant to the decision of the BOG as Secretary to the BOG pursuant to Rules.
- n) "Chairman" means a Director appointed as Chairman of the Board of Governors, by the Association.

#### 4. ESTABLISHMENT OF FUND:

The Association with the execution of this deed shall make available through contribution a fund in the amount of Rs.10,000/- (Rupees Ten Thousand Only), as an initial capital and subsequently every year from its inception an amount of Rs.10,000/- (Rupees Ten Thousand Only) will allocate to carry out objectives of the Trust envisaged in the Deed, which is vested into the Directors designated, nominated, constituted and now confirmed by these presents for the purpose of managing, controlling, utilizing and the said fund for the benefits and welfare of the Beneficiaries through a proper regulated system.

#### 5. NAME:

Unless otherwise there is any change in the nomenclature by a majority Resolution of the BOG the TFP - TRUST shall be called "Thinkers Forum Pakistan" (TFP - TRUST).

#### 6. PRINCIPAL OFFICE:

Unless otherwise subsequently changed/shifted by the TFP - TRUST the Principal Office of the TFP - TRUST shall be situated in Rawalpindi, (Pakistan) or at such other place in Pakistan as may be decided by the Board from time to time, with its sub-office(s) at any place in Pakistan or abroad.

#### 7. EXCLUSIVE RIGHTS TO NAME, SEAL, SYMBOL, COLOURS, MARK AND INSIGNIA:

The TFP - TRUST shall have the sole and exclusive right to use the words "TFP - TRUST", its seal, symbol, colours, emblem,

Mark or any other insignia adopted by its Board of Governors.

#### 8. PURPOSE

The TFP - TRUST is formed to struggle for 'Better Pakistan'. Its membership shall be open to citizens of Pakistan on yearly basis and on life time basis on such terms and conditions as may be approved by the BOG with the object for the advancement of knowledge, values, health, socio-economic conditions, safety of public at large and any other object beneficial to the mankind and enter into collaborations with any other institution / body /person/authority within Pakistan or abroad through a proper regulated system designed and approved by the BOG so as to execute the desired objects for the uplift of the beneficiaries.

#### 9. AIMS AND OBJECTIVES:

##### (i) Towards Society

- a. To act as a social group to promote and providing for sharing, hearing, listening and assisting the general social well-being and welfare of the society.
- b. Taking notice of the prejudices, and stratification and social injustice in the society. Working for promoting equality, tolerance, respect for voice, opinion and right of choice in the civil society.
- c. To act as an independent think tank, discussing and debating matters of common interest, to draw conclusions and present opinion of TFP - TRUST for the uplift of the society, Nation and the

Country.

- d. Setting up small 'umbrella' of sharing and caring, promoting 'small acts' as big, with a view to provide 'hope' to the people.
  - e. To stand for the well being of common man and the citizen.
- ii. Towards Nation
    - a. The role which ought to be played as a Muslim Nation in our region or as part of Ummah: A scrutiny of exhibited roles, followed by analysis and response.
    - b. To work for national solidarity, promote and highlight national stance always focusing on the common interests and unity of the Nation as a noble cause.
  - iii. Towards Pakistan
    - a. To suggest ways and means to bring improvements in the functions and functionaries of the administration.
    - b. To play a role in the Country's development and betterment within acceptable norms.

#### 10. LIMITATIONS OF FUNDING:

The TFP - TRUST shall prepare a plan to achieve self-sufficiency for the TFP - TRUST within appropriate span of time and thereby from time to time according to the needs.

#### 11. DONATIONS/GRANTS:

To receive and accept gifts, grants, aids, donations, benefactions of any nature/kind whatsoever for the purpose of fulfilling its objects, and to issue receipts/ acknowledgements therefor.

## 12. MEMBERSHIP & CONTRIBUTION

- i) Membership of TFP - TRUST shall be open at all times to the citizens of Pakistan renewable on yearly basis. The TFP - TRUST may also grant life time memberships and honorary memberships to persons and dignitaries as may be allowed by the BOG to run the affairs with excellence and to achieve the objects set under the Deed, with the valuable assistance of such members.
- ii) Except in case of honorary members, every Member shall pay entry-fee of a sum of Rs. 1,000/- renewable subsequently, on yearly basis on such fee or remuneration as may be determined by the BOG. Except as herein provided, if any member does not pay the contributions or fee or if his/her contribution(s) remain outstanding for more than six months, he/she shall not be entitled to continue the membership and membership of such person shall automatically cease to exist. Provided that where, in case of outstanding contributions, the BOG comes to the decision that the contributions have not been left outstanding intentionally, or that the contributions have been left outstanding due to force majeure circumstances, the BOG may, after providing an opportunity for the payment of outstanding contributions, allow him/her restoration of the Membership.
- iii) The BOG shall be empowered to set fee and such other terms and conditions for members/ citizens who are interested to

avail/apply for life time membership of TFP - TRUST.

- iv) An honorary membership may be granted/bestowed to any person by BOG at its discretion.

## 13. TRUSTEES AND PROCEEDINGS OF THE BOG

The rules separately formulated/to be formulated by the BOG and those set forth herein in this Deed (with such amendments, deletions and additions thereto as may be lawfully made) shall govern the appointment and retirement of the Directors and the proceedings of the Board.

## 14. PROCEEDS:

All proceeds and other revenues received by the Trust shall be retained by the TFP - TRUST. Those proceeds shall be available to the TFP - TRUST for the administration, operations and maintenance, improvement and related expenses to be incurred with respect to affairs of the TFP - TRUST..

## 15. BOARD OF GOVERNORS

There shall at all times be not less than (5) and no more than (7) Directors on the Board of Governors including its Chairman.

Notwithstanding any thing contained herein it would be the prerogative of the Board of Governors (by two third majority) to debar/cancel/suspend/restore any of the membership herein specified.

The term of any member on Board would be

for Five (05) Years at a time, with the provision to re-elect him/her for another term, without any limit of the number of terms. Any vacancy on the Board of Governors shall be filled in the same manner in which the elections of BOG are held, and any member appointed to fill such a vacancy shall serve for the remainder term for which his/her predecessor was appointed.

#### 16. DUTIES AND POWERS/AUTHORITIES OF BOARD OF GOVERNORS:

- (l) Powers/Authorities of BOG: TFP - TRUST is subject to the Prudent Man Rule which states that "a Member of the Board shall exercise his/her due diligence, the judgment and care, under the circumstances then prevailing, which men of prudence, character and intelligence exercise in the management of their own affairs, besides the following powers/authorities to be exercised by the BOG.
- (a) to seek, accept and receive koha, donations, subsidies, grants, endowments, gifts, legacies and bequests either in money or in kind or partly in money and partly in kind for all or any of the purposes of the TFP - TRUST; and
  - (b) to use as much of the TFP - TRUST Fund as the Board thinks appropriate in payment of the costs and expenses of the TFP - TRUST such costs and expenses being no greater than market rates; and
  - (c) to purchase, take on lease or licence, or grant sub-lease or sub-licence, or in

exchange or hire or otherwise acquire any land or personal property and any rights or privileges which the Board thinks necessary or expedient for the purpose of achieving the purposes of the TFP - TRUST, and to sell, exchange, mortgage, bail or lease, with or without option of purchase, or in any manner dispose of any such property, rights or privileges as aforesaid; and

- (d) to carry on any business either directly or indirectly and whether via companies, partnerships, trading TFP - TRUST or other structures, and in particular shall be able to incorporate, own shares in and operate a charitable company /institution for the purposes of carrying out any of the TFP - TRUST's wealth creation and commercial activities; and
- (e) to invest all or any part of the TFP - TRUST Fund in any way permitted by law and in such manner and upon such terms as the Board thinks fit; and
- (f) to borrow or raise money from time to time with or without security and upon such terms as to priority and otherwise as the Board thinks fit; and
- (g) to give guarantees and indemnities, alone or with third parties; and
- (h) to do all things as may from time to time appear necessary or desirable to enable the Board to give effect to and to achieve the purposes of the TFP - TRUST; and
- (i) to merge or amalgamate the TFP - TRUST and/or its assets with any other lawful institution of similar nature in the manner,

terms and conditions as may be deemed appropriate in the public and national interest.

(II) Duties of the BOG: All acts and proceedings of the TFP - TRUST shall be taken and conducted in the name of the TFP - TRUST and Directors shall be authorized:

- a) To receive, retain, use/spend/invest the fund money and otherwise deal with the subject matter in such a manner as the Board of Governors may deem fit within the framework of the objectives of the TFP - TRUST.
- b) To execute their responsibilities as assigned to them in the light of this Deed.
- c) To set policies and resolve on courses of action and means of implementing the same so as to achieve the purposes, of TFP - TRUST.
- d) To prepare a draft Activity Plan at least two (2) months before the AGM in each year. However no Activity Plan shall be necessary prior to the first AGM. The Activity Plan for the financial year will commence on the 1st July each year immediately preceding the date of the AGM at which it is to be approved.

17. INDEMNITY TO THE DIRECTORS/GOVERNORS/ASSOCIATION:

(i) The Chairman and the Directors acting in relation to any of the affairs of the Forum in good faith shall be indemnified out of the assets of the TFP - TRUST from and

against all suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts and no Directors shall be answerable for the acts, receipt, neglects or defaults of any other such persons or Directors with whom any money or effects belonging to the TFP - TRUST may be lodged or deposited.

(ii) None of the Directors of the BOG/Association shall be liable for:

- (a) a loss incurred by the TFP - TRUST Fund other than as a result of that Director's own dishonesty, or deliberate breach of trust;
- (b) the acts or omissions of anyone employed by including in contract or in.
- (c) claims against the Board that cannot be satisfied because:
  - i. all or part of the TFP - TRUST Fund has been distributed, unless the distribution was a deliberate breach of trust by the then Board;
  - ii. any other circumstance not the fault of that Directors.

(d) No Director is obliged to take proceedings against any former Directors.

(e) Each of the Directors will be indemnified out of the TFP - TRUST Fund if the Directors incur any liability as the result of any act or omission by any of them as a Director, unless the liability is incurred as

the result of that Director own dishonesty or deliberate breach of trust.

- (f) The Board shall be entitled to pay Director indemnity insurance premiums on policies for same if available or the like.
- (g) Notwithstanding anything else in this Deed, no Director shall be liable for any breach of trust in respect of any duty to exercise the care, diligence and skill that a prudent person of business would exercise in managing the affairs of others or that a prudent person engaged in a profession, employment or business that is or includes acting as a trustee or investing money on behalf of others would exercise in managing the affairs of others merely (in either case) because the investments of the TFP - TRUST Fund are not diversified or otherwise.

#### 18. INFLUENCE

No Director or person associated with a Director shall derive any income, benefit or advantage from the TFP - TRUST where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:

- (a) professional services to the TFP - TRUST rendered in the course of business charged at no greater rate than market rates; or
- (b) interest on money lent at no greater rate than market rates.

#### 19. QUORUM FOR THE MEETING OF THE BOARD OF GOVERNORS:

At least three (3) Directors (including the Chairman of the Board of Governors) shall constitute quorum of the meeting of the Board of Governors. Presence of the Chairman or his nominee within the BOG, in case of his absence, shall be necessary for the quorum.

#### 20. ORGANIZATION & REMUNERATION:

The Board of Governors shall organize itself in such a manner, as it deems most appropriate to effectively carry out the authorized activities of the TFP - TRUST. Board of Governors may serve without pay, but may be reimbursed for actual and necessary travel and subsistence expenses incurred by them in the performance of the duties of the TFP - TRUST.

#### 21. REMUNERATION AND APPOINTMENT OF STAFF:

The BOG may appoint such number of officials/employees as may be required to perform its function properly and the conditions of the employment shall be determined by the Board of Governors.

#### 22. MANAGEMENT PROGRAM:

The Trustees shall develop a comprehensive program for the management of the TFP - TRUST within the framework set by the objectives of the TFP - TRUST.



### 23. MEETING OF THE BOARD OF GOVERNORS/AGM:

- (a) Subject to the provisions of this Clause and the Rules, the Board of Governors may determine the procedure of its meetings. For the time being, the Annual General Meeting of the Members would be held during the month of March, every year.
- (b) The Secretary shall convene the meetings of the Board of Governors and the AGM after the consent of its Chairman and it shall be held at any place in Pakistan, at the convenience of the Directors/Members.

### 24. MINUTES OF THE MEETING:

Minutes of the meeting or proceedings of all meetings signed by the Chairman shall be recorded and kept by the Secretary to the Board of Governors in a Minutes Book to be kept for that purpose.

### 25. AMENDMENT / ADDITION / DELETION IN THE RULES AND REGULATIONS

Changes/additions in this Deed or any Rules or Regulations framed and formulated by the Directors shall be made, amended or abrogated as the Director may decide through a resolution passed in its meeting by the Board of Governors with two third majority.

### 26. TFP - TRUST INCAPABLE OF EXECUTION/DISPOSITION OF SURPLUS ASSETS

The TFP - TRUST can only be wound up or

dissolved by the Association and in the event of revocation of the TFP - TRUST, all property, funds and assets remaining after the payment of all debts and liabilities of TFP - TRUST, shall be transferred to the Association. On the winding up or dissolution of the TFP - TRUST, all surplus assets after the payment of costs, debts and liabilities shall be given to the Association or at the sole wish of the Association to a such exclusively welfare/charitable organization within Pakistan in such manner as may be determined by the Association.

### 27. ACCOUNTS OF THE TFP - TRUST:

- i) The TFP - TRUST will maintain its account with any Scheduled Bank of Pakistan.
- ii) A proper system of maintenance of Account Books and vouchers and schedule of Financial Powers of various officials of TFP - TRUST will be prepared in the form of "TFP - TRUST's System of Accounts".

### 28. OPERATIONS OF THE BANK ACCOUNT:

- (i) Accounts for the TFP - TRUST shall be opened, operated and maintained jointly in the name of the TFP - TRUST in any scheduled Bank in Pakistan by the Secretary to the BOG, together with a Director duly authorized by the Board of Governors in this behalf.
- (ii) All the Cheques and withdrawals shall be signed jointly by the Secretary to the BOG and the Director duly authorized by the Board in this behalf, as a co-signatory.

## 29. INTERNAL AUDIT:

The Accounts of the TFP - TRUST will be regularly audited, on yearly basis, and the Board shall present the audited accounts of TFP - TRUST to AGM, every year.

## 30. POWER TO MAKE RULES, DELEGATE AUTHORITY & TO TAKE ADVICE

(a) The Board of Governors is empowered to make rules and subsequently amend modify revise the rules of TFP Trust so as to supplement the objectives and functions of the TFP Trust. The BOG shall also have the power to constitute any committee or similar body/Director(s) whether advisory or not responsible for particular functions or purposes and may delegate in writing any of its powers and duties to any such Committee, Body/ Director(s) who may without confirmation by the Board exercise or perform the delegated powers or duties in like manner and with the same effect as the Board could itself have exercised or performed them.

The BOG shall also have the authority to devise procedures, policy manuals, requirements or guidelines for any management or other structures which it considers necessary or desirable from time to time for the attainment of any of the charitable purposes of the TFP - TRUST and may review any of same at any time. Any person, Committee, delegate or other entity of such description shall be required to perform to all reasonable requirements of the Board

at all times and to report to the Board upon request.

- (a) Any Committee or person to whom the Board has delegated powers or duties shall be bound by the terms of this Deed and shall be deemed to totally accept such responsibility.
- (b) Every such delegation shall be revocable at will, and no such delegation shall prevent the exercise of any power or the performance of any duty by the Board.
- (c) It shall not be necessary that any person who is appointed to be a member of any such committee or entity, or to whom any such delegation is made, be a member of the Board.
- (d) The Board may take and act upon the opinion of any Barrister, solicitor, or other suitably qualified Legal Adviser practicing in Pakistan whether in relation to the interpretation of this Deed or any other document or statute or to the administration of the TFP - TRUST or otherwise, without being liable in respect of any act done by them in accordance with such opinion.

## 31. AUTHORITY TO REGISTER THE DEED:

The Secretary to the Board of Governors, Col (R) Bakhtiar Hakeem shall be the authorized person on behalf of the Board of Governors/executants to appear, execute and present this Deed before the Registration Authority at Rawalpindi (Pakistan) for completion and registration.

IN WITNESS THEREOF the Association

Persons declares "TFP - TRUST" and the Trustees accept the same to these presents have hereunto set their respective hands the day, month and year first hereinabove written for forming this Trust.

EXECUTANT(S)

1. Lt. Gen. Muhammad Asad Ali Durrani  
(Retired) CNIC No.37405-9212151-5
2. Maj. Gen. S. H. Zaidi (Retired)  
CNIC No.37405-0389803
3. Mr. Ch. Sultan Bashir Mahmood Khan  
CNIC No.61101-3649924
4. Brig. Noor ud Din Ahmed (Retired)  
CNIC No.61101-4064617-3
5. Col. Bakhtiar Hakeem (Retired)  
CNIC No.37405-0296501-5

Witnesses:

1. Mr. Hassan A. Rana  
CNIC # 61101-2162806-3  
59-B Askari VII,  
Adyala Road, Rawalpindi
2. Mr. Irfan Alam Shah  
CNIC # 37405-4914092-1  
House 970 Cobb Lane,  
Rawalpindi Cantt

CERTIFICATE

Registered at No. \_\_\_\_\_  
Book No. \_\_\_\_\_ Volume No. \_\_\_\_\_  
\_\_\_\_\_ on pages No. \_\_\_\_\_  
to \_\_\_\_\_ and a duplicate copy  
pasted in the additional Book No. \_\_\_\_\_  
on Butts \_\_\_\_\_ to \_\_\_\_\_  
on this \_\_\_\_\_th day of August  
2008.

The Executants and witnesses have signed in  
my presence.

Sub-Registrar ( II )  
Rawalpindi

THINKERS FORUM PAKISTAN - TRUST

RULES GOVERNING THE APPOINTMENT  
RENEWAL AND  
RETIREMENT OF OFFICE OF DIRECTORS,

PROCEEDINGS AND AFFAIRS OF THE  
BOARD

1. NUMBER OF DIRECTORS

1.1 The number of Directors shall at all times be not less than five (5) and not more than seven (7) PROVIDED THAT if at any time there are less than five (5) Directors in office, the remaining Directors shall, for a period not exceeding 6 months, be entitled to act until the number of Directors is restored to the minimum number and no act or decision of the Directors shall be called in to question on such account. If the remaining Directors fail to appoint a Replacement Director as a replacement within the six (6) month period the only act that the Directors may perform after the expiry of the six (6) months shall be to appoint a Replacement Director in accordance with the Board.

1.2 From the third Election AGM and at every Election AGM occurring thereafter, any Director who has served their current term must retire from office. Such retiring Directors shall retire at the conclusion of the relevant Election AGM unless otherwise reappointed.

1.3 New Directors as are required to replace the retiring Directors, shall be elected in the manner specified in Rule 3.4, such appointment to take effect contemporaneously with the retirement required above.

1.4 A retiring Director shall be eligible for nomination for re-election subject to the other provisions of the Deed of Declarations of TFP. Cont'd...P/2

1.5 Any decision as to which Directors are to retire at an Election AGM shall be made prior to the first Election AGM and notified to the Members no later than the calling for nominations for new Directors.

2. ELIGIBILITY

2.1 The following persons shall not be eligible for appointment as a Director and may not hold office as a Director:

(a) a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under the Insolvency laws in Pakistan

(b) a person who has been sentenced to imprisonment for any offence constituting moral turpitude unless that person has obtained a pardon or has served the sentence;

3. APPOINTMENT AND TERM OF OFFICE

3.1 (a) Each elected Director shall be appointed for a term of five (5) years.

(b) A Director may be re-appointed for another term of five (5) years.

(c) The maximum turn period any person may serve as a Director is not restricted to any number of times provided he/she is so re-elected.

3.2 A Director shall cease to hold office if:

(a) the Director resigns by prior written notice to the Board or the Secretary and the same is accepted by the Board.

(b) the Director is otherwise ineligible for election or appointment as a Director, in the opinion of the Board for any cogent reason.

(c) the Director dies while holding office as a Director;

(d) the Director loose the mental capabilities/becomes insane.

(e) the Director does not attend three (3) consecutive monthly Director meetings of which notice has been properly given, without the prior consent of the other Directors;

(f) The Director is found working against the object of the TFP and the Board so resolves with 2/3<sup>rd</sup> majority.

3.3 If the number of Directors drops below five (5) at any time the remaining

Directors shall have the power to appoint a Replacement Director and shall do so promptly to ensure that a Replacement Director is appointed to the Board within the Six (6) months period in order for the Board to continue to operate in accordance with Rule.

Cont'd...P/3

3.4 Replacement Directors shall only hold office for the residue of the term of office the Director whose place is taken would have otherwise served.

3.5 Upon every appointment, reappointment, retirement or cessation of office of any Director the Directors shall cause an entry thereof to be recorded in the minute book of the TFP.

4. CHAIRPERSON

The Directors shall elect a Chairperson, who shall also be a Director, at the first meeting of Board after the AGM in each year and at any other time when either position becomes vacant.

5. QUORUM

5.1 A quorum at meetings of the Board shall comprise three (3) Directors.

5.2 No business may be transacted at a meeting of Board if a quorum is not present.

5.3 Notwithstanding Rule 5.2, where the number of Directors in office at any

relevant time is less than the number of Directors required to form a quorum, then the remaining Directors may convene a meeting for the sole purpose of appointing additional Director(s).

- 5.4 Any Replacement Director appointed pursuant to Rule 3.4 shall have all the powers and responsibilities of a Director as if elected to that office pursuant to the Rules and no act or decision of the remaining Directors pursuant to this Rule or of the Replacement Director(s) shall be called into question on such account.

6. VALIDITY OF PROCEEDINGS

All acts done by any meeting of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director as aforesaid or that they or any of them were for any reason disqualified, be as valid as if such person had been duly appointed and was qualified to be a Director.

7. RESCISSION OR VARIATION OF RESOLUTIONS

Any resolution of the Directors may be rescinded or varied from time to time by the Board at any subsequent meeting by the same majority as was necessary to pass the resolution being rescinded or varied.

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8. MEETINGS OF DIRECTORS

- 8.1 The Directors shall hold an AGM within three (3) months of each Balance Date for the Financial Year just ended, or such later date with the consent of Council.

- 8.2 The Secretary shall give no less than one (1) month's notice of the AGM to the Directors and the Community, such notice to specify the date, time and place of the AGM.

- 8.3 The Directors shall determine the date for the AGM and advise the Secretary of such date early enough so as to enable the Secretary to comply with the requirements of Rule 8.2 and in the case of an Election AGM, to further comply with the requirement in Rule.

- 8.4 The business to be transacted at the AGM shall be the:
- (a) approval of the minutes from the previous AGM;
  - (b) the receipt of the annual report (including a report on the performance of the TFP against its Plan objectives for the relevant year);
  - (c) approval of the Activity Plan for the coming year;
  - (d) the Trust Treasurer's report and the approval of the audited Financial Statements; and
  - (e) the setting of the remuneration (if any) of Directors.

Any other business shall be deemed special business and shall be dealt with in accordance with Rule.

8.5 Notice in writing of any special business shall be given to the Secretary no less than twenty one (21) days prior to the AGM. The Secretary shall notify the Directors of the agenda, including all special business, no later than fourteen (14) days prior to the AGM and shall at the same time notify the Members.

8.6 Members shall be entitled to attend and be given a reasonable amount of time as determined by the Chairperson to speak at the AGM but shall not be entitled to vote at such meetings.

8.7 The Directors shall otherwise meet at such times and places as they may agree to dispatch the business of the TFP.

Other than a meeting of the Board called pursuant to Rule 5.3, any three (3) or more Directors may at any time summon a meeting of the Board.

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## 9. NOTICE OF MEETINGS

9.1 The Directors shall be given no less than five days' notice in writing by the Secretary of any meeting of the Board.

9.2 Any notice required to be given to any Director may be:  
(a) delivered by hand;

(b) sent by facsimile;  
(c) sent by e-mail;  
(d) sent by ordinary mail and in such case shall be deemed to have been received two days after posting.

9.3 It shall be the responsibility of each Director to notify the Secretary of his or her contact details and any change of contact details. Any notice shall be deemed to have been properly given, if it is posted, emailed or faxed to the latest contact details which the Secretary has been so notified, notwithstanding that it may not have actually been received by the Director.

9.4 Notice of any meeting may be abridged or waived if all of the Directors consent in writing to such abridgement or waiver.

## 10. ADJOURNMENT

If a quorum is not present within thirty minutes after the time appointed for any meeting the Director or Directors present may adjourn the meeting. Any meeting may be adjourned by the Trust Chairperson upon the adoption of a resolution for its adjournment.

## 11. CONTENT OF NOTICE

Every notice of meeting shall state the place, day, and hour of the meeting and every notice of a meeting summoned pursuant to Rule 8.8 shall state the matters to be discussed at that meeting. Notice of any meeting may be

abridged or waived if all the Directors who are for the time being in Pakistan consent in writing to such abridgement or waiver.

## 12. VOTING

12.1 Except as otherwise provided in this Deed and subject to the quorum requirements as to meetings, the Directors shall exercise their powers and discretions by a simple majority vote of the Directors present.

Cont'd...P/6

12.2 The Trust Chairperson shall have a second and casting vote in addition to his or her deliberative vote provided that such casting vote may only be exercised in the case of Director deadlock when voting on any particular issue and where such casting vote is made for continuance of the status quo.

## 13. INTERESTED DIRECTORS

13.1 A Director who in any way, whether directly or indirectly, has a material interest in any contract or proposed contract or arrangement or dealing with the Trust shall disclose the nature of that interest at a meeting of the Directors and such disclosure shall be recorded in the minutes of the meeting.

13.3 If any question shall arise at any meeting as to the materiality of a Director's interest or as to the entitlement of any

Director to vote and such question is not resolved by the Director voluntarily agreeing to abstain from voting, such question shall be referred to the Trust Chairperson of the meeting and the chairperson's ruling in relation to any such Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned has not been fairly disclosed.

13.4 Subject to compliance with the above disclosure requirements, any Director shall be entitled in a personal capacity (or otherwise) to have an interest in any entity or business having dealings with the Board.

## 14. MINUTES

14.1 A minute book shall be provided to and kept by the Secretary and all proceedings of the Directors shall be entered in the minute book.

14.2 Minutes signed by the Chairperson of the meeting at which the proceedings were transacted or by the Chairperson of the next succeeding meeting shall be evidence of the proceedings.

14.3 Where minutes of the proceedings at any meeting of Directors have been made in accordance with the provisions of these rules then, until the contrary is proved, the meeting shall be deemed duly held and convened and all



proceedings at that meeting to have been duly conducted.

#### 15. RESOLUTIONS IN WRITING

Notwithstanding any other provisions in the Deed or these rules, a resolution in writing signed by all the Directors or (as the case may be) shall be as effective for all purposes as a resolution passed at a meeting of the Board duly convened, held and constituted. Such resolution may consist of several documents in the same form, each signed by one or more of the Directors or members. Cont'd...P/7

#### 16. MEETINGS BY TELEPHONE

16.1 Notwithstanding any other provision in the Deed or these rules, the contemporaneous linking together of a number of the Directors being not less than a quorum, together with the Secretary or a person acting as a secretary, shall be deemed to constitute a meeting and all the provisions in these rules as to meetings shall apply to such meetings by telephone so long as the following conditions are met:

(a) all the participants for the time being entitled to receive notice of a meeting shall be entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such meeting. Notice of such meeting may be given by telephone;

(b) each of the participants taking part in the meeting by telephone, and the

Secretary or person acting as a secretary, must be able to hear each of the others taking part at the commencement of the meeting;

(c) at the commencement of the meeting each participant must acknowledge his or her presence for the purpose of such meeting to all the others taking part;

(d) a participant may not leave the meeting by disconnecting his or her telephone without having previously obtained the express consent of the chairperson of the meeting and shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone unless having obtained the express consent of the chairperson to leave the meeting as aforesaid.

16.2 Minutes of the proceedings at such meeting by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting or by the Secretary or person acting as a Secretary.

#### 17. EXECUTION OF DOCUMENTS

All documents required to be executed by the Directors shall be deemed to be validly executed and binding on the Trust if these documents have been entered into and executed by the authority of the Board of Governance previously given and signed by at least

two (2) Directors or any other person approved by the Board for the purpose and by affixing the common seal/stamp when required.

*Cont'd...P/8*

## 18. SECRETARY AND TRUST TREASURER

18.1 The Directors shall appoint from time to time a Secretary and a Trust Treasurer who may be the same person.

18.2 It shall be the duty of the Secretary to keep usual records of the business of the Trust and to notify Directors of intended meetings and the business to be transacted at such meetings.

18.3 It shall be the duty of the Trust Treasurer to keep usual and proper books of account and other financial records of the business to report to the Directors from time to time on the finances of the Trust Fund to present annual statements of account for audit and for consideration by the Directors and to prepare and file from time to time returns as and when required

18.4 The Secretary shall hold the common seal of the Trust.

## 19. REMOVAL AND RETIREMENT OF MEMBERS

A Member shall cease to be a Member if they retire at any time by giving notice to the Secretary. A person shall also cease to be a member if that person dies. Where a vacancy occurs for either of the

above reasons then the Electoral College Group shall be entitled to appoint a replacement Member.

## 6. ELECTION OF DIRECTORS

6.1 All Directors other than the Initial Directors and Replacement Directors shall be elected by the Association in accordance with the following framework and such other procedures as the Association may determine.

(a) At the initial meeting, the Members shall determine the date of the Election Meeting. Notice of the Election Meeting need only be given by the Secretary to Members who are not present at this initial meeting. The Association if desires may appoint any committee to hold election of Directors.

(b) No later than two (2) months prior to the date of the Election AGM the Secretary shall notify the Members of the following:

- (i) the number of Directors to be elected;
- (ii) the job description of the role as Director and skill set which candidates should have;

*Cont'd...P/9(9)*

- (iii) the place or places at which nomination forms may be obtained;
- (iv) where completed nominations may be lodged; and
- (v) the day and time nominations close

- (c) Every nomination of a candidate shall be in writing. Nomination forms shall be in such form as the Secretary decides, but shall include:
- (i) the full name and addresses of the candidate in Pakistan, and abroad if any;
  - (ii) received no later than the closing date;
  - (iii) a statement by the candidate that the candidate is not, and to the best of the candidate's knowledge and belief will not be on the date of the election, disqualified from holding office as a Director by reason of any of the matters set out in Rules.
  - (iv) the signature of the nominator and seconder and the candidate; and
  - (v) Include a summary of the candidate's experience and skills.

The Secretary shall be entitled to declare any nomination invalid where on reasonable grounds he has good cause to believe that the candidate is ineligible for election in terms of Rules of the TFP.

- (d) Immediately after the close off date for nominations the Secretary shall pass all valid nominations to the Association/Committee who shall assess each nomination against the Trust's needs and the skill required. If the number of valid nominations exceeds twice the number of Directors who are to be elected then the

Association/Committee shall select the most appropriate candidates from those nominated and advise the Secretary of the final candidates.

- (e) The Electoral College shall hold an Election Meeting no later than ten (10) days prior to the Election AGM with the purposes of voting on the final candidates in order to appoint the required number of new Directors.

#### 7. MEETINGS

The Secretary shall determine the time and place of the initial meeting required by Rules and thereafter the Electoral College shall meet at such times and places as it determines.

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#### 22. QUORUM

- (a) When a meeting is called for general business of the Association, a simple majority of appointed Members must be present to form a quorum. No business shall be transacted unless a quorum is present. If a quorum is not present within 30 minutes of the scheduled commencement time for the meeting regarding general business, a subsequent meeting shall be called within seven days.
- (b) When a meeting is held for the purpose of electing Directors, the time of such meeting having been agreed by a majority of those present at an earlier

Electoral College meeting, a quorum shall consist of a two-thirds majority of appointed members. However if a quorum is not present within 30 minutes of the scheduled commencement time then a second Election Meeting shall be held within one (1) week and the provisions of Rules shall apply:

- (c) If a second Election Meeting is required then a quorum shall either be:
  - (i) a two-thirds majority of the appointed Members; or
  - (ii) if a two-thirds majority is not present within 30 minutes of the scheduled commencement time, then those appointed Members present after the 30 minutes have passed.

23. Election of Directors:

The election of Directors shall be decided by a two-thirds majority of Members present at a meeting called for this purpose. Voting shall be conducted as follows:

- (a) each Member shall have as many votes in each round as there are the number of new Directors to be appointed from that round of voting;
- (b) voting may be by a show of hands, or if it is preferred by the Association, by ballot;
- (c) any final candidate who receives a two-thirds majority shall be appointed as a Director and disregarded from the next round of voting;

*Cont'd...P/11*

- (d) the above steps shall be repeated with the remaining final candidates until the required number of new Directors are elected, and
- (e) in the event that two final candidates are left in the final round of voting for one position, then the final candidate with the majority of votes shall be appointed.

24. NOTICE OF MEETINGS

- (a) The Members shall be given no less than three (3) days notice in writing by the Secretary of any meeting of the Association except for which the dates are set down at the initial meeting of the Association.
- (b) Any notice required to be given to any Member or Association may be:
  - (i) delivered by hand;
  - (ii) sent by facsimile;
  - (iii) sent by e-mail;
  - (iv) sent by ordinary mail and in such case shall be deemed to have been received two (2) days after posting.

- 25. It shall be the responsibility of each Member and Association to notify the Secretary of his, her or its contact details and any change of contact details. Any notice shall be deemed to have been properly given, if it is posted, emailed or faxed to the latest contact details which the Secretary has been so notified, notwithstanding that it may not have actually been received by the

Association or the Member . *Cont'd...P/12*

26. RESOLUTION THROUGH CIRCULATION IN LIEU OF MEETING

A resolution in writing through circulation, signed by, or confirmed in writing by, the Members is as valid as if it had been passed at a meeting of the Association/Board. Such written confirmation may be by letter (whether hand delivered, posted or faxed, or emailed).

1. Lt. Gen. Muhammad Asad Ali Durrani (Retired)  
CNIC No.37405-9212151-5
2. Maj. Gen. S. H. Zaidi (Retired)  
CNIC No.37405-0389803
3. Mr. Ch. Sultan Bashir Mahmood Khan  
CNIC No.61101-3649924
4. Brig. Noor ud Din Ahmed (Retired)  
CNIC No.61101-4064617-3
5. Col. Bakhtiar Hakeem (Retired)  
CNIC No.37405-0296501-5