



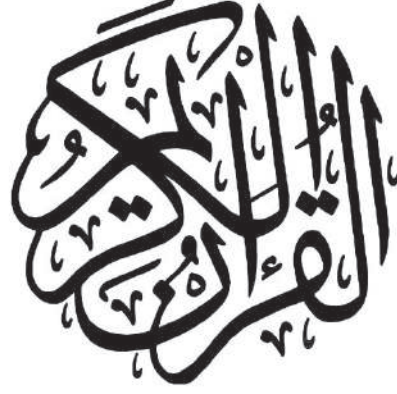
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📘 Pakistan Agricultural  
Scientists Forum



# *Constitution*

Pakistan Agricultural Scientists Forum (PAS Forum)  
(SECP. Reg. No. 1451)  
House No. 772, Street No. 08, Shahzad Town Islamabad

Pakistan Agricultural Scientists Forum (PAS Forum)



## بِسْمِ اللّٰهِ الرَّحْمٰنِ الرَّحِیْمِ

مَثَلُ الَّذِيْنَ يُنْفِقُوْنَ اَمْوَالَهُمْ فِيْ سَبِيْلِ اللّٰهِ كَمَثَلِ حَبَّةٍ اَنْبَتَتْ سَبْعَ سَنَابِلٍ فِيْ كُلِّ سُنْبُلَةٍ مِّائَةٌ  
حَبَّةٌ وَاللّٰهُ يُضْعِفُ لِمَنْ يَّشَاءُ وَاللّٰهُ وَّاسِعٌ عَلِيْمٌ ﴿۲۶۱﴾

جولوگ اللہ کے راستے میں اپنے مال خرچ کرتے ہیں ان کی مثال ایسی ہے جیسے ایک دانہ سات بائیں اگائے (اور) ہر  
بال میں سو دانے ہوں۔ اور اللہ جس کیلئے چاہتا ہے (ثواب میں) کئی گنا اضافہ کر دیتا ہے۔ اللہ بہت وسعت والا (اور)  
بڑے علم والا ہے

The wealth spent in the way of Allah is like a seed which grows seven spikes and each  
spike contains hundred grains and Allah weakens to whom ever He wills and Allah  
is wide and knowledgeable (Al-Quran, 261)



# Pakistan Agricultural Scientists Forum (PAS Forum)

(SECP. Reg. No. 1451)

## Article 1

### Name:

The name herein refers to the “Pakistan Agricultural Scientists Forum” and will be abbreviated as ‘PAS Forum’.

## Article 2

### Aim:

To seek the pleasure of almighty ALLAH whilst working for the establishment of the Islamic rule of law (DEEN) in general human life, and especially in the field of agriculture.

## Article 3

### Objectives:

- i. To motivate the agricultural scientists to follow the basic tenets of Islam
- ii. To provide a platform for agricultural scientists, agreeing with the mission and program of the PAS Forum
- iii. To organize ideological, moral and professional training of members
- iv. To help align the National Agricultural Policy according to the principles of Islam
- v. To contribute towards the national agricultural education, research, and extension services with a passion
- vi. To strive for the solution of the problems of agricultural scientists

## Article 4

### Action Plan:

- i. Making arrangements for the provision and reading of Islamic and professional literature.
- ii. Establishing working groups to devise policy recommendations and action plans for improvement of different sub-sectors of agriculture.
- iii. Devising strategies to combat the issues faced by the agricultural fraternity in Pakistan and the Islamic world.
- iv. Organizing conferences, seminars/webinars, workshops, and initiating the dialogues on current issues of agriculture.
- v. Publishing books, journals, magazines, and other relevant material to keep agricultural professionals updated on current scenarios of agriculture both nationally and globally.
- vi. To align the professional associations, institutions and organizations on constructive lines to strive for the solution of the problems of agriculture profession and institutions.

## Article 5

### a). Membership eligibility

Anyone can be a member of the PAS Forum, fulfilling the following criteria:



- i. A graduate of agricultural and related sciences (rural sociology, food and nutrition, food security, agricultural economics, business, etc.) and actively involved in the agricultural research and development.
- ii. A member of any public or private organization engaged in agricultural business, research, and development.
- iii. All agricultural students, farmers, agriculture diploma holders and other non-agrarians can be associate members, however they must fulfil all eligibility criteria from iv to vi mentioned in this article.
- iv. Who agrees with the mission and objectives of the PAS Forum and abides by the constitution of the PAS Forum.
- v. Who follows the guidance of Allah in his/her life.
- vi. Who pays the annual/lifetime membership fee and volunteers his/her time for the activities of the PAS Forum.

#### **b). How to become member**

- i. To become a member of the PAS Forum, one needs to fill the membership form showing his/her will to obey the constitution of the PAS Forum.
- ii. The chairman of the PAS Forum has an authority to accept or reject the membership application without disclosing any reason.
- iii. Every member needs to take oath as mentioned in annexure I.

#### **c). Types of membership**

An applicant interested to become a member of the PAS Forum can opt any of the following options whilst filling the membership form:

- i. **Regular membership:** Anyone fulfilling the eligibility as mentioned in Article 5a of the PAS Forum constitution can be a regular member of the same and should renew his or her membership by paying the annual membership fee as approved by the executive council from time to time.
- ii. **Lifetime membership:** Anyone fulfilling article 5a of the PAS Forum can be a lifetime member if one remains a regular member of the PAS Forum for five consecutive years. To opt for lifetime membership, an applicant must pay a lifetime membership fee as approved and revised by the executive council from time to time. Nevertheless, the executive council has authority to offer lifetime membership to anyone who fulfills the eligibility as mentioned in article 5a of PAS Forum constitution with full consensus.
- iii. **Associate membership:** Any person fulfilling the eligibility as mentioned in article 5a-III of the PAS Forum can become an associate member by paying half of the regular membership fee as approved by the executive council. However, an associate member does not have the right to vote for the election of the executive council of the PAS Forum.



#### **d). Cancellation of membership/resignation**

Any of the three types of memberships can be cancelled with the approval of executive council of PAS Forum if any of the followings is observed:

- i. If a member is found to be involved in activities contradicting the constitution of the PAS Forum or has no interest in the activities of the PAS Forum.
- ii. A member can resign from PAS Forum membership at any time submitting his/her written resignation to the local/provincial/regional coordinator or executive council.
- iii. Chairman can suspend the membership of any member in anticipation and will intimate the member within one week, however the suspension or removal of membership needs endorsement from the executive council.

### **Article 6**

#### **Executive Council**

The formation of the executive council of the PAS Forum consists of chairman (1), members of board of directors (5), vice chairman (1), general secretary (1), finance secretary (1), joint secretary (1), regional presidents (7), regional vice presidents (7) and executive member female (1). and executive associate member (1).

#### **a). Board of directors**

- i. The board of directors consists of five members including one chief executive of the PAS Forum, elected for three years.
- ii. All members of the board of directors, including the chief executive will be part of the executive council, and they have the right to cast their vote in executive council decisions.

#### **b). Chairman, Vice Chairman and Joint Secretary**

- i. The chairman, vice chairman and joint secretary of the PAS Forum are the central leading executives responsible to run all the activities of the PAS Forum for a period of two years .
- ii. The candidates of chairman can be among the directors or lifetime members. However, for vice chairman and joint secretary lifetime membership is not compulsory.

#### **c). General Secretary and Finance Secretary**

The general secretary and finance secretary will be nominated from the members of the PAS Forum by chairman PAS Forum.



#### **d). Regional Presidents and Vice Presidents**

- i. For effective and smooth working of the PAS Forum activities, the country is divided into seven regions namely, (1) Khyber Pakhtunkhwa (KP), (2) Azad Jammu and Kashmir and Gilgit Baltistan, (3) Federal Capital, (4) North Punjab (Rawalpindi, Gujranwala, Lahore, Sargodha, Faisalabad divisions), (5) South Punjab (Sahiwal, Multan, Bahawalpur, Dera Ghazi Khan divisions), (6) Sindh and (7) Baluchistan.
- ii. Each of the region will be headed by a regional president and supported by a vice president.

#### **e). Executive member female**

- ii. A member can resign from PAS Forum membership at any time submitting his/her written resignation to the local/provincial/regional coordinator or executive council.
- iii. Chairman can suspend the membership of any member in anticipation and will intimate the member within one week, however the suspension or removal of membership needs endorsement from the executive council.

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**e). Executive member female**

She will be from the members of the PAS Forum as a female representative to enhance the participation of females in decision making.

**f). Executive member associate members**

He/she will represent the associate members of the forum.

**Article 7**

**Responsibilities of members of executive council**

- i. Chairman will be responsible to run the PAS Forum activities to achieve its aims and objectives. Chairman will be bound to take advice from the executive council in case of major decisions to run the activities in the best interests of the PAS Forum, but he/she can take decisions on his/her own if they are of urgent nature and need immediate fixing to run day to day activities of the PAS Forum.
- ii. Vice chairman will help the chairman to run the activities and will act as chairman in his/her absence.
- iii. General secretary will report to chairman about his activities which are but not limited to prepare the agenda of meetings, record keeping and preparation of annual reports and other related records of the PAS Forum.
- iv. Finance secretary is responsible to raise the funds, maintaining the financial records and devising strategies for funds generation along with preparation of the annual financial reports.
- v. Regional presidents will be responsible for activities of PAS Forum in their respective regions and vice chairmen will support the chairmen. In the absence of a chairman, vice chairman will take the charge as a chairman.



- vi. Female executive member will highlight the issue related to them and will also work to enhance the number of female members in the PAS Forum.
- vii. Members board of directors will monitor if the forum is working as per the constitution of the PAS Forum devised considering the principles of Islam and assure that best efforts are being made to achieve the aims and objectives of the forum. Members of board of directors can intervene directly if the things are proceeding against the constitution of the PAS Forum and may provide suggestions to improve the working of the forum. Nevertheless, executive council will have the final authority in decision making and role of members board of directors will be advisory only. The members of board of directors will participate in all meetings of the forum and will take part in voting for any issue. The chief executive will be responsible for all kind of documentation with SECP monitoring the PAS Forum activities according to bindings of SECP, highlight the opportunities of possible funding for innovative research and developments projects with the chairman and executive council. Member board of directors will help chief executive in this regard.

## **Article 8**

### **A) Electoral procedure of executive council**

- i. The executive council of the PAS Forum will initiate the election procedure two months before the end of term. Each term will start from 1<sup>st</sup> of January and will end after two calendar years
- ii. Executive council will nominate the five members of the board of directors for the term of three years and after completion of each term the executive council can replace 2/5 members, if needed. However, members of board of director can continue their services for more than one term after the approval from executive council. The board of directors can change the chief executive of the PAS Form through majority vote, i.e. 3(three) out of 5 (five). However, it will require the approval of executive council.
- iii. The election of chairman, vice chairman and joint secretary will be conducted through secret balloting by the regular and lifetime members of the PAS Forum throughout the world. Whereas the regional presidents and vice presidents will be elected through regular and lifetime members of their respective regions. In case of less than 10 members in any region, there will be no election in that region and the upcoming executive council will nominate/select regional president and regional vice president. If a region has no member, that region will be directly under central administration. For female and associate executive members elections, only females and associate members will cast their vote, respectively.



- iv. Executive Council will appoint an election commissioner to devise terms of reference (TORs) for conducting free and fair election of the office bearers of PAS Forum as detailed in previous articles. However, the voting must be through secret balloting. An election commission (three members including one convener) will be constituted by the executive council to conduct the election of the chairman, vice chairman and joint secretary, regional presidents and vice presidents, female executive member and associate executive member by providing the complete list of PAS Forum members (regular and lifetime members) to the election commission.
- v. To ease the electoral procedure, the executive council will propose the names of three potential candidates after seeking their consent for each position. However, the members can vote for any member other than the proposed ones.
- vi. Election commission is bound to conduct the election in 30 to 40 days, after provision of complete lists of potential candidates and members.
- vii. During session if any administrative position becomes vacant for any reason, the executive council may exercise its power to fill that position either by appointing election commission to conduct election for that position or the council can appoint/select any member of the PAS Forum for the remaining period of the term.
- viii. After election, all the administrative position holders will take the oath within two weeks after the declaration of results.
- ix. Chairman will appoint general secretary and finance secretary within one week after taking the oath.
- x. Every office bearer needs to take oath as mentioned in annexure II.

#### **B) Election Ethics**

- a) Self-nomination is strictly prohibited and a person presenting/nominating himself/herself for any position in the executive council of the PAS Forum will be automatically disqualified.
- b) Canvassing to vote for oneself is strictly prohibited.
- c) Any kind of grouping for or against any proposed candidate for the position is not allowed and such activity may lead to disciplinary action as per rules. However, advice on the suitability of a candidate for any position can be provided to the chairman, board of directors or to PAS Forum members.
- d) Chairman and executive council is bound for in time election, however in case of delay in election for any reason, previous council will continue working until the elections and oath of newly elected executive council

#### **Article 9**

##### **Subregional coordinators**

If deemed necessary for the smooth and extensive working of the PAS Forum, regional presidents can further split their regions to subregions and depute coordinators for any division, district, tehsil, etc. Furthermore, regional administration can appoint institutional coordinator as well. However, all nominations will need approval from executive council.



## **Article 10**

### **Meeting of Executive Council, Board of Directors and General Body**

- a) Meetings of the executive council meeting will be called by the chairman after every three months i.e. in March, June, September and December of each calendar year. However, any two members of the executive council can request for emergency meeting of executive council if needed to discuss any issue of urgent nature.
- b) The chairman will chair each meeting assisted by the general secretary. In the absence of the chairman, vice chairman or a member of the board of directors will be nominated by the chairman as a meeting chair.
- c) Decisions of the executive council will need the approval by 2/3 majority. However, for decision making, at least 1/2 of total executive council members should be present in the meeting.
- d) In general chairman will accept all the decisions made in executive council, but he/she can suspend any decision (s) after taking advice from the board of directors.
- e) If some conflict appears between chairman and executive council, general body meeting may be called to have the member's opinion.
- f) There will be annual general body meeting at any suitable time during the calendar year at any venue with more than ten PAS Forum members. However, two consecutive meetings will not be at the same place/region.
- g) Board of directors will meet annually to look into the official matters of PAS Forum with SECP.

## **Article 11**

### **Fund Raising**

- a) Funds will be generated from the PAS Forum members and companies involved in agricultural business.
- b) Chief executive will explore the funding opportunities private, government and international organization through research and developmental projects.
- c) Income will also be generated by research journals, books or any other entity owned by the PAS Forum
- d) Through involving members in extension and awareness work using different tools e.g. holding seminar, workshops, exhibitions, lectures, expert certification etc.

## **Article 12**

### **Utilization of funds**

- a) Chairman has authority to use the funds with approval from the executive council for any activity, however he can spend the funds in anticipation.
- b) Financial/audit report will be presented at the end of each financial year.
- c) Financial record will be maintained by finance secretary.



- a) If chairman is involved in activities against the constitution or he is not working as per constitution, members have right to put request to any member of the executive council to remove him.
- b) However, before going for vote of no confidence, executive council will examine the case closely and can decide either to continue with the current chairman if no evidence was found against the chairman or to remove via vote of no confidence.
- c) If the chairman is removed through no confidence vote, new chairman will be elected through elections as per procedure mentioned in article 7.

#### **Article 14**

##### **New rules and amendments in constitution**

- a) To achieve the aims and objectives of PAS Forum, executive council can make rules and laws which can become the part of constitution through 2/3 majority of the PAS Forum members during general body meeting or through postal or electronic consent whichever is the most convenient as per circumstances of the time.
- b) Amendment (s) in the constitution can only be made through 2/3 majority of the PAS Forum members in an open voting/show of hands.

#### **Article 15**

Being registered body through SECP, all members approved the conditions mentioned in **Annexure III (MEMORANDUM AND ARTICLES )** and **Annexure IV (ARTICLES OF ASSOCIATION )** as a part of the constitution of the PAS Forum.



## Annexure I

### Oath to become member of the PAS Forum

I ----- agree with the aims and objectives of Pakistan Agricultural Scientists Forum and will obey the rules and regulations mentioned in the constitution of the PAS Forum.

**Name:** -----

**Affiliation:** -----

**Date and Place:** -----



## Annexure II

### Oath for the Member of the Executive Council

I -----, who is elected/appointed as the ----- of the PAS Forum, am thankful to Allah and beg for His strength to fulfil the assigned responsibility at the best of my capacity, obeying the constitution of the PAS Forum. I also commit that I will work in my best capacity to fortify the ability of the Pas Forum and will protect the constitutional, religious, social, and professional limits of the PAS Forum. May Allah bless me to fulfil this responsibly and objectively.

**Name:** -----

**Position in Executive Council:** -----

**Date and Place:** -----



**Annexure III**  
**MEMORANDUM AND ARTICLES OF ASSOCIATION OF**  
**A COMPANY LICENCED UNDER SECTION 42**

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

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**PAKISTAN AGRICULTURAL SCIENTISTS FORUM**

- I. The name of the company is “**Pakistan Agricultural Scientists Forum**”.
- II. The registered office of the company will be situated in the Province of Punjab.
- III. The objects for which the company is established, are as follows:
  - (1) To act as a professional platform for agricultural scientists and professionals in academia and research, practically working in the field, including progressive farmers, to join hands, efforts and skills in order to foster and transfer of knowledge from and to scientists, field officers, academia and agribusiness personals from all related sectors including but not limited to crops, livestock, forest and natural resources of agriculture for the upliftment and betterment of the nation and agrarian community in particular.
  - (2) To build nation through securing food, conserving natural resources, alleviating hunger and poverty.
  - (3) To join hands with global partners for similar causes at regional and global scale.
  - (4) To have cutting-edge research in the field of animal and plant sciences focusing on national as well as global agricultural developments.
  - (5) In order to promote the above objects, the company will also do the following:
    - (a) To groom the agricultural experts professionally.
    - (b) To bridge the widening gap between agro-based industry and impact-oriented research.
    - (c) To play the professional role to uplift the agro-based industry
    - (d) To promote agricultural education, research and extension prioritizing the national interests.



- (e) To promote problem-based scientific research in Pakistan particularly in agricultural and agro-based sectors.

**IV.** In order to achieve its object, the company shall exercise the following powers:

- (1) To appeal, solicit or accept contributions, donations, grants and gifts, in cash or in kind, from lawful sources and to apply the same or income thereof for the objects of the company.
- (2) To open and operate bank accounts in the name of the company and to draw, make, accept, endorse, execute and issue promissory notes, bills, cheques and other instruments.
- (3) To acquire, alter, improve, charge, take on lease, exchange, hire, sell, let or otherwise dispose of any movable or immovable property and any rights and privileges whatsoever for any of the objects or purposes specified herein above. Provided that the company shall not undertake the business of real estate or housing schemes.
- (4) To borrow or raise money, with or without security, required for the purposes of the company upon such terms and in such manner as may be determined by the company for the promotion of its objects.
- (5) To mortgage the assets of the company and / or render guarantee for the performance of any contract made, discharge of any obligation incurred or repayment of any moneys borrowed by the company.
- (6) To purchase, sell, exchange, take on lease, hire or otherwise acquire lands, construct, maintain or alter any building and any other moveable or immovable properties or any right or privileges necessary or convenient for the use and purposes of the company.
- (7) To nominate delegates and advisors to represent the company at conferences, government bodies and other gatherings.
- (8) To co-operate with other charitable trusts, societies, associations, institutions or companies formed for all or any of these objects and statutory authorities operating for similar purposes and to exchange information and advice with them.
- (9) To pay out of the funds of the company the costs, charges and expenses of and incidental to the formation and registration of the company.
- (10) To pay out of the funds of the company the costs, charges and expenses of and incidental to the formation and registration of the company.



by the company.

- (11) To create, establish, administer and manage funds including endowment fund conducive for the promotion of the objects of the company.
  - (12) To enter into agreements, contracts and arrangements with organizations, institutions, bodies and individuals for the purpose of carrying out the functions and activities of the company.
  - (13) To enter into agreements, contracts and arrangements with organizations, institutions, bodies and individuals for the purpose of carrying out the functions and activities of the company.
  - (14) To conduct, hold and arrange symposia, seminars, conferences, lectures, workshops and dialogue and to print, publish and prepare journals, magazines, books, circulars, reports, catalogues and other works relating to any of the objects of or to the work done by the company, subject to the permission, if required of the relevant authorities.
  - (15) To do all other such lawful acts and things as are incidental or conducive to the attainment of the above objects or any one of them.
- V.** The company shall achieve the above said objects subject to the conditions specified in Associations with Charitable and Not for Profit Objects Regulations, 2018 and any additional condition mentioned in the license.
- VI.** The territories to which the object of the company shall extend are declared to include whole of Pakistan.
- VII.** The liability of the members is limited.
- VIII.** Every member of the company undertakes that he shall contribute to the assets of the company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts or liabilities of the company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves an amount of Rs.200,000/- or such other amount as may be notified by the Commission.

In the case of winding up or dissolution of the company, any surplus assets or property, after the satisfaction of all debts and liabilities, shall not be paid or disbursed among the members, but shall be given or transferred to some other company established under section 42 of the Companies Act, 2017, preferably having similar or identical objects to those of the company and with the approval required under the relevant provisions of the Income Tax Ordinance 2001 and under intimation to the Securities and Exchange Commission of Pakistan.



## Annexure IV

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

### ARTICLES OF ASSOCIATION OF PAKISTAN AGRICULTURAL SCIENTISTS FORUM

1. In these Articles, unless the context or the subject matter otherwise requires:
  - (a) “the company” means “**Pakistan Agricultural Scientists Forum**”.
  - (b) “the office” means the registered office for the time being of the company.
  - (c) “the directors” mean the directors for the time being of the company.
  - (d) “the seal” means the common seal or official seal of the company as the case may be.
  - (e) “the Act” means the Companies Act, 2017.
  - (f) “the Commission” means the Securities and Exchange Commission of Pakistan.
  - (g) “the registrar” means the registrar of companies as defined in the Companies Act, 2017.
  - (h) “the register” means the register of the members to be kept in pursuant to section 119 of the Act.
  - (i) “chief executive” means the chief executive of the company.
  - (j) “secretary” means the secretary of the company.
  - (k) “memorandum” means the memorandum of association of the company.
  - (l) “person” includes an individual, company, corporation and body corporate.
  - (m) “articles” means the articles of association of the company.
  - (n) “board” means the board of directors of the company.
  - (o) “year” used in the context of financial matters shall mean financial year of the company.
  - (p) Expressions referring to writing shall be construed as including references to typewriting, printing, lithography, photography and other modes of representing or reproducing words in visible form.
  - (q) Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender.
  - (r) Unless the context otherwise requires words or expressions contained in these Articles shall be of the same meaning as in the Act or any



statutory modification thereof in force at the date at which these Articles become binding on the company.

### **MEMBERSHIP**

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

### **ADMISSION TO MEMBERSHIP**

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



## **CESSATION / EXPULSION FROM MEMBERSHIP**

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

## **GENERAL MEETINGS AND PROCEEDINGS ANNUAL GENERAL MEETING**

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

## **OTHER GENERAL MEETINGS**

14. All other meetings of the members of the company other than an annual general meeting shall be called "extraordinary general meetings".

## **EXTRAORDINARY GENERAL MEETINGS**



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

#### **NOTICE OF GENERAL MEETINGS**

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

#### **SPECIAL BUSINESS**

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

#### **QUORUM**

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

#### **EFFECT OF QUORUM NOT BEING PRESENT**

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



meeting, the members present in person or through video-link, being not less than two, shall be a quorum.

#### **CHAIRMAN OF MEETING**

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

#### **ADJOURNMENT**

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

#### **VOTING**

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

#### **CASTING VOTE**

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

#### **VOTES OF MEMBERS**

24. (1) Votes may be given on any matter by the members either personally or through video-link or by proxy or by means of postal ballot.  
(2) At any general meeting, the company shall transact such businesses



only through postal ballot as may be notified by the Commission.

### **OBJECTION TO VOTE**

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

### **MANAGEMENT AND ADMINISTRATION**

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

### **FIRST DIRECTORS**

30. The following subscribers of the memorandum of association shall be the first directors of the company, so, however, that the number of directors shall not in any case be less than that specified in section 154 and they shall hold office until the election of directors in the annual general meeting:
1. PROFESSOR DR. ZAHID ATA CHEEMA
  2. MR. HAFIZ WASI MOHAMMAD KHAN
  3. DR. MASOOD AHMAD SHAKIR
  4. DR. ABDUL WAKEEL
  5. DR. SAEED AHMAD ASAD

### **NUMBER OF DIRECTORS**

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



### **PROCEDURE FOR ELECTION OF DIRECTORS**

32. (i) The directors of the company shall be elected in accordance with provisions of sub-sections (1) to (4) of section 159 of the Act, in the following manner:
- (a) the directors of the company shall be elected by the members of the company in general meeting;
  - (b) each member shall have votes equal to the number of directors to be elected;
  - (c) a member may give all his votes to a single candidate or divide them, not being in fractions, between more than one of the candidates in such manner as he may choose; and
  - (d) the candidate who gets the highest number of votes shall be declared elected as director and then the candidate who gets the next highest number of votes shall be so declared and so on until the total number of directors to be elected has been so elected.
- (ii) If the number of persons who offer themselves to be elected is not more than the number of directors fixed by the directors under sub-section (1) of section 159, all persons who offered themselves shall be deemed to have been elected as directors.

### **CASUAL VACANCY AND ALTERNATE OR SUBSTITUTE DIRECTORS**

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

### **REMOVAL OF DIRECTOR**

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



### **CHAIRMAN OF THE BOARD**

formation and regulation of the company.

- (h) To constitute from time to time committee(s) from among themselves or co-opt other persons for the purpose and delegate to them such functions and powers as the board may deem fit to carry out the objects of the company.
- (i) Subject to the provisions of section 183 of the Act, the directors may exercise all the powers of the company to borrow and mortgage or charge its undertaking, property and assets (both present and future) or issue securities, whether outright security for any debt, liability or obligation of the company.

### **PROCEEDINGS OF THE BOARD**

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



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

### **RESOLUTION THROUGH CIRCULATION**

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

### **CHIEF EXECUTIVE**

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

### **QUALIFICATION OF THE CHIEF EXECUTIVE**

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

### **REMOVAL OF CHIEF EXECUTIVE**

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

### **MINUTE BOOKS**

45. The directors shall cause records to be kept and minutes to be made in book or books with regard to-
- (a) all resolutions and proceedings of general meeting(s) and the meeting(s) of directors and committee(s) of directors, and every member present at any general meeting and every director present at any



- meeting of directors or committee of directors shall put his signature in a book to be kept for that purpose;
- (b) recording the names of the persons present at each meeting of the directors and of any committee of the directors, and the general meeting; and
  - (c) all orders made by the directors and committee(s) of directors:

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

#### **SECRETARY**

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

#### **COMMITTEES**

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

#### **CHAIRMAN OF COMMITTEE MEETINGS**

48. A committee may elect a chairman of its meetings, but, if no such chairman is elected, or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the same or is unwilling to act as chairman, the members present may choose one of them to be the chairman of the meeting.

#### **PROCEEDINGS OF COMMITTEE MEMBERS**

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



### **VALIDITY OF DIRECTORS' ACTS**

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

### **THE SEAL**

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

### **FINANCES**

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

### **ACCOUNTS**

#### **BOOKS OF ACCOUNT**

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

### **INSPECTION BY MEMBERS**

55. The directors shall from time to time determine the time and places for inspection of the accounts and books of the company by the members not



being directors, and no member (not being a director) shall have any right to inspect any account and book or papers of the company except as conferred by law or authorized by the directors or by the company in general meeting.

#### **ANNUAL ACCOUNTS**

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

#### **COPY OF ACCOUNTS TO BE SENT TO MEMBERS**

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

#### **AUDIT**

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

#### **NOTICE TO MEMBERS**

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

#### **INDEMNITY**

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

#### **SECRECY**

61. Every director, secretary, auditor, trustee, member of a committee, officer,



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

#### **WINDING UP**

62. In the case of winding up or dissolution of the company, any surplus assets or property, after the satisfaction of all debts and liabilities, shall not be paid or disbursed among the members, but shall be given or transferred to some other company established under section 42 of the Act, preferably having similar or identical objects to those of the company and with the approval required under the relevant provisions of the Income Tax Ordinance, 2001 and under intimation to the Securities and Exchange Commission of Pakistan.
63. With regard to winding up, the company shall comply with the relevant provisions of the Act and the conditions of licence granted under section 42 of the Act or any directions contained in a revocation order passed by the Commission under the said section 42.

#### **SUPPLEMENTARY PROVISIONS RELATING TO TAX**

64. The company shall abide by and adhere to the following rules:
  - (i) The company shall get its annual accounts audited from a firm of Chartered Accountants.
  - (ii) The company shall, in the event of its dissolution, after meeting all liabilities, transfer all its assets to an Institution, fund, trust, society or organization, which is an approved non-profit organization, and intimation of such transfer will be given to Commissioner, Federal Board of Revenue, within ninety days of the dissolution.
  - (iii) The company shall utilize its money, property or income or any part thereof, solely for promoting its objects.
  - (iv) The company shall not pay or transfer any portion of its money, property or income, directly by way of dividend, bonus or profit, to any of its members(s) or the relative or relatives of member or members.



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

A088253



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

**LICENCE**

**UNDER SECTION 42 OF THE COMPANIES ACT, 2017**

Whereas it has been proved to the satisfaction of the Securities and Exchange Commission of Pakistan (the "Commission") that an association to be named as-

**PAKISTAN AGRICULTURAL SCIENTISTS FORUM**

is to be formed as a public limited company under the Companies Act, 2017, with the primary object "To act as a professional platform for agricultural scientists and professionals in academia and research, practically working in the field, including progressive farmers, to join hands, efforts and skills in order to foster and transfer of knowledge from and to scientists, field officers, academia and agribusiness personnel from all related sectors including but not limited to crops, livestock, forest and natural resources of agriculture for the upliftment and betterment of the nation and agrarian community in particular." and other objects mentioned in Memorandum of Association and it (a) intends to apply its profits and income towards those objects and (b) prohibits the payment of any dividend or profit to its members (c) ensures that its objects and activities are not and shall not, at any time, be against the laws, public order, security, sovereignty and national interests of Pakistan.

2. Now, therefore, in pursuance of section 42 of the Companies Act, 2017, the Commission is pleased to grant licence to the said Association and direct that it may be registered as a public limited company without addition of the words "Limited" or "(Guarantee) Limited" to its name.

3. This licence is granted for a period of three (3) years subject to other conditions as mentioned in the Association with Charitable and Not for Profit Objects Regulations, 2018 or any other additional condition(s) where mentioned overleaf.

4. Given under my hand at Islamabad this 27<sup>th</sup> day of May, 2021.



(AAMIR KHAN)  
COMMISSIONER (CCD-CLD)

Licence No. 1451

No. CLD/CCD/Co.42/35/2020