



United Nations
Educational, Scientific and
Cultural Organization



Intangible
Cultural
Heritage

NGO accreditation

ICH-09 – Form

Reçu CLT / CIH / ITH

Le **10 MAI 2017**

N°0311.....

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REQUEST BY A NON-GOVERNMENTAL ORGANIZATION TO BE ACCREDITED TO PROVIDE ADVISORY SERVICES TO THE COMMITTEE

DEADLINE 30 APRIL 2017

Instructions for completing the request form are available at:

<http://www.unesco.org/culture/ich/en/forms>

1. Name of the organization

1.a. Official name

Please provide the full official name of the organization, in its original language, as it appears in the supporting documentation establishing its legal personality (section 8.b below).

THAAP

1.b. Name in English or French

Please provide the name of the organization in English or French.

THAAP

2. Contact of the organization

2.a. Address of the organization

Please provide the complete postal address of the organization, as well as additional contact information such as its telephone number, e-mail address, website, etc. This should be the postal address where the organization carries out its business, regardless of where it may be legally domiciled (see section 8).

Organization: THAAP

Address: 43-G, Gulberg III, Lahore, Pakistan

Telephone number: 042-35880822

E-mail address: meexa_rishi@hotmail.com

Website: www.thaap.pk

Other relevant information:

2.b Contact person for correspondence

Provide the complete name, address and other contact information of the person responsible for correspondence concerning this request.

Title (Ms/Mr, etc.):	Ms. Meeza Ubaid
Family name:	Ubaid
Given name:	Meeza Ubaid
Institution/position:	Secretary to the Culture and Development Program of THAAP
Address:	63-B, DHA phase 8, Lahore, Pakistan
Telephone number:	0092-321-5124436
E-mail address:	meexa_rishi@hotmail.com
Other relevant information:	

3. Country or countries in which the organization is active

Please identify the country or countries in which the organization actively operates. If it operates entirely within one country, please indicate which country. If its activities are international, please indicate whether it operates globally or in one or more regions, and please list the primary countries in which it carries out activities.

<input checked="" type="checkbox"/> local
<input checked="" type="checkbox"/> national
<input type="checkbox"/> international (please specify:)
<input type="checkbox"/> worldwide
<input type="checkbox"/> Africa
<input type="checkbox"/> Arab States
<input type="checkbox"/> Asia & the Pacific
<input type="checkbox"/> Europe & North America
<input type="checkbox"/> Latin America & the Caribbean
Please list the primary country(ies) where it is active:

4. Date of its founding or approximate duration of its existence

Please state when the organization came into existence, as it appears in the supporting documentation establishing its legal personality (section 8.b below).

Informal December 2006; Formal 04-10-2011

5. Objectives of the organization

Please describe the objectives for which the organization was established, which should be 'in conformity with the spirit of the Convention' (Criterion C). If the organization's primary objectives are other than safeguarding intangible cultural heritage, please explain how its safeguarding objectives relate to those larger objectives.

Not to exceed 350 words; do not attach additional information

THAAP has established 4 sub-sets to focus on the many areas of interest to the organization and has grown its operations in a short time by separating its various interests and giving each due focus. These sub-sections and corresponding objectives are listed as follows:

- a. THAAP Conference: an Avenue for Intellectual and Creative Discourse
- b. THAAP Safeguarding Culture Heritage: for Community based Interventions
- c. THAAP Crafts: A Marketing Window
- d. THAAP Publications: for dissemination.

1. The purpose of THAAP endeavor is exploring, strengthening and extending the rich culture and cultural expressions in art and architecture as well as promote the historical and cultural understanding of Pakistan in general and Punjab as well as Kalash in north of Pakistan in particular.

2. ThAAP aims to reassess and revisit history and create scholarship and knowledge of the old and recent history from the people's perspective and disseminate to a wide audience.

3. THAAP believes that Culture is intrinsic to individuals and communities and integral to the human condition. It links culture to the inalienable rights of individuals and communities and at the core of development and poverty alleviation strategies.

4. THAAP endeavors to create a nexus between the cultural assets of communities, both tangible and intangible, and their economic development. It appreciates that the safeguarding of cultural assets can only be achieved if linked to economic opportunities and livelihood for communities.

5. The preservation and conservation of the rich heritage of Pakistan in both its tangible and intangible form is of special focus to the organization's mission. This includes both archaeological remains and the numerous historic and architectural sites spread in different parts of Pakistan, as well as the rich craft traditions and the many forms of intangible expression.

6. The continuing quest for ideas and the creative impulse has been an inherent part of civilization; the human condition and the thread woven in the past continues in the present, finding new ways of expression, giving new meanings and discovering new directions.

7. THAAP strives to safeguard ICH through the later integration in education and learning.

6. The organization's activities in the field of safeguarding intangible cultural heritage

Sections 6.a to 6.d are the primary place to establish that the NGO satisfies the criterion of having 'proven competence, expertise and experience in safeguarding (as defined in Article 2.3 of the Convention) intangible cultural heritage belonging, inter alia, to one or more specific domains' (Criterion A).

6.a. Domain(s) in which the organization is active

Please tick one or more boxes to indicate the primary domains in which the organization is most active. If its activities involve domains other than those listed, please tick 'other domains' and indicate which domains are concerned.

- oral traditions and expressions
- performing arts
- social practices, rituals and festive events
- knowledge and practices concerning nature and the universe
- traditional craftsmanship
- other domains - please specify:

Education

6.b. Primary safeguarding activities in which the organization is involved

Please tick one or more boxes to indicate the organization's primary safeguarding activities. If its activities involve safeguarding measures not listed here, please tick 'other safeguarding measures' and specify which ones are concerned.

- identification, documentation, research (including inventory-making)
- preservation, protection
- promotion, enhancement
- transmission, formal or non-formal education
- revitalization
- other safeguarding measures – please specify:

6.c. Description of the organization's activities

Organizations requesting accreditation should briefly describe their recent activities and their relevant experience in safeguarding intangible cultural heritage, including those demonstrating the capacities of the organization to provide advisory services to the Committee. Relevant documentation may be submitted, if necessary, under section 8.c below.

Not to exceed 550 words; do not attach additional information

THAAP registered as a Not-For-Profit Section 42 Company with the Securities Exchange Commission of Pakistan (SECP) in 2011; however, before this formal registration THAAP came into existence in 2006 and was actively involved in the cultural mapping projects in the three districts of South Punjab. THAAP is headquartered in Lahore and maintains a field office in Bahawalpur.

THAAP in collaboration with UNESCO, is carrying out Community based Inventory in all 3 Kalasha valleys Mumuret (Bumburet), Biriu (Birir), and Rukmu (Rumbur), for the Safeguarding of Intangible Cultural Heritage under the framework of the Convention 2003 since 2015.

This current project stems from an approximately year long interaction with the Kalasha community through a project funded by the Canada Fund For Local Initiatives (CFLI) implemented in the Kalasha Bumburet Valley between November 2015 and March 2016.

The methodology for the inventory of the intangible cultural heritage, Community Based Inventory form and the database that has been developed by THAAP has been adopted by the Government of Pakistan and is in use nationwide.

The element chosen and sent through the Government of Pakistan for inscription on UNESCO's list of ICH in need of Urgent Safeguarding i.e. "Suri Jagek: The Kalasha Meteorological and Astronomical Practice of Observing the Sun, Moon, Stars, and Shadows" was to be researched upon further and a list of potential ICH elements to be submitted the USL or the Representatives List of Humanities was to be prepared.

THAAP has successfully completed an assignment for PSDF in district Rahim Yar Khan and Vehari through the "Skill for Market 2014-15" Project. This pertained to the Safeguarding of the Embellished fabric traditions of South Punjab and the empowerment of women

In 2012 THAAP, participated in another Safeguarding of ICH in South Punjab. THAAP partnered with USAID's Entrepreneurs Project of 'Strengthening of Hand Embellished Fabric Value Chain in South of Punjab.' Under this project THAAP has been operational in 4 districts of South Punjab and has gained valuable experience of working with 5000 women embellishers belonging to diverse communities. Under this project THAAP has successfully established 100 Centers (44 in Bahawalpur, 23 in Multan, 17 in Lodhran and 16 in DG Khan) each having 50 women embellishers working under a female sales agent and a master trainer.

In terms of achievements THAAP has successfully trained and empowered more than 10,000 artisans through its works in South Punjab resulting in nearly 70,000 indirect beneficiaries and about 120,000 people made aware of the nexus between culture, social and economic development as well as benefits of capacity building.

THAAP's Project in December 2011 was "Promoting Cultural Industries for Poverty Alleviation in District Bahawalpur", a UNESCO-Dutch Funded project, which also involved training women in the Disaster prone area of Cholistan in marketable skills based on the traditional crafts of the region through creation of collectives called ' Sanjhok'.

Between 2011 and 2014, THAAP has also been involved in a safeguarding activity related to the integration of ICH in education in FATA and Khyber Pakhtunwa as an implementing partner for the Asia Pacific Pilot project carried out in 4 countries.

In 2009-10 THAAP team provided critical inputs in the UNESCO-Norway funded Project "Mapping of Cultural Assets in Districts Multan and Bahawalpur", and later in Vehari, and developed a database which includes the villages where special skills of craft-making is available.

6.d. Description of the organization's competence and expertise

Please provide information on the personnel and membership of the organization, describe their competence and expertise in the domain of intangible cultural heritage, in particular those demonstrating the capacities of the organization to provide advisory services to the Committee, and explain how they acquired such competence. Documentation of such competences may be submitted, if necessary, under section 8.c below.

Not to exceed 200 words; do not attach additional information

THAAP is governed by a Board of Director's who are responsible for policy level decisions and appoint the administrative head, the Chief Executive Officer.

THAAP Advisory Pool has a large number of people to cater to the various sub-sets such as THAAP Conference and THAAP Publications. All Advisors are eminent persons from various fields (historians, economists, social scientists, community organizers etc.)

Board of Directors and their competence is as follows:

Prof. Pervaiz Vandal: Architecture

Prof. Sajida Haider Vandal: CEO, International Trainer UNESCO Asia Pacific for Intangible Culture and Heritage.

Ammr Haider Vandal: Architecture and Dance

Omar Haider Vandal: Film-Making

THAAP has about 40 key Members, some are mentioned as under:

Dr Anis Siddiqui :Architect

Prof Dr Rahat N Masud: Artist

Mr Umair Ghani: Photographer

Mr Qamar Mehdi: Horticulturist

Engg Imran Yasin Sheikh: Research on Water Management System

Prof Zafar Ali Khan: Literature

Prof Dr Neelum Naz: Architect

Ms Aamna Yaseen: Photographer

Prof. Dr. Gulzar Haider: Architect/ Artist/ Creative Writer

Ms Sahar Saqlain: Interior Designer and Researcher on Building Crafts

Mr Zamir Abbasi: Field Mobilization Specialist

7. The organization's experiences cooperating with communities, groups and intangible cultural heritage practitioners

The Committee will evaluate whether NGOs requesting accreditation 'cooperate in a spirit of mutual respect with communities, groups and, where appropriate, individuals that create, maintain and transmit intangible cultural heritage' (Criterion D). Please briefly describe such experiences here.

Not to exceed 350 words; do not attach additional information

THAAP has vast experience of working with ICH tradition bearers and practitioners and has sustained a strong bond with many men and women over the years through commitment and connectivity with local communities. Some of these ICH bearers came into contact with THAAP researchers/ experts and cultural professionals through various Safeguarding Projects that THAAP has been either a part of, or, has generated through its own initiatives. THAAP also maintains a database of TBs which is a useful resource to connect TBs to potential opportunities. In its field office in South Punjab, THAAP also has an information desk for assisting the South Punjab TBs to access livelihood enhancing avenues such as exhibitions and other events of economic significance. THAAP is currently involved with ICH activities in the Kalasha Valleys of Khyber Pukthankhawa. This connection has led to Community Based Inventorying (CBI) led by the community with the assistance of THAAP staff. The methodology, instruments and systems developed for CBI by THAAP have been adopted nationwide through the aegis of the Federal Government. These joint efforts by the community and THAAP have also resulted in the development of a dossier; prepared for one element's inscription on the list of ICH in need for Urgent Safeguarding. THAAP also plays an advocacy role for TBs and ICH communities in an effort to highlight their problems and promote special skills and knowledge under the custodianship of the tradition bearers.

8. Documentation of the operational capacities of the organization

The Operational Directives require that an organization requesting accreditation submit documentation proving that it possesses the operational capacities listed under Criterion E. Such supporting documents may take various forms, in light of the diverse legal regimes in effect in different States. Submitted documents should be translated whenever possible into English or French if the originals are in another language. **Please label supporting documents clearly with the section (8.a, 8.b or 8.c) to which they refer.**

8.a. Membership and personnel

Proof of the participation of the members of the organization, as requested under Criterion E (i), may take diverse forms such as a list of directors, list of personnel and statistical information on the quantity and categories of members; a complete membership roster usually need not be submitted.

Please attach supporting documents, labelled 'Section 8.a'.

8.b. Recognized legal personality

If the organization has a charter, articles of incorporation, by-laws or similar establishing documents, a copy should be attached. If, under the applicable domestic law, the organization has a legal personality recognized through some means other than an establishing document (for instance, through a published notice in an official gazette or journal), please provide documentation showing how that legal personality was established.

Please attach supporting documents, labelled 'Section 8.b'.

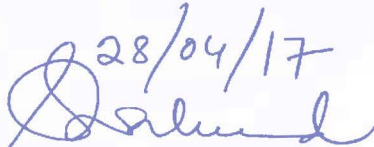
8.c. Duration of existence and activities

If it is not already indicated clearly from the documentation provided for section 8.b, please submit documentation proving that the organization has existed for at least four years at the time it requests accreditation. Please provide documentation showing that it has carried out appropriate safeguarding activities during that time, including those described above in section 6.c. Supplementary materials such as books, CDs or DVDs, or similar publications cannot be taken into consideration and should not be submitted.

Please attach supporting documents, labelled 'Section 8.c'.

9. Signature

The application must include the name and signature of the person empowered to sign it on behalf of the organization requesting accreditation. Requests without a signature cannot be considered.

Name:	Prof. Sajida Haider Vandal
Title:	CEO THAAP
Date:	28/04/17
Signature:	

FORM B - ANNUAL RETURN OF COMPANY NOT HAVING SHARE CAPITAL

Le

10 MAI 2017

N°

0311

1 Registration No

2 Name of the Company

3 Form B made upto (Day/Month/Year)

4 Date of AGM (Day/Month/Year)

PART - A

5 Registered Office Address

6 Email Address

7 Office Tel No

8 Office Fax No

9 Nature of Business

10 Total number of members

11 Amount of indebtedness on the date upto which form B is made in respect of all Mortgages/Charges

12. Particulars of the holding company

Name

Registration No

13. Chief Executive

Name NIC

Address

14. Chief Accountant

Name NIC

Address

15. Secretary

Name NIC

Address

16. Legal Advisor

Name

Address



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Name	Address	Nationality	NIC (Passport No. if Foreigner)	Appointment Date



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10 MAI 2017

N°

0311



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

LAHORE

CERTIFICATE OF INCORPORATION

[Under section 32 of the Companies Ordinance, 1984 (XLVII of 1984)]

Corporate Universal Identification No.0077900

I hereby certify that **THAAP** is this day incorporated under the Companies Ordinance, 1984 (XLVII of 1984) and that the company is an Association under Section 42 of the Companies Ordinance, 1984 vide Licence No.571 dated 04-10-2011 issued by Securities and Exchange Commission of Pakistan, Islamabad.

Given under my hand at **LAHORE** this Sixteenth Day of December, Two Thousand and Eleven.

Fee Rs.25,000/-



A. Muzammil
(AHMAD MUZAMMIL)
Additional Registrar

Ver. ARL/7967 dt 16/12/11



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

LICENCE

UNDER SECTION 42 OF THE COMPANIES ORDINANCE,

1984

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-

THAAP

capable of being formed as a public company under the Companies Ordinance, 1984, is being formed with the primary object

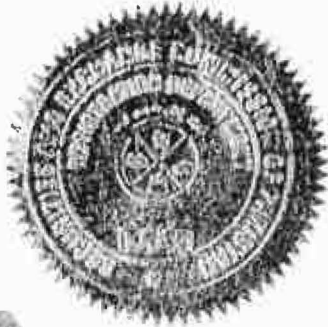
to promote history, art, culture and architecture of Pakistan through research, education and preservation and to undertake, manage, aid, support, assist, facilitate activities and programmes related thereto,

and it intends to (a) apply its profits and income towards those objects and (b) prohibit the payment of any dividend or profit to its members.

2. Now, therefore, in pursuance of sub-section (1) of section 42 of the Companies Ordinance, 1984, the Commission is pleased to grant this licence to the said Association and direct that it may be registered as a public company with limited liability and not having a share capital without addition of the words "(Guarantee) Limited" to its name.

3. This licence is granted subject to the conditions as mentioned overleaf.

4. Given under my hand at Islamabad this 4th day of October, 2011.



(TAHIR MAHMOOD)
COMMISSIONER (CL)

LICENCE NO. 571

A company set up under Section 42 of the Companies Ordinance, 1984

MEMORANDUM OF ASSOCIATION

OF

THAAP

- I. The name of the Company is "THAAP".
- II. The Registered Office of the Company will be situated in the Province of Punjab.
- III. The object for which the Company is established to promote history, art, culture and architecture of Pakistan through research, education and preservation and to undertake, manage, aid, support, assist, facilitate activities and programmes related thereto.
- 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.

AN

- (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 invest the surplus moneys of the company not immediately required in such a manner as may from time to time be determined 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 take such actions as are considered necessary to raise the status or to promote the efficiency 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 following conditions:-

- (1) The company is formed as a public company limited by guarantee and not having a share capital.
- (2) Payment of remuneration for services or otherwise to its members, or their family members whether holding an office in the company or not, shall be prohibited.
- (3) No change in the Memorandum and Articles of Association shall be made except with the prior approval of the Securities and Exchange Commission of Pakistan.
- (4) Patronage of any government or authority, express or implied, shall not be claimed unless such government or authority has signified its consent thereto in writing.
- (5) The company shall not itself set up or otherwise engage in industrial and commercial activities or in any manner function as a trade organization.
- (6) The company shall not exploit or offend the religious susceptibilities of the people.
- (7) The subscribers to the Memorandum and Articles of Association of the Company shall continue to be the members of the Company unless allowed by the Commission on application to quit as members and will be held responsible and accountable.

- (8) The company in all its letterheads, documents, sign boards, and other modes of communication, shall with its name, state the phrase "A company set up under section 42 of the Companies Ordinance, 1984."
- (9) The income and any profits of the company, shall be applied solely towards the promotion of objects of the company and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the company or their family members.
- (10) The Company shall not appeal, solicit, receive or accept funds, grants, contributions, donations or gifts, in cash or in kind, from foreign sources except with the prior permission, clearance or approval from the relevant public authorities as may be required under any relevant statutory regulations and laws. No funds shall be received otherwise than through proper banking channels i.e., through crossed cheque, pay-order, bank draft, etc.
- (11) The Association shall close its accounts on 30th of June each year.
- (12) The Association shall make no investment, whatsoever, in its associated companies.
- (13) The company shall not undertake any trading activities and shall conform to relevant statutory regulations and laws.
- (14) Notwithstanding anything stated in any object clause, the company shall obtain such other licenses, permissions, or approvals of the relevant public authorities as may be required under any relevant statutory regulations and laws for the time being in force, to carry out its specific object.
- (15) The company shall comply with such conditions as may be imposed by the Securities and Exchange Commission of Pakistan from time to time.

- 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 contributories among themselves such amount as may be required but not exceeding Rs.100,000/- (Rupees One Hundred Thousand Only).
- IX. 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 Ordinance, 1984, having similar or identical objects to those of the Company to be decided by the members of the Company in their general meeting by a special resolution, and with the approval of Commissioner of Income Tax under section 61 read with section 2(36) of the Income Tax Ordinance, 2001, under intimation to the Securities and Exchange Commission of Pakistan, within three months.

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

Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreigner, Passport No)	Father's/ Husband's Name in full	Nationality (ies) with any former Nationality	Occupation	Residential Address in full	Signature
MR. MUHAMMAD PERVAIZ VANDAL	35202-2837941-3	Mian Fazal Elahi	Pakistani	Architect Educationist	43-G, Gulberg III, Lahore	
MS. SAJIDA HAIDER VANDAL	35202-2669218-2	Muhammad Pervaiz Vandal	Pakistani	Architect Culture Analyst Professional Researcher	43-G, Gulberg III, Lahore	
MR. OMAR HAIDER VANDAL	35202-9922490-3	Muhammad Pervaiz	Pakistani	Scientist Film Maker	43-G, Gulberg III, Lahore	
MS. AMMR HAIDER VANDAL	35202-2822351-0	Muhammad Pervaiz Vandal	Pakistani	Architect Economist Research	43-G, Gulberg III, Lahore	

Dated the day of , 2011

Witness to above signatures	
Signature	
Full Name (in Block Letters)	
Father's/ Husband's name	
Nationality	
Occupation	
CNIC NO	
Full Address	

A company set up under Section 42 of the Companies Ordinance, 1984

**ARTICLES OF ASSOCIATION
OF
THAAP**

PRELIMINARY

1. In these Articles, unless the context or the subject matter otherwise requires:
- (a) "THE COMPANY" means THAAP.
 - (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 of the company.
 - (e) "THE ORDINANCE" means the Companies Ordinance, 1984.
 - (f) "THE COMMISSION" means the Securities and Exchange Commission of Pakistan.
 - (g) "THE REGISTRAR" means the Registrar of Companies.
 - (h) "THE REGISTER" means the Register of the members to be kept in pursuant to Section 147 of the Ordinance.
 - (i) "CHIEF EXECUTIVE" means the Chief Executive of the company.
 - (j) "SECRETARY" means the Company 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 Ordinance 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 Four (4), 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 member or otherwise within three months 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 sign an undertaking that he will, if admitted, so long as he is a member, duly observe the Articles of the company for the time being in force.
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 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

13. ANNUAL GENERAL MEETING:

A general meeting to be called annual general meeting, shall be held, in accordance with the provisions of Section 158, within eighteen (18) 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 and not more than fifteen (15) months after the holding of its preceding annual general meeting as may be determined by the directors.

14. OTHER GENERAL MEETINGS:

All other meetings of the members of the company other than an annual general meeting shall be called "Extraordinary General Meetings".

15. EXTRAORDINARY GENERAL MEETINGS:

The directors may, whenever they think fit, call an Extraordinary General Meeting, and Extraordinary General Meetings shall also be called on such requisition(s), as is provided by Section 159 of the Ordinance.

16. NOTICE OF GENERAL MEETINGS:

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 Ordinance for the general meeting, to such persons as are, under the Ordinance 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.

17. SPECIAL BUSINESS:

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 accounts, balance sheet 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.

18. QUORUM:

No business shall be transacted at any general meeting unless a quorum of members representing not less than four (4) or one third ($1/3^{\text{rd}}$) of the total number of members of the company, whichever is greater, is present at the time when the meeting proceeds to business.

19. EFFECT OF QUORUM NOT BEING PRESENT:

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, shall be a quorum.

20. CHAIRMAN OF MEETING:

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.

21. ADJOURNMENT:

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 thirty (30) 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.

22. VOTING:

At any general meeting a resolution put to the vote to the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, 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.

23. DEMAND FOR POLL:

A poll may be demanded in accordance with the provisions of Section 167 of the Ordinance.

24. MANNER OF TAKING POLL:

If a poll is duly demanded, it shall be taken in accordance with the manner laid down in Section 168 of the Ordinance and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25. TIME OF TAKING POLL:

A poll demanded on the election of chairman or on a question of adjournment shall be taken at once.

26. CASTING VOTE:

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll takes place, shall have and exercise a second or casting vote.

27. VOTES OF MEMBERS:

On a show of hands every member present in person shall have one vote and upon a poll every member present in person shall have one vote.

28. OBJECTION TO VOTE:

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

29. There shall be, for the overall management of the company's affairs, a Board of directors, which will be elected from amongst the members.

30. One term of the Board of directors would be for three years.

31. No person shall be appointed as a director if he is ineligible to hold office of director of a company under section 187 of the Ordinance.

32. No member / person shall hold more than one office in the company, such as those of Chief Executive / director or company secretary.

33. FIRST DIRECTORS:

The subscribers to the Memorandum of Association shall be the first directors of the company whose names are given below and they shall hold office until the election of directors in the first Annual General Meeting, subject to the provisions of Sections 174 and 176 of the Ordinance.

1. Mr. Muhammad Pervaiz Vandal

2. Ms. Sajida Haider Vandal

3. Mr. Omar Haider Vandal

4. Ms. Ammr Haider Vandal

34. NUMBER OF DIRECTORS:

The number of directors shall not be less than three (3). The company may, however, determine through Special Resolution, such other number not being less than three (3), before the election of the directors. A retiring director shall be eligible for re-election.

35. PROCEDURE FOR ELECTION OF DIRECTORS:

(i) The directors of the company shall be elected in accordance with provisions of sub sections (1) to (4) of section 178 of the Ordinance, in the following manner:

- (a) The directors of the company shall be elected by the members of the company in general meeting;
 - (b) The directors of the company shall be elected on the basis of one member one vote;
 - (c) 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 178, all persons who offered themselves shall be deemed to have been elected as directors.

36. CASUAL VACANCY AND ALTERNATE OR SUBSTITUTE DIRECTORS:

- (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 three months. The alternate director so appointed shall *ipso facto* vacate office if and when the director appointing him returns to Pakistan.

37. REMOVAL OF DIRECTOR:

The company may remove a director through a resolution passed in a general meeting of members in accordance with section 181 of the Ordinance.

38. CHAIRMAN OF THE BOARD:

The directors may elect one of their members as the Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board but, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same or is unwilling to act as chairman, the directors present may choose one of their member to be chairman of the meeting.

DUTIES AND POWERS OF THE BOARD

- 39.** The Board shall conduct and manage all the business affairs of the company, exercise all the powers, authorities and discretion of the company, obtain or oppose the application by others for all concessions, grants, charters and legislative acts and authorization from any government or authority, enter into such contracts and do all such other things as may be necessary for carrying on the business of the company, except only such of them as under the statutes and Articles are expressly directed to be exercised by general meetings and (without in any way prejudicing or limiting the extent of such general powers) shall have the following special powers and duties:

- (a) To present to the general meeting of the company any matters which the directors feel are material to the company, its objects or interests or affecting the interests of members and make suitable recommendations regarding such matters.

- (b) To regulate, through articles, the admission of members.
- (c) To appoint, remove or suspend the legal advisors, bankers, or other officers on such terms and conditions as they shall think fit and as may be agreed upon.
- (d) To appoint any qualified person as a first auditor(s) subject to provisions of the Ordinance;
- (e) To determine the remuneration, terms and conditions and powers of such appointees and from time to time, revoke such appointments and name another person of similar status to such office except for the auditor in which case the relevant provisions of the Ordinance shall be followed.
- (f) To delegate, from time to time, to any such appointee all or any of the powers and authority of the Board and to reconstitute, restrict or vary such delegations.
- (g) To agree upon and pay any expenses in connection with the company's objects and undertakings and pay all the expenses incidental to the 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 see fit to carry out the objects of the company.
- (i) Subject to the provisions of Section 196 of the Ordinance, 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

- 40. 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.
- 41. At least one-third ($1/3^{\text{rd}}$) of the total number of directors or four (4) directors whichever is higher, for the time being of the company, shall constitute a quorum.
- 42. Except as otherwise provided by these Articles, every question at meetings of the Board shall be determined by a majority of votes of the directors present, 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.
- 43. Minutes of the proceedings of every meeting of the Board and a record of attendance of the directors thereat shall be recorded by the Secretary in a book kept for that purpose. These shall be signed by the chairman of the meeting at which they are read.

44. RESOLUTION THROUGH CIRCULATION

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.

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45. CHIEF EXECUTIVE:

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.

46. QUALIFICATION OF THE CHIEF EXECUTIVE:

No person who is not eligible to become a director of the company under section 187 of the Ordinance, shall be appointed or continue as the Chief Executive of the company.

47. REMOVAL OF CHIEF EXECUTIVE:

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.

48. MINUTE BOOKS:

The directors shall cause minutes to be duly entered in a book or books provided for the purpose of:

- (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.

SECRETARY

49. The Secretary shall be appointed (or removed) by the Chairman of the company with the approval of the Board.

50. The Secretary shall be responsible for all secretarial functions and shall ensure compliance with respect to requirements of the Ordinance 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 Ordinance are duly sent and that all returns required under the Ordinance are duly filed with concerned Company Registration Office.

51. COMMITTEES:

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.

52. CHAIRMAN OF COMMITTEE MEETINGS:

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 ten (10) 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.

53. PROCEEDINGS OF COMMITTEE MEMBERS:

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.

54. VALIDITY OF DIRECTORS' ACTS:

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.

55. THE SEAL:

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

56. 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.

57. 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

58. BOOKS OF ACCOUNT:

The directors shall cause to be kept proper books of account as required under Section 230 of the Ordinance 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 230 and shall be open to inspection by the directors during business hours.

59. INSPECTION BY MEMBERS:

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.

60. ANNUAL ACCOUNTS:

The directors shall as required by section 233 of the Ordinance cause to be prepared and to be laid before the company in Annual General Meeting such Balance Sheet and Income and Expenditure Account and Cash Flow Statement duly audited and reports as are required in the Ordinance.

61. COPY OF ACCOUNTS TO BE SENT TO MEMBERS:

A copy of balance sheet and profit and loss account and the Cash flow statement 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 manners in which notices are to be given as provided in section 50 of the Ordinance.

62. AUDIT:

Auditors shall be appointed and their duties regulated in accordance with Sections 252- 254 or 256-258 of the Ordinance.

63. NOTICE TO MEMBERS:

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 50 of the Ordinance.

64. INDEMNITY:

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 488 in which relief is granted to him by the Court.

65. SECRECY:

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

- 66.** 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 Ordinance, 1984, having similar or identical objects to those of the Company to be decided by the members of the

Company in their general meeting by a special resolution, and with the approval of Commissioner of Income Tax under section 61 read with section 2(36) of the Income Tax Ordinance, 2001, under intimation to the Securities and Exchange Commission of Pakistan, within three months.

67. SUPPLEMENTARY PROVISIONS RELATING TO TAX:

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 three months of the dissolution.
- (iii) The company shall utilize its money, property or income or any part thereof, solely for promoting its objects.
- (iv) The company shall not pay or transfer any portion of its money, property or income, directly by way of dividend, bonus or profit, to any of its 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 Companies Ordinance, 1984, 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, upto 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, 2008 or scheduled banks.

We, the several, persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of these Articles of Association:-

Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreigner, Passport No)	Father's/ Husband's Name in full	Nationality (ies) with any former Nationality	Occupation	Residential Address In full	Signature
MR. MUHAMMAD PERVAIZ VANDAL	35202-2837941-3	Mian Fazal Elahi	Pakistani	Architect Educationist	43-G, Gulberg III, Lahore	
MS. SAJIDA HAIDER VANDAL	35202-2669218-2	Muhammad Pervaiz Vandal	Pakistani	Architect Culture Analyst Professional Researcher	43-G, Gulberg III, Lahore	
MR. OMAR HAIDER VANDAL	35202-9922490-3	Muhammad Pervaiz	Pakistani	Scientist Film Maker	43-G, Gulberg III, Lahore	
MS. AMMR HAIDER VANDAL	35202-2822351-0	Muhammad Pervaiz Vandal	Pakistani	Architect Economist Research	43-G, Gulberg III, Lahore	

Dated the day of , 2011

Witness to above signatures	
Signature	
Full Name (in Block Letters)	
Father's/ Husband's name	
Nationality	
Occupation	
CNIC NO	
Full Address	