

**THE COMPANIES ORDINANCE 1984
(XLVII OF 1984)**

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PAKISTAN SOCIETY of ACTUARIES

**THE COMPANIES ORDINANCE, 1984
(Company Limited By Guarantee)**

MEMORANDUM OF SOCIETY

OF

PAKISTAN SOCIETY OF ACTUARIES

- I. The name of the Company is **“PAKISTAN SOCIETY OF ACTUARIES”** hereafter called the Company.
- II. The Registered office of the Company will be situated in the Province of Sindh.
- III. The objects for which the Company is established are all or any of the following:
 - (1) In the public interest to promote knowledge and research in all matters relevant to Actuarial Science and its application, to advance the knowledge of Actuarial Science.
 - (2) To regulate the practice by its Members of the profession of actuary.
 - (3) To promote uphold maintain and develop the highest standards of professional education, competence, training, knowledge, practice and conduct amongst actuaries and in pursuance of this object to publish Codes of Conduct, Standards of Practice and Practice and Guidance Notes of all kinds and to publish and enforce a formal Disciplinary process with power to prescribe penalties as deemed appropriate and to prescribe Minimum Educational Requirements for actuaries; and to prescribe Continuing Professional Development Requirements for practice.
 - (4) To elevate and promote the attainments and status and promote the efficiency of the actuarial profession and members of the said profession, and of those who are engaged in it in any capacity; and to secure the recognition of the said profession in all fields in which it is qualified to render services or offer advice.
 - (5) To be a regulatory body for the purpose of any legislation and when appropriate for such purposes to regulate and govern the carrying on of any activity or type of business by, or any aspects of the affairs of actuaries, partnerships or unincorporated associations of which actuaries are members (whether with or without others), bodies

corporate of which actuaries are members or directors (whether with or without others) and for purposes connected therewith.

- (6) To encourage the study of the theory and practice of actuarial science and all allied subjects and for this purpose to provide facilities, including monetary facilities for higher studies within Pakistan and outside, and to arrange and organise lectures, discussions, study circles, research work, libraries, reading rooms, clubs, boarding houses, hostels, or adopt such other means and measures as might be conducive to the achievements of this subject including the opening of establishments and maintenance of schools, colleges, bureaus as well as branches of all or any of them in Pakistan.
- (7) To frame, formulate, enforce professional and ethical standards for the members of the Company and for the studies and examinations of the students.
- (8) To hold examinations and tests pertaining to actuarial science and other allied subjects and to award Certificates, Diplomas, and other distinctions on the basis of examination results and to confer Honorary Diplomas and Distinctions to persons who have rendered outstanding service to the actuarial profession or the Company.
- (9) To grant partial exemption or full exemption from examinations to persons holding such educational or professional qualifications, as may be determined from time to time.
- (10) To print and publish essays, books, journals, magazines, papers, bulletins and brochures, diaries, calendars or literature and to set up and run printing presses.
- (11) To buy, import or otherwise obtain books, journals, magazines and other published and unpublished literature, work of art or other articles of commercial and general interest and to distribute or sell these in Pakistan or outside Pakistan either directly or through agencies as may from time to time be determined.
- (12) To subscribe, to donate, to affiliate with, associate with, become member of, and cooperate with the International Actuarial Association and any section thereof and any other Pakistani or international association, company or individual, whose objects are wholly or partially similar to those of the Company or conducive to furthering the objective of the Company, and to exchange such information or enter into such agreements as may seem likely to forward the objects of the Company.

- (13) To enter into an agreement with any Federal, Provincial, Municipal, Local or other Government authority, that may seem conducive to the objects of the Company or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (14) To establish, support, or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit persons connected, in the present, past and future, with actuarial science in Pakistan or outside.
- (15) To grant pensions, annuities, benefits and allowances to the employees of the Company and their dependents and to make payment towards their insurance; to subscribe or to guarantee money for charitable, benevolent, public or any useful purposes.
- (16) To promote, establish and appoint committees, associations, societies, institutes, companies, funds and trusts for the purpose of fulfilling one or more objects of the Company or for acquiring properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company or its members, or those connected with or engaged in the actuarial or other kindred professions.
- (17) To acquire, own, purchase, possess, take on lease, in exchange, on hire, or accept in pledge, mortgage, hypothecation, or otherwise or to sell, lease, exchange, let out, pledge, mortgage, hypothecate, turn to account or otherwise deal with any moveable or immovable property, rights and privileges which might be considered necessary or convenient for the benefit the Company.
- (18) To invest and deal with the moneys of the Company not immediately required for the purposes thereof in such shares, debentures, securities, loans, deposits, properties or assets and in such manner as may be deemed fit and from time to time to realise or vary such investments.
- (19) To obtain and receive donations, subscriptions, grants-in-aid, benefits and endowments, for any of its objects from individuals, persons, bodies, institutions, government and semi-government organisations and to apply such donations, subscriptions, grants-in-aid, benefits and endowments to the attainment of any of the objects of the Company in the manner as may from time to time be determined.

- (20) To affiliate or recognise in the manner as may be prescribed any person, body, institution or organisation and/or be affiliated to any person, body, institution or organisation as may be considered desirable and to cease to affiliate or be affiliated to such person, body, institution and organisation.
- (21) To set up branches, agencies, and establishments and to determine and/or control their performance and to close down such branches, agencies and establishments as may from time to time be determined.
- (22) To make grants to affiliated institutes or any other educational body imparting training in actuarial science or related fields.
- (23) To take over or amalgamate or merge with any institution or organisation as may be determined.
- (24) To borrow, and/or to raise funds against security or property of the Company or otherwise security with or without interest in such manner and on such terms and subject to such conditions as may from time to time be determined.
- (25) To spend or grant money for the achievement of all or any of the objects of the Company, including the granting and giving of stipends, scholarships, prizes, rewards, purses, annuities, donations, contributions, honoraria and remunerations.
- (26) In the public interest to form and convey informed and impartial professional views to government, parliament, regulatory bodies and agencies and the public generally about the actuarial implications of insurance, social insurance, pensions, investment, health cover and other matters falling within the purview of actuaries.
- (27) To do all such things as are incidental or in the opinion of the Company conducive to the attainment of any of the above objects and to do all such other things as may be in the general interest of the members of the Company.
- (28) All the above paragraphs contain independent objects and are not ancillary or dependent on one another.
- (29) No additions, alterations and amendments shall be made in the Memorandum of Association or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the General Body with at least $\frac{2}{3}$ rd of the total enrolled ordinary members agreeing either in person or in writing.

- (30) Amendments, changes and/or alterations in the Memorandum of Association shall also be subject to the prior approval of the Securities and Exchange Commission of Pakistan (“the Commission”) and that the Commission shall also have powers to effect changes or amendments deemed necessary in public interest.
- IV. The income and property of the Company, acquired from which-ever source, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the members of the Company provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Company, or to any member of the Company, or other person, in return for any services actually rendered or to be rendered to the Company.
- V. The liability of the members is limited.
- VI. Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound-up during the time he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and expenses of winding-up the same and for adjustment of the rights of contributors amongst themselves, such amount as may be required but not exceeding Rupee one thousand.
- VII. If upon the winding-up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or association approved under Section 47 of the Income Tax Ordinance, 1979, having objects wholly or in part similar to the objects of the Company, and which shall prohibit the distribution of its income and property among its members too.
- VIII. If upon the winding-up or dissolution of the Company there remains, after satisfaction or all its debts and liabilities, any property whatsoever, the same shall not be paid to all distributed among the members of the Company but shall be given or transferred to some other institution, to be determined by the members of the Company at or before the dissolution and, in default thereof, by such court as may have jurisdiction in the matter.
- IX. The Company shall not establish schools, colleges, bureaus and award educational certificates until it gets permission from the relevant authorities, i.e., the University Grants Commission or the Ministry of Education.

THE COMPANIES ORDINANCE, 1984
(Company Limited By Guarantee)

ARTICLES OF ASSOCIATION
OF
PAKISTAN SOCIETY OF ACTUARIES

PRELIMINARY

The regulations contained in **Table`A'** in the First Schedule to the Companies Ordinance, 1984 shall not apply to the Company except so far as the same are reproduced, contained or deemed to be contained in or expressly made applicable by these Articles or the Ordinance.

"The Ordinance" means the Companies Ordinance, 1984 or any statutory modification or re-enactment thereof for the time being in force.

"The Articles" means these Articles of Association as originally framed or as from time to time altered by Special Resolution.

"The Account Year" the first account year of the Company shall mean a period commencing on its date of incorporation and ending on the next following 30th June. Subsequent accounting years shall commence on 1st July and end on the succeeding 30th June.

"Affiliated Company" means a Company which is affiliated to the **PAKISTAN SOCIETY OF ACTUARIES**.

"Special Resolution" has the same meaning as is assigned thereto by Section 2 (1)(36) of the Ordinance.

"The Company" means **PAKISTAN SOCIETY OF ACTUARIES** registered under the provisions of the Ordinance.

"Member" means member of the Company in accordance with the provisions of Section 2(1)(21) of the Ordinance.

"The Council Members" means the Directors for the time being of the Company, by whatever name called, including alternate Directors for the time being of the Company in accordance with the provisions of Section 2(13) of the Ordinance.

"The President" means the President elected by the Members who shall be the Chief Executive of the Company, by whatever name called in accordance with the provisions of Section 2 (1)(6) of the Ordinance and shall be deemed to be appointed pursuant to Section 198 of the Ordinance.

"The Council" means and shall be deemed within the meaning of the Ordinance to be the Board of Directors of the Company for the time being.

"The Secretary" means the Secretary for the time being of the Company.

"The Registrar" means a Registrar, an Additional Registrar, a Joint Registrar, a Deputy Registrar or an Assistant Registrar of Companies.

"The Office" means the Registered Office for the time being of the Company.

"Prescribed" means prescribed by the Council.

"These presents" means Articles of Association as originally framed or altered from time to time by a Special Resolution.

"The Register" means the Register of Members to be kept pursuant to Section 147 of the Ordinance.

"The Seal" means the Common Seal of the Company.

"Month" means calendar month.

"Proxy" includes an attorney duly constituted under a power of attorney.

"In writing" and **"Written"** includes printing, lithography, typewriting and other modes of representing or reproducing words in a visible form.

"Words" importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender.

1. MEMBERSHIP

Membership of the Company shall consist of the following classes. Admission to any class of membership shall be made by such Regulations as may from time to time be framed by the Council, subject to the following:-

i) Fellows

- a) Those persons who have completed all examinations conducted by the Company for the purpose of admission to the Class of Fellows.
- b) Subject to any conditions that may be prescribed as to residence in Pakistan and/or actuarial experience in Pakistan and/or passing one or more exams of the Company relating to Pakistani law and actuarial practice, those persons who have completed all requirements for the Fellowship of the Institute of Actuaries in England, the Faculty of Actuaries in Scotland, the Company of Actuaries in the United States, or such other actuarial body as the Council deems to be of Equivalent status.
- c) Those persons who, in the opinion of the Council, have attained qualifications equivalent to (a) or (b) above.

ii) Associates:

- a) Those persons who have completed all examinations conducted by the Company for the purpose of admission to the Class of Associates.
- b) Those persons who have completed all requirements for Associateship of the Institute of Actuaries in London, the Company of Actuaries in the United States; or such other actuarial body as the Council deems to be of Equivalent status.

- c) Those persons, who in the opinion of the Council, have attained qualifications equivalent to (a) or (b) above.

iii) Students:

- a) Those persons who have attained such educational qualifications as may be prescribed by the Council from time to time may apply to become a student.

iv) Honorary Members:

Any person who by reason either of his position or his eminence in Science and his experience in matters relating to the Actuarial profession appears to the Council to be able to render assistance in promoting the objects of the Company and who is not professionally engaged in work as an Actuary, may be elected by the Council as an Honorary Member for such period, or for life as the Council may decide.

Privileges of Members:

- i) Fellows may write “FPSA” after their name; may stand for the election to the Council; may stand for election as President and/or Vice President; may vote and speak at meetings of the company; and may take full part in the affairs of the Company.
- ii) Associates may write “APSA” after their name; may stand for election to the Council; may not stand for election as President and/or Vice President; may vote and speak at meetings of the Company; and subject to foregoing, may take full part in the affairs of the Company.
- iii) Students shall not write any letters after their names indicating Student membership of the Company nor shall they describe themselves Students or members of the Company in such manner as to convey the impression that they are competent or qualified to give actuarial advice or practice as an actuary; shall not be entitled to stand for election to the Council; may speak but not vote at meetings of the Company; and subject to the foregoing, may take part in the affairs of the Company.
- iv) Honorary Members shall not stand for election to the Council; may speak but not vote at meetings of the Company; and, subject to the foregoing, may take full part in the affairs of the Company.

2. SUBSCRIPTION

Subscription shall be payable on enrolment and annually thereafter on every 1st July as follows:-

a)	Fellow	Rs. 5,000
b)	Associate	Rs. 3,000
c)	Student	Rs. 600

- i) All subscriptions are payable in advance in July of each accounting year.
- ii) The subscription rates may be revised by the Council from time to time.
- iii) In addition to subscriptions, Council may at any time levy charges to cover the costs, charges, and expenses, preliminary and incidental to the promotion, formation, registration and establishment of the Company, or to cover specific meetings, functions, publications, events, legal/professional costs or any other specific item whatsoever, or any other purpose whatsoever deemed necessary by Council to further the objects of the Company.
- iv) The Council may reduce subscription rates, levies and charges on account of age, retirement from active work, and/or to prevent hardship.

3. COUNCIL:

- A. The Company shall be governed by and the custody and control of its funds and property shall be vested in a Council of Fellows and Associates, the number of Associates at any one time not exceeding two. The size of the Council shall be determined as follows:

Number of Fellows in good standing on 1 st January immediately preceding the relevant Annual General Meeting	Size of Council
Less than 90	7
At least 90, less than 110	9
110 or more	11

B. The first Council shall consist of the following persons who shall hold office until the assumption in office of the next Council immediately after the Annual General Meeting to be held after the close of the 2nd accounting year of the Company, (being elected at the relevant Annual General Meeting as prescribed hereinafter):-

1.	Mr. Ali Omer Golam Morshed	President of the Company and of the Council
2.	Mr. Shujat Siddiqui	Vice President
3.	Mr. Mohammad Mazharuddin	Member
4.	Mr. Abdul Rahim	Member
5.	Mr. Javed Ahmed	Member
6.	Mr. Rizwan Ali Tasadduq	Member
7.	Mr. Jamshed Islam	Member

C. The President, Vice President and other Council Members shall be elected at the second Annual General Meeting to be held and thereafter at two yearly intervals for a tenure of two years as provided hereunder:

- i) Any person who seeks to contest an election to the office of the Council shall, whether he is a retiring member or otherwise, file with the Company, not later than fourteen days before the date of the meeting at which elections are to be held, a notice of his intention to offer himself for election as a member of the Council, provided that any such person may, at any time, before the holding of elections withdraw such notice.
- ii) The President and Members of the Council shall be elected according to the procedure laid down in these Articles. The election shall be held in Karachi by secret ballot by the representative in person and the final result shall be officially announced at the general meeting. A postal ballot shall be allowed.
- iii) The representatives so elected under these Articles shall then elect from among their own number the Vice President and Secretary.

- iv) All meetings of the Council shall be chaired by the President, or, in his absence, by the Vice President, or, in the absence of both, the Chairman shall be selected by and from among the members of the Council present at such meetings.
 - v) Accidental error or omission to send any notice to any member shall not invalidate the ballot or election. Provided that such notice shall always be sent under Postal Certificate or by courier.
 - vi) The candidate who receives the largest number of votes for each post shall be deemed to have been elected.
 - vii) The Council for the time being in office shall prepare programme for the Annual Election of the Council and shall cause notice of the date(s) of the election fixed to be issued to all the members of the Council.
- D. The President, Vice President and Council Members shall be Pakistani nationals as defined in the Citizenship Act, 1951 and the Rules and Regulations made thereunder. If the President, Vice President or any Council Member ceases to be a citizen of Pakistan he shall forthwith advise the Council and vacate his office.
- E. After and so long as the number of Fellows of the Company exceeds Twenty:
- i) a Fellow who has served on the Council for two consecutive terms shall not stand for re-election to or serve on the Council for a third consecutive term.
 - ii) A Fellow who has served as a President shall not stand for re-election as President or serve as President for a second consecutive term.
- F. While the number of Fellows of the Company remains less or equal to Twenty, a Fellow who has served as a President for two consecutive terms shall not stand for re-election as President for a third consecutive term.
- G. A vacancy, if any, in the Council of the Company may be filled by the Council by co-option of a Fellow, eligible for being included in the Council against the vacancy, which may have occurred; but any person so chosen shall retain his office so long only as the Council member against whom the co-option is effected would have retained the same if no vacancy had occurred.

LIST OF VOTERS

4. The Secretary along with the issuance of the election schedule shall display a list of all members eligible to vote along with their National Tax Number.
5. The changes, if any, regarding name of representative appearing in the list of voters shall be sent to the Secretary of the Company along with necessary proof of eligibility within seven days of the announcement of election schedule.
6. The members who have any objection to the entries/changes in the list of voters shall send their objections in writing to the Secretary of the Company within seven days of the issuance of the said list.
7. The Secretary of the Company will intimate action on the objections or changes sent by members within seven days from the last day under the preceding clause.
8. In case of any dispute pertaining to the eligibility of a member the matter may be referred to the Council by any person aggrieved by the decision of the Secretary of the Company within three days.
9. Within seven days of the decision of the Council, which will be final and binding, on such reference and the changes, if any, otherwise allowed by the Secretary of the Company, a copy of final list of voters shall be provided to the candidates contesting the election.

COUNTING OF VOTES

10. Counting of votes shall take place immediately after the closure of the voting under the supervision of the Secretary of the Council.

ANNOUNCEMENT OF ELECTION RESULTS

11. The announcement of election results shall be announced by the Chairman of the meeting in the same general meeting of the Company before its closure.

RETIRING MEMBERS CONTINUE TO PERFORM FUNCTION

12. Retiring members of the Council shall continue to perform their functions until their successors are elected.

13. VACANCY IN OFFICE OF PRESIDENT AND VICE PRESIDENT

A vacancy, if any, arising in the office of President shall be filled in by the Vice President. A vacancy, if any, arising in the office of Vice President shall be filled in by the Council by election from one of its own members.

14. PROCEEDINGS OF THE COUNCIL

- i) The quorum for a meeting of the Council shall be determined from the following Table:

Size of the Council	Quorum
7	4
9	5
11	6

Decisions of the Council shall be by a majority of members present, and in case of a tie, the President, or in his absence the Vice President or in his absence the other member presiding shall have a second or casting vote. Subject to the foregoing, the Council may make, vary and rescind regulations for their meetings and proceedings, and management of the affairs of the Company, subject always to the Memorandum of the Association and of These Present.

Urgent matters can be decided by a resolution by circular agreed by majority of the members of the Council for the time being in Pakistan; but if two or more Council Members indicate that the matter being circulated should be discussed at a meeting of the Council and not by circular, the matter shall be withdrawn from circulation and submitted to the next Council meeting for decision.

- ii) Minutes of the proceedings of every meeting of the Council shall be taken by the Secretary, or in case of his absence, by some other person appointed by the Chairman of the meeting and signed by the Chairman of that meeting or the next succeeding meeting.
- iii) The general superintendence, management and direction of the affairs and functions of the Company shall be entrusted to the Council which may exercise all powers and all acts and things which may be exercised or done by the Company and are not by these presents or by the Ordinance expressly directed or required to be done by the Company in a general meeting provided that an amendment to these

Presents made from time to time by the Company in a general meeting shall not invalidate any prior act of the Council which would have been valid if such amendment had not been made.

- iv) In particular and without prejudice to the generality of the foregoing provisions, the Council shall have the following powers:-
- a) To exercise the rights, privileges and powers of the Company consistent with the provisions of the Memorandum of Association of the Company.
 - b) To delegate generally or specially any of its rights and powers to any individual or committee.
 - c) To direct, control, initiate, start, continue, discontinue or stop any of the activities and functions inconsistent with the provisions of the Memorandum of Association of the Company.
 - d) To pay all costs, charges, and expenses, preliminary and incidental to the promotion, formation, registration and establishment of the Company.
 - e) To purchase, take on lease or in exchange, or otherwise acquire, on account of and for the purpose of the Company, any property, rights or privileges, which the Company, is authorized to acquire, at such price, and generally on such terms and conditions as they think fit, and to sell, let on lease, mortgage, dispose of or turn to account, or otherwise deal with all or any part of the property, whether movable, or immovable, or the rights of the Company.
 - f) At their discretion to pay for any property rights, or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in bonds, debentures or other securities of the Company or in such other manner as they shall think fit.
 - g) To frame, and enforce professional and ethical standards to regulate the members of the Company and their profession, and for this propose to issue such directives, pronouncements and guidelines as may from time to time be deemed fit and expedient.
 - h) To enter into arrangements with any person, institution, company or association or with any public authority (whether Federal, Provincial, municipal, local or of any other description), which may seem calculated to further any of the objects of the

Company, and to obtain any rights licenses, privileges or concessions, which may seem conducive to all or any of the object of the Company.

- i) To open, close or operate upon accounts which any one or more banks and for this purpose to authorize, either jointly or severally, any one or more of the members of the Council and/or offices of the Company, as the Council may decide from time to time.
- j) To invest and deal with any money of the Company not immediately required for the purposes thereof, in such shares securities debentures deposits loans and assets and in such manner as they may think fit, and from time to time, realize or vary such investment.
- k) To grant pensions, allowance, gratuities, benefits, and bonuses, contributory or otherwise to persons who are or have been in the employment of the Company or the dependents of persons and enter into any agreements for that purpose.
- l) To collect funds and invite, promote or procure grants, subsidies, subscriptions, gifts, benefactions, donations, devises and bequests, and to apply the same to the proceeds thereof, for the purpose of the Company subject to the directions (if any) of the donor.
- m) To appoint, and at their discretion discharge, remove or suspend such managers, secretaries, officers, instructors, lecturers, teachers, clerks and employees generally, brokers, solicitors, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments and to require security in such instances and for such amounts they think fit.
- n) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- o) To prescribe syllabi and courses of studies for students and to prescribe examinations Regulations for the standard and conduct of examinations of such students.

- p) To institute, conduct, define, compound or abandon any legal proceedings by or against the Company, or otherwise concerning the affairs of the Company, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.
- q) To make and give receipts, releases and other discharges of money payable to the Company and for the claims and demands and demands of the Company.
- r) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
- s) To compromise and release, or forego any action, suit, right or claim, on behalf of the Company, in respect of any matter in which the Company may be interested.
- t) To determine who shall be entitled on the Company's behalf to sign endorse and validate bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts, and documents
- u) From time to time, to make, vary and abrogate such regulations or bye-laws consistent with these presents for all matters for which provision is necessary or convenient for the purpose of giving effect to or achieving the objects of the Company.
- v) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for, or in relation to any of the matters aforesaid, or otherwise for the purpose of the Company.
- w) To ratify any act, or thing executed or done by any disqualified officer of the Company, or any improperly constituted Council, or any unauthorized person purporting to act on their behalf or on behalf of the Company and on such act or thing being so ratified the same shall have the force and effect as if such act or thing had been originally executed or done by the Council properly appointed and acting on due form.

15. MEETINGS OF THE COUNCIL

The Council shall meet at such time as the President may consider necessary, provided that the interval between two consecutive meetings shall not exceed three months. Any two Council members may, by writing to the President, requisition a meeting to be held within two weeks of the receipt by the President of their communication; and they may also require that an item specified by them shall be discussed at the requisitioned meeting.

Any Council member who does not attend three consecutive meetings of the Council, without assigning any reason satisfactory to the Council, shall stand removed from the Council, the resulting vacancy being filled in accordance with Article 3F.

16. GENERAL MEETINGS.

- a) Subject to the privileges of their respective classes, a member present at a General Meeting or Extra-ordinary General Meeting shall be entitled to discuss the annual accounts, report of the Council on the affairs of the Company and the Auditors Report on the annual accounts and transact such other businesses as the meeting is empowered, authorized or required by These Presents or the Ordinance to transact, and no other business shall be transacted without a previous notice of at least 21 days and the permission of the President of the Company.
- b) All businesses shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted in Annual General Meeting shall also be deemed special, with the exception of the consideration of the annual accounts, and the reports of the Council and of the Auditors, the election of the Council in place of those retiring each year on the date of the Annual General Meeting and the fixing of the remuneration, if any, of the Auditors.
- c) Seven members personally present and entitled to vote at a meeting shall be a quorum for a general meeting, and subject to e) below no business shall be transacted at a general meeting unless the requisite quorum be present at the commencement of business.
- d) The President of the Company shall preside at every general meeting of the Company. If there be no President or if at any meeting, he is not present at the time of holding the meeting, the Vice President shall preside over the meeting; or if the Vice President be not present, the members present and entitled to vote shall choose one of the members of the Council present to preside over the meeting; and if no member of the Council is present, the

members present and entitled to vote shall choose any of them to preside over the meeting.

- e) If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; but if any other case, it will stand adjourned to the same day next week, at the same time and place, or to such other day, time and place as the Council may, by notice to the members, appoint. If at such meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum and may transact the business for which the meeting was called.
- f) Every question submitted to a meeting shall be decided, in the first instance by a show of hands and in the case of equality of votes the President shall, both on a show of hands and on a poll, have a casting vote in addition to the vote to which he may be entitled to as a member.
- g) At any general meeting, unless a poll is demanded by the President or by at least five members present and entitled to vote at the meeting, a declaration by the President that a resolution has been carried, or carried by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the company, shall be conclusive evidence of the fact, without proof, of the number or proportion of votes recorded in favour of or against each resolution.
- h) If a poll is demanded as aforesaid, it shall be taken in such a manner and at such time and place as the President of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- i) The President of a general meeting may, with the consent of the meeting, adjourn the same 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.
- j) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The demand for a poll can be withdrawn.

17. VOTES OF MEMBERS.

- a) On a show of hands every member entitled to vote shall have one vote and upon a poll every member entitled to a vote shall have one vote.

- b) Vote shall be given personally and not by proxy except as provided in (c) below.
- c) A member not attending a meeting for the purpose of election of the Council shall be entitled to send in a vote on any issue by sending it in writing to the President, Vice President or Secretary of the Company to be received prior to the meeting on which the issue is to be subject to a vote subject to Article 3(c) of these Articles.

18. SECRETARY

The Secretary shall have charge of all correspondence and shall keep an account of the funds of the Company and the Funds connected with or in any way controlled by the Company. He shall keep accurate minutes of the meetings. He shall give notice of all meetings of the Council, of any committee and of the Company. He shall also generally perform all such duties as are incidental to his office and as may from time to time be directed by the Council or the President.

19. ACCOUNTS AND AUDIT

The Council shall cause to be kept proper books of account with respect to all sums received and expended by the Company and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Company. At all annual general meetings the Council shall lay before the members an audited balance sheet and income and expenditure account made up to the 30th June preceding the annual general meeting.

At each annual general meeting the Company shall appoint Auditors to hold office until the next ensuing annual general meeting. A retiring Auditor shall be eligible for reappointment. The Council shall appoint the first Auditors who shall hold office until the first general meeting and shall fix their remuneration. The Council may fill any casual vacancy and the remuneration of the Auditors shall be fixed by the Council. Every Auditor shall have a right of access at all times to the books and accounts of the Company and shall be entitled to require from the Council such information and explanations as may be necessary for the performance of the duties of the Auditors.

20. SUBSCRIPTION IN ARREARS

No member shall be entitled to vote at any meeting or to the privileges of the Company unless all subscriptions due from him have been paid at least one month before the date of the meeting. Notwithstanding the cessation of privileges, the Council may recover the arrears of subscription as a debt due from the members.

21. EXAMINATION

For the purpose of promoting the objects of the Company, the Council may cause such Examinations to be held as it may think fit, and may prepare and publish Examination Regulations to define the cases and circumstances in which the said Examination will severally apply, the periods at which they will be held, the subjects which they will respectively comprise, the fees, if any, which will be paid or deposited by the candidates in respect of such Examination and the nature of the certificates, if any, to be granted to successful candidates; and the Council shall have the power to vary, rescind or add to any of the said Examination Regulations as it may from time to time think fit.

The Council shall have the power if it thinks fit to provide under the Examination Regulations for the granting of exemption from portions or whole of the examinations to any applicant on such conditions as the council may prescribe and such applicant shall give such evidence of eligibility for such exemption and pay such fees as the Council may from time to time prescribe in such Examination Regulations, and any applicant granted such exemption will be deemed to have passed those portions of the Examinations in respect of which the exemption is granted.

22. RESIGNATION

Any member who is not in default in payment of dues and against whom no complaints and charges are pending, may at any time file his resignation in writing with the Company, and it shall become effective as of the date it was filed when accepted by the Council. Notwithstanding the foregoing, the Council may in its discretion permit the resignation of a member against whom a complaint or charge is pending. The Council, on written application of any member, may reinstate such member subject to such conditions as it may prescribe.

23. CODE OF PROFESSIONAL CONDUCT

The Company shall have a Code of Professional Conduct by which all members shall abide. The Code shall be formulated by the Council and shall be placed before a general meeting called for the purpose for consideration and adoption.

24. ADOPTION OF STANDARDS OF PRACTICE

There shall be a standing committee on Professional Standards (of not less than three members and at least two Fellows) which shall keep under review standards

and guidelines adopted by other professional actuarial bodies (and in particular the Institute of Actuaries in England, the Faculty of Actuaries in Scotland and the Company of Actuaries in the United States). The committee shall also receive suggestions with regard to adoption of Professional Standards from amongst the members of the Company.

Proposed Standards or guidelines shall be circulated in the form of Exposure Drafts for a period of not less than 30 days. Comments received during this period shall be examined by the committee and any changes considered necessary as a result of such examination shall be incorporated. A proposed standard or guideline shall be submitted to the Council along with a summary of comments received and the action taken on such comments. The Council shall consider and approve standards or guidelines or refer them back to the committee with its observations. Standards and guidelines which are approved shall be published and dispatched to all members of the Company.

25. REPRESENTATION OF THE COMPANY

Any member representing the Company in his capacity as an office bearer or council member, or where nominated as a representative of the Company, shall, in expressing an opinion on an issue which may affect other members of the Company, take the general body of the Company into confidence prior to expressing such opinion.

26. DISCIPLINE

- a) There shall be a standing committee on Discipline of not less than three Fellow members. The Chairman of the Committee shall be the President of the Company, and the other members shall be appointed by the Council from amongst their own members or the Fellows of the Company. The President may name one or more additional members when such additional member(s) are needed, because of their expertise, to facilitate the consideration of a matter by the Committee. Such member(s) shall serve only for the purpose of considering a particular matter. A member of the Company may, however, be re-appointed from time to time to facilitate the consideration of matters before the Committee. The Chairman shall promptly notify the Council of each person asked to serve, and the Council shall have the right to rescind such appointment. During their periods of service the person named shall enjoy the protection affordable to a member of the Committee.

- b) In case the matter being considered by the committee relates to the President of the Company, he shall stand down from the committee and be replaced by the Vice President of the Company. Similarly any member of the standing committee against whom a reference is received by the committee, shall stand down from the committee for so long as the reference is not decided.
- c) The Committee shall have the power to consider and take action as herein provided, with respect to all questions which may arise as to the conduct of a member of the Company in the member's relationship to the Company or its members or in the member's professional practice or affecting the interests of the Actuarial profession. The Committee may, on its own initiative, investigate and take action with respect to any such questions and may also receive and hear any complaint relating to the conduct of a member preferred in writing.
- d) If after any such investigation the Committee determines to warn, admonish, or reprimand the member, it may do so without further proceedings. If after any such investigation the Committee determines that the matter investigated may result in suspension or expulsion of the member, written charges, predicated thereon, stating plainly the charge against the member, together with a notice of the time and place where the Committee will meet for consideration thereof, shall be served upon the person concerned, not less than forty-five days before the date of such meeting either personally or by registered post or in such other manner as the Committee may direct.
- e) In any hearing before the Committee, a member proceeded against shall have the right to appear personally and by counsel, to examine the evidence presented, to examine adverse witnesses, and to present witnesses and evidence on his behalf. Any member preferring a complaint may appear personally and by counsel. Witness called in the course of any such hearing shall vouch for the truth of their statements on their word of honour. The committee shall decide all questions of evidence. The Council may retain counsel for the assistance of the Committee.
- f) Whenever, in the course of any hearing under this Article, evidence shall be presented upon which another charge or charges against the respondent might be made, it shall not be necessary for the Committee to prepare and serve such additional charges on the respondent, but the Committee may, after reasonable notice to the respondent and an opportunity for the respondent to answer and to be heard, proceed to the consideration of such additional charge or charges as if they had been made and served at the time of service of the original charge or

charges, and may render such decisions upon all such charges as may be justified by the evidence in the case.

- g) Under all the proceedings under this Article, the Committee shall decide whether or not misconduct has occurred. Disciplinary determinations, including recommendations to the Council, other than dismissal of the charges, shall be taken on the affirmative vote of at least two-thirds of the members of the Committee. If the Committee finds that misconduct has occurred, it may on its own initiative, warn, admonish, or reprimand the member or recommend to the Council that the member be suspended or expelled. If such a recommendation is made, the member involved shall have the right to appear personally and by counsel before the Council to explain why the Committee's recommendation should not be followed. Council's action suspending or expelling a member requires an affirmative vote of a majority of the whole Council. The Council may, by the vote of the majority of the whole Council, impose a lesser penalty than that recommended by the Committee on Discipline.

A member against whom an order of suspension or expulsion has been made shall, upon application to the Council within thirty days thereafter be entitled to appeal to a General Meeting of the Company restricted to Fellows upon the following conditions:-

1. All rights and privileges of membership shall be suspended during the pendency of the appeal.
2. The notice of appeal shall be in writing and shall stipulate that the member appealing consents to the mailing to the Fellows, of a transcript of the evidence and copies of exhibits in the form approved by a majority of the Council, and
3. The member appealing shall, within ten days after an invoice of the amount due is sent to him, deposit with the Company, the cost of transcribing and printing the transcript of the evidence and copies of any and all exhibits.

In the event the decision of the Council shall be set aside, the Company shall return to the member appealing the amount of the deposit. Otherwise the deposit shall be retained by the Company,

In the event of an appeal to the General Meeting restricted to Fellows, the decision of the Council may be affirmed, modified, or set aside by the vote of majority of the Fellows present at the said General Meeting.

The Council may, in its discretion reinstate his membership at any time if a member was suspended or expelled under this section provided in the event the suspension or expulsion had been affirmed by the General Meeting, the reinstatement shall not take effect unless and until confirmed at a meeting of the Company restricted to Fellows by a vote of a majority of the Fellows present and voting.

Except as otherwise provided all proceedings under this section shall be deemed confidential and kept secret. The Council, shall notify the members of their actions in all instances in which the Council orders the suspension or expulsion of a member. Such notifications shall not be given until the time to appeal has expired or, in the event of an appeal, until the majority of the members present at a meeting of the Company have voted in favour of suspension or expulsion. At the same time notification is given to the members, the Council may also give notice of such suspension or expulsion to such newspapers or journals as it may deem appropriate.

In the event of subsequent reinstatement of the member, the Council will give notice of such action to the members of the Company , and to any newspapers or journals previously advised by the Council of the member's suspension or expulsion.

27. NOTICE

- a) Any notice or other document required to be served on any member shall be deemed sufficiently served by personal service or by advertisement in any journal published by the Company, or a newspaper published in Pakistan or by leaving the same at, or sending it through the post to the then registered address of such member .
- b) A notice sent by the post shall be deemed to have been served at the time when the envelope containing the same would be delivered in the ordinary course of post and all notices given by advertisement shall be deemed to be delivered immediately on publication .

28. SEAL

- a) The Company shall have a Common Seal which shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and the Secretary or such other person as the Council might appoint for the purpose. Two members of the Council and the Secretary or such other person, as aforesaid all sign every instrument to which the seal of the Company is so affixed in their presence .
- b) The Council shall provide for the safe custody of the seal .

29. INDEMNITY

Every President, Vice President, Member of the council, Auditor, Secretary, Treasurer, and other officers or servants of the Company, and their respective heirs, executors and all administrators shall be indemnified by the Company, and secured harmless out of the assets of the company from and against all claims, liabilities, losses, damages, suits, actions, costs, charges, and expenses which they or any of them, or any of their heirs, executors or administrators, shall or may incur by or by reason of anything done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices, except such (if any) as they shall incur or sustain through their own willful neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects, or defaults of the other or others of them or for joining in any respect or other act for the sake of conformity or for the insufficiency or the deficiency or any security in or upon which any money of or belonging to the Company shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any money, security or effects shall be deposited or for any other loss, misfortune or damage which may happen in or in relation to their respective offices, except that which shall happen by or through their own dishonesty.