

**THE COMPANIES ORDINANCE, 1984
(A COMPANY LIMITED BY GUARANTEE)**

AND

**ESTABLISHED UNDER SECTION 42 OF
THE COMPANIES ORDINANCE, 1984**

MEMORANDUM OF ASSOCIATION

OF

PAKISTAN HUMAN DEVELOPMENT FUND

- I. The name of the Company is PAKISTAN HUMAN DEVELOPMENT FUND.
- II. The Registered office of the Company will be situated in Islamabad, Pakistan.
- III. The Company is an association not for profit within the meaning of Section 42 of the Companies Ordinance, 1984, organized and established for human development inter alia in the field of primary education and health for the benefit of the poor, needy and deserving sections of the society and to provide necessary facilities in order to enable them to gain access to resources for their productive self-employment and to encourage them to undertake activities of income generation and poverty alleviation for enhancing their quality of life. Without prejudice to the generality of the foregoing, the objects for which the Company is established are all or any of the following and objects shall extend to the whole of Pakistan:
 - (1) To consolidate the efforts towards building human capabilities by implementation of various programmes and projects in the social sectors for improvement and enhancement of:
 - (a) Education and Literacy;
 - (b) Primary Health Care;
 - (c) Poverty Alleviation;
 - (d) Development of working skills;
 - (e) Improvement of Social Services and Provision of Institutional Mechanism for its support and implementation;
 - (f) Promotion of Social Justice;
 - (g) Promotion of Social and Economic well being of the People of Pakistan;
 - (h) Protection of the family, mother and child;

- (i) Participation of women in all spheres of national life;
 - (j) Protection of the legitimate right and entitlement of all citizens to earn an honest, decent livelihood; and
 - (k) Provision of basic necessities of life by provision of employment and earning capabilities.
- (2)
- (a) To extend financial and other support to the work of the National Commission on Human Development including its (i) Literacy and sustainable Livelihood Program; (ii) Primary Health Care Program; (iii) Community Midwives Program; and (iv) Non Formal Basic Education Program; (v) Human Development Incubator Program and without prejudice to the generality of the above programmes:
 - (i) improving standards and quality of living
 - (ii) education of the illiterate
 - (iii) eradication of poverty
 - (iv) basic health care
 - (v) development of home industry
 - (vi) income generating schemes
 - (b) To promote charity in and among the Pakistani community and to promote and advance the welfare and well-being of the people of Pakistan.
 - (c) To manage the Company's funds, grants and other benefactions.
 - (d) To print, publish, issue, circulate and assist and aid in printing, publishing, issuing and circulating papers, periodicals, books and other literary medical scientific and useful works, efforts and undertaking as may seem conducive to the attainment of any of the objects of the Fund including papers, articles, books or to grant aid and assistance for any of the aforesaid purposes.
 - (e) To receive and accept gifts, grants, aids, donations, benefactions of all nature and kind whatsoever and to raise, establish and maintain funds, properties and assets by subscription and contribution and by receiving and acceptance of gifts, aids, donations, benefactions and other means.

- (f) To purchase, take on lease, exchange, hire or otherwise acquire any real and personal or immovable and movable property and any right and privileges whatsoever and to build, construct, alter and maintain buildings, houses or other constructions for the housing of any institution, established or promoted by the Fund for any of the objects or purposes specified hereinabove.
- (g) To work, improve, manage, administer, develop, turn to account, sell, lease, or otherwise dispose of or deal with all or any of the funds, properties and assets of the Fund from time to time as may be determined by the Fund to be necessary for achieving the objects of the Fund.
- (h) To invest the surplus funds of the Company, not immediately required for the business of the Company, in such Government securities or Government loans or with banks in Pakistan or abroad in such manner as may from time to time be determined by the Fund, and the applicable laws of Pakistan.
- (i) To promote, organize and establish, branches and offices of the Fund wherever considered necessary, and to manage and control such branches and offices and to delegate such powers and functions to persons placed in-charge of the management of branches and offices as may be considered necessary.
- (j) To open any current, savings, PLS or Fixed Deposit Account(s) with any bank or banks and to pay money into and draw money from any such account(s).
- (k) To finance the promotion, advancement of education such as primary and/or secondary schools, and/or vocational training institutions for the purpose of imparting knowledge and education, in such manner and on such terms as the Fund shall consider necessary, proper and reasonable.
- (l) To finance the promotion and advancement of health services in such manner and on such terms as the Fund shall consider necessary, proper and reasonable.
- (m) To set up schools for the purpose of imparting sound and modern education, and to run, manage, administer and control such schools and perform all such acts, deeds, matters and things as may be necessary or incidental for this purpose and to charge appropriate and reasonable fees for the imparting of such education as may be commensurate with the standard and level of the school and the education imparted, on a non-profit basis, and to re-invest any surplus money for the objects of the Fund, and to provide from the funds of the Fund the cost of such education to those students who cannot afford to pay in full or part, the cost of education.
- (n) To support the advancement or propagation of education, research and learning including establishment, maintenance and support of societies, associations, organizations or institutions for any such purpose including

libraries and centres of education and to achieve solidarity and unity among Pakistanis living in Pakistan and abroad with a view to making Pakistan into a modern welfare State.

- (o) To carry out such other charitable, philanthropic and other public purposes as the Fund in its discretion deem fit and to do all such other matters and things and to take all other actions as may appear to the Fund to be in the best interest and to the best advantage of the Pakistani community, as may be consistent or conducive with the objects set out herein.
 - (p) To set up and operate offices of the Fund in other countries with a view to obtaining the help and co-operation of Pakistanis and others residing in such countries, to work for and achieve the objects of the Fund and to receive from abroad donations, grants, gifts whether in the form of money or otherwise in the shape of medical equipment or other services which may be beneficial to the objects of the Company.
- (3) To sponsor, promote and provide in various forms and manners assistance including grants, institutional, advisory and training assistance, to registered non-government organizations, rural support programmes, voluntary agencies and societies, institutions and community groups (hereinafter referred to as the “Partner Organization”) undertaking activities with a view to generating income and / or employment opportunities and alleviating poverty in conformity with objects, of and in a manner approved by the Company.
 - (4) To foster institution building at the grass roots and expanding the existing institutional capacity aimed at improving access to resources for the poor.
 - (5) To support, sponsor, conduct and arrange training programmes, seminars, workshops and meetings for promoting interaction amongst Non-Government, Semi-Government and Government organizations, voluntary agencies and societies, local government bodies, institutions and individuals for attaining the objects of the Fund and to promote better understanding and co-operation between Government agencies and non-government organizations.
 - (6) To establish in any place in the country such offices, branches and local units as may be necessary for managing any of the affairs of the Fund.
 - (7) To invest and deal with all money of the Fund not immediately required in such securities, shares, debentures, and in such manner as shall from time to time be determined for the benefit of the Fund and as may be permissible under the law and to create reserve fund, insurance fund and depreciation fund thereto.
 - (8) To establish and maintain contact and collaborate with other organizations, institutions, bodies and societies in Pakistan and abroad including relevant international agencies, constituents of the U.N. Systems interested in similar objects

and to cooperate with such institutions, bodies and organizations for furthering the objects of the Fund.

- (9) To obtain membership and to pay fees for the membership of any national or international bodies, institutions, organizations and subscribe to their publications, if any, for furthering the objects of the Fund.
- (10) To procure the Company registration or recognition from the Government or any other concerned authority in the country or abroad, and take all such steps as may be necessary or expedient for enabling the Fund to carry on with its functions properly.
- (11) To undertake, support or aid any educational, social commercial, agricultural or industrial activity for attaining the objects of the Fund.
- (12) To purchase, take on lease or on allotment or hire or otherwise acquire, erect or adapt movable or immovable properties for the time being and to sell, let out or hire all or any portion of the same as considered necessary for attaining the objects of the Company as determined by the Company.
- (13) To enter into any arrangement with any government authority (central, state, municipal, local or otherwise), or any corporation, company or persons that may seem conducive to the Fund objects and to obtain from any such government, authority, corporation, Fund or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (14) To get insured against losses, damages, risks, accidents and liabilities of all kinds which may affect the Fund whether in respect of its contracts, agreements, advances or securities or in respect of servants or employees of the Fund, or in respect of property belonging to or rented to or hired by the Fund, by setting apart funds of the Fund or by effecting such insurance, and in latter case to pay the premium thereon.
- (15) To open accounts with bank or banks or approved financial institutions and to draw, make, accept, endorse, discount, execute bills of exchange, cheques, bills of lading, warrants, and other negotiable or transferable instruments, concerning the business of the Fund.
- (16) To recruit, appoint, take on deputation or on contract any employee, consultant, expert for the Fund and its programmes and projects or enter into any other agreement in this regard or to discontinue and terminate their services as deemed fit and proper by the Fund.
- (17) To do all such other lawful things as are conducive or incidental to the attainment of the objects and furthering the growth of the Company.

- (18) The objects as set forth in any of the above clauses shall be separate and independent objects of the Fund, except where the context otherwise expressly requires and shall in no way be limited or restricted by reference to the terms of any of the clauses or the objects therein specified or the powers thereby conferred. No sub-clause shall be deemed subsidiary or auxiliary to the objects mentioned herein above and the Fund shall have full powers to exercise all or any of the powers conferred by any part of this clause.
- (19) Pursuant to the above objects, the Company may:
- (a) Mobilize funds and accept donations, grants, or financial assistance from any Government, private or any other source, agency, institution in Pakistan and abroad for use in work consistent with the purpose and objects of the Fund.
 - (b) Establish provident fund, group insurance and / or other fund for the benefit of the employees of the Fund and provide other amenities and facilities to them.
 - (c) Acquire, take-over, accept by way of gift, the assets of any other organization, body or society with similar objects or undertake and accept the management of any endowment or trust fund set up with similar objects as that of the Fund.
 - (d) Prepare and adopt bye-laws, make rules and regulations, codes of practice and rules of business not inconsistent with law or this Memorandum for facilitating the proper functioning and administration of the Fund, transactions of its affairs and implementation of the projects and programmes sponsored by it and its Partner Organizations.
 - (e) Institute, conduct, defend or compromise legal proceedings by or against the Fund or its members or employees in respect of matters affecting the Fund.
 - (f) Do all such other acts and things either alone or in conjunction with other organizations or persons, as the Fund may consider necessary, incidental or conducive to the attainment of the above objects.

IV. The liability of the members is limited.

V.

- (a) In the event of the Company being wound up, every member of the Company undertakes to contribute to the assets of the Company for payment of the debts and liabilities of the Company and for the costs, charges and expenses of winding up, such amounts as may be required but not exceeding Rs.5,000/- (Rupees Five thousand only).
- (b) If upon winding up and dissolution of the company there remains, after satisfaction of all debts and liabilities, any property whatsoever the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to

some other institution(s) having purpose(s) similar to the purposes of the Company, such institution(s) to be determined by the members of the Company at or before the time of dissolution under intimation to the Government.

VI. It is hereby declared that:

- (a) The Company shall apply all its profits and other income from its business, activity or from any of its property, howsoever derived, solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and the Company is hereby specifically prohibited to pay any dividend to its members in accordance with the requirement of Section 42 of the Companies Ordinance, 1984.

VII. The Company shall be a public company limited by guarantee.

VIII. No member of the Board of Directors or General Body of the Company except the Chief Executive shall be appointed to any salaried office of the Fund or any office of the Company paid by fees and that no remuneration shall be given by the Company to any member of such Board of Directors or General Body except repayment of out of pocket expenses and interest on money lent / borrowed or rent of the premises demised to the Company.

IX.

- (a) No change in the Memorandum of Association shall be made except with the prior approval of the SECP.
- (b) 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.

X. It is hereby undertaken that the Company shall not engage in banking, leasing or the business of any investment company, or as investment advisor, insurance company or the business of financial institution, managing agency or construction business or in any unlawful business and that nothing in the object clauses shall be construed to entitle it to engage in such business.