

## MEMORANDUM OF ASSOCIATION

**NAME:**

The name of Association shall be **PAKISTAN MEDIATORS ASSOCIATION** (the "Association").

**ADDRESS:**

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The Registered Office of the Association shall be situated in C-253 P.E.C.H.S., Block 6, Off. Shahrah-e-Faisal Karachi or such other place as may be determined by the Managing Committee of the Association.

**AIMS AND OBJECTS:**

- a) To propagate, promote, support and coordinate alternative dispute resolution (ADR) including mediation nationally.
- b) To promote, finance, set up, establish, run, operate, manage and maintain mediation centers to institutionalize, support, manage and conduct ADR / mediation services.
- c) To review and recommend amendments in the existing laws, rules, regulations and by-laws in the mediation/ ADR provisions in the country for better and effective implementation of ADR / mediation.
- d) To conduct awareness-raising on ADR / mediation among practitioners, end-users, lawyers, judges and other stake holders and the public at large.

- e) To improve, develop and expand the services of the mediation centers and skills of the mediators.
- f) To understand and address problems, difficulties and issues faced by the mediators, at all steps of mediation process.
- g) To encourage, promote, support surveys and researches for the development of ADR / mediation.
- h) To seek the cooperation and assistance of professional bodies, academic and business communities in promoting ADR / mediation. To enter into any arrangement, amalgamation, union of interests, cooperation, joint ventures, reciprocal connection or otherwise with any person, firm, company, mercantile association, chamber of commerce, bar associations and other trade organizations to discuss matter relating to government policies on mediation and to enlighten the public at large affecting their interests and to make representations to government and legislative bodies.
- i) To organize lectures, seminars, conventions, conferences, group discussions, symposiums, workshops and accreditation / certification courses for achievement of the aims and objects of the association and for continuing professional education of the members throughout the country.
- j) To print and publish any magazines, papers, periodicals, books, pamphlets or leaflets that the association may think desirable for the promotion of its objects.

- k) To establish and maintain library for the benefits of members and to subscribe literature, journals, magazine, periodicals and other publications dealing with mediation and allied subjects.
- l) To affiliate or integrate with any International, National or Regional Association of Mediation and ADR as may have been established for objects similar to the regional and International **Associations**.
- m) To raise subscription, donation and sponsorships for the purpose of furthering the object of association and spend the money in accomplishing these objects.
- n) To purchase, take on lease or in exchange, hire or otherwise acquire any property movable or immovable which may be deemed necessary or convenient for any of the purposes of the association.
- o) To preserve, promote and safeguard the interest of the Members of the Association throughout the Country and to provide facilities to the members in performance of their professional duties.
- p) To maintain higher professional standards of probity and integrity amongst its members and to check and eradicate unprofessional practices.
- q) To do all other things as may be necessary to achieve the objects of the Association.

- r) To manage, sell, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the association.
- s) To invest any moneys of the association not immediately required in such manner as may be determined from time to time.
- t) To ensure, receive, accept and manage funds, donations, grants endowments and any other move able property or properties from lawful sources within a country and to utilize them for furthering and promoting the aims and objects of the Association
- u) The Association shall confine its activities only to the aims and objects of the Association and the income and property of the Association from whatever sources derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid by way of dividend profit bonus to any member/office bearers of the Association or otherwise Violation of this condition will be personal responsibility of the office bearers or members concerned.
- v) That Association shall be run on non political, non commercial and non religious basis.
- w) The accounts of the Association shall be audited by a qualified Chartered Accountant and will approve by the Managing Committee. General Body every year. The verified Audit Report will be submitted in the office of Provincial Assistant Registrar Join stock companies and in the case of failure Rs. 500/- per month will be paid as a penalty in the account of Government of Sindh.
- x) To work for collective welfare and interest of its members.

# **ARTICLES OF ASSOCIATION**

## **1. DEFINITIONS**

- i. Associate Member**
- ii. Election Commission**
- iii. Honorary Member**
- iv. Managing Committee**
- v. Member**

## **MEMBERSHIP**

This Association shall have full member (referred simply as 'member), associate and honorary members.

### **(A) Full member (referred as 'member')**

- (i) Any accredited or certified Mediator from a well recognized institution; or any person qualified as a Mediator from a well recognized institution or university, within or outside Pakistan, who agrees to the

Memorandum & Articles of Association and who is consents to abide by the Rules and Regulations of the Association as may be framed from time to time, is entitled to become Full Member ('member') of the Association.

Provided that each member shall agrees to pay a sum of Rs. 1,000/- as admission fee and promises to continue his membership by paying fee of Rs. 2,000/- per year.

(ii) For the purpose of clause (i) above, the Managing Committee shall shall prepare list of recognized institutions and universities through Regulations and only accredited, certified or qualified Mediators from such recognized institutions and universities, as the case may be, shall be eligible for Membership.

(iii) The Managing Committee by way of Rules, Regulations and Bye-Laws may impose any other reasonable criteria for the Membership.

(iv) All applications for Membership are subject to the approval of the Managing Committee and decision of the Managing Committee as to whether a person is entitled for Membership or not shall be final.

#### **(B) Associate Member**

(i) A person who has completed a certified course in mediation from a well recognized institution, who agrees to the Memorandum & Articles of Association and consents to abide by the Rules and Regulations of the Association as may be framed from time to time, is entitled for Associate Membership.

Provided that such Associate member agrees and promises to continue his membership by paying of Rs. 1,000/- per year.

(ii) For the purpose of clause (i) above, the Managing Committee shall by way Regulations, prepare list of recognized institutions and courses of such institutions entitling a person to apply for Associate Membership.

(iii) An Associate Member shall have all privileges of this Association except voting rights and those exclusively reserved for Full Members (member).

(iv) All applications for Associate Membership are subject to the approval of the Managing Committee and decision of the Managing Committee as to whether a person is entitled for Associate Membership or not shall be final.

### **(C) Honorary Member**

An Honorary Member shall be a person especially designated as a friend or benefactor of this Association. Candidates for Honorary Membership may be nominated by Members, for consideration and approval by the Managing Committee. An Honorary Member shall signify his or her acceptance of the provisions of the Articles of Association by signing an application. Honorary Members shall have no voting rights, and are exempted from paying membership dues. Honorary Membership may be extended indefinitely, unless the Managing Committee decides, by majority vote, that it is no longer appropriate for a particular individual.

## **2. REMOVAL / TERMINATION FROM MEMBERSHIP**

A member (whether Full, Associate or Honorary) is liable to be removed, in the following circumstances:-

(i) Any member who fails to donate for two (2) years may be removed from membership after giving 15 days notice.

(ii) Every member who acts or behaves in contravention of the aims and objects of the Association, either by active behavior or otherwise and a resolution to that effect is passed against him by the Managing Committee shall be removed from the Association. Provided a show cause notice in writing is served upon to such member by the Managing

Committee and after affording an opportunity of being heard. Another member may represent the member before the Managing Committee.

(iii) Members shall cease to be a member of the association for any of the following reasons:

- a) Resignation accepted by the managing committee.
- b) Death of the member
- c) Misconduct
- d) Final conviction and sentence by a court of law involving moral turpitude, followed by a resolution of the Managing Committee.

e) If a member becomes unsound of mind

(iv) An appeal shall lie against the order of removal of the Managing Committee before an Appellate Committee within 30 days of the service of order of removal.

### **3) RESTORATION OF MEMBERSHIP**

Member who ceases to be a member of the Association or whose membership has been terminated for any of the reasons mentioned-above, may be re-enrolled as member with the approval of the Managing Committee on the written request and with payment of Arrears.

### **4) FINANCIAL YEAR**

The financial year of the Association shall be from 1<sup>st</sup> July to 30<sup>th</sup> June every year.

### **5) QUORUM**

- a) The quorum for the meeting of the Managing Committee and General Body shall be not less than 25% majority of the total members. Proxies are not allowed.



- b) If within half an hour from the time appointed for the meeting a quorum is not present the members present being not less than three shall be the quorum. However, the decision taken in such a meeting shall be circulated through email / courier and must be ratified by 25% of the total membership.

**6) AMENDMENT**

Any amendment proposed in the Memorandum and Article of the Association shall be passed by 2/3<sup>rd</sup> majority of total members in a General Body Meeting.

**7) BANK ACCOUNT**

The donation or any other amount including membership fee and monthly subscription shall be deposited with any schedule bank or banks as may be prescribed by the general body from time to time. The bank account(s) shall be operated under joint signature of any two of the President, General Secretary or Finance Secretary.

**8) FUNDS**

The funds of Association shall consist of admission fee, yearly subscription fee from members, voluntary donations, aids, grants and special contributions for specific purposes from Government, International Donor Agencies and Corporate Sector.

**9) SPECIAL GENERAL MEETING**

Special general meeting of the General Body of the Association shall be called by the President on the requisition by 1/4<sup>th</sup> of the total members. The requisition duly signed by the requestors shall be delivered to the President who himself/herself or on his/her behalf the General Secretary will call a special General Body meeting within 15 days of the receipt of such requisition.

## **10) FUNCTIONS & POWERS OF THE ANNUAL GENERAL BODY**

- a) The General Body meeting shall be held every year. It shall receive working reports and accounts of the Association.
- b) The General Body shall have the power to alter or substitute Memorandum & Articles / Rules of Association.
- c) The quorum of the General Body meeting shall be 25% of the total strength of the members.

## **11) FUNCTIONS & POWERS OF THE MANAGING COMMITTEE**

The administration of the Association shall vest in the Managing Committee which shall be elected by members of the Association for a period of two years, and it shall continue to function till a new one is duly formed and shall have the authority to manage the affairs of the Association according to aims and objectives and initiate program within the prescribed framework and formulate rule(s) & regulation(s) of the association.

- 1) The Managing Committee may also form / constitute sub-committees which shall function subject to the control of the Managing Committee. The Managing Committee is also authorized to suspend membership of any member on the basis of misconduct or working against the interest of the association as per procedure outlined in para 2(ii) above.
- 2) The ordinary meeting of the Managing Committee shall be held quarterly on a date fixed by the General Secretary with the approval of President.

## **12) AGENDA FOR THE ANNUAL GENERAL MEETING**

- a) Approval of the Annual Report of Association to be presented by the General Secretary regarding the working of the Association.

- b) Appraisal of the resources available with the Association.
- c) The working of the Association & its progress towards achievements of its aims and objects and suggest measures for achievement of its goals and future programs for next financial year.
- d) Approval for the income and expenditure.
- e) Any other matter with the permission of the President.

### **13) AUDIT**

The Accounts of the Association shall be Audited by a qualified Chartered Accountant and will be approved by the Managing Committee / General Body every year.

### **14) ISSUE OF NOTICE FOR MEETING**

- a) Notice for the Annual General Meeting of the Association shall be issued not less than 21 days before the date fixed. The notices for the extra ordinary General Meeting of the Association shall not be less than 7 days before the date fixed but in special case, such an extra ordinary meeting may, however, be called for consideration of urgent matters by means of notice issued not less than five days before the date fixed.
- b) Notice for the ordinary meetings of the Managing Committee shall be issued not less than 14 days, before the date fixed. An extra ordinary notice of the Managing Committee in special case, may, however, be convened for consideration for urgent and important matters, on 03 days notices. Proposal, if any from the member of the association for discussion and consideration in any meeting of the Association may be addressed to the Chairperson or General Secretary.

**15) MANAGING COMMITTEE**

The Managing Committee shall have the following office bearers and members:

- |                               |          |
|-------------------------------|----------|
| a) President                  | 1 (One)  |
| b) Vice President             | 4 (Four) |
| c) General Secretary          | 1 (One)  |
| d) Finance Secretary          | 1 (One)  |
| e) Members Managing Committee | 5 (Five) |

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**16) DUTIES & POWERS OF THE OFFICE BEARERS**

**PRESIDENT**

- a) President will be the head of the Association.
- b) President will preside all the meetings of the Association, unless not present at a meeting.. In that case the Vice President shall preside over the proceedings.
- d) President will also be empowered to call the emergency meetings of the managing committee.
- e) All the correspondence shall be done with the permission of the President.
- f) President will also act as member of the Managing Committee.

### **VICE PRESIDENT**

Vice-President will assist and support the President in dispensation of his/her duties and functions of the Association.

### **GENERAL SECRETARY**

- a) The General Secretary shall be responsible to oversee the implementations of the decisions of the Managing Committee.
- b) General Secretary will keep proper records of proceedings of all meeting held.
- c) General Secretary will execute and enforce the resolution passed in the meetings in conformity with the provisions of the Constitution of the Association and to represent the association in all the matter relating thereto.
- d) General Secretary will have a custody and control over the records of the Association.

### **FINANCE SECRETARY**

The following duties shall be performed by the Finance Secretary:

- a) To maintain or cause to be maintained proper accounts and books of accounts of income and expenditures of the Association.
- b) To prepare budget and obtain its sanction from the Managing Committee.
- c) To make payment with the approval of the President or the General Secretary
- d) To operate bank accounts and draw cheques etc. with joint signatures of the President or General Secretary.

## **MEMBERS OF MANAGING COMMITTEE**

They shall assist the Managing Committee in the manner as desired of them.

### **17) ELECTION**

- a) The members shall elect every two year Managing Committee consisting of (i) President (ii) Four Vice Presidents (iii) General Secretary (iv) Finance Secretary and (v) Seven members of Managing Committee to be elected from amongst the members in the manner prescribed here under:
  - (a) President: The President shall be elected from amongst the Members. Provided that the office of the President shall be rotated amongst the provinces in the following manner:
    - i) Sindh
    - ii) Punjab
    - iii) KPK
    - iv) Balochistan
  - (b) Vice-President: Four Vice-Presidents, one from each province, shall be elected from amongst the members. Provided that this composition shall not apply till the time membership of the association is identified and established in KPK and Balochistan and during this period Sindh and Punjab will share one seat each, apart from their actual representation.
  - (c) General Secretary: The Secretary shall be elected from amongst the members
  - (d) Finance Secretary: The Finance Secretary shall be elected from amongst the members
  - (e) Members of the Managing Committee: Five members of the Managing Committee, two from Sindh, one from Punjab, one from KP and one from Balochistan. Provided that this composition of the Managing Committee shall not apply till the time membership of the association
- b) A candidate contesting election for any of the post of office bearers mentioned in Rule 15 above must possess the qualification shown against each post as under :-
  - (a) President: The President shall be elected from amongst the Members. Provided that the office of the President shall be rotated amongst the provinces in the following manner:
    - i) Sindh
    - ii) Punjab
    - iii) KPK
    - iv) Balochistan
  - (b) Vice-President: Four Vice-Presidents, one from each province, shall be elected from amongst the members. Provided that this composition shall not apply till the time membership of the association is identified and established in KPK and Balochistan and during this period Sindh and Punjab will share one seat each, apart from their actual representation.
  - (c) General Secretary: The Secretary shall be elected from amongst the members
  - (d) Finance Secretary: The Finance Secretary shall be elected from amongst the members
  - (e) Members of the Managing Committee: Five members of the Managing Committee, two from Sindh, one from Punjab, one from KP and one from Balochistan. Provided that this composition of the Managing Committee shall not apply till the time membership of the association

is identified and established in KPK and Balochistan and during this period Sindh and Punjab will share one seat each, apart from their actual representation.

- c) The election of the office bearers including members of the Managing Committee of the Association, which shall be by secret ballot, shall be held at the Annual General Meeting (after every three years) and the members elected at such election shall hold office for two years.
- d) Every member of the Association shall be entitled to vote at such election provided that he is not in arrears of the yearly donations .No member is allowed to vote through proxy.
- e) Every member of the Association shall be entitled to contest the election for any office provided he is not in arrears in respect of his yearly donations on the last date for filing the nomination papers.
- f) Every member desirous of being a candidate for any office of the Association or for membership of the Managing Committee shall send nomination paper in the form prescribed by the Managing Committee duly proposed and seconded by two members of the Association qualified to vote on the date of such proposal to General Secretary of the Association at least 21 days before the day of election,

Provided however, no member shall propose or second more than one candidate the same office and more than 05 candidates for, membership of the Managing Committee.

- g) The election of the office bearers including members of the Managing Committee shall be conducted by the Election Commissioner who shall be appointed by the Managing Committee at least 30 days before the date fixed for holding the Election. The Election Commissioner shall scrutinize the nomination papers. He shall have power to accept or reject any nomination paper for reasons given in writing within two days. The decision of the Election Commissioner shall be final and binding.
- h) That on the date and time fixed for the scrutiny, the nomination papers

shall be taken up for scrutiny one by one. The first seven nomination papers for membership of the Managing Committee shall be declared valid, if confirming to the requirements. All subsequent nomination papers, if proposed or seconded by the same member for the same post or for membership of the Managing Committee shall be declared in-valid by the Election Commissioner.

- i) The Election Commissioner shall be assisted by the members of the Association as nominated by the Election Commissioner who may not be contesting for any post in the election. The Election Commissioner shall perform all functions necessary for the proper conduct of the election and his decision in all matters relating thereto shall be final and binding.
- j) That at the time of polling every member eligible to vote, shall cast his vote, in favour of seven candidates for membership of the Managing Committee failing which the ballot paper shall be declared invalid by the Election Commissioner in respect of the election of member of the Managing Committee.
- k) No Associate member shall be eligible to seek election to any office of the Association to propose or second any candidate seeking election to any post of the Association, to vote in the Annual Election, Annual General Meeting or any Special General Meeting of the Association.
- l) Every year the General Secretary shall convene a meeting of Annual General Body for Election of the members of the Managing Committee and its office bearers.

Provided that the office bearers of the Association will not be eligible to contest election, after holding the position for two consecutive terms, and for total four term of office. This condition shall not apply to members of Managing Committee.

- m) The elections shall be voted by the Members present under the Association Rules or The Societies Act shall be followed and formed shall be used.
- n) Every member shall have a right to one vote except the defaulter



member who is in arrears of annual membership fee.

- o) Members seeking election will have to file nomination papers at least two weeks prior to the date fixed for election and scrutiny of all the nomination papers proposed and seconded by two members shall be held at least one week before the date of election. The candidates whose nomination papers are in order shall be eligible to contest for the position sought and may contest the) election.

## **18) VACANCY**

The Managing Committee will nominate / replace any office bearer or member who may in the event of resignation, death etc., become out of the association. The replaced office bearer or member will continue to hold the office, till the date of new election.

## **19) DECISION**

All decisions of the Meetings will be taken with the approval of simple majority of the Members present in all the meetings respectively except specific actions requiring higher percentage of voting as per the Articles.

## **20) DISSOLUTION**

That on dissolution of the Association after the approval of the 2/3<sup>rd</sup> majority of General Body all Assets of the Association shall be donated to any other Association subject to the conditions that such Association must be in agreement with the aims and objectives of the Association and after clearance of all the liabilities and members would have no claim towards assets/property of the Association on dissolution.