

[THE COMPANIES ORDINANCE, 1984]

(A COMPANY LIMITED BY GUARANTEE AND ESTABLISHED UNDER
SECTION 42 OF THE COMPANIES ORDINANCE, 1984)

ARTICLES OF ASSOCIATION
OF
"M/S LAHORE WASTE MANAGEMENT COMPANY"
(LWMC)

PRELIMINARY

1. In these articles, unless the context or the subject matter otherwise requires:
- (a) "THE COMPANY" means "LAHORE WASTE MANAGEMENT COMPANY".
 - (b) "THE OFFICE" means the Registered Office for the time being of the Company.
 - (c) "THE DIRECTORS" mean the Directors for the time being of the Company.
 - (d) "THE SEAL" means the Common Seal of the Company.
 - (e) "THE ORDINANCE" means the Companies Ordinance, 1984.
 - (f) "THE COMMISSION" means the Securities and Exchange Commission of Pakistan.
 - (g) "THE REGISTRAR" means the Registrar of Companies.
 - (h) "THE REGISTER" means the Register of the members to be kept in pursuant to Section 147 of the Ordinance.

Any other persons shall be admitted to membership of the Company as decided by the Board of Directors from time to time and on admission of their membership they shall be deemed to have agreed to become a member of the Company in accordance with the rules and regulations passed by the Board of Directors and also in pursuance to these presents and Memorandum of Association and their names will be appear in the register of the members.

3. BUSINESS OF THE COMPANY:

The business of the Company, its affairs and/or functions shall comprise of achieving the objectives given in the Memorandum and include undertaking all or any of the several objects, and any act, deed or thing done in pursuance thereof, ancillary and/or incidental thereto as expressed in, and authorized by the Memorandum of Association hereto annexed, and can be commenced immediately after incorporation of the Company as the Directors may think fit.

GENERAL MEETINGS AND PROCEEDINGS

4. ANNUAL GENERAL MEETING:

A General Meeting to be called Annual General Meeting, shall be held, in accordance with the provisions of Section 158, within eighteen (18) months from the date of incorporation of the Company and thereafter once at least in every calendar year within a period of four (4) months following the close of its financial year and not more than fifteen (15) months after the holding of its preceding Annual General Meeting as may be determined by the Directors.

5. OTHER GENERAL MEETINGS:

All other meetings of the members of the Company other than an Annual General Meeting shall be called, Extra-ordinary General Meeting.

10. EFFECT OF QUORUM NOT BEING PRESENT:

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

11. CHAIRMAN OF MEETING:

The chairman of the Board of Directors, shall preside as Chairman at every general meeting of the Company, but if he is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act as Chairman, any of the Directors present is willing to act as Chairman, the members present shall choose one of their member to be the Chairman.

12. ADJOURNMENT:

The Chairman may, with consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time but no business left unfinished at meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. VOTING:

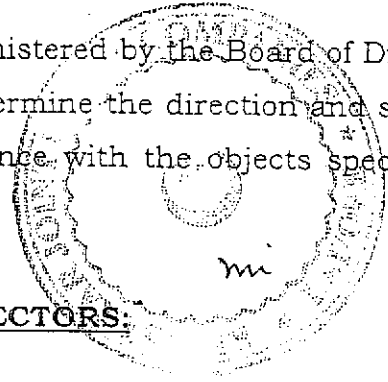
At any general meeting a resolution put to the vote the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company

all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

20. BOARD OF DIRECTORS:

The Board of Directors shall be responsible for the appointing the management team and shall supervise the affairs of the Company in accordance with the Articles of Association

The affairs of the Company shall be administered by the Board of Directors which shall have the responsibility to determine the direction and scope of the activities of the Company in accordance with the objects specified in Memorandum of Association.



21. COMPOSITION OF THE BOARD OF DIRECTORS:

"The Board of Directors will comprise no more than fifteen (15) directors including a Chairman. Four (4) directors will be ex-officio nominee directors, Five (5) directors will be selected from private sector and remaining Six (6) positions will be filled by technical experts from Private or Public Sector."

22. QUALIFICATIONS OF DIRECTORS:

Every nominated/appointed Director of the Company shall be eligible for Directorship in accordance with the provisions of section 187 of the Companies Ordinance, 1984.

The Board of Directors shall ensure that Directors from the private sector shall be appointed in a competitive and transparent manner and shall have a post-graduate degree in their field of specialization and no less than ten (10) years experience in a similar role

26. DECISIONS OF DIRECTORS:

Members of the Board of Directors shall function in their professional capacity and shall not be subject to or be bound by instructions or orders of the office, organization or agencies with which they may be associated.

No action or decision by the Board of Directors shall be rendered invalid or inoperative on account of any vacancy or vacancies in the composition of the Board of Directors.

27. PROCEDURE FOR ELECTION OF DIRECTORS:

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

(a) The Directors of the Company shall be elected by the members of the Company in general meeting:

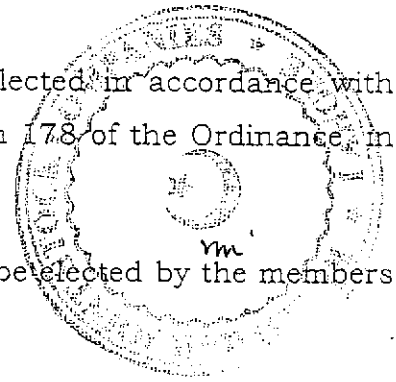
(b) The Directors of the Company shall be elected on the basis of one member one vote:

(c) The candidate who gets the highest number of votes shall be declared elected as Director and then the candidate who gets the next highest number of votes shall be so declared and so on until the total number of Directors to be elected has been so elected.

(ii) If the number of persons who offer themselves to be elected is not more than the number of Directors fixed by the Directors under sub-section (1) of section 178, all persons who offered themselves shall be deemed to have been elected as Directors.

28. CASUAL VACANCY AND ALTERNATE OR SUBSTITUTE DIRECTORS:

(a) Any casual vacancy occurring among the Directors may be filled up by the Directors within thirty days of the vacancy and the person so



- (b) Delegate such functions and powers to the Executive Committee as may be deemed necessary from time to time
- (c) Approve bye-Laws and Service Rules of the Company.
- (d) Approve operational policies for the betterment of Company.
- (e) Approve detailed plans and programs for the furtherance of the objects of the Company.
- (f) Consider the annual and supplementary budgets placed before it and pass them with such modifications as may be deemed necessary.
- (g) Enter into agreements with the Government and with the approval of the Government with foreign Governments and international agencies and organizations and without such approval other public or private bodies or organizations or individuals for securing and/or accepting loans or grants to the Company on mutually agreed terms and conditions, provided that such terms and conditions shall not be contrary to or inconsistent with the objects of the Company as detailed in the Memorandum of Associations.
- (h) To present to the general meeting of the Company any matters which the Directors feel are material to the Company, its objects or interests or affecting the interests of members and make suitable recommendations regarding such matters.
- (i) To regulate, through Articles, the admission of members.
- (j) To appoint, remove or suspend the legal advisors, bankers, or other officers on such terms and conditions as they shall think fit and as may be agreed upon.
- (k) To appoint any qualified person as a first auditor(s) subject to provisions of the ordinance:

PROCEEDINGS OF THE BOARD:

31. The Board shall meet at least once in each quarter of every year, subject thereto meetings of the Board shall be held at such time as the Director shall think fit. All meetings of the Board shall be held at the registered office of the Company or at such other place as the Board shall from time to time determine. The meetings of the Board shall be called by the Chairman on his own accord or at the request of the Managing Director (or any three Directors) by giving at least seven (7) days notice to the members of the Board.

32. At least thirty three percent of the total number of Directors or five (5) directors, whichever is higher, shall constitute a quorum provided that no less than two (2) professional directors are present.

33. Except as otherwise provided by these Articles, every question at meetings of the board shall be determined by a majority of votes of the Directors present, each Director having one vote. In case of any equality of votes or tie, the Chairman shall have a casting vote in addition to his original vote as a director.

34. Minutes of the proceedings of every meeting of the Board and a record of attendance of the Directors thereat shall be recorded by the Secretary in a book kept for that purpose. These shall be signed by the Chairman of the meeting at which they are read.

35. **RESOLUTION THROUGH CIRCULATION:**

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

36. **MANAGING DIRECTOR:**

The Directors may appoint a person to be the Managing Director of the Company and vest in him such powers and functions as they deem fit in relation to the management and administration of the Company subject to

40. SECRETARY:

The secretary shall be appointed (or removed) by the Chairman of the Company with the approval of the Board.

41. The Secretary shall be responsible for all secretarial functions and shall ensure compliance with respect to requirement of the Ordinance concerning the meetings and record of proceeding of the Board, committees and the general meetings of members, review the application for admission to membership and the recommendation accompanying the same to insure that they are in the form prescribed and shore that all notices required by these Article or under the Ordinance are duly sent and all returns required under the Ordinance are duly filed with concerned Company Registration Office.

42. COMMITTEES:

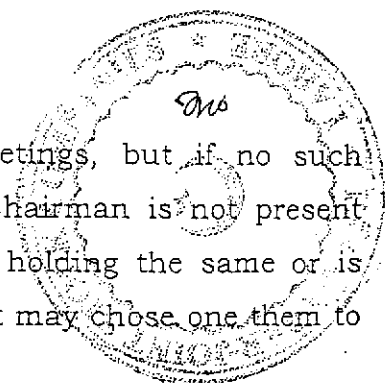
The Directors may delegate any of their powers to committees consistence of such members or member of their body as they think fit and they may from time to time revoke such delegation. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from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

43. CHAIRMAN OF COMMITTEE MEETINGS:

A committee may elect a Chairman of its meetings, but if no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the same or is unwilling to act as Chairman, the member present may chose one them to be the Chairman of the meeting.

44. PROCEEDINGS OF COMMITTEE MEMBERS:

A committee may meet and adjourn as it thinks proper. Question arising at any meeting shall be determined by majority of votes of the members



- (i) Grants made by the Government;
- (ii) Funds, aid and donations, grants, loans or other financial assistance from any Government, private or any other sources and agencies, agencies, or institutions in Pakistan and abroad for use in work consistent with the purposes and objects of the Company; provided, however, that the receipt of such foreign loans or donations will be subject to such procedures as may be prescribed by the Government from time to time.
- (iii) Fee and charges imposed by the Company for services rendered by it; and
- (iv) Income and receipt from other sources.

49. The Company may in furtherance of its objects:

- (i) Invest and deal with fund and moneys of the Company;
- (ii) Borrow and raise resources for the Company;
- (iii) Draw, accept, make endorse, discount and deposit Government and other promissory notes, bills of exchange, cheques or other negotiable instrument; and
- (iv) Create reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation, repair, improvement, extension or maintenance of any of the properties or rights of the Company and/ or for recouping wasting assets and for any other purposes for which the Company deems it expedient or proper to create or maintain any such fund or funds.

All properties of the Company, moveable and immovable, shall vest in the Company and shall be administered by the Managing Director, on behalf of the Company within the parameters set by the Company in its General Meeting or otherwise as directed by the Board of Directors.

50. The Company may purchase, hire, lease, exchange or otherwise acquire property, moveable and immovable, tangible or intangible (including copyrights, patents and intellectual properties) which may be necessary or

ACCOUNTS

53. BOOKS OF ACCOUNT:

The Directors shall cause to be kept proper books of account as required under section 230 of the Ordinance so that such books of account shall be kept at the registered office or at such other place as the Directors think fit as provided in the said section 230 and shall be open to inspection by the Directors during business hours.

54. INSPECTION BY MEMBERS:

The Directors shall from time to time determine the time and places for inspection of the accounts and books of the members not being Directors.

55. ANNUAL ACCOUNTS:

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

56. COPY OF ACCOUNTS TO BE SENT TO MEMBERS:

A copy of balance sheet and profit and loss account and the Cash flow statement along with the reports of Directors and Auditors of the Company shall, at least twenty-one (21) clear days before the holding of the General Meeting, be sent to all the members and the persons entitled to receive notices of general meetings, in the manners in which notices are to be given as provided in section 50 of the Ordinance.

57. AUDIT:

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

not be paid or disbursed among the members, but shall be given or transferred to some other institution or institution have similar objects to those of the Company as decided by the members of the Company in their general meeting by special resolution.

62. SUPPLEMENTARY PROVISIONS RELATING TO TAX:

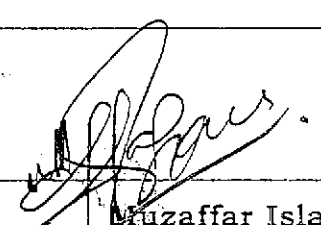
The company shall abide by and adhere to the following rules:

- (I) The company shall get its annual accounts audited from a firm of Chartered Accountants.
- (II) The Company shall, in the event of its dissolution, after meeting all liabilities, transfer all its assets to an institution, Company, trust, society or organization, which is an approved non-profit organization, and intimation of such transfer will be given to Commissioner, Central Board of Revenue, within three months of the dissolution.
- (III) The Company shall utilize its money, property or income or any part thereof, solely for promoting its objects.
- (IV) The Company shall not pay or transfer any portion of its money, property or income, directly by way of dividend, bonus or profit, to any of its member(s) or the relative or relatives of member or members.
- (V) The company shall maintain its banks accounts with a scheduled bank or in a post office or national saving organization, National Bank of Pakistan or national commercialized banks.
- (VI) The Company shall regularly maintain its books of accounts in accordance with general accepted accounting principles and permit their inspection to the interested members of the public, without any hindrance, at all reasonable times.
- (VII) Without prejudice to the powers conferred on the Commission under Section 42 of the Companies Ordinance, 1984, the association shall not change its memorandum without approval of Commissioner,

Articles of Association of Lahore Waste Management Company

We, the several, persons whose names and addresses are described below are desirous of being formed into a Company Limited by guarantee and established under section 42 of the Companies Ordinance, 1984, in pursuance of these Articles of Association:-

Name and Surname (present & former in full in block letters)	CNIC No (In Case of Foreigner, Passport No)	Father's / Husband Name (in full)	Nationality with any former Nationality	Occupation	Residential Address (in full)	Signature
Khawaja Ahmad Hassan	35202-3022206-1	Khawaja Aman Ullah	Pakistani	Chairman CM's Task Force for LRRP	H. 3, Chamba House Lane, Golf Road, GOR, Lahore.	
Dr. Nasir Javed	35202-4309946-7	Ghulam Shabir	Pakistani	CEO The Urban Unit	112-Habitat Houses, Shadman-II Lahore.	
Ch. Muhammad Saleem Afzal	45402-1395526-1	Ch. Muhammad Afzal	Pakistani	E.D.O (F&P) Govt. Servant	Ward No. 2, 74-Nusfat, Mohala Gareeb Abad, Dor, District, Shaheed Banazir Abad.	
Majid Zahoor	35202-6885794-1	Zahoor ud Din	Pakistani	MPA	House No.9, Karim Street, Mohala Jafar Din Road, Mozang, Lahore.	
Mehar Ishtiaq	35202-9537422-3	Ch. Mushtaq Anwar	Pakistani	MNA	4/6, Multan Road, Dholanwal, Lahore.	
Waseem Ajmal	33100-7984720-5	Basheer Ahmad	Pakistani	Managing Director (LWMC)	55-B, GOR-III, Shadman, Lahore.	
Dr. Aisha Ghaus Pasha	915090-119697-4	Hafiz Ahmed Pasha	Pakistani	MPA	5A/1-4 th North Street Phase 1, DHA, Karachi.	
Ahmad Rafay Alam	35202-4073007-1	Syed Asad Alam	Pakistani	Advocate High Court	House No. 90, Mohala Upper Mall, Lahore.	
Dr. Rizwan Naseer	35202-2556969-7	Naseer Mehmood Akhtar	Pakistani	DG (PESR)	House No. 16, Mohala Ahmad Block, New Garden Town, Lahore.	

<u>Witness to the above signatures:</u>	
Signature	
Full Name (in Block Letters)	Muzaffar Islam
Father's Name	Dr. Abdul Salam
Nationality	Pakistani
Occupation	Advocate
CNIC NO	35202-2722205-5
Full Address	100-C B.O.R Johar Town Lahore

DISTRICT OFFICER
Enter
For Reg
Lahore District Union

M