

BYELAWS

OF

THE ASSOCIATION OF CONSULTING ENGINEERS PAKISTAN

1. NAME OF ASSOCIATION

The name of association is “The Association of Consulting Engineers Pakistan”.

2. DEFINATIONS

In these Byelaws unless there is something in the subject or the context inconsistent therewith:

“Association” means The Association of Consulting Engineers Pakistan.

“Consulting Engineers” means a consulting engineer as defined in PEC Act 1976 and the Byelaws for consulting Engineers enacted by the Pakistan Engineering Council.

“PEC Byelaws” means the Byelaws for Consulting Engineers enacted by the Pakistan Engineering Council under PEC Act 1976.

“Code of Ethics” shall be the code of ethics promulgated by the Association.

“Council” means the Council of the Association for the time being elected in accordance with the Byelaws.

“Principal” means a sole owner of an unincorporated practice, a partner in a partnership of individuals or an executive of a Company in accordance with PEC byelaws for Consulting Engineers.

“Register” means the Register of members.

“Secretary” means any person appointed to perform the duties of the Secretary of the Association and includes an Honorary Secretary.

“Professional” means a professional engineer or an allied professional as defined in PEC byelaws.

“Writing” and “Written” shall include printing, lithography, typewriting, photography and other mode of representing or reproducing words in a visible form.

Words denoting the male gender shall include the female.

Words denoting the singular number shall include the plural and vice versa.

3. OBJECTIVES

The objectives for which the Association is established are:

- 3.1 To promote amongst members of the Association a recognition of the needs and aspirations of the community and to promote common interests of the community.
- 3.2 To define and maintain a Code of Ethics dedicated to the common interests of the community and maintenance and development of the profession of consulting engineering.
- 3.3 To initiate, promote and conserve the interest and status of the profession of consulting engineering and generally to represent and advance the profession and, in particular all the members of the association regardless of whether they belong to the public or the private sector.
- 3.4 To encourage the maintenance and development of its member's technical skills and professional practice and to co-operate with other Associations and organizations having similar objectives.
- 3.5 To promote amongst the community and members the selection of consulting engineers on merit of professional competence and not of price.
- 3.6 To promote amongst the community and members the benefits of adequate remuneration for professional services and for this purpose to provide reference or guideline conditions of engagement and fee scales.
- 3.7 To promote fraternity between members particularly between public and private sectors.
- 3.8 For the purpose of effecting all or any such objectives as aforesaid :
 - a. To print and publish such newspapers, periodicals, books, pamphlets and other material as the Association may think desirable for the promotion of its objective.
 - b. To establish, undertake, manage and contribute to any charitable or benevolent fund or any superannuation pension or provident fund for the benefit of its members or former members or employees and their wives, widows, families and dependants and to contribute to or otherwise assist any charitable or benevolent institution or objects, or to any public general or useful object.
 - c. To undertake and execute any trusts which may seem to the Association conducive to any of its objectives.
 - d. To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be requisite for the purposes of the Association or capable of being conveniently used in connection with any of the objectives thereof.
 - e. To construct, improve, maintain, develop, manage, carry out or control any houses, buildings works of conveniences which may seem either directly or indirectly to advance the interests of the Association and to contribute to or otherwise assist and take part in the construction, improvement, maintenance, development, management or control thereof.
 - f. To invest and deal with the moneys of the Association not immediately required in such manner and upon such securities as may from time to time be determined.

- g. To borrow or raise or secure the payment of money required for the purposes of the Association in such manner and on such terms as the Association may think fit, and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association and in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property (both present and future) and to purchase, redeem or pay off any such securities.
- h. To make draw, accept, endorse, discount execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- i. In furtherance of the objectives of the Association to sell, improve, manage, develop, exchange, lease, dispose off, turn to account of otherwise deal with all or any part of the property and rights of the Association.
- j. To take any gift of property, whether subject to any trust or not or any one or more of the objectives of the Association, but subject to the proviso that in case the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- k. In furtherance of the objectives of the Association to amalgamate with any company, institution, society or association having objectives altogether or in part prohibit the distribution of its income and property among its members at least to the extent imposed upon the Association by Byelaw 4 below.
- l. To procure the Association to be registered or recognized in any country or place outside Pakistan.
- m. To do all such other things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Association or any of them.

4. INCOME AND PROPERTY

The income and property of the Association, wheresoever derived shall be applied solely towards the promotion of the objectives of the Association as set forth in these Byelaws and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at the time are or have been members of the Association or to any of them or to any person claiming through any of them. PROVIDED THAT nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association or other person in return for any services actually rendered to the Association, or reasonable and proper rent for premises demised or let by any member of the Association but so that no member of the Council of the Association shall be appointed to any salaries office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in moneys worth shall be given by the Association to any member of such Council in his capacity as a Councilor except reimbursement of actual authorized out-of-pocket expenses or reasonable and proper rent for premises demised or let to the Association.

5. WINDING UP

If on the winding up or dissolution of the Association 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 Association but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Association and which would prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Byelaw 4 hereof, such institution or institutions to be determined by the members of the Association or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then some charitable object.

6. RECEIPT AND EXPENDITURE

True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect to which such receipt and expenditure takes place and of the property, credits and liabilities of the Association; subject to any reasonable restrictions as to the time and manner of inspecting same as may be imposed in accordance with the regulations of the Association for the time being in force, may be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

7. ELIGIBILITY FOR MEMBERSHIP

- 7.1 Subject to these Byelaws, a consulting engineer who fulfills the requirements of PEC byelaws is eligible for admission as a member of the Association and is eligible to remain a member provided that :
- a. He is resident in Pakistan.

and

 - b. He practices as a consulting engineer..

and

 - c. The Council is satisfied that he is independent of any interest that is likely to control or diminish independence of judgement, management or decision in the conduct of the consulting engineering practice in which he is engaged and that he has never been actively engaged in pursuits conflicting with the objectives of the Association as set out in Byelaws 3.1 to 3.7.

8. ADMISSION OF MEMBERS

- 8.1 Application for admission to membership shall be made to the Secretary in form as may from time to time be prescribed by the Council. An applicant may be required to furnish such additional information relating to his eligibility as the Council may consider necessary.
- 8.2 The Council may except in cases where the decision of the Council on any question of eligibility is expressly required by the Byelaws, delegate consideration of any application to the Executive Committee.

- 8.3 The election of a member under this Byelaw shall take place at a meeting of the Council or the Executive Committee the notice convening which contains specific reference to the proposed election as part of the business of the meeting.
- 8.4 The Council may reject any application without being required to assign to the applicant any reason for such rejection.
- 8.5 The member elect shall be admitted as a member and his name be entered in the Register of Members, upon payment of the prescribed entrance fee and of the annual subscription.
- 8.6 The member elect will be required to furnish to the Association the name of its authorized representative who shall be the Chief Executive or his authorized representative for the purpose of dealing with the Association or Association affairs. Only such nominated authorized representative will be considered to represent the member in all matters concerning the Association. Any change of authorize representative shall be notified immediately by the member.

9. CERTIFICATE OF MEMBERSHIP

- 9.1 A certificate of membership of the Association shall be given to a member upon having his name entered in the Register of Members.
- 9.2 A member shall surrender his certificate of membership to the Secretary upon having his name removed from the Register of Members for any reason whatsoever.

10. FEES, SUBSCRIPTIONS AND LEVIES

- 10.1 The entrance fee payable by a member elect of the Association shall be Rs. 500/- or such sum as Council may determine from time to time.
- 10.2 The annual subscription payable by a member of the Association shall be minimum of Rs. 1500/- for one discipline and minimum of Rs. 3000/- for multidiscipline or such sum and on such basis as the Council may determine and shall become due and payable in advance on the first day of January in each year. The first annual subscription or such proportion as shall be determined by Council shall become due and payable upon the election of a member.
- 10.3 If any matter shall arise which in the opinion of the Council affects the interests of the Association or of its members and which involves any unusual expenditure or commitments, the Council shall be empowered to levy the members on such basis as it may consider just and equitable and fix the method of payment provided that in any one financial year such levy or levies shall not exceed an amount equal to the annual subscription unless first approved by a general meeting of the Association.
- 10.4 If any member shall fail to pay a levy within one month after due notice thereof or if he shall be in arrears for three months in payment of his annual subscription he shall ipso facto be disqualified from taking part in any proceedings of the Association unless the Council shall previously have extended the time for payment.
- 10.5 No member shall by reason of his membership have any transferable or assignable interest in the funds of the Association and on any person ceasing by death, resignation or

otherwise to be a member, his interest shall accrue and belong to the other members of the Association for the time being.

11. CESSATION OF MEMBERSHIP

- 11.1 If a member shall fail to pay any levy or annual subscription within three months after the same becomes due a final notice shall be sent to such member requiring payment of the amount due within one month and in default of payment within such further period the Council may remove the name of the defaulting member from the Register.
- 11.2 If the Council shall be of the opinion that any member has by reason of a breach of or non-compliance with the Byelaws (other than such as relate to the payment of moneys to the Association) or otherwise, ceased to be eligible for membership of the Association the name of such member shall not be removed from the Register until he has been notified in writing of the alleged breach or non-compliance or other circumstances relating to continued eligibility and invited to show cause within 30 days from the date of the notice as to why his name should not be removed from the Register. If the member shall fail to show cause in accordance with the notice or if having shown cause the Council is of the opinion that such member has failed to establish his continued eligibility the name of such member shall be removed from the Register.
- 11.3 A member may resign from the Association by giving 30 days written notice to the Secretary of his intention to resign and the resignation shall take effect upon the expiry of the notice.
- 11.4 On the termination of membership whether by death, retirement from practice, resignation, expulsion, cessation of business or otherwise a member shall cease to have any interest in or claim upon the funds of the Association, but he or his estate shall remain indebted to the Association for any contribution and other sums due by him to the Association at the time when he ceased to be a member unless the Council decides otherwise.
- 11.5 A member who shall have had his name removed from the Register for reasons stated in either Byelaw 11.1 or 11.3 may, within a two year period, have his name reinstated on the Register, at the discretion of the Council, on payment of his subscription in arrears and for the intervening period together with a rejoining fee to be determined from time to time by the Council provided that he is otherwise eligible for membership.

12. DISCIPLINARY PROCEDURE

- 12.1 Disciplinary proceedings may be instituted if a member is alleged to be in breach of these Byelaws (other than such as are referred to in Byelaws 11.1 and 11.2) or the Code of Ethics for the time being in force or to be guilty of any other serious misconduct likely to bring the profession into disrepute.
- 12.2 No member of the public, and in particular no member of the press shall be permitted to attend the hearing of any investigation proceedings of the Investigation committee hereinafter referred to nor any of the deliberative proceedings of the Executive Committee or Council hereinafter referred to. All disciplinary proceedings shall be held confidential until final action has been taken.
- 12.3 The Council shall decide whether or not a case warrants investigation.

- 12.4 If the Council shall decide that a case warrants investigation the Council shall appoint an Investigating Committee. The member concerned shall be advised of the nature of the complaint immediately after the matter is referred to the Investigating Committee shall be given the opportunity of making submission orally or in writing to the Investigating Committee.
- 12.5 The Investigating Committee shall investigate the complaint and report to the Council. The member concerned shall be given a copy of the report of the Investigating Committee and its recommendations.
- 12.6 The Council may accept or reject the recommendation in whole or in part but no disciplinary action shall be taken except by resolution passed by not less than two-third of the members present at a duly convened Council meeting of which at least 30 days written notice shall have been given to the member concerned. Such notice shall contain particulars of what is alleged against him and shall intimate that he may give to such meeting either verbally or in writing any explanation or defense he may think fit before any vote of the Council is taken.
- 12.7 The Council in its discretion may take the following disciplinary action under Byelaw 12.6: it may censure the member concerned, impose a fine of such sum as may be considered appropriate in the circumstances or suspend him from membership for a specified period or terminate his membership and cause his name to be removed from the Register.
- 12.8 The Council may direct that particulars of any disciplinary action taken against a member and of the grounds upon which such action was founded be communicated to Pakistan Engineering Council, and to the members of the Association in such manner as it may think fit and any such communication shall be deemed for all purposes to be a privileged communication.
- 12.9 If a member shall fail to pay any fine imposed by the Council within 30 days after notification thereof the Council may terminate his membership of the Association and cause his name to be removed from the Register.

13. GENERAL MEETINGS

- 13.1 An annual general meeting of the Association shall be held at least once in every calendar year and not more than 15 months after the holding of the last proceeding annual general meeting.
- 13.2 The business of the annual general meeting shall be to receive and consider the report of the Council of the activities of the Association during the proceeding year, the balance sheet and accounts, the report of the auditor and the appointment of an auditor, and any other business of which notice has been given in the notice convening the meeting.
- 13.3 Any general meeting of the Association other than the annual general meeting shall be called an extraordinary general meeting.
- 13.4 At least 30 days notice of every general meeting specifying the place, the day and the hour of meeting and the general nature of any special business shall be given to members,

but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

- 13.5 The Council may whenever it thinks fit convene an extraordinary meeting and extraordinary general meetings shall also be convened on a requisition in writing signed by not less than one fourth of the members.
- 13.6 No business shall be transacted at any general meeting unless a quorum of not less than one third of the registered members is present. If within half an hour from the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place and at such adjourned meeting the business of the meeting may be transacted whether there be a quorum present or not.
- 13.7 Every member of the Association who is not disqualified by the Byelaws from so doing shall be entitled to attend and vote at all general meetings of the Association.
- 13.8 The President or in his absence the Vice President shall preside as Chairman at every general meeting of the Association. If neither the President nor the Vice President is present at the time fixed for holding a meeting the members present shall choose one of their number to be Chairman of such meeting. In the event of equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote as a member of the Association.
- 13.9 A resolution at any general meeting shall not be considered as carried if it conflicts with the objectives of the Association as set out in Byelaws 3.1 to 3.7.
- 13.10 The Chairman may with the consent of the meeting, adjourn any meeting from time to time and from place to place 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.
- 13.11 At any general meeting unless a poll is demanded by at least five members present voting shall be by show of hands and a declaration by the Chairman, subject to Byelaw 13.9 above that any motion has been carried or lost and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact.
- 13.12 If a poll is demanded the same shall be taken at such time and in such manner as the Chairman directs and the result of such poll, subject to Byelaw 13.9 above, shall be deemed to be the resolution of the Association in a general meeting.
- 13.13 A member may vote in person or by proxy or through authorized representative. The instrument appointing the proxy shall be in writing under the hand of the appointer or of his attorney.
- 13.14 The instrument appointing a proxy or power of attorney or other authority (if any) under which it is signed shall be deposited at the registered office of the Association or at such other place as is specified for the purpose in the notice convening the meeting before the time appointed for holding the meeting.

- 13.15 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is to be used.

14. COUNCIL

- 14.1 The Council of the Association shall consist of, subject to byelaw 17, the office bearers of the Association namely the President, the Vice President, the Honorary Secretary, the Honorary Treasurer and nominees of the members of the Association such that one councilor is elected by each discipline with not more than 20 members, two councilors are elected by each discipline with more than 20 but less than 40 members, and three councilors are elected by each discipline with 40 or more members but less than 60 members, and so on so that there will be one councilor for every 20 members added and they will hold office until the next ensuing general meeting.

For the purpose of this byelaw, the following five disciplines are recognized by the Association.

- a) Multi disciplinary firms/companies of consulting engineers.
- b) Civil (including structural) engineering firms/companies/individual consulting engineers.
- c) Electrical engineering firms/companies/individual consulting engineers.
- d) Mechanical engineering firms/companies/individual consulting engineers.
- e) All other single discipline applicants registered as consulting engineers by PEC.

Every member shall declare his discipline at the time of application for membership. Any later change shall be subject to approval of the Council.

- 14.2 Any vacancy in the Council occurring otherwise than by retirement at a usual general meeting shall be filled by the Council as soon as is practicable after such vacancy occurs by appointing a nominee of the sitting council members of the concerned discipline and any person so appointed shall hold office until the next annual general meeting. No councilor whose office is vacated under Byelaw 14.3 shall be eligible for reappointment to fill the vacancy.

- 14.3 The office of a councilor of the council shall be vacated if he:

- a) holds any office of profit under the Association;
- b) becomes bankrupt or insolvent;
- c) becomes of unsound mind or if his person or estate is liable to be dealt with in any way under the law relating to mental health;
- d) the member whom he represents ceases to be a member of the Association;

- e) resigns from such office by notice in writing to the Secretary of the Association;
 - f) is removed from office by resolution of not less than two thirds of the members present and voting at any meeting of the Association;
 - g) is fined, suspended or if the membership of the member whom he represents is terminated under any of the provisions of Byelaw 12.
- 14.4 Meetings of the Council shall be held at least four times in every year and at such other times as the President may think fit or as may be required by a requisition lodged with the Secretary and signed by not less than five members of the Council other than office bearers.
- 14.5 At least 21 days notice shall be given to councilors of all meetings of the Council.
- 14.6 At least five Councilors and two office bearers shall constitute a quorum at all meetings of the Council.
- 14.7 The President or in his absence the Vice President shall preside as Chairman at all meetings of the Council. If neither the President nor the Vice President shall be present at any meeting the councilors present shall elect a Chairman of the meeting. In the event of an equality of votes the Chairman shall have a casting vote in addition to his deliberative vote as a member of Council.
- 14.8 A resolution or decision at a meeting of the Council shall not be considered as carried if it conflicts with the objectives of the Association as set out in Byelaws 3.1 to 3.7.
- 14.9 Subject to byelaws 14.8 above a resolution in writing (which may consist of several documents in like form each signed by one or more councilors) signed by all the councilors of the Council for the time being shall be as valid and effectual as if it has been passed at a meeting of the Council duly called and constituted provided that no such resolution shall be effective in relation to the acquisition or disposition of any property of the Association or the expulsion of a member.
- 14.10 Any councilor of the Council entitled to vote at council meetings and is not an office bearer shall have the right to appoint another member of the Council to vote on his behalf at any meeting of the Council at which he is unable to be present. Written notice of such appointment shall be lodged with the Secretary before commencement of the meeting.

15. ELECTION OF COUNCIL

- 15.1 One of the members who is not a candidate for election and who is appointed by the council, shall be Returning Officer to conduct the election of the Council.
- 15.2 In addition to the powers conferred on him by the Byelaws the Returning Officer shall take such action and give directions as he shall consider necessary to ensure that no irregularities occur in connection with the election. The decision of the Returning Officer shall be final and binding with regard to any matter touching the validity of any nomination of a ballot or any other matter relating to such election the conduct thereof unless otherwise provided by the Byelaws. The Returning Officer may refer any matter of

doubt to the council for decision, in which case the Council's decision may be final and binding.

- 15.3 At least eight weeks before the annual general meeting the Returning Officer shall post to each member of the Association entitled to vote a nomination form which shall state:
- a) The number of councilors which each discipline is entitled to elect, besides one office each of President, Vice President, Honorary Secretary and Honorary Treasurer;
 - b) That each member is entitled to nominate and/or second besides the office of one President, one Vice President, one Honorary Secretary and one Honorary Treasurer, declared representatives of one or more members of his discipline for election but not more than the number of councilors which such discipline is entitled to elect;
 - c) That every nomination must be signed by the nominator and seconder which in the case of nomination for Councilor should be from the same discipline, and by the person or persons nominated;
 - d) The time by which nominations must be lodged with the returning Officer and that no nomination received after such date will be accepted;
 - e) The address to which such nominations are to be sent;
- 15.4 All nominations shall be required to reach the Returning Officer not later than 4.00 p.m. on a specified date which shall not be less than six weeks prior to the date fixed for the annual general meeting.
- 15.5 The Returning Officer shall reject as invalid all nominations which do not conform with the Byelaws.
- 15.6 If only the required number of valid nominations for any office or any discipline is received by the Returning Officer, he shall notify accordingly in the Annual General Meeting that he/they have been elected unopposed.
- 15.7 If more than the required number of valid nominations for any office or discipline is received by the Returning Officer, he shall cause to be prepared ballot papers for such office or discipline, which shall contain the names of the candidates in the alphabetical order, a statement as to the number of the office bearers or councilors which the discipline is entitled to elect, a direction to the voter to place a cross on the ballot paper against the name of each candidate for whom he desires to vote, and a statement that any ballot paper containing more votes than the number of candidates to be elected will be invalid.
- 15.8 If less than the required number of valid nominations is received from the members of any discipline the persons validly nominated shall be declared elected in the Annual General Meeting. The Council for the ensuing year after their election shall appoint the requisite additional number of representatives of members from the discipline concerned to fill the vacant places on the Council. The Council shall also appoint against any vacant posts of office bearer, suitable representatives of members.

- 15.9 The Returning Officer shall within 14 days after the date fixed for closing of nominations, post to each member entitled to vote a ballot paper initialed by him and containing the names of the candidates for election to the four offices and candidates from this discipline, The accidental non-receipt by any member of a ballot paper shall not invalidate the ballot.
- 15.10 Each ballot paper shall be accompanied by a letter giving notice of the date and place of the annual general meeting and notifying members that ballot papers are required to be received by the Returning Officer not later than specified date and time of the Annual General Meeting where ballot will be open and counted by the Returning Officer.
- 15.11 If it should become necessary by reason of an equality of votes in favours to two or more candidates, the Returning Officer shall determine by drawing lot/s which candidate or candidates shall be elected.
- 15.12 The Returning Officer shall certify in writing to the Council the result of ballot at the Annual General Meeting.
- 15.13 At the Annual General Meeting the names of the candidates elected either unopposed or as a result of the ballot shall be declared and those elected shall assume office at the conclusion of the Annual General Meeting.

16. POWERS AND DUTIES OF THE COUNCIL

- 16.1 The Council of the Association shall have general control and management of the affairs, property and funds of the Association and shall from time to time determine the policy of the Association on all matters within the scope of the Association's objectives and shall exercise all the powers of the Association subject however to the provisions of the byelaws and to any resolution by a general meeting of members.
- 16.2 a) The Council shall establish an administrative office to be known as the principal office of the Association and shall determine from time to time which city such offices shall located. The council shall have the power to employ a full time or part time Secretary and /or such other assistants as may be considered necessary from time to time and to fix the remuneration of any such employees.
- b) The Secretary shall perform such duties as may from time to time be assigned to them by the Council and may be invited to attend meetings of the Council or any other committee or sub-committee established by authority of the Council.
- c) The Council unless prohibited by these Byelaws may delegate any of its powers to committees consisting of such councilors as the Council may think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Byelaws so far as the same are applicable thereto and are not superseded by any regulations made by the Council under this Byelaw.
- d) The immediate past President shall be a defacto member of the Executive Council and shall enjoy the same rights and privileges as other council member.

- e) The Council for the ensuing year after their election shall in very first meeting select chapter chairman by concensus or by majority vote. One chapter chairman shall be selected for each major city of Pakistan. The Council shall determine from time to time how many cities shall have chapter chairman. The chapter chairman shall be a member of the Association from that city with a minimum standing of 10 years in the profession of Consulting Engineers. The chapter chairman, shall assist the President and the Council to promote and protect the interest of Association members in his area. The chapter chairman shall hold the office only for the term the council has been elected provided that the council shall have the authority to reduce the period and select new chapter chairman who shall then hold office for the residue of the term.
- f) The Council may from time to time co-opt additional number of representatives of members in the council from the firms not represented in the Council provided however that maximum number of such co-opted members shall not be more than 30% of total numbers of Executive Council including office bearers, with not more than one from any one city. The co-opted member shall have minimum standing of 10 years in the profession of Consulting Engineer.

However, this action shall not infringe the provision of clause 15.8

- 16.3 The Council may exercise all the powers of the Association to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association.
- 16.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Association shall be signed, drawn, accepted endorsed or otherwise executed as the case may be in such manner as the Council may from time to time determine
- 16.5 The Council shall cause minutes to be made:
 - a) Of all appointments of officers and servants:
 - b) Of all the names of members/councilors present at all meetings of the Association and of the Council, and
 - c) Of all proceedings at all meetings of the Association and of the Council.

Such minutes shall be signed by the Chairman of the meetings at which the proceedings were held or by the Chairman or the next succeeding meeting.

- 16.6 The Council may, if it thinks fit, and shall, if and when so directed by a General Meeting, prepare and submit for the approval of members at a General Meeting of the Association or by ballot the following:
 - a) The addition to or amendment or recession of the Byelaws of the Association provided that recession of Byelaws 3.1 to 3.7 can not be made.

- b) A code of professional ethics and general standards of professional conduct and practice or any alteration or additions to or omissions from any such code previously approved and adopted.
- 16.7 Any submission by the Council under Byelaw 16.6 which shall subject to Byelaw 13.9 be approved and adopted with or without amendment by not less than two-thirds of the members present in person or by proxy at a General Meeting or which shall be approved and adopted by not less than two-thirds of the members whose votes are admitted to ballot in a ballot conducted in accordance with Byelaw 16.8 shall not be binding upon the members of the Association.
- 16.8 For the purposes of Byelaw 16.6 a ballot of members shall be conducted as follows:
- a) The Council shall at the time when it shall determine to submit any such submission to the members by ballot appoint a Returning Officer to conduct the ballot. Such Returning Officer shall not be entitled to vote upon such ballot in the event that he shall be a member of the Association.
 - b) The Council shall cause to be prepared and submitted to members a ballot paper upon which the matters requiring the vote of members shall be properly set forth, which may be accompanied by arguments for and against the matters. Council shall limit the time which shall be less than 30 days within which the ballot papers shall be returned to the Returning officer by members.
 - c) Each ballot paper submitted to members shall be accompanied by a return addressed envelope, upon which no indication of a member's identity shall be given and a numbered card or other means of identification of a member to enable the Returning Officer to record that such member shall have cast his vote and not otherwise, so as to ensure the privacy of ballot.
 - d) The accidental non receipt by any member of a ballot paper shall not invalidate the ballot.
 - e) The Returning Officer shall reject any ballot paper which shall have been returned by a member to him as herein provided which has not been completed in accordance with the requirements thereof or within the time prescribed therefore and, in the case of doubt as to the proper completion of the ballot paper, the question shall be referred to the President of the Association whose decision shall be final and binding.
 - f) Any ballot paper received by the Returning Officer subsequent to the date of return fixed by council shall be excluded from the ballot.
 - g) The Returning Officer shall notify the Council in writing of the result of the voting upon each and every one of the matters to be determined by ballot as aforesaid, prescribing the number of votes for and against in cash case.

17. QUALIFICATIONS OF OFFICE BEARERS AND COUNCILORS

- 17.1 The President and the Vice President shall have a minimum standing of 15 years on a full time basis in the profession of consulting engineering.

- 17.2 The Honorary Secretary and the Honorary Treasurer shall have a minimum standing of 10 years on a full time basis in the profession of consulting engineering.
- 17.3 All Councilors shall have a minimum standing of 5 years on a full time basis in the profession of consulting engineering.
- 17.4 Any vacancy in the office bearers shall be filled by the Council and any person so appointed shall hold office only for the residue of the term of the person the replaced unless subsequently re-elected in accordance with the Byelaws.
- 17.5 No office bearer or a councilor shall hold such office or position for more than two consecutive terms.

18. ACCOUNTS

- 18.1 The Council shall cause proper Accounting and other records to be kept. The Council shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to 30th June before the date of the meeting and a copy thereof, together with a copy of the Auditors reports, shall be sent to every member with the notice of the meeting.
- 18.2 The Council shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members not being councilors and no member (not being a councilor) shall have any right of inspection or any account or book or document of the Association except as authorized by the Council or by the Association in general meeting.

19. AUDIT

An auditor or auditors shall be appointed who shall all be registered according to the laws appropriate to the territory in which the principal offices of the Association is for the time being located.

20. NOTICE

- 20.1 A notice may be given by the Association to any member either personally or by sending it by post to him at his address registered with the Association. Where a notice is sent by post, service of the notice shall be deemed to be effected you properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of meeting on the day after the date of its posting, and in any other case at the time at which the letter would delivered in the ordinary course of post.
- 20.2 Notice of every general meeting shall be given in any manner herein before authorized to:
- a) Every member, and
 - b) The auditor or auditors for the time being of the Association.

21. DECISION OF COUNCIL

The decision of the Council in regard to any matters in these Byelaws shall, unless otherwise stated, be final and binding.

22. INDEMNITY

- 22.1 Every office bearer, councilor or employee of the Association shall be indemnified by the Association, against, and it shall be the duty of the Council out of the funds of the Association to pay, all costs losses and expenses which may such office bearer, councilor or employee may incur or become liable to by reason of any contract entered into or act or thing done by him in such capacity or in anyway in the discharge of his duties.

- 22.2 No office bearer, councilor or employee of the Association shall be liable for the acts, receipts, neglects or defaults of any other office bearer, councilor or employee or for any loss of expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Association or for the insufficiency or deficiency of any security on or upon which any of the moneys of the Association shall be invested or for any loss damage arising from the bankruptcy insolvency or tortuous act of any person with whom any moneys securities or effects shall be deposited or for any error of judgement omission default or oversight on his part or for any other loss damage or misfortune whatever which may happen in the execution of the duties of his office or in relation thereto unless the same happen through his own gross negligence, willful act or default.
