

**Amended Memorandum & Articles of
Association of the
Pakistan Broadcasters Association
(PBA)**

*(as amended and adopted by Special Resolutions passed on
March 7, 2014 in Extra-Ordinary General Meeting)*

Amended Memorandum of Association of the Pakistan Broadcasters Association (PBA)

(Amended and Adopted by way of special resolutions passed on March 7, 2014)

1. NAME:

The Name of this Association shall be "*Pakistan Broadcasters Association*" here-in-after called the 'Association'.

2. DEFINITIONS:

- a. *"Broadcaster"* means a Company engaged in the business of commercial broadcasting via Radio and Television signals that has obtained a valid license for the same from Pakistan Electronic Media Regulatory Authority under Pakistan Electronic Media Regulatory Authority Ordinance 2002. *(amended by a special resolution passed on March 7, 2014)*
- b. *"Broadcasting"* means provision of programs on Radio or Television and services of any form thereon.
- c. *"Broadcasting House"* means a house that is owned / controlled or operated by a broadcaster having one or more than one Television or Radio channel(s) for widespread dissemination, either Free to Air or Encrypted services.
- d. *"Program"* means any Systematic Audio or Audio Visual content either prerecorded and edited or any such programs presented live including but not limited to education, information, communication, entertainment and Film, Features, Shows, Drama, Adversarial,

Factual content, Soaps, Discussion Programs, Animated Presentations and Features, Music Videos, Concepts, News and News derivative Programs, Audio Visual Magazines, Series of Programs or Serial Presentations relayed or distributed through any Broadcasting House and all such programs released by Production House and all such programs released by Production House for onward transmission through different available modes, and appealing either to the aural or visual senses or both of the general public.

- e. ***“Production House”*** means any facility of a person engaged in the business of production and providing facilities that are used in the production and postproduction of programs and such facilities may or may not be in direct use of Broadcasters.
- f. ***“Company”*** means a company defined in the Companies Ordinance, 1984.
- g. *[deleted by a special resolution passed on March 7, 2014]*
- h. *[deleted by a special resolution passed on March 7, 2014]*
- i. ***“Member”*** shall mean a Broadcaster that shall be represented by its authorized person as nominated by it from time to time through board resolution, and the expression “member” used anywhere in the Articles shall also have the same meaning unless the context requires otherwise. *(amended by a special resolution passed on March 7, 2014)*
- j. ***“Associate Member”*** shall mean:
 - (a) A Broadcaster which is a sister concern of / associated company of an existing Member of the Association; or

- (b) A Broadcaster who has any interest in the affairs of any Advertising Agency and has been granted Associate Membership under Article 3 of the Articles of Association
- (c) A Broadcaster who has been granted Associate Membership under Article 6 of the Articles of Association

having such powers and authority and to such extent as is stated in the Articles of Association except voting rights. *(amended by a special resolution passed on March 7, 2014)*

- k. **"Categories"** shall mean:
 - a. Television Broadcaster;
 - b. Radio Broadcaster;
- l. **"Founding Member(s)"** shall mean the following Broadcasters who signed the Resolution of 13-10-2005:
 - a. GEO (Independent Media Corporation (Pvt.) Ltd.)
 - b. AAJ (Recorder Television Network (Pvt.) Ltd.)
 - c. ARY (ARY Communications Ltd.)
 - d. TV1 (Airwaves Media (Pvt.) Ltd.)
 - e. HUM (Eye Television Network Ltd.)
 - f. INDUS (Indus TV Network (Pvt.) Ltd.)
 - g. KTN (Kashish Television Network (Pvt.) Ltd.)

(amended by a special resolution passed on March 7, 2014)

- m. **"Affiliate Member"** shall mean a foreign Broadcaster or its associates or affiliates including the Broadcaster that has acquired landing rights in Pakistan, having all such powers and authority extended to Associate Members to such extent as is stated in the Articles of Association and having no voting rights. *(inserted by a special resolution passed on March 7, 2014)*
- n. **"Permanent Members"** shall mean the TV Broadcaster Members including the Founding Members that hold seats on the Board of Directors as on February 2014 and that are appointed on the Board of Directors in the Extra Ordinary General Meeting dated March 7, 2014 as

per Article 41 of the Article of Association. *(inserted by a special resolution passed on March 7, 2014)*

- o. **“National Broadcaster”** shall mean Pakistan Television Corporation that is a full Member of the Association and a Permanent Member of the Board of Directors of the Association but does not have any voting rights. *(inserted by a special resolution passed on March 7, 2014)*

3. REGISTERED OFFICE:

The Registered Office of the Association is situated at 177/2, 1st Floor, I.E.P. Building, Liaquat Barracks, Shakra-e-Faisal, Karachi, Sindh Pakistan. However the same may be changed from time to time on a resolution passed by simple majority by the Board of Directors.

4. OBJECTS:

The objects for which the Association is established are:-

- a. To act as the Central Welfare Organization of the Broadcasting House.
- b. To achieve high professional standards of the Science and art of Electronic Publishing and Electronic Journalism.
- c. To exchange Professional knowledge among members, to promote understanding among the public of Electronic Journalism, Media Broadcasting, News Media and Electronic Publishing and the Fostering of Principles of Journalistic freedom to gather and disseminate information to the public.
- d. To provide unification of joint effort for the welfare and benefit of the members.
- e. To protect its members in every lawful and proper manner from any infringement upon their constitutional and legal rights and liberties.

- f. To promote knowledge, understanding and intricacies of Intellectual Property Rights relating to Broadcasting House, Regulatory Authorities and the General Public.
- g. To actively promote and champion the cause of Broadcasters, Producers, Artists and content rights owners and combat piracy in all forms including infringement of copyright.
- h. To encourage and promote Rules, Regulations, Customs, and Practices which would serve the best interest of the public and improve the highest traditions and aspirations of the Broadcasting House and members of the Association.
- i. To originate and promote improvements in the law, and to support or oppose alterations therein, so as to promote the cause of the Broadcasting House, and to effect improvements in administration, and for the purposes aforesaid to petition or lobby to National or to Provincial Assemblies of Pakistan and / or any other law making authority, and to take such other steps and proceedings as may be deemed expedient to realize the objectives of the Association. Further to deal with the Government, its agencies, corporations, authorities, in respect of the above or any other matter or matters that may be in the interest of its members or any one of them;
- j. To make rules for accreditation and conduct of business with Advertisers, Advertising Agencies / Agents, Air Time Buyers / Agents, and to provide penalties for the infringement thereof.
- k. To make rules for conduct of business with Production Houses, Program Producers, Artists, Rights Owners, Carriage Contractors, Bodies and Associations representing all allied and / or affiliated Trade Groups and to develop guidelines for accreditation of all such individual(s) and organizations with the Association.
- l. To maintain and permanent Secretariat at the headquarters of the Association to watch and protect the interests of the members and to

organize a constant interchange of information and views between members.

- m. To undertake and execute any Trust or Agency which may seem directly or indirectly conducive or necessary for the purposes of any of the objects of the Association or of advantage to any or all of its members.
- n. To establish, subsidize, promote, cooperate, cooperate with, receive into union, become a member of, act as or appoint Trustees, Agents or Delegates for, Control, Manage, Superintend, Lend Monetary Assistance, Charitable or otherwise to or otherwise assist any Associations and Institutions incorporated or not incorporated which may seem calculated directly or indirectly to promote the interest of the Broadcasters.
- o. To grant donation in such cases and for such purposes as the Association may think directly or indirectly conducive to any of its objects.
- p. To open bank accounts in one or more banks in Pakistan or abroad.
- q. To Purchase, Take, Lease, Exchange, Hire or otherwise acquire any real and personal property, and any rights or privileges which seem necessary or convenient for the purposes of the Association, and to construct, alter and maintain any building required for such purpose.
- r. To borrow or raise money from any Banking Institution, Non-banking Financial Institution or any other person or persons, for any of the purposes of the Association on such terms as may be deemed expedient including subscription fee and donation.
- s. To Sell, Improve, Manage, Develop, Mortgage, and Dispose of, turn to account or otherwise deal with all or any part of the property of the Association.
- t. To frame rules, regulations and bylaws of association and code of conduct of its members.

- u. To hold, arrange and organize seminars, shows, different training programs / session and workshops for the betterment and education of general public and members of the association.
- v. To institute and initiate legal proceedings in its own name, itself or on behalf of members or any one of them, in order to safeguard the rights and interest of a member or members and Association in a representation in any Court of Law.
- w. To do all such other things as may seem to the Association to be incidental or conducive to the attainment of the above objects or any of them.

The Names, Addresses and other Particulars of the persons to whom the Management of the Association is entrusted are as follows:-

Sr.#	Name	Address	Design	Occupation	Signature
1.	Mir Shakul-ur Rehman S/o Mir Khalil-ur-Rehman NIC # 423015-392319-7	Daily Jang Printing House, I.I. Chundrigar Road, Karachi	Convener	Broadcasting Business	....s/d....
2.	Asif Aziz Zubairi S/o Muhammad Ahmed Zubairi NIC # 42301-0721331-3	House No. 32/1 Old Clifton, Karachi	Member	Broadcasting Business	....s/d....
3.	Muhammad Salman Iqbal S/o Muhammad Iqbal NIC # 420005-195828-7	560 Maryam Manzil, Chaman Street, Karachi	Member	Broadcasting Business	....s/d....
4.	Taher A. Khan S/o Hawas Khan NIC # 42301-7870622-3	House No. B-3, III North Street, DHA, Karachi	Member	Broadcasting Business	....s/d....
5.	Duraid Qureshi S/o Shafi Muhammad Qureshi NIC # 42301-6527543-7	House NO. 11-A Bath Island, Clifton, Karachi	Member	Broadcasting Business	....s/d....
6.	Ghazanfar Ali S/o Abbas Ali NIC # 42301-6527543-7	House No. 6/2, Khayaban-e- Ghazai Phase V DHA, Karachi	Member	Broadcasting Business	....s/d....
7.	Muhammad Aslam Kazi S/o Kazi Muhammad Akbar NIC # 42301-3497051-3	House No. C-6, Bath Island, Block 7, Clifton, Karachi	Member	Broadcasting Business	....s/d....

In pursuance hereof, we the following persons do hereby form the said Association and have subscribed our respective hands hereunto at Karachi.

SECTION 1.01					
Sr.#	Name	Address	Design	Occupation	Signature
1.	Mir Shakul-ur Rehman S/o Mir Khalil-ur-Rehman NIC # 423015-392319-7	Daily Jang Printing House, I.I. Chundrigar Road, Karachi	Convener	Broadcasting Businesss/d....
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7.	Muhammad Aslam Kazi S/o Kazi Muhammad Akbar NIC # 42301-3497051-3	House No. C-6, Bath Island, Block 7, Clifton, Karachi	Member	Broadcasting Businesss/d....

Witnesses to the above signatures:

1.
Name: Qazi Anwar Ahmed
NIC # 42201-8023562-9
Address: B-19 Sunny Castle, FL-3,
Block-14, Gulistan-e-Jauhar, Karachi.

2.
Name: Sarang Ali
NIC # 42301-8010946-3
Address: F-2/3, Block 8, K.D.A
Scheme No. 5, Clifton, Karachi.

**Articles of Association of the
Pakistan Broadcasters Association (PBA)**
(Amended and Adopted by way of special resolutions passed on March 7, 2014)

1. Meaning of the various terms contained in the Memorandum of Association shall be deemed to be read in the Articles of Association and words / terms herein shall have the same meaning.

I. MEMBERSHIP:

2. The Association membership shall consist of two categories, namely:
 - a. **Television Broadcaster:** the term includes all Broadcasters desiring membership of the Association who have acquired ownership and / or are operating Television Channel either through Satellite or Terrestrial.
 - b. **Radio Broadcaster:** the term includes all Broadcasters desiring membership of the Association who have acquired ownership and / or are operating as Radio Station.
(amended by a special resolution passed on March 7, 2014)
3. The Association may revoke or refuse Membership of any Broadcaster if, in the opinion of the Board of Directors, the Broadcaster is engaged in a business owned or controlled by the same persons that own, control or have direct or indirect interest in the affairs of any Advertising Agency. However, such condition shall not apply to any of the Founding Members who on the date hereof already has any interest in the affairs of any Advertising Agency. For the purpose of this Article, the term "**same person**" or "**group of persons**" shall have the same meaning as "**Associated Company**" and "**Associated Undertaking**" as defined in the Companies Ordinance 1984. Notwithstanding, the Board of Directors shall have the right to grant Associate Membership of the Association to any such Broadcaster without any voting rights; however, such Member shall enjoy all facilities and benefits of the Association available hereinafter.

EXPLANATION: Notwithstanding anything to the contrary contained in the Articles, TV One (Founding Member), having an interest in an Advertising Agency, shall be a Director on the Board of Directors. Provided that this exemption shall only apply to Founding Members who already had an interest in an Advertising Agency at the time of founding of the Association and shall not apply to any other Members.

A Founding Member who already had an interest in an Advertising Agency at the time of founding of the Association shall not be eligible for the election of Office Bearer. *(amended by a special resolution passed on March 7, 2014)*

4. Any Broadcaster operating a Channel / Station shall be eligible for membership as single entity in its category. However, any Broadcaster having more than one Channel / Station shall be eligible for separate Associate membership of the Association for each additional Channel / Station. Provided further that a foreign Broadcaster who has acquired landing rights in Pakistan shall be eligible for Affiliate Membership and shall be entitled to all rights and privileges extended to Associate Members under the Articles of Association. *(amended by a special resolution passed on March 7, 2014)*
5. Any Broadcaster desirous of being admitted to the Membership / Associate Membership of the Association will make an Application in the form prescribed in Schedule 'A' hereto and such Application shall be eligible for consideration by the Board of Directors only if it is accompanied by a non-refundable Application Fee of Rs.25,000/= and Rs.10,000/= from TV and Radio broadcasters respectively in the form of a Pay Order in the name of the Association.
6. An Application received by the Association shall be placed before a Scrutiny Committee consisting of 5 Members appointed by the Directors either from amongst themselves or from the Members, and shall have at least two Founding Members. The Scrutiny Committee shall scrutinize and determine whether the application should be sent for consideration to the Board of Directors. If the Scrutiny Committee comes to the conclusion that the application should not be placed before the Board of Directors by its simple majority, and both the Founding Members agreeing with the majority, the application shall be rejected and the applicant shall be informed. In case the Scrutiny Committee, in its absolute discretion, by a simple majority comes to the conclusion that an applicant should be approved as an Associate Member for any reason whatsoever, regardless of the applicant fulfilling the criteria of full membership, the Scrutiny Committee shall recommend so to the Board of Directors.

When placed before the Board of Directors, the meeting shall be convened and applicant shall be interviewed. After the applicant is interviewed, the Board of Directors may grant the application by vote of simple majority in the appropriate category, either as a full Member, Associate Member or an Affiliate Member. However notwithstanding, should 3 of the Founding Members on the Board of Directors not agree

with the grant of membership, the membership shall be deemed to be rejected. The disagreement by the Founding members shall be in writing and be made at the meeting when being voted. In case of rejection by any means, the applicant shall be eligible to re-apply after a period of 1 year has elapsed from the date of the communication of the refusal. *(amended by a special resolution passed on March 7, 2014)*

7. A Broadcaster whose Application for membership has been rejected by the Board of Directors shall have the right to prefer to the General Body of the Association an Appeal within thirty days of the receipt of the communication intimating the decision of the Board of Directors rejecting Application. The General Body as far as possible shall consider Appeals so preferred at its first Meeting held after the Appeal is lodged.
8. Every Broadcaster on joining the Association shall pay an entrance fee of Rs.100,000/= in the category of Television Broadcasters and Rs.50,000/= in the category of Radio Broadcasters.
9. There shall be payable in advance for each year an annual subscription of Rs.50,000/= in the category of TV Broadcaster and Rs.25,000/= in the category of Radio Broadcaster.
10. The Members shall be represented on the Board of Directors, different committees and various other bodies of the Association by their Chief Executive Officer/ Managing Director or any person duly authorized by their Board Resolution, provided, however, that the individual so authorized shall be a person regularly performing managerial or executive functions for the Member, not below the status of a Senior Executive, and shall have the full authority to take decision on behalf of the Member so represented".

Notwithstanding anything to the contrary contained in the Articles, the seat on the Board of Directors of the Association shall belong to the Members appointed and/or elected on the Board and not to the individual persons nominated by the Member. The Member may change its authorized representative on the Board of Directors from time to time through its board resolution. Provided further, that the seat of an Office Bearer or on the various committees of Association shall belong to the individual person nominated by the Member and not the Member itself meaning that the Member may change the individual person representing it on the Board of Directors of the Association at any time through a Board Resolution but during the tenure of the Office Bearership, the Member shall not be entitled to change the individual person nominated/elected/appointed as an Office Bearer or as part of any committee of the Association. If the individual so nominated leaves

the Member's organization, the seat occupied by the individual person either as an Office Bearer or as part of any committee shall be deemed as vacant which shall be filled through a process of re-election by the Board of Directors. Furthermore, Office Bearership of a person shall cease immediately upon termination of the membership of the Member in accordance with the Articles. *(amended by a special resolution passed on March 7, 2014)*

11. There shall be maintained rolls of members in their category, where the 'members' name shall, upon approval by the Board or the AGM, be entered in the appropriate register of the member in its category and shall be distinguished by adding an alphabetic prefix to the numeric number as the board may decide. In addition there shall be maintained a separate roll of 'Associate Members'.

Privileges and facilities to members

12. Following privileges and facilities shall be available to all eligible members:
 - a) Members interest with the Government, Advertising Agencies, Media Buying Houses (MBH) and other segments of the Broadcast Industry shall be protected as far as possible. For this purpose a clearance house facility shall be available, so as to expedite clearance of dues of its members from the Government, Accredited Agencies and / or MBH as per the rules framed by the Association from time to time;
 - b) The right to attend all meetings of the Association;
 - c) The privilege of the floor at such meetings;
 - d) The right to cast one vote for or on account of each Member on all appropriate occasions;
 - e) The Member except as otherwise provided, shall be eligible to be elected as a member of Board of Directors of the Association;
 - f) The right to serve, upon appointment by the Chair, as a member of committees of the Association;
 - g) To avail such other privileges and services of the Association as and when allowed to the eligible Members from time to time.

Member's Suspension, Removal, Appeal, Reinstatement and Resignation. (For this part, Clauses 13 to 21, reference to member shall include Associate Member also)

13. The Association through its Board of Directors, in the manner here-in-after set forth, shall be competent to take disciplinary action against a member, if the Member;
 - a. Fails to pay the due subscription, money or charges.
 - b. Commits a breach of discipline or in any way violates any rules or regulations or decision of the Association or acts in a manner prejudicial to the interest of the Association.
 - c. Fails to abide by the Code of Ethics as may from time to time be approved by the Board of Directors.
14. In case of any violation of the rules of the Association by a Member, misconducts themselves or its failure to pay the dues by the appointed time the Secretary General shall have the power to issue a Show Cause Notice requiring the member to submit the explanation within ten (10) days of the receipt of each notice, otherwise an ex-parte decision shall be taken by the Board of Directors.
15. The explanation received from the member shall be considered at the first ensuing meeting of the Board of Directors. In the event the Board of Directors considers the explanation to be unsatisfactory it may impose fine / penalty against the violating member and / or decide to suspend the member for a period not exceeding six months. It may further decide to recommend to the General Body for the expulsion of the said member from the membership of the Association. Notwithstanding anything contained herein for reasons to be recorded, the Board of Directors may order the immediate suspension of member for acts of misconduct, pending issuance of a show cause notice.
16. A member aggrieved by the decision of the Board of Directors in terms of Clause 15, shall have the right to prefer an Appeal before the General Body of the Association and such Appeal shall be filed at the latest within thirty days of the receipt of the communication of the decision of the Board of Directors. Provided, however, that in case of an Appeal being filed against a decision imposing fine and or penalty for violations of rules and instructions of the Association, the member shall be required to deposit with the Association, the amount of such fine and /

or penalty at the time of filing such Appeal, however, if Appeal is allowed fine / penalty so imposed shall be refunded.

17. If any member goes out of broadcasting business or ceases its transmission for reasons beyond its control, including any Government Order or action, its membership with the Association shall continue for a period of six months or for the un-expired period of its subscription, whichever is later, provided that a request for such continuance is formally made by the member and on consideration of the circumstances of the case the Board of Directors decides to approve such a request.
18. If a Member, at the time of ceasing its broadcasting for reasons contained in Clause 17, is also a Director of the Board of Directors, its continued membership thereof shall be decided by the Board of Directors by a simple majority of Members present and voting. In the event that the Board of Directors decides that the Member shall cease to be Director of the Board of Directors, it shall elect an alternate Member who shall hold office for the remainder of the term or until such time as the disability of the previous Member is removed whichever is shorter. Provided, that in the latter case, the previous Member shall resume its seat. *(amended by a special resolution passed on March 7, 2014)*
19. Any member shall upon termination of its membership of the Association lose all its rights and privileges as a member.
20. Any Member who has been suspended, while the suspension continues, and a Member on whom a fine has been imposed shall not while the fine remains unpaid, exercise the privileges of Membership and shall not be entitled to participate in any of the activities of the Association nor shall be allowed to attend the General Body Meetings, and if it is a Director on the Board of Directors, shall not be entitled to attend the meetings of the Board of Directors. *(amended by a special resolution passed on March 7, 2014)*
21. In case of a vacancy occurring in the Board of Directors due to any natural disability, resignation, suspension or termination of membership of a Broadcaster, such vacancy shall be filled by the Board of Directors by co-opting another member to replace the outgoing member and the co-opted member shall hold office in the case of resignation or termination for the balance of the term of the outgoing member, and in the case of suspension, for the period of suspension or balance of term, whichever is shorter.

II. GENERAL BODY:

22. The supreme authority of the Association shall be the General Body. General Meetings shall be held at such intervals as the Board of Directors may from time to time determine or as may be deemed necessary by the Chairman of the Association. Such meetings of the Association shall be called General Meetings which expression shall include both the Annual General Meetings referred to in Clause 26 as well as Extraordinary General Meetings.
23. The Association shall have one Chairman, one Senior Vice-Chairman, one Vice Chairman, one Secretary General, one Joint Secretary and one Finance Secretary, (to be here-in-after referred to as the 'office bearers') who shall be elected by the Members of the Board of Directors from amongst their members in the first meeting held after the Annual General Meeting.
24. An office bearer shall hold office for a term of one year in the first instance but shall be eligible for re-election for a further term of one year to the same office. On the expiry of two consecutive terms he shall not be eligible for election to the same office for a further term or terms unless and until an interval of a whole term shall have elapsed since the expiry of the second consecutive terms.
25. Every year there shall be held on or before 1st November at Karachi, the Annual General Meeting of the Association. However, newly elected Board of Directors shall take over charge immediately. However in the event of delay in election due to force majeure, the takeover shall be the month in which the elections are held. In case of delay in an election, the next election shall not be delayed on account of the fact that the Board of Directors elected have not completed one year.
26. Notice specifying the date, place and hour of the General Body Meeting of the Association and the general nature of the business to be transacted therein shall be communicated to every member, in case of Annual General Meeting at least 21 days before the meeting and in case of an Extra-Ordinary General Meeting at least 14 days before the meeting. Provided that a Notice of Annual General Meeting shall be accompanied by a copy of the Report of the Board of Directors and as far as possible alongwith copy of the Audited Accounts of the Association for the financial year preceding the Annual General Meeting.
27. Any accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any meeting.

28. No business except ordinary business (as here-in-after defined) shall be transacted at an Annual General Meeting.
29. Ordinary business at an Annual General Meeting shall be as follows :
 - i. To receive, consider and approve the minutes of the last Annual General Meeting.
 - ii. To receive, consider and pass the annual report of the Board of Directors and the Accounts, which shall be submitted to the meeting.
 - iii. To appoint Election Commission and Arbitration Committee for resolving election disputes.
 - iv. To elect members of the Board of Directors.
 - v. To discuss matters of general interest including resolutions or proposals for which seven days clear notice shall have been given to the Secretary General.
 - vi. To appoint auditors for the next financial year.
 - vii. To discuss any other matter with the permission of the Chairman of the meeting.
30. All other business shall be deemed as special and shall only be transacted at an Extra-Ordinary General Meeting which may either be called by the Board of Directors at any time on receipt of a requisition signed by not less than one-third of the total number of eligible members and deposited with the Secretary General of the Association who shall call such a meeting within one month of the receipt of such a requisition by giving fourteen days' notice. In the event of the Secretary General failing to call such an Extra-Ordinary General Meeting, the members shall have the right to convene the meeting themselves and such meetings shall be considered as valid, provided, however, that in case of requisitioning members themselves initiating the convening of the meeting it shall be obligatory for them to give all the members of the Association the required fourteen days' notice and shall alongwith the notice supply every member a copy of the requisition letter.
31. The quorum at any General Body Meeting shall be persons representing at least two fifth of the members on the Joint Roll of both the categories of Broadcasters of the Association.

32. The Chairman shall preside as Chairman at General Body Meeting (and in his absence the Senior Vice Chairman or Vice Chairman). Should the Chairman or the Senior Vice Chairman or Vice Chairman be unable to be present, the members may elect any one of their members to act as the Chairman of the meeting.
33. The Chairman shall have power to adjourn any meeting from time to time and while adjourning the meeting he shall be required to record in writing the reasons for such adjournment.
34. Except for the election of the members of the Board of Directors voting at General Body Meetings shall be by a show of hands unless a poll is demanded (before or on the declaration of the result of show of hands by the Chairman) by at least five members.
35. Except, otherwise expressly provided, all resolutions shall be passed by a simple majority of members present. No resolution for a vote of No Confidence against any office-bearer, shall be deemed to be carried unless it has been passed by a majority of not less than two-third of the members on the rolls of the Association in good standing.
36. A declaration by the Chairman that any resolution has been carried and an entry in the minutes to that effect as confirmed at the subsequent meeting of the General Body shall be conclusive proof of the number or proportion of the votes recorded for or against such a resolution. Each member of the Association will be entitled on a poll to one vote for every Broadcaster represented by such member in respect of which the required subscription has been paid.
37. If within half an hour from the time appointed for any 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 an adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting, the members present shall constitute the quorum.
38. In any meeting of the General Body a member shall be duly authorized to be represented, in the absence of the representative appointed under Article-10, by two alternate delegates possessing the qualifications prescribed in the proviso to Article-10, either of whom shall be entitled to attend General Body meeting and to take part, speak and vote in such meeting as the person authorized under Article-10 would be entitled to.

39. The Instruments authorizing representatives and delegates must be deposited at the office of the Association at least 7 days ahead of General Body Meeting and shall not become operative or take effect until so deposited. Every representative and delegate so authorized shall be entitled to continue to act as such (notwithstanding the revocation of any authorization) until notice in writing of such revocation shall have been duly communicated either to the Chairman, or the Secretary General or the Chairman of a General Meeting. Instruments authorizing representatives and delegates shall be deemed to confer authority to demand or join in demanding a poll. This Article is subject to provisions of Article-10.
40. Votes may be cast by the representatives or by a delegate of a member duly authorized by the member, the authenticity of whose authorization shall be to the satisfaction of the Chairman.

III. BOARD OF DIRECTORS:

41. The Board of the Association shall have 21 seats to be distributed among the TV Broadcasters and Radio Broadcasters as follows:
 Television Broadcasters: 16
 Radio Broadcasters : 5

Provided that the Permanent Members shall hold their seats on a permanent basis and there shall be no election for the seats of TV Broadcasters. Provided however that the National Broadcaster despite being a Permanent Member shall not have any voting rights. Provided further that the 5 (five) Radio Broadcaster Members shall be elected in the manner stated herein.

It is clarified that all the members of the Board shall be, and shall continue to be, the Members and NOT the nominees or representatives of such Members.

For avoidance of doubt, it is clarified that any Member of the Association that holds a seat on the Board of Directors of the Association shall be represented by their authorized persons and any Member shall be entitled to change and replace its nominee on the Board in accordance with Article 10 through a board resolution during the tenure of the Member's directorship.

Provided, however, that the outgoing Chairman and Secretary General of the Association, if not otherwise a part of the Board of Directors, shall be entitled, ex-officio to participate in the deliberations of the Board of Directors without having any voting right.

The Radio Members of the Association at the Annual General Meeting of the Association shall elect the Board of Directors in the category of Radio Broadcasters.

Once the election of the Radio Broadcasters Members to the Board of Directors of the Association is complete, then the Board of Directors shall from amongst themselves elect a Chairman, a Senior Vice Chairman, a Vice-Chairman, a Secretary General, a Joint Secretary, and a Finance Secretary. For abundant clarity, the individual persons representing Members on the Board of the Directors shall be elected as an Office Bearer.

Notwithstanding anything contained herein, not more than one Broadcasting House owned by a person or an associate company, persons or undertaking as defined in the Companies Ordinance 1984, shall be eligible to hold or seek membership of the Board of Directors in its category. *(amended by a special resolution passed on March 7, 2014)*

42. Functions of the Board of Directors:

- a. The Board of Directors shall exercise all executive functions of the Association including the general management and control of the business, conduct of relations with and between the advertising agencies/MBH and member Broadcasters and any other institutions or bodies concerned with the operations of the Association.
- b. The Board of Directors shall deal with Applications for accreditation received from advertising agencies and MBH and shall have full power to accept, reject or suspend consideration of such Applications. The Board of Directors shall have powers to make and enforce the Rules and Regulations for Accreditation and Conduct of Advertising Agencies and MBH from time to time and all other functions as may be expedient. The powers conferred on the Board of Directors under this clause shall be in addition to any other powers conferred elsewhere in the Articles.

43. *[deleted by a special resolution passed on March 7, 2014]*

44. The seats held by Radio broadcasters shall be available for contest once every year by only eligible members representing Radio Broadcasters Category. Every Radio Broadcast member of Association otherwise eligible to vote shall have five votes but shall be entitled to cast only one vote for one candidate. The five candidates securing highest number of votes shall be declared elected to such seats.

45. Term of office: All office bearers shall hold office for a term of one year but shall be eligible for re-election for a further term of one year to the same office. However, on expiry of two consecutive terms no office bearer shall be eligible for election to the same office for a further term or terms unless and until an interval of a whole term shall have lapsed since the expiry of the second consecutive term.

46. **Directors Eligibility:**

Any Member, with no outstanding dues towards the Association and with no findings by the Board of a violation by that Member of the Articles of Association, shall be eligible to be elected /appointed on the Board of Directors of the Association. Each Member who is subsequently appointed as a director shall perform its functions through its authorized representative which it may change from time to time through its board resolution. The representative shall be appointed in accordance with Article 10.

Explanation: The seat on the Board of Directors of the Association shall belong to the Member appointed and/or elected on the Board and not to the individual persons nominated by that Member. *(amended by a special resolution passed on March 7, 2014)*

47. Powers of the Board of Directors: The Board of Directors shall have powers to execute the overall policies and objectives of the Association with respect to matters of general interest to all members, including but no limited to the following:

- a. Elect its office bearers as per clause 23;
- b. Direct the office bearers to carry out the policies, functions and activities of the Association;
- c. Appoint an Executive Director who shall report to and serve the Board of Directors;
- d. Appoint one or more sub-committees as and when deemed necessary;
- e. Approve annual budget of the Association;
- f. Approve Applications for membership and accreditation;
- g. Suspend or terminate membership / accreditation;
- h. Determine the time and place of the Annual General Meeting;
- i. Call special meetings of the member;
- j. Propose amendments to the Memorandum and Articles of Association for approval of General Body / Extra-Ordinary General meetings as and when deemed necessary.

48. Meeting: The Board of Directors shall generally meet once in two months. The Board of Directors may meet at such times and places as a

majority of the Board of Directors may determine. The Chairman may at any time, on at least 14 days written notice, call a meeting of the Board of Directors. Provided, however, if in the opinion of the Chairman or any other office-bearer acting at any time in the capacity of the Chairman, the situation requires urgent action, not more than 24 hours' notice shall be necessary.

49. Quorum: Two Fifth of the total members of the Board of Directors represented at a meeting of the Board of Directors shall constitute the quorum
50. Directors Liability: A Director of this Association shall not be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a Director, except for liability:
 - a. For any breach of the Director's duty of loyalty to the Association or its members;
 - b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
51. Vacancies: Any casual vacancy on the Board of Directors shall be filled by a majority vote of the Board of Directors.
52. Duties of the Office Bearers: The Office Bearers shall exercise the duties and implement over all policies of the Association with respect to matters of general interest to all members, including but not limited to the following:
 - a. The Chairman shall:
 - i. Preside at all meetings of the Association and of the Board of Directors;
 - ii. Jointly open and maintain Bank Account(s) of the Association in the absence of Secretary General / Finance Secretary;
 - iii. Appoint, with the approval of the Board of Directors, such standing and / or special committees as may be designated;
 - b. The Senior Vice Chairman shall:
 - i. Assume the duties and powers of the Chairman in his absence;
 - ii. Chair at meetings of the Association and Board of Directors in the absence of the Chairman;

- iii. Perform such other duties and responsibilities as may be specified by the Board of Directors from time to time and / or as provided in the Articles elsewhere;
- c. The Vice Chairman shall:
- i. Exercise all duties assigned to Senior Vice Chairman in his absence;
 - ii. Perform such other duties and responsibilities as may be specified by the Board of Directors from time to time and / or as provided in the Articles elsewhere;
- d. The Secretary General shall:
- i. Act under the supervision of the Chairman;
 - ii. Supervise and look after all Secretarial functions;
 - iii. Jointly open and maintain Bank Account(s) of the Association;
 - iv. Be the custodian of the properties of the Association, the Charter the Bylaws and all permanent records;
 - v. Attach amendment(s) or revision to the official documents and pass such documents to his successor;
 - vi. Convene all meetings of the Association on the advice of the Chairman, issue notice and agenda for such meetings and make and keep a record of all proceedings thereof;
 - vii. Perform such other duties and responsibilities as may be specified by the Board of Directors from time to time and / or as provided in the Articles elsewhere;
- e. The Joint Secretary shall:
- i. Carry out all duties of the Secretary General in his absence;
 - ii. perform such other duties and responsibilities as may be specified by the Board of Directors from time to time and / or as provided in the Articles elsewhere;

- f. The Finance Secretary shall:
- i. Be custodian of the funds and securities of the Association;
 - ii. Jointly open and maintain Bank Account(s) of the Association;
 - iii. Keep full and accurate accounts of all assets, liabilities, receipts and disbursements in books belonging to the Association;
 - iv. Deposit all monies and other valuable effects in the name and to the credit of the Association and in such depositories as may be designated by the Board of Directors from time to time;
 - v. Disperse the funds of the Association under the direction of the Board of Directors, taking vouchers for such disbursements;
 - vi. Render to the Board of Directors, whenever they may require it, an account of all transactions and a statement of the financial position of the Association;
 - vii. Perform such other duties as may be specified by the Board of Directors from time to time and / or as provided in the Articles elsewhere;

IV. FINANCE:

53. Funds: The funds of the Association shall consist of membership / subscription fee, voluntary donation, aids and special contribution by members for specific purposes.

54. Accounting Year:

The accounting year of the Association shall be from July 1st to June 30th.

55. Bank Account:

The Association shall open and maintain an account(s) in any scheduled bank(s) which shall be operated jointly by the Finance Secretary and Secretary General or the Chairman in the absence of Secretary General / Finance Secretary of the Association.

56. Audit:

The Accounts of the Association for each calendar year shall be finalized by 31st July and shall be audited by the appointed Auditor by 31st August every year.

V. ELECTION COMMISSION:

57. There shall be an Election Commission consisting of a Chairman and two other members, who shall be nominated by the General Body before holding of the Annual Elections.
58. The term of office of the members of the Election Commission shall be until the holding of next Annual General Body.
59. A member of Election Commission shall be ineligible to stand for election during his term of office.
60. The Election Commission shall be responsible for preparing electoral rolls, for conducting, organizing and supervising the annual general Election. It shall also be responsible for notifying and announcement of result of the Board of Directors elections.
61. It shall be the duty of all Executive authorities of the Association to assist the Election Commission in the discharge of its functions.
62. The decision of the Election Commission on election dispute shall be taken by its majority vote. However, in case of a tie, the Chairman shall have the casting vote except otherwise provided.
63. In the event of a tie amongst two or more candidates in any Election for any post, the winner shall be determined by drawn conducted by the Election Commission.
64. Any candidate aggrieved by any decision of the Election Commission or calling into question the fairness or validity of any election in which he is a candidate, may, within seven days of the announcement of the decision of result of the Election make a Petition to the Chairman of the Election Commission, who shall refer the matter to the Arbitration Committee nominated by the General Body. The decision of the Arbitration Committee shall be final.

VI. AMENDMENTS:

65. Any alteration or amendment or addition in the Memorandum and Articles of the Association shall be approved by a resolution at an Extra-Ordinary General Meeting, provided that due notice has been given in the agenda for that meeting; any such resolution must be passed by a majority of not less than two-third of the members present at the meeting. Provided, that the voting in favour of the change shall in no case be less than 66% (Sixty Six percent) of the total membership. Provided always, for any amendment to be incorporated, atleast 2/3rd (Two Third) members of the Television Broadcaster category would have voted for such amendment. Provided, however, that any amendment affecting rights, privileges and interests of any category of members as stipulated in articles relating to membership, composition of Board of Directors and election etc, shall not be effective unless supported by at least a simple majority of the members of such category present and voting.

Certified that the above rules and regulations in the Articles of Association and Schedule 'A' annexed, are true and correct and have been approved by the Association.

Sr.#	Name	Address	Design	Occupation	Signature
1.	Mir Shakul-ur Rehman S/o Mir Khalil-ur-Rehman NIC # 423015-392319-7	Daily Jang Printing House, I.I. Chundrigar Road, Karachi	Convener	Broadcasting Business	....s/d....
2.	Asif Aziz Zubairi S/o Muhammad Ahmed Zubairi NIC # 42301-0721331-3	House No. 32/1 Old Clifton, Karachi	Member	Broadcasting Business	....s/d....
3.	Muhammad Salman Iqbal S/o Muhammad Iqbal NIC # 420005-195828-7	560 Maryam Manzil, Chaman Street, Karachi	Member	Broadcasting Business	....s/d....
4.	Taher A. Khan S/o Hawas Khan NIC # 42301-7870622-3	House No. B-3, III North Street, DHA, Karachi	Member	Broadcasting Business	....s/d....
5.	Duraid Qureshi S/o Shafi Muhammad Qureshi NIC # 42301-6527543-7	House NO. 11-A Bath Island, Clifton, Karachi	Member	Broadcasting Business	....s/d....
6.	Ghazanfar Ali S/o Abbas Ali NIC # 42301-6527543-7	House No. 6/2, Khayaban-e- Ghazai Phase V DHA, Karachi	Member	Broadcasting Business	....s/d....
7.	Muhammad Aslam Kazi S/o Kazi Muhammad Akbar NIC # 42301-3497051-3	House No. C-6, Bath Island, Block 7, Clifton, Karachi	Member	Broadcasting Business	....s/d....