MEMORANDUM OF ASSOCIATION
And
ARTICLES OF ASSOCIATION
of the
The Chartered Institute of Logistics and Transport Pakistan
(The CILT-Pakistan)

(Registered under the Societies Registration Act, 1860)

PREAMBLE

WHEREAS this Association has been formed by persons, groups, and organizations with a common interest in promoting the logistics, transport, supply chain and allied professions in Pakistan; AND WHEREAS it is the desire of this Association to be guided and regulated by these Articles of Association in the conduct of its affairs; NOW THEREFORE, the following Articles are hereby adopted.

DEFINITIONS

In these Articles of Association, unless the context otherwise requires, the following expressions shall have the meanings hereby assigned to them:

(1) **"Act"** means the Societies Registration Act, 1860, as amended from time to time.

(2) **"Articles"** or **"Articles of Association" (AOA)** means Articles of Association of The Chartered Institute of Logistics and Transport, Pakistan, as amended from time to time.

(3) **Memorandum of Association (MOA)** means Memorandum of Association of The Chartered Institute of Logistics and Transport Pakistan, as amended from time to time.

(4) **"Ex-Officio Member"** means a member of the National Executive Council (NEC) or any committee who holds membership or voting rights by virtue of holding a designated office or position, whether within the Institute, its Branches, or any affiliated body, without requiring separate election or appointment. Such members may exercise all rights and powers assigned to their office unless otherwise restricted by these Articles.

(5) **"Formal Poll"** means a method of voting in a meeting of the National Executive Council (NEC) or General Body, other than by show of hands, where votes are counted individually and recorded. A formal poll may be demanded by any member present in accordance with these Articles, and the results of such poll, as announced by the Chairman, shall be conclusive and binding.

(6) **"National Executive Council" or "NEC"** means the supreme governing body of the Institute constituted under these Articles.

(7) **"Chairman"** means the Chairman of the Institute, who shall also serve as the Chairman of the National Executive Council (NEC) and all powers, duties, and

responsibilities assigned to any such title shall vest in the National Executive Council and shall be exercised by the Chairman of the NEC.

(8) **“Chairman-Elect”** means the person elected or appointed to succeed the Chairman upon the completion of the Chairman’s term.

(9) **“Secretary General”** means the full-time executive head of the CILT Secretariat appointed by the NEC, who shall attend NEC meetings in an ex-officio, non-voting capacity.

(10) **“Secretariat”** means the executive and administrative arm of the Institute, headed by the **Secretary General.**

(11) **“Member”** means an individual admitted to membership of the Institute in any grade as provided in these Articles.

(12) **"Observer"** means a person invited or permitted by the National Executive Council to attend meetings of the NEC in a non-voting capacity. An Observer may participate in discussions at the discretion of the Chair but shall not be entitled to vote, propose or second resolutions, be counted towards a quorum, or exercise any of the rights and privileges of NEC membership unless expressly provided otherwise in these Articles.

(13) **“Good Standing”** means that a member has paid all applicable subscriptions, complies with continuing professional development requirements, and is not under suspension or disciplinary sanction.

(14) **“General Body”** means the collective body of members of the Institute entitled to vote at a General Meeting.

(15) **“Annual General Meeting” or “AGM”** means the annual meeting of the General Body convened in accordance with these Articles.

(16) **."Election Commissioner"** means a person appointed to supervise and administer the election process who is independent, impartial, and free from any actual, potential, or perceived conflict of interest, and who has no direct or indirect personal, professional, financial, or other interest in, or benefit arising from, the outcome of the election

(17) **“Rules”** means rules, regulations, or procedures framed by the NEC under the authority of these Articles

(18) **“Financial Year”** means the period from 1st January to 31st December, unless otherwise determined by the NEC and ratified by the General Body.

(19) **“Logistics and Transport Management”** means any activity consistent with the general objects of the Institute as stated in the MOA including, without prejudice to the generality thereof:

- (i) the administration, management, design and planning, conduct or operation of any of the principal forms of logistics and transport and allied fields and any activities related thereto or synonymous therewith;
- (ii) supply chain management; and
- (iii) the research, development, study and education in or of the art or science of logistics and transport and supply chain management and allied fields in all its branches and disciplines.

(20) **Words importing the masculine gender shall include the feminine and vice versa**, and words importing the singular shall include the plural and vice versa, unless the context otherwise requires.

MEMORANDUM OF ASSOCIATION
of the
The Chartered Institute of Logistics and Transport Pakistan
(The CILT-Pakistan)
(Registered under the Societies Registration Act, 1860)

1. **NAME:** The name of the Society shall be “The Chartered Institute of Logistics and Transport, Pakistan.
2. **REGISTERED ADDRESS:** The registered address of the society shall be The CILT House Plot No. 2/B, Block-6, Gulistan-e-Jauhar, Scheme-36 Off Karachi University Road, Palace Road, Karachi.
3. **AIMS AND OBJECTS OF THE SOCIETY:**
   - **3.1.** To promote, encourage, coordinate and develop the study of science and art of logistics, and transport management in all its branches ; and to initiate, foster and maintain investigation and research into the best means and methods of and appliances for logistics and transport management and the problems that are involved and their most satisfactory solution, to extend, increase and disseminate knowledge and exchange information and ideas in regard to all questions connected therewith and to assist and further in all practicable ways the development and improvement of logistic and transport management in the best interest of the community.
   - **3.2.** To hold meetings for reading and discussing communications bearing upon logistics and transport management and methods or subjects relating thereto.
   - **3.3.** To provide for the delivery of lectures, the holding of classes and examinations the awarding of certificates, medals, scholarships and diplomas in connection with logistics and transport management.
   - **3.4.** To hold or promote exhibitions of appliances, apparatus or systems of transport. To compile, print, publish, lend, sell or distribute the proceedings and reports of the Existing Institute or any papers, communications, statistics, works, text books or treatises on traffic and transportation or subjects connected therewith in the English or any foreign language.
   - **3.5.** To compile, print, publish, lend, sell or distribute the proceedings and reports of the Existing Institute or any papers, communications, statistics, works, text books or treatises on traffic and transportation or subjects connected therewith in the English or any foreign language.
   - **3.6.** To form a library of works relating to logistics and transport management in connection therewith to acquire, sell or exchange books, works or manuscripts and to make, alter or rescind any regulation for the governance or loan thereof.
   - **3.7.** To serve as an expert, independent voice that influences government policy and improves industry practices.
   - **3.8.** To make grants of money, books, apparatus or otherwise for the purpose of promoting invention and research in connection with logistics and transport or subjects connected therewith.
   - **3.9.** And other objects incidental or subsidiary to the foregoing.

ARTICLES OF ASSOCIATION
of the
The Chartered Institute of Logistics and Transport Pakistan
(The CILT-Pakistan)

(Registered under the Societies Registration Act, 1860)

4. ORGANIZATIONAL STRUCTURE:

The organization shall comprise:

4.1 PATRON- IN- CHIEF AND PATRON (s)

(a) The President of the Islamic Republic of Pakistan shall be the Patron-in-Chief.

(b) Patron(s) may be nominated by the National Executive Council.

4.2 NATIONAL EXECUTIVE COUNCIL (NEC):

(a) The National Executive Council (NEC) shall be the supreme governing body of CILT Pakistan and shall be responsible for the oversight and management of all affairs of the Institute, with full financial, administrative, policy, and governance powers. The NEC may delegate such powers to committees or officers as it deems necessary, in accordance with these Articles.

The NEC shall comprise of the Chairman, Chairman Elect, members elected by Chartered Fellows and Chartered Members in good standing, Regional Chairmen, co-opted members as provided in these Articles and ex-officio members who shall be members of the NEC by virtue of holding designated offices of the Institute, including the Chairs of WILAT and Next Generation or such other bodies as may be specified.

The NEC shall nominate the Chairman-Elect who will take on the office of the Chairman on completing the term of office of the Chairman

4.3 CILT PAKISTAN SECRETARIAT:

There shall be a Secretariat of CILT Pakistan. The Secretariat shall be responsible for managing the day-to-day operations of the Institute and for implementing the policies, decisions, and programs approved by the National Executive Council (NEC). The Secretariat shall be headed by a Secretary General, who shall attend meetings of the NEC in an ex-officio, non-voting capacity. The duties, powers, and terms and conditions of employment of the Secretary General shall be determined by the NEC.

4.4 REGIONAL OFFICES:

(a) The Institute may establish Regional Offices within Pakistan to ensure effective functioning, administration, and outreach. All such offices shall operate strictly in accordance with these Articles, the policies and decisions of the National Executive Council (NEC), and the Rules framed thereunder.

(b) Each regional office shall be headed by a Regional Chairman appointed or elected in accordance with NEC-approved rules and shall serve as an ex officio member on the NEC.

(c) The NEC shall have exclusive authority to establish, regulate, reorganize, suspend, or dissolve any Regional Office(s) and to determine their structure, functions, jurisdiction, and reporting and accountability mechanisms.

5. MEMBERSHIP GRADES

There shall be three (3) individual membership grades, namely:

a. Chartered Fellow (FCILT)
b. Chartered Member (CMILT)
c. Non-Chartered Member, comprising Members (MILT), Affiliates and/or Students

5.1. APPOINTMENT / ADMISSION OF MEMBERS IN VARIOUS GRADES:

All admissions shall be governed by the prescribed qualifications and procedures as adopted by CILT Pakistan, and membership status shall be maintained in compliance with the continuing professional education and development requirements.

(a) Chartered Fellows:

Shall be a person elected as such by the National Executive Council at its discretion who:

(i) shall have been nominated for election as a Chartered Member by such number of Institute Members and in such manner as determined by the National Executive Council from time to time; and

(ii) at the date of nomination for election or transfer to the grade of Chartered Fellow has held for at least seven years in aggregate a high position or series of positions of responsibility in logistics and transport management and can demonstrate the educational attainment applicable to the grade of Chartered Member; or prior to nomination for election as a Chartered Fellow, has held such high position of responsibility in logistics and transport management and has achieved such eminence in regard thereto as in the opinion of the National Executive Council justifies his election as a Chartered Fellow; or has such special knowledge of the theory of practice of logistics and transport management that election as Chartered Fellow would in the opinion of the NEC justify his election as a Chartered Fellow.

(iii) has rendered such special contribution to the achievement of the objects of the institute that election as a Chartered Fellow would in the opinion of the NEC conduce to the interests of the institute.

(b) Chartered Members:

Shall be a person elected as such by the NEC who:

(i) shall be nominated for election as a Chartered Member by such number of institute members and in such a manner as determined by the NEC from time to time; and

(ii) has completed education and training satisfactorily to the NEC; and

(iii) is engaged in and has relevant experience of at least five years in or in connection with logistics and transport management, and has passed or been exempted by the NEC from all or any part of the examination at the time applicable to the grade of Chartered Member; or at the date of nomination for election or transfer to the grade of Chartered Member is engaged in logistics and transport management and, for at least five consecutive years immediately preceding such date has held a position or positions of responsibility in logistics and transport management satisfactorily to the NEC; or has at some time or times before nomination for election as a Chartered Member held a position or positions of responsibility satisfactorily to the NEC in logistics and transport management and has such special knowledge in regard thereto as in the opinion of the NEC justifies his election as a Chartered Member.

(c) Non-Chartered Members

Includes Members (MILT), Affiliates and its grades, elected at the discretion of the NEC and subject to regulations prescribed by it.

(i) Member (MILT): Shall be a person elected as such by the NEC who:

(a) shall be nominated for election by such number of Institute Members or Members and in such manner as determined by the NEC from time to time; and

(b) has completed education and training of a nature satisfactorily to the NEC; and meets such criteria as to experience as the NEC may from time to time determine.

(ii) Affiliate: This is the entry level of membership for anyone (including students) interested in, or with an affiliation to the logistics and transportation industries.

6. MEMBERSHIP RIGHTS AND OBLIGATIONS

(a) Chartered Fellows and Chartered Members are entitled to vote.
(b) Members shall maintain their status through timely payment of subscriptions as determined by the NEC and by fulfilling the applicable qualification requirements.
(c). All members are required to adhere to the CILT Code of Conduct at all times

6. THE NATIONAL EXECUTIVE COUNCIL:

(a) The National Executive Council (NEC) shall be the supreme governing body of CILT Pakistan and shall have overall responsibility for the oversight, direction, and management of all affairs of the Institute, with full financial, administrative, policy, and governance powers.

(b) The NEC may, from time to time, delegate such powers to committees or officers as it deems necessary, in accordance with these Articles.

(c) The NEC shall comprise members elected by Chartered Fellows and Chartered Members in good standing, together with co-opted members and ex-officio members, as provided in these Articles and the Byelaws.

(d) The present Chairman CILT Executive Committee shall be the first Chairman of the newly constituted National Executive Council. The NEC shall, by resolution, elect the Chairman-Elect (from among themselves or outside) on a biennial basis, each to hold office for a term of two (2) years commencing on the 1st of January following their election, and upon completion of such term, the Chairman shall cease to hold office and the Chairman-Elect shall automatically succeed to the office of Chairman.

(e) The Chairman and Chairman-Elect may be from within or outside the NEC. Nothing herein shall prevent the NEC from resolving, at any time, to shorten the term of office of any person holding either of the said offices.

(f) The NEC shall select/appoint the Election Commissioner, the Honorary Secretary NEC, the Honorary Treasurer NEC, Co-opted members NEC, the Secretary General, and all other office-bearers of the Institute.

(g) The Chairpersons of WiLAT and Next Generation, appointed in accordance with their respective operational guidelines, shall serve on the NEC as full members.

(h) The National Executive Council may co-opt up to two (2) additional members possessing special expertise or experience beneficial to the Institute. Such members may be co-opted at any time during the term of the NEC and shall serve for a period determined by the Committee, not exceeding two (2) years. Co-opted members shall not have voting rights unless expressly granted by resolution of the NEC.

8. COMPOSITION OF THE NATIONAL EXECUTIVE COUNCIL:

The National Executive Council (NEC) shall consist of a maximum of 25 members with the following distribution:

(a) Chairman
(b) Chairman Elect
(c) Hon Secretary
(d) Hon. Treasurer
(e) Regional Chairmen (5 max)
(f) 12 Representatives of specific sectors of the logistics and transport industry including but not limited to:
  i. Air Transport
  ii. Sea Transport
  iii. Rail Transport
  iv. Road Transport
  v. Supply Chain and Logistics
  vi. Representatives of Professional Institutions engaged in education, and training, Information and Communication Technology (ICT) related with Transport and Logistics.
(g) Chairperson WiLAT
(h) Chairperson Next Generation
(i) Co-opted Members (maximum of two): [without voting rights]

Secretary General of the Institute shall also serve as ex officio non-voting member of the NEC and will also act as Secretary to the NEC till the appointment / nomination of a Secretary by NEC.

9. POWERS AND FUNCTIONS OF NATIONAL EXECUTIVE COUNCIL (NEC)

All financial, administrative, policy, electoral, and governance powers of CILT Pakistan shall vest in the National Executive Council (NEC), which shall be the supreme governing and decision-making body of the Institute. The NEC shall have full authority to formulate and implement policies; approve budgets; appoint committees, officials, staff, consultants etc.; NEC has the authority to make, amend, implement, and enforce the rules. NEC shall recommend amendments to the Articles of Association to the General Body. The NEC may, by resolution, delegate any of its powers in writing for specified purposes or periods, while retaining overall responsibility and accountability.

10. QUALIFICATIONS, TENURE, AND CONDUCT OF NEC MEMBERS:

The provisions of these Articles of Association and the rules shall govern the qualifications, tenure of office, duties, and standards of conduct applicable to all members of the National Executive Council (NEC).

11. ELECTION /APPOINTMENT OF CHAIRMAN ELECTAND MEMBERS OF NEC:

Members of the National Executive Council (NEC) shall serve a term of two (2) years, with no member serving more than three consecutive terms. All NEC seats shall be filled by election or as otherwise provided in these Articles. Regional

Chairman, elected at the regional level in accordance with the NEC Rules, shall serve as ex-officio members of the NEC.

The first Chairman-Elect of the NEC shall be elected by the NEC from among nominees proposed by any two (2) members (Proposer and Seconder). Nominees may be drawn from the public, private, or corporate sectors, whether CILT member or not, and shall be persons of recognized standing, capable of providing leadership, visibility, and credibility to the Institute. The Chairman-Elect shall assume the role of Chairman upon the retirement of the incumbent and serve a two-year term as Chairman.

Elections for the NEC shall be held at least one month prior to the expiry of the term of the outgoing NEC to ensure smooth transition and continuity.

12. ELECTION PROCEDURE

12.1 ELECTION MANAGEMENT AND OVERSIGHT

(a) Election Commissioner Appointment: The NEC shall appoint the Election Commissioner at least three (3) months prior to the election. Neither the Election Commissioner nor any member of the Election Committee shall be eligible to contest NEC elections for the term in which they serve.

(b) Election Committee: The Election Commissioner shall constitute an Election Committee to manage the electoral process. This committee shall oversee nominations, voting, counting, and result declaration.

12.2 ELIGIBILITY AND NOMINATION

(a) Candidates:

i. Elected positions may be contested by FCILT or CMILT members in good standing.
ii. Regional Chairman, Chairperson Women in Logistics and Transport (WiLAT) and Chairperson Next Generation (NG) will serve as NEC members.
iii. Chairman elect shall be elected by the NEC from amongst nominees proposed by any two members.
iv. Honorary Secretary and Honorary Treasurer shall be elected as per the qualifications required for the position as approved by NEC.

(b) Nominations:

i. Each candidate must be nominated by two (2) members (proposer & seconder) in good standing.
ii. Nomination forms shall be available electronically and, on request, in hard copy.
iii. Nominees may withdraw up to seven (7) working days before the election.
iv. Chairperson WiLAT and Chairperson NG will be nominated/ elected as per their respective operational guidelines.

(c) Gender Representation:

i. A twenty percent (20%) of NEC members be women.
ii. If this threshold is not met through elections, the NEC may co-opt additional female members as observer to achieve the requirement.

12.3 ELECTION SCHEDULE AND PROCESS

(a) Election Plan and Schedule: The Election Commissioner shall present a comprehensive election plan to the NEC at least forty-five (45) days prior to the election. The Election Commissioner shall announce the election schedule and invite nominations at least thirty (30) days prior to the election. Election must be held at least 30 days prior to the end of the term of the existing NEC.

(b) Voting Modalities: Voting shall be conducted through such method or combination of methods as may be determined by the Election Commissioner (and approved by NEC), including but not limited to:

i. in-person voting,
ii. electronic or online voting,
iii. hybrid voting systems,
iv. postal or other secure remote voting mechanisms, provided that the chosen method(s) ensure transparency, secrecy of the ballot, verifiability, and equal access for all eligible voters. Votes shall be counted in the presence of candidates or their duly authorized representatives, unless the election is conducted through a secure system with independent verification.

(c) Tie and Appeals: In the event of a tie, the Election Commissioner shall determine the result by draw. Any candidate aggrieved by a decision of the Election Commissioner may appeal to the Chairman of CILT within seven (7) days of such decision. The decision of the Chairman shall be final.

12.4 RESIGNATION, REMOVAL, AND MID-TERM VACANCIES OF THE NEC

(a) Resignation:

Any NEC member may resign by submitting written notice to the Chairman.

(b) Removal:

A member of the National Executive Council may be removed from office by a two-thirds majority of the NEC or the General Assembly, as applicable, for misconduct, breach of these Articles, persistent failure to perform the duties of office, conflict of interest, conduct prejudicial to the interests or reputation of the Institute, or any other good and sufficient cause, provided that the member concerned shall be given prior written notice of the grounds for removal and a reasonable opportunity to be heard..

(c) Mid-Term Vacancies:
In the event of resignation, removal, or death of a NEC member the NEC may co-opt a suitable member to serve the remainder of the term to ensure continuity.

12.5 TRANSPARENCY AND RECORD-KEEPING

The Election Commissioner shall ensure fairness, neutrality, transparency, and inclusiveness throughout the electoral process. All election-related procedures, decisions, and outcomes shall be properly documented and made available to the NEC.

CILT Secretariat will be responsible to maintain these records for a period of at least 5 years.

12.6 ELECTION RULES

The National Executive Council (NEC) shall, from time to time, frame, revise, or amend election rules consistent with these Articles to ensure the efficient, transparent, and democratic conduct of elections.

12.7 AUTHORITY TO AMEND COMPOSITION OF THE NEC

The NEC may, by resolution, increase or reduce the number of members of the National Executive Council provided that such changes remain consistent with the provisions and objectives of these Articles of Association. The NEC may also adjust the number of representatives from any sector as deemed appropriate, in accordance with rules prescribed by the NEC from time to time.

12.8 MEETINGS OF THE NATIONAL EXECUTIVE COUNCIL

(a) Quorum and Frequency of Meetings:
A quorum for any meeting of the National Executive Council (NEC) shall consist of not less than one-third (1/3) of its members. The NEC shall meet at least four (4) times annually, or more frequently as required for the proper discharge of its duties.

(b) Conducting the NEC Meeting:

i. **Agenda:** The Secretary of the NEC shall develop the agenda with inputs from NEC members and the CILT Secretariat, subject to the approval of the Chairman.

ii. **Notice and Agenda:** The Secretary of the NEC shall prepare the agenda and working papers for each meeting. These documents shall be circulated electronically to all NEC members at least ten (10) working days prior to the scheduled meeting.

iii. **Participation:** The Secretary of the NEC shall ensure that members residing in other cities receive adequate notice, agenda, and working papers in advance, and have the opportunity to participate remotely if they so request or as may be required.

iv. **Meetings:** Meetings of the NEC may be held in person, in a hybrid format, by video conference, or through other electronic means.

v. **Chairing of Meetings:** All meetings of the NEC shall be chaired by the Chairman. If the Chairman does not arrive within fifteen (15) minutes of the scheduled start time, the Chairman-Elect shall preside. In the absence of both, the members present shall elect a chair for that particular meeting.

vi. **Proceedings:** Upon confirmation of the quorum, the Chairman (Chair) shall formally commence the meeting. The first substantive item on the agenda shall be confirmation of the minutes of the previous meeting, followed by a detailed, item-by-item progress report on the implementation of prior decisions. Such progress shall be recorded in the minutes of the meeting.

vii. **Drafting and Circulation of Minutes:** The Secretary of the NEC shall prepare and circulate draft minutes as approved by the Chair, within one (1) week of the meeting.

viii. **Review of Minutes:** All NEC members shall be entitled to review and comment on the draft minutes. Any comments received in writing shall be presented to the NEC at the time the minutes are considered for confirmation. Such comments shall be specific to the item concerned and shall clearly identify the proposed correction or amendment.

ix. Any member who remains dissatisfied with the final recording of a particular item may submit written observations to the Secretary within one (1) week of the confirmation of the minutes. Such observations shall be annexed to the official minutes and retained as part of the permanent record.

x. **Decision-Making:** Decisions of the NEC shall be made by a simple majority of members present. Votes shall normally be taken by a show of hands, unless a formal poll is requested. In the event of a tie, the Chair shall have a casting vote in addition to any vote to which the Chair is otherwise entitled. When a formal poll is conducted, the results shall be declared by the Chair and recorded in the minutes, and shall be conclusive evidence of the same, without any further proof being required.

xi. **Meeting Format:** Meetings of the NEC may be held in person, virtually, or in a hybrid format, as deemed appropriate by the NEC.

xii. **Attendance Requirements:** Any NEC member absent from three (3) consecutive meetings without a valid reason may be subject to removal from the NEC, at the discretion of the NEC.

13 SUB- COMMITTEES OF THE NATIONAL EXECUTIVE COUNCIL

(a) The National Executive Council (NEC) shall appoint such Standing and Ad Hoc Committees as deemed necessary for the effective administration, development, and advancement of the Institute. These Committees shall, in coordination with the Secretariat, formulate and implement plans, programs, and projects consistent with the Institute’s objectives.

(b) The Standing Committees of the Institute shall include, but not be limited to, the following:
i. Finance and Audit Committee
ii. Public Relations and Strategic Business Committee
iii. Professional Development Committee
iv. Membership Committee
Any other Committee or Committees which the National Executive Council (NEC) may, from time to time, consider necessary for the proper discharge of its functions.

(c) Each Committee shall draft its own Terms of Reference (TORs), which shall be submitted to and approved by the NEC. Each Committee shall operate strictly within its approved TORs and act on behalf of the NEC for the development and benefit of the Institute.

(d) All Committees shall report their deliberations, recommendations, and activities to the NEC and shall present their work at least twice a year at NEC meetings.

(e) The Chairman may, on behalf of the NEC, approve urgent programs or projects recommended by any Committee, provided such approvals are submitted for ratification at the next NEC meeting.

(f) The Chairman may attend any Committee meeting at his or her discretion.

(g) Upon approval or ratification by the NEC, the **Secretary General**~~–~~shall oversee the implementation of all approved programs and projects.

(h) All decisions of the Committees will be presented to the NEC for ratification

14 CILT-PAKISTAN'S - SECRETARIAT:

(a) The Institute shall maintain a permanent Secretariat as its executive and operational arm, headed by a Secretary General~~,~~ who shall not be a member of the Institute or the National Executive Council (NEC) to ensure independence and objectivity. The **Secretary General** shall be appointed by the NEC through a transparent, merit-based process and shall serve as the principal executive officer and fully responsible and accountable for the accounts and expenditure. Chairman NEC will be the Principal Accounting Officer of CILT.

(b) The Secretary General shall be responsible for implementing NEC-approved policies, programs, and decisions; overseeing day-to-day administration; supervising Secretariat staff; maintaining records; preparing annual plans and budgets; supporting Regional offices and ensuring that NEC decisions are executed efficiently, transparently, and in accordance with the Institute’s Articles of Association, policies, and applicable laws.

(c) The Secretary General shall report directly to the NEC, attend its meetings as a non-voting participant, and be subject to an annual performance review by the NEC, which shall determine the renewal, termination, and terms and conditions of service, including remuneration, benefits, and other entitlements (to be reflected in the appointment letter/terms of service).

(d) The Secretariat shall function under the direction and supervision of the Secretary General and shall provide administrative, operational, and technical support to the NEC, its committees, branches, and other organs of the Institute. The Secretariat shall implement the policies, decisions, and directives of the NEC and shall not exercise policy-making authority except to the extent expressly delegated by the NEC. The Secretariat may undertake such administrative and operational actions as are necessary for the efficient conduct of the Institute's affairs within the authority delegated to it.

15 APPOINTMENT OF STAFF:

The National Executive Council (NEC) may appoint such officers and employees as necessary or expedient for the efficient discharge of the Institute’s functions, within the approved budget.

16 MEMBERSHIP DEVELOPMENT OFFICER (MDO) AND REGISTER OF MEMBERS:

The Institute shall have a designated function for membership management, carried out by a Membership Development Officer (MDO). The National Executive Council (NEC) shall appoint a fit and proper person, either on an honorary or paid basis, who shall be a member of the Institute and possess suitable qualifications and experience. Until such time as the MDO is appointed, the Secretary General shall manage this function. The MDO shall perform duties under the supervision of the Secretary General and be accountable to the NEC through the Secretary General. The MDO shall prepare and maintain, in accordance with rules approved by the NEC, an official Register of Members containing names, addresses, qualifications, membership grades, and other prescribed particulars, ensuring that all records are current, accurate, and compliant with applicable rules, policies, and data protection standards. Additionally, the MDO shall support membership growth initiatives, verify applications, and engage members in activities as directed by the NEC.

17 GENERAL BODY MEETINGS:

The Institute shall hold General Meetings of its members with at least 21 days’ notice specifying the place, day and hour of the meeting and the nature of the business to be transacted.

17.1 TYPES OF GENERAL MEETINGS:

The General Meetings shall include:

(a) **Annual General Meeting (AGM):** Held once every year at such time and place as may be determined by the **National Executive Council (NEC)**. The AGM shall consider:

i. The Income and Expenditure Account, Balance Sheet, and reports of the NEC and the Auditor for the preceding fiscal year;
ii. Appointment of Auditors or relevant local Financial Examiners for the ensuing fiscal year and fixing their remuneration, where relevant;
iii. Any other matter for which written notice of at least fifteen (15) days has been given; and
iv. Election of the NEC once every two (2) years.

(b) **Extraordinary General Meeting (EGM):** In addition to the AGM, the NEC or a requisition of members as prescribed by the bylaws may call **EGMs** to consider urgent or special matters requiring the attention of the General Body. The procedure for convening, notice, quorum, and conduct of EGMs shall be the same as for the AGM, unless otherwise specified.

17.2 QUORUM AND CHAIRING:
No business shall be transacted at any General Meeting unless a quorum of twenty (20) members entitled to vote is present.

(a) The Chair: The Chairman of the Institute shall preside over every General Meeting. In the absence of the Chairman, the Chairman-Elect shall preside. If both the Chairman and the Chairman-Elect are absent, the members present shall elect one of the members of the NEC to chair the meeting.

(b) Voting: Resolutions put to vote shall be decided by a show of hands, and members participating remotely shall be deemed fully present, with their votes counted accordingly. In the event of an equality of votes, the Chair shall have a casting vote.

(c) Minutes: The NEC shall ensure that minutes of all General Meetings are duly recorded. Draft minutes, approved by the Chairman, shall be circulated to all members within five working (5) days, and members may submit comments within seven (7) days of circulation. All minutes shall be ratified at the subsequent General Meeting.

18. FINANCIAL MANAGEMENT SECTION

18.1: MAINTENANCE OF ACCOUNTS|
The National Executive Council (NEC) shall ensure that proper books of account are maintained, accurately recording all financial transactions, assets, and liabilities of the Institute. The Secretary General as head of the Secretariat, shall serve as the Officer Responsible for accounts and expenditure, including maintaining accounts, preparing the annual budget, ensuring financial discipline, and complying with NEC-approved financial

rules and directives. The Chairman CILT shall serve as the Principal Accounting Officer.

18.2: EXPENDITURE AND BUDGET
All expenditures shall conform to the approved budget and require NEC authorization. Until formal CILT Financial Rules are approved, applicable government financial and procurement rules shall apply *mutatis mutandis*.

18.3: THE BUDGET: Not later than sixty (60) days before the start of each financial year, the Secretary General shall submit an Annual Budget and Work Plan for NEC review and approval. All expenditures will ONLY be as per the budget approved by the NEC.

18.4: BANK ACCOUNTS AND SIGNATORIES: The NEC shall approve the opening and operation of bank accounts. Each account shall be operated jointly by two authorized signatories appointed by the NEC from time to time. NEC shall also appoint alternate signatories. Cheque books shall be held by such officers or staff members as may be designated by the Secretary General or the NEC. The authority to sign cheques and the authority to approve expenditures shall not reside with the same person.

18.5: FINANCIAL YEAR: The financial year shall run from **1st** January to 31st December, unless otherwise determined by the NEC and ratified by the General Assembly.

18.6: ACCOUNTING STANDARDS AND AUDIT: Accounts shall be prepared in accordance with generally accepted accounting principles (GAAP) and applicable Pakistani accounting standards, and shall be audited annually by an independent auditor appointed by the NEC, who shall not be a member of the NEC.

18.7: PRESENTATION AND OVERSIGHT: At each Annual General Meeting (AGM), the NEC shall present the Audited Financial Statements, the Auditor's Report, and a Financial Summary and Performance Report. The Secretary General and Secretariat shall provide all necessary support to facilitate audits, NEC review, and General Assembly oversight.

19. NOTICE: A notice may be given to any member either personally by sending it by post or by electronic means to the members registered address or by public advertisement where applicable and where a notice is sent by registered post or by electronic means service of the notice shall be deemed to have been duly affected.

20. DISSOLUTION:

The Institute may be dissolved if a resolution for its dissolution is approved by not less than 75% (3/4) of the Members entitled to vote who are present at a duly convened General Meeting, whether attending in person or electronically. Upon winding up or dissolution, and after all debts and liabilities have been satisfied, any remaining property, funds, or assets shall not be distributed among the Members. Instead, such assets shall be transferred to, or applied for the benefit of, one or more organizations with objectives similar to those of the Institute, or to organizations engaged in charitable or social purposes recognized under applicable law.

21: AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Memorandum and Articles of Association shall not be amended, altered, or modified except by a resolution passed by a majority of the Members present and voting at a General Meeting convened specifically for that purpose. Any such amendment shall be in accordance with the laws of Pakistan and shall require the prior approval of the Registrar joint stock of companies before it may take effect.