

IBPC



INTERNATIONAL BUSINESS & PROFESSIONAL CORPORATION

CONSTITUTION & BY-LAWS



PREAMBLE

The Corporation (IBPC) shall be a non-profit organization comprising individuals and companies and other registered organisations whose objectives shall be to promote commerce and investment between Pakistan and the overseas Pakistanis; to provide a forum to Pakistan business and professional executives and organizations around the Globe; business and professional executives and organizations of different countries to identify, discuss and interact in areas of common interests; thus increasing its value as an organisation to organizations and for the public good, we do hereby establish and ordain this Constitution of the International Business & Professional Corporation.

Article 1 - NAME

The name of the organization shall be the "International Business & Professional Corporation" of Pakistan. (and in this document it is called IBPC).

ARTICLE 2- ADOPTION OF THE CONSTITUTION

Subject to the matter set out below, the organisation and its property shall be administered and managed in accordance with this constitution by the members of the Executive Council and the founder chairman.

ARTICLE 3- OBJECTIVES

The IBPCS is a non-profit organisation and the principal object of the IBPC is to strengthen the overseas Pakistanis by providing IBPC for exchange of ideas to promote Pakistan & IBPC members.

3.1 To achieve this objective the IBPC shall:

- a) Promote and discuss any matters pertaining to the business and social interests of the Members of the IBPC and the Pakistani community;
- b) Act as a voice for and represent the views and opinions of the members;
- c) Foster, promote and facilitate an environment in which businesses can interact and work together in collaboration for mutual benefit;
- d) Provide meetings and events that will provide professional development and networking opportunities for members and others;
- e) Ensure that the views of overseas Pakistani businesses & Professionals are taken into account when any Agency, Government, Council or any other is reviewing policy, legislation or simply seeking the views of the wider business community;
- f) Work with Government of Pakistan to ensure that it plays its part in listening to business needs and helping to create the right environment for businesses & professionals to succeed in Pakistan if they are investing in Pakistan;
- g) Such other objects as the members of the IBPC may adopt by resolution at a general Meeting or approved by the Executive Council.

ARTICLE 4- MEMBERSHIP

4.1.

- a) Any overseas Pakistani wishing to join must satisfy the necessary membership criteria as determined by the Executive Council;
- b) Full membership of the IBPC shall be open to any overseas Pakistani Business person (individual or organisation), or Professional over the age of 18 who owns and/or runs a business or work as a professional, interested in furthering the Forum's objectives and who has paid the annual subscription laid down from time to time by the Executive Council;
- c) The Executive Council may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the IBPC to refuse the application;
- d) The Executive Council must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision;
- e) The Executive Council must consider any written representations the applicant may make about the decision. The Executive Council's decision following any written representations must be notified to the applicant in writing but shall be final.

4.2. CLASSES OF MEMBERSHIP

The membership of the IBPC shall be classified as Corporate, Associate, Honorary, Discretionary, Group and Life. The acceptability of any application or termination of any membership or a change in the classification of membership shall be finally determined by the Chairman or Secretary considering the approval of the Executive Council by consensus.

Every application for membership shall be by appropriate application procedure approved by the Membership Council. The application shall state the category in which the applicant is seeking membership, the basis for qualification in that category and such other information as may be requested by the Membership Council.

Every member (except honorary members and the life members) shall pay an annual membership fee as determined by the Executive Council. The annual fee shall be due in respect of the financial year i.e. 1st January to 31st December each year and shall be payable in lump sum in advance. No refund of the annual membership fee will be made if a member resigns or his/her membership is cancelled by the Executive Council. Membership will be deemed to be suspended if the annual fee is not paid by 31st March and deemed to have lapsed if the annual fee is not paid by 30th June.

The requirements for membership in the various classes are as follows:

A. CORPORATE MEMBERSHIP

Membership in this category shall be open to Pakistani companies and professional organisations where Pakistani national are partner or shareholders in any country outside of Pakistan. Provided that the Membership Council is satisfied of the bonafide of the business relationship with established business organization in that country where this company is registered.

B. ASSOCIATE MEMBERSHIP

Individuals and businesses, who wish to support the objectives of the IBPC, are eligible for Associate membership. Membership in this category shall be open to Pakistani Businessmen and Professionals who are working or residing overseas and do not qualify for Corporate Membership. Provided that such individuals holding Professional or Post Graduate Degree and/or are well reputed and recognised.

C. HONORARY LIFE MEMBERSHIP

Honorary Life Membership shall be granted by a majority vote of the Executive Council or by Chairman to:

1. An active member who has reached 55 years of age or has had to retire due to disability.
2. An individual who has rendered outstanding service in the development or advancement of the corporation.

D. DISCRETIONARY MEMBERSHIP – INDIVIDUAL/INSTITUTIONS

Membership in this category shall be awarded to Nationals of any other Country and any company or other institutions with the approval of the Executive Council by majority vote

E. MEMBERSHIP OF BUSINESS ORGANISATIONS AND PROFESSIONAL FORUMS

All Pakistani business organisations and professional forums presently existing in the world and those which may come up in future may be given group membership and on the terms and conditions to be approved by the Executive Council.

F. FOUNDING MEMBERS

Signatories to the Constitution for establishment of IBPC would be founding members who shall be members for life. The rights of founding members shall be those of individual members of Executive Council. Founder Chairman would have right of Veto on any matter during his life.

4.3 Termination of Membership.

Members shall be automatically dropped from membership upon failure to pay annual dues. A member of any classification may be dropped from membership when, in the opinion of the Membership Council, that member no longer meets the requirements for membership. The membership of any member may be terminated because of unprofessional conduct by a majority vote of the Executive Council, upon recommendation of the Membership Council or by founder Chairman.

ARTICLE 5- MEETINGS:

5.1 ANNUAL MEETING

The Annual meeting of the members shall be held each year a date set by the Executive Council. The annual meeting of the members shall be held to transact any and all lawful business which may properly come before the IBPC.

5.2 SPECIAL MEETING

Special meetings of the members may be called by the Chairman on forty (40) days notice given by mail. Special meetings shall also be called by the Secretary in a like manner and a like notice on written request of at least ten (10) percent of the members entitled to vote.

5.3 Quorum and Voting

A quorum at any annual or special meeting of the members shall be two-thirds (2/3) of all those present at such meeting who are entitled to vote.

5.4 Other meetings

Executive Council will meet every month and Governing council will meet on the instructions of the chairman.

ARTICLE 6 –MANAGEMENT

6.1 GOVERNING COUNCIL

There shall be a Governing Council of the Corporation to oversee the operations of the Corporation and to keep a watch on its progress.

6.1.1 MEMBERS OF THE GOVERNING COUNCIL

The Governing Council shall consist of following members;

- (a) Chairman
- (b) All remaining office bearers as appointed by chairman with the approval of the Executive council

6.2 EXECUTIVE COUNCIL

6.2.1 The first Members of the Executive Council shall be those persons present and nominated as Members of the Executive Council and Officers at the meeting at which this constitution is adopted. The Executive Council shall consist of 31 members as follows:

- a) Founder Chairman
- b) 20 members shall be elected by the IBPC membership in their respective region.
- c) 10 members shall be elected by the IBPC UK chapter.

Each member shall serve for a regular term of three (3) years; however, in the case of the EC members initially elected to fill the thirty (30) positions on the Council (or any lesser number if not all thirty [30] positions are filled), one-third (1/3) of such members shall be designated to serve an initial term of one (1) year, one-third (1/3) shall be designated to serve an initial term of two (2) years and one-third (1/3) shall be designated to serve an initial term of three (3) years. The members subsequently elected to succeed the initial thirty (30) members (or lesser number if not all thirty [30] positions are filled) shall be elected to serve for regular terms of three (3) years. It is intended that after the election of the first elected Council, the terms of one third of the members shall expire each year thereafter. Each EC member whose term has expired continues to serve following the Annual Meeting until his or her successor has been elected and accepts office. The founder Chairman would become permanent head of EC after completion of his first 6 years term.

5.2.2 GENERAL POWERS

The business and affairs of the IBPC shall be managed and controlled by its EC or by a Council properly established by the EC. All members of the IBPC have to abide by decisions that are taken by the Executive Council or founder Chairman. The Executive Council shall be the executive body of the Corporation.

It shall:

- (a) Recommend policies and plans regarding the Corporation to the Governing Council;
- (b) Cause expenditure and exercise overall financial control;
- (c) Consider annual audit report for submission to the Governing Council;
- (d) Direct and administer the affairs of organisation;
- (e) Frame, alter or repeal Constitution and Bye-Laws of the Corporation for its proper functioning;
- (f) Elect, appoint or nominate Chairman and office – bearers of the Corporation and its various chapters and Councils;
- (g) Elect members;
- (h) Consider and decide on any application regarding disciplinary cases in respect of members and;
- (i) Recommend outstanding members for an appropriate award for their contributions for the development of IBPC

5.2.3 ANNUAL MEETINGS

An Annual Meeting of the EC shall be held each year on a date set by the chairman, and at such meeting all officers of the IBPC shall be elected and there shall be transacted such other business as may properly be brought before the meeting.

5.2.4 SPECIAL MEETINGS

Special meetings of the EC may be called by the Chairman forty (40) days notice to each EC member given by mail. Special meetings shall be called by the Secretary in like manner and on like notice, on the written request of any twelve (12) EC members.

5.2.5 QUORUM

At all meetings of the EC, a quorum for transaction of business shall be the presence of a majority of the number of EC members constituting the full membership of the EC at that time. The affirmative vote of at least a majority of the EC members present at any meeting at which there is a quorum shall be the act of the EC. If a quorum shall not be present at any meeting of the EC members, the EC members present on the request of Chairman there at may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

5.2.6 REMOVAL OF EC MEMBERS AND VACANCIES ON THE EXECUTIVE COUNCIL

Any EC member may be removed, with or without cause, by the affirmative vote of a majority of the other members of the EC at a special meeting of the EC called for such purpose. The Founder Chairman can use his discretion to remove any EC member and this decision can only be over turned with the 2/3 majority of all eligible votes of EC. If one or more positions on the EC become vacant by reason of removal, death, resignation and/or other reasons, the Chairman, at the annual meeting or at a special

meeting may select replacements for such vacant positions with each such replacement to serve for the balance of the term of the EC member whose removal, death, etc. caused such vacancy to occur. EC Members whose membership has lapsed more than 60 days shall be dropped from the EC

ARTICLE 6- FUNCTIONS AND POWERS OF THE OFFICE – BEARERS

The Officers of the Organisation shall at all times consist of the Chairman, the Patrons

6.1 CHAIRMAN

- (a) A bonafide Pakistani, member of the Executive Council shall be eligible to be elected as Chairman by the Executive Council;
- (b) The Chairman shall be the operating chief of the IBPC and in case of female this designation would be called as Chairperson. He shall exercise all such powers as may be delegated to him by the Governing council or the executive council to ensure smooth conduct of the business of the IBPC;
- (c) the Chairman shall appoint the Vice Chairmans, Secretary, Treasurer and all other office bearers of the IBPC as the EC shall determine;
- (d) the Chairman shall set the date and the venue of the annual general meeting of the IBPC;
- (e) shall where possible preside at all meetings of the Executive Council, and of the Governing Council (executive officers);
- (f) shall chair the annual conference and other events of the IBPC;
- (g) shall superintend all activities of the IBPC and make such appointments, subject to such prior consultations, as may be authorised by this Constitution;
- (h) shall appoint, subject to confirmation by the Executive Council at its next meeting, regional heads. If the Executive Council disapprove new appointments it should provide valid reasons for such disagreement;
- (i) shall approve the short term expenses and prepare budget for the whole year with the help of Treasurer and his or her team.
- (j) The initial turn of term of the founder chairman is 6 years but the other officers can be changed every year. The founder chairman would become permanent head of Executive council after 6 years and life member of Executive council. He may be re-elected after 6 years from the EC but there would not be any election for the Chairman in the first 6 years of the formation of IBPC. He would have right of Veto to reject or postpone the decisions, enactments any amendment or proposal during his life.
- (k) The term of Chairman after initial 6 years of the formation of IBPC would be one year.
- (l) The terms of office shall begin on July 1 following the Annual Meeting of the IBPC.

6.2 PATRONS

Eminent dignitaries, can be nominated by the Chairman, in consultation with the Executive Council for the role of Chief Patron and Patron which shall be a purely honorary role appointed or removed by the Council from time to time and not requiring election

6.3 VICE CHAIRMEN

There shall be three (5) Vice Chairmen. The senior Vice Chairman, First Vice Chairman, Second Vice Chairman, Third Vice Chairman and Four Vice Chairman in the order named, shall fulfill the duties of the Chairman in the event of the latter's absence or disability. The Vice Chairmen shall also assume other responsibilities as assigned them by the Chairman.

6.4 SECRETARY

The Secretary shall record and keep the minutes of the meetings of the membership, the Governing Council and of the Executive Council and shall perform such other duties as may be assigned the Secretary by the Chairman. The Secretary shall make available to the members a written summary of all meetings, copies of the minutes of the Annual Meeting and copies of the Articles of Incorporation and By-Laws and shall distribute and interpret them to the members upon request. The Secretary shall receive and file securely all reports, records and correspondence of the organization.

6.5 TREASURER

The Treasurer shall have custody of all funds and securities of the Organisation. The Treasurer shall collect the dues and other accounts due the Organisation; shall make such payments as are approved by the Governing or the Executive Council or the Chairman by cheques or online; and shall keep complete and accurate books and records of the funds and securities of the Organisation. The Treasurer shall see that dues payments are mailed to the membership sixty (60) days in advance of the membership year. The treasurer shall deposit dues, funds and securities of the Organisation in banks, investments, savings funds and safe deposits, as directed by the Executive Council and shall cause an Annual Audit to be made by an auditor designed by the Executive Council. The Treasurer shall present monthly financial reports to the Executive Council and shall see that the annual Audit is published and made available to the membership. The treasurer and all those authorised to sign cheques and handle funds shall be bonded in an amount at least equal to the value of the assets of the Organisation.

6.6 REMOVAL/RESIGNATION

Any officer may be removed, with or without cause, by the members of EC at any regular meeting of the EC, or any special meeting of the Executive Council held for that purpose, by vote passed by one half of the members present, plus one, providing that the members present constitute a quorum. Any officer may resign at any time by giving written notice to the EC, or to the Chairman or to the secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.7 VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or any other reason shall be filled by an affirmative vote of the Executive Council upon recommendation from the Executive Committee. The person filling such vacancy shall serve until the next annual meeting, and is subject to all provisions of the By-Laws.

ARTICLE 7- CHAPTERS

7.1 PURPOSE

Chapters shall be created to carry out, on an area level, the aims, principles, policies and objectives of the Organisation.

7.2 CHARTERS

Chapters shall be chartered by the Board upon recommendation of the President after meeting the requirement of having five (5) Active members as members of a local chapter.

Chapters shall be responsible for the implementation standards of this organisation in their area and will be self-sufficient to run day to day business. No chapter shall enter into any alliance or confederation, grant letters of reprisal, emit bills of credit, pass any bill of attainder or ex post facto impairing their obligations to the IBPC. No chapter shall, without the consent of the EC, lay dues, imposts or duties, except what may be absolutely necessary, for the execution of their chapter business. All such dues, imposts or duties shall be subject to revision and control by the EC. No chapter shall, without the consent of the Board, enter into any agreement or compact with another chapter, or with another professional group or organisation or labor union.

7.3 APPOINTMENT OF CHAPTER OFFICERS

Chapters shall have the power to choose their officers. The term of all officers shall be decided by the chapter's membership. The times, places and manner of holding chapter elections shall be prescribed by the chapter's membership. All officers must be current members of the IBPC.

7.4 CHAPTER RULES

Each chapter shall determine the rules of its proceedings and the days and times of its meeting. However, a chapter shall hold at least two (2) meetings between the time of the Annual Meeting of the IBPC and the next Annual Meeting of the IBPC. Each chapter shall keep a journal of its proceedings and shall publish the same for distribution to each member of the chapter. A copy of any all proceedings shall be mailed to the Secretary of the IBPC.

ARTICLE- 8 ALTERATIONS TO THE CONSTITUTION

Any alteration of this Constitution shall receive the assent of not less than two-thirds of the representatives of Members present and voting at the AGM provided that notice of any such alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward. At least 14 clear days' notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each member of the IBPC provided that no alteration shall be made to objects and dissolution of this constitution.

ARTICLE -9 DISSOLUTION

If the EC by a simple majority decides at any time that it is necessary or advisable to dissolve the IBPC, it shall call an extraordinary meeting of all members of the IBPC on not less than 14 days' notice (stating the terms of the resolution to be proposed). If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Board shall have the power to dispose of any assets held by or on behalf of the IBPC. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the IBPC as the EC may determine.

ARTICLE 10- NON-DISCRIMINATION

The organisation prohibits discrimination in membership selection, nomination for officers, appointment to committees, programs and activities on the basis of race, color, national origin, age, disability, sex, marital status, familial status, parental status, religion, sexual orientation, genetic information, political beliefs, reprisal, or because all or part of an individual's income is derived from any public assistance program. Persons with disabilities who require alternative means for communication of program information (Braille, large print, audiotape, etc.) should contact Secretary of IBPC.

ARTICLE 11- GENERAL PROVISIONS

11.1 NOTICES

(I) Any Notice required to be given to the Officers or the Committee under these Rules

