

**MAMORANDUM OF
ARTICLES OF ASSOCIATION AND BY LAWS
OF
Renewable & Alternative Energy
Association (REAP)**



**Renewable & Alternative Energy
Association of Pakistan**

www.reap.org.pk

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**MAMORANDUM OF ARTICLES OF ASSOCIATION
OF
Renewable & Alternative Energy Association (REAP)**

The ***Renewable & Alternative Energy Association (REAP)***, Islamabad-Pakistan will work as a NGO, (Non Governmental Organization) with the private and the public sector, national and international agencies, on main focuses as follow:

Vision

REAP is driven by a clear vision; and perceive a world where communities are thriving beyond using fossil fuels and our mission is to lead that global transition to renewable energy.

REAP distinguish a world with a plenty of electricity produced sustainably and delivered to the end consumer cost effectively. And so, we are a group of people driven by a unique mission; to lead the global transition to renewable energy. This transition from fossil fuels to sustainable sources of energy is not easy and that is why without passion we wouldn't get really serious innovation and have serious engagement with politicians and regulators to help bring this about.

REAP is dedicated to renewable energy and as an independent developer we can aggressively strive to achieve our vision.

Mission Statement

As a mission "Renewable & Alternative Energy Association" (REAP) is committed to uplift a pollution free clean environment for our future generation by fetching a revolutionary environmental change and mentoring in the country. (REAP) is committed in depth of its mission to reduce national dependence on conventional energy resources and to induce new resources while working with area businesses, community groups to implement environmental projects that benefit our community socially and economically. We also commit to face all the challenges of Green House Effects for a sustainable healthy future to improve the Social, Economic and Environmental well being of the community.

PREAMBLE:

That a prosperous community is the right of all human beings provided that every citizen may become a contributing member of his or her own Association. It is very important to make every citizen enable to attain self-sufficiency in a human environment and to help community through rehabilitation. Further more, to extend help to the distressed and displaced people of the community.

ARTICLE - 1

1. The name of REAP shall be ***Renewable & Alternative Energy Association***.
2. The following Logo of REAP, will represent the Association:



3. The principal office of REAP shall be in Islamabad, and will establish its project offices in different parts of the country as and where required.
4. Address of Principal Office: **Plot No. 140, Street No. 9, I-10/3, Islamabad.**
5. REAP shall be non-political, non-sectarian, voluntary organization. It can get affiliated or associated with other welfare organization(s) and also can participate in business opportunities to promote the business of its associated corporate Members.

ARTICLE - 2

ACTION PLAN:

- i. Renewable Energy & Environmental Protection**
- ii. Advocacy, Capacity Building Health & Education**
- iii. Women empowerment and Poverty Elimination**

I) GENERAL/BROAD OBJECTIVES:

- a) To promote, encourage and safeguard the Renewable Energy business in Pakistan and those who are engaged or interested in Renewable Energy businesses and related services sectors.
- b) To promote friendly relationship and unanimity of purpose amongst Trade and Industrial Associations in Pakistan and Azad Jammu & Kashmir and to help coordination amongst them and their counterparts in other countries of the world.
- c) To collect and disseminate statistical and other information and to make efforts for the spread of business, market strategy and growth of technical and economic knowledge. Further to disseminate knowledge of corporate good governance compatible to international standards.

- d) To promote and advance, commercial, technical, industrial and Renewable Energy skills Development education and to establish or support institutions for achievement of such objectives.
- e) To take all steps that may be necessary for promoting, supporting or opposing legislation or any other action affecting the aforesaid economic interests and in general to take initiative to secure and safeguard the interests of the Renewable Energy business community in all respects.
- f) To provide forum for alternate dispute resolution in respect of disputes arising amongst the members of the Association and other bodies of Trade and Industry, as well as arising in the course of trade, industry, or other business matters, if necessary as also to secure the services of experts, technical and other individuals to facilitate the amicable settlement without recourse to litigation.
- g) To create awareness through organizing Expos and other events to convene, when necessary, conferences and seminars at such time and such places as may be determined.
- h) To generate funds or raise moneys which may be required for the purpose of the REAP upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the REAP or by mortgage or charge on the property of the REAP.
- i) To accept any donation, gift, or subscription towards, or to accumulate and provide a fund or an endowment or waqf and to invest the same and apply the income arising there from, or to resort to the capital thereof, for any of the objects of the REAP.
- j) To acquire by purchase or otherwise lands, buildings, or other property, moveable or immovable, which the REAP, for the purpose thereof, may from time to time, think proper to acquire.
- k) To organize and help in organization of Trade Fairs by affiliated Trade bodies within or outside the Country.
- l) Bring the members of the Association together periodically in a multidisciplinary environment of professional exchange;
- m) Hold conferences and meetings for presentation of scientific and technical papers and discussions;
- n) Facilitate research in the different disciplines of Renewable Energy.
- o) Publish journals, newsletters, or any other scientific or professional publications under the direction of an Editorial Board appointed by the Executive Council;
- p) Collaborate with other national and international organizations pursuing similar goals; and Do all such things as are conducive to the attainment of the above objectives.

II) **SPECIFIC OBJECTIVES:**

1. **Renewable Energy & Environmental Protection**

- A. To create awareness REAP will organize Exhibitions of International standard on yearly basis and expos on small scales in different parts of the country from time to time. Similarly, REAP will arrange Conferences and Seminars, so that Government policies on RE products could be highlighted and recommendations could be passed on to Government for considerations.
- B. REAP will obtain business and projects, to be awarded to member companies, *in good orders*, who fulfill the requisite criteria and qualify for the project.
- C. REAP will promote linkages with micro finance institutions and banks for delivery of financial services to the rural and urban poor to take advantage of the Renewable Energy Products on affordable prices.
- D. REAP will arrange trainings of RE products, to produce skills force and will develop comprehensive trainings manuals to enhance the basic level of energy efficiency and to mitigate pollution will educate the community on environmental protection as well as sanitation promotion etc.
- E. REAP will promote partnership and linkages with organizations and bodies of local regional, national and international which will promote the objectives of the Association.
- F. REAP will establish, strengthen and empower community based institutions/grassroots institutions based on widespread inclusive community participation especially of poor, women and other vulnerable groups.
- G. REAP will promote linkages with micro finance institutions and banks for delivery of financial services to the rural and urban poor.
- H. REAP will undertake all relevant activities, including implementation of specific projects funded by government, bilateral, multilateral and other funding agencies for elimination of poverty, and livelihood development of the poor.
- I. REAP will encourage Tree Plantation and will distribute free plants to the community and will undertake for maximum number of tree plantation every year.

2. **ADVOCACY, CAPACITY BUILDING, HEALTH & EDUCATION**

Pakistan has a population of about 180 million people but the basic facilities i.e. health and education are severely lacking. Development of the nation is not possible without Education, which ensures the basic knowledge about the advantages of human rights. Keeping in view the day by day increasing in population and lack of basic facilities, REAP will extend cooperation and will work with the International Donors and UN Agencies to establish such projects on population welfare to Improve reproductive health in the target population of rural areas and plan the following:

- A. To establish schools, health centers, and technical institutes for advocacy, capacity building, education and skills development to improve the day to day need of the population of the poor community with special emphasis on the needs of women and children.
- B. To reduce the neonatal, infant and child mortality **REAP** undertakes to promote research into problems connected with or related to health, family welfare, nutrition and other related matters and to disseminate and communicate information relating to health education on safe mother hood, mother child health and Primary health care services will also be provided.
- C. Pollution is also a major issue in Pakistan and due to lack of education, most of the population suffers from different diseases. REAP will hire female health educators to visit door to door and educate them about environmental protection. The female health workers will teach the women concerning preventive measures of mother and child health care (MCH).
- D. To increase awareness and access to basic Education, health and Reproductive Health services
- J. To implement relief or rehabilitation projects at the request/ collaboration of the Government and other Multi Donors organizations.
- E. REAP will provide opportunities and encourage women, particularly widows and Orphan girls to take an active part in community development by establishment of the following projects:
 - i. Free Industrial homes for Women (Widows & Orphan Girls)
 - ii. Free Computer Training Centers.
 - iii. Income Generating Projects.

3. **WOMEN EMPOWERMENT AND POVERTY ELIMINATION**

Besides making concerted efforts to achieve the objects specified in the Memorandum of Association, the REAP shall perform the following functions:-

- A. To implement rural and urban livelihood projects and create enabling conditions for the poor especially women to economically and socially empower them through appropriate livelihood options.
- B. To organize target population for collective problems identification and effective use of available resources
- C. Micro Financing & Credit facilities for the vulnerable to establish their own micro businesses, favorably the Renewable Energy Technology.
- D. Establish, strengthen and empower community based institutions/grassroots institutions based on widespread inclusive community participation especially of poor, women and other vulnerable groups.
- E. To undertake all relevant activities, including implementation of specific projects funded by government, bilateral, multilateral and other funding agencies for elimination of poverty, and livelihood development of the poor.

ARTICLE – 3

1. MEMBERSHIP:

The membership of the Association shall be open to all those who fulfill the criteria and pay the membership fee and other dues regularly will be considered member of the Association.

All members other than honorary members shall pay a membership subscription fee prescribed in the Rules and Regulations and/or the Bye-laws of the Association.

The right to vote or to become Office Bearers of the Association shall be given to all members except Student Members and nominees of Corporate Members (unless they are otherwise members).

Any person having the following qualifications shall be eligible for membership of REAP.

- i. Who is of or above 18 years of age.

- ii. Who has reputable character and sound mind.
- iii. Who agrees to abide by the Constitution and bye-laws of REAP and support the aims and objectives of REAP.

2. **CATEGORIES OF MEMBERSHIP:**

- a) **Honorary Membership:** The Executive Council may, of its own accord, confer Honorary Membership of the Association on persons who have made outstanding contributions to the growth of knowledge in population.
- b) **Regular Membership:** Any person fulfilling the criteria, which is approved by the Executive Council, may become a regular member of the Association:
- c) **Corporate Membership:** Institutional Membership shall be open to all Institutions engaged in Renewable Energy activities, to be approved by the Executive Council. Each member institution shall nominate one member of its staff to participate in the meetings held by the Association.
- d) **Life Membership:** Life Membership shall be open to any individual eligible for regular membership on payment of an amount fixed in the Rules and Regulations and/or bye-laws of the Association.
- e) **Student Membership:** Student membership shall be open to persons enrolled in study in Renewable Energy Related field, and recommended by any one member of the Association or the head of the institution.

3. **MEMBERSHIP FEE STRUCTURE:**

The membership fee will be fixed from time to time, as per directives of the Annual General Body or the Executive Council. However, the following fee structure has been recommended in the Annual General Body Meeting, to be implemented till further orders.

- i. **CORPORATE MEMBER:** Rs. 10,000 to be renewed on yearly basis.
- ii. **LIFE TIME MEMBER:** A person who pays Rs. **10,000** in lump sum.
- iii. **ORDINARY MEMBER:** A person whose application for the membership is approved by the Directors/Executive body shall become the ordinary member of REAP. However, he/she will pay an annual membership fee of **Rs.1,500**.
- iv. **HONORARY MEMBER:** A person who has rendered eminent services to the cause of special welfare and cooperative activity with REAP may be nominated as honorary member by the Directors/ Executive body of REAP, without any membership fee.

- v. **Co-opted Member:** The Directors/Executive body can nominate Co-opted Members for special purposes if deemed necessary.

4. MEMBERS IN GOOD ORDER & BAD ORDER

Those members who pay the membership fee and other dues of the Association will be known as ***Members in good orders***, regardless their membership category and will be eligible to participate in any official business of REAP.

One month prior to the expiry of membership, an email as reminder, will be sent to concerned members for renewals. While, another final reminder will be sent before 10-15 days, and if a member fails to pay the fee or any other dues, within the prescribed time, his name will be moved from good orders to Bad orders. However, this could be restored after full payment of dues including for the time the member remained in bad orders.

Members in bad orders will not receive any official information from the Association and will have no right to challenge or represent REAP, as a member. However, such members could only attend the AGM as an observer and would not be eligible to participate in voting or any kind of discussions related to the Association's dealing.

5. SUSPENSION, CANCELLATION AND RESIGNATION OF MEMBERSHIP:

Membership may be terminated on any one of the following grounds:

- a) An Office bearer or EC Member, fails to attend 3 consecutive meetings without any intimation or justification, shall cease to be member of the Executive Body or General Body as the case may be.
- b) If the Directors or Executive body to be prejudicial to the interest of REAP deems the conduct of any member or calculated to bring the agency into disrepute, his membership can be suspended cancelled accordingly.
- c) Any member may on his own accord, terminates his membership by sending his resignation in writing to the Chairman, the Board of Directors may accept his/her resignation provided that all the outstanding dues against him/her have been cleared.
- d) Death of the member.
- e) If a resolution terminating such membership is passed by a majority of not less than three fifths of the members of the Executive Council and if such resolution of the Executive Council is confirmed by the General Body, at its next meeting by a majority. No member shall question the reasonableness or otherwise of a resolution passed and shall submit to it provided she or he has been served with a notice in writing at least 14 days prior to action taken by the Secretary General informing her or him of such action and provided she or he has been given an opportunity to represent her or his case before the Executive Council.

ARTICLE – 4

1. GENERAL BODY

The General Body of the Association shall consist of all the voting members, and who joins REAP as member, in any category will be known as General Body Members of the Association, unless chosen, nominated, selected for another category or office bearer. The General body members shall have the following duties and powers:

- (a) To elect an Executive Council and Office Bearers of the Association in a general meeting duly convened for the purpose, or by balloting, which will be valid and duly considered. At least one third of voting members, ***in good orders***, shall be required to constitute a quorum;
- (b) To consider and decide on all matters as may from time to time be placed before them in a general meeting;
- (c) To amend this Memorandum of Association according to procedures set forth herein, in the Rules & Regulations and/or in the Bye-laws;
- (d) To suspend or remove elected Officers of the Association or Members of the Executive Council, on convening of a special meeting of the General Body, with at least 50 percent of the voting members present, and 80 percent of those present voting to remove. A special meeting for this purpose shall be held on written demand of one-third of all voting members, ***in good orders***.
- (e) Members of the General Body unable to attend the meeting shall have the right to express his/her opinion through postal or electronic communication (**E-balloting**) on any matter of the agenda of the General Body OR Extra Ordinary General Body Meetings. Such opinion shall be duly considered.
- (f) The General Body of the REAP shall nominate the Members to be known as Board of Directors and Members of the Executive Council.

2. PROCEDURES FOR ELECTING EXECUTIVE COUNCIL MEMBERS:

- a. In the General Body Meeting or through E-Balloting, the General body members, ***in good orders***, will elect 12 members for the positions of office bearers. Once the selection of 12 office bearers is completed, then the 12 selected members will choose 3 or 5 Board of Directors, on permanent basis, who shall manage and control the overall activities of the Association.

The Board of Directors will be designated as follow:

- a. Chairman
- b. Vice Chairman
- c. Secretary General
- d. Member BOD
- e. Member BOD

- b. The remaining 7 elected members will work for 2 years from the date of election as Executive Committee Members with the following designations:
 - a. Chief Executive Officer
 - b. Executive Officer
 - c. Joint Secretary
 - d. Secretary Media
 - e. Secretary Projects
 - f. Secretary Events/Trainings
 - g. Coordinator
- c. Board of Directors may from time to time fill vacancies occurring during the term of the Executive Body and may appoint additional members provided that the total number of appointed members might not exceed from the stated number of positions.
- d. The Board of Directors may assign the General Body's members for Projects management, or otherwise as necessary according to REAP's Policy, to be prepared by the Executive Council, and approved by the Board of Directors or the Donor's policy for a particular project.
- e. The Executive Council shall hold office for a period of 5 years, which shall commence from the conclusion of the 1st annual Meeting at which they are elected and shall continue to hold office till the conclusion of the 5th annual General Meeting, whereas new Executive Council will be elected.

ARTICLE – 4

POWERS:

I. BOARD OF DIRECTORS:

In furtherance of the Objects of REAP here in above, but not otherwise, the Board of Directors shall have the following powers:

- a. To determine the policy and Programme of REAP and approve fiscal budget submitted by the Executive Council.
- b. To appoint Chartered Accountant for the purpose of auditing the accounts of REAP as and when required.
- c. To consult with donors and obtain projects, related to Renewable Energy or General Relief work.
- d. To decide the share of business of Corporate Members, in projects and monitor their work, as per requirement of the Donors.
- e. To decide appeals filed by the members and or matters referred by the Executive Body.

- f. To make amendments in the constitution of REAP as and when necessary or as requested by the general or Executive Body Members.
- g. To cooperate and enter into arrangements with any authorities, international, national, local or otherwise and to obtain Business opportunities from any such authority, any rights privileges and concessions in the best interest of poor community or REAP members.
- h. To accept subscriptions, donations and bequests of and to purchase, take on lease or in exchange hire or otherwise acquire and hold any movable and immovable property.
- i. To construct, maintain and alter any immovable property as may be necessary or expedient for any of the purpose of REAP.
- j. Subject to such consents as may be by law required to sell exchange, lease or otherwise dispose of, or mortgage, pledge or otherwise encumber any movable or immovable property of REAP.
- k. To issue appeals, hold public meetings, lectures and exhibitions and take such steps as may be required for the purpose of promoting and publicizing the objects of REAP and procuring as contributions to its funds donations, subscriptions or otherwise.
- l. To draw, make endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- m. To make any charitable donation either in cash or by way of assets for the furtherance of objects of REAP.
- n. To establish and support any charitable body or institution and to subscribe or guarantee money for charitable purposes calculated to further the objects of REAP.
- o. To employ and pay any person or persons to supervise, organize and carry on the work of and advice REAP.
- p. To amalgamate with any institutions, societies or associations which shall be charitable at law and have objects altogether or mainly similar to those of REAP. And to prohibit the payment of any dividend or profit to and the distributions of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of REAP by these Bylaws.

2. **EXECUTIVE COUNCIL**

- a. The Association shall have an Executive Council that shall act as an executive and managing authority of the Association; and that shall manage the day to day affairs of the Association.

- b. The Executive Council shall be comprised of seven regular members elected by E-balloting, or election process.
- c. The Executive Council shall hire a full-time paid Executive Officer with approval of the Board of Directors, who shall be based in the Secretariat of the Association and shall manage the commonplace affairs of the Association under the direct supervision of the Secretary General and . He/She shall also serve as non-voting secretary to the Executive Council.
- d. The Executive Council shall be elected for a term of Two years by the voting members from among themselves in a General Body meeting convened for the purpose in accordance with the procedure prescribed in the Rules and Regulations and/or bye-laws of the Association.
- e. All members of the Executive Council shall be elected for a period of Two years. However,
 - i. In extraordinary circumstances the Executive Council may continue functioning for an additional period of not more than six months, after which its powers shall cease to exist. In such an event, the General Body Meeting may convene to organize new elections;
 - ii. None of the members of the Executive Council shall hold the same office for more than two consecutive terms;
 - iii. A member of the Executive Council not attending three consecutive meetings of the Executive Council without prior written information to the President/ Secretary General shall cease to be a member of the Executive Council.
 - iv. The Executive Council shall direct, regulate and administer the general affairs of the Association in accordance with this Memorandum of Association, the Rules and Regulations and/or bye-laws of the Association; and shall;
 - i. Draw an annual program and undertake projects for the fulfillment of the objects of the Association;
 - ii. Draft, propose, approve and amend the Rules and Regulations and/or bye-laws of the Association;
 - iii. Grant affiliations to similar bodies if deemed desirable in the opinion of the Executive Council in accordance with the Rules and Regulations and/or the Bye-laws;
 - iv. Convene the meeting of the General Body as and when necessary;
 - v. Present to the session of the General Body a written report of the activities of the Association;

- vi. Have the right to approve all contracts or research proposals on population and related fields on behalf of the Association;
- vii. May propose to own, hold, administer and invest funds and property on behalf of the Association, and in furtherance of the aims of the Association;
- viii. Approve the admission of members of all categories of the Association with simple majority vote.
- ix. The decisions of the Executive Council shall be taken by a simple majority vote. In the event of a tie, the Chairman or the person presiding over the meeting shall have the casting vote.
- x. In the event of a casual vacancy in the offices of the Chairman or Secretary General, the Vice President or Joint Secretary, respectively, shall assume their duties for the remaining period. For vacancies in the positions of other Office Bearers, the Executive Council shall fill the casual vacancy as deemed appropriate under the circumstances.
- xi. The Executive Council shall have the authority to draft and approve specific Rules and Regulations and/or Bye-laws relating to the conduct of elections, including voting procedures.

THE CHAIRMAN:

- a. The Chairman will be the constitutional head of the Association and will be one of the Bank Account signatories.
- b. The Chairman will define the guidelines for the Board as well as the Executive Council for smooth running of the Association.
- c. The Chairman will perform liaison between Government, Donor Agencies and other related relief agencies, when required.
- d. The Chairman may appoint any of the Executive or General Body Member against a monthly salary for a particular job or assignment.
- e. The Chairman will preside over the meetings of the Board of Directors, Executive Council and Annual General Body.
- f. The Chairman will exercise overall responsibility for management of all projects on behalf of the Donors Agencies within the framework of project guidelines.

VICE CHAIRMAN:

- a. The Vice Chairperson will be the member of Board of Directors and will assist the Chairman and will be responsible for the same duties of the Chairman and shall exercise of his/her powers during the absence of the Chairman.

- b. The Vice Chairman will assist the Chairman in all his constitutional responsibilities.
- c. The Vice Chairman will monitor the overall activities of the association and will report to the Chairman.
- d. Any other job assigned by the Chairman in the best interest of the Association.
- e. The Vice Chairman will carry out all responsibilities in his absence and shall accept any assignment from the Chairman, regarding REAP Projects or otherwise for smooth running of REAP.

SECRETARY GENERAL

- a. The Secretary General will be member of the Board of Directors. She/he will assist the Chief Executive and Chairman in administrative matters as well as shall be in-charge of the correspondence and records of REAP.
- b. The Secretary General in consultation with the Chairman shall prepare the meeting's agenda, call meetings of the Board of Directors, Executive or General Body.
- c. The Secretary General will be one of the Bank Account signatories.
- d. The Secretary General shall review the monthly, quarterly, annual or any other report regarding REAP and will make sure proper record of such reports.
- e. The Secretary General shall be responsible for submission of reports and return as desired by the Registration Authority or Donor agencies.
- f. The Secretary General shall conduct all correspondence on behalf of REAP including the policy matters for which prior approval of the Directors is must.
- g. Any assignment from the Chairman, in connection with financial, administrative, Projects matters or otherwise.

SECRETARY FINANCE:

- a. Secretary Finance will be the member of the Board of Directors and will facilitate the Board of Directors and the Executive Council in all financial matters.
- b. He/she will supervise the financial operation, evidences of the income and expenditures, and overall Incharge of the finances of REAP.

- c. He/she will be one of the signatories of bank account of Projects and will maintain updated record of bank accounts, financial statements and reports.
- d. He/she will organize financial reports as per requirement of the donor agencies or otherwise.
- e. He/she will keep inform the Board of Directors about funding situation as well as projects finance situation.
- f. He/she will keep inform the Board of Directors about the audit duration and will arrange the audit report of REAP accounts for Board of Directors, Donor agencies.
- g. He/she will monitor and uphold accounts of REAP in books and will present monthly statement of income & expenditure in the meeting of the Board of Directors or Executive Body accordingly.
- h. He/she will also responsible for annual budgeting of REAP.
- i. He/she will examine the account books on quarterly basis.
- j. He/she shall keep with him impress cash for day to day expenditure, which will be fixed by the Board of Directors.

CHIEF EXECUTIVE OFFICER (CEO):

The Chief Executive Officer (CEO) will be head of the REAP Executive Council and will be responsible for:

- a. The CEO will preside over the meetings of Executive Council.
- b. The CEO shall supervise overall REAP and Project's activities and will ensure that the constitution is duly carried out in all respect.
- c. The CEO can be one of the bank account signatory of the Projects and will be responsible for supervising of financial matters especially with the donors.
- d. The CEO shall keep himself informed of all the activities of REAP.

DEPUTY CHIEF OFFICER:

- a. The Deputy Chief Officer will be the member of the Executive Council and will assist the CEO in all his assignments. He/she will be responsible for the same duties of the CEO and shall exercise of his/her powers during the absence of the CEO.

- b. The Deputy Chief shall accept any assignment from the Board of Directors, and the CEO, regarding REAP, Projects or otherwise, if required.

MEDIA SECRETARY:

- a. Media Secretary will be a member of the Executive Council and will assist the Board of Directors & Executive Council in media affairs.
- b. He/she will be responsible for all kind of publicity materials, sign boards, etc.
- c. He/She will be responsible for proper record keeping of all correspondence relating to REAP with Media from time to time.
- d. He/She will assist the Chairman or Board of Directors in preparing news for media, publications, press reports, etc.
- e. The Media Secretary will be responsible for proper record keeping of all kind of publications regarding REAP.
- f. Any other assignment from the Chairman, or Board of Directors for smooth running of REAP within or outside the country if required.

SECRETARY PROJECTS:

Functions and Powers of the Secretary Projects:

- a. The Secretary Projects shall be the Member of Executive Council of the association and will be responsible for overall monitoring of projects activities.
- b. The Secretary Projects shall be responsible for the implementation of all the policies laid down by the General Body/Executive Council Board of Directors.
- c. The Secretary Projects shall sign or cause to be signed all documents and proceedings requiring authentication by the Association. He shall also represent or cause to be represented the Association in business and legal transactions. She/he shall receive and disburse all funds of the Association based on instructions from the Executive Council. The Secretary Projects through functional heads will handle necessary documents including bank cheques and other negotiable instruments on behalf of the Association, subject to authorization from the Board of Directors/Executive Council of the Association.
- d. The Secretary Projects shall also perform such functions as may be delegated to him by the Association, Board of Directors and/or Executive Council from time to time.
- e. The Secretary Projects shall ensure handling of all correspondence, relating to Projects on behalf of Association.

- f. The Secretary Projects shall maintain the accounts related to Projects with due verification of the monthly transactions and the monthly receipt and expenditure statement, which shall be put up to Board of Directors or Executive Council as required.
- g. The Secretary Projects will liaison with the Government and Donor agencies for any matter pertaining to the Projects on behalf of the Association.
- h. The Secretary Projects shall appoint staff for the Projects implemented by the Association. However, approval of the Executive Council shall be obtained for the creation of regular posts in the Projects of the Association.
- i. The Secretary Projects shall have powers to take disciplinary actions over any staff of the Projects as per the deputation rules/contract rules.
- j. The Secretary Projects will assist the Chairman and Board of Directors in preparing Project's documentation i.e. Projects Proposals, reports etc.
- k. He/she will study the projects concerned and report to the Chairman or Directors for onward action.
- l. He/She will be responsible for proper record keeping of the projects concerned and will make sure that each project have its complete and proper record available all the times for review or otherwise.
- m. He/she will be responsible for dealing with their concerned government departments, and Donor agencies in connection with getting approvals, permission, or any other legal steps, which required prior to establishment of the projects.

JOINT SECRETARY:

- i. The Joint Secretary shall undertake all the duties of the Secretary General in her/her absence and will assist the Chairman, in his day to day assignments of the Association.
- ii. Be responsible for maintaining the REAP Activities Sheet, from time to time.
- iii. Will prepare the quarterly, annual report and other requisite data required for smooth running of the Association.

SECRETARY EVENTS:

Secretary Events will plan and organize all the events of Association, including Expo, Seminars, meetings, conferences and conventions.

Events coordinators will perform the following tasks:

- Negotiate the type and costs of services to be provided, in line with a budget

- Organize the venue and ensure that it is appropriately set up, with regard to seating and décor
- Consult with service providers such as entertainers and transport companies
- Coordinate staff to ensure the programme of events occurs on time (for example, speeches and the serving of food and refreshments)
- Find solutions to any problems that arise concerning services or programmes provided
- Advise senior management on matters requiring their attention and implement their decisions.
- Follow up with patrons to arrange payment and, after the event, to evaluate the service provided,
- Collect and analyze data on assignment undertaken, and report on project outcomes.
- Depending on the size of the establishment, events coordinators may work independently or as part of a team. They often work irregular hours, and on weekends and public holidays.

SECRETARY TRAININGS:

- i. Will map out training plans, design and develop training programs (outsourced or in-house)
- ii. Will explore market available training opportunities and provide necessary information to the Board of Directors or Executive Council of the Association.
- iii. Will use accepted education principles and track new training methods and techniques.
- iv. Will design and prepare educational aids and materials for the proposed trainings.
- v. Will assess instructional effectiveness and summarize evaluation reports determining the impact of training
- vi. Will seek partner with internal stakeholders and liaise with matter experts regarding instructional design
- vii. Will maintain updated curriculum database and training records

- viii. Will provide train-the-trainer sessions for internal subject matter experts
- ix. Will manage and maintain all training facilities and equipments, prior to the proposed trainings.
- x. Will formulate guidelines for implementation of the various Training programs of the Association;

ARTICLE – 5

FINANCE:

- i. The Financial year of the Association shall begin from first day of July till the 30th day of June of the subsequent year.
- ii. The Secretary Finance shall maintain proper financial records, which shall, at all time, accurately reflect the financial position of the Association.
- iii. A statement of Account in respect of the previous financial year shall be placed before each Annual General Meeting of REAP and a copy of such statement shall be made upon request.
- iv. The funds of REAP shall be lodged in scheduled Bank, Savings Bank or other institutions or other place as the Board of Directors may decide from time to time.
- v. Bank Account(s) shall be opened in the name of **REAP** and OR Renewable & Alternative Energy Association of Pakistan and shall be operated by the any of the two signatories, i.e. Chairman, Secretary General, Chairman and Secretary Finance, provided that Board of Directors have agreed the operation of the bank account.
- vi. A Chartered Accountant will be appointed by the Board of Directors and Executive Council body who shall audit the accounts of the Association at least once in a year and annual Audit Report will be submitted to the authority concerned regularly.
- vii. For acquiring disposing off any property/ equipment costing over Rs. 50,000 approval of the Board of Directors shall be necessary.
- viii. The funds, income and property of REAP, however, derived shall be applicable solely towards the promotion of the aims and objectives of REAP.
- ix. No portion of funds, income and property of REAP shall be paid or transferred directly or indirectly by way of profit, dividends bond or otherwise to any of its members or relatives.

- x. The Association shall maintain proper accounts and other relevant records as well as documents comprising the receipt and payment accounts, statement of assets and liabilities and balance sheet.

ARTICLE – 6

MEETINGS:

All meetings of the Association shall be held in accordance with the procedure prescribed in the Bye-laws of the Association.

1. QUORUM OF THE MEETING:-

The quorum for all meeting of the Association shall be one third of the members *in good orders*, for the proceedings to be validly conducted. In case the quorum is not met, the meeting will stand adjourned and the member secretary must convene an 'adjourned meeting'. If in the adjourned meeting also, the quorum is not present the members present shall constitute the quorum. The members present at such 'adjourned meeting' may transact the business for which the meeting was called.

2. THE GENERAL BODY MEETING

- i. The Association shall hold a general Body Meeting of all its members once a year and this meeting shall be called annual General Body Meeting. Provided that for any reason if it is not practical to convene the annual General meeting within the aforesaid period the executive Council have powers to extend the date of such AGM for a further period not exceeding three months.
- ii. The Annual General Body Meeting of REAP shall be held within three months of the expiry of the financial year i.e. 30th June, or During Annual Exhibition to transact the following business.
- iii. One-third quorum of the total members, *in good order*, of REAP shall constitute the quorum at the Annual General Body Meeting or any other meeting of the General Body.

3. SPECIAL MEETING OF THE GENERAL BODY

Requisitioned meeting request from one third (1/3) members of General Body, *in good order*, the Secretary General shall call the meeting of General Body for special business. In case, the Secretary General upon the receipt of requisition for such meeting does not convene meeting within fifteen days of the receipt of requisitioned, the requisitioners may request for same to the Chairman to preside over the meeting, which is convened by the General Body members for an urgent and important business.

4. NOTICE OF MEETINGS OF THE GENERAL BODY

For every meeting of the General Body, a notice of not less than ten clear days specifying the place, date, time and agenda for the meeting shall be sent by post or **Email** to the members of the Association. An adjourn meeting can be called on the notice of at least Two days. The notice must indicate the place date and hour thereof as well as the item of the agenda.

5. BUSINESS OF THE GENERAL BODY

Every meeting of the General Body shall be presided over by the Chairman or in his absence by the Sr. vice OR Vice Chairman or in the absence of both, by one of the other members, elected by the members present from among themselves. Each member including the member presiding at the meeting of the General Body shall have one vote but the presiding members shall also have a casting vote in addition to his vote as member, in case of equality of votes. All the matters shall be decided by a majority of votes.

6. MINUTES OF THE MEETING

A copy of the minutes of the proceedings of each meeting shall be furnished to the General Body members as soon as possible after the completion of the meeting, but no later than a week's time after the meeting. The Chairman or the Member of the Executive Council who chairs the meeting, as the case may be shall approve the proceedings of the meeting. Proceedings of every meeting shall be kept by the Secretary General and shall be read out at its next meeting and confirmed by the members present.

7. MEETINGS OF EXECUTIVE COUNCIL

- i. The meeting of the Executive Council will be held on quarterly basis and the Chairman will preside over the meeting. The Chairman may invite the Board of Directors or a certain Director to attend the Executive Council Meeting.
- ii. At least seven (7) day's prior notice shall be required to notify the members.
- iii. Minutes of meeting will be recorded and will be notified to all concerned, duly signed by the Chairman.

8. MEETING OF BOARD OF DIRECTORS:

- i. The Board of Directors shall meet together for the dispatch of business, adjourn or otherwise regulate their meetings, as they consider fit provided that they shall meet not less than once in every SIX (6) months.
- ii. At least seven- (7) day's notice shall be given to each of the Director/member of any meeting.
- iii. Business at any meeting of the Executive Council shall be decided by a majority of votes. In case of equality, the Chairman shall have a casting vote

as well as his deliberate vote. One half of the total number of Directors and Executive Body shall form a quorum.

- iv. The Minutes shall be open for inspection at all reasonable hours.
- v. All other meetings of The Board of Directors or with the Executive Body members shall be called Special General Meetings.
- vi. Notices of meetings shall state the business to be transacted thereat.

ARTICLE - 6

ELECTIONS:

All elections of the Board of Directors and the members of the Executive Council shall be held in accordance with the following provisions, contained as the Rules and Regulations and/or the Bye-laws of the Association.

- i) Election of the 12 office bearers will take place in first General Body meeting of the Association. After the election the elected members will select maximum 5 members for the office bearer positions of the Board of Directors, while remaining 7 will be the Members of the Executive Council.
- ii) Board of Directors will be elected on permanent basis; however, if a seat becomes vacant due to circumstances mentioned above, such election will take place in the next General Body meeting.
- iii) The elections of the Executive Council shall be held after every Two years, within two months of the expiry of the term as described above.
- iv) An "Election Council" consisting of three members of the General Body shall be elected at the Annual General Body Meeting to arrange and conduct elections of the Office bearers and members of the Executive Council.
- v) The members of the "Election Council" shall not be entitled to seek elections for any post in the Executive Council.
- vi) The elections shall be held by E-Balloting or Secret ballot, during the AGM, or as per proposal of the members, *in good orders*, and each member shall have one vote.

VOTE:

All members of REAP and the Directors shall be eligible to vote at all General Meetings.

- i. Every Member shall have one (1) vote at all general Meetings.
- ii. The Chairman shall have a casting vote as well as a deliberate one.

ARTICLE – 7

ASSETS AND LIABILITIES:

The income and property of REAP, whenever, derived shall be applied entirely towards the promotion of the objects of REAP and no portion thereof shall be paid or transferred directly, or indirectly in the shape of dividends or bonus or otherwise by way of profit to the persons who at any time are or have been members of REAP. Provided that nothing herein, contained shall prevent the payment in good faith of remuneration to any officer or servant of REAP or to any member thereof for the services rendered or of interest on money borrowed or rent for premises deemed to REAP.

ARTICLE – 8

AMENDMENTS TO THE CONSTITUTION:

This Memorandum of Association or a part thereof may be amended by resolution passed by a one third majority of the members, in good order, presented at General Body Meeting or at the meeting of the Joint meeting of Board of Directors and Executive Council, if deemed necessary or if any donor agency proposes any alterations, in the best interest of the community or the Association.

On third of the members, *in good order*, may approve of such amendment or repeal certain text, if deemed necessary.

INTERPRETATION

Whenever any difference arises amongst the members relating to Memorandum of Articles of Association, or the Rules and Regulations or touching upon the affairs of the Association, then every such difference shall, as a condition precedent to any other action at law, be referred to the decision of joint panel of Board of Directors and Executive Council. The decision of the Joint panel shall be final.

ARTICLE – 9

DISSOLUTION:

REAP may be dissolved by resolution passed by three-fifth of members at a properly constituted General Meeting of REAP. The assets shall not be paid to or distributed among the members of REAP. But shall be sold given or transferred to organizations or institutions specified in the Resolution having objects similar to some or the entire object of REAP. To which the Central Board of revenue under the religious and charitable Institutions Rules has granted approval, with intimation of such transference to the Central Board of Revenue within three months of the dissolution's with consultation with the donor agencies, or may be returned to respective Donor Agencies, if permissible.